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AMENDED RETURN

Form **990-PF**

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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.

For calendar year 2013 or tax year beginning **AUG 1, 2013**, and ending **JUL 31, 2014**

Name of foundation JOSEPH AND MARIE FIELD FOUNDATION		A Employer identification number 23-3009586
Number and street (or P.O. box number if mail is not delivered to street address) C/O E. R. BOYNTON, 30 VALLEY STREAM PKW		B Telephone number (610) 660-5616
City or town, state or province, country, and ZIP or foreign postal code MALVERN, PA 19355		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☒ Amended return ☐ 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) \$ 41,296,077.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	
(Part I, column (d) must be on cash basis.)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received	1,831,500.		N/A	
2 Check ☐ if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	508,952.	508,952.		STATEMENT 2
4 Dividends and interest from securities	724,493.	724,493.		STATEMENT 3
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	1,644,380.			STATEMENT 1
b Gross sales price for all assets on line 6a 9,929,348.				
7 Capital gain net income (from Part IV, line 2)		2,609,186.		
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	4,709,325.	3,842,631.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees STMT 4	19,538.	19,538.		0.
b Accounting fees				
c Other professional fees				
17 Interest				
18 Taxes STMT 5	83,375.	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	102,913.	19,538.		0.
25 Contributions, gifts, grants paid	2,093,163.			2,093,163.
26 Total expenses and disbursements. Add lines 24 and 25	2,196,076.	19,538.		2,093,163.
27 Subtract line 26 from line 12.	2,513,249.			
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0-)		3,823,093.		
c Adjusted net income (if negative, enter -0-)			N/A	

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10-10-13

LHA For Paperwork Reduction Act Notice, see instructions

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	4.	5.	5.
	2 Savings and temporary cash investments	3,778,762.	651,034.	651,034.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 6	3,659,110.	4,311,067.	6,906,153.
	c Investments - corporate bonds STMT 7	5,520,500.	8,191,000.	8,330,350.
	Liabilities	11 Investments - land, buildings, and equipment basis ▶		
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 8		19,996,587.	22,315,106.	25,408,535.
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)		32,954,963.	35,468,212.	41,296,077.
17 Accounts payable and accrued expenses				
18 Grants payable				
Net Assets or Fund Balances	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 ▶ ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	27 Capital stock, trust principal, or current funds	5,444,815.	5,444,815.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	27,510,148.	30,023,397.	
30 Total net assets or fund balances	32,954,963.	35,468,212.		
31 Total liabilities and net assets/fund balances	32,954,963.	35,468,212.		

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	32,954,963.
2 Enter amount from Part I, line 27a	2	2,513,249.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	35,468,212.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	35,468,212.

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 9,929,348.		7,320,162.	2,609,186.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			2,609,186.

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	2,609,186.
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	1,788,191.	35,571,476.	.050270
2011	1,591,028.	31,631,121.	.050299
2010	1,500,000.	33,770,429.	.044418
2009	1,737,416.	32,248,101.	.053877
2008	1,388,283.	27,465,182.	.050547

2 Total of line 1, column (d)	2	.249411
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	.049882
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	40,292,118.
5 Multiply line 4 by line 3	5	2,009,851.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	38,231.
7 Add lines 5 and 6	7	2,048,082.
8 Enter qualifying distributions from Part XII, line 4	8	2,093,163.

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)		1	38,231.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	38,231.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	38,231.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a 18,500.		
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 TAX PAID W/O.R.	19,731.	7	38,231.
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	0.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax Refunded		11	

Part VII-A Statements Regarding Activities

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

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Part VII-A Statements Regarding Activities (continued)

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

Website address ► N/A

14 The books are in care of ► EDWIN R. BOYNTON, ESQUIRE Telephone no. ► (610) 660-5616
 Located at ► 30 VALLEY STREAM PARKWAY, MALVERN, PA ZIP+4 ► 19355

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

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? Yes No
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)?	<u>N/A</u>	1b
Organizations relying on a current notice regarding disaster assistance check here ► ☐		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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.)	<u>N/A</u>	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 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)	<u>N/A</u>	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?		4b X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

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

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

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

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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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	39,546,814.
b	Average of monthly cash balances	1b	1,358,890.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	40,905,704.
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	40,905,704.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	613,586.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	40,292,118.
6	Minimum investment return. Enter 5% of line 5	6	2,014,606.

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	2,014,606.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	38,231.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	38,231.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,976,375.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,976,375.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,976,375.

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	2,093,163.
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	2,093,163.
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	38,231.
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	2,054,932.

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				1,976,375.
2 Undistributed income, if any, as of the end of 2013			0.	
a Enter amount for 2012 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009	62,811.			
c From 2010				
d From 2011	27,416.			
e From 2012	151,355.			
f Total of lines 3a through e	241,582.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 2,093,163.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				1,976,375.
e Remaining amount distributed out of corpus	116,788.			
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	358,370.			
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				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	358,370.			
10 Analysis of line 9:				
a Excess from 2009	62,811.			
b Excess from 2010				
c Excess from 2011	27,416.			
d Excess from 2012	151,355.			
e Excess from 2013	116,788.			

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)

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

b 85% of line 2a

c Qualifying distributions from Part XII,
line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities.

Subtract line 2d from line 2c

- 3** Complete 3a, b, or c for the alternative test relied upon:

a "Assets" alternative test - enter:

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter:

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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

- ### 1 Information Regarding Foundation Managers:

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

SEE STATEMENT 10

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

NONE

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

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

a The name, address, and telephone number or e-mail 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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
CENTER FOR AMERICAN PROGRESS 1333 H STREET, NW, 10TH FLOOR WASHINGTON, DC 20005	N/A	501(C)(3)	GRANT TO ANOTHER 501(C)(3) ORGANIZATION	40,000.
CENTER FOR BUDGET AND POLICY PRIORITIES 820 FIRST STREET, NE, SUITE 510 WASHINGTON, DC 20002	N/A	501(C)(3)	GRANT TO ANOTHER 501(C)(3) ORGANIZATION GRANT TO ANOTHER 501(C)(3) ORGANIZATION	40,000.
CHAMBER ORCHESTRA OF PHILADELPHIA 1520 LOCUST STREET, SUITE 500 PHILADELPHIA, PA 19102	N/A	501(C)(3)	GRANT TO ANOTHER 501(C)(3) ORGANIZATION	100,000.
CURTIS INSTITUTE OF MUSIC 1726 LOCUST STREET PHILADELPHIA, PA 19103	N/A	501(C)(3)	GRANT TO ANOTHER 501(C)(3) ORGANIZATION	150,000.
FREE LIBRARY OF PHILADELPHIA 1901 VINE STREET PHILADELPHIA, PA 19103	N/A	501(C)(3)	GRANT TO ANOTHER 501(C)(3) ORGANIZATION	50,000.
Total	SEE CONTINUATION SHEET(S)			2,093,163.
b Approved for future payment				
TRUSTEES OF THE UNIVERSITY OF PENNSYLVANIA, CCPPR 3815 WALNUT STREET PHILADELPHIA, PA 19104	N/A	501(C)(3)	ENDOWMENT	200,000.
Total				200,000.

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

JOSEPH AND MARIE FIELD FOUNDATION

23-3009586

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck 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).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization

Employer identification number

JOSEPH AND MARIE FIELD FOUNDATION**23-3009586****Part I Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	JOSEPH M. FIELD 401 CITY AVENUE, SUITE 809 BALA CYNWYD, PA 19004	\$ 490,500.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
2	JOSEPH M. FIELD 401 CITY AVENUE, SUITE 809 BALA CYNWYD, PA 19004	\$ 252,000.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
3	JOSEPH M. FIELD 401 CITY AVENUE, SUITE 809 BALA CYNWYD, PA 19004	\$ 989,000.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
4	JOSEPH M. FIELD 401 CITY AVENUE, SUITE 809 BALA CYNWYD, PA 19004	\$ 100,000.	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

Employer identification number

JOSEPH AND MARIE FIELD FOUNDATION**23-3009586****Part II Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>1</u>	<u>50,000 SHARES ENTERCOM COMMUNICATIONS CORP</u>	\$ <u>490,500.</u>	<u>12/13/13</u>
<u>2</u>	<u>25,000 SHARES ENTERCOM COMMUNICATIONS CORP</u>	\$ <u>252,000.</u>	<u>12/23/13</u>
<u>3</u>	<u>100,000 SHARES ENTERCOM COMMUNICATIONS CORP</u>	\$ <u>989,000.</u>	<u>02/13/14</u>
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____

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

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

Use duplicate copies of Part III if additional space is needed.

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

JOSEPH AND MARIE FIELD 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	9,355 SHARES ENTERCOM COMMUNICATIONS CORP	D	VARIOUS	01/09/14
b	2,715 SHARES ENTERCOM COMMUNICATIONS	D	VARIOUS	01/10/14
c	5,000 SHARES ENTERCOM COMMUNICATIONS CORP	D	VARIOUS	01/13/14
d	7,930 SHARES ENTERCOM COMMUNICATIONS	D	VARIOUS	01/14/14
e	2,678 SHARES ENTERCOM COMMUNICATIONS CORP	D	VARIOUS	01/16/14
f	19,104 SHARES ENTERCOM COMMUNICATIONS CORP	D	VARIOUS	01/17/14
g	3,218 SHARES ENTERCOM COMMUNICATIONS CORP	D	VARIOUS	01/21/14
h	1,400 SHARES ENTERCOM COMMUNICATIONS CORP	D	VARIOUS	01/24/14
i	550 SHARES ENTERCOM COMMUNICATIONS CORP	D	VARIOUS	01/27/14
j	785 SHARES ENTERCOM COMMUNICATIONS CORP	D	VARIOUS	01/30/14
k	22,265 SHARES ENTERCOM COMMUNICATIONS CORP	D	VARIOUS	02/14/14
l	43,857.597 SHARES VANGUARD GNMA FUND	P	VARIOUS	02/20/14
m	232,774.674 SHARES VANGUARD SHORT TERM INVESTMENT	P	VARIOUS	02/20/14
n	65,176.909 SHARES VANGUARD SHORT TERM INVESTMENT	P	VARIOUS	02/20/14
o	8,000 SHARES ENTERCOM COMMUNICATION CORP	D	VARIOUS	03/10/14

(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 102,852.		11,374.	91,478.
b 29,906.		3,301.	26,605.
c 55,012.		6,079.	48,933.
d 87,870.		9,536.	78,334.
e 29,304.		3,199.	26,105.
f 209,072.		22,134.	186,938.
g 33,901.		3,617.	30,284.
h 14,053.		1,704.	12,349.
i 5,482.		669.	4,813.
j 7,828.		955.	6,873.
k 227,587.		26,570.	201,017.
l 463,575.		472,507.	-8,932.
m 2,500,000.		2,470,888.	29,112.
n 700,000.		691,849.	8,151.
o 80,787.		8,128.	72,659.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			91,478.
b			26,605.
c			48,933.
d			78,334.
e			26,105.
f			186,938.
g			30,284.
h			12,349.
i			4,813.
j			6,873.
k			201,017.
l			-8,932.
m			29,112.
n			8,151.
o			72,659.

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

JOSEPH AND MARIE FIELD 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 8,000 SHARES ENTERCOM COMMUNICATION CORP	D	VARIOUS	03/11/14
b 9,000 SHARES ENTERCOM COMMUNICATIONS CORP	D	VARIOUS	03/12/14
c 1 SHARE BERKSHIRE HATHAWAY	P	VARIOUS	06/04/14
d 3,500 SHARES DOLLAR TREE INC	P	VARIOUS	06/04/14
e 500 SHARES INTL FLAVOR & FRAGRANCES	P	VARIOUS	06/04/14
f 500 SHARES INTL FLAVOR & FRAGRANCES	P	VARIOUS	06/04/14
g 100 SHARES MANHATTAN ASSOCIATES	P	VARIOUS	06/04/14
h 139,534.884 SHARES VANGUARD SHORT TERM INVESTMENT	P	VARIOUS	06/18/14
i 60,630.558 SHARES VANGUARD TOTAL STOCK MARKET IND	P	VARIOUS	07/08/14
j CAPITAL GAINS DIVIDENDS			
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 80,308.		8,128.	72,180.
b 90,807.		9,343.	81,464.
c 192,304.			192,304.
d 185,472.			185,472.
e 49,961.			49,961.
f 49,974.			49,974.
g 3,300.			3,300.
h 1,500,000.		1,486,233.	13,767.
i 3,000,000.		2,083,948.	916,052.
j 229,993.			229,993.
k			
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col (k), but not less than "-0-")
a			72,180.
b			81,464.
c			192,304.
d			185,472.
e			49,961.
f			49,974.
g			3,300.
h			13,767.
i			916,052.
j			229,993.
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	2,609,186.
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

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT

1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
9,355 SHARES ENTERCOM COMMUNICATIONS CORP	DONATED	VARIOUS	01/09/14	
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
102,852.	91,773.	0.	0.	11,079.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
2,715 SHARES ENTERCOM COMMUNICATIONS	DONATED	VARIOUS	01/10/14	
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
29,906.	26,634.	0.	0.	3,272.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
5,000 SHARES ENTERCOM COMMUNICATIONS CORP	DONATED	VARIOUS	01/13/14	
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
55,012.	49,050.	0.	0.	5,962.

SYSCO CORP	30,130.	35,262.
TOLL BROTHERS INC	36,140.	46,485.
TYCO INTERNATIONAL LTD	7,843.	14,455.
UBS	36,113.	44,367.
ABBVIE INC	31,793.	57,522.
ACTAVIS INC	93,298.	266,325.
ADT CORP	5,114.	5,812.
MALLINCKRODT PUBLIC LTD	2,456.	4,804.
PENTAIR LTD	2,793.	5,539.
ENTERCOM COMMUNICATIONS	741,750.	708,750.
NOW INC	6,880.	9,979.
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,311,067.	6,906,153.

FORM 990-PF	CORPORATE BONDS	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ALCOA INC SER B	1,081,500.	1,092,500.
BANK OF AMERICA CORP SERIES M	2,547,500.	2,767,350.
JP MORGAN CHASE	2,277,500.	2,202,500.
WELLS FARGO CO SER K	2,284,500.	2,268,000.
TOTAL TO FORM 990-PF, PART II, LINE 10C	8,191,000.	8,330,350.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
VANGUARD TOTAL STOCK MARKET INDEX FUND	COST	2,367,304.	3,344,548.
VANGUARD EQUITY INCOME FUND	COST	4,779,305.	5,869,928.
VANGUARD SHORT TERM INVESTMENT GRADE FUND	COST	6,864,222.	6,890,635.
VANGUARD WELLESLEY INCOME FUND	COST	4,780,044.	5,464,420.
AEGON NV PERPETUAL PFD CAPITAL SECURITIES 6.375%	COST	45,540.	45,864.
VANGUARD UTILITIES INDEX FUND	COST	3,478,691.	3,793,140.
TOTAL TO FORM 990-PF, PART II, LINE 13		22,315,106.	25,408,535.

FORM 990-PF

LIST OF SUBSTANTIAL CONTRIBUTORS
PART VII-A, LINE 10

STATEMENT 9

NAME OF CONTRIBUTOR

ADDRESS

JOSEPH M. FIELD

401 CITY AVENUE, SUITE 809
BALA CYNWYD, PA 19004

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 10

NAME OF MANAGER

JOSEPH M. FIELD
MARIE H. FIELD

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
INTERNATIONAL RESCUE COMMITTEE 122 EAST 42ND STREET NEW YORK, NY 10168	N/A	501(C)(3)	GRANT TO ANOTHER 501(C)(3) ORGANIZATION	100,000.
MEDIA MATTERS FOR AMERICA 1625 MASSACHUSETTS AVENUE WASHINGTON, DC 20036	N/A	501(C)(3)	GRANT TO ANOTHER 501(C)(3) ORGANIZATION	100,000.
MUSICOPIA 2001 MARKET STREET, SUITE 3100 PHILADELPHIA, PA 19103	N/A	501(C)(3)	GRANT TO ANOTHER 501(C)(3) ORGANIZATION	25,000.
NANTUCKET ATHENEUM 1 INDIA STREET NANTUCKET, MA 02554	N/A	501(C)(3)	ENDOWMENT FOR BUILDING FUND	50,000.
NATIONAL LIBERTY MUSEUM 321 CHESTNUT STREET PHILADELPHIA, PA 19106	N/A	501(C)(3)	GRANT TO ANOTHER 501(C)(3) ORGANIZATION	50,000.
NATIONAL MUSEUM OF AMERICAN JEWISH HISTORY 101 SOUTH INDEPENDENCE MALL EAST PHILADELPHIA, PA 19106	N/A	501(C)(3)	GRANT TO ANOTHER 501(C)(3)	200,000.
PHILADELPHIA CHAMBER MUSIC SOCIETY 1616 WALNUT STREET, SUITE 1600 PHILADELPHIA, PA 19103	N/A	501(C)(3)	ENDOWMENT	100,000.
PHILADELPHIA ORCHESTRA 260 SOUTH BROAD STREET, 16TH FLOOR PHILADELPHIA, PA 19102	N/A	501(C)(3)	RECOVERY FUND	100,000.
PROGRESS NOW EDUCATION FUND 1600 UNIVERSITY AVENUE W, SUITE 401 ST. PAUL, MN 55104	N/A	501(C)(3)	GRANT TO ANOTHER 501(C)(3) ORGANIZATION	25,000.
SETTLEMENT MUSIC SCHOOL 416 QUEEN STREET PHILADELPHIA, PA 19147	N/A	501(C)(3)	GRANT TO ANOTHER 501(C)(3) ORGANIZATION	50,000.
Total from continuation sheets				1,713,163.

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
THE WILDERNESS SOCIETY 1615 M STREET, NW WASHINGTON, DC 20036	N/A	501(C)(3)	GRANT TO ANOTHER 501(C)(3) ORGANIZATION	50,000.
THOMAS JEFFERSON UNIVERSITY HOSPITAL 909 WALNUT STREET, 2ND FLOOR PHILADELPHIA, PA 19107	N/A	501(C)(3)	ENDOWMENT FOR NEUROVASCULAR RESEARCH LABORATORY	250,000.
TRUSTEES OF THE UNIVERSITY OF PENNSYLVANIA, CCPPR 3815 WALNUT STREET PHILADELPHIA, PA 19104	N/A	501(C)(3)	ENDOWMENT	188,163.
WHYY, INC. 150 NORTH 6TH STREET PHILADELPHIA, PA 19106	N/A	501(C)(3)	GRANT TO ANOTHER 501(C)(3) ORGANIZATION	50,000.
YALE LAW SCHOOL 127 WALL STREET NEW HAVEN, CT 06511	N/A	501(C)(3)	GRANT TO ANOTHER 501(C)(3) ORGANIZATION	50,000.
PHILADELPHIA ART MUSEUM 2600 BENJAMIN FRANKLIN PARKWAY PHILADELPHIA, PA 19130	N/A	501(C)(3)	GRANT TO ANOTHER 501(C)(3) ORGANIZATION	200,000.
PHILADELPHIA ORCHESTRA 260 SOUTH BROAD STREET, 16TH FLOOR PHILADELPHIA, PA 19102	N/A	501(C)(3)	TO SUPPORT VIDEO PRODUCTION	100,000.
PHILADELPHIA CHAMBER MUSIC SOCIETY 1616 WALNUT STREET, SUITE 1600 PHILADELPHIA, PA 19103	N/A	501(C)(3)	ANNUAL FUND	25,000.
Total from continuation sheets				

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
7,930 SHARES ENTERCOM COMMUNICATIONS	87,870.	77,793.	0.	0.	10,077.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,678 SHARES ENTERCOM COMMUNICATIONS CORP	29,304.	26,271.	0.	0.	3,033.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
19,104 SHARES ENTERCOM COMMUNICATIONS CORP	209,072.	187,410.	0.	0.	21,662.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,218 SHARES ENTERCOM COMMUNICATIONS CORP	33,901.	31,569.	0.	0.	2,332.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
1,400 SHARES ENTERCOM COMMUNICATIONS CORP	DONATED	VARIOUS	01/24/14	
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
14,053.	14,112.	0.	0.	-59.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
550 SHARES ENTERCOM COMMUNICATIONS CORP	DONATED	VARIOUS	01/27/14	
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,482.	5,544.	0.	0.	-62.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
785 SHARES ENTERCOM COMMUNICATIONS CORP	DONATED	VARIOUS	01/30/14	
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
7,828.	7,913.	0.	0.	-85.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
22,265 SHARES ENTERCOM COMMUNICATIONS CORP	DONATED	VARIOUS	02/14/14	
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
227,587.	224,431.	0.	0.	3,156.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
43,857.597 SHARES VANGUARD GNMA FUND	PURCHASED	VARIOUS	02/20/14	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
463,575.	472,507.	0.	0.	-8,932.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
232,774.674 SHARES VANGUARD SHORT TERM INVESTMENT GRADE FUND	PURCHASED	VARIOUS	02/20/14

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,500,000.	2,470,888.	0.	0.	29,112.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
65,176.909 SHARES VANGUARD SHORT TERM INVESTMENT GRADE FUND	PURCHASED	VARIOUS	02/20/14

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
700,000.	691,849.	0.	0.	8,151.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
8,000 SHARES ENTERCOM COMMUNICATION CORP	DONATED	VARIOUS	03/10/14	
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
80,787.	79,120.	0.	0.	1,667.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
8,000 SHARES ENTERCOM COMMUNICATION CORP	80,308.	79,120.	0.	0.	1,188.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
9,000 SHARES ENTERCOM COMMUNICATIONS CORP	90,807.	89,010.	0.	0.	1,797.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1 SHARE BERKSHIRE HATHAWAY	192,304.	12,375.	0.	0.	179,929.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,500 SHARES DOLLAR TREE INC	185,472.	47,635.	0.	0.	137,837.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
500 SHARES INTL FLAVOR & FRAGRANCES	49,961.	14,370.	0.	0.	35,591.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
500 SHARES INTL FLAVOR & FRAGRANCES	49,974.	14,370.	0.	0.	35,604.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
100 SHARES MANHATTAN ASSOCIATES	3,300.	1,043.	0.	0.	2,257.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
139,534.884 SHARES VANGUARD SHORT TERM INVESTMENT GRADE FUND	1,500,000.	1,486,233.	0.	0.	13,767.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
60,630.558 SHARES VANGUARD TOTAL STOCK MARKET INDEX	PURCHASED	VARIOUS	07/08/14	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,000,000.	2,083,948.	0.	0.	916,052.
CAPITAL GAINS DIVIDENDS FROM PART IV				229,993.
TOTAL TO FORM 990-PF, PART I, LINE 6A				1,644,380.

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
MORGAN STANLEY	508,952.	508,952.	
TOTAL TO PART I, LINE 3	508,952.	508,952.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MORGAN STANLEY	124.	0.	124.	124.	
VANGUARD BROKERAGE SERVICES ACCOUNT	93,436.	0.	93,436.	93,436.	
VANGUARD EQUITY INCOME FUND	199,627.	79,457.	120,170.	120,170.	
VANGUARD GNMA FUND	6,633.	0.	6,633.	6,633.	
VANGUARD PRIME MONEY MARKET FUND - INSTL. SHARES	558.	71.	487.	487.	
VANGUARD SHORT TERM INVESTMENT GRADE FUND	132,867.	12,994.	119,873.	119,873.	
VANGUARD TOTAL STOCK MARKET INDEX FUND	110,243.	0.	110,243.	110,243.	

VANGUARD UTILITIES FUND	106,742.	0.	106,742.	106,742.
VANGUARD WELLESLEY INCOME FUND	304,256.	137,471.	166,785.	166,785.
TO PART I, LINE 4	954,486.	229,993.	724,493.	724,493.

FORM 990-PF	LEGAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
STRADLEY, RONON, STEVENS & YOUNG, LLP	19,538.	19,538.		0.
TO FM 990-PF, PG 1, LN 16A	19,538.	19,538.		0.

FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX PAID	244.	0.		0.
2013 ESTIMATED TAX	18,500.	0.		0.
2012 TAX ON NET INVESTMENT INCOME	64,631.	0.		0.
TO FORM 990-PF, PG 1, LN 18	83,375.	0.		0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	6
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ABBOTT LABS	84,416.	81,966.
ALLEGHENY TECHNOLOGIES INC	47,319.	73,832.
AMGEN INC	30,523.	67,517.
APACHE CORP	23,418.	32,646.
BP	138,422.	147,938.
BRISTOL MYERS SQUIBB CO	7,273.	16,097.
CAMPBELL SOUP CO	197,904.	259,397.
CAPITAL ONE FINANCIAL GROUP	9,813.	25,294.
CARLISLE COMPANIES INC	4,253.	16,964.

CARNIVAL CORP	69,175.	103,662.
CHUBB CORP	21,357.	36,765.
CINCINNATI FINANCIAL CORP	15,338.	24,391.
CISCO SYSTEMS INC	59,141.	81,770.
COCA COLA COMPANY	28,792.	49,977.
COMCAST CORP NEW CLASS A SPL	45,191.	153,031.
WALT DISNEY CO	59,572.	227,582.
DOLLAR TREE INC	241,857.	427,208.
DUPONT EI DE NEMOURS & CO	49,528.	115,629.
EXXON MOBIL CORP	45,818.	57,682.
FAMILY DOLLAR STORES	25,689.	75,273.
FIFTH THIRD BANCORP	6,336.	16,282.
GENERAL ELECTRIC CO	41,923.	66,648.
GLAXOSMITHKLINE	50,187.	66,654.
HSBC HLDGS	22,457.	25,467.
INTEL CORP	10,900.	25,146.
IBM	8,856.	20,317.
INTL FLAVORS & FRAGRANCES INC	67,223.	236,216.
INTL GAME TECHNOLOGY	47,146.	70,886.
JOHNSON & JOHNSON	43,904.	74,267.
ELI LILLY & CO	21,025.	32,362.
LOEWS CORP	17,662.	26,795.
MANULIFE FINANCIAL CORP	17,649.	21,635.
MASCO CORP	37,240.	71,656.
MEDTRONIC INC	61,508.	124,344.
MERCK & CO INC	20,862.	40,002.
NATIONAL OILWELL VARCO INC	63,267.	100,490.
NORTEL NETWORKS	28.	1.
PEPSICO	34,904.	56,032.
PROCTER & GAMBLE	58,308.	73,763.
ROYAL DUTCH SHELL	11,225.	17,348.
SCHLUMBERGER LTD	15,627.	40,213.
SUNTRUST BANKS INC	10,130.	16,666.
3M CO	33,330.	82,139.
UNITED PARCEL SVS INC	54,559.	97,770.
WELLS FARGO & CO	46,603.	82,509.
BAKER HUGHES INC	7,220.	17,468.
AMERICAN TOWER REIT	24,605.	34,169.
BERKSHIRE HATHAWAY INC	133,927.	188,124.
COVIDIEN	25,900.	48,273.
CVS CAREMARK CORP	28,497.	45,052.
EBAY INC	113,729.	150,090.
ESTEE LAUDER CO INC	95,004.	121,797.
FRANKLIN RESOURCES INC	156,874.	230,679.
HAIN CELESTIAL GROUP INC	32,460.	61,817.
INGRAM MICRO INC	40,463.	65,953.
KELLOGG CO	109,743.	124,087.
MANHATTAN ASSOCIATES INC	165,279.	389,196.
NEWELL RUBBERMAID INC	33,483.	57,847.
ORACLE CORP	48,459.	66,038.
PAPA JOHN INTERNATIONAL INC	77,510.	143,163.
PRICELINE.COM INC	91,666.	211,217.
SAPIENT CORP	23,614.	30,066.
SCHEIN HENRY INC	100,666.	161,588.