EXTENDED TO AUGUST 17, 2015

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf.*

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning , and ending

Name of foundation

FIELDS POND FOUNDATION, INC.

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

P.O. BOX 540667

City or town, state or province, country, and ZIP or foreign postal code

WALTHAM, MA 02454-0667

A Employer identification number: 04-3196041

B Telephone number: (781)899-9990

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

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

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 13,939,222.

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			N/A	
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	255,341.	255,341.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	516,611.			
	b Gross sales price for all assets on line 6a 1,809,257.				
	7 Capital gain net income (from Part IV, line 2)		516,611.		
	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	-11.	-11.		STATEMENT 2
	12 Total. Add lines 1 through 11	771,941.	771,941.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	99,000.	9,900.		89,100.
	14 Other employee salaries and wages	27,274.	2,727.		23,183.
	15 Pension plans, employee benefits	9,660.	1,449.		8,211.
	16a Legal fees STMT 3	15,000.	2,250.		9,750.
	b Accounting fees STMT 4	4,900.	2,940.		1,960.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 5	9,531.	9,054.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	1,314.	0.		1,314.
	22 Printing and publications				
	23 Other expenses STMT 6	17,868.	10,557.		6,909.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	184,547.	38,877.		140,427.
	25 Contributions, gifts, grants paid	589,380.			589,380.
	26 **Total expenses and disbursements.** Add lines 24 and 25	773,927.	38,877.		729,807.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-1,986.			
	b **Net investment income** (if negative, enter -0-)		733,064.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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423501 11-24-14 LHA **For Paperwork Reduction Act Notice, see instructions.** Form **990-PF** (2014)

16190710 756282 08630-000 2014.03050 FIELDS POND FOUNDATION, INC 08630-014

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

	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets			
1 Cash - non-interest-bearing	23,367.	1,037.	1,037.
2 Savings and temporary cash investments			
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			
c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶			
12 Investments - mortgage loans			
13 Investments - other STMT 7	11,602,627.	11,630,627.	13,938,185.
14 Land, buildings, and equipment: basis ▶ 3,601.			
Less accumulated depreciation STMT 8 ▶ 3,601.			
15 Other assets (describe ▶ STATEMENT 9)	11,261.	10,387.	0.
16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	11,637,255.	11,642,051.	13,939,222.
Liabilities			
17 Accounts payable and accrued expenses	1,607.	8,389.	
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)	1,607.	8,389.	
Net Assets or Fund Balances			
Foundations that follow SFAS 117, check here ▶ [X] **and complete lines 24 through 26 and lines 30 and 31.**			
24 Unrestricted	6,136,924.	6,134,938.	
25 Temporarily restricted			
26 Permanently restricted	5,498,724.	5,498,724.	
Foundations that do not follow SFAS 117, check here ▶ [ ] **and complete lines 27 through 31.**			
27 Capital stock, trust principal, or current funds			
28 Paid-in or capital surplus, or land, bldg., and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds			
30 **Total net assets or fund balances**	11,635,648.	11,633,662.	
31 **Total liabilities and net assets/fund balances**	11,637,255.	11,642,051.	

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	11,635,648.
2 Enter amount from Part I, line 27a	2	-1,986.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	11,633,662.
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	11,633,662.

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	S/T CAPITAL GAINS (SEE ATTACHED SCHEDULE)	P		
b	L/T CAPITAL GAINS (SEE ATTACHED SCHEDULE)	P		
c	CAPITAL GAINS DIVIDENDS			
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	433,081.		432,993.	88.
b	918,814.		859,653.	59,161.
c	457,362.			457,362.
d				
e				

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				88.
b				59,161.
c				457,362.
d				
e				

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	516,611.
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))
2013	690,444.	13,623,383.	.050681
2012	669,841.	13,091,206.	.051167
2011	510,545.	9,524,222.	.053605
2010	446,408.	8,970,782.	.049762
2009	429,590.	8,300,278.	.051756

2 **Total** of line 1, column (d)	2	.256971
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	.051394
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	14,051,678.
5 Multiply line 4 by line 3	5	722,172.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	7,331.
7 Add lines 5 and 6	7	729,503.
8 Enter qualifying distributions from Part XII, line 4	8	729,807.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ **(attach copy of letter if necessary-see instructions)** **b** Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b **c** All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		1	7,331.
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	7,331.
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	7,331.
6 Credits/Payments:			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a 4,249.		
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	4,249.
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	3,082.
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 2015 estimated tax** ▶	Refunded ▶	11	

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

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

Website address ▶ WWW.FIELDSPOND.ORG

14 The books are in care of ▶ BRIAN REHRIG, VICE PRESIDENT Telephone no. ▶781-899-9990

Located at ▶5 TURNER STREET, WALTHAM, MA ZIP+4 ▶02454

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

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

			Yes	No
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly 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

			Yes	No
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	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 2014?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ Yes ☒ No

If "Yes," list the years ▶ ______, ______, ______, ______

			Yes	No
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		

c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here.

▶ ______, ______, ______, ______

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No

			Yes	No
b	If "Yes," did it have excess business holdings in 2014 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 2014.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	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 4945(d)(4)(A)? (see instructions) ☐ Yes ☒ No

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? 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
SEE STATEMENT 10		99,000.	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 GRANT MAKING ONLY	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 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	14,230,606.
b	Average of monthly cash balances	1b	35,057.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	14,265,663.
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	14,265,663.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	213,985.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	14,051,678.
6	**Minimum investment return.** Enter 5% of line 5	6	702,584.

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	702,584.
2a	Tax on investment income for 2014 from Part VI, line 5 — 2a: 7,331.		
b	Income tax for 2014. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	7,331.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	695,253.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	695,253.
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	695,253.

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	729,807.
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	729,807.
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	7,331.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	722,476.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				695,253.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			160,049.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ $ 729,807.				
a Applied to 2013, but not more than line 2a			160,049.	
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 2014 distributable amount				569,758.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2014 (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 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				125,495.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				

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 2014, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

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:

MR. BRIAN REHRIG, FIELDS POND FOUNDATION, 781-899-9990
5 TURNER STREET P.O. BOX 540667, WALTHAM, MA 02454-0667

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

SEE ATTACHED GUIDELINES

c Any submission deadlines:

SEE ATTACHED GUIDELINES

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

SEE ATTACHED GUIDELINES

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*				
SEE STATEMENT #11 SEE STATEMENT # 11	NONE		SEE STATEMENT # 11	589,380.
Total			▶ 3a	589,380.
b *Approved for future payment* NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	255,341.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					-11.
8 Gain or (loss) from sales of assets other than inventory			18	516,611.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		771,952.	-11.

13 Total. Add line 12, columns (b), (d), and (e) 13 771,941.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

423621
11-24-14

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee | Date 7/1/15 | Title ▶ VICE PRESIDENT

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
BRADFORD. G CARLSON	BRADFORD. G CARLS	07/10/15		P01029277

Firm's name ▶ GRAY, GRAY & GRAY, LLP | Firm's EIN ▶ 04-2088368

Firm's address ▶ 150 ROYALL STREET, SUITE 102 CANTON, MA 02021 | Phone no. (781) 407-0300

Form **990-PF** (2014)

423622
11-24-14

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
ACCRUED INTEREST 2013	-11,261.	0.	-11,261.	-11,261.	
ACCRUED INTEREST 2014	10,387.	0.	10,387.	10,387.	
CAPITAL GAIN DISTRIBUTIONS	457,362.	457,362.	0.	0.	
DETAILED INTEREST INCOME SCHEDULE PROVIDED UPON	80,524.	0.	80,524.	80,524.	
DIVIDEND INCOME	175,691.	0.	175,691.	175,691.	
TO PART I, LINE 4	712,703.	457,362.	255,341.	255,341.	

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
LOSS FROM PARTNERSHIP INVESTMENT	-11.	-11.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-11.	-11.	

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	15,000.	2,250.		9,750.
TO FM 990-PF, PG 1, LN 16A	15,000.	2,250.		9,750.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	4,900.	2,940.		1,960.
TO FORM 990-PF, PG 1, LN 16B	4,900.	2,940.		1,960.

FORM 990-PF	TAXES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FILING FEES & TAXES	9,531.	9,054.		0.
TO FORM 990-PF, PG 1, LN 18	9,531.	9,054.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	123.	123.		0.
RENT EXPENSE	7,504.	750.		6,378.
DUES & SUBSCRIPTIONS	101.	0.		101.
OFFICE	357.	54.		286.
INSURANCE	180.	27.		144.
INVESTMENT EXPENSES	9,603.	9,603.		0.
TO FORM 990-PF, PG 1, LN 23	17,868.	10,557.		6,909.

FORM 990-PF	OTHER INVESTMENTS		STATEMENT 7
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MARKETABLE SECURITIES	COST	11,506,283.	13,786,896.
INVESTMENT IN PARTNERSHIP	COST	124,344.	151,289.
TOTAL TO FORM 990-PF, PART II, LINE 13		11,630,627.	13,938,185.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT		STATEMENT 8
DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
HP LAPTOP	1,643.	1,643.	0.
DELL LATITUDE	1,958.	1,958.	0.
TOTAL TO FM 990-PF, PART II, LN 14	3,601.	3,601.	0.

FORM 990-PF	OTHER ASSETS		STATEMENT 9
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DIVIDEND AND INTEREST RECEIVABLE	11,261.	10,387.	0.
TO FORM 990-PF, PART II, LINE 15	11,261.	10,387.	0.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 10

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
RHODA R. COHEN 41 FIELDS POND ROAD WESTON, MA 02193	PRESIDENT 5.00	0.	0.	0.
BRIAN H REHRIG 28 ACADEMY STREET ARLINGTON, MA 02476	TREASURER 15.00	0.	0.	0.
WALTER ANGOFF 6 SURREY LANE NEW LONDON, NH 03257	SECRETARY 1.00	0.	0.	0.
BRIAN H. REHRIG 28 ACADEMY STREET ARLINGTON, MA 02476	V.P 15.00	99,000.	0.	0.
BRIAN H. REHRIG 28 ACADEMY STREET ARLINGTON, MA 02476	ASST. SECRETARY 15.00	0.	0.	0.
WALTER ANGOFF 6 SURREY LANE NEW LONDON, NH 03257	ASST. TREAS 15.00	0.	0.	0.
BRIAN H REHRIG 28 ACADEMY STREET ARLINGTON, MA 02476	DIRECTOR 15.00	0.	0.	0.
RHODA R. COHEN 41 FIELDS POND ROAD WESTON, MA 02193	DIRECTOR 1.00	0.	0.	0.
RUSSELL A. COHEN 57 CHESTER STREET ARLINGTON, MA 02476	DIRECTOR 1.00	0.	0.	0.
WALTER ANGOFF 6 SURREY LANE NEW LONDON, NH 03257	VICE PRESIDENT 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		99,000.	0.	0.

Fields Pond Foundation Inc.
Grant recipient detail
January through December 2014

Grantee	Date	Address	Memo	Amount
Adirondack Architectural Heritage, Inc.				
22-3117009				
	05/31/2014	1745 Main St Keeseville, NY 12944	Toward the rerouting and repair of the 150-year old Ranger Trail on Poke-O-Moonshine Mountain in	5,000 00
Total Adirondack Architectural Heritage, Inc				5,000 00
Bay Circuit Alliance, Inc				
04-3153051				
	09/30/2014	c/o Appalachian Mountain Club 5 Joy Street, Boston MA 02108	Toward multiple trail and access projects along the Bay Circuit Trail and Greenway in eastern Ma	10,000 00
Total Bay Circuit Alliance, Inc				10,000 00
Berkshire Natural Resources Council, Inc.				
04-2430091				
	12/31/2014	20 Bank Row Pittsfield, MA 01201	Toward trailwork at the 550-acre Clam River Reserve in Sandisfield, Massachusetts	5,000 00
Total Berkshire Natural Resources Council, Inc				5,000 00
Bishop Suter Trust				
(no tax ID on file)				
	06/26/2014	208 Bridge St PO Box 751 Nelson, New Zealand	NZ$50,000 in support of expansion of library resources, provision of public electronic access to	44,480 40
Total Bishop Suter Trust				44,480 40
Boothbay Region Land Trust				
01-0371869				
	11/28/2014	P O Box 183 Boothbay Harbor, ME 04538-0183	Toward new trails and bog bridging at the Cross River Preserve in Boothbay, Maine	3,900 00
Total Boothbay Region Land Trust				3,900 00
Bourne Conservation Trust				
04-2767827				
	07/15/2014	PO Box 203 Cataumet, MA 02534-0203	Toward the acquisition of a 6-acre addition adjacent to the Cataumet Greenway in Bourne, Massach	5,000 00
Total Bourne Conservation Trust				5,000 00
Brewster Conservation Trust				
04-2798931				
	06/30/2014	P O Box 268 Brewster, MA 02631	Toward the acquisition of Windmill Meadows II, an acre of upland meadown on 6A that protects the	10,000 00
Total Brewster Conservation Trust				10,000 00
Buzzards Bay Coalition				
04-2971978				
	05/31/2014	114 Front Street New Bedford, MA 02740	Toward the protection of 410 acres of working farmland, woodland, salt marsh and beach around Na	20,000 00
Total Buzzards Bay Coalition				20,000 00
City of Northampton				
(no tax ID on file)				
	11/28/2014	City Hall 210 Main St Northampton, MA 01060	Toward protection of a 58-acre addition to 660-acre Saw Mill Hills Conservation Area in Northamp	5,000 00
Total City of Northampton				5,000 00
Common Ground Land Trust				
54-2193192				
	06/30/2014	PO Box 400 Leicester, MA 01524	Toward protection of Small's Farm, 76 acres of working farmland in Spencer, Massachusetts	5,000 00
Total Common Ground Land Trust				5,000 00
East Quabbin Land Trust				
04-3297978				
	02/28/2014	P O Box 5 120 Ridge Road Hardwick, MA 01037	Toward the acquisition of a gateway parcel connecting Ware River with the Mass Central Rail Trai	10,000 00
Total East Quabbin Land Trust				10,000 00
Environmental League of Massachusetts				
04-2760271				
	02/28/2014	14 Beacon Street, Suite 714 Boston, MA 02108	Earth Night	1,500 00
Total Environmental League of Massachusetts				1,500 00
Essex County Greenbelt Association, Inc.				
04-2664297				

Grantee	Date	Address	Memo	Amount
	11/28/2014	82 Eastern Ave Essex, MA 01929	Toward the acquisition of the 28-acre Devil's Den parcel, site of a Colonial -era limestone quar	20,000 00
Total Essex County Greenbelt Association, Inc				20,000 00
Franklin Land Trust **22-2744488**				
	05/31/2014	PO Box 450 36 State Street Shelburne Falls, MA 01270	Toward protection of Singing Brook Farm and adjoining parcels totaling 924 acres in Hawley, Mass	5,000 00
Total Franklin Land Trust				5,000 00
Friends Merrimack River Greenway Trail **45-3829131**				
	04/30/2014	11 South Main Street, Suite 400 Concord, NH 03301	Toward the trail design for a 1 3 mile segment of the Trail in Concord, New Hampshire	8,000 00
Total Friends Merrimack River Greenway Trail				8,000 00
Great Works Regional Land Trust **22-2736228**				
	02/28/2014	P O Box 151 South Berwick, ME 03908	Toward acquisition of two wetland parcels adjacent to the 108-acre Salmon Falls Conservation Are	10,000 00
Total Great Works Regional Land Trust				10,000 00
Groton Open Space Association, Inc. **06-1469419**				
	06/30/2014	P O Box 9187 Groton, CT 06340-9187	Toward protection of Avery Farm, 298 acres which include a historic farm, forestland and wetland	10,000 00
Total Groton Open Space Association, Inc				10,000 00
Harwich Conservation Trust **04-6599166**				
	06/30/2014	P O Box 101 South Harwich, MA 02661	Toward the acquisition of the 49-acre Pleasant Bay Woodlands in Harwich, Massachusetts	20,000 00
Total Harwich Conservation Trust				20,000 00
Ipswich River Watershed Association **04-2615125**				
	08/11/2014	143 County Road PO Box 576 Ipswich, MA 01938	Toward the creation of a Riverfront Ecology Center in Ipswich, Massachusetts	5,600 00
Total Ipswich River Watershed Association				5,600 00
Kestrel Land Trust **04-6243236**				
	05/31/2014	P O Box 1016 233 North Pleasant St , #41 Amherst, MA 01002	Toward creation of the Fort River Conservation Area, protecting 19 acres and 1300' of frontage o	10,000 00
Total Kestrel Land Trust				10,000 00
Lakes Environmental Association **23-7120682**				
	07/31/2014	102 Main Street Bridgton, ME 04009	Toward the acquisition of the 17-acre Flint parcel and creation of the Maine Lakes Science Cente	12,000 00
Total Lakes Environmental Association				12,000 00
Lancaster Land Trust, Inc. **04-3410955**				
	12/31/2014	P O Box 626 Lancaster, MA 01523	Toward the additio of 18 acres to the 327-acre Town Forest in Lancaster, Massachusetts	6,000 00
Total Lancaster Land Trust, Inc				6,000 00
Loon Echo Land Trust **22-2966924**				
	11/28/2014	8 Depot St Ste , 4 Bridgton, ME 04009	Toward the acquisition of 791 acres with 3 5 miles of frontage on Crooked River in Harrison and	20,000 00
Total Loon Echo Land Trust				20,000 00
Maine Huts & Trails **01-0537084**				
	07/31/2014	496C Main Street Kingfield, ME 04947	Toward the completion of Crommet's Overlook Trail, connecting the Stratton Brook Hut with the Ma	5,300 00
Total Maine Huts & Trails				5,300 00
Mass. Assoc. of Conservation Commissions **23-7274677**				
	02/04/2014	10 Juniper Road Belmont, MA 02478	Toward support of the annual environmental conference	1,000 00
Total Mass Assoc of Conservation Commissions				1,000 00

Fields Pond Foundation Inc. STATEMENT 11 04-3196041

Grant recipient detail

January through December 2014

Grantee	Date	Address	Memo	Amount
Massachusetts Audubon Society				
04-2104702				
	09/30/2014	208 South Great Road Lincoln, MA 01773	Toward trail construction at Endicott Wildlife Sanctuary in Wenham, Massachusetts	5,500 00
Total Massachusetts Audubon Society				5,500 00
Massachusetts Land Trust Coalition				
04-6049963				
	06/30/2014	18 Wolbach Road Sudbury, MA 01776	Support for Rally scholarship propram	2,000 00
	09/30/2014	18 Wolbach Road Sudbury, MA 01776	$2500 in general support of the work of the Coalition and $500 in support of the 2015 Massachuse	3,000 00
Total Massachusetts Land Trust Coalition				5,000 00
Massachusetts Rivers Alliance				
20-8387704				
	08/11/2014	14 Beacon Street Suite 706 Boston, MA 02108	General support	1,000 00
Total Massachusetts Rivers Alliance				1,000 00
Mattapoisett Land Trust				
23-7367489				
	05/31/2014	P O Box 31 Mattapoisett, MA 02739	Toward the acquisition of 22 acres on Mattapoisett Neck Road linking Walega-Livingstone Preserve	10,000 00
Total Mattapoisett Land Trust				10,000 00
Medomak Valley Land Trust				
22-3137506				
	06/30/2014	P O Box 180 Waldoboro, ME 04572	Toward the conservation of 48 acres adjacent to Peter's Pond on Gross Neck in Waldoboro, Maine	15,000 00
Total Medomak Valley Land Trust				15,000 00
Mount Grace Land Conservation Trust				
04-2938967				
	05/31/2014	1461 Old Keene Road Athol, MA 01331-9689	Toward protection of 73 acres of abutting Westminster State Forest and fronting on Muddy Pond, a	15,000 00
	05/31/2014	1461 Old Keene Road Athol, MA 01331-9689	Toward the protection of 980 acres, including the Bree-Z-Knoll dairy and maple sugar farm in Ley	20,000 00
Total Mount Grace Land Conservation Trust				35,000 00
National Forest Foundation				
52-1786332				
	06/30/2014	Bldg 27, Suite 3, Fort Missoula Rd Missoula, MT 59804	Toward reconstruction of the 19 mile Brook Trail in the White Mountains of New Hampshire	10,000 00
Total National Forest Foundation				10,000 00
Nature Conservancy, Mass				
53-0242652				
	11/28/2014	99 Bedford St 5th Floor Boston, MA 02111-1736	Toward protection of 200 acres along Coles Brook in Middlefield, Massachusetts	10,000 00
Total Nature Conservancy, Mass				10,000 00
Nature Conservancy, NH				
53-0242652				
	11/28/2014	22 Bridge Street, 4th Floor Concord, NH 03301-4987	Toward the protection of 1300 acres as an addition to the 4,200-acre Green Hills Preserve near N	10,000 00
Total Nature Conservancy, NH				10,000 00
New England Wild Flower Society				
04-2104768				
	07/15/2014	180 Hemenway Road Framingham, MA 01701	Toward the construction of trails, bridges, boardwalk and parking area improvement at the Eshqua	13,900 00
Total New England Wild Flower Society				13,900 00
Northern Forest Canoe Trail Inc.				
03-0363813				
	11/28/2014	PO Box 565 4403 Main Street Waitsfield, VT 05673	Toward improvements at an access point on the Upper Ammonoosuc River in Stark, New Hampshire	5,000 00
Total Northern Forest Canoe Trail Inc				5,000 00
OARS Inc.				
04-2963426				
	06/30/2014	23 Bradford St Concord, MA 01742	Toward the survey, cleanup, restoration and mapping of put-ins on the Assabet River in Massachus	6,000 00

Fields Pond Foundation Inc.
Grant recipient detail
January through December 2014

Grantee	Date	Address	Memo	Amount
Total OARS Inc				6,000 00
Piscataquis County Soil & Water Conserv.				
(no tax ID on file)				
	08/11/2014	Soil and Water Conservation District 42 Engdahl Drive Dover-Foxcroft, ME 04426	Toward trail construction at Law Farm in Dover-Foxcroft, Maine	4,100 00
Total Piscataquis County Soil & Water Conserv				4,100 00
Pleasant River Wildlife Foundation				
31-1631801				
	04/30/2014	PO Box 154 Addison, ME 04606	Toward provision of enhanced public water access on Pleasant Bay through a newly-preserved 94 ac	15,000 00
Total Pleasant River Wildlife Foundation				15,000 00
Putney Mountain Association, Inc.				
03-0316666				
	04/30/2014	P O Box 953 Putney, VT 05346	Toward the acquisition of 16 miles of ridgeline in the Windmill Hill Nature Reserve spanning Put	15,000 00
Total Putney Mountain Association, Inc				15,000 00
Sheepscot Wellspring Land Alliance Inc				
01-0464831				
	02/28/2014	P O Box 155 Freedom, ME 04941	Toward the addition of 69 acres to the Sheepscot Headwaters Wildlands Project in Freedom and Pal	10,000 00
Total Sheepscot Wellspring Land Alliance Inc				10,000 00
Society for the Protection of NH Forests				
02-0222237				
	04/30/2014	54 Portsmouth Street Concord, NH 03301-5400	Toward the protection of an addition of 63 acres to Gilman Forest and a conservation easement fo	15,000 00
	09/30/2014	54 Portsmouth Street Concord, NH 03301-5400	Toward acquisition of 950 acres on and around Mt Major in Alton and Gilford, New Hampshire	15,000 00
Total Society for the Protection of NH Forests				30,000 00
Southeast Land Trust				
02-0355374				
	12/31/2014	PO Box 675 Exeter, NH 03833	Toward the conservation of the 94-acre Charles Rand Memorial Forest in North Hampton and Rye, Ne	6,000 00
Total Southeast Land Trust				6,000 00
The Trust for Public Land				
23-7222333				
	02/28/2014	Northern New England Office 3 Shipman Place Montpelier, VT 05602	Toward protection of 1,116 acres in the Northern Green Mountains of Montgomery, Vermont	10,000 00
	02/28/2014	Northern New England Office 3 Shipman Place Montpelier, VT 05602	Toward the protection of 300 acres of forest with 2 2 miles of frontage on the Isinglass River i	15,000 00
	03/21/2014	Northern New England Office 3 Shipman Place Montpelier, VT 05602	Toward the start-up of the Urban Farm Project in Boston, Massachusetts	15,000 00
	05/31/2014	Northern New England Office 3 Shipman Place Montpelier, VT 05602	Toward the acquisition of the 215-acre Knight's Pond & Blueberry Hill property in Cumberland and	15,000 00
	09/30/2014	Northern New England Office 3 Shipman Place Montpelier, VT 05602	Toward acquisition of The Preserve, the largest unportected coastal forest between New York City	15,000 00
	12/31/2014	Northern New England Office 3 Shipman Place Montpelier, VT 05602	Toward acquisition of 320 acres to create the Plimpton Community Forest in Sturbridge and Brookf	15,000 00
	12/31/2014	Northern New England Office 3 Shipman Place Montpelier, VT 05602	Toward the protection of 378 acres including a mile of the Appalachian Trail in Stamford and Pow	15,000 00
Total The Trust for Public Land				100,000 00
Town of Barrington, NH				
(no tax ID on file)				
	11/28/2014	Town of Barrington P O Box 660 333 Calef Highway (Rte 125)	Toward acquisition of a 35-acre addition to the Tamposi Water Supply Reserve in Barrington, New	4,000 00
Total Town of Barrington, NH				4,000 00
Town of Chesterfield				
(no tax ID on file)				
	11/30/2014	Selectmen's Office PO Box 175 Chesterfield, NH 03443	Toward bridge and trail construction in the Madame Sherri Forest in Chesterfield, New Hampshire	3,000 00
Total Town of Chesterfield				3,000 00
Trustees of Reservations				
04-2105780				

Fields Pond Foundation Inc.
Grant recipient detail
January through December 2014

STATEMENT 11 04-3196041

Grantee	Date	Address	Memo	Amount
	03/31/2014	464 Abbott Av Leominster, MA 01453	Wes Ward's Farm to Table Dinner, 4 tickets	800 00
	12/31/2014	464 Abbott Av Leominster, MA 01453	Toward the acquisition of 325 acres on Monument Mountain, including the highest point of elevati	10,000 00
Total Trustees of Reservations				10,800 00
Upper Saco Valley Land Trust				
02-0521030				
	09/30/2014	PO Box 424 North Conway, NH 03860	Toward the permanent protection of 40 acres on Mount Surprise in Bartlett, New Hampshire	5,000 00
Total Upper Saco Valley Land Trust				5,000 00
Vermont River Conservancy				
03-0347147				
	06/30/2014	29 Main Street, Suite 11 Montpelier, Vermont 05602	Toward the protection of public access to the base of the Big Falls of the Missisquoi River in T	3,500 00
Total Vermont River Conservancy				3,500 00
TOTAL				**590,580.40**
			Grants Returned	(1,200)
			Total Grants	589,380

2014 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1 990-PF

Asset No	Description	Date Acquired	Method	Life	Conv	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
1	HP LAPTOP	11/09/07	200DB	5.00	MQ	17	1,643.				1,643.	1,643.		0.	1,643.
2	DELL LATITUDE	06/02/10	200DB	5.00	HY	17	1,958.			979.	979.	979.		0.	979.
	* TOTAL 990-PF PG 1 DEPR						3,601.			979.	2,622.	2,622.		0.	2,622.

428111
05-01-14

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

Fields Pond Foundation Inc.

Application Guidelines

September 2013

About the Foundation

Fields Pond Foundation was established in 1993 as a Private Foundation under IRS Sections 501(c)(3) and 509(a). Its primary mission is *to provide financial assistance to nature and land conservation organizations that are community-based and that serve to increase environmental awareness by involving local residents in conservation. issues*.

The Foundation's emphasis stems from its founding Directors' beliefs that the conservation of special places in our environment, and providing public accessibility to those conservation areas, is a desirable end in itself; but it is also a means of building public support for future land and river conservation by increasing the direct connection between individuals and their environment, and fostering active participation in the work of conservation. The Foundation hopes to nurture such efforts by making grants under the following priorities:

1. Project grants for trailmaking and other enhancement of public access to conservation lands, rivers, coastlines and other natural resources;
2. Land acquisition and conservation;
3. Assistance in establishment of endowments as a means of funding stewardship of newly protected conservation areas; and
4. Directly related education programs and publications as components of a land protection project.

The Foundation encourages proposals from municipal government agencies. The Foundation may also consider short-term loans to conservation groups for the purpose of acquiring conservation lands.

The Foundation is looking for grantmaking opportunities where a modest investment of grant funds can help in a significant way to improve public access to and enjoyment of natural areas, while maintaining the health and integrity of the environment. Projects in which volunteerism is a significant component are more likely to be funded.

Application Procedures

We hope to make the application process as straightforward as possible. To save you time, we suggest you first determine whether your proposal falls within our general guidelines. Organizations with unique or complex projects are welcome to discuss their proposal plans with us, and may wish to begin the application process by submitting a one-page proposal outline. Among other purposes, the proposal outline is intended to save applicants from spending a great deal of time and expense in preparing elaborate proposals which may not be funded. Outlines are considered at the regular meetings of Directors, and applicants will be notified promptly regarding the outcome. If the Directors or staff believe that the concept merits further consideration, a full proposal will be requested.

We encourage applicants to contact us informally before proceeding to prepare a formal application.

We are pleased to accept proposals prepared under the Associated Grant Makers (AGM) Common Proposal Format.

Other full proposals need not be more than three or four pages long, plus attachments, but should include the following:

Information About Your Organization

- History of the organization, its mission and major accomplishments, its geographic scope and special populations served, if any.

  Board and staff rosters, and an indication of the capabilities of key staff to be involved in the proposed project.

- Current and projected operating budgets, the most recent financial statement, an annual report (if one is published), and a complete copy of the most recent IRS Form 990 (if appropriate to the organization).

- Current copy of the tax exemption letter from the IRS under Section 501(c)(3) of the Internal Revenue Code, including the indication that the organization is "not a private foundation" under Section 509(a).

Proposal Content

- Concise description of the purpose for which the grant is sought, including both the general goals and the specific objectives of the project, and a summary of the anticipated benefits for the environment, the organization, local residents and the broader population.

- An indication of how your proposal is consistent with the Foundation's significant objectives.

- Evidence that the funds will be used to address an important need that would otherwise remain unmet.

- The project's budget, a description and summary of other firm or likely sources of funding, and, for projects that are intended to continue beyond the proposed period of the Foundation's support, an indication of plans for ongoing funding.

- An indication of plans for evaluating the project and reporting the results to the Foundation.

How and When to Apply

- One copy of your full proposal should be sent to the Foundation office either by mail or by email. Proposals must be complete in order to receive funding consideration. An incoming proposal is critically assessed to determine whether it meets current guidelines and interest. If it does not, the proposal may be denied immediately or following a regular meeting of the Directors. In all other cases, notification as to the Directors' decision will be given shortly after regular meetings.

- Proposals and concept papers may be submitted at any time, since the Directors meet regularly throughout the year.

Grant Size and Type

The expected range of grants is $500 to $25,000 with most grants falling within the range of $2,000 to $10,000. The Foundation is willing to consider multiple-year grants.

Whenever possible we seek to expand the impact of limited funds through challenge grants, conditional grants, matching grants, and special initiatives, and by collaborating with other donors in joint funding efforts.

We welcome joint applications by two or more organizations coordinating their efforts on a single project

Grantmaking Limitations

Although the Fields Pond Foundation attempts to be as inclusive as possible, there are some activities and interests that clearly fall outside the scope of these guidelines. As a normal practice, the Foundation is unlikely to make *the following kinds of grants:*

- support for deficits, for routine operating budgets or general appeals, or where the Foundation may become the predominant source of an organization's funding

- for funding efforts usually supported by public subscription or through national appeals, or for purposes which are generally understood to be the responsibility of government.

- support for sectarian religious activities.

- to individuals, such as for personal needs, welfare, travel, or research.

Our regular grantmaking programs are presently limited to organizations in New England and New York State.

Fields Pond Foundation Inc.
Five Turner Street, Box 540667
Waltham, MA 02454-0667
Phone 781-899-9990 Fax 781-899-2819
www fieldspond org

Realized Gains and Losses

Fiscal Year Ending 12/31/2014

Fields Pond Foundation Inc Acct # FPF

Realized Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Short Term Gains	Long Term Gains Pre-5/6	Qualified 5 Year Gains	Long Term Gains Post-5/5	Total Long Gains	Total Gains
Barclays Bank Wilmington 09/30/2014 3 20%	09/24/2009	09/30/2014	100.000 000	100,000 00	100,000 00				0 00	0 00	0 00
Barclays Bank Wilmington 09/30/2014 3.20%	12/12/2011	09/30/2014	100.000 000	100.000 00	104,480 00				-4,480 00	-4,480 00	(4,480 00)
			200.000 000	200.000 00	204.480 00				-4,480 00	-4,480 00	(4,480 00)
Fannie Mae Step Notes 7'2 07/24/2028 3 00% Call 01/24/2016, 100 00	07/01/2013	04/24/2014	100.000 000	100.000 00	100.005 00	(5 00)					(5 00)
Fed Home Ln Bk Step Bon 09/11/2023 3 00% Call 09/11/2016, 100 00	08/13/2013	03/11/2014	100.000 000	100.000 00	100.000 00	0 00					0 00
Fed Home Ln Bk Stepup 9' 09/30/2019 2 00% Call 09/30/2017, 100 00	09/11/2014	12/30/2014	100.000 000	100.000 00	100.000 00	0 00					0 00
Fed Home Ln Bl Stepup 9' 09/30/2019 1.25% Call 03/31/2016, 100 00	09/16/2014	12/30/2014	100.000 000	100.000 00	100.000 00	0 00					0 00
GE Cap Corp Step FD '27 04/16/2027 3 50% Call 04/16/2016, 100 00	04/12/2012	10/16/2014	150.000 000	150.000 00	150.000 00				0 00	0.00	0 00
Longleaf Partners Fund	12/12/2011	05/22/2014	4.250 000	149.175 00	113.985 00				35.190 00	35.190 00	35.190 00
Oakmark Equity & Income	12/18/2014	12/19/2014	1.037 683	33.081 33	32.987 95	93 38					93 38
PIMCO Total Return Fund	03/02/2012	10/10/2014	5.500 000	60.280 00	61.348 00				-1,068 00	-1,068.00	(1,068 00)

Realized Gains and Losses

Fiscal Year Ending 12/31/2014

Fields Pond Foundation Inc Acct # FPF

Realized Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Short Term Gains	Long Term Gains Pre-5/6	Qualified 5 Year Gains	Long Term Gains Post-5/5	Total Long Gains	Total Gains
PIMCO Total Return Fund	03/02/2012	11/26/2014	4.540 000	49 940 00	50.639 98				-699 98	-699 98	(699 98)
			10.040 000	110.220 00	111.987 98				-1,767 98	-1,767 98	(1,767 98)
State Bk India CD 6'14 06/23/2014 1 00%	06/12/2012	06/23/2014	120.000 000	120.000 00	120.000 00				0 00	0 00	0 00
USTreas InfldnxNts 1'14 01/15/2014 2 00%	11/10/2005	01/15/2014	150.000 000	189.418 50	159.200 46				30.218 04	30.218 04	30.218 04
Short Term Gains				433.081 33	432.992 95	88 38					
Long Term Gains Pre-5/6											
Qualified 5 Year Gains											
Long Term Gains Post-5/5				918.813 50	859.653 44				59.160 06		
Total Long Gains				918.813 50	859.653 44					59.160 06	
Total (Sales)				1.351.894 83	1.292.646 39	88 38			59.160 06	59.160 06	59 248 44

Capital Gain Distributions

Description	Pay Date	Long Term Gains Pre-5/6	Qualified 5 Year Gains	Long Term Gains Post-5/5	Total Long Gains	Total Gains
CGM Realty Fund	12/31/2014			42.819 89	42.819 89	42.819 89
Columbia Acorn Int'l Fd Cl	06/04/2014			8.684 37	8.684 37	8.684 37

Realized Gains and Losses
Fiscal Year Ending 12/31/2014

Fields Pond Foundation Inc Acct # FPF

Capital Gain Distributions

Description	Pay Date		Long Term Gains Pre-5/6	Qualified 5 Year Gains	Long Term Gains Post-5/5	Total Long Gains	Total Gains
Columbia Acorn Int'l Fd Cl	12/09/2014				30.840 23	30.840 23	30.840 23
					39.524 60	39.524 60	39.524 60
Columbia Acorn Z	06/04/2014				12.061 01	12.061 01	12.061 01
Columbia Acorn Z	12/09/2014				77.266 74	77.266 74	77.266 74
					89.327 75	89.327 75	89.327 75
Dodge & Cox Stock Fund	12/19/2014				10.753 45	10.753 45	10.753 45
Fairholme Fund	12/30/2014				27.072 18	27.072 18	27.072 18
Longleaf Partners Fund	11/12/2014				87.199 70	87.199 70	87.199 70
Oakmark Equity & Income	12/18/2014				32.987 95	32.987 95	32.987 95
Oakmark Fund	12/18/2014				27.747 01	27.747 01	27.747 01
Oakmark International Fd	12/18/2014				24.140 39	24.140 39	24.140 39
Oakmark Select Fund	12/18/2014				74.331 81	74.331 81	74.331 81
PIMCO Total Return Fund	12/10/2014				1.457 70	1.457 70	1.457 70
Total (Distributions)					457.362 43	457.362 43	457.362 43
Total Gains		**88.38**			**516,522.49**	**516,522.49**	**516,610.87**

Form **8868** (Rev. January 2014)

Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

▶ Information about Form 8868 and its instructions is at *www.irs.gov/form8868* .

OMB No. 1545-1709

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

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

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

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

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

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

Type or print	Name of exempt organization or other filer, see instructions. FIELDS POND FOUNDATION, INC.	**Enter filer's identifying number** Employer identification number (EIN) or 04-3196041
File by the due date for filing your return See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. P.O. BOX 540667	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. WALTHAM, MA 02454-0667	

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

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

- The books are in the care of ▶ BRIAN REHRIG, VICE PRESIDENT 5 TURNER STREET - WALTHAM, MA 02454

  Telephone No. ▶ 781-899-9990 Fax No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______. If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2015 , to file the exempt organization return for the organization named above The extension is for the organization's return for:

▶ [X] calendar year 2014 or

▶ [ ] tax year beginning ______, and ending ______.

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

3a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	$ 4,249.
b	If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 4,249.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 0.

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