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Return of Private Foundation

2013

Department of the Treasury
Internal Revenue Service

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Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation THE FAIRFIELD FOUNDATION		A Employer identification number 80-6135476
Number and street (or P O box number if mail is not delivered to street address) HUGHES HUBBARD & REED, 1 BATTERY	Room/suite	B Telephone number (212) 837-6440
City or town, state or province, country, and ZIP or foreign postal code PK. PLAZA, NEW YORK, NY 10004-1482		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 8,847,939	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		1,018.	1,018.		STATEMENT 2
4 Dividends and interest from securities		132,682.	132,682.		STATEMENT 3
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		-158.			STATEMENT 1
b Gross sales price for all assets on line 6a		216,429.			
7 Capital gain net income (from Part IV, line 2)			157.		
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		133,542.	133,857.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees					
c Other professional fees STMT 4		64,346.	64,346.		0.
17 Interest					
18 Taxes STMT 5		142.	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		64,488.	64,346.		0.
25 Contributions, gifts, grants paid		482,000.			482,000.
26 Total expenses and disbursements Add lines 24 and 25		546,488.	64,346.		482,000.
27 Subtract line 26 from line 12		-412,946.			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			69,511.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

	Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets				
1 Cash - non-interest-bearing				
2 Savings and temporary cash investments	5,380,367.	4,680,535.	4,680,535.	
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 STMT 6	2,672,523.	2,857,796.	2,688,999.	
b Investments - corporate stock STMT 7	823,711.	924,766.	1,052,077.	
c Investments - corporate bonds STMT 8	398,231.	398,231.	426,328.	
11 Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment basis ▶ Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item 1)	9,274,832.	8,861,328.	8,847,939.	
Liabilities				
17 Accounts payable and accrued expenses				
18 Grants payable				
19 Deferred revenue				
20 Loans from officers, directors, trustees, and other disqualified persons				
21 Mortgages and other notes payable				
22 Other liabilities (describe ▶)				
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances				
Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
24 Unrestricted				
25 Temporarily restricted				
26 Permanently restricted				
Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31				
27 Capital stock, trust principal, or current funds	9,274,832.	8,861,328.		
28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	0.	0.		
30 Total net assets or fund balances	9,274,832.	8,861,328.		
31 Total liabilities and net assets/fund balances	9,274,832.	8,861,328.		

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	9,274,832.
2 Enter amount from Part I, line 27a	2	-412,946.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	8,861,886.
5 Decreases not included in line 2 (itemize) ▶ INTEREST PAID ON PURCHASES	5	558.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	8,861,328.

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 STATEMENT			
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 216,429.		216,272.	157.

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) FMV 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			157.

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	157.
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))
2012	446,815.	9,603,365.	.046527
2011	200,000.	9,874,726.	.020254
2010	349,720.	9,647,529.	.036250
2009	0.	419,685.	.000000
2008			

2 Total of line 1, column (d)	2	.103031
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	.025758
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	9,060,011.
5 Multiply line 4 by line 3	5	233,368.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	695.
7 Add lines 5 and 6	7	234,063.
8 Enter qualifying distributions from Part XII, line 4	8	482,000.

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 <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	695.
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	695.
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	695.
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	999.
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	999.
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	304.
11	Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> 304. <input checked="" type="checkbox"/> Refunded	11	0.

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A			N/A
14	The books are in care of ▶ KENNETH R. PAGE, ESQ Telephone no ▶ (212) 837-6440 Located at ▶ HUGHES HUBBARD & REED, 1 BATTERY PK PLAZA, NY, NY ZIP+4 ▶ 10004			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			N/A
16	At any time during calendar year 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶	16	Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/> N/A	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d) N/A

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870. X

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
G. ANNE HARRIS C/O HUGHES HUBBARD & REED, 1 BATTERY PARK PLAZA, NY 10004	TRUSTEE AS NEEDED	0.	0.	0.
DAVID F. HARRIS C/O HUGHES HUBBARD & REED, 1 BATTERY PARK PLAZA, NY 10004	TRUSTEE AS NEEDED	0.	0.	0.
JOHN M. HARRIS C/O HUGHES HUBBARD & REED, 1 BATTERY PARK PLAZA, NY 10004	TRUSTEE AS NEEDED	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

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 NONE	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	0.
2	
All other program-related investments See instructions	
3 NONE	0.
Total. Add lines 1 through 3 ▶	0.

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	4,079,669.
b	Average of monthly cash balances	1b	5,118,312.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	9,197,981.
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	9,197,981.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	137,970.
5	Net value of noncharitable-use assets Subtract line 4 from line 3 Enter here and on Part V, line 4	5	9,060,011.
6	Minimum investment return. Enter 5% of line 5	6	453,001.

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	453,001.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	695.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	695.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	452,306.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	452,306.
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	452,306.

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	482,000.
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	482,000.
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	695.
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	481,305.

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				452,306.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			480,167.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 482,000.				
a Applied to 2012, but not more than line 2a			480,167.	
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 2013 distributable amount				1,833.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				450,473.
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 2008 not applied on line 5 or line 7	0.			
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) 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 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				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities					
Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

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

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds if the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

THE FAIRFIELD FOUNDATION, C/O

KENNETH R PAGE, HUGHES HUBBARD & REED LLP, 1 BATTERY PK PLAZA, NY NY 10004

b The form in which applications should be submitted and information and materials they should include

LETTER

c Any submission deadlines

NONE

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

NONE

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				
BERKSHIRE TACONIC COMMUNITY, 800 N MAIN ST, SHEFFIELD, MA 01257	NONE	PUBLIC CHARITY	COMMUNITY SERVICE	10,000.
FIRST PARISH CHURCH, PO BOX 187, MANCHESTER, MA 01944	NONE	PUBLIC CHARITY	COMMUNITY SERVICE	5,000.
FISHERS ISLAND COMMUNITY CENTER, PO BOX 464, FISHERS ISLAND, NY 06390	NONE	PUBLIC CHARITY	COMMUNITY SERVICE	14,000.
FISHERS ISLAND FIRE DEPARTMENT, PO BOX 222, FISHERS ISLAND, NY 06390	NONE	PUBLIC CHARITY	COMMUNITY SERVICE	10,000.
FISHERS ISLAND RECREATIONAL, PO BOX 661, FISHERS ISLAND, NY 06390	NONE	PUBLIC CHARITY	COMMUNITY SERVICE	25,000.
Total	SEE CONTINUATION SHEET(S)			482,000.
b Approved for future payment				
NONE				
Total				
				0.

THE FAIRFIELD FOUNDATION

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 \$5,000 NORTH CAROLINA HSG 1.817% DUE 1/1/17	P	07/12/12	06/01/13
b \$10,000 NORTH CAROLINA HSG 1.817% DUE 1/1/17	P	07/12/12	09/01/13
c \$200,000 FEDERAL FARM CREDIT BANK 4.5% UE 6/24/25	P	06/16/10	06/24/13
d ISHARES SILVER TRUST	P	01/19/10	12/31/13
e SPDR GOLD TRUST GLD SHS	P	01/19/10	12/31/13
f			
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 5,000.		5,043.	-43.
b 10,000.		10,079.	-79.
c 200,000.		200,000.	0.
d 633.		506.	127.
e 796.		644.	152.
f			
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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-43.
b			-79.
c			0.
d			127.
e			152.
f			
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	157.
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 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
HENRY L. FERGUSON MUSEUM, PO BOX 554, FISHERS ISLAND, NY 06390	NONE	PUBLIC CHARITY	EDUCATION	5,000.
INDIAN RIVER LAND TRUST, 80 ROYAL PALM POINTE, VERO BEACH, FL 32960	NONE	PUBLIC CHARITY	COMMUNITY SERVICE	10,000.
ISLAND HEALTH PROJECT, PO BOX 344, FISHERS ISLAND, NY 06390	NONE	PUBLIC CHARITY	COMMUNITY SERVICE	10,000.
JOHN'S ISLAND COMMUNITY SERVICE LEAGUE, 660 BACHLAND, VERO BEACH, FL 32963	NONE	PUBLIC CHARITY	COMMUNITY SERVICE	10,000.
JOHN'S ISLAND FOUNDATION, 956 BEACHLAND BLVD, VERO BEACH, FL 32963	NONE	PUBLIC CHARITY	COMMUNITY SERVICE	42,500.
MASSACHUSETTS GENERAL HOSPITAL, 165 CAMBRIDGE STREET, BOSTON, MA 02144	NONE	PUBLIC CHARITY	COMMUNITY SERVICE	10,000.
NEADS, PO BOX 213, WEST BOYLSTON, MA 01583	NONE	PUBLIC CHARITY	COMMUNITY SERVICE	2,500.
NORTHEAST HEALTH, 500 CUMMINGS CENTER, STE 6500, BEVERLY, MA 01915	NONE	PUBLIC CHARITY	COMMUNITY SERVICE	7,000.
SALISBURY SCHOOL, 251 CANAAN RD, SALISBURY, CT 06068	NONE	PUBLIC CHARITY	EDUCATION	75,000.
SALISBURY VISITING NURSE ASSN, 30A SALMON KILL RD, SALISBURY, CT 06068	NONE	PUBLIC CHARITY	COMMUNITY SERVICE	5,000.
Total from continuation sheets				418,000.

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
SALISBURY VOLUNTEER AMBULANCE, UNDER MOUNTAIN RD, SALISBURY, CT 06068	NONE	PUBLIC CHARITY	COMMUNITY SERVICE	5,000.
SCOVILLE MEMORIAL LIBRARY, 38 MAIN ST. SALISBURY, CT 06068	NONE	PUBLIC CHARITY	EDUCATION	90,000.
SHORE COUNTRY DAY SCHOOL, 545 CABOT ST. BEVERLY, MA 01915	NONE	PUBLIC CHARITY	EDUCATION	30,000.
SKIDMORE COLLEGE, 815 N BROADWAY, SARATOGA SPRINGS, NY 12866	NONE	PUBLIC CHARITY	EDUCATION	5,000.
ST. BERNARD PROJECT, C/O MOLLY SOLON, 138 COLLINS RD, WABAN, MA 02468	NONE	PUBLIC CHARITY	COMMUNITY SERVICE	5,000.
ST. JOHN'S EPISCOPAL CHURCH, 1525 H ST. NORTHWEST, WASHINGTON, DC 20005	NONE	PUBLIC CHARITY	COMMUNITY SERVICE	51,000.
ST. LAWRENCE UNIVERSITY, 23 ROMODA DR., CANTON, NY 13617	NONE	PUBLIC CHARITY	EDUCATION	10,000.
THE NUTMEG CONSERVATORY, 58 MAIN STREET, TORRINGTON, CT 06790	NONE	PUBLIC CHARITY	EDUCATION	2,500.
THE PRESIDENT AND FELLOWS, 1020 19TH ST., NW, WASHINGTON, DC 20036	NONE	PUBLIC CHARITY	COMMUNITY SERVICE	5,000.
THE WOMEN'S FUND, 175 ANDOVER STREET, DANVERS, MA 01923	NONE	PUBLIC CHARITY	COMMUNITY SERVICE	15,000.
Total from continuation sheets				

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

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
\$5,000 NORTH CAROLINA HSG 1.817% DUE 1/1/17			PURCHASED	07/12/12	06/01/13
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
5,000.	5,053.	0.	0.	-53.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
\$10,000 NORTH CAROLINA HSG 1.817% DUE 1/1/17			PURCHASED	07/12/12	09/01/13
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
10,000.	10,105.	0.	0.	-105.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
\$200,000 FEDERAL FARM CREDIT BANK 4.5% UE 6/24/25			PURCHASED	06/16/10	06/24/13
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
200,000.	200,000.	0.	0.	0.	

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
ISHARES SILVER TRUST	PURCHASED	01/19/10	12/31/13	633.	633.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
SPDR GOLD TRUST GLD SHS	PURCHASED	01/19/10	12/31/13	796.	796.	0.	0.	0.

CAPITAL GAINS DIVIDENDS FROM PART IV								0.
TOTAL TO FORM 990-PF, PART I, LINE 6A								-158.

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
CITIBANK CUSTODY A/C	1,018.	1,018.	
TOTAL TO PART I, LINE 3	1,018.	1,018.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS		STATEMENT	6
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
	X		200,000.	203,539.
SEE ATTACHED STATEMENT TO PART II 10A		X	2,657,796.	2,485,460.
TOTAL U.S. GOVERNMENT OBLIGATIONS			200,000.	203,539.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			2,657,796.	2,485,460.
TOTAL TO FORM 990-PF, PART II, LINE 10A			2,857,796.	2,688,999.

FORM 990-PF	CORPORATE STOCK		STATEMENT	7
DESCRIPTION			BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT TO PART II 10B			924,766.	1,052,077.
TOTAL TO FORM 990-PF, PART II, LINE 10B			924,766.	1,052,077.

FORM 990-PF	CORPORATE BONDS		STATEMENT	8
DESCRIPTION			BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT TO PART II 10B			398,231.	426,328.
TOTAL TO FORM 990-PF, PART II, LINE 10C			398,231.	426,328.

	<u>Inventory Value</u>	<u>Market Value</u>
<u>Bonds, Notes, etc.</u>		
Arizona Brd Regents 3.29% Due 06/01/22 \$255,000.00	\$265,704.90	\$244,817.85
Charles CNTY MD 3% Due 03/01/19 \$205,000.00	219,891.20	210,932.70
Federal Farm Credit Bank 4.7% Due 06/22/28 \$200,000.00	200,000.00	203,539.00
Westchester CNTY NY 4.9% Due 06/01/23 \$200,000.00	231,486.00	212,576.00
Georgia St Go Bds 3.8% Due 02/01/25 \$200,000.00	200,930.00	195,918.00
Houston Tex Indpt SC 5.561% Due 02/15/24 \$200,000.00	244,944.00	215,874.00
Kansas St Dev Fin 5.17% Due 03/01/25 \$200,000.00	237,708.00	212,456.00
Middlesex Cnty NJ 4.25% Due 06/01/26 \$200,000.00	199,500.00	190,516.00
New York NY 4.8% Due 08/01/17 \$250,000.00	286,880.00	277,062.50
North Carollina HSG 1.817% Due 01/01/17 \$235,000.00	237,467.50	234,095.25

<u>Bonds, Notes, etc. (Cont'd)</u>	<u>Inventory Value</u>	<u>Market Value</u>
University N C Chape 2.85% Due 12/01/20 \$250,000.00	\$255,462.50	\$240,180.00
Utah St Brd Regts AU 5.69% Due 04/01/24 \$230,000.00	<u>277,821.60</u>	<u>251,031.20</u>
	<i>Total US & State Bonds</i> <u>2,857,795.70</u>	<u>2,688,998.50</u>
Wal Mart Stores Inc 3.625% Due 07/08/20 \$200,000.00	199,860.00	209,570.40
General Elec Cap Cor 4.375% Due 09/16/20 \$200,000.00	198,370.60	216,757.80
	<i>Total Corp. Bonds</i> <u>398,230.60</u>	<u>426,328.20</u>
<u>Stock</u>		
Bristol Myers Squibb Co 3,425 Shs.	99,804.50	182,038.75
Johnson & Johnson 1,550 Shs.	99,944.00	141,964.50
Kimberly-Clark Corp 1,525 Shs.	99,885.98	159,301.50
Unilever Plc Spon ADR 2,500 Shs.	101,055.25	103,000.00
Verizon Communications 2,700 Shs.	99,873.00	132,678.00
<u>Common Funds</u>		
Spdr Gold Trust Gld 1,350 Units	150,584.94	156,762.00
Ishares Silver Trust 5,500 Units	100,705.00	102,905.00
Market Vectors ETF TR Gold 3,475 Units	<u>172,913.14</u>	<u>73,426.75</u>
	<i>Total Corp. Stocks</i> <u>924,765.81</u>	<u>1,052,076.50</u>