Form **990-PF** | **Return of Private Foundation** | OMB No 1545-0052 | **2013**

Department of the Treasury
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation
▶ Do not enter Social Security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation: THE FIELDS GALLEY PRIVATE FOUNDATION

A Employer identification number: 51-6532325

Number and street (or P O box number if mail is not delivered to street address): 1081 ELIZABETH STREET | Room/suite

B Telephone number (see instructions): ( ) -

City or town, state or province, country, and ZIP or foreign postal code: BALDWIN, NY 11510

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) ▶ $ 6,503,704.

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) (see instructions).)*

		(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 (attach schedule)	4,865,535.			
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	161,139.	161,139.		ATCH 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	821,403.			
	b Gross sales price for all assets on line 6a 11,236,893.				
	7 Capital gain net income (from Part IV, line 2)		821,403.		
	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) (attach schedule)				
	11 Other income (attach schedule) ATCH 2	116.	116.		
	12 **Total.** Add lines 1 through 11	5,848,193.	982,658.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) ATCH 3	64,894.	32,447.		32,447.
	b Accounting fees (attach schedule) ATCH 4	43,694.	21,847.		21,847.
	c Other professional fees (attach schedule) *	13,485.	13,485.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) ATCH 6	23,166.			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 7	23,251.	171.		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	168,490.	67,950.		54,294.
	25 Contributions, gifts, grants paid	12,000.			12,000.
	26 Total expenses and disbursements Add lines 24 and 25	180,490.	67,950.	0	66,294.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	5,667,703.			
	b **Net investment income** (if negative, enter -0-)		914,708.		
	c **Adjusted net income** (if negative, enter -0-)				

RECEIVED NOV 2 4 2014 IRS-OSC OGDEN, UT 355

SCANNED NOV 2 8 2014

JSA **For Paperwork Reduction Act Notice, see instructions.** *ATCH 5 Form **990-PF** (2013) 13
3E1410 1 000

9 18

Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing	102,951.	13,564.	13,564.
	2 Savings and temporary cash investments	34,986.	198,237.	198,237.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule) ATCH 8	50,000.	5,314,848.	5,606,828.
	c Investments - corporate bonds (attach schedule) ATCH 9	30,000.		75.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) ATCH 10	334,009.		
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶ ATCH 11)		685,000.	685,000.
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	551,946.	6,211,649.	6,503,704.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ [X]			
	27 Capital stock, trust principal, or current funds	551,946.	6,211,649.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	551,946.	6,211,649.	
	31 Total liabilities and net assets/fund balances (see instructions)	551,946.	6,211,649.	

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	551,946.
2 Enter amount from Part I, line 27a	2	5,667,703.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	6,219,649.
5 Decreases not included in line 2 (itemize) ▶ ATCH 12	5	8,000.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,211,649.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 } **2** 821,403.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 . . . . . **3** 0

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

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

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

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

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	850.	37,517.	0.022656
2011			
2010			
2009			
2008			

2	Total of line 1, column (d)	2	0.022656
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.022656
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	4,252,713.
5	Multiply line 4 by line 3	5	96,349.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	9,147.
7	Add lines 5 and 6	7	105,496.
8	Enter qualifying distributions from Part XII, line 4	8	66,294.

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	18,294.
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	
3	Add lines 1 and 2	3	18,294.
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	18,294.
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 265.		
b	Exempt foreign organizations - tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 25,000.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	25,265.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	6,971.
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 6,971. **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 the definition)?	1b		X
	*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*			
c	Did the foundation file **Form 1120-POL** for this year?	1c	N/A	
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	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?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	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) ▶ FL,			
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 2013 or the taxable year beginning in 2013 (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* ATCH 13	10	X	

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ NAT G. FIELDS Telephone no ▶ 631-414-4000
Located at ▶ 1081 ELIZABETH STREET BALDWIN, NY ZIP+4 ▶ 11510

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

			Yes	No
16	At any time during calendar year 2013, 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)?	1b	N/A	
	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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ 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)	2b		X
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 2013 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 2013)*	3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		X

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

5a During the year did the foundation pay or incur any amount to			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	☐ Yes ☒ No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?		5b	N/A
Organizations relying on a current notice regarding disaster assistance check here . . . . . ▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? . . . . . N/A	☐ Yes ☐ No		
If "Yes," attach the statement required by Regulations section 53 4945-5(d)			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X (No)
If "Yes" to 6b, file Form 8870			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? . .	☐ Yes ☒ No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	X (No)

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 14		0	0	0

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
ATCH 15		61,850.
Total number of others receiving over $50,000 for professional services ▶		

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

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

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	3,760,880.
b	Average of monthly cash balances	1b	194,390.
c	Fair market value of all other assets (see instructions)	1c	362,205.
d	**Total** (add lines 1a, b, and c)	1d	4,317,475.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	4,317,475.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	64,762.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,252,713.
6	**Minimum investment return.** Enter 5% of line 5	6	212,636.

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	212,636.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	18,294.		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	18,294.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	194,342.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	194,342.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	194,342.

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	66,294.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	66,294.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	66,294.

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 2012	(c) 2012	(d) 2013
1	Distributable amount for 2013 from Part XI, line 7				194,342.
2	Undistributed income, if any, as of the end of 2013				
a	Enter amount for 2012 only				
b	Total for prior years 20 11 ,20 10 ,20 09				
3	Excess distributions carryover, if any, to 2013				
a	From 2008				
b	From 2009				
c	From 2010				
d	From 2011				
e	From 2012 850.				
f	Total of lines 3a through e	850.			
4	Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 66,294.				
a	Applied to 2012, but not more than line 2a				
b	Applied to undistributed income of prior years (Election required - see instructions)				
c	Treated as distributions out of corpus (Election required - see instructions)				
d	Applied to 2013 distributable amount				66,294.
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a))*	850.			850.
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b	Prior years' undistributed income Subtract line 4b from line 2b				
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b Taxable amount - see instructions				
e	Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions				
f	Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				127,198.
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8	Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9	**Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	0			
10	Analysis of line 9				
a	Excess from 2009				
b	Excess from 2010				
c	Excess from 2011				
d	Excess from 2012				
e	Excess from 2013				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, 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) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
2a 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))

N/A

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

N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ▶ [X] 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 address 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*				
ATCH 16				
Total . . . . ▶ **3a**				12,000.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

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 (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	161,139.	
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			18	821,403.	
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a OTHER INCOME			14	116.	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				982,658.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 982,658.

(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) (See instructions)

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		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

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

▶ Mat Holly Fields 11/13/14 ▶ Trustee

Signature of officer or trustee / Date / Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JANIS L COWHEY	JCowhey	11/12/14		P00170421
Firm's name ▶ MARCUM LLP			Firm's EIN ▶ 11-1986323	
Firm's address ▶ 10 MELVILLE PARK RD MELVILLE, NY 11747			Phone no 631 414-4000	

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.**
▶ **Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at *www irs.gov/form990.***

OMB No 1545-0047

2013

Name of the organization	**Employer identification number**
THE FIELDS GALLEY PRIVATE FOUNDATION	51-6532325

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 its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization THE FIELDS GALLEY PRIVATE FOUNDATION

Employer identification number 51-6532325

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	ESTATE OF FRANCES FIELDS GORDON 1081 ELIZABETH STREET BALDWIN, NY 11510	$ 4,180,535.	Person [X] Payroll [ ] Noncash [X] (Complete Part II for noncash contributions.)
2	ESTATE OF FRANCES FIELDS GORDON 1081 ELIZABETH STREET ELIZABETH, NY 11510	$ 685,000.	Person [X] Payroll [ ] Noncash [X] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)

Name of organization THE FIELDS GALLEY PRIVATE FOUNDATION

Employer identification number 51-6532325

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	SECURITIES	$ 4,180,535.	06/21/2013
2	CONDOMINIUM UNIT 9801 COLLINS AVENUE #5A, BAL HARBOR, MIAMI, FL 33154	$ 685,000.	06/21/2014
		$	
		$	
		$	
		$	

Name of organization THE FIELDS GALLEY PRIVATE FOUNDATION

Employer identification number 51-6532325

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. See instructions.) ▶ $

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

ATTACHMENT 1

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST INCOME- WELLS FARGO	1,509.	1,509.
INTEREST INCOME- SUNTRUST	10,920.	10,920.
DIVIDEND INCOME- WELLS FARGO	3,115.	3,115.
DIVIDEND INCOME- SUNTRUST	145,595.	145,595.
TOTAL	161,139.	161,139.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER INCOME		116.	116.
	TOTALS	116.	116.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES	64,894.	32,447.		32,447.
TOTALS	64,894.	32,447.		32,447.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES	43,694.	21,847.		21,847.
TOTALS	43,694.	21,847.		21,847.

ATTACHMENT 5

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT ADVISORY FEES	13,485.	13,485.
TOTALS	13,485.	13,485.

ATTACHMENT 6

FORM 990PF, PART I - TAXES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
FEDERAL EXCISE TAXES		23,166.
	TOTALS	23,166.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BANK CHARGES	171.	171.
CONDOMINIUM EXP - MAINT & UTIL	8,009.	
CONDOMINIUM EXP - R/ESTATE TAX	15,071.	
TOTALS	23,251.	171.

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
2,000 SHS CITIGROUP CAP - PREF	50,000.	NONE	
SUN TRUST - SEE ATTACHMENT B	NONE	5,314,848.	5,606,828.
TOTALS	50,000.	5,314,848.	5,606,828.

ATTACHMENT 9

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
FIXED INCOME:			
LASALLE BANK .07% 1/19/15	30,000.	NONE	
ESCR GEN MTRS CORP SR CONV BDS			75.
TOTALS	30,000.		75.

ATTACHMENT 10

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
1118.968SH CAPITAL INCOME	57,166.	NONE	
3200.933SH INCOME FUND AMER IN	56,826.	NONE	
8,598.452 SHS PIMCO FDS PAC	100,005.	NONE	
1,000 SHS GUGGENHEIM BUILD	20,000.	NONE	
14,557 SHS GABELLI UTILITIES	100,012.	NONE	
TOTALS	334,009.		

ATTACHMENT 11

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
CONDOMINIUM UNIT - MIAMI, FL	NONE	685,000.	685,000.
TOTALS		685,000.	685,000.

ATTACHMENT 12

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
ADJ FOR CHARITABLE DED. TAKEN ON TRUST	8,000.
TOTAL	8,000.

FORM 990PF, PART VII-A, LINE 10 - NEW SUBSTANTIAL CONTRIBUTORS

ATTACHMENT 13

NAME AND ADDRESS

ESTATE OF FRANCES FIELDS GORDON
1081 ELIZABETH STREET
BALDWIN, NY 11510

THE FIELDS GALLEY PRIVATE FOUNDATION 51-6532325

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 14

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
NAT G. FIELDS 1081 ELIZABETH STREET BALDWIN, NY 11510	TRUSTEE 10.00	0	0	0
	GRAND TOTALS	0	0	0

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

ATTACHMENT 15

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
AKERMAN, LLP ONE SOUTHEAST THIRD AVENUE MIAMI, FL 33131 LEGAL SERVICES	LEGAL SERVICES	61,850.
TOTAL COMPENSATION		61,850.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 16

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
JACKSON MEMORIAL FOUNDATION 901 NW 17TH ST. MIAMI, FL 33136	NONE PC	PROVIDE LIFE SAVING MEDICAL CARE TO THOSE IN FINANCIAL NEED, IMPROVE HEALTH CARE DELIVERY AND PROMOTE WELLNESS AND PREVENTIVE MEDICINE	12,000.
		TOTAL CONTRIBUTIONS PAID	12,000.

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.
▶ Information about Schedule D and its separate instructions is at *www.irs.gov/form1041*.

OMB No 1545-0092

2013

Name of estate or trust	Employer identification number
THE FIELDS GALLEY PRIVATE FOUNDATION	51-6532325

Note: *Form 5227 filers need to complete **only** Parts I and II*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

See instructions for how to figure the amounts to enter on the lines below. This form may be easier to complete if you round off cents to whole dollars	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions) However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
1b Totals for all transactions reported on Form(s) 8949 with **Box A** checked				
2 Totals for all transactions reported on Form(s) 8949 with **Box B** checked				
3 Totals for all transactions reported on Form(s) 8949 with **Box C** checked				

4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	4	
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	5	
6 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet	6	( )
7 **Net short-term capital gain or (loss).** Combine lines 1a through 6 in column (h) Enter here and on line 17, column (3) on the back ▶	7	

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

See instructions for how to figure the amounts to enter on the lines below. This form may be easier to complete if you round off cents to whole dollars	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions) However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8b Totals for all transactions reported on Form(s) 8949 with **Box D** checked				
9 Totals for all transactions reported on Form(s) 8949 with **Box E** checked	11,236,893.	10,415,490.		821,403.
10 Totals for all transactions reported on Form(s) 8949 with **Box F** checked				

11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	11	
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	12	
13 Capital gain distributions	13	
14 Gain from Form 4797, Part I	14	
15 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet	15	( )
16 **Net long-term capital gain or (loss).** Combine lines 8a through 15 in column (h) Enter here and on line 18a, column (3) on the back ▶	16	821,403.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D (Form 1041) 2013**

JSA
3F1210 1 000

Part III Summary of Parts I and II
Caution: *Read the instructions* ***before*** *completing this part.*

			(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
17	**Net short-term gain or (loss)**	17			
18	**Net long-term gain or (loss):**				
a	Total for year	18a			821,403.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	18b			
c	28% rate gain	18c			
19	**Total net gain or (loss).** Combine lines 17 and 18a ▶	19			821,403.

Note: *If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 18a and 19, column (2), are net gains, go to Part V, and* ***do not*** *complete Part IV If line 19, column (3), is a net loss, complete Part IV and the* ***Capital Loss Carryover Worksheet,*** *as necessary*

Part IV Capital Loss Limitation

20 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of
a The loss on line 19, column (3) **or** b $3,000 . . . 20 ( )

Note: *If the loss on line 19, column (3), is more than $3,000,* ***or*** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* ***Capital Loss Carryover Worksheet*** *in the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 18a and 19 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero
Caution: *Skip this part and complete the* ***Schedule D Tax Worksheet*** *in the instructions if:*
- *Either line 18b, col (2) or line 18c, col (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero*

Form 990-T trusts. Complete this part **only** if both lines 18a and 19 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 18b, col (2) or line 18c, col (2) is more than zero

21	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			21			
22	Enter the **smaller** of line 18a or 19 in column (2) but not less than zero	22					
23	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	23					
24	Add lines 22 and 23	24					
25	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	25					
26	Subtract line 25 from line 24 If zero or less, enter -0-			26			
27	Subtract line 26 from line 21 If zero or less, enter -0-			27			
28	Enter the **smaller** of the amount on line 21 or $2,450			28			
29	Enter the **smaller** of the amount on line 27 or line 28			29			
30	Subtract line 29 from line 28 If zero or less, enter -0- This amount is taxed at 0% ▶					30	
31	Enter the smaller of line 21 or line 26			31			
32	Subtract line 30 from line 26			32			
33	Enter the **smaller** of line 21 or $11,950			33			
34	Add lines 27 and 30			34			
35	Subtract line 34 from line 33 If zero or less, enter -0-			35			
36	Enter the **smaller** of line 32 or line 35			36			
37	Multiply line 36 by 15% ▶					37	
38	Enter the amount from line 31			38			
39	Add lines 30 and 36			39			
40	Subtract line 39 from line 38 If zero or less, enter -0-			40			
41	Multiply line 40 by 20% ▶					41	
42	Figure the tax on the amount on line 27 Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			42			
43	Add lines 37, 41, and 42			43			
44	Figure the tax on the amount on line 21 Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			44			
45	**Tax on all taxable income.** Enter the **smaller** of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) ▶					45	

Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side)	Social security number or taxpayer identification number
THE FIELDS GALLEY PRIVATE FOUNDATION	51-6532325

Most brokers issue their own substitute statement instead of using Form 1099-B They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS Brokers are required to report basis to the IRS for most stock you bought in 2011 or later

Part II **Long-Term.** Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions)

You *must* check Box D, E, *or* F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need

- [ ] **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
- [X] **(E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
- [ ] **(F)** Long-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) See the separate instructions. (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
SUN TRUST - SEE ATTACHMENT A			11236893.	10415490.			821,403.
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶			11236893.	10415490.			821,403.

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column (g)* in the separate instructions for how to figure the amount of the adjustment

THE FIELDS GALLEY PRIVATE FOUNDATION
EIN #: 51-6532325
FOR THE YEAR ENDED DECEMBER 31, 2013
ATTACHMENT A: SCHEDULE OF CAPITAL GAINS/(LOSS) - SUN TRUST

DATE	PAR VALUE OR SHARES	DESCRIPTION	PROCEEDS	FEDERAL TAX COST	REALIZED GAIN/LOSS
		SALES			
08/15/13	352	ABERCROMBIE & FITCH CO-CL A	17,504.65	18,170.24-	665.59-
08/15/13	62	ADT CORP	2,547.22	0.00	2,547.22
08/15/13	199	ALCATEL-LUCENT SPONS ADR	529.83	461.68-	68.15
08/13/13	4,243.935	ALLIANCEBERNSTEIN MUN I NA-A	41,930.08	43,287.67-	1,357.59-
08/13/13	1,138.877	AMERICAN CAP INCOME BUILDER-A	64,118.78	58,261.86-	5,856.92
08/15/13	9,098	AMERICAN EXPRESS CO	683,714.62	527,774.98-	155,939.64
08/13/13	3,256.422	AMERICAN INCOME FD AMER A	64,151.51	57,887.48-	6,264.03
08/15/13	1,809	AMERIPRISE FINANCIAL INC.	161,536.55	104,487.84-	57,048.71
08/15/13	38	ASCENA RETAIL GROUP INC	666.12	1,690.24-	1,024.12-
08/15/13	94	AT&T INC	3,275.84	2,956.30-	319.54
08/15/13	1,061	AXCELIS TECHNOLOGIES INC	2,037.61	1,867.36-	170.25
10/08/13	44.161	CAMBIAR SMALL CAP-INS	1,000.58	992.30-	8.28
08/15/13	1,610	CIGNA CORP	126,029.57	79,582.30-	46,447.27
08/15/13	800	CITIGROUP INC	40,679.29	29,496.00-	11,183.29
08/15/13	295	COMCAST CORP-CL A	13,198.07	8,864.75-	4,333.32

THE FIELDS GALLEY PRIVATE FOUNDATION
EIN #: 51-6532325
FOR THE YEAR ENDED DECEMBER 31, 2013
ATTACHMENT A: SCHEDULE OF CAPITAL GAINS/(LOSS) - SUN TRUST

DATE	PAR VALUE OR SHARES	DESCRIPTION	PROCEEDS	FEDERAL TAX COST	REALIZED GAIN/LOSS
08/15/13	124	COVIDIEN PLC	7,923.46	6,181.88-	1,741.58
08/15/13	7,200	CSX CORP	183,375.76	159,264.00-	24,111.76
08/15/13	10,000	DISCOVER BANK CD 5.000% 8/20/13	9,900.00	10,598.80-	698.80-
08/15/13	470	DR PEPPER SNAPPLE GROUP INC	21,864.01	19,091.40-	2,772.61
08/13/13	41,747.763	DWS MANAGED MUNICIPAL BD-A	368,215.27	386,464.55-	18,249.28-
08/13/13	1,518.669	DWS US STRAT GOVERNMENT SECURITIES A	12,437.90	13,495.04-	1,057.14-
10/08/13	83.091	EATON VANCE ATLANTA CAPITAL SMID-I	1,887.00	1,842.96-	44.04
08/15/13	1,250	FEDERATED ENHANCED TREASURY	15,974.72	18,608.49-	2,633.77-
VARIOUS	5,463,147.53	FEDERATED GOVT OBLIG-I #5 FFS	5,463,147.53	5,463,147.53-	0.00
08/15/13	600	FIFTH & PACIFIC COMPANIES, INC.	15,359.73	7,850.97-	7,508.76
08/15/13	9,799	FIRST TRUST 2877 MIT SER 40 MTHLY	91,288.46	108,265.23-	16,976.77-
08/15/13	100	FIRST TRUST 346 UIT SER 14 MTHLY	101,635.00	105,729.00-	4,094.00-
08/13/13	7,394.753	FRANKLIN HIGH YIELD T/F IN-C	74,760.95	90,404.09-	15,643.14-
08/15/13	144	FRONTIER COMMUNICATIONS CORP	657.34	611.80-	45.54
08/13/13	15,106.646	GABELLI UTILITIES FD-CL A	87,014.28	87,790.44-	776.16-
07/15/13	100,000	GE CAP CORP MTN 5.450% 1/15/16	100,000.00	100,824.00-	824.00-

THE FIELDS GALLEY PRIVATE FOUNDATION
EIN #: 51-6532325
FOR THE YEAR ENDED DECEMBER 31, 2013
ATTACHMENT A: SCHEDULE OF CAPITAL GAINS/(LOSS) - SUN TRUST

DATE	PAR VALUE OR SHARES	DESCRIPTION	PROCEEDS	FEDERAL TAX COST	REALIZED GAIN/LOSS
08/15/13	100,000	GEN ELEC CAP CRP MTN 5.500% 8/15/15	108,400.00	112,076.00-	3,676.00-
08/15/13	39	GENERAL MOTORS CO	1,394.81	1,043.64-	351.17
08/15/13	35	GENERAL MTRS CO WTS 7/10/16	919.08	621.60-	297.48
08/15/13	35	GENERAL MTRS WTS 7/10/19	647.48	418.60-	228.88
08/15/13	50,000	GMAC LLC MTN 6.600% 5/15/18	50,000.00	46,338.50-	3,661.50
08/15/13	20,000	GMAC MTN 7.375% 11/15/16	20,000.00	19,593.60-	406.40
08/15/13	1,000	GUGGENHEIM BUILD AMERICA BON	20,980.63	20,000.00-	980.63
08/15/13	401	HEWLETT PACKARD CO	10,658.39	9,575.88-	1,082.51
08/15/13	500	INTEL CORP	11,279.80	14,190.00-	2,910.20-
10/08/13	3,062.595	JOHN HANCOCK III DISCPLN V-I	52,646.00	52,309.12-	336.88
08/15/13	2,019	JP MORGAN CHASE & CO	109,093.15	93,136.47-	15,956.68
10/08/13	14,771.25	JPMORGAN U.S. EQUITY FUND-INST	200,889.00	196,605.34-	4,283.66
08/15/13	1,400	KEYCORP	17,025.24	11,872.00-	5,153.24
08/15/13	172	KRAFT FOODS GROUP INC	9,604.33	0.00	9,604.33
08/15/13	30,000	LASALLE BANK CD V-M 2.860% 1/19/15	30,345.00	30,000.00-	345.00
08/15/13	200	LNB BANCORP INC	1,893.96	1,375.04-	518.92

THE FIELDS GALLEY PRIVATE FOUNDATION
EIN #: 51-6532325
FOR THE YEAR ENDED DECEMBER 31, 2013
ATTACHMENT A: SCHEDULE OF CAPITAL GAINS/(LOSS) - SUN TRUST

DATE	PAR VALUE OR SHARES	DESCRIPTION	PROCEEDS	FEDERAL TAX COST	REALIZED GAIN/LOSS
08/16/13	2,700	LNB BANCORP INC	25,281.00	18,563.04-	6,717.96
08/19/13	6,324	LNB BANCORP INC	59,125.83	43,478.75-	15,647.08
		TOTAL LNB BANCORP INC	86,300.79	63,416.83-	22,883.96
08/13/13	18,123	LORD ABBETT AFFILIATED A	263,870.88	0.00	263,870.88
08/14/13	0.426	LORD ABBETT AFFILIATED A	6.22	0.00	6.22
		TOTAL LORD ABBETT AFFILIATED A	263,877.10	0.00	263,877.10
08/15/13	2	LSI CORP	15.24	17.56-	2.32-
07/12/13	0.5	MALLINCKRODT PLC	21.05	19.50-	1.55
08/15/13	15	MALLINCKRODT PLC	675.58	585.14-	90.44
		TOTAL MALLINCKRODT PLC	696.63	604.64-	91.99
10/08/13	875.964	MANNING & NAPIER WORLD OPPOR	7,726.00	7,498.25-	227.75
08/15/13	692	MERCK & CO INC	33,395.33	26,648.92-	6,746.41
08/15/13	100,000	MIAMI-DADE CNTY FL 4.750% 10/01/27	98,296.00	100,555.00-	2,259.00-
08/15/13	100,000	MIAMI-DADE CNTY FL 5.250% 10/01/38	98,037.00	103,218.00-	5,181.00-
08/15/13	1,000	MICROSOFT CORP	32,819.52	32,290.00-	529.52
08/15/13	518	MONDELEZ INTERNATIONAL INC	16,503.19	12,904.66-	3,598.53
08/15/13	126	MONEYGRAM INTERNATIONAL INC	2,843.78	2,269.26-	574.52

THE FIELDS GALLEY PRIVATE FOUNDATION
EIN #: 51-6532325
FOR THE YEAR ENDED DECEMBER 31, 2013
ATTACHMENT A: SCHEDULE OF CAPITAL GAINS/(LOSS) - SUN TRUST

DATE	PAR VALUE OR SHARES	DESCRIPTION	PROCEEDS	FEDERAL TAX COST	REALIZED GAIN/LOSS
08/15/13	10	MOTORS LIQUIDATION CO GUC TR	322.29	0.00	322.29
08/15/13	50	NCR CORP	1,825.71	1,085.50-	740.21
08/13/13	26,355.619	NUVEEN LTD TERM MUNI BOND FUND-C	288,330.47	291,846.02-	3,515.55-
10/08/13	1,977.085	OPPENHEIMER DEVELOPING MKT-Y	73,251.00	68,960.72-	4,290.28
08/13/13	8,021.495	OPPENHEIMER ROCH NATL MUNI C	54,465.95	57,467.42-	3,001.47-
08/15/13	29	PENTAIR LTD	1,845.81	0.00	1,845.81
08/15/13	9,700	PEPSICO INC	811,715.82	647,378.00-	164,337.82
08/15/13	567	PFIZER INC	16,466.41	12,808.53-	3,657.88
08/13/13	13,141.389	PIMCO TOTAL RETURN FUND-A	142,058.42	150,300.10-	8,241.68-
08/15/13	1,236	PNC FINANCIAL SERVICES GROUP	94,011.86	79,993.92-	14,017.94
08/15/13	328	ROYAL DUTCH SHELL SPONS ADR	21,090.03	23,350.32-	2,260.29-
10/08/13	128.503	T ROWE PRICE DIVERS S/C GRTH	2,923.47	2,783.37-	140.10
10/08/13	3,854.175	T. ROWE PRICE INST L/C GRWTH	93,271.00	87,181.44-	6,089.56
08/15/13	124	TE CONNECTIVITY LIMITED	6,273.05	4,584.28-	1,688.77
08/15/13	50	TERADATA CORP	3,201.44	3,452.00-	250.56-
08/15/13	500	TEXAS INSTRUMENTS INC	19,859.65	16,627 50-	3,232.15

THE FIELDS GALLEY PRIVATE FOUNDATION
EIN #: 51-6532325
FOR THE YEAR ENDED DECEMBER 31, 2013
ATTACHMENT A: SCHEDULE OF CAPITAL GAINS/(LOSS) - SUN TRUST

DATE	PAR VALUE OR SHARES	DESCRIPTION	PROCEEDS	FEDERAL TAX COST	REALIZED GAIN/LOSS
08/15/13	567	TRAVELERS COMPANIES INC	46,691.63	33,640.11-	13,051.52
08/15/13	124	TYCO INTERNATIONAL LTD	4,325.04	3,439.54-	885.50
08/15/13	602	VERIZON COMMUNICATIONS	29,846.64	23,189.04-	6,657.60
08/15/13	253	VIAD CORP	6,362.83	4,941.09-	1,421.74
08/13/13	321.735	VIRTUS BALANCED FUND-A	4,809.94	4,711.90-	98.04
08/13/13	1,028.059	VIRTUS STRATEGIC GROWTH FUND-A	11,514.26	10,445.78-	1,068.48
08/13/13	840.526	VIRTUS TACTICAL ALLOCATION A	8,119.48	7,984.66-	134.82
10/08/13	236.198	WASATCH LONG/SHORT FUND-INS	3,689.70	3,663.43-	26.27
08/15/13	5,750	YUM! BRANDS INC	427,865.57	402,500.00-	25,365.57
		TOTAL SALES	**11,236,892.69**	**10,415,489.72-**	**821,402.97**

THE FIELDS GALLEY PRIVATE FOUNDATION
EIN #: 51-6532325
FOR THE YEAR ENDED DECEMBER 31, 2013
ATTACHMENT B: SCHEDULE OF CORPORATE EQUITIES - SUN TRUST

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT
EQUITY SECURITIES			
CONSUMER DISCRETIONARY			
50	YUM! BRANDS INC CUSIP: 988498101	3,780.50 75.610 0.07 %	3,500.00 70.00

THE FIELDS GALLEY PRIVATE FOUNDATION
EIN #: 51-6532325
FOR THE YEAR ENDED DECEMBER 31, 2013
ATTACHMENT B: SCHEDULE OF CORPORATE EQUITIES - SUN TRUST

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT
CONSUMER STAPLES			
10	DR PEPPER SNAPPLE GROUP INC CUSIP: 26138E109	487.20 48.720 0.01 %	406.20 40.62
200	PEPSICO INC CUSIP: 713448108	16,588.00 82.940 0.29 %	13,348.00 66.74
TOTAL CONSUMER STAPLES		**17,075.20**	**13,754.20**
HEALTH CARE			
10	CIGNA CORP CUSIP: 125509109	874.80 87.480 0.02 %	494.30 49.43
FINANCIALS			
10	AMERIPRISE FINANCIAL INC. CUSIP: 03076C106	1,150.50 115.050 0.02 %	577.60 57.76
50	LNB BANCORP INC CUSIP: 502100100	501.50 10 030 0.01 %	343.76 6.88
TOTAL FINANCIALS		**1,652.00**	**921.36**

THE FIELDS GALLEY PRIVATE FOUNDATION
EIN #: 51-6532325
FOR THE YEAR ENDED DECEMBER 31, 2013
ATTACHMENT B: SCHEDULE OF CORPORATE EQUITIES - SUN TRUST

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT
INFORMATION TECHNOLOGY			
10	HEWLETT PACKARD CO CUSIP: 428236103	279.80 27.980 0.00 %	238.80 23.88
MUTUAL FUNDS-FIXED INCOME			
1,387	ISHARES BARCLAYS 3-7 YEAR ETF CUSIP: 464288661	166,481.61 120.030 2.87 %	166,724.23 120.20
2,111	PIMCO 1-5 YEAR US TIPS INDEX ETF CUSIP: 72201R205	111,663.46 52.896 1.92 %	111,535.68 52.84
TOTAL MUTUAL FUNDS-FIXED INCOME		278,145.07	278,259.91
TOTAL EQUITY SECURITIES		**301,807.37**	**297,168.57**
MUTUAL FUNDS			
13,737.952	ABERDEEN EQUITY LONG SHORT FUND CUSIP: 003020336	170,213.23 12.390 2.93 %	165,830.00 12.07
25,360.321	ABSOLUTE STRATEGIES FUND CUSIP: 34984T600	278,202.72 10.970 4.79 %	283,681.00 11.19
2,397.895	CAMBIAR SMALL CAP FUND CUSIP: 0075W0593	55,199.54 23.020 0.95 %	53,880.70 22.47

THE FIELDS GALLEY PRIVATE FOUNDATION
EIN #: 51-6532325
FOR THE YEAR ENDED DECEMBER 31, 2013
ATTACHMENT B: SCHEDULE OF CORPORATE EQUITIES - SUN TRUST

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT
25,547.134	DOUBLELINE TOTAL RETURN BOND FUND CUSIP: 258620103	275,398.10 10.780 4.74 %	278,233.00 10.89
7,338.821	EATON VANCE ATLANTA CAPITAL SMID CAP FUND CUSIP: 277902698	181,195.49 24.690 3.12 %	162,775.04 22.18
15,314.077	EATON VANCE FLOATING-RATE FUND CUSIP: 277911491	140,736.37 9.190 2.42 %	140,423.00 9.17
50,405.138	FEDERATED STRATEGIC VAL DIV IS CUSIP: 314172560	294,366.01 5.840 5.07 %	276,750.00 5.49
12,753.042	GOLDMAN SACHS LOCAL EMERGING MARKETS DEBT FUND CUSIP: 38145N303	108,018.27 8.470 1.86 %	110,323.00 8.65
32,277.042	JOHN HANCOCK FUNDS III DISCIPLINED VALUE FUND CUSIP: 47803U640	580,663.99 17.990 10.00 %	551,291.88 17.08
20,271.5	JPMORGAN U.S. EQUITY FUND CUSIP: 4812A1142	285,828.15 14.100 4.92 %	269,813.66 13.31
200	LORD ABBETT AFFILIATED FUND INC CUSIP: 544001100	3,114.00 15 570 0.05 %	0.00 0.00
10,737.489	MAINSTAY ICAP INTERNATIONAL FUND CUSIP: 56063J716	386,120.10 35.960 6.65 %	364,323.00 33.93

THE FIELDS GALLEY PRIVATE FOUNDATION
EIN #: 51-6532325
FOR THE YEAR ENDED DECEMBER 31, 2013
ATTACHMENT B: SCHEDULE OF CORPORATE EQUITIES - SUN TRUST

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT
79,253.709	MANNING & NAPIER FUND INC-WORLD OPPORTUNITIES SERIES FUND CUSIP: 563821545	717,246.07 9.050 12.36 %	678,411.75 8.56
9,035.243	OPPENHEIMER DEVELOPING MARKETS FUND CUSIP: 683974505	339,363.73 37.560 5.85 %	315,149.28 34.88
11,874.689	OSTERWEIS STRATEGIC INCOME FUND CUSIP: 742935489	140,596.32 11.840 2.42 %	140,472.00 11.83
11,509.164	PIMCO EMERGING LOCAL BOND INSTL FD CUSIP: 72201F516	107,380.50 9.330 1.85 %	109,916.00 9.55
10,605.402	PIMCO INVESTMENT GRADE CORPORATE BOND FUND CUSIP: 722005816	108,599.32 10.240 1.87 %	110,626.00 10.43
2,404.877	T. ROWE PRICE DIVERSIFIED SMALL-CAP GROWTH FUND INC CUSIP: 779917103	60,097.88 24.990 1.04 %	52,089.63 21.66
22,830.22	T. ROWE PRICE INSTITUTIONAL LARGE-CAP GROWTH FUND CUSIP: 45775L408	622,351.80 27.260 10.72 %	516,419.56 22.62
20,991.204	WASATCH LONG/SHORT FUND CUSIP: 936793769	340,687.24 16.230 5.87 %	325,573.57 15.51
10,246.94	WESTERN ASSET MORTGAGE BACKED SECURITIES FUND CUSIP: 52469F333	109,642.26 10.700 1.89 %	111,697.00 10.90

THE FIELDS GALLEY PRIVATE FOUNDATION
EIN #: 51-6532325
FOR THE YEAR ENDED DECEMBER 31, 2013
ATTACHMENT B: SCHEDULE OF CORPORATE EQUITIES - SUN TRUST

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT
TOTAL MUTUAL FUNDS		5,305,021.09	5,017,679.07
TOTAL CORPORATE STOCK		**5,606,828.46**	**5,314,847.64**

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		SUN TRUST - SEE ATTACHMENT A PROPERTY TYPE: SECURITIES				D	VAR	VAR
11236893.		10415490.					821,403.	
TOTAL GAIN(LOSS)							821,403.	

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

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions THE FIELDS GALLEY PRIVATE FOUNDATION	Employer identification number (EIN) or 51-6532325
	Number, street, and room or suite no If a P O box, see instructions 1081 ELIZABETH STREET	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions BALDWIN, NY 11510	

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

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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ NAT G. FIELDS

Telephone No ▶ 631 414-4000 Fax No ▶

- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box . . . . . . ▶ [ ] If it is for part of the group, check this box . . . . ▶ [ ] and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until 11/15 , 20 14

5 For calendar year ______ , or other tax year beginning 12/06 , 20 13 , and ending 12/31 , 20 13

6 If the tax year entered in line 5 is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension ALL INFORMATION REQUIRED TO FILE A COMPLETE AND ACCURATE RETURN IS NOT YET AVAILABLE.

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	8a	$	25,265.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	$	25,265.
c Balance Due. Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	$	0

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ Title ▶ Date ▶

Form **8868** (Rev January 2014) Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.
▶ Information about Form 8868 and its instructions is at *www.irs.gov/form8868*.

OMB No 1545-1709

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

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

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

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

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

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions THE FIELDS GALLEY PRIVATE FOUNDATION	Employer identification number (EIN) or 51-6532325
	Number, street, and room or suite no If a P O box, see instructions 1081 ELIZABETH STREET	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions BALDWIN, NY 11510	

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

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

- The books are in the care of ▶ NAT G. FIELDS

Telephone No ▶ 631 414-4000 FAX No ▶

- If the organization does not have an office or place of business in the United States, check this box . . . ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box . . . ▶ [ ] If it is for part of the group, check this box . . . ▶ [ ] and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 20 14, to file the exempt organization return for the organization named above The extension is for the organization's return for.

▶ [ ] calendar year 20 ____ or

▶ [X] tax year beginning 12/06, 20 13, and ending 12/31, 20 13

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

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	**3a**	$ 25,265.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	**3b**	$ 265.
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	**3c**	$ 25,000.

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

For Privacy Act and Paperwork Reduction Act Notice, see instructions. Form **8868** (Rev 1-2014)