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

2012

Open to public Inspection

For calendar year 2012 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: [X] 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) ▶$ 13,508,507.

J Accounting method: [X] 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 ▶ [ ]

SCANNED JUL 2 6 2013

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	50.		N/A	
2 Check ▶ [X] if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	287,735.	287,735.		STATEMENT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	197,771.			
b Gross sales price for all assets on line 6a 4,119,383.				
7 Capital gain net income (from Part IV, line 2)		197,771.		
8 Net short-term capital gain				
9 Income modifications			JUL 22 2013	
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income	<6,394.>	<6,394.>		STATEMENT 2
12 **Total.** Add lines 1 through 11	479,162.	479,112.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	96,600.	14,490.		77,280.
14 Other employee salaries and wages	25,352.	3,803.		20,282.
15 Pension plans, employee benefits	9,329.	1,399.		7,463.
16a Legal fees STMT 3	16,000.	2,400.		9,600.
b Accounting fees STMT 4	4,200.	2,520.		1,680.
c Other professional fees				
17 Interest				
18 Taxes STMT 5	9,957.	6,794.		0.
19 Depreciation and depletion	345.	0.		
20 Occupancy				
21 Travel, conferences, and meetings	277.	0.		277.
22 Printing and publications				
23 Other expenses STMT 6	9,543.	1,392.		7,638.
24 **Total operating and administrative expenses.** Add lines 13 through 23	171,603.	32,798.		124,220.
25 Contributions, gifts, grants paid	525,084.			525,084.
26 **Total expenses and disbursements.** Add lines 24 and 25	696,687.	32,798.		649,304.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	<217,525.>			
b **Net investment income** (if negative, enter -0-)		446,314.		
c **Adjusted net income** (if negative, enter -0-)			N/A	

P
5

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	20,491.	61,132.	61,132.
	2	Savings and temporary cash investments	55.	23.	23.
	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 ▶ 25,000.			
		Less: allowance for doubtful accounts ▶ 0.	0.	25,000.	0.
	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 8	12,177,339.	11,892,847.	13,447,070.
	14	Land, buildings, and equipment: basis ▶ 3,601.			
		Less accumulated depreciation STMT 7 ▶ 3,319.	627.	282.	282.
	15	Other assets (describe ▶ STATEMENT 9)	38,421.	45,128.	0.
	16	**Total assets** (to be completed by all filers)	12,236,933.	12,024,412.	13,508,507.
Liabilities	17	Accounts payable and accrued expenses	2,303.	7,307.	
	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)	2,303.	7,307.	
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	6,735,906.	6,493,381.	
	25	Temporarily restricted		25,000.	
	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**	12,234,630.	12,017,105.	
	31	**Total liabilities and net assets/fund balances**	12,236,933.	12,024,412.	

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	12,234,630.
2	Enter amount from Part I, line 27a	2	<217,525.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	12,017,105.
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	12,017,105.

Form **990-PF** (2012)

223511
12-05-12

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		
b	L/T CAPITAL GAINS (SEE ATTACHED SCHEDULE)	P		
c	CAPITAL GAINS DIVIDENDS			
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	2,207,738.		2,206,244.	1,494.
b	1,715,970.		1,715,368.	602.
c	195,675.			195,675.
d				
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				1,494.
b				602.
c				195,675.
d				
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	197,771.
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 the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	510,545.	9,524,222.	.053605
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

2	Total of line 1, column (d)	2	.252348
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	.050470
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	13,091,206.
5	Multiply line 4 by line 3	5	660,713.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4,463.
7	Add lines 5 and 6	7	665,176.
8	Enter qualifying distributions from Part XII, line 4	8	674,304.

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 ▶ [X] and enter 1% of Part I, line 27b	1	4,463.
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	4,463.
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	4,463.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 2,600.		
b	Exempt foreign organizations - tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 4,900.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	7,500.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	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	3,029.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 3,029. **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?	1a		X
b	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.*	1b		X
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 2012 or the taxable year beginning in 2012 (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)*

		Line	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

		Line	Yes	No
16	At any time during calendar year 2012, 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.

			Line	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 2012?		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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ 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 2012 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 2012.)*	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 2012?		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 [X] 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 [X] No

(3) Provide a grant to an individual for travel, study, or other similar purposes? [ ] Yes [X] 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 [X] 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 [X] 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 [X] 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 [X] 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 10		96,600.	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

Form **990-PF** (2012)

223551
12-05-12

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	
2	
All other program-related investments. See instructions. 3 LOAN TO ASHBY LAND TRUST	25,000.
Total. Add lines 1 through 3 ▶	25,000.

Form **990-PF** (2012)

223561
12-05-12

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	13,232,243.
b	Average of monthly cash balances		1b	58,321.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	13,290,564.
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	13,290,564.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	199,358.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	13,091,206.
6	**Minimum investment return.** Enter 5% of line 5		6	654,560.

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	654,560.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 4,463.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	4,463.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	650,097.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	650,097.
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	650,097.

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	649,304.
b	Program-related investments - total from Part IX-B	1b	25,000.
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	674,304.
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	4,463.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	669,841.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				650,097.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			200,393.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 674,304.				
a Applied to 2011, but not more than line 2a			200,393.	
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 2012 distributable amount				473,911.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (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 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				176,186.
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 2007 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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 2012, 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	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(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 or e-mail 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	525,084.
Total			▶ 3a	525,084.
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) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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	287,735.	
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					<6,394.>
8 Gain or (loss) from sales of assets other than inventory			18	197,771.	
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.		485,506.	<6,394.>

13 Total. Add line 12, columns (b), (d), and (e) 13 479,112.

(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: 15 JUL 13 | 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
BRADFORD. G CARLSON		07/11/13		P01029277

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

Form 990-PF (2012)

223622
12-05-12

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:

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

May 25, 2013

Realized Gains and Losses
Fiscal Year Ending 12/31/2012

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
AmEx Centurion Bk UT C 05/21/2012 3 10%	05/14/2009	05/21/2012	95,000 000	95,000 00	95,000 00				0 00	0 00	0 00
BMW Bank Salt Lake City 12/31/2012 3 60%	12/23/2008	12/31/2012	100,000 000	100,000 00	100,000 00				0 00	0 00	0 00
Capmark Bk Midvale UT C 04/09/2012 3 00%	04/02/2009	04/09/2012	95,000 000	95,000 00	95,000 00				0 00	0 00	0 00
CIT Bk Salt Lk Cty 3s 4'12 04/09/2012 3 00%	04/02/2009	04/09/2012	95,000 000	95,000 00	95,000.00				0 00	0 00	0 00
Discover Bk Greenwood D 02/27/2013 3 25%	02/19/2009	06/15/2012	65,000 000	65,970 00	65,000 00				970 00	970 00	970 00
Fannie Mae Notes stepup 1 11/28/2025 3 00% Call 11/29/2015, 100 00	12/13/2010	02/28/2012	25,000 000	25,000 00	24,163 75				836 25	836 25	836 25
Fannie Mae Remic 93-G10 03/25/2023 5 00%	12/12/2011	03/27/2012	100,000 000	12,093 90	12,349 76	(255 86)					(255 86)
Fannie Mae Step Note 10'2 10/26/2026 3 00% Call 04/26/2014, 100 00	10/24/2011	04/26/2012	100,000 000	100,000 00	99,905 00	95 00					95.00
Fannie Mae Step Note 10'2 10/26/2026 3 00% Call 04/26/2014, 100 00	12/12/2011	04/26/2012	100,000 000	100,000 00	99,940 00	60 00					60 00
			200,000 000	200,000 00	199,845 00	155 00					155 00
Fannie Mae Step Note 10'2 10/27/2026 3 25% Call 04/27/2014, 100 00	10/24/2011	04/30/2012	100,000 000	100,000 00	100,005 00	(5 00)					(5 00)

Realized Gains and Losses
Fiscal Year Ending 12/31/2012

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 Step Note 10'2 10/27/2026 3 25% Call 04/27/2014, 100 00	12/12/2011	04/30/2012	150.000 000	150,000 00	150,285 00	(285 00)					(285 00)
			250.000 000	250,000 00	250.290 00	(290 00)					(290.00)
Fannie Mae Step Note 9'26 09/30/2026 3 00%	09/21/2011	07/02/2012	150.000 000	150,000 00	150,005 00	(5 00)					(5 00)
Fannie Mae Step Nts 11'26 11/30/2026 4 00% Call 05/30/2014, 100 00	11/09/2011	05/30/2012	150.000 000	150,000 00	150,000 00	0 00					0 00
Fannie Mae Step Nts 7'30 07/29/2030 3 00% Call 01/29/2014, 100 00	07/16/2010	01/30/2012	100.000 000	100,000 00	100,005 00				-5 00	-5 00	(5 00)
Fannie Mae Step Nts 9'26 09/30/2026 3 00% Call 03/30/2014, 100 00	09/15/2011	07/02/2012	100,000 000	100,000 00	99,755 00	245 00					245 00
Fannie Mae Stepup 9'26 09/14/2026 3 00% Call 03/14/2014, 100 00	08/23/2011	06/14/2012	100.000 000	100,000 00	100,005 00	(5 00)					(5 00)
Fed Farm Credit Bk 1 07s ' 10/24/2016 1 07% Call 04/24/2014, 100 00	04/18/2012	10/24/2012	150.000 000	150,000 00	150,005 00	(5 00)					(5 00)
Fed Home Ln Bank 2 35s ' 09/13/2018 2 35% Call 03/13/2014, 100 00	08/24/2011	09/13/2012	100,000 000	100,000 00	100,000 00				0 00	0 00	0 00
Fed Home Ln Bank Bond 2 09/08/2026 2 00%	08/12/2011	06/08/2012	100,000 000	100,000 00	99,755 00	245 00					245 00

Realized Gains and Losses
Fiscal Year Ending 12/31/2012

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 Bank Bond 4 09/26/2031 4 00%	09/08/2011	06/13/2012	100.000 000	74,074 07	74,079.08	(5 01)					(5 01)
Fed Home Ln Bank Bond 4 09/26/2031 4 00%	12/12/2011	06/13/2012	100.000 000	74,074 07	74,334 07	(260 00)					(260 00)
			200,000 000	148,148 14	148.413 15	(265 01)					(265 01)
Fed Home Ln Bk 4 4s '26 06/22/2026 4 40%	08/01/2011	06/22/2012	55.000 000	55,000 00	55,555 00	(555 00)					(555 00)
Fed Home Ln Bk 4 4s '26 06/22/2026 4 40%	12/12/2011	06/22/2012	80.000 000	80,000 00	80,888.00	(888 00)					(888 00)
			135.000 000	135,000 00	136.443 00	(1,443 00)					(1,443 00)
Fed Home Ln Bk Stepup 4' 04/30/2027 1 50% Call 04/30/2015, 100 00	04/18/2012	07/30/2012	150.000 000	150,000 00	150,000 00	0 00					0 00
Fed Home Ln Bk Stepup 8' 08/24/2016 2 75% Call 02/24/2014, 100 00	08/11/2010	02/24/2012	100.000 000	100,000 00	100,005 00				-5 00	-5 00	(5 00)
Fed Home Ln Bk stepup 8' 08/25/2021 2 75%	08/12/2011	02/27/2012	100.000 000	100,000 00	100,005.00	(5 00)					(5 00)
Fed Home Ln Bk stepup 8' 08/25/2021 2 75%	12/12/2011	02/27/2012	100.000 000	100,000 00	99,880 00	120 00					120 00
			200,000 000	200,000 00	199,885 00	115 00					115 00
Fed Home Ln Mtg CMO 1 08/12/2021 5 50%	12/12/2011	03/27/2012	50.000 000	966 11	1,020 67	(54 56)					(54 56)
Fed Home Ln Mtg Step Nt 12/13/2019 2 00% Call 03/13/2014, 100 00	08/24/2011	03/13/2012	100.000 000	100,000 00	100.000 00	0 00					0.00

Realized Gains and Losses
Fiscal Year Ending 12/31/2012

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 10/26/2016 1 375% Call 10/26/2014, 100 00	10/20/2011	10/26/2012	175,000 000	175,000 00	174,567 50				432 50	432 50	432 50
Fed Natl Mtg Assn stepup 09/16/2020 2 50% Call 09/16/2014, 100 00	12/12/2011	03/16/2012	30,000 000	30,000 00	30,081 00	(81 00)					(81 00)
Fenme Mae Stepup Nts 9'2 09/28/2026 3 00% Call 03/28/2014, 100 00	09/12/2011	06/28/2012	100,000 000	100,000 00	99,950 00	50 00					50 00
First State Bk Stockbridge 12/12/2012 3 25%	06/01/2009	01/25/2012	95,000 000	95,000 00	95,000 00				0.00	0 00	0 00
GE Cap Fml Holladay UT 04/16/2012 3.00%	04/08/2009	04/16/2012	95,000 000	95,000 00	95,000 00				0 00	0 00	0 00
GE Capital Corp 6s '12 06/15/2012 6 00%	05/01/2008	06/15/2012	100,000 000	100,000 00	100,000 00				0 00	0 00	0 00
GE Capital Corp 6s '12 06/15/2012 6 00%	12/12/2011	06/15/2012	100,000 000	100,000 00	100,000 00	0 00					0 00
			200,000 000	200,000 00	200,000 00	0 00			0 00	0 00	0 00
Midfirst Bk OK Cty OK C 05/11/2012 3.25%	05/05/2009	05/11/2012	95,000 000	95,000 00	95,000 00				0 00	0 00	0 00
Morgan Stanley Bk Salt La 12/26/2012 3 75%	12/23/2008	12/26/2012	100,000 000	100,000 00	100,000 00				0 00	0 00	0 00
PowerShares Water Resour	12/12/2011	03/08/2012	1,700 000	31,529 60	28,441 00	3,088 60					3,088 60
SallieMae Bk Murray UT 3 04/30/2012 3 05%	04/23/2009	04/30/2012	95,000 000	95,000 00	95,000 00				0 00	0 00	0 00

Realized Gains and Losses
Fiscal Year Ending 12/31/2012

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
Signature Bk Chicago CD 04/16/2012 3 90%	05/01/2009	04/16/2012	90.000 000	90,000 00	91,627 18				-1.627.18	-1,627 18	(1,627 18)
Toyoto FinlSavBk NV CD 05/29/2012 3 10%	05/20/2009	05/29/2012	95,000 000	95,000 00	95,000 00				0 00	0 00	0 00
Short Term Gains				2.207,737 75	2,206,243.58	1,494 17					
Long Term Gains Pre-5/6											
Qualified 5 Year Gains											
Long Term Gains Post-5/5				1,715,970 00	1,715,368.43				601 57		
Total Long Gains				1,715,970 00	1,715,368 43					601 57	
Total (Sales)				3,923,707 75	3.921,612 01	1,494 17			601 57	601 57	2.095 74

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	01/01/2012			6.329 12	6.329 12	6.329 12
Columbia Acorn Z	06/06/2012			4.894 33	4.894 33	4.894 33
Columbia Acorn Z	12/06/2012			20,297 01	20.297 01	20.297 01
				31,520 46	31.520 46	31.520 46
Gateway Fund Class Y	01/01/2012					3.168 20
Longleaf Partners Fund	11/08/2012			100,091 19	100.091 19	100.091 19

Realized Gains and Losses
Fiscal Year Ending 12/31/2012

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	12/13/2012				7,884 93	7,884 93	7,884 93
Oakmark Fund	12/13/2012				9,271 44	9,271 44	9,271 44
Oakmark Select Fund	12/13/2012				35,645 72	35,645 72	35,645 72
PIMCO Total Return Fund	12/12/2012				2,087 91	2,087 91	2,087 91
Templeton Global Bond Fu	12/19/2012				6,005 33	6,005 33	6,005 33
Total (Distributions)					192,506.98	192,506 98	195,675 18
Total Gains		**1,494.17**			**193,108.55**	**193,108.55**	**197,770.92**

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ACCRUED INTEREST 2011	<38,421.>	0.	<38,421.>
ACCRUED INTEREST 2012	45,128.	0.	45,128.
CAPITAL GAIN DISTRIBUTIONS	195,675.	195,675.	0.
DETAILED INTEREST INCOME SCHEDULE PROVIDED UPON REQUEST	125,128.	0.	125,128.
DIVIDEND INCOME	155,900.	0.	155,900.
TOTAL TO FM 990-PF, PART I, LN 4	483,410.	195,675.	287,735.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
LOSS FROM PARTNERSHIP INVESTMENT	<6,842.>	<6,842.>	
OTHER INVESTMENT INCOME	448.	448.	
TOTAL TO FORM 990-PF, PART I, LINE 11	<6,394.>	<6,394.>	

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	16,000.	2,400.		9,600.
TO FM 990-PF, PG 1, LN 16A	16,000.	2,400.		9,600.

FORM 990-PF — ACCOUNTING FEES — STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	4,200.	2,520.		1,680.
TO FORM 990-PF, PG 1, LN 16B	4,200.	2,520.		1,680.

FORM 990-PF — TAXES — STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FILING FEES & TAXES	9,957.	6,794.		0.
TO FORM 990-PF, PG 1, LN 18	9,957.	6,794.		0.

FORM 990-PF — OTHER EXPENSES — STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	132.	132.		0.
RENT EXPENSE	7,831.	1,175.		6,265.
DUES & SUBSCRIPTIONS	28.	0.		28.
OFFICE	338.	51.		270.
INSURANCE	228.	34.		182.
WEBSITE MAINTENANCE	893.	0.		893.
MISCELLANEOUS	93.	0.		0.
TO FORM 990-PF, PG 1, LN 23	9,543.	1,392.		7,638.

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

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE	FAIR MARKET VALUE
HP LAPTOP	1,643.	1,643.	0.	0.
DELL LATITUDE	1,958.	1,676.	282.	282.
TO 990-PF, PART II, LN 14	3,601.	3,319.	282.	282.

FORM 990-PF OTHER INVESTMENTS STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MARKETABLE SECURITIES	COST	11,899,692.	13,447,070.
INVESTMENT IN PARTNERSHIP	COST	<6,845.>	0.
TOTAL TO FORM 990-PF, PART II, LINE 13		11,892,847.	13,447,070.

FORM 990-PF OTHER ASSETS STATEMENT 9

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DIVIDEND AND INTEREST RECEIVABLE	38,421.	45,128.	0.
TO FORM 990-PF, PART II, LINE 15	38,421.	45,128.	0.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 10

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	96,600.	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		96,600.	0.	0.

05/25/13

Fields Pond Foundation Inc.
Grant recipient detail
January through December 2012

Date	Name Address	Memo	Paid Amount
Ausbon Sargent Land Preservation Trust			
22-2884768			
7/13/2012	P O Box 2040 New London New Hampshire 03257-2040	Toward protection of the Patten Property, 46 acres of working agricultural land and forest in Sp	6,000 00
Total Ausbon Sargent Land Preservation Trust			6 000 00
Barnstable Land Trust			
22-2483963			
12/21/2012	407 North Street PO Box 224 Cotuit, MA 02635	Toward protection of Fuller Farm in Barnstable Massachusetts	15 000 00
Total Barnstable Land Trust			15 000 00
Bay Circuit Alliance, Inc			
04-3153051			
5/24/2012	17 Moreland Ave Andover, MA 01810	Toward improvements on the Bay Circuit Trail linking parks and open spaces in fifty Boston area	1 970 00
Total Bay Circuit Alliance Inc			1,970 00
Berkshire Natural Resources Council, Inc			
04-2430091			
5/31/2012	20 Bank Row Pittsfield, MA 01201	Toward acquisition of a 55-acre parcel along the Clam River, completing a two-mile contiguous gr	25,000 00
Total Berkshire Natural Resources Council Inc			25,000 00
Brewster Conservation Trust			
04-2798931			
10/24/2012	P O Box 268 Brewster, MA 02631	Toward protection of a former cranberry bog, 2 6 acres of mixed upland and freshwater wetland on	10,000 00
Total Brewster Conservation Trust			10,000 00
Cape Elizabeth Land Trust			
22-2736834			
7/13/2012	330 Ocean House Road P O Box 265, CCB Cape Elizabeth, ME 04107	Toward protection of a 64-acre oceanfront parcel adjoining the existing Robinson Woods preserve	15 000 00
Total Cape Elizabeth Land Trust			15,000 00
Coastal Maine Botanical Gardens			
01-0476545			
10/24/2012	P O Box 234 Boothbay, ME 04537	Toward construction of a new one-mile trail through the wooded areas of the Gardens in Boothbay,	5,000 00
Total Coastal Maine Botanical Gardens			5 000 00
Dan Hole Pond Watershed Trust			
02-6121751			
3/22/2012	PO Box 8 Center Ossipee, NH 03814-0008	Toward acquisition of Thurley Forest a 220-acre woodland adjoining the Gulf Brook and Thurley M	10 000 00
Total Dan Hole Pond Watershed Trust			10 000 00
Dartmouth Outing Club Summer Trail Crew			
02-0222111			
12/21/2012	P O Box 9 Hanover NH 03755	Toward reconstruction of the Daniel Doan and Ranger Trails on Smarts Mountain in the Southern Wh	5 000 00
Total Dartmouth Outing Club Summer Trail Crew			5 000 00
Dennis Conservation Trust			
22-2898846			
7/13/2012	P O Box 67 East Dennis MA 02641	Toward protection of 11 acres, including rare pondshore habitation, on Grassy Pond in Dennis Ma	15,000 00
Total Dennis Conservation Trust			15 000 00
Environmental League of Massachusetts			
04-2760271			
3/15/2012	14 Beacon Street Suite 714 Boston, MA 02108	Earth Night	1,500 00
Total Environmental League of Massachusetts			1 500 00
Francestown Land Trust, Inc			
02-0410827			
10/24/2012	P O Box 132 Francestown, NH 03043	Toward acquisition of a 180-acre parcel along the South Branch of the Piscataquog in Francestown	14 500 00
Total Francestown Land Trust, Inc			14 500 00
Franklin Land Trust			
22-2744488			
12/21/2012	PO Box 450 36 State Street Shelburne Falls, MA 01270	Toward the capital campaign for acquisition and renovation of a new headquarters facility for FLT	15,000 00
Total Franklin Land Trust			15,000 00
Housatonic Valley Association			
06-6049295			
3/22/2012	1383 Pleasant Street P O Box 251 South Lee MA 02160	Toward trailhead improvements on Old Mill Trail along the Houstatonic River in Hinsdale, Massach	2 400 00
Total Housatonic Valley Association			2 400 00
Kennebec Estuary Land Trust			
01-0446468			
12/21/2012	P O Box 1128 Bath, ME 04530	Toward protection of a 146-acre forested parcel on Lily Pond in Bath Maine	10 000 00
Total Kennebec Estuary Land Trust			10,000 00
Kestrel Land Trust			
04-6243236			
4/10/2012	P O Box 1016 233 North Pleasant St #41 Amherst, MA 01002	Toward acquisition of an additional 121 acres to the Mineral Hills Conservation Areas, spanning	15 000 00
Total Kestrel Land Trust			15,000 00
Kittery Land Trust			
22-2858759			
10/24/2012	P O Box 467 Kittery ME 03904-0467	Toward protection of Johnson Farm, the largest remaining dairy farm in York country and the last	10,000 00
Total Kittery Land Trust			10,000 00
Loon Echo Land Trust			
22-2966924			
3/22/2012	8 Depot St Ste 4 Bridgton, ME 04009	Toward acquisition of the 27-acre summit of Hacker's Hill, the highest point in Casco Maine	15,000 00
7/13/2012	8 Depot St Ste 4 Bridgton, ME 04009	Toward protection of 29 acres along the Tenny River in Raymond Maine	7,500 00
Total Loon Echo Land Trust			22,500 00
Maine Appalachian Trail Club, Inc			
52-6047992			
7/13/2012	P O Box 8087 Bangor, ME 04402-8087	Toward rebuilding the Rainbow Lake section of the Appalachian Trail, just below its northern ter	8 000 00
Total Maine Appalachian Trail Club Inc			8 000 00
Massachusetts Audubon Society			
04-2104702			
5/24/2012	208 South Great Road Lincoln MA 01773	Toward the protection of 75 acres of salt marsh freshwater estuaries and upland within Great Ma	14,550 00
Total Massachusetts Audubon Society			14 550 00
Massachusetts Land Trust Coalition			
04-6049963			
12/21/2012	18 Wolbach Road Sudbury MA 01776	General support	5 000 00
Total Massachusetts Land Trust Coalition			5,000 00
Massachusetts River Alliance			
20-8387704			
12/18/2012	Suite 706 Boston, MA 02108	general support	5 000 00
Total Massachusetts River Alliance			5 000 00

STATEMENT # 10

05/25/13

Fields Pond Foundation Inc.
Grant recipient detail
January through December 2012

Date	Name Address	Memo	Paid Amount
Minnechaug Land Trust			
04-3188304			
12/11/2012	PO Box 455 Hampden MA 01036	Toward protection of a 22-acre parcel on Wilbraham Mountain in Hampden, Massachusetts	4,000 00
Total Minnechaug Land Trust			4,000 00
Mount Grace Land Conservation Trust			
04-2938967			
5/24/2012	1461 Old Keene Road Athol, MA 01331 9689	Toward protection of 2 072 acres over 17 parcels in Ashburnham, Ashby Fitchburg, Gardner and Wi	15,000 00
Total Mount Grace Land Conservation Trust			15,000 00
Orleans Conservation Trust			
23-7418072			
5/24/2012	P O Box 1078 East Orleans MA 02643-1078	Toward acquisitions on Twinings Pond maintaining a wildlife corridor between the pond and Eelma	12,000 00
Total Orleans Conservation Trust			12,000 00
Phippsburg Land Trust			
22-2996402			
7/13/2012	P O Box 123 Phippsburg ME 04562	Toward protection of the last undeveloped waterfront parcel on Spirit Pond in Phippsburg Maine	8 000 00
Total Phippsburg Land Trust			8 000 00
Rehoboth Land Trust			
04-6642180			
3/22/2012	PO Box 335 Rehoboth MA 02769	Toward protection by conservation restriction of Oakhill Beagle Club, a 90-acre parcel of upland	10,000 00
Total Rehoboth Land Trust			10,000 00
Sheepscot Valley Conservation Association			
22-2658964			
10/24/2012	624 Sheepscot Road Newcastle, ME 04553	Toward construction of new interpretive trails on the Trout Brook and Stetser Perserves in Alna	5 000 00
Total Sheepscot Valley Conservation Association			5,000 00
Society for the Protection of NH Forests			
02-0222237			
10/24/2012	54 Portsmouth Street Concord NH 03301 5400	Toward protection of a 58-acre parcel on Derry Hill, the highest point in Walpole New Hampshire	6,000 00
Total Society for the Protection of NH Forests			6,000 00
Southeast Land Trust			
02-0355374			
12/21/2012	PO Box 675 Exeter NH 03833	Toward protection of Amber Acres Farm, linking 2 200 acres of conservation lands in Durham, New	10,000 00
Total Southeast Land Trust			10 000 00
Student Conservation Association			
91-0880684			
5/8/2012	PO Box 550 689 River Road Charlestown, NH 03603	Toward construction of a 1 5 mile interpretive hiking trail loop within the Eagle Point Wildlife	3 000 00
Total Student Conservation Association			3 000 00
Sudbury Valley Trustees			
04-6049963			
4/10/2012	18 Wolbach Road Sudbury, MA 01776	Toward acquisition of Pagey's Preserve, a 9-acre parcel including 1,000' of frontage on the Conc	15 000 00
12/5/2012	18 Wolbach Road Sudbury, MA 01776	Toward protection of the Wrack Meadow Woods 12 acres of woodland habitat in Boylston Massachus	15 000 00
Total Sudbury Valley Trustees			30 000 00
The 300 Committee			
22-2659529			
10/24/2012	157 Locust Street Falmouth, MA 02540 2658	Toward transformation of 10 acres of commercially zoned land, formerly Joe's Driving Range into	10 000 00
Total The 300 Committee			10 000 00
The Trust for Public Land			
23-7222333			
11/2/2012	Northern New England Office 3 Shipman Place Montpelier, VT 05602	Toward protection of the 176-acre Sprucewood Forest, linking 2,200 acres of conservation land in	15 000 00
12/5/2012	Northern New England Office 3 Shipman Place Montpelier, VT 05602	Toward protection of the Canco Woods a 13-acre urban wild in Portland Maine	10 000 00
12/21/2012	Northern New England Office 3 Shipman Place Montpelier, VT 05602	Toward protection of Coogan Farm the largest remaining undeveloped parcel on the Mystic River i	10 000 00
Total The Trust for Public Land			35,000 00
The Trust for Public Land, Boston Office			
23-7222333			
12/5/2012	10 Milk St Suite 810 Boston MA 02108	Toward acquisition of Elmwood Farm an 80-acre parcel consisting of farmland wetlands and fores	15,000 00
Total The Trust for Public Land, Boston Office			15,000 00
Trustees of Reservations			
04-2105780			
12/21/2012	464 Abbott Av Leominster MA 01453	Toward protection of Dune s Edge Campground adjacent to the National Seashore in Provincetown M	20,000 00
Total Trustees of Reservations			20,000 00
Vermont Institute of Natural Science			
03-0231665			
10/24/2012	P O Box 1281 Quechee VT 05059	Toward construction of an accessible nature trail along the Ottauquechee River at the VINS Natur	15 000 00
Total Vermont Institute of Natural Science			15,000 00
Vermont Land Trust			
03-0264836			
12/21/2012	8 Bailey Avenue Montpelier, VT 05602	Toward protection of the 1,161 acre Bolton Valley Nordic and Backcountry area in the Green Mount	25 000 00
Total Vermont Land Trust			25 000 00
Vermont River Conservancy			
03-0347147			
12/21/2012	29 Main Street Suite 11 Montpelier Vermont 05602	Toward protectn of the 30-acre Journey's End parcel on Foot Brook in Johnson, Vermont	10,000 00
Total Vermont River Conservancy			10,000 00
Waltham Land Trust, Inc			
04-3492978			
5/24/2012	P O Box 541120 Waltham MA 02454-1120	Toward construction of a boardwalk to protect a 104-foot segment of the Western Greenway Trail i	1,661 00
Total Waltham Land Trust Inc			1 661 00
Wellfleet Conservation Trust			
22-2559199			
7/13/2012	P O Box 84 Wellfleet, MA 02667	Toward protection of a 2-acre upland parcel buffering an adjacent vernal pool in Wellfleet Mass	10 000 00
Total Wellfleet Conservation Trust			10,000 00
Westford Land Preservation Foundation			
04-3578181			
10/24/2012	P O Box 235 Westford MA 01886	Toward protection of O'Brien Farm, 23 acres of open meadows and forested uplands in Westford, Ma	10 000 00
Total Westford Land Preservation Foundation			10,000 00
Weston Forest & Trail Association, Inc			
04-6130587			
5/8/2012	266 Glen Road Weston MA 02193	In support of the Association s Stewardship fund	1,000 00
12/21/2012	266 Glen Road Weston MA 02193	Toward construction of a footbridge on the trail in Weston, Massachusetts	20,000 00
Total Weston Forest & Trail Association, Inc			21,000 00
White Oak Land Consv Society			
04-2647259			

STATEMENT #11

05/25/13

Fields Pond Foundation Inc.
Grant recipient detail
January through December 2012

Date	Name Address	Memo	Paid Amount
3/22/2012	PO Box 346 Holden MA 01520	Toward acquisition of Potter Sanctuary, a 24-acre wooded parcel adjoining Asnebumskit Reservoir	8,000 00
Total White Oak Land Consv Society			8,000 00
York Land Trust, Inc			
22-2793161			
3/22/2012	P O Box 1241 York Harbor ME 03911	Toward acquisition of the Willey parcel, 52 acres of wetlands and forested uplands in York, Maine	10 000 00
Total York Land Trust, Inc			10 000 00
TOTAL			525,081 00

2012 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.	1,486.		157.	1,643.
2	DELL LATITUDE	06/02/10	200DB	5.00	HY	17	1,958.			979.	979.	509.		188.	697.
	* TOTAL 990-PF PG 1 DEPR						3,601.			979.	2,622.	1,995.		345.	2,340.

228111
05-01-12

(D) - Asset disposed

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

Form **8868** (Rev January 2013) Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits.*

Part I **Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Type or print	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	FIELDS POND FOUNDATION, INC.	04-3196041
File by the due date for filing your return See instructions	Number, street, and room or suite no. If a P O box, see instructions. P.O. BOX 540667	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions WALTHAM, MA 02454-0667	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ BRIAN REHRIG, VICE PRESIDENT 5 TURNER STREET - WALTHAM, MA 02454

  Telephone No ▶ 781-899-9990 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______. If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2013 , to file the exempt organization return for the organization named above The extension is for the organization's return for.

▶ [X] calendar year 2012 or

▶ [ ] tax year beginning ______________, and ending ______________

2 If the tax year entered in line 1 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	$ 7,500.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	$ 2,600.
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	3c	$ 4,900.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA **For Privacy Act and Paperwork Reduction Act Notice, see instructions.** Form **8868** (Rev. 1-2013)

223841 01-21-13