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 AUG 1, 2012 **, and ending** JUL 31, 2013

Name of foundation
JOSEPH AND MARIE FIELD FOUNDATION

A Employer identification number
23-3009586

Number and street (or P O box number if mail is not delivered to street address)
C/O E. R. BOYNTON, 30 VALLEY STREAM PKW

Room/suite

B Telephone number
(610) 660-5616

City or town, state, and ZIP code
MALVERN, PA 19355

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)* ▶$ 37,868,854.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify)
(Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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

			(a) Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received	2,176,750.		N/A	
	2	Check ▶ ☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	159,427.	159,427.		STATEMENT 2
	4	Dividends and interest from securities	654,263.	654,263.		STATEMENT 3
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-13,959,671.			STATEMENT 1
	b	Gross sales price for all assets on line 6a 12,250,329.				
	7	Capital gain net income (from Part IV, line 2)		6,283,349.		
	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	-10,969,231.	7,097,039.		
Operating and Administrative Expenses	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 4	10,141.	10,141.		0.
	b	Accounting fees				
	c	Other professional fees				
	17	Interest				
	18	Taxes STMT 5	2,452.	0.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	12,593.	10,141.		0.
	25	Contributions, gifts, grants paid	1,859,060.			1,859,060.
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,871,653.	10,141.		1,859,060.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	-12,840,884.			
	b	**Net investment income** (if negative, enter -0-)		7,086,898.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

RECEIVED
DEC 30 2013
OGDEN, UT

SCANNED JAN 16 2014

223501
12-05-12 LHA **For Paperwork Reduction Act Notice, see instructions.** Form **990-PF** (2012)

24P

		Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash - non-interest-bearing	3.	4.	4.
	2	Savings and temporary cash investments	612,677.	3,778,762.	3,778,762.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock STMT 6	22,770,974.	3,659,110.	5,904,294.
	c	Investments - corporate bonds STMT 7	0.	5,520,500.	5,604,620.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 8	22,412,193.	19,996,587.	22,581,174.
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	45,795,847.	32,954,963.	37,868,854.
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 ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	5,444,815.	5,444,815.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	40,351,032.	27,510,148.	
	30	**Total net assets or fund balances**	45,795,847.	32,954,963.	
	31	**Total liabilities and net assets/fund balances**	45,795,847.	32,954,963.	

Part III **Analysis of Changes in Net Assets or Fund Balances**

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	45,795,847.
2	Enter amount from Part I, line 27a	2	-12,840,884.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	32,954,963.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	32,954,963.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	12,250,329.		5,966,980.	6,283,349.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				6,283,349.

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 6,283,349.

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	1,591,028.	31,631,121.	.050299
2010	1,500,000.	33,770,429.	.044418
2009	1,737,416.	32,248,101.	.053877
2008	1,388,283.	27,465,182.	.050547
2007	1,781,496.	35,874,731.	.049659

2	**Total** of line 1, column (d)	2	.248800
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	.049760
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	35,571,476.
5	Multiply line 4 by line 3	5	1,770,037.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	70,869.
7	Add lines 5 and 6	7	1,840,906.
8	Enter qualifying distributions from Part XII, line 4	8	1,859,060.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	70,869.
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	70,869.
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	70,869.
6	Credits/Payments:				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	6,278.		
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	6,278.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	40.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	64,631.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶	**Refunded** ▶		11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? *If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ PA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses STMT 9	10	X	

Form **990-PF** (2012)

223531
12-05-12

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ EDWIN R. BOYNTON, ESQUIRE Telephone no. ▶ (610) 660-5616

Located at ▶ 30 VALLEY STREAM PARKWAY, MALVERN, PA ZIP+4 ▶ 19355

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		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)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JOSEPH M. FIELD C/O ENTERCOM, 401 CITY AVE, STE 809 BALA CYNWYD, PA 19004	PRESIDENT/TREASURER/DIR. 5.00	0.	0.	0.
MARIE H. FIELD C/O ENTERCOM, 401 CITY AVE, STE 809 BALA CYNWYD, PA 19004	VICE PRES./SECRETARY/DIR. 5.00	0.	0.	0.
JOHN C. DONLEVIE C/O ENTERCOM, 401 CITY AVE, STE 809 BALA CYNWYD, PA 19004	ASST SECT/ASST TREAS/DIR. 2.00	0.	0.	0.

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

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

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

Form **990-PF** (2012)

223551
12-05-12

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		

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

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

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

Form **990-PF** (2012)

223561
12-05-12

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	34,714,669.
b	Average of monthly cash balances	1b	1,398,505.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	36,113,174.
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	36,113,174.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	541,698.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	35,571,476.
6	**Minimum investment return.** Enter 5% of line 5	6	1,778,574.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	1,778,574.
2a	Tax on investment income for 2012 from Part VI, line 5 2a 70,869.		
b	Income tax for 2012. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	70,869.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,707,705.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,707,705.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,707,705.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,859,060.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,859,060.
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	70,869.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,788,191.

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					1,707,705.
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					
b From 2008					
c From 2009	62,811.				
d From 2010					
e From 2011	27,416.				
f **Total** of lines 3a through e		90,227.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 1,859,060.					
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					1,707,705.
e Remaining amount distributed out of corpus		151,355.			
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		241,582.			
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		0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		241,582.			
10 Analysis of line 9:					
a Excess from 2008					
b Excess from 2009	62,811.				
c Excess from 2010					
d Excess from 2011	27,416.				
e Excess from 2012	151,355.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

SEE STATEMENT 10

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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
WHYY, INC. 150 NORTH 6TH STREET PHILADELPHIA, PA 19106	N/A	501(C)(3)	GRANT TO ANOTHER 501(C)(3) ORGANIZATION	50,000.
SETTLEMENT MUSIC SCHOOL 416 QUEEN STREET PHILADELPHIA, PA 19147	N/A	501(C)(3)	GRANT TO ANOTHER 501(C)(3) ORGANIZATION	50,000.
CENTER FOR PROGRESSIVE LEADERSHIP 1133 19TH STREET NW, 9TH FLOOR WASHINGTON, DC 20036	N/A	501(C)(3)	GRANT TO ANOTHER 501(C)(3) ORGANIZATION	25,000.
CENTER FOR AMERICAN PROGRESS 1333 H STREET, NW, 10TH FLOOR WASHINGTON, DC 20005	N/A	501(C)(3)	GRANT TO ANOTHER 501(C)(3) ORGANIZATION	40,000.
CENTER FOR BUDGET AND POLICY PRIORITIES 820 FIRST STREET, NE, SUITE 510 WASHINGTON, DC 20002	N/A	501(C)(3)	GRANT TO ANOTHER 501(C)(3) ORGANIZATION GRANT TO ANOTHER 501(C)(3) ORGANIZATION	40,000.
Total SEE CONTINUATION SHEET(S)			▶ **3a**	1,859,060.
b *Approved for future payment*				
NANTUCKET ATHENEUM 1 INDIA STREET NANTUCKET, MA 02554	N/A	501(C)(3)	ENDOWMENT FOR BUILDING FUND	50,000.
PHILADELPHIA CHAMBER MUSIC SOCIETY 1616 WALNUT STREET, SUITE 1600 PHILADELPHIA, PA 19103	N/A	501(C)(3)	ENDOWMENT	100,000.
THOMAS JEFFERSON UNIVERSITY HOSPITAL 909 WALNUT STREET, 2ND FLOOR PHILADELPHIA, PA 19107	N/A	501(C)(3)	ENDOWMENT FOR NEUROVASCULAR RESEARCH LABORATORY	250,000.
Total SEE CONTINUATION SHEET(S)			▶ **3b**	700,000.

Form **990-PF** (2012)

223611
12-05-12

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					159,427.
4 Dividends and interest from securities					654,263.
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					-13,959,671.
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.		0.	-13,145,981.

13 Total Add line 12, columns (b), (d), and (e) 13 -13,145,981.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
3,4	THIS IS A GRANT MAKING FOUNDATION. THIS INCOME ENABLES THE FOUNDATION
8	TO MAKE GRANTS TO OTHER 501(C)(3) ORGANIZATIONS.

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

▶ Joseph M. Field | 12/11/13 | ▶ PRESIDENT

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self- employed	PTIN
EDWIN R. BOYNTON		12/6/13		P01207912

Firm's name ▶ STRADLEY, RONON, STEVENS & YOUNG, LLP

Firm's EIN ▶ 23-1130381

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

Phone no. (610) 640-5800

Form 990-PF (2012)

223622
12-05-12

CONTINUATION FOR 990-PF, PART IV

JOSEPH AND MARIE FIELD FOUNDATION 23-3009586 PAGE 1 OF 8

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	6 SHARES AOL INC	P	12/15/09	08/07/12
b	344 SHARES BANK OF AMERICA CORP	D	VARIOUS	08/08/12
c	698 SHARES BOSTON SCIENTIFIC CORP	D	VARIOUS	08/08/12
d	79 SHARES CAREFUSION CORP	P	09/04/09	08/08/12
e	52 SHARES CENTURYLINK INC	P	04/01/11	08/08/12
f	85 SHARES EXPRESS SCRIPTS HOLDING CO	P	04/03/12	08/08/12
g	53 SHARES LSI CORP	D	VARIOUS	08/08/12
h	1,060 SHARES SONUS NETWORKS INC	D	VARIOUS	08/08/12
i	159 SHARES SPRINT NEXTEL CORP	D	VARIOUS	08/08/12
j	159 SHARES TEXAS INSTRUMENTS INC	D	VARIOUS	08/08/12
k	17 SHARES TIME WARNER CABLE INC	P	04/02/09	08/08/12
l	70 SHARES TIME WARNER INC	D	VARIOUS	08/08/12
m	94 SHARES AMERICAN INTERNATIONAL GROUP WARRANTS	P	01/20/11	08/08/12
n	212 SHARES ALCATEL LUCENT	D	VARIOUS	08/08/12
o	106 SHARE BANK OF NEW YORK MELLON	D	VARIOUS	08/08/12

	(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	180.			180.
b	2,547.			2,547.
c	3,696.			3,696.
d	1,918.			1,918.
e	2,182.			2,182.
f	4,868.			4,868.
g	377.			377.
h	1,772.			1,772.
i	694.			694.
j	4,486.			4,486.
k	1,529.			1,529.
l	2,863.			2,863.
m	1,063.			1,063.
n	245.			245.
o	2,286.			2,286.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				180.
b				2,547.
c				3,696.
d				1,918.
e				2,182.
f				4,868.
g				377.
h				1,772.
i				694.
j				4,486.
k				1,529.
l				2,863.
m				1,063.
n				245.
o				2,286.

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	
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	

223591
05-01-12

JOSEPH AND MARIE FIELD FOUNDATION

CONTINUATION FOR 990-PF, PART IV
23-3009586 PAGE 2 OF 8

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	10 SHARES CITIGROUP	D	VARIOUS	08/08/12
b	288 SHARES CORNING	D	VARIOUS	08/08/12
c	106 SHARES EASTMAN KODAK CO	D	VARIOUS	08/08/12
d	76 SHARES EQT CORP	D	VARIOUS	08/08/12
e	171 SHARES HEWLETT PACKARD	D	VARIOUS	08/08/12
f	477 SHARES ING GROEP	D	VARIOUS	08/08/12
g	212 SHARES INTERPUBLIC GROUP OF COS	D	VARIOUS	08/08/12
h	265 SHARES INVACARE CORP	D	VARIOUS	08/08/12
i	265 SHARES JUPITER NETWORKS INC	D	VARIOUS	08/08/12
j	318 SHARES MONSTER WORLDWIDE INC	D	VARIOUS	08/08/12
k	226 SHARES NOKIA CORP	D	VARIOUS	08/08/12
l	68 SHARES NUCOR CORP	D	VARIOUS	08/08/12
m	159 SHARES PROGENICS PHARMACEUTICALS	D	VARIOUS	08/08/12
n	159 SHARES SAFEWAY INC	D	VARIOUS	08/08/12
o	19 SHARES TRANSWITCH CORP	D	VARIOUS	08/08/12

	(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	275.			275.
b	3,272.			3,272.
c	63.			63.
d	4,138.			4,138.
e	3,105.			3,105.
f	3,159.			3,159.
g	2,135.			2,135.
h	3,702.			3,702.
i	4,759.			4,759.
j	1,948.			1,948.
k	540.			540.
l	2,673.			2,673.
m	712.			712.
n	2,456.			2,456.
o	16.			16.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				275.
b				3,272.
c				63.
d				4,138.
e				3,105.
f				3,159.
g				2,135.
h				3,702.
i				4,759.
j				1,948.
k				540.
l				2,673.
m				712.
n				2,456.
o				16.

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

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

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	97 SHARES TRIPADVISOR INC	D	VARIOUS	08/08/12
b	106 SHARES XL GROUP	D	VARIOUS	08/08/12
c	371 SHARES AES CORP	D	VARIOUS	08/17/12
d	371 SHARES AEGION CORP	D	VARIOUS	08/17/12
e	170 SHARES AMDOCS LIMITED	D	VARIOUS	08/17/12
f	177 SHARES AMERICAN INTL GROUP INC	D	VARIOUS	08/17/12
g	342 SHARES ASPEN TECHNOLOGY INC	D	VARIOUS	08/17/12
h	106 SHARES AUTOMATIC DATA PROCESSING	D	VARIOUS	08/17/12
i	462 SHARES BEST BUY COMPANY	D	VARIOUS	08/17/12
j	159 SHARES BOB EVANS FARMS INC	D	VARIOUS	08/17/12
k	265 SHARES BROADCOM CORP	D	VARIOUS	08/17/12
l	655 SHARES CVS CAREMARK CORP	D	VARIOUS	08/17/12
m	159 SHARES CARDINAL HEALTH INC	D	VARIOUS	08/17/12
n	83 SHARES CATERPILLAR INC	D	VARIOUS	08/17/12
o	212 SHARES COMCAST CORP	D	VARIOUS	08/17/12

	(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	3,563.			3,563.
b	2,249.			2,249.
c	4,408.			4,408.
d	7,356.			7,356.
e	5,416.			5,416.
f	6,010.			6,010.
g	7,654.			7,654.
h	6,083.			6,083.
i	8,835.			8,835.
j	6,185.			6,185.
k	9,235.			9,235.
l	29,227.			29,227.
m	6,343.			6,343.
n	7,362.			7,362.
o	7,342.			7,342.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				3,563.
b				2,249.
c				4,408.
d				7,356.
e				5,416.
f				6,010.
g				7,654.
h				6,083.
i				8,835.
j				6,185.
k				9,235.
l				29,227.
m				6,343.
n				7,362.
o				7,342.

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	
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	

223591
05-01-12

CONTINUATION FOR 990-PF, PART IV

JOSEPH AND MARIE FIELD FOUNDATION 23-3009586 PAGE 4 OF 8

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	169 SHARES COMERICA INC	D	VARIOUS	08/17/12
b	106 SHARES EMERSON ELECTRIC CO	D	VARIOUS	08/17/12
c	97 SHARES EXPEDIA INC	D	VARIOUS	08/17/12
d	795 SHARES FIFTH & PACIFIC COMPANIES	D	VARIOUS	08/17/12
e	37 SHARES GANNETT COMPANY	D	VARIOUS	08/17/12
f	275 SHARES HOSPIRA INC	D	VARIOUS	08/17/12
g	722 SHARES KEYNOTE SYSTEMS INC	D	VARIOUS	08/17/12
h	265 SHARES MDC HOLDINGS INC	D	VARIOUS	08/17/12
i	106 SHARES SPX CORP	D	VARIOUS	08/17/12
j	424 SHARES CHARLES SCHWAB CORP	D	VARIOUS	08/17/12
k	125 SHARES SEMPRA ENERGY	D	VARIOUS	08/17/12
l	233 SHARES TEVA PHARMACEUTICAL INDUSTRIES	D	VARIOUS	08/17/12
m	159 SHARES VERISIGN	D	VARIOUS	08/17/12
n	106 SHARES WALMART STORES	D	VARIOUS	08/17/12
o	159 SHAERS WALGREEN	D	VARIOUS	08/17/12

	(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	5,223.			5,223.
b	5,462.			5,462.
c	5,142.			5,142.
d	9,429.			9,429.
e	5,685.			5,685.
f	9,311.			9,311.
g	9,787.			9,787.
h	8,650.			8,650.
i	6,753.			6,753.
j	5,505.			5,505.
k	8,630.			8,630.
l	9,495.			9,495.
m	7,521.			7,521.
n	7,827.			7,827.
o	5,702.			5,702.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				5,223.
b				5,462.
c				5,142.
d				9,429.
e				5,685.
f				9,311.
g				9,787.
h				8,650.
i				6,753.
j				5,505.
k				8,630.
l				9,495.
m				7,521.
n				7,827.
o				5,702.

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	
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	

CONTINUATION FOR 990-PF, PART IV

JOSEPH AND MARIE FIELD FOUNDATION 23-3009586 PAGE 5 OF 8

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	318 SHARES WESTERN UNION CO	D	VARIOUS	08/17/12
b	291 SHARES XLINX	D	VARIOUS	08/17/12
c	.5 SHARES ADT CORP	P	10/02/12	10/08/12
d	.3809 SHARES PENTAIR LTD	P	10/02/12	10/08/12
e	211,288.4 SHARES VANGUARD INTERMEDIATE TERM INVES	P	VARIOUS	02/14/13
f	184,672.207 SHARES VANGUARD GNMA FUND	P	VARIOUS	02/14/13
g	5,508 SHARES ENTERCOM COMMUNICATIONS CORP	D	VARIOUS	03/18/13
h	14,125 SHARES ENTERCOM COMMUNICATIONS CORP	D	VARIOUS	03/19/13
i	32,920 SHARES ENTERCOM COMMUNICATIONS CORP	D	VARIOUS	03/20/13
j	10,400 SHARES ENTERCOM COMMUNICATIONS CORP	D	VARIOUS	03/21/13
k	10,100 SHARES ENTERCOM COMMUNICATIONS CORP	D	VARIOUS	03/22/13
l	7,475 SHARES ENTERCOM COMMUNICATIONS CORP	D	VARIOUS	03/25/13
m	3,407 SHARES ENTERCOM COMMUNICATIONS CORP	D	VARIOUS	03/26/13
n	13,960 SHARES ENTERCOM COMMUNICATIONS CORP	D	VARIOUS	03/26/13
o	28,167 SHARES ENTERCOM COMMUNICATIONS CORP	D	VARIOUS	03/27/13

	(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	5,604.			5,604.
b	9,781.			9,781.
c	19.		15.	4.
d	17.		13.	4.
e	2,163,593.		2,157,040.	6,553.
f	2,000,000.		1,990,701.	9,299.
g	42,733.			42,733.
h	107,033.			107,033.
i	250,433.			250,433.
j	79,639.			79,639.
k	79,039.			79,039.
l	59,988.			59,988.
m	26,562.			26,562.
n	105,136.			105,136.
o	206,105.			206,105.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				5,604.
b				9,781.
c				4.
d				4.
e				6,553.
f				9,299.
g				42,733.
h				107,033.
i				250,433.
j				79,639.
k				79,039.
l				59,988.
m				26,562.
n				105,136.
o				206,105.

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

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

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	37,724 SHARES ENTERCOM COMMUNICATIONS CORP	D	VARIOUS	03/28/13
b	9,495 SHARES ENTERCOM COMMUNICATIONS CORP	D	VARIOUS	03/30/13
c	11,723 SHARES ENTERCOM COMMUNICATIONS CORP	D	VARIOUS	03/30/13
d	43,453 SHARES ENTERCOM COMMUNICATIONS CORP	D	VARIOUS	04/04/13
e	26,100 SHARES ENTERCOM COMMUNICATIONS CORP	D	VARIOUS	04/05/13
f	21,388 SHARES ENTERCOM COMMUNICATIONS CORP	D	VARIOUS	04/08/13
g	27,372 SHARES ENTERCOM COMMUNICATIONS CORP	D	VARIOUS	04/09/13
h	9,489 SHARES ENTERCOM COMMUNICATIONS CORP	D	VARIOUS	04/10/13
i	1,769 SHARES ENTERCOM COMMUNICATIONS CORP	D	VARIOUS	04/11/13
j	626 SHARES ENTERCOM COMMUNICATIONS CORP	D	VARIOUS	05/14/13
k	5,508 SHARES ENTERCOM COMMUNICATIONS CORP	D	VARIOUS	06/18/13
l	12,325 SHARES ENTERCOM COMMUNICATIONS CORP	D	VARIOUS	06/19/13
m	22,905 SHARES ENTERCOM COMMUNICATIONS CORP	D	VARIOUS	06/20/13
n	22,215 SHARES ENTERCOM COMMUNICATIONS CORP	D	VARIOUS	06/21/13
o	7,454 SHARES ENTERCOM COMMUNICATIONS CORP	D	VARIOUS	06/24/13

	(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	276,858.			276,858.
b	70,764.			70,764.
c	87,181.			87,181.
d	319,668.			319,668.
e	191,285.			191,285.
f	152,536.			152,536.
g	194,288.			194,288.
h	67,564.			67,564.
i	13,089.			13,089.
j	4,970.			4,970.
k	54,436.			54,436.
l	121,240.			121,240.
m	228,114.			228,114.
n	222,413.			222,413.
o	74,751.			74,751.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				276,858.
b				70,764.
c				87,181.
d				319,668.
e				191,285.
f				152,536.
g				194,288.
h				67,564.
i				13,089.
j				4,970.
k				54,436.
l				121,240.
m				228,114.
n				222,413.
o				74,751.

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	
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	

CONTINUATION FOR 990-PF, PART IV

JOSEPH AND MARIE FIELD FOUNDATION 23-3009586 PAGE 7 OF 8

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	168,756.027 SHARES VANGUARD GNMA FUND	P	VARIOUS	06/25/13
b	10,121 SHARES ENTERCOM COMMUNICATIONS CORP	D	VARIOUS	06/25/13
c	3,407 SHARES ENTERCOM COMMUNICATIONS CORP	D	VARIOUS	06/26/13
d	864 SHARES ENTERCOM COMMUNICATIONS CORP	D	VARIOUS	06/27/13
e	17,094 SHARES ENTERCOM COMMUNICATIONS CORP	D	VARIOUS	07/02/13
f	33,490 SHARES ENTERCOM COMMUNICATIONS CORP	D	VARIOUS	07/03/13
g	23,984 SHARES ENTERCOM COMMUNICATIONS CORP	D	VARIOUS	07/05/13
h	15,177 SHARES ENTERCOM COMMUNICATIONS CORP	D	VARIOUS	07/05/13
i	.75 SHARES MALLINCKRODT PUBLIC LTD	P	VARIOUS	07/08/13
j	6,306 SHARES ENTERCOM COMMUNICATIONS CORP	D	VARIOUS	07/09/13
k	11,283 SHARES ENTERCOM COMMUNICATIONS CORP	D	VARIOUS	07/10/13
l	21,907 SHARES ENTERCOM COMMUNICATIONS CORP	D	VARIOUS	07/11/13
m	41,139 SHARES ENTERCOM COMMUNICATIONS CORP	D	VARIOUS	07/12/13
n	16,483 SHARES ENTERCOM COMMUNICATIONS CORP	D	VARIOUS	07/15/13
o	16,976 SHARES ENTERCOM COMMUNICATIONS CORP	D	VARIOUS	07/16/13

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	1,750,000.		1,819,186.	-69,186.
b	94,710.			94,710.
c	31,802.			31,802.
d	7,899.			7,899.
e	161,871.			161,871.
f	316,864.			316,864.
g	226,888.			226,888.
h	143,163.			143,163.
i	32.		25.	7.
j	59,240.			59,240.
k	106,408.			106,408.
l	207,673.			207,673.
m	388,014.			388,014.
n	158,615.			158,615.
o	170,859.			170,859.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				-69,186.
b				94,710.
c				31,802.
d				7,899.
e				161,871.
f				316,864.
g				226,888.
h				143,163.
i				7.
j				59,240.
k				106,408.
l				207,673.
m				388,014.
n				158,615.
o				170,859.

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	
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	

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	15,844 SHARES ENTERCOM COMMUNICATIONS CORP	D	VARIOUS	07/17/13
b	7,997 SHARES ENTERCOM COMMUNICATIONS CORP	D	VARIOUS	07/18/13
c	16,054 SHARES ENTERCOM COMMUNICATIONS CORP	D	VARIOUS	07/19/13
d	9,834 SHARES ENTERCOM COMMUNICATIONS CORP	D	VARIOUS	07/22/13
e	23,606 SHARES ENTERCOM COMMUNICATIONS CORP	D	VARIOUS	07/23/13
f	CAPITAL GAINS DIVIDENDS			
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	161,264.			161,264.
b	83,434.			83,434.
c	166,204.			166,204.
d	102,683.			102,683.
e	246,138.			246,138.
f	160,680.			160,680.
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				161,264.
b				83,434.
c				166,204.
d				102,683.
e				246,138.
f				160,680.
g				
h				
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	6,283,349.
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

223591
05-01-12

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
CHAMBER ORCHESTRA OF PHILADELPHIA 1520 LOCUST STREET, SUITE 500 PHILADELPHIA, PA 19102	N/A	501(C)(3)	GRANT TO ANOTHER 501(C)(3) ORGANIZATION	25,000.
CURTIS INSTITUTE OF MUSIC 1726 LOCUST STREET PHILADELPHIA, PA 19103	N/A	501(C)(3)	GRANT TO ANOTHER 501(C)(3) ORGANIZATION	150,000.
FREE LIBRARY OF PHILADELPHIA 1901 VINE STREET PHILADELPHIA, PA 19103	N/A	501(C)(3)	GRANT TO ANOTHER 501(C)(3) ORGANIZATION	50,000.
INTERNATIONAL RESCUE COMMITTEE 122 EAST 42ND STREET NEW YORK, NY 10168	N/A	501(C)(3)	GRANT TO ANOTHER 501(C)(3) ORGANIZATION	100,000.
MEDIA MATTERS FOR AMERICA 1625 MASSACHUSETTS AVENUE WASHINGTON, DC 20036	N/A	501(C)(3)	GRANT TO ANOTHER 501(C)(3) ORGANIZATION	100,000.
MUSICOPIA 2001 MARKET STREET, SUITE 3100 PHILADELPHIA, PA 19103	N/A	501(C)(3)	GRANT TO ANOTHER 501(C)(3) ORGANIZATION	25,000.
NANTUCKET ATHENEUM 1 INDIA STREET NANTUCKET, MA 02554	N/A	501(C)(3)	ENDOWMENT FOR BUILDING FUND	50,000.
NATIONAL LIBERTY MUSEUM 321 CHESTNUT STREET PHILADELPHIA, PA 19106	N/A	501(C)(3)	GRANT TO ANOTHER 501(C)(3) ORGANIZATION	50,000.
NATIONAL MUSEUM OF AMERICAN JEWISH HISTORY 101 SOUTH INDEPENDENCE MALL EAST PHILADELPHIA, PA 19106	N/A	501(C)(3)	GRANT TO ANOTHER 501(C)(3)	200,000.
PHILADELPHIA CHAMBER MUSIC SOCIETY 1616 WALNUT STREET, SUITE 1600 PHILADELPHIA, PA 19103	N/A	501(C)(3)	ENDOWMENT	125,000.
Total from continuation sheets				1,654,060.

223631
05-01-12

JOSEPH AND MARIE FIELD FOUNDATION 23-3009586

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
PHILADELPHIA ORCHESTRA 260 SOUTH BROAD STREET, 16TH FLOOR PHILADELPHIA, PA 19102	N/A	501(C)(3)	RECOVERY FUND	200,000.
PROGRESS NOW EDUCATION FUND 1600 UNIVERSITY AVENUE W, SUITE 401 ST. PAUL, MN 55104	N/A	501(C)(3)	GRANT TO ANOTHER 501(C)(3) ORGANIZATION	25,000.
THE WILDERNESS SOCIETY 1615 M STREET, NW WASHINGTON, DC 20036	N/A	501(C)(3)	GRANT TO ANOTHER 501(C)(3) ORGANIZATION	50,000.
THOMAS JEFFERSON UNIVERSITY HOSPITAL 909 WALNUT STREET, 2ND FLOOR PHILADELPHIA, PA 19107	N/A	501(C)(3)	ENDOWMENT FOR NEUROVASCULAR RESEARCH LABORATORY	250,000.
TRUSTEES OF THE UNIVERSITY OF PENNSYLVANIA, CCPPR 3815 WALNUT STREET PHILADELPHIA, PA 19104	N/A	501(C)(3)	ENDOWMENT	204,060.
YALE LAW SCHOOL 127 WALL STREET NEW HAVEN, CT 06511	N/A	501(C)(3)	GRANT TO ANOTHER 501(C)(3) ORGANIZATION	50,000.
Total from continuation sheets				

223631
05-01-12

Part XV **Supplementary Information**

3 Grants and Contributions Approved for Future Payment (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
TRUSTEES OF THE UNIVERSITY OF PENNSYLVANIA, CCPPR 3815 WALNUT STREET PHILADELPHIA, PA 19104	N/A	501(C)(3)	ENDOWMENT	300,000.
Total from continuation sheets				300,000.

223635
05-01-12

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	Employer identification number
JOSEPH AND MARIE FIELD FOUNDATION	23-3009586

Organization type (check one)

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

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

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

General Rule

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

Special Rules

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

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

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

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

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

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	JOSEPH M. & MARIE H. FIELD 401 CITY AVENUE, SUITE 809 BALA CYNWYD, PA 19004	$ 45,540.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
2	JOSEPH M. & MARIE H. FIELD 401 CITY AVENUE, SUITE 809 BALA CYNWYD, PA 19004	$ 55,097.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
3	JOSEPH M. & MARIE H. FIELD 401 CITY AVENUE, SUITE 809 BALA CYNWYD, PA 19004	$ 13,122.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
4	JOSEPH M. & MARIE H. FIELD 401 CITY AVENUE, SUITE 809 BALA CYNWYD, PA 19004	$ 133,927.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
5	JOSEPH M. & MARIE H. FIELD 401 CITY AVENUE, SUITE 809 BALA CYNWYD, PA 19004	$ 50,773.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
6	JOSEPH M. & MARIE H. FIELD 401 CITY AVENUE, SUITE 809 BALA CYNWYD, PA 19004	$ 21,095.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)

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

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	JOSEPH M. & MARIE H. FIELD 401 CITY AVENUE, SUITE 809 BALA CYNWYD, PA 19004	$ 15,049.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
8	JOSEPH M. & MARIE H. FIELD 401 CITY AVENUE, SUITE 809 BALA CYNWYD, PA 19004	$ 28,497.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
9	JOSEPH M. & MARIE H. FIELD 401 CITY AVENUE, SUITE 809 BALA CYNWYD, PA 19004	$ 93,779.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
10	JOSEPH M. & MARIE H. FIELD 401 CITY AVENUE, SUITE 809 BALA CYNWYD, PA 19004	$ 67,623.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
11	JOSEPH M. & MARIE H. FIELD 401 CITY AVENUE, SUITE 809 BALA CYNWYD, PA 19004	$ 45,549.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
12	JOSEPH M. & MARIE H. FIELD 401 CITY AVENUE, SUITE 809 BALA CYNWYD, PA 19004	$ 85,222.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)

Name of organization

JOSEPH AND MARIE FIELD FOUNDATION

Employer identification number

23-3009586

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
13	JOSEPH M. & MARIE H. FIELD 401 CITY AVENUE, SUITE 809 BALA CYNWYD, PA 19004	$ 18,275.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
14	JOSEPH M. & MARIE H. FIELD 401 CITY AVENUE, SUITE 809 BALA CYNWYD, PA 19004	$ 18,230.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
15	JOSEPH M. & MARIE H. FIELD 401 CITY AVENUE, SUITE 809 BALA CYNWYD, PA 19004	$ 54,822.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
16	JOSEPH M. & MARIE H. FIELD 401 CITY AVENUE, SUITE 809 BALA CYNWYD, PA 19004	$ 93,037.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
17	JOSEPH M. & MARIE H. FIELD 401 CITY AVENUE, SUITE 809 BALA CYNWYD, PA 19004	$ 29,183.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
18	JOSEPH M. & MARIE H. FIELD 401 CITY AVENUE, SUITE 809 BALA CYNWYD, PA 19004	$ 18,416.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)

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

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
19	JOSEPH M. & MARIE H. FIELD 401 CITY AVENUE, SUITE 809 BALA CYNWYD, PA 19004	$ 26,048.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
20	JOSEPH M. & MARIE H. FIELD 401 CITY AVENUE, SUITE 809 BALA CYNWYD, PA 19004	$ 43,305.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
21	JOSEPH M. & MARIE H. FIELD 401 CITY AVENUE, SUITE 809 BALA CYNWYD, PA 19004	$ 48,792.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
22	JOSEPH M. & MARIE H. FIELD 401 CITY AVENUE, SUITE 809 BALA CYNWYD, PA 19004	$ 10,171.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
23	JOSEPH M. & MARIE H. FIELD 401 CITY AVENUE, SUITE 809 BALA CYNWYD, PA 19004	$ 53,056.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
24	JOSEPH M. & MARIE H. FIELD 401 CITY AVENUE, SUITE 809 BALA CYNWYD, PA 19004	$ 14,826.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)

Name of organization

JOSEPH AND MARIE FIELD FOUNDATION

Employer identification number

23-3009586

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
25	JOSEPH M. & MARIE H. FIELD 401 CITY AVENUE, SUITE 809 BALA CYNWYD, PA 19004	$ 21,083.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
26	JOSEPH M. & MARIE H. FIELD 401 CITY AVENUE, SUITE 809 BALA CYNWYD, PA 19004	$ 19,535.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
27	JOSEPH M. & MARIE H. FIELD 401 CITY AVENUE, SUITE 809 BALA CYNWYD, PA 19004	$ 52,698.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
28	JOSEPH M. & MARIE H. FIELD 401 CITY AVENUE, SUITE 809 BALA CYNWYD, PA 19004	$ 1,000,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization

JOSEPH AND MARIE FIELD FOUNDATION

Employer identification number

23-3009586

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	1,800 SHARES AEGON NV PERPETUAL PFD CAPITAL SECURITIES 6.375%	$ 45,540.	12/26/12
2	847 SHARES ABBOTT LABORATORIES	$ 55,097.	12/26/12
3	172 SHARES AMERICAN TOWER CORP	$ 13,122.	12/26/12
4	1 SHARE BERKSHIRE HATHAWAY INC	$ 133,927.	12/26/12
5	1,449 SHARES CAMPBELL SOUP COMPANY	$ 50,773.	12/26/12
6	1,059 SHARES CISCO SYSTEMS INC	$ 21,095.	12/26/12

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

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
7	265 SHARES COVIDIEN	$ 15,049.	12/26/12
8	590 SHARES CVS CAREMARK CORP	$ 28,497.	12/26/12
9	2,361 SHARES DOLLAR TREE INC	$ 93,779.	12/26/12
10	1,346 SHARES EBAY INC	$ 67,623.	12/26/12
11	786 SHARES ESTEE LAUDER COS INC	$ 45,549.	12/26/12
12	673 SHARES FRANKLIN RESOURCES INC	$ 85,222.	12/26/12

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

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
13	343 SHARES HAIN CELESTIAL GROUP INC	$ 18,275.	12/26/12
14	1,089 SHARES INGRAM MICRO INC	$ 18,230.	12/26/12
15	983 SHARES KELLOGG CO	$ 54,822.	12/26/12
16	1,582 SHARES MANHATTAN ASSOCIATES INC	$ 93,037.	12/26/12
17	437 SHARES NATIONAL OILWELL VARCO INC	$ 29,183.	12/26/12
18	844 SHARES NEWELL RUBBERMAID INC	$ 18,416.	12/26/12

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

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
19	775 SHARES ORACLE CORP	$ 26,048.	12/26/12

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
20	814 SHARES PAPA JOHNS INTERNATIONAL INC	$ 43,305.	12/26/12

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
21	81 SHARES PRICELINE.COM INC	$ 48,792.	12/26/12

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
22	965 SHARES SAPIENT CORP	$ 10,171.	12/26/12

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
23	659 SHARES SCHEIN HENRY INC	$ 53,056.	12/26/12

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
24	468 SHARES SYSCO CORP	$ 14,826.	12/26/12

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

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
25	674 SHARES TOLL BROTHERS INC	$ 21,083.	12/26/12
26	1,224 SHARES UBS	$ 19,535.	12/26/12
27	589 SHARES WATSON PHARMACEUTICALS	$ 52,698.	12/26/12
		$	
		$	
		$	

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

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

Use duplicate copies of Part III if additional space is needed

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

(e) Transfer of gift

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

(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

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
6 SHARES AOL INC	PURCHASED	12/15/09	08/07/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
180.	102.	0.	0.	78.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
344 SHARES BANK OF AMERICA CORP	DONATED	VARIOUS	08/08/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,547.	1,926.	0.	0.	621.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
698 SHARES BOSTON SCIENTIFIC CORP	DONATED	VARIOUS	08/08/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,696.	3,651.	0.	0.	45.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
79 SHARES CAREFUSION CORP	PURCHASED	09/04/09	08/08/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,918.	1,497.	0.	0.	421.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
52 SHARES CENTURYLINK INC	PURCHASED	04/01/11	08/08/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,182.	1,091.	0.	0.	1,091.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
85 SHARES EXPRESS SCRIPTS HOLDING CO	PURCHASED	04/03/12	08/08/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
4,868.	4,498.	0.	0.	370.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
53 SHARES LSI CORP	DONATED	VARIOUS	08/08/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
377.	180.	0.	0.	197.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1,060 SHARES SONUS NETWORKS INC	DONATED	VARIOUS	08/08/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,772.	1,505.	0.	0.	267.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
159 SHARES SPRINT NEXTEL CORP	DONATED	VARIOUS	08/08/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
694.	304.	0.	0.	390.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
159 SHARES TEXAS INSTRUMENTS INC	DONATED	VARIOUS	08/08/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
4,486.	2,410.	0.	0.	2,076.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
17 SHARES TIME WARNER CABLE INC	PURCHASED	04/02/09	08/08/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,529.	507.	0.	0.	1,022.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
70 SHARES TIME WARNER INC	DONATED	VARIOUS	08/08/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,863.	1,482.	0.	0.	1,381.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
94 SHARES AMERICAN INTERNATIONAL GROUP WARRANTS	PURCHASED	01/20/11	08/08/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,063.	0.	0.	0.	1,063.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
212 SHARES ALCATEL LUCENT	DONATED	VARIOUS	08/08/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
245.	458.	0.	0.	-213.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
106 SHARE BANK OF NEW YORK MELLON	DONATED	VARIOUS	08/08/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,286.	2,913.	0.	0.	-627.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
10 SHARES CITIGROUP	DONATED	VARIOUS	08/08/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
275.	680.	0.	0.	-405.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
288 SHARES CORNING	DONATED	VARIOUS	08/08/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,272.	3,853.	0.	0.	-581.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
106 SHARES EASTMAN KODAK CO	DONATED	VARIOUS	08/08/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
63.	671.	0.	0.	-608.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
76 SHARES EQT CORP	DONATED	VARIOUS	08/08/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
4,138.	4,254.	0.	0.	-116.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
171 SHARES HEWLETT PACKARD	DONATED	VARIOUS	08/08/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,105.	4,425.	0.	0.	-1,320.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
477 SHARES ING GROEP	DONATED	VARIOUS	08/08/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,159.	5,180.	0.	0.	-2,021.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
212 SHARES INTERPUBLIC GROUP OF COS	DONATED	VARIOUS	08/08/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,135.	780.	0.	0.	1,355.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
265 SHARES INVACARE CORP	DONATED	VARIOUS	08/08/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,702.	3,956.	0.	0.	-254.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
265 SHARES JUPITER NETWORKS INC	DONATED	VARIOUS	08/08/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
4,759.	4,611.	0.	0.	148.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
318 SHARES MONSTER WORLDWIDE INC	DONATED	VARIOUS	08/08/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,948.	3,673.	0.	0.	-1,725.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
226 SHARES NOKIA CORP	DONATED	VARIOUS	08/08/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
540.	1,112.	0.	0.	-572.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
68 SHARES NUCOR CORP	DONATED	VARIOUS	08/08/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,673.	2,751.	0.	0.	-78.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
159 SHARES PROGENICS PHARMACEUTICALS	DONATED	VARIOUS	08/08/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
712.	1,477.	0.	0.	-765.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
159 SHARES SAFEWAY INC	DONATED	VARIOUS	08/08/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,456.	3,708.	0.	0.	-1,252.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
19 SHARES TRANSWITCH CORP	DONATED	VARIOUS	08/08/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
16.	40.	0.	0.	-24.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
97 SHARES TRIPADVISOR INC	DONATED	VARIOUS	08/08/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,563.	2,524.	0.	0.	1,039.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
106 SHARES XL GROUP	DONATED	VARIOUS	08/08/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,249.	376.	0.	0.	1,873.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
371 SHARES AES CORP	DONATED	VARIOUS	08/17/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
4,408.	3,009.	0.	0.	1,399.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
371 SHARES AEGION CORP	DONATED	VARIOUS	08/17/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
7,356.	7,324.	0.	0.	32.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
170 SHARES AMDOCS LIMITED	DONATED	VARIOUS	08/17/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,416.	4,803.	0.	0.	613.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
177 SHARES AMERICAN INTL GROUP INC	DONATED	VARIOUS	08/17/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
6,010.	5,522.	0.	0.	488.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
342 SHARES ASPEN TECHNOLOGY INC	DONATED	VARIOUS	08/17/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
7,654.	5,964.	0.	0.	1,690.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
106 SHARES AUTOMATIC DATA PROCESSING	DONATED	VARIOUS	08/17/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
6,083.	4,148.	0.	0.	1,935.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
462 SHARES BEST BUY COMPANY	DONATED	VARIOUS	08/17/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
8,835.	10,755.	0.	0.	-1,920.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
159 SHARES BOB EVANS FARMS INC	DONATED	VARIOUS	08/17/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
6,185.	3,169.	0.	0.	3,016.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
265 SHARES BROADCOM CORP	DONATED	VARIOUS	08/17/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
9,235.	4,521.	0.	0.	4,714.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
655 SHARES CVS CAREMARK CORP	DONATED	VARIOUS	08/17/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
29,227.	26,848.	0.	0.	2,379.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
159 SHARES CARDINAL HEALTH INC	DONATED	VARIOUS	08/17/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
6,343.	3,928.	0.	0.	2,415.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
83 SHARES CATERPILLAR INC	DONATED	VARIOUS	08/17/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
7,362.	7,657.	0.	0.	-295.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
212 SHARES COMCAST CORP	DONATED	VARIOUS	08/17/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
7,342.	3,490.	0.	0.	3,852.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
169 SHARES COMERICA INC	DONATED	VARIOUS	08/17/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,223.	4,433.	0.	0.	790.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
106 SHARES EMERSON ELECTRIC CO	DONATED	VARIOUS	08/17/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,462.	3,806.	0.	0.	1,656.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
97 SHARES EXPEDIA INC	DONATED	VARIOUS	08/17/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,142.	2,914.	0.	0.	2,228.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
795 SHARES FIFTH & PACIFIC COMPANIES	DONATED	VARIOUS	08/17/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
9,429.	1,868.	0.	0.	7,561.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
37 SHARES GANNETT COMPANY	DONATED	VARIOUS	08/17/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,685.	2,957.	0.	0.	2,728.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
275 SHARES HOSPIRA INC	DONATED	VARIOUS	08/17/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
9,311.	8,503.	0.	0.	808.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
722 SHARES KEYNOTE SYSTEMS INC	DONATED	VARIOUS	08/17/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
9,787.	15,083.	0.	0.	-5,296.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
265 SHARES MDC HOLDINGS INC	DONATED	VARIOUS	08/17/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
8,650.	7,804.	0.	0.	846.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
106 SHARES SPX CORP	DONATED	VARIOUS	08/17/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
6,753.	4,179.	0.	0.	2,574.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
424 SHARES CHARLES SCHWAB CORP	DONATED	VARIOUS	08/17/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,505.	6,572.	0.	0.	-1,067.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
125 SHARES SEMPRA ENERGY	DONATED	VARIOUS	08/17/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
8,630.	6,828.	0.	0.	1,802.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
233 SHARES TEVA PHARMACEUTICAL INDUSTRIES	DONATED	VARIOUS	08/17/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
9,495.	9,816.	0.	0.	-321.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
159 SHARES VERISIGN	DONATED	VARIOUS	08/17/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
7,521.	3,048.	0.	0.	4,473.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
106 SHARES WALMART STORES	DONATED	VARIOUS	08/17/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
7,827.	5,835.	0.	0.	1,992.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
159 SHAERS WALGREEN	DONATED	VARIOUS	08/17/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,702.	3,806.	0.	0.	1,896.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
318 SHARES WESTERN UNION CO	DONATED	VARIOUS	08/17/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,604.	4,484.	0.	0.	1,120.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
291 SHARES XLINX	DONATED	VARIOUS	08/17/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
9,781.	9,414.	0.	0.	367.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
.5 SHARES ADT CORP	PURCHASED	10/02/12	10/08/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
19.	15.	0.	0.	4.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
.3809 SHARES PENTAIR LTD	PURCHASED	10/02/12	10/08/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
17.	13.	0.	0.	4.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
211,288.4 SHARES VANGUARD INTERMEDIATE TERM INVESTMENT GRADE FUND	PURCHASED	VARIOUS	02/14/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,163,593.	2,157,040.	0.	0.	6,553.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
184,672.207 SHARES VANGUARD GNMA FUND	PURCHASED	VARIOUS	02/14/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,000,000.	1,990,701.	0.	0.	9,299.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
5,508 SHARES ENTERCOM COMMUNICATIONS CORP	DONATED	VARIOUS	03/18/13

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
42,733.	285,149.	0.	0.	-242,416.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
14,125 SHARES ENTERCOM COMMUNICATIONS CORP	DONATED	VARIOUS	03/19/13

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
107,033.	731,251.	0.	0.	-624,218.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
32,920 SHARES ENTERCOM COMMUNICATIONS CORP	DONATED	VARIOUS	03/20/13

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
250,433.	1,707,306.	0.	0.	-1,456,873.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
10,400 SHARES ENTERCOM COMMUNICATIONS CORP	DONATED	VARIOUS	03/21/13

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
79,639.	550,784.	0.	0.	-471,145.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
10,100 SHARES ENTERCOM COMMUNICATIONS CORP	DONATED	VARIOUS	03/22/13

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
79,039.	534,896.	0.	0.	-455,857.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
7,475 SHARES ENTERCOM COMMUNICATIONS CORP	DONATED	VARIOUS	03/25/13

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
59,988.	395,876.	0.	0.	-335,888.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
3,407 SHARES ENTERCOM COMMUNICATIONS CORP	DONATED	VARIOUS	03/26/13

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
26,562.	180,435.	0.	0.	-153,873.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
13,960 SHARES ENTERCOM COMMUNICATIONS CORP	DONATED	VARIOUS	03/26/13

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
105,136.	739,322.	0.	0.	-634,186.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
28,167 SHARES ENTERCOM COMMUNICATIONS CORP	DONATED	VARIOUS	03/27/13

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
206,105.	1,491,724.	0.	0.	-1,285,619.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
37,724 SHARES ENTERCOM COMMUNICATIONS CORP	DONATED	VARIOUS	03/28/13

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
276,858.	1,997,863.	0.	0.	-1,721,005.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
9,495 SHARES ENTERCOM COMMUNICATIONS CORP	DONATED	VARIOUS	03/30/13

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
70,764.	502,855.	0.	0.	-432,091.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
11,723 SHARES ENTERCOM COMMUNICATIONS CORP	DONATED	VARIOUS	03/30/13

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
87,181.	620,850.	0.	0.	-533,669.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
43,453 SHARES ENTERCOM COMMUNICATIONS CORP	DONATED	VARIOUS	04/04/13

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
319,668.	1,550,496.	0.	0.	-1,230,828.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
26,100 SHARES ENTERCOM COMMUNICATIONS CORP	DONATED	VARIOUS	04/05/13

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
191,285.	739,935.	0.	0.	-548,650.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
21,388 SHARES ENTERCOM COMMUNICATIONS CORP	DONATED	VARIOUS	04/08/13

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
152,536.	606,350.	0.	0.	-453,814.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
27,372 SHARES ENTERCOM COMMUNICATIONS CORP	DONATED	VARIOUS	04/09/13

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
194,288.	775,996.	0.	0.	-581,708.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
9,489 SHARES ENTERCOM COMMUNICATIONS CORP	DONATED	VARIOUS	04/10/13

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
67,564.	269,013.	0.	0.	-201,449.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1,769 SHARES ENTERCOM COMMUNICATIONS CORP	DONATED	VARIOUS	04/11/13

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
13,089.	50,151.	0.	0.	-37,062.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
626 SHARES ENTERCOM COMMUNICATIONS CORP	DONATED	VARIOUS	05/14/13

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
4,970.	17,747.	0.	0.	-12,777.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
5,508 SHARES ENTERCOM COMMUNICATIONS CORP	DONATED	VARIOUS	06/18/13

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
54,436.	156,152.	0.	0.	-101,716.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
12,325 SHARES ENTERCOM COMMUNICATIONS CORP	DONATED	VARIOUS	06/19/13

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
121,240.	349,414.	0.	0.	-228,174.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
22,905 SHARES ENTERCOM COMMUNICATIONS CORP	DONATED	VARIOUS	06/20/13

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
228,114.	649,357.	0.	0.	-421,243.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
22,215 SHARES ENTERCOM COMMUNICATIONS CORP	DONATED	VARIOUS	06/21/13

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
222,413.	616,644.	0.	0.	-394,231.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
7,454 SHARES ENTERCOM COMMUNICATIONS CORP	DONATED	VARIOUS	06/24/13

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
74,751.	111,288.	0.	0.	-36,537.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
168,756.027 SHARES VANGUARD GNMA FUND	PURCHASED	VARIOUS	06/25/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,750,000.	1,819,186.	0.	0.	-69,186.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
10,121 SHARES ENTERCOM COMMUNICATIONS CORP	DONATED	VARIOUS	06/25/13

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
94,710.	151,107.	0.	0.	-56,397.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
3,407 SHARES ENTERCOM COMMUNICATIONS CORP	DONATED	VARIOUS	06/26/13

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
31,802.	50,867.	0.	0.	-19,065.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
864 SHARES ENTERCOM COMMUNICATIONS CORP	DONATED	VARIOUS	06/27/13

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
7,899.	12,900.	0.	0.	-5,001.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
17,094 SHARES ENTERCOM COMMUNICATIONS CORP	DONATED	VARIOUS	07/02/13

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
161,871.	255,213.	0.	0.	-93,342.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
33,490 SHARES ENTERCOM COMMUNICATIONS CORP	DONATED	VARIOUS	07/03/13

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
316,864.	500,006.	0.	0.	-183,142.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
23,984 SHARES ENTERCOM COMMUNICATIONS CORP	DONATED	VARIOUS	07/05/13

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
226,888.	358,081.	0.	0.	-131,193.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
15,177 SHARES ENTERCOM COMMUNICATIONS CORP	DONATED	VARIOUS	07/05/13

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
143,163.	226,593.	0.	0.	-83,430.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
.75 SHARES MALLINCKRODT PUBLIC LTD	PURCHASED	VARIOUS	07/08/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
32.	25.	0.	0.	7.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
6,306 SHARES ENTERCOM COMMUNICATIONS CORP	DONATED	VARIOUS	07/09/13

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
59,240.	94,149.	0.	0.	-34,909.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
11,283 SHARES ENTERCOM COMMUNICATIONS CORP	DONATED	VARIOUS	07/10/13

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
106,408.	168,455.	0.	0.	-62,047.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
21,907 SHARES ENTERCOM COMMUNICATIONS CORP	DONATED	VARIOUS	07/11/13

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
207,673.	327,072.	0.	0.	-119,399.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
41,139 SHARES ENTERCOM COMMUNICATIONS CORP	DONATED	VARIOUS	07/12/13

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
388,014.	614,205.	0.	0.	-226,191.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
16,483 SHARES ENTERCOM COMMUNICATIONS CORP	DONATED	VARIOUS	07/15/13

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
158,615.	246,091.	0.	0.	-87,476.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
16,976 SHARES ENTERCOM COMMUNICATIONS CORP	DONATED	VARIOUS	07/16/13

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
170,859.	253,452.	0.	0.	-82,593.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
15,844 SHARES ENTERCOM COMMUNICATIONS CORP	DONATED	VARIOUS	07/17/13

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
161,264.	236,551.	0.	0.	-75,287.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
7,997 SHARES ENTERCOM COMMUNICATIONS CORP	DONATED	VARIOUS	07/18/13

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
83,434.	119,395.	0.	0.	-35,961.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
16,054 SHARES ENTERCOM COMMUNICATIONS CORP	DONATED	VARIOUS	07/19/13

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
166,204.	239,686.	0.	0.	-73,482.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
9,834 SHARES ENTERCOM COMMUNICATIONS CORP	DONATED	VARIOUS	07/22/13

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
102,683.	146,822.	0.	0.	-44,139.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
23,606 SHARES ENTERCOM COMMUNICATIONS CORP	DONATED	VARIOUS	07/23/13

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
246,138.	352,438.	0.	0.	-106,300.

CAPITAL GAINS DIVIDENDS FROM PART IV	160,680.
TOTAL TO FORM 990-PF, PART I, LINE 6A	-13,959,671.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	AMOUNT
MORGAN STANLEY	159,427.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	159,427.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MORGAN STANLEY	17.	0.	17.
VANGUARD BROKERAGE SERVICES ACCOUNT	82,188.	0.	82,188.
VANGUARD EQUITY INCOME FUND	71,891.	0.	71,891.
VANGUARD GNMA FUND	114,397.	38,330.	76,067.
VANGUARD INTERMEDIATE TERM INVESTMENT GRADE FUND	69,920.	30,864.	39,056.
VANGUARD PRIME MONEY MARKET FUND - INSTL. SHARES	551.	0.	551.
VANGUARD SHORT TERM INVESTMENT GRADE FUND	134,651.	31,808.	102,843.
VANGUARD TOTAL STOCK MARKET INDEX FUND	98,204.	0.	98,204.
VANGUARD UTILITIES FUND	41,318.	0.	41,318.
VANGUARD WELLESLEY INCOME FUND	201,806.	59,678.	142,128.
TOTAL TO FM 990-PF, PART I, LN 4	814,943.	160,680.	654,263.

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
STRADLEY, RONON, STEVENS & YOUNG, LLP	10,141.	10,141.		0.
TO FM 990-PF, PG 1, LN 16A	10,141.	10,141.		0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX PAID	202.	0.		0.
2011 ESTIMATED TAX	2,250.	0.		0.
TO FORM 990-PF, PG 1, LN 18	2,452.	0.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ABBOTT LABS	84,416.	71,282.
ALLEGHENY TECHNOLOGIES INC	47,319.	54,065.
AMGEN INC	30,523.	57,394.
APACHE CORP	23,418.	25,520.
BP	138,422.	125,190.
BRISTOL MYERS SQUIBB CO	7,273.	13,750.
CAMPBELL SOUP CO	197,904.	291,892.
CAPITAL ONE FINANCIAL GROUP	9,813.	21,948.
CARLISLE COMPANIES INC	4,253.	14,361.
CARNIVAL CORP	69,175.	105,980.
CHUBB CORP	21,357.	36,676.
CINCINNATI FINANCIAL CORP	15,338.	25,975.
CISCO SYSTEMS INC	59,141.	82,937.
COCA COLA COMPANY	28,792.	50,982.
COMCAST CORP NEW CLASS A SPL	45,191.	123,367.
WALT DISNEY CO	59,572.	171,323.
DOLLAR TREE INC	289,492.	608,552.
DUPONT EI DE NEMOURS & CO	49,528.	103,727.
EXXON MOBIL CORP	45,818.	54,656.
FAMILY DOLLAR STORES	25,689.	69,241.
FIFTH THIRD BANCORP	6,336.	15,296.
GENERAL ELECTRIC CO	41,923.	64,581.
GLAXOSMITHKLINE	50,187.	70,223.
HSBC HLDGS	22,457.	27,070.
INTEL CORP	10,900.	17,315.
IBM	8,856.	20,674.
INTL FLAVORS & FRAGRANCES INC	95,963.	269,391.
INTL GAME TECHNOLOGY	47,146.	77,334.
JOHNSON & JOHNSON	43,904.	69,377.
ELI LILLY & CO	21,025.	28,148.
LOEWS CORP	17,662.	28,970.
MANULIFE FINANCIAL CORP	17,649.	18,667.
MASCO CORP	37,240.	70,691.
MEDTRONIC INC	61,508.	111,253.
MERCK & CO INC	20,862.	33,960.
NATIONAL OILWELL VARCO INC	70,147.	87,011.
NORTEL NETWORKS	28.	1.
PEPSICO	34,904.	53,131.
PROCTER & GAMBLE	58,308.	76,606.
ROYAL DUTCH SHELL	11,225.	14,490.
SCHLUMBERGER LTD	15,627.	30,173.
SUNTRUST BANKS INC	10,130.	15,238.
3M CO	33,330.	68,462.
UNITED PARCEL SVS INC	54,559.	87,408.
WELLS FARGO & CO	46,603.	70,514.
BAKER HUGHES INC	7,220.	12,047.
AMERICAN TOWER REIT	24,605.	25,626.

BERKSHIRE HATHAWAY INC	146,302.	347,800.
COVIDIEN .	25,900.	34,390.
CVS CAREMARK CORP	28,497.	36,279.
EBAY INC	113,729.	146,851.
ESTEE LAUDER CO INC	95,004.	108,848.
FRANKLIN RESOURCES INC	156,874.	208,229.
HAIN CELESTIAL GROUP INC	32,460.	52,750.
INGRAM MICRO INC	40,463.	52,463.
KELLOGG CO	109,743.	137,382.
MANHATTAN ASSOCIATES INC	166,322.	294,967.
NEWELL RUBBERMAID INC	33,483.	48,123.
ORACLE CORP	48,459.	52,892.
PAPA JOHN INTERNATIONAL INC	77,510.	114,799.
PRICELINE.COM INC	91,666.	148,864.
SAPIENT CORP	23,614.	27,907.
SCHEIN HENRY INC	100,666.	144,324.
SYSCO CORP	30,130.	34,096.
TOLL BROTHERS INC	36,140.	46,741.
TYCO INTERNATIONAL LTD	7,843.	11,661.
UBS	36,113.	50,827.
ABBVIE INC	31,793.	49,983.
ACTAVIS INC	93,298.	166,898.
ADT CORP	5,114.	6,693.
MALLINCKRODT PUBLIC LTD	2,456.	3,166.
PENTAIR LTD	2,793.	4,886.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,659,110.	5,904,294.

FORM 990-PF CORPORATE BONDS STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ALCOA INC SER B	1,081,500.	1,037,370.
BANK OF AMERICA CORP SERIES M	1,995,000.	2,220,000.
JP MORGAN CHASE	1,167,500.	1,112,500.
WELLS FARGO CO SER K	1,276,500.	1,234,750.
TOTAL TO FORM 990-PF, PART II, LINE 10C	5,520,500.	5,604,620.

FORM 990-PF OTHER INVESTMENTS STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
VANGUARD TOTAL STOCK MARKET INDEX FUND	COST	4,341,008.	5,405,126.
VANGUARD EQUITY INCOME FUND	COST	2,079,679.	2,835,882.
VANGUARD SHORT TERM INVESTMENT GRADE FUND	COST	6,380,324.	6,426,224.
VANGUARD GNMA FUND	COST	466,649.	452,059.
VANGUARD WELLESLEY INCOME FUND	COST	4,475,788.	5,035,259.
AEGON NV PERPETUAL PFD CAPITAL SECURITIES 6.375%	COST	45,540.	44,388.
VANGUARD UTILITIES INDEX FUND	COST	2,207,599.	2,382,236.
TOTAL TO FORM 990-PF, PART II, LINE 13		19,996,587.	22,581,174.

FORM 990-PF LIST OF SUBSTANTIAL CONTRIBUTORS PART VII-A, LINE 10 STATEMENT 9

NAME OF CONTRIBUTOR	ADDRESS
JOSEPH M. FIELD	401 CITY AVENUE, SUITE 809 BALA CYNWYD, PA 19004

FORM 990-PF PART XV - LINE 1A LIST OF FOUNDATION MANAGERS STATEMENT 10

NAME OF MANAGER

JOSEPH M. FIELD
MARIE H. FIELD