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

Department of the Treasury
Internal Revenue Service

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

Open to public inspection

For calendar year 2012 or tax year beginning _____, **and ending** _____

Name of foundation THE FIELD-STEPHEN FOUNDATION C/O THOMAS E. SWANEY		A Employer identification number 36-4119196
Number and street (or P.O. box number if mail is not delivered to street address) ONE SOUTH DEARBORN STREET	Room/suite 09E021	B Telephone number (312) 853-7000
City or town, state, and ZIP code CHICAGO, IL 60603		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 2,187,828.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>		

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>	(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	98,016.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	35,867.	35,867.		STATEMENT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	22,829.			
b Gross sales price for all assets on line 6a	1,159,966.			
7 Capital gain net income (from Part IV, line 2)		22,829.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income				
12 Total. Add lines 1 through 11	156,712.	58,696.		
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees STMT 2	7,592.	1,898.		5,694.
b Accounting fees				
c Other professional fees STMT 3	7,998.	7,998.		0.
17 Interest				
18 Taxes STMT 4	637.	637.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses				
24 Total operating and administrative expenses. Add lines 13 through 23	16,227.	10,533.		5,694.
25 Contributions, gifts, grants paid	194,400.			194,400.
26 Total expenses and disbursements. Add lines 24 and 25	210,627.	10,533.		200,094.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-53,915.			
b Net investment income (if negative, enter -0-)		48,163.		
c Adjusted net income (if negative, enter -0-)			N/A	

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13

THE FIELD-STEPHEN FOUNDATION

Form 990-PF (2012)

C/O THOMAS E. SWANEY

36-4119196

Page 2

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				
	2	Savings and temporary cash investments		86,368.	59,819.	59,819.
	3	Accounts receivable ▶ 29,037.				
		Less: allowance for doubtful accounts ▶		29,037.	29,037.	
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock STMT 5		0.	34,016.	72,363.
	c	Investments - corporate bonds				
11	Investments - land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 6		1,994,415.	1,878,120.	2,055,646.	
14	Land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers)		2,109,820.	2,000,992.	2,187,828.	
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				
	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 ▶ <input type="checkbox"/>					
	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 ▶ <input checked="" type="checkbox"/>					
	and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		0.	0.	
28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.		
29	Retained earnings, accumulated income, endowment, or other funds		2,109,820.	2,000,992.		
30	Total net assets or fund balances		2,109,820.	2,000,992.		
31	Total liabilities and net assets/fund balances		2,109,820.	2,000,992.		

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	2,109,820.
2	Enter amount from Part I, line 27a	2	-53,915.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	2,055,905.
5	Decreases not included in line 2 (itemize) ▶ COST BASIS ADJUSTMENT	5	54,913.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,000,992.

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Form 990-PF (2012)

THE FIELD-STEPHEN FOUNDATION
C/O THOMAS E. SWANEY

Form 990-PF (2012)

36-4119196 Page 3

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 (SHORT TERM)	P		
b SEE ATTACHED (SHORT TERM)	P		
c SEE ATTACHED (LONG TERM)	P		
d CAPITAL GAINS DIVIDENDS			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 72,390.		74,973.	-2,583.
b 143,979.		143,594.	385.
c 930,617.		918,570.	12,047.
d 12,980.			12,980.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(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	
a			-2,583.
b			385.
c			12,047.
d			12,980.
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	22,829.
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	74,279.	2,213,134.	.033563
2010	183,782.	2,219,639.	.082798
2009	211,568.	1,965,188.	.107658
2008	120,555.	2,168,648.	.055590
2007	229,970.	2,278,005.	.100952

2 Total of line 1, column (d)	2	.380561
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	.076112
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	2,133,057.
5 Multiply line 4 by line 3	5	162,351.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	482.
7 Add lines 5 and 6	7	162,833.
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	200,094.

THE FIELD-STEPHEN FOUNDATION

Form 990-PF (2012)

C/O THOMAS E. SWANEY

36-4119196

Page 4

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	482.
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	482.
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	482.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	7,046.
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	7,046.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	6,564.
11	Enter the amount of line 10 to be Credited to 2013 estimated tax	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		X
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

N/A

Form 990-PF (2012)

THE FIELD-STEPHEN FOUNDATION

C/O THOMAS E. SWANEY

36-4119196

Page 5

Form 990-PF (2012)

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)		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)		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	X	
14	The books are in care of ► THOMAS E. SWANEY Telephone no. ► (312) 853-7000 Located at ► ONE SOUTH DEARBORN STREET, #09E021, CHICAGO, IL ZIP+4 ► 60603		
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 ►		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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A	1b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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

Form 990-PF (2012)

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

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

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

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

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

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

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

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

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? Yes No
If "Yes," attach the statement required by Regulations section 53.4945-5(d) N/A

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? Yes No

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? Yes No

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
KATHERINE FIELD STEPHEN 3040 DUMBARTON AVENUE, N.W. WASHINGTON, DC 20007	PRESIDENT & DIRECTOR 1.00	0.	0.	0.
ANDREW STEPHEN 3040 DUMBARTON AVENUE, N.W. WASHINGTON, DC 20007	TREASURER & DIRECTOR 1.00	0.	0.	0.
THOMAS E. SWANEY ONE SOUTH DEARBORN ST., #09E021 CHICAGO, IL 60603	SECRETARY & DIRECTOR 1.00	0.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NO SUCH PERSONS WERE PAID MORE THAN \$50,000	0.00	0.	0.	0.

Total number of other employees paid over \$50,000 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NO SUCH PERSONS WERE PAID MORE THAN \$50,000		0.

Total number of others receiving over \$50,000 for professional services ▶ **0**

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

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	2,079,692.
b	Average of monthly cash balances	1b	85,848.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	2,165,540.
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	2,165,540.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	32,483.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,133,057.
6	Minimum investment return. Enter 5% of line 5	6	106,653.

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	106,653.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	482.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	482.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	106,171.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	106,171.
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	106,171.

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	200,094.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	200,094.
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	482.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	199,612.

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.

THE FIELD-STEPHEN FOUNDATION
C/O THOMAS E. SWANEY

Form 990-PF (2012)

36-4119196 Page 9

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				106,171.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	2,970.			
b From 2008	13,332.			
c From 2009	113,962.			
d From 2010	92,590.			
e From 2011				
f Total of lines 3a through e	222,854.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 200,094.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				106,171.
e Remaining amount distributed out of corpus	93,923.			
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	316,777.			
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				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	2,970.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	313,807.			
10 Analysis of line 9:				
a Excess from 2008	13,332.			
b Excess from 2009	113,962.			
c Excess from 2010	92,590.			
d Excess from 2011				
e Excess from 2012	93,923.			

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			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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.					
3 Subtract line 2d from line 2c					
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).)

KATHERINE FIELD STEPHEN

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:

THE FIELD-STEPHEN FOUNDATION

Form 990-PF (2012)

C/O THOMAS E. SWANEY

36-4119196 Page 11

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
<i>a Paid during the year</i>				
LYNN HOUSE OF POTOMAC VALLEY, ALEXANDRIA, VA	N/A	PUBLIC	GENERAL FUND	5,000.
ADVENTURE UNLIMITED DISCOVERY, GREENWOOD VILLAGE, CO	N/A	PUBLIC	GENERAL FUND	10,000.
CHRIST CHURCH GEORGETOWN, WASHINGTON, DC	N/A	PUBLIC	ANNUAL FUND	3,000.
COLUMBIA UNIVERSITY GRADUATE, NEW YORK, NY	N/A	PUBLIC	GENERAL FUND	5,000.
FIFTH CHURCH OF CHRIST, WASHINGTON, DC	N/A	PUBLIC	GENERAL FUND	16,000.
Total SEE CONTINUATION SHEET(S) ▶ 3a				194,400.
<i>b Approved for future payment</i>				
NONE				
Total ▶ 3b				0.

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization

THE FIELD-STEPHEN FOUNDATION
C/O THOMAS E. SWANEY

Employer identification number

36-4119196

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

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

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

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

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization THE FIELD-STEPHEN FOUNDATION C/O THOMAS E. SWANEY	Employer identification number 36-4119196
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	KATHERINE FIELD STEPHEN <hr/> 3040 DUMBARTON ST NW <hr/> WASHINGTON, DC 20007	\$ 98,016.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
—	<hr/> <hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
—	<hr/> <hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
—	<hr/> <hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
—	<hr/> <hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
—	<hr/> <hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
—	<hr/> <hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization THE FIELD-STEPHEN FOUNDATION C/O THOMAS E. SWANEY	Employer identification number 36-4119196
--	---

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	360 SH ACCENTURE PLC-CL; 300 SH BED BATH & BEYOND; 450 SH DANAHER; 52 SH PRAXAIR; 400 SH QUALCOMM	\$ <u>98,016.</u>	<u>12/21/12</u>
	_____ _____ _____	\$ _____	_____
	_____ _____ _____	\$ _____	_____
	_____ _____ _____	\$ _____	_____
	_____ _____ _____	\$ _____	_____
	_____ _____ _____	\$ _____	_____
	_____ _____ _____	\$ _____	_____

Name of organization THE FIELD-STEPHEN FOUNDATION C/O THOMAS E. SWANEY	Employer identification number 36-4119196
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Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$ _____
 Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

THE FIELD-STEPHEN FOUNDATION
C/O THOMAS E. SWANEY

36-4119196

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
FIRST CHURCH OF CHRIST, SCIENTIST, BOSTON, MA	N/A	PUBLIC	GENERAL FUND	60,000.
CAMP NEWFOUND-OWATONNA, HARRISON, ME	N/A	PUBLIC	GENERAL FUND	5,000.
REFUGEES INTERNATIONAL, WASHINGTON, DC	N/A	PUBLIC	GENERAL FUND	2,500.
PEN FAULKNER FOUNDATION, WASHINGTON, DC	N/A	PUBLIC	GENERAL FUND	10,000.
SMITH COLLEGE, NORTHAMPTON, MA	N/A	PUBLIC	GENERAL FUND	5,000.
WORLD WILDLIFE FUND, WASHINGTON, DC	N/A	PUBLIC	GENERAL FUND	5,000.
UNIVERSITY OF VIRGINIA - ROTUNDA RESTORATION FUND, CHARLOTTESVILLE, VA	N/A	PUBLIC	ROTUNDA RESTORATION	25,000.
UNIVERSITY OF VIRGINIA PARENTS COMMITTEE, CHARLOTTESVILLE, VA	N/A	PUBLIC	GENERAL FUND	2,900.
UNIVERSITY OF VIRGINIA, CHARLOTTESVILLE, VA	N/A	PUBLIC	GENERAL FUND	40,000.
Total from continuation sheets				155,400.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES		STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT	
JP MORGAN ACCOUNT 2620480500	48,847.	12,980.	35,867.	
TOTAL TO FM 990-PF, PART I, LN 4	48,847.	12,980.	35,867.	

FORM 990-PF	LEGAL FEES			STATEMENT	2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
SIDLEY AUSTIN LLP	7,592.	1,898.		5,694.	
TO FM 990-PF, PG 1, LN 16A	7,592.	1,898.		5,694.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
JP MORGAN ACCOUNT 2620480500 (MANAGEMENT FEES)	7,698.	7,698.		0.	
TAX PREPARATION FEE	300.	300.		0.	
TO FORM 990-PF, PG 1, LN 16C	7,998.	7,998.		0.	

FORM 990-PF	TAXES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES	637.	637.		0.	
TO FORM 990-PF, PG 1, LN 18	637.	637.		0.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	5
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
BED BATH & BEYOND INC	5,961.	16,773.	
DANAHER CORP	12,185.	25,155.	
PRAXAIR INC	3,256.	5,691.	
QUALCOMM INC	12,614.	24,744.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	34,016.	72,363.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	6
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ARTISAN INTL VALUE FUND-INV	COST	103,665.	112,970.
ASTON OPTIMUM - MID CAP FUND I	COST	54,641.	54,349.
BNP BREN ASIA BASKET 11/16/12	COST	0.	0.
COLUMBIA FDS (F/K/A THREADNEEDLE ASIA PACIFIC FUND)	COST	0.	0.
DB 95% PPN EM FX BASKET 5/31/12	COST	0.	0.
DB BREN EM ASIA FX BSKT 11/16/12	COST	0.	0.
DB BREN SPX 3/7/12	COST	0.	0.
DELAWARE EMERGING MARKETS FUND	COST	40,573.	37,308.
DODGE & COX INTL STK FUND	COST	62,090.	52,661.
DREYFUS/LAUREL FDS TR	COST	0.	0.
EATON VANCE MUT FDS TR	COST	22,425.	23,534.
EATON VANCE MUT FDS TR GLOBAL MACRO	COST	41,779.	40,337.
EDGEWOOD GROWTH FUND	COST	34,126.	41,503.
GS BREN EAFE 6/6/12	COST	0.	0.
GS BREN EEM 11/5/12	COST	0.	0.
GS SPX CONT BUFF EQ 10/24/12	COST	0.	0.
HARTFORD CAPITAL APPRECIATION FUND	COST	0.	0.
HIGHBRIDGE DYNAMIC COMMODITIES	COST	36,097.	33,990.
HSBC CONT BUFF EQ SPX 11/21/12	COST	0.	0.
ISHARES MSCI EAFE INDEX FUND	COST	66,529.	64,252.
ISHARES TR RUSSELL MIDCAP INDEX FD	COST	23,678.	57,229.
JOHN HANCOCK II-EMG MKTS-I	COST	32,839.	34,782.
JPM ASIA EQUITY FD - SEL	COST	0.	0.
JPM BREN DJUBSF3 2/15/12	COST	0.	0.
JPM BREN EAFE 7/5/12	COST	0.	0.
JPM BREN EAFE 8/1/12	COST	0.	0.
JPM CONT BUFF EQ SPX 9/6/12	COST	0.	0.
JPM GSCI BRENT CRUDE CPN NOTE 6/7/12	COST	0.	0.
JPM LARGE CAP GROWTH FD-SEL	COST	72,224.	82,086.
JPM US EQUITY FD-SEL	COST	87,483.	91,426.

JPMORGAN HIGH YIELD BOND FUND	COST	29,562.	43,303.
JPMORGAN INTERNATIONAL CURRENCY INCOME FUND	COST	20,112.	20,642.
JPMORGAN MARKET EXPANSION INDEX FUND	COST	47,480.	56,043.
JPMORGAN SHORT DURATION BOND FUND	COST	52,042.	53,352.
JPMORGAN STRATEGIC INCOME	COST	18,920.	22,345.
JPMORGAN US REAL ESTATE FUND	COST	0.	0.
MANNING & NAPIER FUND INC	COST	41,780.	42,023.
MS CONT BUFF EQ SPX 6/20/12	COST	0.	0.
ROWE, T PRICE INTL FDS INC NEW ASIA	COST	25,882.	48,052.
SG BREN EAFE 4/18/12	COST	0.	0.
SPDR GOLD TRUST	COST	16,090.	24,627.
SPDR S&P 500 ETF TRUST	COST	152,107.	173,598.
THORNBURG VALUE FUND	COST	0.	0.
VICTORY PORTFOLIOS	COST	0.	0.
ACCENTURE PLC-CL A	COST	10,219.	23,940.
BARC REN SPX 7/3/13	COST	40,000.	43,424.
GS CONT BUFF EQ SPX 12/4/13	COST	20,000.	20,660.
NEUBERGER BERMAN MULTI CAP	COST	107,113.	111,611.
PRIMECAP ODYSSEY FUNDS	COST	109,959.	111,231.
BNP BREN EAFE 6/19/13	COST	20,000.	23,322.
HSBC BREN EAFE 5/1/13	COST	20,000.	21,702.
JPM BREN EAFE 8/7/13	COST	20,000.	22,356.
JPM BREN EAFE 9/11/13	COST	20,000.	21,394.
DB MARKET PLUS SX5E 3/19/14	COST	20,000.	20,348.
CS BREN ASIA BASKET 11/27/13	COST	25,000.	25,605.
ISHARES MSCI ALL COUNTRY ASIA	COST	35,910.	42,909.
BNP DELTA ONE MSCI WORLD TR 6/14/13	COST	30,000.	34,238.
HSBC DELTA ONE MSCI WORLD TR 6/14/13	COST	30,000.	33,843.
AIM INVT FDS	COST	43,640.	43,205.
EATON VANCE FLOATING RATE- ADVANTAGE I	COST	46,052.	46,897.
GATEWAY FUND - Y	COST	22,131.	21,929.
PIMCO FDS	COST	15,018.	14,760.
JPM REALTY INCOME FD	COST	22,246.	22,715.
BARC BREN COMMODITY BSKT 2/27/14	COST	20,000.	20,340.
BARC PARTICIPATING GOLD NOTE	COST	20,000.	19,364.
DOUBLELINE FDS TR	COST	47,925.	48,389.
VANGUARD FI SECS F INTR TRM CP PT	COST	20,612.	20,993.
GS MARKET PLUS ASIA FX NT 5/16/14	COST	15,000.	15,011.
BARC 100% PP CNY NOTE 5/30/14	COST	15,171.	15,048.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,878,120.	2,055,646.



THE FIELD-STEPHEN FDN
Account Number: V 18979-00-1

* Code W indicates Wash Sale
L indicates a Nondeductible Loss other than a Wash Sale
- Ordinary Income O indicates Ordinary Income gain or loss
F indicates Foreign Exchange gain or loss on Capital transactions

Capital Gain and Loss Schedule

Short-Term Covered

Description	Stock and other symbol Cusip	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
EATON VANCE FLOATING-RATE ADVANTAGE I	EIFA 277923637		05/17/12 07/08/12	1,672.419	18,212.64	18,229.37		-16.73
ISHARES MSCI JAPAN INDEX FUND	EWJ 464286848		03/09/12 09/14/12	4,415.000	41,507.58	44,540.29		-3,032.71
JPM US EQUITY FD - SEL FUND 1224	JUES 4812A1159		03/08/12 11/29/12	1,111.399	12,669.95	12,203.16		466.79
Total Short-Term Covered					72,390.17	74,972.82		-2,582.65

05440700260010018614



THE FIELD-STEPHEN FDN

Account Number: V 18973-00-1

- * Code W indicates Wash Sale
- L indicates a Nondeductible Loss other than a Wash Sale
- Ordinary Income O indicates Ordinary Income gain or loss
- F indicates Foreign Exchange gain or loss on Capital transactions

Capital Gain and Loss Schedule

Short-Term Non Covered

Description	Stock and other symbol Cusip	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
BNP QARN SPX 04/24/13	05567L4Q7		04/05/12	20,000.000	20,840.00	20,000.00		840.00
100/100/100/100-10%BUFFER- 8.4%CPN INITIAL LEVEL-04/05/12 SPX:1398.08			10/24/12					
COLUMBIA FDS SER TR II MASS	TAPR		12/22/11	145.260	1,782.34	1,578.97		203.37
ASIA PC JP R5	19763P572		10/23/12					
DREYFUS/LAUREL FDS TR	DDBI		12/23/11	21.613	294.58	286.15		8.43
PRM EMRGN MK I	281980494		06/06/12					
EATON VANCE FLOATING RATE I	EIBL		Various	3,614.912	32,642.65	32,459.68		182.97
	277911491		05/16/12					
ISHARES MSCI EAFE INDEX FUND	EFA		06/02/11	192.000	10,452.31	11,694.47		-1,242.16
	464287465		03/08/12					
JPM ASIA EQUITY FD - SEL	JPAS		06/02/11	296.588	9,413.70	11,270.34		-1,856.64
FUND 1134	4812A0706		03/08/12					
JPM HIGH YIELD FD - SEL	OHYF		11/08/11	2,271.462	17,921.84	17,808.26		113.58
FUND 3580	4812C0803		03/08/12					
JPM HIGH YIELD FD - SEL	OHYF		12/16/11	225.889	1,743.86	1,712.25		31.61
FUND 3580	4812C0803		06/06/12					
JPM LARGE CAP GROWTH FD - SEL	SEEG		06/02/11	230.395	5,564.05	5,050.26		513.79
FUND 3118	4812C0530		03/08/12					
JPM SHORT DURATION BOND FD - SEL	HLLV		12/16/11	11.595	127.66	127.10		.56
FUND 3133	4812C1330		11/29/12					



THE FIELD-STEPHEN FDN

Account Number: V 18979-001-1

* Code W indicates Wash Sale

L indicates a Nondeductible Loss other than a Wash Sale

— Ordinary Income O indicates Ordinary Income gain or loss

F indicates Foreign Exchange gain or loss on Capital transactions

Capital Gain and Loss Schedule

Short-Term Non Covered

Description	Stock and other symbol Cusip	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
T ROWE PRICE INTERNATIONAL FUNDS INC NEW ASIA FUND	PRAS 77956H500		12/21/11 10/25/12	545.171	8,951.71	7,512.46		1,439.25
VICTORY PORTFOLIOS DIVRS STK CL I	VDSI 92646A856		06/02/11 03/08/12	2,153.748	34,244.59	34,093.83		150.76
Total Short-Term Non Covered					143,979.29	143,593.77		385.52



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THE FIELD-STEPHEN FDN

Account Number: V 18979-00-1

- * Code W indicates Wash Sale
- L indicates a Nondeductible Loss other than a Wash Sale
- Ordinary Income O indicates Ordinary Income gain or loss
- F indicates Foreign Exchange gain or loss on Capital transactions

Capital Gain and Loss Schedule

Long-Term Non Covered

Description	Stock and other symbol Cusip	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
ASTON OPTIMUM MID CAP FUND I	ABMI 00078H158		03/08/11 11/29/12	362.441	12,386.50	12,431.73		-65.23
BANK OF AMERICA CORP REPRESENTS PRO RATA SHARE OF THE NET SETTLEMENT FROM THE BANK OF AMERICA CORP CLASS ACTION. DUE V18979001	BAC 060505104		00/00/00 12/07/12		5.65	.00		5.65
BNP BREN ASIA BASKET 11/16/12 10%BUFFER-2 XLEV- 11.5%CAP 23%MAXTRIN US05567LX283 INITIAL LEVEL-5/11/11 ASIA BASKET:100.00	05567LX28		05/11/11 11/16/12	25,000,000	23,565.15	25,000.00		-1,434.85
COLUMBIA FDS SER TR II MASS ASIA PC JP R5	TAPR 19763P572		Various 10/23/12	2,840.891	34,857.73	32,931.49		1,926.24
DB BREN EM ASIA FX BSKT 11/16/12 LNKD TO IDR MYR & SGD VS USD 5/13/11	2515A16N6		05/13/11 11/16/12	20,000,000	20,000.00	20,000.00		.00
DB REN SPX 3/7/12	2515A14L2		02/18/11 03/07/12	35,000,000	36,398.01	35,000.00		1,398.01
INITIAL LEVEL-2/18/11 SPX: 1343.01								



THE FIELD-STEPHEN FDN

Account Number: V 18979-00-1

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Capital Gain and Loss Schedule

Long-Term Non Covered

Description	Stock and other symbol Cusip	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
DB 95% PPN EM FX BASKET 5/31/12 LINKED TO BRL INR & IDR VS USD 2.56XLEV	2515A14P3		02/25/11 06/25/12	15,000,000	14,249.99	15,082.82		.00 -832.83 (F)
DD 02/25/11								
DODGE & COX INTERNATIONAL STOCK	DODF 256206103		Various 11/29/12	183.864	6,161.28	8,965.02		-2,803.74
DREYFUS/LAUREL FDS TR PRM EMIRGN MK I	DDBI 261980494		Various 06/08/12	2,536.734	34,575.69	36,327.56		-1,751.87
EATON VANCE FLOATING RATE I	EIBL 277911491		Various 05/16/12	3,503.778	31,639.12	30,718.54		920.58
EDGEWOOD GROWTH FUND	EGFI 0075W0759		01/04/11 03/08/12	262.862	3,475.03	2,991.37		483.66
EDGEWOOD GROWTH FUND	EGFI 0075W0759		01/04/11 11/29/12	341.121	4,714.29	3,881.96		832.33
GS BREN EAFE 06/06/12 10%BUFFER-2 XLEV- 8.36%CAP 16.72%MAXTRN INITIAL LEVEL-05/20/11: SX5E:2853.98 UKX:5948.49 TPX:827.77	38143UUX7		05/20/11 06/06/12	25,000,000	21,096.32	25,000.00		-3,903.68

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Capital Gain and Loss Schedule

Long-Term Non Covered

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GS BREN EEM 11/05/12	38143UYK1		10/19/11 11/07/12	20,000.000	23,046.73	20,000.00		3,046.73
10%BUFFER-2 XLEV- 12.15%CAP 22.2%MAXRTRN INITIAL LEVEL-10/19/11 EEM :38.52								
GS SPX CONT BUFF EQ 10/24/12	38143JUF71		10/07/11 10/24/12	40,000.000	49,500.00	40,000.00		9,500.00
80% CONTIN BARRIER- 18%CPN 23.75% CAP INITIAL LEVEL-10/07/11 SPX:1155.46								
HARTFORD CAPITAL APPRECIATION FUND	ITHI 416649309		Various 10/11/12	1,773.044	58,333.15	53,141.40		5,191.75
HIGHBRIDGE DYNAMIC COMM STRG FD -SEL	HDCS 48121A670		08/04/11 11/29/12	758.428	11,543.28	15,267.15		-3,723.87
HSBC CONT BUFF EQ SPX 11/21/12	4042K1RP0		11/04/11 11/21/12	20,000.000	21,702.00	20,000.00		1,702.00
80% CONTIN BARRIER- 8%CPN 20% CAP INITIAL LEVEL-11/04/11 SPX: 1,253.23								
ISHARES MSCI EAFE INDEX FUND	EFA 464287465		06/02/11 11/29/12	620.000	34,088.23	37,763.39		-3,695.16
ISHARES RUSSELL MIDCAP INDEX FUND	IWR 464287499		11/21/08 03/08/12	82.000	8,896.84	3,837.11		5,059.73
JPM ASIA EQUITY FD - SEL FUND 1134	JPAS 4812A0706		06/02/11 06/26/12	1,293.352	35,631.85	49,147.38		-13,515.53



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Capital Gain and Loss Schedule

Long-Term Non Covered

Description	Stock and other symbol Cusip	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
JPM BREN DJUBSF3 2/15/12	48124AHC4		02/12/10 02/15/12	25,000.000	29,573.13	25,000.00		4,573.13
PTPN 1.355X BUFFER 15% (MAX LOSS 100%) MAX RETURN 18.2925% DD 02/12/10								
JPM BREN EAFE 07/05/12	48125XUW4		06/17/11 07/05/12	25,000.000	21,828.13	25,000.00		-3,171.87
10%BUFFER-2 XLEV- 8.04%CAP 16.08%MAXFTRN INITIAL LEVEL-06/17/11: SX5E:2770.12 UKX:5714.94 TPX:805.31								
JPM BREN EAFE 08/01/12	48125XYR1		07/15/11 08/01/12	25,000.000	21,874.43	25,000.00		-3,125.57
10%BUFFER-2 XLEV- 7.61%CAP 15.22%MAXFTRN INITIAL LEVEL-07/15/11: SX5E:2675.38 UKX:5843.66 TPX:859.36								
JPM CONT BUFF EQ SPX 09/06/12	48125XN44		08/19/11 09/06/12	40,000.000	48,000.00	40,000.00		8,000.00
80% CONTIN BARRIER- 8.25%CPN 20% CAP INITIAL LEVEL-08/19/11 SPX :1123.53								
JPM GSCI BRENT CRUDE CPN NOTE 6/7/12	48125XSQ0		05/27/11 06/07/12	25,000.000	27,500.00	25,000.00		2,500.00
LNKD TO SPGCBRP INDEX 10%CPN, 70%BUFFER, 16.4% MAX RET 5/27/11								



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THE FIELD-STEPHEN FDN

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Capital Gain and Loss Schedule

Long-Term Non Covered

Description	Stock and other symbol Cusip	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
JPM HIGH YIELD FD - SEL FUND 3580	OHYF 4812C0803		02/13/08	85.169	671.98	648.14		23.84
JPM HIGH YIELD FD - SEL FUND 3580	OHYF 4812C0803		03/08/12	3,317.784	25,613.14	24,979.62		633.52
JPM INTL CURRENCY INCOME FD	JCIS 4812A3296		06/02/11	2,243.251	24,204.68	26,133.87		-1,929.19
JPM INTL CURRENCY INCOME FD	JCIS 4812A3296		08/08/12	618.529	6,952.27	7,205.86		-253.59
JPM LARGE CAP GROWTH FD - SEL FUND 3118	SEEG 4812C0530		06/02/11	223.930	5,407.92	4,908.54		499.38
JPM SHORT DURATION BOND FD - SEL FUND 3133	HLLV 4812C1330		11/29/12	921.085	10,141.15	9,874.03		267.12
JPM STR INC OPP FD FUND 3844	JSOS 4812A4351		11/29/12	1,873.354	21,599.77	21,824.58		-224.81
JPM US REAL ESTATE FD - SEL FUND 3037	SUIE 4812C0613		01/28/10	400.050	7,364.92	4,776.34		2,588.58
JPM US REAL ESTATE FD - SEL FUND 3037	SUIE 4812C0613		03/08/12	2,315.921	41,408.67	26,675.94		14,732.73
MANNING & NAPIER FUND INC EQUITY SERIES	EXEY 563821602		02/18/10	913.131	17,742.13	15,559.75		2,182.38
			07/05/12					
			Various					
			10/23/12					
			02/24/10					
			11/29/12					



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Capital Gain and Loss Schedule

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MS CONT BUFF EQ SPX 06/20/12	617482UZ5		06/03/11 06/20/12	45,000,000	46,477.20	45,000.00		1,477.20
80% CONTIN BARRIER- 1.3%CPN 20% CAP								
INITIAL LEVEL-06/03/11 SPX: 1,300.16								
SG BREN EAFE 04/18/12	78423AN73		04/01/11 04/18/12	25,000,000	22,576.21	25,000.00		-2,423.79
10%BUFFER-2 XLEV- 8.17%CAP 16.34%MAXFTRN								
INITIAL LEVEL-4/1/11:5X5E:2962.92 UKX:6009.92 TPX:862.62								
SPDR GOLD TRUST	GLD 78463V107		02/24/10 10/23/12	43,000	7,121.07	4,623.36		2,497.71
SPDR GOLD TRUST								
COST BASIS ALLOC. RATE 0.000328284								
SPDR GOLD TRUST	78463V107		00/00/00 01/11/12	195,000	10.18	.00		10.18
COST BASIS ALLOC. RATE 0.000300711								
SPDR GOLD TRUST	78463V107		00/00/00 02/14/12	195,000	9.82	.00		9.82
COST BASIS ALLOC. RATE 0.000315215								
SPDR GOLD TRUST	78463V107		00/00/00 03/13/12	195,000	10.10	.00		10.10
COST BASIS ALLOC. RATE 0.000352592								
SPDR GOLD TRUST	78463V107		00/00/00 04/10/12	195,000	10.98	.00		10.98
COST BASIS ALLOC. RATE 0.000395985								
SPDR GOLD TRUST	78463V107		00/00/00 05/16/12	195,000	11.61	.00		11.61



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Capital Gain and Loss Schedule

Long-Term Non Covered

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SPDR GOLD TRUST			00/00/00	195.000	9.87	.00		9.87
COST BASIS ALLOC. RATE 0.000325133	78463V107		06/12/12					
SPDR GOLD TRUST			00/00/00	195.000	9.96	.00		9.96
COST BASIS ALLOC. RATE 0.000331733	78463V107		07/08/12					
SPDR GOLD TRUST			00/00/00	195.000	10.06	.00		10.06
COST BASIS ALLOC. RATE 0.000328543	78463V107		08/10/12					
SPDR GOLD TRUST			00/00/00	195.000	10.30	.00		10.30
COST BASIS ALLOC. RATE 0.000313489	78463V107		09/12/12					
SPDR GOLD TRUST			00/00/00	195.000	11.40	.00		11.40
COST BASIS ALLOC. RATE 0.000340007	78463V107		10/08/12					
SPDR GOLD TRUST			00/00/00	152.000	8.21	.00		8.21
COST BASIS ALLOC. RATE 0.000321853	78463V107		11/19/12					
SPDR GOLD TRUST			00/00/00	152.000	7.76	.00		7.76
COST BASIS ALLOC. RATE 0.000308018	78463V107		12/11/12					
T ROWE PRICE INTERNATIONAL FUNDS INC	PRAS		Various	82.727	1,358.37	1,371.99		-13.62
NEW ASIA FUND	77958H500		10/25/12					



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THORNBERG VALUE FUND	TVIF		06/02/11	1,995.631	57,254.65	72,501.27		-15,246.62
FD CL I	885215632		07/24/12					
Total Long-Term Non Covered					930,616.91	- 918,570.21		12,879.53

-832.83 F

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