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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 FOUNDATION IRR T/U/A		A Employer identification number 35-6256726
Number and street (or P O box number if mail is not delivered to street address) Wells Fargo Bank N A - 101N Independence Mall E MACY1372-062	Room/suite	B Telephone number (see instructions) (888) 730-4933
City or town, state, and ZIP code Philadelphia PA 19106-2112		C If exemption application is pending, check here ☐
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☒ Address change ☐ Name change		D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A) check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 1,893,047	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) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check ☒ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	47,086	46,192		
5 a	Gross rents				
b	Net rental income or (loss)				
6 a	Net gain or (loss) from sale of assets not on line 10	7,303			
b	Gross sales price for all assets on line 6a 612,577				
7	Capital gain net income (from Part IV, line 2)		7,303		
8	Net short-term capital gain				
9	Income modifications				
10 a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
12	Total. Add lines 1 through 11	54,389	53,495	0	
13	Compensation of officers, directors, trustees, etc	28,385	21,289		7,096
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16 a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)	1,029			1,029
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions)	1,323	983		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)	13	13		
24	Total operating and administrative expenses Add lines 13 through 23	30,750	22,285	0	8,125
25	Contributions, gifts, grants paid	65,000			65,000
26	Total expenses and disbursements Add lines 24 and 25	95,750	22,285	0	73,125
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-41,361			
b	Net investment income (if negative, enter -0-)		31,210		
c	Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions

Form **990-PF** (2012)

HTA

Form 990-PF (2012) FIELDS FOUNDATION IRR T/U/A

35-6256726 Page 2

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash—non-interest-bearing	508	1,310	1,310	
	2	Savings and temporary cash investments	23,814	68,545	68,545	
	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 (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule)				
		Less allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments—U S and state government obligations (attach schedule)				
	b	Investments—corporate stock (attach schedule)				
	c	Investments—corporate bonds (attach schedule)				
	11	Investments—land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule)					
12	Investments—mortgage loans					
13	Investments—other (attach schedule)	1,781,753	1,689,302	1,823,193		
14	Land, buildings, and equipment basis					
	Less accumulated depreciation (attach schedule)					
15	Other assets (describe)					
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,806,075	1,759,157	1,893,048		
Liabilities	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 (attach schedule)				
	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	1,806,075	1,759,157		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)	1,806,075	1,759,157		
31	Total liabilities and net assets/fund balances (see instructions)	1,806,075	1,759,157			

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,806,075
2	Enter amount from Part I, line 27a	2	-41,361
3	Other increases not included in line 2 (itemize) <u>See Attached Statement</u>	3	1,894
4	Add lines 1, 2, and 3	4	1,766,608
5	Decreases not included in line 2 (itemize) <u>See Attached Statement</u>	5	7,451
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,759,157

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Attached Statement			
b See Attached Statement			
c See Attached Statement			
d See Attached Statement			
e See Attached Statement			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			0
b			0
c			0
d			0
e			0

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			0
b			0
c			0
d			0
e			0

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	7,303
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }	3	0

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see 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	87,431	1,862,379	0.046946
2010	86,968	1,765,292	0.049266
2009	95,081	1,609,083	0.059090
2008	208,168	2,194,737	0.094849
2007	136,049	2,572,474	0.052886

2 Total of line 1, column (d)	2	0.303037
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.060607
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,823,641
5 Multiply line 4 by line 3	5	110,525
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	312
7 Add lines 5 and 6	7	110,837
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	73,125

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

1 a 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)		1	624
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3 Add lines 1 and 2		3	624
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	624
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 1,120		
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	1,120
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	0
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	496
11 Enter the amount of line 10 to be Credited to 2013 estimated tax 496 Refunded		11	0

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) IN		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (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

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? Website address ▶ N/A	13	X	
14	The books are in care of ▶ WELLS FARGO BANK N A Telephone no ▶ 888-730-4933 Located at ▶ 101N Independence Mall E MACY1372-062 Philadelphia PA ZIP+4 ▶ 19106-2112			
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 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶	16	Yes	No
				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 ▶ ☐	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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 ▶ 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ 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)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 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 ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)

☐ Yes ☒ No

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

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

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?**7b** N/A**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank, N.A. 101N Independence Mall E MACY1372-062 Phila	Trustee 4 00	28,385		

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

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

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

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3 Five highest-paid independent contractors for professional services (see instructions). 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

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Expenses

1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1 NONE	
2	
All other program-related investments. See instructions.	
3 NONE	

Total. Add lines 1 through 3



0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	1,806,281
b	Average of monthly cash balances	1b	45,131
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,851,412
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,851,412
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	27,771
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,823,641
6	Minimum investment return. Enter 5% of line 5	6	91,182

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	91,182
2a	Tax on investment income for 2012 from Part VI, line 5	2a	624
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	624
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	90,558
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	90,558
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	90,558

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	73,125
b	Program-related investments—total from Part IX-B	1b	
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	73,125
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	73,125

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				90,558
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009			9,068	
d From 2010			603	
e From 2011				
f Total of lines 3a through e	9,671			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 73,125				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2012 distributable amount				73,125
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	9,671			9,671
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				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				7,762
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
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(1)(3) or ☐ 4942(1)(5)

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

[illegible]

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

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 <i>Paid during the year</i> See Attached Statement				
Total			▶ 3a	65,000
b <i>Approved for future payment</i> NONE				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
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	47,086	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	7,303	
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		54,389	0
13 Total. Add line 12, columns (b), (d), and (e)				13	54,389

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

FIELDS FOUNDATION IRR T/U/A

35-6256726 Page 1 of 1

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

UNITED WAY

Street

3517 E JEFFERSON BLVD

City

SOUTH BEND

State

IN

Zip Code

46615

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

25,000

Name

SAMARITAN COUNSELING CENTER

Street

17195 CLEVELAND RD

City

SOUTH BEND

State

IN

Zip Code

46635

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,000

Name

MOSAIC

Street

1415 LINCOLNWAY WEST STE D

City

OSCEOLA

State

IN

Zip Code

46561

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

3,000

Name

SOUTH BEND SYMPHONY ORCHESTRA

Street

127 N MICHIGAN ST

City

SOUTH BEND

State

IN

Zip Code

46601

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,000

Name

ART BEATDOWNTOWN SOUTH BEND

Street

217 S MICHIGAN ST

City

SOUTH BEND

State

IN

Zip Code

46601

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,000

Name

GOODWILL

Street

1805 WESTERN AVE , PO BOX 3846

City

SOUTH BEND

State

IN

Zip Code

46629

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

25,000

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

		Amount		Totals		Gross Sales		Cost Other Basis and Expenses		Net Gain or Loss				
		Long Term CG Dispositions		Short Term CG Dispositions		Capital Gains/Losses		Other sales						
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	X RUSSMAN STRATEGIC GROW	448108100			6/14/2006		9/25/2012	12,465	18,426				0	-5,961
2	X RUSSMAN STRATEGIC GROW	448108100			10/15/2007		9/25/2012	9,204	13,794				0	-4,590
3	X HEWLETT PACKARD CO	428236103			4/11/2008		8/31/2012	2,782	7,575				0	-4,793
4	X HEWLETT PACKARD CO	428236103			4/11/2008		4/11/2008	1,976	3,903				0	-1,927
5	X GOOGLE INC	382595508			1/24/2012		4/4/2012	3,177	2,898				0	279
6	X LAUDIS MONDRIAN INTL FHI	518550655			1/17/2010		9/25/2012	17,885	17,355				0	530
7	X KEELEY SMALL CAP VAL FDC	487300808			10/14/2011		1/12/2012	940	777				0	163
8	X GOLDMAN SACHS GRTH OPP	381424701			10/14/2011		4/16/2012	10,649	9,600				0	1,049
9	X GOLDMAN SACHS GRTH OPP	381424701			11/17/2010		4/16/2012	51,669	47,011				0	4,658
10	X GOLDMAN SACHS GROUP INC	38141G104			12/10/2010		9/17/2012	1,198	1,678				0	-480
11	X GILEAD SCIENCES INC	375558103			12/8/2011		9/25/2012	676	390				0	286
12	X GILEAD SCIENCES INC	375558103			12/8/2011		9/17/2012	987	584				0	403
13	X GILEAD SCIENCES INC	375558103			12/8/2011		4/4/2012	1,413	1,169				0	244
14	X GATEWAY FUND - Y #1986	367829884			9/27/2012		1/12/2012	544	551				0	-7
15	X JP MORGAN MID CAP VALUE	339128100			2/22/2005		1/12/2012	1,025	807				0	218
16	X JP MORGAN MID CAP VALUE	339128100			10/14/2011		1/12/2012	590	474				0	116
17	X JP MORGAN MID CAP VALUE	339128100			10/14/2011		9/25/2012	4,910	4,032				0	878
18	X JP MORGAN MID CAP VALUE	339128100			10/14/2011		4/16/2012	3,522	3,094				0	428
19	X JP MORGAN MID CAP VALUE	339128100			6/6/2011		4/16/2012	4,647	4,400				0	247
20	X JP MORGAN MID CAP VALUE	339128100			12/15/2005		4/16/2012	903	838				0	65
21	X JP MORGAN MID CAP VALUE	339128100			8/30/2005		4/16/2012	185	169				0	16
22	X E M C CORP MASS	268648102			2/7/2011		9/17/2012	964	911				0	53
23	X E M C CORP MASS	268648102			2/7/2011		4/4/2012	291	260				0	31
24	X DREYFUS EMG MKT DEBT LG	261980494			6/6/2011		1/12/2012	2,047	2,034				0	13
25	X DODGE & COX INCOME FDC	256210105			2/1/2012		1/28/2012	16,664	16,222				0	442
26	X DODGE & COX INCOME FDC	256210105			9/27/2012		1/28/2012	13,564	13,447				0	117
27	X KEELEY SMALL CAP VAL FDC	487300808			10/14/2011		9/25/2012	6,174	5,162				0	1,012
28	X KEELEY SMALL CAP VAL FDC	487300808			10/14/2011		4/16/2012	2,579	2,330				0	249
29	X JOHNSON CONTROLS INC	478365107			3/17/2011		9/17/2012	1,002	1,413				0	-411
30	X JOHNSON CONTROLS INC	478365107			9/17/2011		4/4/2012	1,907	2,422				514	-1
31	X JPMORGAN CHASE & CO	46625H100			2/11/2010		9/17/2012	1,025	966				0	59
32	X JPMORGAN CHASE & CO	46625H100			2/11/2010		4/4/2012	2,661	2,318				0	343
33	X INTEL CORP	458140100			1/19/1999		4/4/2012	1,809	2,639				0	-830
34	X EATON CORP PLC	G29183103			11/30/2012		12/17/2012	6	6				0	0
35	X DODGE & COX INCOME FDC	256210105			4/18/2012		1/28/2012	6,755	6,600				0	155
36	X DODGE & COX INT'L STOCK F	256206103			10/15/2007		1/28/2012	1,559	2,351				0	-792
37	X DODGE & COX INT'L STOCK F	256206103			10/15/2007		9/25/2012	19,251	29,162				0	-9,911
38	X WALT DISNEY CO	254687106			2/11/2010		9/17/2012	1,041	602				0	439
39	X WALT DISNEY CO	254687106			2/11/2010		8/16/2012	754	451				0	303
40	X WALT DISNEY CO	254687106			2/11/2010		4/4/2012	3,002	2,106				0	896
41	X DIAMOND HILL LONG-SHORT	25264S833			9/27/2012		1/28/2012	454	460				0	-6
42	X COOPER INDUSTRIES PLC NE	G24140108			2/11/2010		1/30/2012	5,952	3,176				0	2,776
43	X COOPER INDUSTRIES PLC NE	G24140108			2/11/2010		4/4/2012	945	635				0	310
44	X VODAFONE GROUP PLC NEW	92857W209			6/14/2006		1/28/2012	3,030	2,377				0	653
45	X RUSSMAN STRATEGIC GROW	448108100			11/17/2010		4/16/2012	2,524	3,678				0	-1,154
46	X DIAMOND HILL LONG-SHORT	25264S833			2/11/2010		4/16/2012	1,873	1,678				0	197
47	X DIAGEO PLC - ADR	25243Q205			2/11/2010		1/15/2012	1,141	635				0	506
48	X DIAGEO PLC - ADR	25243Q205			2/11/2010		4/4/2012	1,931	1,270				0	661
49	X CREDIT SUISSE COMM RT ST	22544R305			11/17/2010		9/25/2012	2,902	3,039				0	-137
50	X CONOCOPHILLIPS	20825C104			2/11/2010		4/17/2012	4,976	3,234				0	1,742
51	X CONOCOPHILLIPS	20825C104			2/11/2010		4/4/2012	1,529	965				0	564
52	X COMCAST CORP CLASS A	20030N101			12/6/2004		9/17/2012	875	493				0	382
53	X COMCAST CORP CLASS A	20030N101			12/6/2004		8/16/2012	682	395				0	287
54	X COMCAST CORP CLASS A	20030N101			12/6/2004		4/4/2012	2,490	1,677				0	813
55	X CISCO SYSTEMS INC	17275R102			6/22/2011		9/17/2012	857	734				0	123
56	X CISCO SYSTEMS INC	17275R102			2/24/2011		9/17/2012	95	92				0	3
57	X CISCO SYSTEMS INC	17275R102			2/24/2011		4/4/2012	1,726	1,569				0	157
58	X CHEVRON CORP	166764100			2/7/2012		9/17/2012	1,171	1,070				0	101
59	X CHEVRON CORP	166764100			2/7/2012		4/4/2012	2,643	2,674				0	-31
60	X CELANESE CORP	150870103			6/15/2011		9/17/2012	1,036	1,221				0	-195
61	X CELANESE CORP	150870103			6/15/2011		4/4/2012	1,353	1,465				0	-112
62	X CAPITAL ONE FINANCIAL CORP	14040H105			2/11/2010		4/4/2012	4,425	2,825				0	1,600
63	X CYSICAREMARK CORPORAT	126650100			11/15/2010		4/4/2012	1,776	1,209				0	567
64	X CYSICAREMARK CORPORAT	126650100			11/15/2010		3/12/2012	2,904	1,934				0	970
65	X BOEING CO	097023105			3/17/2011		4/4/2012	2,211	2,043				0	168
66	X BHP BILLITON LIMITED - ADR	088606108			12/10/2010		9/17/2012	1,068	1,348				0	-280
67	X BERKSHIRE HATHAWAY INC	084670702			4/11/2008		9/17/2012	884	876				0	8
68	X BERKSHIRE HATHAWAY INC	084670702			4/11/2008		4/4/2012	2,029	2,190				161	0

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

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Totals			Cost, Other Basis and Expenses			Net Gain or Loss																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																
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								Long Term CG Distributions	Short Term CG Distributions		Gross Sales	Expense of Sale and Cost of Improvements			Depreciation	Adjustments																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																														

Part I, Line 16b (990-PF) - Accounting Fees

		1,029	0	0	1,029
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	1,029			1,029

Part I, Line 18 (990-PF) - Taxes

		1,323	983	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	983	983		
2	ESTIMATED EXCISE PAYMENTS	340			

Part I, Line 23 (990-PF) - Other Expenses

		13	13	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	ADR FEES	13	13		

Part II, Line 13 (990-PF) - Investments - Other

		1,781,753		1,689,302		1,823,193	
Asset Description		Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year		
1				0			
2	DIAGEO PLC - ADR		0	3,811	6,995		
3	WALT DISNEY CO		0	5,715	8,962		
4	DODGE & COX INCOME FD COM 147		0	14,778	15,094		
5	E M C CORP MASS		0	5,726	5,566		
6	GILEAD SCIENCES INC		0	3,740	7,051		
7	INTEL CORP		0	11,366	5,774		
8	JOHNSON CONTROLS INC		0	8,082	7,054		
9	MERGER FD SH BEN INT 260		0	37,222	36,977		
10	MICROSOFT CORP		0	6,029	5,609		
11	NESTLE S A REGISTERED SHARES - ADR		0	5,292	7,495		
12	NOVARTIS AG - ADR		0	4,526	5,380		
13	ORACLE CORPORATION		0	6,099	6,831		
14	PIMCO TOTAL RET FD-INST 35		0	101,643	99,984		
15	PIMCO FOREIGN BD FD USD H-INST 103		0	15,558	15,852		
16	T ROWE PRICE SHORT TERM BD FD 55		0	5,049	5,059		
17	SCHLUMBERGER LTD		0	4,633	7,900		
18	TJX COS INC NEW		0	4,262	6,240		
19	TEVA PHARMACEUTICAL INDUSTRIES - A		0	8,355	5,788		
20	THERMO FISHER SCIENTIFIC INC		0	5,346	7,016		
21	TOTAL FINA ELF S A ADR		0	5,281	6,085		
22	UNION PACIFIC CORP		0	8,407	11,315		
23	MCKESSON CORP		0	6,162	6,302		
24	GOLDMAN SACHS GROUP INC		0	6,549	5,740		
25	UNITED PARCEL SERVICE-CL B		0	4,573	5,161		
26	TARGET CORP		0	6,879	8,284		
27	UNITEDHEALTH GROUP INC		0	4,740	7,865		
28	ARTISAN MID CAP FUND-INSTL 1333		0	66,003	62,774		
29	BHP BILLITON LIMITED		0	5,661	5,097		
30	ISHARES RUSSELL 2000 GROWTH		0	29,100	30,023		
31	JPMORGAN CHASE & CO		0	7,650	9,277		
32	US BANCORP DEL NEW		0	6,153	7,027		
33	TCW SMALL CAP GROWTH FUND-I 4724		0	29,497	29,921		
34	ANHEUSER-BUSCH INBEV SPN ADR		0	4,733	7,779		
35	CHEVRON CORP		0	8,767	10,598		
36	DREYFUS EMG MKT DEBT LOC C-I 6083		0	88,653	94,009		
37	3M CO		0	6,459	6,964		
38	JP MORGAN MID CAP VALUE-I 758		0	41,038	52,254		
39	BERSHIRE HATHAWAY INC		0	9,511	10,405		
40	HUSSMAN STRATEGIC GROWTH FUND 60		0	53,143	44,844		
41	COMCAST CORP CLASS A		0	4,734	8,966		
42	GOOGLE INC		0	7,328	8,489		
43	VANGUARD REIT VIPER		0	62,575	76,525		
44	LAUDUS MONDRIAN INTL FI-INST 2940		0	16,575	16,370		
45	DODGE & COX INT'L STOCK FD 1048		0	113,325	111,383		
46	SBC COMMUNICATIONS 5 100% 9/15/14		0	44,782	53,710		

Part II, Line 13 (990-PF) - Investments - Other

Asset Description		Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
47	CELANESE CORP		0	4,300	1,823,193
48	VANGUARD EMERGING MARKETS ETF		0	79,874	83,048
49	MONSTER BEVERAGE CORP		0	3,116	3,699
50	OPPENHEIMER DEVELOPING MKT-Y 788		0	76,453	80,372
51	VODAFONE GROUP PLC NEW ADR		0	4,106	4,786
52	EATON CORP PLC		0	5,840	6,122
53	CME GROUP INC		0	7,531	7,094
54	SPDR DJ WILSHIRE INTERNATIONAL REA		0	64,319	75,464
55	ASTRAZENECA PLC 5 900% 9/15/17		0	37,585	48,601
56	DIAMOND HILL LONG-SHORT FD CL I 11		0	67,308	75,327
57	RIDGEWORTH SEIX HY BD-I 5855		0	89,288	94,454
58	GATEWAY FUND - Y 1986		0	47,136	46,383
59	CREDIT SUISSE COMM RT ST-CO 2156		0	97,840	89,997
60	KEELEY SMALL CAP VAL FD CL I 2251		0	47,659	60,966
61	AFLAC INC		0	6,361	7,277
62	AFFILIATED MANAGERS GROUP INC		0	6,088	8,980
63	APACHE CORPORATION COM		0	4,883	6,908
64	APPLE COMPUTER INC COM		0	6,059	16,497
65	ARTISAN INTERNATIONAL FUND 661		0	105,567	109,029
66	BOEING COMPANY		0	5,449	6,029
67	CVS/CAREMARK CORPORATION		0	4,714	7,543
68	CAPITAL ONE FINANCIAL CORP		0	4,237	6,952
69	CISCO SYSTEMS INC		0	8,079	9,373

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 3 - Other increases not included in Part III, Line 2

1	Cost Basis Adjustment	1	858
2	Mutual Fund & CTF Income Additions	2	1,036
3	Total	3	1,894

Line 5 - Decreases not included in Part III, Line 2

1	Mutual Fund & CTF Income Subtraction	1	6,526
2	PY Return of Capital Adjustment	2	925
3	Total	3	7,451

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Long Term CG Distributions														Short Term CG Distributions														Amount	
Description of Property Sold														Description of Property Sold														4,496	0
CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses				
1	HUSSMAN STRATEGIC GROWTH FUND	6/1/2006	9/25/2012	12,465			18,226	-5,961	0	0	0	-5,961	2	HUSSMAN STRATEGIC GROWTH FUND	10/15/2007	9/25/2012	9,204	13,394			13,394	-4,590	0	0	0	-4,590			
3	HEWLETT PACKARD CO	4/11/2008	8/31/2012	2,782			3,003	-4,783	0	0	0	-4,783	4	HEWLETT PACKARD CO	4/11/2008	4/4/2012	1,976	3,003			3,003	-1,927	0	0	0	-1,927			
5	GOOGLE INC	1/24/2012	4/4/2012	3,177			2,868	278	0	0	0	278	6	LAUDIS MONDRIAN INT'L FUNDST #2946	1/17/2010	9/25/2012	17,885	17,355			17,355	530	0	0	0	530			
7	KEELEY SMALL CAP VAL FD CL 1 #2251	10/14/2011	4/16/2012	940			777	163	0	0	0	163	8	SOLDMAN SACHS GRTH OPP FD #113	10/14/2011	4/16/2012	10,649	8,600			8,600	1,949	0	0	0	1,949			
9	SOLDMAN SACHS GRTH OPP FD #113	1/17/2010	4/16/2012	51,669			47,011	4,658	0	0	0	4,658	10	SOLDMAN SACHS GROUP INC	12/10/2010	9/17/2012	1,198	1,678			1,678	-460	0	0	0	-460			
11	SLEAD SCIENCES INC	12/8/2011	9/25/2012	676			390	286	0	0	0	286	12	SLEAD SCIENCES INC	12/8/2011	9/25/2012	997	534			534	403	0	0	0	403			
13	SLEAD SCIENCES INC	12/8/2011	4/4/2012	1,413			1,169	244	0	0	0	244	14	GATEWAY FUND - F #1886	9/27/2012	1/28/2012	541	591			591	-50	0	0	0	-50			
15	JP MORGAN MID CAP VALUE I #758	2/22/2005	1/28/2012	1,025			907	118	0	0	0	118	16	JP MORGAN MID CAP VALUE I #758	10/14/2011	9/25/2012	4,910	4,744			4,744	166	0	0	0	166			
17	JP MORGAN MID CAP VALUE I #758	3/31/2010	9/25/2012	13,564			4,032	9,532	0	0	0	9,532	18	JP MORGAN MID CAP VALUE I #758	10/14/2011	9/25/2012	3,522	3,984			3,984	-462	0	0	0	-462			
19	JP MORGAN MID CAP VALUE I #758	3/31/2010	4/16/2012	2,647			2,400	247	0	0	0	247	20	JP MORGAN MID CAP VALUE I #758	1/15/2005	4/16/2012	903	838			838	65	0	0	0	65			
21	JP MORGAN MID CAP VALUE I #758	8/30/2005	4/16/2012	185			169	16	0	0	0	16	21	JP MORGAN MID CAP VALUE I #758	9/30/2005	4/16/2012	185	169			169	16	0	0	0	16			
22	E M C CORP MASS	2/7/2011	9/17/2012	964			911	53	0	0	0	53	23	E M C CORP MASS	2/7/2011	4/4/2012	291	280			280	11	0	0	0	11			
24	DREYFUS EMG MKT DEBT LOC C1 #606	9/6/2011	1/28/2012	2,047			2,034	13	0	0	0	13	25	DODGE & COX INCOME FD COM #147	2/1/2012	1/28/2012	16,664	16,222			16,222	442	0	0	0	442			
26	DODGE & COX INCOME FD COM #147	9/27/2012	1/28/2012	13,564			13,427	137	0	0	0	137	27	REELEY SMALL CAP VAL FD CL 1 #2251	10/14/2011	9/25/2012	6,174	5,162			5,162	1,012	0	0	0	1,012			
28	REELEY SMALL CAP VAL FD CL 1 #2251	10/14/2011	9/25/2012	2,579			2,330	249	0	0	0	249	29	JOHNSON CONTROLS INC	3/17/2011	9/17/2012	1,002	1,413			1,413	-411	0	0	0	-411			
30	JOHNSON CONTROLS INC	3/17/2011	4/4/2012	1,907			2,422	-515	0	0	0	-515	31	JOHNSON CONTROLS INC	3/17/2011	9/17/2012	1,025	966			966	-59	0	0	0	-59			
32	JOHNSON CONTROLS INC	3/17/2011	4/4/2012	2,661			2,318	343	0	0	0	343	33	JP MORGAN CHASE & CO	2/11/2010	4/4/2012	2,661	2,639			2,639	830	0	0	0	830			
34	EATON CORP PLC	11/30/2012	12/17/2012	6			6	0	0	0	0	0	35	DODGE & COX INCOME FD COM #147	4/18/2012	1/28/2012	6,755	6,600			6,600	155	0	0	0	155			
36	DODGE & COX INTL STOCK FD #1048	10/15/2007	1/28/2012	1,925			2,351	-782	0	0	0	-782	37	DODGE & COX INTL STOCK FD #1048	10/15/2007	9/25/2012	19,251	29,162			29,162	-9,911	0	0	0	-9,911			
38	WALT DISNEY CO	2/11/2010	9/17/2012	1,041			602	439	0	0	0	439	39	WALT DISNEY CO	2/11/2010	8/16/2012	754	451			451	303	0	0	0	303			
40	WALT DISNEY CO	2/11/2010	4/4/2012	3,002			2,106	896	0	0	0	896	41	DIAMOND HILL LONG SHORT FD CL 1 #2525645833	2/11/2010	1/28/2012	454	460			460	6	0	0	0	6			
42	COOPER INDUSTRIES PLC NEW RELA	2/11/2010	1/30/2012	5,952			3,716	2,276	0	0	0	2,276	43	COOPER INDUSTRIES PLC NEW RELA	2/11/2010	4/4/2012	945	635			635	310	0	0	0	310			
44	VODAFONE GROUP PLC NEW ADR	6/14/2006	1/28/2012	3,030			2,377	653	0	0	0	653	45	HUSMAN STRATEGIC GROWTH FUND	6/14/2006	1/28/2012	2,524	3,718			3,718	-1,194	0	0	0	-1,194			
46	DIAMOND HILL LONG SHORT FD CL 1 #2525645833	2/11/2010	4/16/2012	1,873			1,616	197	0	0	0	197	47	DIAMOND HILL LONG SHORT FD CL 1 #2525645833	2/11/2010	1/15/2012	1,141	635			635	506	0	0	0	506			
48	DIAGEO PLC - ADR	2/11/2010	4/4/2012	1,931			1,270	661	0	0	0	661	49	CREDIT SUISSE COMM RT ST CO #2156430205	1/17/2010	9/25/2012	2,902	3,038			3,038	-137	0	0	0	-137			
50	CONOCOPHILLIPS	2/11/2010	4/17/2012	4,976			3,284	1,742	0	0	0	1,742	51	CONOCOPHILLIPS	2/11/2010	4/17/2012	1,526	962			962	564	0	0	0	564			
52	COMCAST CORP CLASS A	12/6/2004	9/17/2012	875			385	385	0	0	0	385	53	COMCAST CORP CLASS A	12/6/2004	9/17/2012	875	385			385	287	0	0	0	287			
54	COMCAST CORP CLASS A	12/6/2004	4/4/2012	2,490			1,677	813	0	0	0	813	55	CISCO SYSTEMS INC	9/2/2011	9/17/2012	857	714			714	123	0	0	0	123			
56	CISCO SYSTEMS INC	9/2/2011	9/17/2012	857			32	825	0	0	0	825	57	CISCO SYSTEMS INC	9/2/2011	9/17/2012	1,126	1,589			1,589	-463	0	0	0	-463			
58	CHEVRON CORP	2/24/2011	9/17/2012	1,756			1,070	686	0	0	0	686	59	CHEVRON CORP	2/24/2011	9/17/2012	1,756	2,074			2,074	-318	0	0	0	-318			
60	CELANESE CORP	2/17/2012	4/4/2012	2,643			1,221	1,422	0	0	0	1,422	61	CELANESE CORP	2/17/2012	9/17/2012	1,036	1,663			1,663	-627	0	0	0	-627			
62	CAPITAL ONE FINANCIAL CORP	6/15/2011	4/4/2012	1,353			2,825	-1,472	0	0	0	-1,472	63	CYSICAREMARK CORPORATION	1/15/2010	4/4/2012	4,423	1,209			1,209	3,214	0	0	0	3,214			
64	CYSICAREMARK CORPORATION	1/15/2010	3/12/2012	2,904			1,534	1,370	0	0	0	1,370	65	BOEING CO	12/10/2010	9/17/2012	2,211	2,043			2,043	168	0	0	0	168			
67	BERKSHIRE HATHAWAY INC	9/2/2007	9/17/2012	1,068			884	184	0	0	0	184	68	BERKSHIRE HATHAWAY INC	9/2/2007	9/17/2012	1,068	1,348			1,348	-280	0	0	0	-280			
69	BEAR STEARNS CO INC 3.350% 7/01/11	7/7/2011	4/4/2012	2,029			2,190	-161	0	0	0	-161	70	BAXER HUGHES INC COM	2/11/2010	4/4/2012	185	189			189	-4	0	0	0	-4			
71	ARTISAN INTERNATIONAL FUND #661	10/15/2007	9/25/2012	7,666			100,000	-92,334	0	0	0	-92,334	72	ARTISAN INTERNATIONAL FUND #661	10/15/2007	9/25/2012	3,490	5,018			5,018	-1,528	0	0	0	-1,528			
73	ARTISAN INTERNATIONAL FUND #661	10/15/2007	4/16/2012	5,018			27,480	-22,462	0	0	0	-22,462	74	APPLE INC	9/17/2012	4/11/2012	3,750	1,173			1,173	2,577	0	0	0	2,577			
75	APPLE INC	9/17/2012	4/11/2012	3,750			2,190	1,560	0	0	0	1,560	76	APPLE INC	9/17/2012	4/11/2012	1,173	1,954			1,954	-781	0	0	0	-781			
77	APACHE CORP	4/17/2012	9/17/2012	1,85			1,89	-4	0	0	0	-4	78	APACHE CORP	4/17/2012	9/17/2012	1,202	1,314			1,314	-112	0	0	0	-112			
79	APACHE CORP	5/19/2004	4/4/2012	1,268			1,355	-87	0	0	0	-87	80	ANHEUSER-BUSCH INBEV SPN ADR	9/6/2011	1/15/2012	2,062	1,324			1,324	738	0	0	0	738			
81	ANHEUSER-BUSCH INBEV SPN ADR	9/6/2011	1/15/2012	2,062			1,017	1,045	0	0	0	1,045	82	ANHEUSER-BUSCH INBEV SPN ADR	9/6/2011	1/15/2012	1,334	3,590			3,590	-2,256	0	0	0	-2,256			
83	ANHEUSER-BUSCH INBEV SPN ADR	12/1/2011	4/4/2012	4,267			3,950	317	0	0	0	317	84	ANHEUSER-BUSCH INBEV SPN ADR	12/1/2011	4/4/2012	4,267	3,950			3,950	317	0	0	0	317			

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Long Term CG Distributions			Short Term CG Distributions			Amount		608.081		762		606.036		2.807		Excess of FMV Over Adj Basis		Gains Minus Excess of FMV Over Adjusted Basis or Losses	
						4.456		0								0		2.807	
Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	0	0	0	0	0	0	0	0
85 AFFILIATED MANAGERS GROUP, INC	008232 08		11/15/2010	9/17/2012	632			445	187										
86 AFFILIATED MANAGERS GROUP, INC	008232 08		4/17/2012	9/17/2012	1,106			1,106	159										
87 AFFILIATED MANAGERS GROUP, INC	008232 08		11/15/2010	4/14/2012	2,266			1,780	486										
88 AFFILIATED MANAGERS GROUP, INC	008232 08		6/2/2011	1/24/2012	3,041			2,895	46										
89 ABBOTT LABS	002824 00		2/11/2010	11/7/2012	5,364			4,412	952										
90 ABBOTT LABS	002824 00		2/11/2010	7/5/2012	4,730			3,880	850										
91 ABBOTT LABS	002824 00		2/11/2010	6/17/2012	1,472			1,276	196										
92 ABBOTT LABS	002824 00		2/11/2010	4/14/2012	1,230			1,063	167										
93 VANGUARD REIT VIPER	922906553		11/15/2010	9/25/2012	3,427			2,774	653										
94 VANGUARD REIT VIPER	922906553		11/15/2010	4/16/2012	19,876			9,337	1,539										
95 UNITED HEALTH GROUP INC	91324P102		2/11/2010	4/14/2012	3,246			1,798	1,448										
96 UNITED PARCEL SERVICE CL B	911312106		8/12/2011	4/17/2012	1,112			980	132										
97 UNITED PARCEL SERVICE CL B	911312106		8/12/2011	4/14/2012	1,598			1,307	291										
98 UNION PACIFIC CORP	907616108		2/24/2011	9/17/2012	1,269			942	327										
99 UNION PACIFIC CORP	907616108		2/24/2011	4/14/2012	3,806			3,296	510										
100 US BANCORP DEL NEW	902973304		2/7/2011	9/17/2012	1,026			839	187										
101 US BANCORP DEL NEW	902973304		2/7/2011	4/14/2012	1,057			979	118										
102 TOTAL SA ADR	89151E 009		7/5/2012	9/17/2012	1,082			903	179										
103 3M CO	88579Y101		12/17/2010	9/17/2012	937			861	76										
104 3M CO	88579Y101		12/17/2010	4/14/2012	3,074			3,014	60										
105 THERMO FISHER SCIENTIFIC INC	863556102		6/2/2011	9/17/2012	1,204			1,269	65										
106 TEVA PHARMACEUTICAL INDUSTRIES	881624209		2/11/2010	4/14/2012	1,121			1,449	328										
107 TARGET CORP	87612E 106		2/11/2010	9/17/2012	968			737	238										
108 JX COS INC NEW	872540109		10/12/2011	9/17/2012	915			580	335										
109 JX COS INC NEW	872540109		10/12/2011	4/11/2012	2,334			1,110	1,224										
110 JX COS INC NEW	872540109		10/12/2011	4/14/2012	1,868			1,120	748										
111 ICV SMALL CAP GROWTH FUND	4478734N649		10/17/2010	11/28/2012	8,953			8,953	0										
112 ICV SMALL CAP GROWTH FUND	4478734N649		10/14/2011	11/28/2012	2,596			2,596	0										
113 ICV SMALL CAP GROWTH FUND	4478734N649		2/7/2012	9/25/2012	1,735			1,183	552										
114 SCHLUMBERGER LTD	806851 108		2/7/2012	4/14/2012	1,735			1,989	254										
115 SCHLUMBERGER LTD	806851 108		2/7/2012	11/28/2012	1,735			1,989	254										
116 SPDR DJ WILLIAMS INTERNATIONAL	878463X63		6/2/2011	11/28/2012	4,324			4,326	2										
117 SPDR DJ WILLIAMS INTERNATIONAL	878463X63		6/2/2011	9/25/2012	6,225			6,408	183										
118 FOMC PRICE SHORT TERM BO FD	77957P 085		4/18/2012	11/28/2012	5,311			5,311	0										
119 FOMC PRICE SHORT TERM BO FD	77957P 085		4/18/2012	9/25/2012	31,405			31,341	64										
120 BIDENWORTH SEIR HY B01	76626T 443		9/27/2011	11/28/2012	7,431			7,386	45										
121 BIDENWORTH SEIR HY B01	76626T 443		9/27/2011	11/28/2012	2,569			2,600	31										
122 PMCO FOREIGN BO FD USD HINST	693399802		10/14/2011	11/28/2012	616			572	44										
123 PMCO FOREIGN BO FD USD HINST	693399802		10/14/2011	9/25/2012	15,598			14,670	928										
124 PMCO FOREIGN BO FD USD HINST	693399802		4/18/2012	9/25/2012	2,294			2,200	94										
125 OPPENHEIMER DEVELOPING MKT Y 47	683974505		12/13/2010	11/28/2012	346			359	13										
126 OPPENHEIMER DEVELOPING MKT Y 47	683974505		6/2/2011	11/28/2012	1,705			1,600	95										
127 ORACLE CORPORATION	683974505		6/2/2011	9/17/2012	991			973	18										
128 NOVARTIS AG ADR	641069406		2/11/2010	4/14/2012	3,578			3,461	117										
129 NESTLE SA REGISTERED SHARES A	584918104		2/11/2010	4/14/2012	2,464			1,841	623										
130 MICROSOFT CORP	584918104		4/11/2008	4/14/2012	1,866			1,866	183										
131 MERGER FD SH BEN INT #260	5895509108		11/17/2010	11/28/2012	843			845	2										

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

[illegible]

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

	Date		Amount
1 Credit from prior year return		1	780
2 First quarter estimated tax payment		2	
3 Second quarter estimated tax payment		3	
4 Third quarter estimated tax payment	9/11/2012	4	60
5 Fourth quarter estimated tax payment	12/11/2012	5	280
6 Other payments		6	0
7 Total		7	1,120