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Form 990-PF

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

OMB No 1545-0052

2011

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

For calendar year 2011 or tax year beginning AUG 1, 2011, and ending JUL 31, 2012

Name of foundation

JOSEPH AND MARIE FIELD FOUNDATION

Number and street (or P.O. box number if mail is not delivered to street address)

C/O E. R. BOYNTON, 30 VALLEY STREAM PKW

Room/suite

City or town, state, and ZIP code

MALVERN, PA 19355

A Employer identification number

23-3009586

B Telephone number

(610) 660-5616

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 changeD 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 foundationE 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)

\$ 31,792,020. (Part I, column (d) must be on cash basis.)

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

1,059,315.

N/A

2 Check ☐ if the foundation is not required to attach Sch. B

3 Interest on savings and temporary cash investments

162,684.

162,684.

STATEMENT 1

4 Dividends and interest from securities

744,398.

744,398.

STATEMENT 2

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

-123,032.

b Gross sales price for all assets on line 6a

9,148,797.

7 Capital gain net income (from Part IV, line 2)

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

1,843,365.

907,082.

13 Compensation of officers, directors, trustees, etc

0.

0.

0.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees

STMT 3

9,865.

9,865.

0.

b Accounting fees

c Other professional fees

17 Interest

18 Taxes

STMT 4

30,049.

0.

0.

19 Depreciation and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses

24 Total operating and administrative expenses. Add lines 13 through 23

39,914.

9,865.

0.

25 Contributions, gifts, grants paid

1,600,000.

1,600,000.

26 Total expenses and disbursements. Add lines 24 and 25

1,639,914.

9,865.

1,600,000.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

203,451.

b Net investment income (if negative, enter -0-)

897,217.

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		4.	3.		3.	
	2 Savings and temporary cash investments		908,839.	612,677.		612,677.	
	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 STMT 6		21,711,763.	22,770,974.		7,581,974.	
	c Investments - corporate bonds						
Liabilities	11 Investments - land, buildings, and equipment basis ▶						
	Less: accumulated depreciation ▶						
	12 Investments - mortgage loans						
	13 Investments - other STMT 7		22,971,824.	22,412,193.		23,597,366.	
	14 Land, buildings, and equipment: basis ▶						
	Less: accumulated depreciation ▶						
	15 Other assets (describe ▶)						
	16 Total assets (to be completed by all filers)		45,592,430.	45,795,847.		31,792,020.	
	17 Accounts payable and accrued expenses						
	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)		0.	0.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐						
	and complete lines 24 through 26 and lines 30 and 31.						
	24 Unrestricted						
	25 Temporarily restricted						
	26 Permanently restricted						
	Foundations that do not follow SFAS 117, check here ▶ ☒						
	and complete lines 27 through 31.						
	27 Capital stock, trust principal, or current funds		5,444,849.	5,444,815.			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.			
	29 Retained earnings, accumulated income, endowment, or other funds		40,147,581.	40,351,032.			
	30 Total net assets or fund balances		45,592,430.	45,795,847.			
	31 Total liabilities and net assets/fund balances		45,592,430.	45,795,847.			

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	45,592,430.
2 Enter amount from Part I, line 27a	2	203,451.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	45,795,881.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 5	5	34.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	45,795,847.

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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			
b SEE ATTACHED STATEMENT			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 9,148,797.		9,274,882.	-123,032.

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			
b			
c			
d			
e			-123,032.

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	-123,032.
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	1,500,000.	33,770,429.	.044418
2009	1,737,416.	32,248,101.	.053877
2008	1,388,283.	27,465,182.	.050547
2007	1,781,496.	35,874,731.	.049659
2006	1,839,963.	37,017,886.	.049705

2 Total of line 1, column (d)	2	.248206
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	.049641
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	31,631,121.
5 Multiply line 4 by line 3	5	1,570,200.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	8,972.
7 Add lines 5 and 6	7	1,579,172.
8 Enter qualifying distributions from Part XII, line 4	8	1,600,000.

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	8,972.
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	8,972.
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	8,972.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a 13,000.		
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	13,000.
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	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	4,028.
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax ☒ 4,028. 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)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☒ \$ 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.		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? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ PA		
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 2011 or the taxable year beginning in 2011 (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	

N/A

STMT 8

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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 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 ► **N/A**

14 The books are in care of ► **EDWIN R. BOYNTON, ESQUIRE** Telephone no. ► **(610) 660-5616**
 Located at ► **30 VALLEY STREAM PARKWAY, MALVERN, PA** ZIP+4 ► **19355**

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**

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? **Yes** **No**
 See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ► **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):		
(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)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
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? If "Yes," list the years ►	☐ Yes ☒ No	
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

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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
JOSEPH M. FIELD	PRESIDENT/TREASURER/DIR.			
C/O ENTERCOM, 401 CITY AVE, STE 809				
BALA CYNWYD, PA 19004	5.00	0.	0.	0.
MARIE H. FIELD	VICE PRES./SECRETARY/DIR.			
C/O ENTERCOM, 401 CITY AVE, STE 809				
BALA CYNWYD, PA 19004	5.00	0.	0.	0.
JOHN C. DONLEVIE	ASST SECT/ASST TREAS/DIR.			
C/O ENTERCOM, 401 CITY AVE, STE 809				
BALA CYNWYD, PA 19004	2.00	0.	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 N/A	
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.

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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	29,809,659.	
b Average of monthly cash balances	1b	2,303,154.	
c Fair market value of all other assets	1c		
d Total (add lines 1a, b, and c)	1d	32,112,813.	
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	32,112,813.	
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	481,692.	
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	31,631,121.	
6 Minimum investment return. Enter 5% of line 5	6	1,581,556.	

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	1,581,556.
2a Tax on investment income for 2011 from Part VI, line 5	2a	8,972.
b Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	8,972.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	1,572,584.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	1,572,584.
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	1,572,584.

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	1,600,000.
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	1,600,000.
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	8,972.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,591,028.

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				1,572,584.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
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				62,811.
e From 2010				
f Total of lines 3a through e	62,811.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 1,600,000.				
a Applied to 2010, but not more than line 2a			0.	
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				1,572,584.
e Remaining amount distributed out of corpus	27,416.			
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	90,227.			
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				0.
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	90,227.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				62,811.
d Excess from 2010				
e Excess from 2011				27,416.

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 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).)

SEE STATEMENT 9

- 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:

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

- c Any submission deadlines:**

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
CENTER FOR AMERICAN PROGRESS 1333 H STREET, NW, 10TH FLOOR WASHINGTON, DC 20005	N/A	501(C)(3)	GRANT TO ANOTHER 501(C)(3) ORGANIZATION	50,000.
CENTER FOR BUDGET AND POLICY PRIORITIES 820 FIRST STREET, NE, SUITE 510 WASHINGTON, DC 20002	N/A	501(C)(3)	GRANT TO ANOTHER 501(C)(3) ORGANIZATION	50,000.
CURTIS INSTITUTE OF MUSIC 1726 LOCUST STREET PHILADELPHIA, PA 19103	N/A	501(C)(3)	GRANT TO ANOTHER 501(C)(3) ORGANIZATION	150,000.
CHAMBER ORCHESTRA OF PHILADELPHIA 1520 LOCUST STREET, SUITE 500 PHILADELPHIA, PA 19102	N/A	501(C)(3)	GRANT TO ANOTHER 501(C)(3) ORGANIZATION	25,000.
FREE LIBRARY OF PHILADELPHIA 1901 VINE STREET PHILADELPHIA, PA 19103	N/A	501(C)(3)	GRANT TO ANOTHER 501(C)(3) ORGANIZATION	25,000.
Total SEE CONTINUATION SHEET(S) ▶ 3a				1,600,000.
b Approved for future payment				
NANTUCKET ATHENEUM 1 INDIA STREET NANTUCKET, MA 02554	N/A	501(C)(3)	ENDOWMENT FOR BUILDING FUND	100,000.
PHILADELPHIA CHAMBER MUSIC SOCIETY 1616 WALNUT STREET, SUITE 1600 PHILADELPHIA, PA 19103	N/A	501(C)(3)	ENDOWMENT	200,000.
THOMAS JEFFERSON UNIVERSITY HOSPITAL 909 WALNUT STREET, 2ND FLOOR PHILADELPHIA, PA 19107	N/A	501(C)(3)	ENDOWMENT FOR NEUROVASCULAR RESEARCH LABORATORY	500,000.
Total SEE CONTINUATION SHEET(S) ▶ 3b				1,200,000.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
INTERNATIONAL RESCUE COMMITTEE 122 EAST 42ND STREET NEW YORK, NY 10168	N/A	501(C)(3)	GRANT TO ANOTHER 501(C)(3) ORGANIZATION	100,000.
MEDIA MATTERS FOR AMERICA 1625 MASSACHUSETTS AVENUE WASHINGTON, DC 20036	N/A	501(C)(3)	GRANT TO ANOTHER 501(C)(3) ORGANIZATION	60,000.
MUSICOPIA 2001 MARKET STREET, SUITE 3100 PHILADELPHIA, PA 19103	N/A	501(C)(3)	GRANT TO ANOTHER 501(C)(3) ORGANIZATION	15,000.
NANTUCKET ATHENEUM 1 INDIA STREET NANTUCKET, MA 02554	N/A	501(C)(3)	ENDOWMENT FOR BUILDING FUND	50,000.
NATIONAL LIBERTY MUSEUM 321 CHESTNUT STREET PHILADELPHIA, PA 19106	N/A	501(C)(3)	GRANT TO ANOTHER 501(C)(3) ORGANIZATION	50,000.
PHILADELPHIA CHAMBER MUSIC SOCIETY 1616 WALNUT STREET, SUITE 1600 PHILADELPHIA, PA 19103	N/A	501(C)(3)	ENDOWMENT	125,000.
PHILADELPHIA ORCHESTRA 260 SOUTH BROAD STREET, 16TH FLOOR PHILADELPHIA, PA 19102	N/A	501(C)(3)	RECOVERY FUND	100,000.
PLEASE TOUCH MUSEUM 4231 AVENUE OF THE REUBLIC PHILADELPHIA, PA 19131	N/A	501(C)(3)	GRANT TO ANOTHER 501(C)(3) ORGANIZATION	50,000.
PROJECT FORWARD LEAP 1706 RACE STREET, 2ND FLOOR PHILADELPHIA, PA 19103	N/A	501(C)(3)	GRANT TO ANOTHER 501(C)(3) ORGANIZATION	50,000.
THE WILDERNESS SOCIETY 1615 M STREET, NW WASHINGTON, DC 20036	N/A	501(C)(3)	GRANT TO ANOTHER 501(C)(3) ORGANIZATION	50,000.
Total from continuation sheets				1,300,000.

23-3009586

3 Grants and Contributions Paid During the Year (Continuation)

[illegible]

23-3009586

3 Grants and Contributions Approved for Future Payment (Continuation)

Total from continuation sheets

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.		

[illegible]

- 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 _____

PRESIDENT

May the IRS discuss this return with the preparer shown below (see instr. 1)?

☒ Yes ☐ No**Paid
Preparer
Use Only**

Print/Type preparer's name

EDWIN R. BOYNTON

Preparer's signature

Ch. 1

Date

12/4/12

Check ☐ if
self-employed

PTIN

P01207912

Firm's name ► **STRADLEY, RONON, STEVENS & YOUNG, LLP**

Firm's EIN ▶ 23-1130381

Firm's address ► 30 VALLEY STREAM PARKWAY
MALVERN, PA 19355-1481

Phone no. (610) 640-5800

Form **990-PF** (2011)

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

JOSEPH AND MARIE FIELD FOUNDATION

Employer identification number

23-3009586

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 foundationCheck 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).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization	Employer identification number
JOSEPH AND MARIE FIELD FOUNDATION	23-3009586

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	JOSEPH M. FIELD 401 CITY AVENUE, SUITE 809 BALA CYNWYD, PA 19004	\$ 52,659.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
2	JOSEPH M. FIELD 401 CITY AVENUE, SUITE 809 BALA CYNWYD, PA 19004	\$ 4,803.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
3	JOSEPH M. FIELD 401 CITY AVENUE, SUITE 809 BALA CYNWYD, PA 19004	\$ 11,484.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
4	JOSEPH M. FIELD 401 CITY AVENUE, SUITE 809 BALA CYNWYD, PA 19004	\$ 5,964.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
5	JOSEPH M. FIELD 401 CITY AVENUE, SUITE 809 BALA CYNWYD, PA 19004	\$ 1,926.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
6	JOSEPH M. FIELD 401 CITY AVENUE, SUITE 809 BALA CYNWYD, PA 19004	\$ 12,375.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
JOSEPH AND MARIE FIELD FOUNDATION	23-3009586

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
7	JOSEPH M. FIELD 401 CITY AVENUE, SUITE 809 BALA CYNWYD, PA 19004	\$ 10,755.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
8	JOSEPH M. FIELD 401 CITY AVENUE, SUITE 809 BALA CYNWYD, PA 19004	\$ 3,651.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
9	JOSEPH M. FIELD 401 CITY AVENUE, SUITE 809 BALA CYNWYD, PA 19004	\$ 53,321.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
10	JOSEPH M. FIELD 401 CITY AVENUE, SUITE 809 BALA CYNWYD, PA 19004	\$ 7,657.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
11	JOSEPH M. FIELD 401 CITY AVENUE, SUITE 809 BALA CYNWYD, PA 19004	\$ 21,702.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
12	JOSEPH M. FIELD 401 CITY AVENUE, SUITE 809 BALA CYNWYD, PA 19004	\$ 4,433.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
JOSEPH AND MARIE FIELD FOUNDATION	23-3009586

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
13	JOSEPH M. FIELD 401 CITY AVENUE, SUITE 809 BALA CYNWYD, PA 19004	\$ 3,853.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
14	JOSEPH M. FIELD 401 CITY AVENUE, SUITE 809 BALA CYNWYD, PA 19004	\$ 13,332.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
15	JOSEPH M. FIELD 401 CITY AVENUE, SUITE 809 BALA CYNWYD, PA 19004	\$ 26,848.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
16	JOSEPH M. FIELD 401 CITY AVENUE, SUITE 809 BALA CYNWYD, PA 19004	\$ 109,154.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
17	JOSEPH M. FIELD 401 CITY AVENUE, SUITE 809 BALA CYNWYD, PA 19004	\$ 9,603.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
18	JOSEPH M. FIELD 401 CITY AVENUE, SUITE 809 BALA CYNWYD, PA 19004	\$ 46,106.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
JOSEPH AND MARIE FIELD FOUNDATION	23-3009586

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
19	JOSEPH M. FIELD 401 CITY AVENUE, SUITE 809 BALA CYNWYD, PA 19004	\$ 4,254.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
20	JOSEPH M. FIELD 401 CITY AVENUE, SUITE 809 BALA CYNWYD, PA 19004	\$ 49,455.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
21	JOSEPH M. FIELD 401 CITY AVENUE, SUITE 809 BALA CYNWYD, PA 19004	\$ 2,914.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
22	JOSEPH M. FIELD 401 CITY AVENUE, SUITE 809 BALA CYNWYD, PA 19004	\$ 71,652.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
23	JOSEPH M. FIELD 401 CITY AVENUE, SUITE 809 BALA CYNWYD, PA 19004	\$ 14,185.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
24	JOSEPH M. FIELD 401 CITY AVENUE, SUITE 809 BALA CYNWYD, PA 19004	\$ 4,425.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
JOSEPH AND MARIE FIELD FOUNDATION	23-3009586

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
25	JOSEPH M. FIELD 401 CITY AVENUE, SUITE 809 BALA CYNWYD, PA 19004	\$ 8,503.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
26	JOSEPH M. FIELD 401 CITY AVENUE, SUITE 809 BALA CYNWYD, PA 19004	\$ 22,234.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
27	JOSEPH M. FIELD 401 CITY AVENUE, SUITE 809 BALA CYNWYD, PA 19004	\$ 54,921.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
28	JOSEPH M. FIELD 401 CITY AVENUE, SUITE 809 BALA CYNWYD, PA 19004	\$ 15,083.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
29	JOSEPH M. FIELD 401 CITY AVENUE, SUITE 809 BALA CYNWYD, PA 19004	\$ 73,284.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
30	JOSEPH M. FIELD 401 CITY AVENUE, SUITE 809 BALA CYNWYD, PA 19004	\$ 33,208.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)

Name of organization	Employer identification number
JOSEPH AND MARIE FIELD FOUNDATION	23-3009586

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
31	JOSEPH M. FIELD 401 CITY AVENUE, SUITE 809 BALA CYNWYD, PA 19004	\$ 15,067.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
32	JOSEPH M. FIELD 401 CITY AVENUE, SUITE 809 BALA CYNWYD, PA 19004	\$ 1,112.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
33	JOSEPH M. FIELD 401 CITY AVENUE, SUITE 809 BALA CYNWYD, PA 19004	\$ 2,751.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
34	JOSEPH M. FIELD 401 CITY AVENUE, SUITE 809 BALA CYNWYD, PA 19004	\$ 22,412.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
35	JOSEPH M. FIELD 401 CITY AVENUE, SUITE 809 BALA CYNWYD, PA 19004	\$ 34,206.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
36	JOSEPH M. FIELD 401 CITY AVENUE, SUITE 809 BALA CYNWYD, PA 19004	\$ 42,874.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
JOSEPH AND MARIE FIELD FOUNDATION	23-3009586

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
37	JOSEPH M. FIELD 401 CITY AVENUE, SUITE 809 BALA CYNWYD, PA 19004	\$ 13,443.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
38	JOSEPH M. FIELD 401 CITY AVENUE, SUITE 809 BALA CYNWYD, PA 19004	\$ 47,610.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
39	JOSEPH M. FIELD 401 CITY AVENUE, SUITE 809 BALA CYNWYD, PA 19004	\$ 6,828.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
40	JOSEPH M. FIELD 401 CITY AVENUE, SUITE 809 BALA CYNWYD, PA 19004	\$ 4,012.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
41	JOSEPH M. FIELD 401 CITY AVENUE, SUITE 809 BALA CYNWYD, PA 19004	\$ 15,304.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
42	JOSEPH M. FIELD 401 CITY AVENUE, SUITE 809 BALA CYNWYD, PA 19004	\$ 15,057.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)

Name of organization	Employer identification number
JOSEPH AND MARIE FIELD FOUNDATION	23-3009586

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
43	JOSEPH M. FIELD 401 CITY AVENUE, SUITE 809 BALA CYNWYD, PA 19004	\$ 2,524.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
44	JOSEPH M. FIELD 401 CITY AVENUE, SUITE 809 BALA CYNWYD, PA 19004	\$ 15,779.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
45	JOSEPH M. FIELD 401 CITY AVENUE, SUITE 809 BALA CYNWYD, PA 19004	\$ 16,578.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
46	JOSEPH M. FIELD 401 CITY AVENUE, SUITE 809 BALA CYNWYD, PA 19004	\$ 40,600.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
47	JOSEPH M. FIELD 401 CITY AVENUE, SUITE 809 BALA CYNWYD, PA 19004	\$ 9,414.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
JOSEPH AND MARIE FIELD FOUNDATION	23-3009586

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
<u>1</u>	<u>940 SHARES ABBOTT LABORATORIES</u> _____ _____	\$ <u>52,659.</u>	<u>12/23/11</u>
<u>2</u>	<u>170 SHARES AMDOCS LTD</u> _____ _____	\$ <u>4,803.</u>	<u>12/23/11</u>
<u>3</u>	<u>190 SHARES AMERICAN TOWER CORP</u> _____ _____	\$ <u>11,484.</u>	<u>12/23/11</u>
<u>4</u>	<u>342 SHARES ASPEN TECHNOLOGY INC</u> _____ _____	\$ <u>5,964.</u>	<u>12/23/11</u>
<u>5</u>	<u>344 SHARES BANK OF AMERICA CORP</u> _____ _____	\$ <u>1,926.</u>	<u>12/23/11</u>
<u>6</u>	<u>1 SHARE BERKSHIRE HATHWAY INC</u> _____ _____	\$ <u>12,375.</u>	<u>12/23/11</u>

Name of organization

Employer identification number

JOSEPH AND MARIE FIELD FOUNDATION**23-3009586****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
<u>7</u>	<u>462 SHARES BEST BUY COMPANY INC</u> _____ _____	\$ <u>10,755.</u>	<u>12/23/11</u>
<u>8</u>	<u>698 SHARES BOSTON SCIENTIFIC CORP</u> _____ _____	\$ <u>3,651.</u>	<u>12/23/11</u>
<u>9</u>	<u>1,608 SHARES CAMPBELL SOUP COMPANY</u> _____ _____	\$ <u>53,321.</u>	<u>12/23/11</u>
<u>10</u>	<u>83 SHARES CATERPILLAR INC</u> _____ _____	\$ <u>7,657.</u>	<u>12/23/11</u>
<u>11</u>	<u>1,175 SHARES CISCO SYSTEMS INC</u> _____ _____	\$ <u>21,702.</u>	<u>12/23/11</u>
<u>12</u>	<u>169 SHARES COMERICA INC</u> _____ _____	\$ <u>4,433.</u>	<u>12/23/11</u>

Name of organization

Employer identification number

JOSEPH AND MARIE FIELD FOUNDATION

23-3009586

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
13	288 SHARES CORNING INC	\$ 3,853.	12/23/11
14	293 SHARES COVIDIEN	\$ 13,332.	12/23/11
15	655 SHARES CVS CAREMARK CORP	\$ 26,848.	12/23/11
16	1,311 SHARES DOLLAR TREE INC	\$ 109,154.	12/23/11
17	208 SHARES DUPONT EI DE NEMOURS & CO	\$ 9,603.	12/23/11
18	1,495 SHARES EBAY INC	\$ 46,106.	12/23/11

Name of organization	Employer identification number
JOSEPH AND MARIE FIELD FOUNDATION	23-3009586

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
19	76 SHARES EQT CORP	\$ 4,254.	12/23/11
20	436 SHARES ESTEE LAUDER COS INC	\$ 49,455.	12/23/11
21	97 SHARES EXPEDIA INC	\$ 2,914.	12/23/11
22	747 SHARES FRANKLIN RESOURCES INC	\$ 71,652.	12/23/11
23	380 SHARES HAIN CELESTIAL GROUP INC	\$ 14,185.	12/23/11
24	171 SHARES HEWLETT PACKARD CO	\$ 4,425.	12/23/11

Name of organization	Employer identification number
JOSEPH AND MARIE FIELD FOUNDATION	23-3009586

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
25	275 SHARES HOSPIRA INC	\$ 8,503.	12/23/11
26	1,209 SHARES INGRAM MICRO INC	\$ 22,234.	12/23/11
27	1,091 SHARES KELLOGG CO	\$ 54,921.	12/23/11
28	722 SHARES KEYNOTE SYSTEMS INC	\$ 15,083.	12/23/11
29	1,757 SHARES MANHATTAN ASSOCIATES INC	\$ 73,284.	12/23/11
30	485 SHARES NATIONAL OILWELL VARCO INC	\$ 33,208.	12/23/11

Name of organization

Employer identification number

JOSEPH AND MARIE FIELD FOUNDATION**23-3009586****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
<u>31</u>	<u>937 SHARES NEWELL RUBBERMAID INC</u> _____ _____	\$ <u>15,067.</u>	<u>12/23/11</u>
<u>32</u>	<u>226 SHARES NOKIA CORP</u> _____ _____	\$ <u>1,112.</u>	<u>12/23/11</u>
<u>33</u>	<u>68 SHARES NUCOR CORP</u> _____ _____	\$ <u>2,751.</u>	<u>12/23/11</u>
<u>34</u>	<u>860 SHARES ORACLE CORP</u> _____ _____	\$ <u>22,412.</u>	<u>12/23/11</u>
<u>35</u>	<u>903 SHARES PAPA JOHNS INTERNATIONAL INC</u> _____ _____	\$ <u>34,206.</u>	<u>12/23/11</u>
<u>36</u>	<u>89 SHARES PRICELINE.COM INC</u> _____ _____	\$ <u>42,874.</u>	<u>12/23/11</u>

Name of organization	Employer identification number
JOSEPH AND MARIE FIELD FOUNDATION	23-3009586

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
37	1,072 SHARES SAPIENT CORP	\$ 13,443.	12/23/11
38	731 SHARES SCHEIN HENRY INC	\$ 47,610.	12/23/11
39	125 SHARES SEMPRA ENERGY	\$ 6,828.	12/23/11
40	226 SHARES SUNTRUST BANKS INC	\$ 4,012.	12/23/11
41	520 SHARES SYSCO CORP	\$ 15,304.	12/23/11
42	748 SHARES TOLL BROTHERS INC	\$ 15,057.	12/23/11

Name of organization

Employer identification number

JOSEPH AND MARIE FIELD FOUNDATION

23-3009586

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
43	97 SHARES TRIPADVISOR INC	\$ 2,524.	12/23/11
44	335 SHARES TYCO INTERNATIONAL LTD	\$ 15,779.	12/23/11
45	1,360 SHARES UBS	\$ 16,578.	12/23/11
46	654 SHARES WATSON PHARMACEUTICALS	\$ 40,600.	12/23/11
47	291 SHARES XILINK INC	\$ 9,414.	12/23/11
		\$	

Name of organization

Employer identification number

JOSEPH AND MARIE FIELD FOUNDATION**23-3009586**

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
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

JOSEPH AND MARIE FIELD FOUNDATION

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	44,620.724 SHARES VANGUARD EQUITY INCOME FUND	P	VARIOUS	08/19/11
b	68,750.009 SHARES VANGUARD TOTAL STOCK MARKET IND	P	VARIOUS	08/19/11
c	332,572.045 SHARES METROPOLITAN WEST FUNDS	P	VARIOUS	10/05/11
d	196,850.394 SHARES VANGUARD IT INVESTMENT GRADE F	P	VARIOUS	02/03/12
e	MEDCOHEALTH SOLUTIONS AND EXPRESS SCRIPTS MERGER		VARIOUS	04/03/12
f	.86 SHARES EXPRESS SCRIPTS HOLDING CO	P	VARIOUS	04/03/12
g	18,604.651 SHARES VANGUARD SHORT TERM INVESTMENT	P	VARIOUS	06/29/12
h	CAPITAL GAINS DIVIDENDS			
i				
j				
k				
l				
m				
n				
o				

(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 1,800,000.		1,953,371.	-153,371.
b 1,924,074.		1,650,575.	273,499.
c 3,106,223.		3,466,591.	-360,368.
d 2,000,000.		2,008,724.	-8,724.
e			3,053.
f 49.		46.	3.
g 200,000.		195,575.	4,425.
h 118,451.			118,451.
i			
j			
k			
l			
m			
n			
o			

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-153,371.
b			273,499.
c			-360,368.
d			-8,724.
e			3,053.
f			3.
g			4,425.
h			118,451.
i			
j			
k			
l			
m			
n			
o			

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	-123,032.
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

FORM 990-PF · INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
BANK OF AMERICA CORP SERIES M	162,500.
MORGAN STANLEY ACCOUNT #04-HOCEJ	184.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	162,684.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
VANGUARD BROKERAGE SERVICES ACCOUNT	138,469.	0.	138,469.
VANGUARD EQUITY INCOME FUND	62,637.	0.	62,637.
VANGUARD GNMA	189,658.	58,441.	131,217.
VANGUARD INTERMEDIATE TERM INVESTMENT GRADE FUND	174,457.	60,010.	114,447.
VANGUARD PRIME MONEY MARKET FUND - INSTL. SHARES	2,101.	0.	2,101.
VANGUARD SHORT TERM INVESTMENT GRADE FUND - ADMIRAL SHARES	115,099.	0.	115,099.
VANGUARD TOTAL STOCK MARKET INDEX FUND	37,804.	0.	37,804.
VANGUARD WELLESLEY INCOME FUND	142,624.	0.	142,624.
TOTAL TO FM 990-PF, PART I, LN 4	862,849.	118,451.	744,398.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
STRADLEY, RONON, STEVENS & YOUNG, LLP	9,865.	9,865.		0.
TO FM 990-PF, PG 1, LN 16A	9,865.	9,865.		0.

FORM 990-PF	TAXES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAX PAID	247.	0.		0.	
2011 ESTIMATED TAX	13,000.	0.		0.	
2010 TAX ON NET INVESTMENT INCOME	16,802.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	30,049.	0.		0.	

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	5
DESCRIPTION		AMOUNT	
ADJUSTMENT TO BOOK VALUE OF CITADEL BROADCASTING SHARES REMOVED AS WORTHLESS		34.	
TOTAL TO FORM 990-PF, PART III, LINE 5		34.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	6
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
ENTERCOM COMMUNICATIONS CORP	19,983,935.	3,683,827.	
XL GROUP PLC	376.	2,189.	
AES CORP	3,009.	4,474.	
ABBOTT LABS	61,111.	72,875.	
ALCATEL LUCENT	458.	233.	
ALLEGHENY TECHNOLOGIES INC	47,319.	58,889.	
AMERICAN INTERNATIONAL GROUP INC	5,522.	5,535.	
AMGEN INC	30,523.	43,778.	
APACHE CORP	23,418.	27,386.	
AUTOMATIC DATA PROCESSING INC	4,148.	5,994.	
BP	138,422.	120,538.	
BANK OF NEW YORK MELLON CORP	2,913.	2,256.	
BOB EVANS FARMS INC	3,169.	6,125.	
BRISTOL MYERS SQUIBB CO	7,273.	11,321.	
BROADCOM CORP	4,521.	8,978.	
CAMPBELL SOUP CO	147,131.	158,531.	
CAPITAL ONE FINANCIAL GROUP	9,813.	17,964.	
CARDINAL HEALTH INC	3,928.	6,851.	
CARLISLE COMPANIES INC	4,253.	10,704.	

CARNIVAL CORP	69,175.	95,247.
CHUBB CORP	21,357.	30,821.
CINCINNATI FINANCIAL CORP	15,338.	20,055.
CISCO SYSTEMS INC	38,046.	34,803.
CITIGROUP INC	680.	271.
COCA COLA COMPANY	28,792.	51,389.
COMCAST CORP CLASS A	3,490.	6,901.
COMCAST CORP NEW CLASS A SPL	45,191.	91,384.
WALT DISNEY CO	59,572.	130,221.
DOLLAR TREE INC	195,713.	452,154.
DUPONT EI DE NEMOURS & CO	49,528.	89,361.
EASTMAN KODAK CO	671.	35.
EMERSON ELECTRIC CO	3,806.	5,064.
EXXON MOBIL CORP	45,818.	50,634.
FAMILY DOLLAR STORES	25,689.	66,543.
FIFTH THIRD BANCORP	6,336.	10,987.
GANNETT CO	2,957.	5,235.
GENERAL ELECTRIC CO	41,923.	54,988.
GLAXOSMITHKLINE	50,187.	63,388.
HSBC HLDGS	22,457.	19,939.
ING GROEP	5,180.	3,139.
INTEL CORP	10,900.	19,069.
IBM	8,856.	20,774.
INTL FLAVORS & FRAGRANCES INC	95,963.	186,116.
INTL GAME TECHNOLOGY	47,146.	47,397.
INTERPUBLIC GROUP OF COS	780.	2,092.
INVACARE CORP	3,956.	3,734.
JOHNSON & JOHNSON	43,904.	51,361.
JUNIPER NETWORKS INC	4,611.	4,645.
LSI CORP	180.	366.
ELI LILLY & CO	21,025.	23,336.
LOEWS CORP	17,662.	25,179.
MDC HOLDINGS	7,804.	8,443.
MANULIFE FINANCIAL CORP	17,649.	11,363.
MASCO CORP	37,240.	41,443.
MEDTRONIC INC	61,508.	79,392.
MERCK & CO INC	20,862.	31,140.
MONSTER WORLDWIDE INC	3,673.	2,306.
NATIONAL OILWELL VARCO INC	40,964.	58,057.
NORTEL NETWORKS	28.	1.
PEPSICO	34,904.	46,256.
PROCTER & GAMBLE	58,308.	61,571.
PROGENICS PHARMACEUTICALS	1,477.	828.
ROYAL DUTCH SHELL	11,225.	14,458.
SPX CORPORATION	4,179.	6,436.
SAFEWAY INC	3,708.	2,472.
SCHLUMBERGER LTD	15,627.	26,437.
CHARLES SCHWAB CORP	6,572.	5,355.
SONUS NETWORKS INC	1,505.	1,760.
SPRINT NEXTEL CORP	304.	693.
SUNTRUST BANKS INC	10,130.	10,359.
TEVA PHARMACEUTICALS	9,816.	9,527.
TEXAS INSTRUMENTS	2,410.	4,331.
3M CO	33,330.	53,187.

TIME WARNER INC	1,482.	2,738.
TRANSWITCH CORP	40.	16.
UNITED PARCEL SVS INC	54,559.	76,139.
VERISIGN INC	3,048.	7,063.
WALMART STORES INC	5,835.	7,890.
WALGREEN CO	3,806.	5,781.
WELLS FARGO & CO	46,603.	54,806.
WESTERN UNION	4,484.	5,543.
TIME WARNER CABLE INC	507.	1,444.
AOL INC	102.	191.
CAREFUSION CORP	1,497.	1,928.
BAKER HUGHES INC	7,220.	11,765.
CENTURYLINK INC	1,091.	2,160.
AEGION CORP	7,324.	6,455.
AMDOCS LIMITED	4,803.	5,058.
AMERICAN INTERNATIONAL GROUP INC - WARRANTS	0.	1,036.
AMERICAN TOWER REIT	11,484.	13,739.
ASPEN TECHNOLOGY INC	5,964.	7,996.
BANK OF AMERICA CORP	1,926.	2,525.
BERKSHIRE HATHAWAY INC	12,375.	127,445.
BEST BUY COMPANY	10,755.	8,358.
BOSTON SCIENTIFIC CORP	3,651.	3,609.
CATERPILLAR INC	7,657.	6,989.
COMERICA INC	4,433.	5,105.
CORNING INC	3,853.	3,286.
COVIDIEN	13,332.	16,373.
CVS CAREMARK CORP	26,848.	29,639.
EBAY INC	46,106.	66,229.
EQT CORP	4,254.	4,286.
ESTEE LAUDER CO INC	49,455.	45,675.
EXPEDIA INC	2,914.	5,528.
EXPRESS SCRIPTS HOLDING CO	4,498.	4,925.
FIFTH & PACIFIC COMPANIES	1,868.	8,809.
FRANKLIN RESOURCES INC	71,652.	85,868.
HAIN CELESTIAL GROUP INC	14,185.	21,162.
HEWLETT PACKARD CO	4,425.	3,119.
HOSPIRA INC	8,503.	9,556.
INGRAM MICRO INC	22,234.	18,123.
KELLOGG CO	54,921.	52,041.
KEYNOTE SYSTEMS INC	15,083.	9,928.
MANHATTAN ASSOCIATES INC	73,284.	82,034.
NEWELL RUBBERMAID INC	15,067.	16,538.
NOKIA CORP	1,112.	545.
NUCOR CORP	2,751.	2,666.
ORACLE CORP	22,412.	25,972.
PAPA JOHN INTERNATIONAL INC	34,206.	46,062.
PRICELINE.COM INC	42,874.	58,895.
SAPIENT CORP	13,443.	10,677.
SCHEIN HENRY INC	47,610.	54,686.
SEMPRA ENERGY	6,828.	8,801.
SYSCO CORP	15,304.	15,283.
TOLL BROTHERS INC	15,057.	21,819.
TRIPADVISOR INC	2,524.	3,629.
TYCO INTERNATIONAL LTD	15,779.	18,405.

JOSEPH AND MARIE FIELD FOUNDATION

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UBS	16,578.	14,416.
WATSON PHARM INC	40,600.	50,901.
XILINX INC	9,414.	9,428.
TOTAL TO FORM 990-PF, PART II, LINE 10B	22,770,974.	7,581,974.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	7
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
VANGUARD TOTAL STOCK MARKET INDEX FUND	COST	4,037,804.	4,088,953.
VANGUARD EQUITY INCOME FUND	COST	2,007,788.	2,272,915.
VANGUARD SHORT TERM INVESTMENT GRADE FUND	COST	4,245,672.	4,365,526.
VANGUARD GNMA FUND	COST	4,162,139.	4,287,379.
BANK OF AMERICA CORP BOND SERIES M	COST	1,995,000.	2,158,280.
VANGUARD WELLESLEY INCOME FUND	COST	3,873,982.	4,296,357.
VANGUARD INTERMEDIATE TERM INVESTMENT GRADE FUND	COST	2,089,808.	2,127,956.
TOTAL TO FORM 990-PF, PART II, LINE 13		22,412,193.	23,597,366.

FORM 990-PF	LIST OF SUBSTANTIAL CONTRIBUTORS PART VII-A, LINE 10	STATEMENT	8
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NAME OF CONTRIBUTOR	ADDRESS
JOSEPH M. FIELD	401 CITY AVENUE, SUITE 809 BALA CYNWYD, PA 19004

FORM 990-PF	PART XV - LINE 1A LIST OF FOUNDATION MANAGERS	STATEMENT	9
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NAME OF MANAGER
JOSEPH M. FIELD
MARIE H. FIELD