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Form **990-PF****Return of Private Foundation**

OMB No 1545-0052

Department of the Treasury
Internal Revenue Service

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

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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.**2014**

Open to Public Inspection

For calendar year 2014 or tax year beginning

, 2014, and ending

, 20

Name of foundation THE FIELDS GALLEY PRIVATE FOUNDATION		A Employer identification number 51-6532325
Number and street (or P O box number if mail is not delivered to street address) 1081 ELIZABETH STREET	Room/suite	B Telephone number (see instructions) () -
City or town, state or province, country, and ZIP or foreign postal code BALDWIN, NY 11510		C If exemption application is pending, check here ☐
G Check all that apply	Initial return ☐ Final return ☐ Address 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) \$ 8,474,219.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	2,030,125.			
	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	153,897.	153,897.		ATCH 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	226,285.			
	b Gross sales price for all assets on line 6a	4,431,820.			
	7 Capital gain net income (from Part IV, line 2)		226,285.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	2,410,307.	380,182.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) ATCH 2	43,426.	21,713.		21,713.
	b Accounting fees (attach schedule) ATCH 3	8,154.	4,077.		4,077.
	c Other professional fees (attach schedule) [4]	28,169.	28,169.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) [5]	27,674.			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 6	37,602.	41.		
	24 Total operating and administrative expenses. Add lines 13 through 23.	145,025.	54,000.		25,790.
	25 Contributions, gifts, grants paid	130,748.			130,748.
26 Total expenses and disbursements. Add lines 24 and 25	275,773.	54,000.	0	156,538.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	2,134,534.				
b Net investment income (if negative, enter -0-)		326,182.			
c Adjusted net income (if negative, enter -0-)					

640
4

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing	13,564.	-97,705.		
	2	Savings and temporary cash investments	198,237.	1,069,799.	1,069,799.	
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule) ATCH 7	5,314,848.	6,689,089.	6,719,345.	
	c	Investments - corporate bonds (attach schedule) ATCH 8			75.	
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶				
	12	Investments - mortgage loans				
	13	Investments - other (attach schedule)				
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶ ATCH 9)	685,000.	685,000.	685,000.		
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	6,211,649.	8,346,183.	8,474,219.		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)	0	0			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here . ☐ and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, . . . ☒ check here and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds	6,211,649.	8,346,183.		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances (see instructions)	6,211,649.	8,346,183.			
31	Total liabilities and net assets/fund balances (see instructions)	6,211,649.	8,346,183.			

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	6,211,649.
2	Enter amount from Part I, line 27a	2	2,134,534.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	8,346,183.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	8,346,183.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(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 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	226,285.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	0	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part.

(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	66,294.	4,252,713.	0.015589
2012	850.	37,517.	0.022656
2011			
2010			
2009			
2 Total of line 1, column (d)			2 0.038245
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.019123
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5			4 6,798,496.
5 Multiply line 4 by line 3			5 130,008.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 3,262.
7 Add lines 5 and 6			7 133,270.
8 Enter qualifying distributions from Part XII, line 4 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			8 156,538.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	3,262.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	3,262.
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	3,262.
6 Credits/Payments			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	6,971.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	5,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	11,971.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	8,709.	
11 Enter the amount of line 10 to be Credited to 2015 estimated tax ☒ 8,709. 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
b 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
c Did the foundation file Form 1120-POL for this year?	N/A	
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		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?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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) ☐ FL, _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		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? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>NAT G. FIELDS</u> Telephone no <u>631-414-4000</u> Located at <u>1081 ELIZABETH STREET BALDWIN, NY</u> ZIP+4 <u>11510</u>			
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 <u>15</u>			
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? 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 <u></u>	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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)? ☐ Organizations relying on a current notice regarding disaster assistance check here ☐	1b	N/A
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 <u></u>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) ☐	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u></u>		
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 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) ☐	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014? ☐	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 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)? ☐ Yes ☒ No
- 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? ☐ 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? ☐ Yes ☒ No
- If "Yes" to 6b, file Form 8870
- 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No
- b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

5b

N/A

6b

X

7b

X

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 10		0	0	0

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

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

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

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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 (see instructions). 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 ▶

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1 N/A	
2	
3	
4	

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

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

Amount

1 NONE	
2	
All other program-related investments See instructions	
3 NONE	

Total. Add lines 1 through 3 ▶

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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	5,891,323.
b	Average of monthly cash balances	1b	325,703.
c	Fair market value of all other assets (see instructions).	1c	685,000.
d	Total (add lines 1a, b, and c)	1d	6,902,026.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	6,902,026.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	103,530.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,798,496.
6	Minimum investment return. Enter 5% of line 5	6	339,925.

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	339,925.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	3,262.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,262.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	336,663.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	336,663.
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	336,663.

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	156,538.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	156,538.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	3,262.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	153,276.

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.

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Page **9****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				336,663.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			127,198.	
b Total for prior years 20 <u>12</u> , 20 <u>11</u> , 20 <u>10</u>				
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				
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ <u>156,538.</u>				
a Applied to 2013, but not more than line 2a			127,198.	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2014 distributable amount				29,340.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				307,323.
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)				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)				
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				

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

NOT APPLICABLE

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			(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
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)(ii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

Check here ☒ 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					
ATCH 11					

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income	Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	153,897.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property .					
7 Other investment income			18	226,285.	
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory . .					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal Add columns (b), (d), and (e)				380,182.	
13 Total. Add line 12, columns (b), (d), and (e)				380,182.	

[illegible]

Schedule B(Form 990, 990-EZ,
or 990-PF)
Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

OMB No 1545-0047

2014▶ **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.**Name of the organization**

THE FIELDS GALLEY PRIVATE FOUNDATION

Employer identification number

51-6532325

Organization type (check one):**Filers of:****Section:**

Form 990 or 990-EZ

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

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private 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, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) 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), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled 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 totaling \$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).

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) (2014)

Name of organization THE FIELDS GALLEY PRIVATE FOUNDATION

Employer identification number
51-6532325**Part I** Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ESTATE OF FRANCES FIELDS GORDON 1081 ELIZABETH STREET BALDWIN, NY 11510	\$ 1,071,220.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
2	ESTATE OF FRANCES FIELDS GORDON 1081 ELIZABETH STREET ELIZABETH, NY 11510	\$ 151,400.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
3	ESTATE OF FRANCES FIELDS GORDON 1081 ELIZABETH STREET ELIZABETH, NY 11510	\$ 100,000.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
4	ESTATE OF FRANCES FIELDS GORDON 1081 ELIZABETH STREET ELIZABETH, NY 11510	\$ 536,142.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
5	ESTATE OF FRANCES FIELDS GORDON 1081 ELIZABETH STREET ELIZABETH, NY 11510	\$ 153,028.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
6	ESTATE OF FRANCES FIELDS GORDON 1081 ELIZABETH STREET BALDWIN, NY 11510	\$ 18,335.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization THE FIELDS GALLEY PRIVATE FOUNDATION

Employer identification number

51-6532325

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	150,000 SHS TEVA PHARMACEUTICAL FIN CO	\$ 151,400.	11/07/2014
2	4,000 SHARES SLM CORP SR NT	\$ 100,000.	11/07/2014
3	118,283 SHS LORD ABBETT SHORT DURATION INCOME CL A	\$ 536,142.	11/07/2014
4	150,000 SHS BP CAP MKTS P L C GTD NT	\$ 153,028.	11/07/2014
		\$	

Name of organization THE FIELDS GALLEY PRIVATE FOUNDATION

Employer identification number

51-6532325

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

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

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

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					194,613.	
4,237,207.		SUN TRUST-SEE ATTACHMENT A PROPERTY TYPE: SECURITIES 4,205,535.				D	VAR 31,672.	VAR
TOTAL GAIN(LOSS)							<u>226,285.</u>	

ATTACHMENT 1FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INTEREST INCOME- SUNTRUST	2,717.	2,717.
DIVIDEND INCOME- SUNTRUST	115,315.	115,315.
ST CAP GAIN DISTRIBUTION-SUNTRUST	35,865.	35,865.
TOTAL	<u>153,897.</u>	<u>153,897.</u>

ATTACHMENT 2FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
LEGAL FEES	43,426.	21,713.		21,713.
TOTALS	<u>43,426.</u>	<u>21,713.</u>		<u>21,713.</u>

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING FEES	8,154.	4,077.		4,077.
TOTALS	<u>8,154.</u>	<u>4,077.</u>		<u>4,077.</u>

ATTACHMENT 4FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT ADVISORY FEES	28,169.	28,169.
TOTALS	<u>28,169.</u>	<u>28,169.</u>

ATTACHMENT 5FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
FEDERAL EXCISE TAXES	27,674.
TOTALS	<u>27,674.</u>

ATTACHMENT 6FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
BANK CHARGES	41.	41.
CONDOMINIUM EXP - MAINT & UTIL	20,297.	
CONDOMINIUM EXP - R/ESTATE TAX	17,264.	
TOTALS	<u>37,602.</u>	<u>41.</u>

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SUN TRUST - SEE ATTACHMENT B	5,314,848.	6,689,089.	6,719,345.
TOTALS	<u>5,314,848.</u>	<u>6,689,089.</u>	<u>6,719,345.</u>

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ESCR GEN MTRS CORP SR CONV BDS	NONE	NONE	75.
TOTALS			<u>75.</u>

ATTACHMENT 9FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
CONDOMINIUM UNIT - MIAMI, FL	685,000.	685,000.	685,000.
TOTALS	<u>685,000.</u>	<u>685,000.</u>	<u>685,000.</u>

THE FIELDS GALLEY PRIVATE FOUNDATION

51-6532325

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

ATTACHMENT 10

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

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

ATTACHMENT 11

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SEE ATTACHED STATEMENT	NONE		SEE ATTACHED STATEMENT	130,748.
	PC			
			TOTAL CONTRIBUTIONS PAID	<u>130,748.</u>

THE FIELDS GALLEY PRIVATE FOUNDATION

EIN #: 51-6532325

FOR THE YEAR ENDED DECEMBER 31, 2014

ATTACHMENT A: SCHEDULE OF CAPITAL GAINS/(LOSS)-SUN TRUST

<u>DATE</u>	<u>PAR VALUE OR SHARES</u>	<u>DESCRIPTION</u>	<u>PROCEEDS</u>	<u>FEDERAL TAX COST</u>	<u>REALIZED GAIN/LOSS</u>
		<u>SALES</u>			
03/25/14	4,172.362	ABERDEEN-EQY LONG SHORT-IN	50,276.96	50,373.33-	96.37-
08/19/14	9,565.59	ABERDEEN-EQY LONG SHORT-IN	118,517.66	115,456.67-	3,060.99
		TOTAL ABERDEEN-EQY LONG SHORT-IN	168,794.62	165,830.00-	2,964.62
03/25/14	25,360.321	ABSOLUTE STRATEGIES FUND I	278,709.93	283,681.00-	4,971.07-
12/23/14	150,000	BP CAPITAL PLC 2.248% 11/01/16	152,788.50	153,028.50-	240.00-
08/19/14	249.591	BRANDES INTL S/C EQUITY-I	3,556.67	3,381.96-	174.71
10/28/14	583.471	DOUBLELINE TOTAL RET BD-I	6,435.68	6,402.63-	33.05
03/25/14	197.627	EATON VANCE ATLANTA CAPITAL SMID-I	4,760.84	4,383.37-	377.47
10/28/14	199.432	EATON VANCE ATLANTA CAPITAL SMID-I	4,912.00	4,605.20-	306.80
		TOTAL EATON VANCE ATLANTA CAPITAL SMID-I	9,672.84	8,988.57-	684.27
10/28/14	179	EATON VANCE FLOATING RATE-I	1,609.21	1,641.43-	32.22-
VARIOUS	1,804,794.61	FEDERATED GOVT OBLIG-I #5 FFS	1,804,794.61	1,804,794.61-	0.00
03/25/14	719.236	FEDERATED STRATEGIC VAL DIV IS	4,178.76	3,974.40-	204.36
08/19/14	2,104.766	FEDERATED STRATEGIC VAL DIV IS	13,049.55	11,555.17-	1,494.38
10/28/14	978	FEDERATED STRATEGIC VAL DIV IS	6,024.48	5,369.22-	655.26
		TOTAL FEDERATED STRATEGIC VAL DIV IS	23,252.79	20,898.79-	2,354.00
08/19/14	322.86	GOLDMAN SACHS LOC EMG MK-I	2,754.00	2,801.93-	47.93-

THE FIELDS GALLEY PRIVATE FOUNDATION

EIN #: 51-6532325

FOR THE YEAR ENDED DECEMBER 31, 2014

ATTACHMENT A: SCHEDULE OF CAPITAL GAINS/(LOSS)-SUN TRUST

DATE	PAR VALUE OR SHARES	DESCRIPTION	PROCEEDS	FEDERAL TAX COST	REALIZED GAIN/LOSS
10/28/14	13,813.11	GOLDMAN SACHS LOC EMG MK-I	111,195.54	118,874.91-	7,679.37-
		TOTAL GOLDMAN SACHS LOC EMG MK-I	113,949.54	121,676.84-	7,727.30-
10/30/14	39	ISHARES BARCLAYS 3-7 YEAR ETF	4,789.09	4,718.10-	70.99
08/19/14	441.023	JOHN HANCOCK III DISCIPLN V-I	8,388.25	8,048.67-	339.58
10/28/14	739.964	JOHN HANCOCK III DISCIPLN V-I	13,903.92	13,504.34-	399.58
		TOTAL JOHN HANCOCK III DISCIPLN V-I	22,292.17	21,553.01-	739.16
03/25/14	106.669	JPMORGAN U.S. EQUITY FUND-INST	1,520.04	1,419.76-	100.28
10/28/14	740.965	JPMORGAN U.S. EQUITY FUND-INST	11,144.12	11,203.39-	59.27-
		TOTAL JPMORGAN U.S. EQUITY FUND-INST	12,664.16	12,623.15-	41.01
12/19/14	118,603.192	LORD ABBETT SHT DUR INCOME-A	528,970.24	537,580.31-	8,610.07-
03/25/14	52.297	MAINSTAY ICAP INTERNATIONAL I	1,829.36	1,774.44-	54.92
08/19/14	2,399.178	MAINSTAY ICAP INTERNATIONAL I	85,482.70	81,404.11-	4,078.59
		TOTAL MAINSTAY ICAP INTERNATIONAL I	87,312.06	83,178.55-	4,133.51
08/19/14	28,799.116	MANNING & NAPIER WORLD OPPOR	263,799.90	247,083.87-	16,716.03
03/25/14	838.487	OPPENHEIMER DEVELOPING MKT-Y	29,757.90	29,246.43-	511.47
08/19/14	3,809.342	OPPENHEIMER DEVELOPING MKT-Y	154,621.20	132,869.85-	21,751.35
		TOTAL OPPENHEIMER DEVELOPING MKT-Y	184,379.10	162,116.28-	22,262.82
08/19/14	423.118	PIMCO EMERGING LOCAL BOND INST	4,066.16	4,044.26-	21.90

THE FIELDS GALLEY PRIVATE FOUNDATION

EIN #: 51-6532325

FOR THE YEAR ENDED DECEMBER 31, 2014

ATTACHMENT A: SCHEDULE OF CAPITAL GAINS/(LOSS)-SUN TRUST

DATE	PAR VALUE OR SHARES	DESCRIPTION	PROCEEDS	FEDERAL TAX COST	REALIZED GAIN/LOSS
08/19/14	211.196	PIMCO INVESTMENT GRD CORP-IN	2,274.58	2,214.44-	60.14
10/28/14	218	PIMCO INVESTMENT GRD CORP-IN	2,345.68	2,273.74-	71.94
		TOTAL PIMCO INVESTMENT GRD CORP-IN	4,620.26	4,488.18-	132.08
10/30/14	18	PIMCO 1-5 YEAR US TIPS INDEX ETF	945.70	958.78-	13.08-
12/23/14	4,000	SLM CORP 6.000% PFD SER C	82,533.77	100,000.00-	17,466.23-
03/25/14	139.183	T ROWE PRICE DIVERS S/C GRTH	3,493.50	3,014.70-	478.80
10/28/14	42.966	T ROWE PRICE DIVERS S/C GRTH	1,076.72	1,093.91-	17.19-
		TOTAL T ROWE PRICE DIVERS S/C GRTH	4,570.22	4,108.61-	461.61
08/19/14	5,040.39	T ROWE PRICE REAL ESTATE FUND	126,715.40	115,676.96-	11,038.44
03/25/14	77.047	T. ROWE PRICE INST L/C GRWTH	2,124.96	1,742.80-	382.16
10/28/14	688.726	T. ROWE PRICE INST L/C GRWTH	19,601.12	16,185.95-	3,415.17
		TOTAL T. ROWE PRICE INST L/C GRWTH	21,726.08	17,928.75-	3,797.33
12/23/14	150,000	TEVA PHARM FIN BV 2.400% 11/10/16	153,015.00	151,400.10-	1,614.90
03/25/14	3,146.827	WASATCH LONG/SHORT FUND-INS	50,804.20	48,807.29-	2,076.91
08/19/14	57.208	WESTERN ASSET MTG BKD SEC-I	627.00	625.28-	1.72
10/28/14	10,673.18	WESTERN ASSET MTG BKD SEC-I	117,618.44	116,278.46-	1,339.98
		TOTAL WESTERN ASSET MTG BKD SEC-I	118,245.44	116,903.74-	1,341.70
08/19/14	183.521	WFA ABSOLUTE RETURN FUND-INS	2,114.16	2,040.75-	73.41
		TOTAL SALES	4,237,207.50	4,205,535.02-	31,672.48

THE FIELDS GALLEY PRIVATE FOUNDATION
 EIN #: 51-6532325
 FOR THE YEAR ENDED DECEMBER 31, 2014
 ATTACHMENT B: SCHEDULE OF CORPORATE EQUITIES-SUN TRUST

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT
<u>Equity Securities</u>			
<u>CONSUMER DISCRETIONARY</u>			
50	YUM! BRANDS INC CUSIP: 988498101	3,642.50 72.850 0.05 %	3,500.00 70.00
<u>CONSUMER STAPLES</u>			
10	DR PEPPER SNAPPLE GROUP INC CUSIP: 26138E109	716.80 71.680 0.01 %	406.20 40.62
200	PEPSICO INC CUSIP: 713448108	18,912.00 94.560 0.24 %	13,348.00 66.74
TOTAL CONSUMER STAPLES		19,628.80	13,754.20
<u>HEALTH CARE</u>			
10	CIGNA CORP CUSIP: 125509109	1,029.10 102.910 0.01 %	494.30 49.43

THE FIELDS GALLEY PRIVATE FOUNDATION
 EIN #: 51-6532325
 FOR THE YEAR ENDED DECEMBER 31, 2014
 ATTACHMENT B: SCHEDULE OF CORPORATE EQUITIES-SUN TRUST

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT
FINANCIALS			
10	AMERIPRISE FINANCIAL INC. CUSIP: 03076C106	1,322.50 132.250 0.02 %	577.60 57.76
50	LNB BANCORP INC CUSIP: 502100100	901.50 18.030 0.01 %	343.76 6.88
TOTAL FINANCIALS		2,224.00	921.36
INFORMATION TECHNOLOGY			
10	HEWLETT PACKARD CO CUSIP: 428236103	401.30 40.130 0.01 %	238.80 23.88
MUTUAL FUNDS-EQUITY			
4,690	ISHARES CORE MSCI EUROPE ETF CUSIP: 46434V738	205,140.60 43.740 2.63 %	220,275.71 46.97
4,290	ISHARES CORE MSCI PACIFIC ETF CUSIP: 46434V696	202,831.20 47.280 2.60 %	219,684.42 51.21
TOTAL MUTUAL FUNDS-EQUITY		407,971.80	439,960.13

THE FIELDS GALLEY PRIVATE FOUNDATION
 EIN #: 51-6532325
 FOR THE YEAR ENDED DECEMBER 31, 2014
 ATTACHMENT B: SCHEDULE OF CORPORATE EQUITIES-SUN TRUST

<u>PAR VALUE OR SHARES</u>	<u>ASSET DESCRIPTION</u>	<u>MARKET VALUE MARKET PRICE % OF MARKET</u>	<u>FED TAX COST COST PER UNIT</u>
<u>MUTUAL FUNDS-FIXED INCOME</u>			
1,695	ISHARES BARCLAYS 3-7 YEAR ETF CUSIP: 464288661	207,315.45 122.310 2.66 %	204,422.29 120.60
2,640	PIMCO 1-5 YEAR US TIPS INDEX ETF CUSIP: 72201R205	136,567.20 51.730 1.75 %	139,177.89 52.72
	TOTAL MUTUAL FUNDS-FIXED INCOME	343,882.65	343,600.18
	TOTAL EQUITY SECURITIES	778,780.15	802,468.97
<u>MUTUAL FUNDS</u>			
11,107.691	BRANDES INTERNATIONAL SMALL CAP EQUITY FUND CUSIP: 105262737	135,847.06 12.230 1.74 %	147,882.62 13.31
3,281.285	CAMBIAR SMALL CAP FUND CUSIP: 0075W0593	65,691.33 20.020 0.84 %	73,094.70 22.28
32,414.399	DOUBLELINE TOTAL RETURN BOND FUND CUSIP: 258620103	355,585.96 10.970 4.57 %	353,737.75 10.91
8,648.293	FATON VANCE ATLANTA CAPITAL SMID CAP FUND CUSIP: 277902698	217,936.98 25.200 2.80 %	197,568.40 22.84

THE FIELDS GALLEY PRIVATE FOUNDATION
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PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT
19,883.953	EATON VANCE FLOATING-RATE FUND CUSIP: 277911491	177,166.02 8.910 2.27 %	181,371.68 9.12
58,126.068	FEDERATED STRATEGIC VAL DIV IS CUSIP: 314172560	343,525.06 5.910 4.41 %	325,851.21 5.61
41,448.804	JOHN HANCOCK FUNDS III DISCIPLINED VALUE FUND CUSIP: 47803U640	786,283.81 18.970 10.09 %	727,974.95 17.56
33,091.596	JPMORGAN U.S. EQUITY FUND CUSIP: 4812A1142	481,482.72 14.550 6.18 %	464,443.39 14.04
200	LORD ABBETT AFFILIATED FUND INC CUSIP: 544001100	3,254.00 16.270 0.04 %	0.00 0.00
10,512.347	MAINSTAY ICAP INTERNATIONAL FUND CUSIP: 56063J716	344,699.86 32.790 4.43 %	356,915.95 33.95
71,383.195	MANNING & NAPIER FUND INC-WORLD OPPORTUNITIES SERIES FUND CUSIP: 563821545	523,238.82 7.330 6.72 %	596,701.06 8.36
5,722.604	OPPENHEIMER DEVELOPING MARKETS FUND CUSIP: 683974505	200,634.50 35.060 2.58 %	201,385.08 35.19
27,446.527	OSTERWEIS STRATEGIC INCOME FUND CUSIP: 742935489	312,615.94 11.390 4.01 %	322,280.16 11.74

THE FIELDS GALLEY PRIVATE FOUNDATION
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ATTACHMENT B: SCHEDULE OF CORPORATE EQUITIES-SUN TRUST

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT
15,829.543	PIMCO EMERGING LOCAL BOND INSTL FD CUSIP: 72201F516	131,701.80 8.320 1.69 %	147,387.34 9.31
13,301.279	PIMCO INVESTMENT GRADE CORPORATE BOND FUND CUSIP: 722005816	140,328.49 10.550 1.80 %	139,306.14 10.47
2,833.049	T ROWE PRICE DIVERSIFIED SMALL-CAP GROWTH FUND INC CUSIP: 779917103	72,469.39 25.580 0.93 %	63,764.54 22.51
27,564.632	T. ROWE PRICE INSTITUTIONAL LARGE-CAP GROWTH FUND CUSIP: 45775L408	757,476.09 27.480 9.72 %	655,428.81 23.78
9,420.173	VAN ECK EMERGING MARKETS FUND CUSIP: 921075438	139,983.77 14.860 1.80 %	148,700.16 15.79
6,729.502	VANGUARD MORTGAGE-BACKED SECURITIES INDEX FUND CUSIP: 92206C755	142,665.44 21.200 1.83 %	142,819.20 21.22
31,454.147	WASATCH LONG/SHORT FUND CUSIP: 936793769	468,981.33 14.910 6.02 %	297,282.16 15.81
12,810.763	WELLS FARGO ADVANTAGE ABSOLUTE RETURN FUND CUSIP: 94987W737	138,996.78 10.850 1.78 %	142,724.08 11.14

THE FIELDS GALLEY PRIVATE FOUNDATION

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FOR THE YEAR ENDED DECEMBER 31, 2014

ATTACHMENT B: SCHEDULE OF CORPORATE EQUITIES-SUN TRUST

<u>PAR VALUE OR SHARES</u>	<u>ASSET DESCRIPTION</u>	<u>MARKET VALUE MARKET PRICE \$ OF MARKET</u>	<u>FED TAX COST COST PER UNIT</u>
TOTAL MUTUAL FUNDS		<u>5,940,565.15</u>	<u>5,886,619.38</u>
PRINCIPAL PORTFOLIO TOTAL		<u>6,719,345.30</u>	<u>6,689,088.35</u>

THE FIELDS-GORDON-GALLEY PRIVATE FOUNDATION

EIN: 51-6532325

FOR THE YEAR ENDED DECEMBER 31, 2014

ATTACHMENT C: Contributions, Gifts, Grants Paid During the Year

Form 990-PF, Part XV, Line 3a

<u>RECIPIENT: NAME AND ADDRESS</u>	<u>RELATIONSHIP TO ANY FOUNDATION MANAGER/SUSTANTIAL CONTRIBUTOR</u>	<u>FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
BIG CAT RESCUE, CORP TAMPA, FL 33625	NONE	PC	ANIMAL PROTECTION	\$ 19,299 50
CLEVELAND CLINIC FLORIDA WESTON, FL 33331	NONE	PC	HEALTHCARE	\$ 19,080 00
FLORIDA AQUARIUM INC TAMPA, FL 33602	NONE	PC	EDUCATIONAL PROGRAM	\$ 10,000 00
PUBLIC HEALTH TRUST DBA JACKSON HEALTH SYSTEM MIAMI, FL 33125	NONE	PC	HEALTHCARE	\$ 63,599 00
SALVADOR DALI MUSEUM INC ST PETERSBURG, FL 33701	NONE	PC	EDUCATIONAL PROGRAM	\$ 2,000 00
SYLVESTER COMPREHENSIVE CANCER CENTER MIAMI, FL 33125	NONE	PC	HEALTHCARE	\$ 12,720.00
THE FLORIDA HOLOCAUST MUSEUM ST PETERSBURG, FL 33701	NONE	PC	EDUCATIONAL PROGRAM	\$ 1,549 50
THE SARAH GRACE FOUNDATION FOR CHILDREN WITH CANCER INC. HICKSVILLE, NY 11801	NONE	PC	CANCER RESEARCH	\$ 2,500 00
TOTAL CONTRIBUTIONS				\$ 130,748.00