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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.
▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No 1545-0052 **2017** Open to Public Inspection

For calendar year 2017 or tax year beginning , 2017, and ending , 20

Name of foundation: 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): 555 5TH AVE NE, SUITE 1114 — Room/suite

B Telephone number (see instructions): 631-664-6522

City or town, state or province, country, and ZIP or foreign postal code: ST PETERSBURG, FL 33701-2655

C If exemption application is pending, check here ▶ ☐

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

D 1 Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: [X] 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) ▶ $ 9,501,623.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)

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

Part I Analysis of Revenue and Expenses
(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)

Line	Description	(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	Check ▶ [X] if the foundation is **not** required to attach Sch. B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	166,484.	166,334.		STMT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	117,179.			
b	Gross sales price for all assets on line 6a 2,158,293.				
7	Capital gain net income (from Part IV, line 2)		117,179.		
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)	530.	530.		STMT 2
12	**Total.** Add lines 1 through 11	284,193.	284,043.		
Operating and Administrative Expenses					
13	Compensation of officers, directors, trustees, etc.				
14	Other employee salaries and wages		NONE	NONE	
15	Pension plans, employee benefits		NONE	NONE	
16a	Legal fees (attach schedule) STMT 3	32,410.	NONE	NONE	32,410.
b	Accounting fees (attach schedule) STMT 4	258.	NONE	NONE	258.
c	Other professional fees (attach schedule) STMT 5	55,492.	33,295.		22,197.
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 6	2,681.	1,729.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings	5,672.	NONE	NONE	5,672.
22	Printing and publications		NONE	NONE	
23	Other expenses (attach schedule) STMT 7	21,802.	21,802.		
24	**Total operating and administrative expenses.** Add lines 13 through 23	118,315.	56,826.	NONE	60,537.
25	Contributions, gifts, grants paid	349,160.			349,160.
26	**Total expenses and disbursements** Add lines 24 and 25	467,475.	56,826.	NONE	409,697.
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	-183,282.			
b	**Net investment income** (if negative, enter -0-)		227,217.		
c	**Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets				
1	Cash - non-interest-bearing	33,161.	5,714.	5,714.
2	Savings and temporary cash investments	382,858.	545,509.	545,509.
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 ▶ NONE			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments - U S and state government obligations (attach schedule) STMT 8	416,150.	450,380.	444,603.
b	Investments - corporate stock (attach schedule) STMT 9	2,563,400.	2,369,408.	2,974,761.
c	Investments - corporate bonds (attach schedule) STMT 15	249,936.	240,374.	240,398.
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule) STMT 16	4,390,039.	4,382,064.	5,290,638.
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	8,035,544.	7,993,449.	9,501,623.
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)		NONE	
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 ▶ X and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds	8,035,544.	7,993,449.	
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)	8,035,544.	7,993,449.	
31	**Total liabilities and net assets/fund balances** (see instructions)	8,035,544.	7,993,449.	

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	8,035,544.
2	Enter amount from Part I, line 27a	2	-183,282.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 17	3	353,872.
4	Add lines 1, 2, and 3	4	8,206,134.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 18	5	212,685.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	7,993,449.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (for example, 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)
1 a	PUBLICLY TRADED SECURITIES			
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	2,158,177.		2,040,998.	117,179.
b				
c				
d				
e				

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

	(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				117,179.
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	117,179.
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	

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 doesn't 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))
2016	448,521.	8,587,391.	0.052230
2015	411,876.	8,654,242.	0.047592
2014	153,276.	6,798,496.	0.022546
2013	66,294.	4,252,713.	0.015589
2012	850.	37,517.	0.022656

2	**Total** of line 1, column (d)	2	0.160613
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	0.032123
4	Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	8,930,400.
5	Multiply line 4 by line 3	5	286,871.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,272.
7	Add lines 5 and 6	7	289,143.
8	Enter qualifying distributions from Part XII, line 4	8	409,697.

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.

7

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 ▶ [X] and enter 1% of Part I, line 27b	1	2,272.
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	NONE
3	Add lines 1 and 2	3	2,272.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	2,272.
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017 . . . . 6a 9,092.		
b	Exempt foreign organizations - tax withheld at source . . . . 6b NONE		
c	Tax paid with application for extension of time to file (Form 8868) . . . . 6c 2,500.		
d	Backup withholding erroneously withheld 6d		
7	Total credits and payments. Add lines 6a through 6d	7	11,592.
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	9,320.
11	Enter the amount of line 10 to be: **Credited to 2018 estimated tax** ▶ 9,320. **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 the 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 ▶ $ ____ (2) On foundation managers. ▶ $ ____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	X	
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by *General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	7	X	
8a	Enter the states to which the foundation reports or with which it is registered See instructions. ▶ FL			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G?* If "No," attach explanation	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the tax year beginning in 2017? See the 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 ▶ N/A

14 The books are in care of ▶ NAT G FIELDS Telephone no. ▶ (631)664-6522

Located at ▶ 555 5TH AVE NE, STE 1114,, ST PETERSBURG, FL ZIP+4 ▶ 33701-2655

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

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

			Yes	No
16	At any time during calendar year 2017, 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. If "Yes," enter the name of the foreign country ▶			

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

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

				Yes	No
1a	During the year, did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions		1b		
	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 2017?		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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)		2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2017 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 2017.)		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 2017?		4b		X

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

			Yes	No
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	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? ☐ 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? If "Yes" to 6b, file Form 8870	6b		X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	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. 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
NAT G FIELDS 555 5TH AVE NE, ST PETERSBURG, FL 33701	TRUSTEE 25	-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		NONE	NONE	NONE

Total number of other employees paid over $50,000 ▶ NONE

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		NONE
Total number of others receiving over $50,000 for professional services ▶		NONE

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

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	7,558,472.
b	Average of monthly cash balances	1b	307,924.
c	Fair market value of all other assets (see instructions)	1c	1,200,000.
d	**Total** (add lines 1a, b, and c)	1d	9,066,396.
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	NONE
3	Subtract line 2 from line 1d	3	9,066,396.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	135,996.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,930,400.
6	**Minimum investment return.** Enter 5% of line 5	6	446,520.

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	446,520.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	2,272.		
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	2,272.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	444,248.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	444,248.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	444,248.

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	409,697.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	409,697.
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	2,272.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	407,425.

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				444,248.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			305,370.	
b Total for prior years 20___,20___,20___		NONE		
3 Excess distributions carryover, if any, to 2017				
a From 2012 . . . . . . NONE				
b From 2013 . . . . . . NONE				
c From 2014 . . . . . . NONE				
d From 2015 . . . . . . NONE				
e From 2016 . . . . . . NONE				
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ $ 409,697.				
a Applied to 2016, but not more than line 2a			305,370.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2017 distributable amount				104,327.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2016 Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				339,921.
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)	NONE			
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions)	NONE			
9 **Excess distributions carryover to 2018.** Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2013 . . . NONE				
b Excess from 2014 . . . NONE				
c Excess from 2015 . . . NONE				
d Excess from 2016 . . . NONE				
e Excess from 2017 . . . NONE				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, 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 (a) 2017	Prior 3 years (b) 2016	(c) 2015	(d) 2014	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

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

a The name, address, and telephone number or email address of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

Part XV Supplementary Information *(continued)*

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 27				349,160.
Total . . . . . . ▶ **3a**				349,160.
b *Approved for future payment*				
Total . . . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue.					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	166,484.	
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					
8 Gain or (loss) from sales of assets other than inventory			18	117,179.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b OID INCOME ON USGI			1	530.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				284,193.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 284,193.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
	NOT APPLICABLE

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) (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

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

Signature of officer or trustee: [signature] | Date | Title: TRUSTEE

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
KAREN J KISER	[signature]	06/06/2018		P00146417

Firm's name ▶ BANK OF AMERICA — Firm's EIN ▶ 94-1687665

Firm's address ▶ P O BOX 1802 PROVIDENCE, RI 02901-1802 — Phone no 888-866-3275

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
USGI REPORTED AS NONQUALIFIED DIVIDENDS	9,826.	9,826.
FOREIGN DIVIDENDS	13,612.	13,612.
NONDIVIDEND DISTRIBUTIONS	150.	
DOMESTIC DIVIDENDS	57,700.	57,700.
OTHER INTEREST	20,390.	20,390.
FOREIGN INTEREST	1,533.	1,533.
U.S. GOVERNMENT INTEREST(FEDERAL TAXABLE	1,921.	1,921.
BOND PREMIUM AMORTIZATION-OTHER INTEREST	-3,868.	-3,868.
BOND PREMIUM AMORTIZATION-U.S. GOVERNMEN	-410.	-410.
BOND PREMIUM AMORTIZATION - FOREIGN INTE	-702.	-702.
US GOVERNMENT INTEREST REPORTED AS QUALI	51.	51.
NONQUALIFIED FOREIGN DIVIDENDS	159.	159.
NONQUALIFIED DOMESTIC DIVIDENDS	66,122.	66,122.
TOTAL	166,484.	166,334.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OID INCOME ON USGI	530.	530.
TOTALS	530.	530.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES	32,410.			32,410.
TOTALS	32,410.	NONE	NONE	32,410.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES	258.			258.
TOTALS	258.	NONE	NONE	258.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
UST-MLT FEES AS AGENT	55,492.	33,295.	22,197.
TOTALS	55,492.	33,295.	22,197.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	1,702.	1,702.
EXCISE TAX ESTIMATES	952.	
FOREIGN TAXES ON NONQUALIFIED	27.	27.
TOTALS	2,681.	1,729.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CONDOMINIUM FEES	18,941.	18,941.
CONDO UTILITY EXPENSES	229.	229.
REAL ESTATE APPRAISAL	550.	550.
CONDO MAINTENANCE	602.	602.
NOTARY PUBLIC FEE	75.	75.
DIVIDEND INVESTMENT EXPENSE	1,405.	1,405.
TOTALS	21,802.	21,802.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
BEGBALANCE	416,150.		
3135G0E58 FNMA		56,098.	55,719.
3137EACA5 FNMA		34,129.	33,772.
912828F21 US TREASURY NOTE		14,437.	14,009.
912828UH1 US TRSY INFLATION NO		13,893.	13,785.
31359MGK3 FNMA		14,744.	14,063.
3138EPAH7 FNMA PAL6307		37,411.	36,363.
912810RM2 US TREASURY BOND		30,012.	28,355.
31335A5Q7 FHLMC		8,541.	8,460.
912810RQ3 US TREASURY BOND		27,917.	29,500.
912810RR1 US TRSY INFLATION BO		14,597.	14,458.
3128MJXX3 FHLMC		66,619.	65,038.
3128MJX54 FHLMC		36,328.	35,367.
3128MJX88 FHLMC		2,454.	2,461.
3128MUYC8 FHLMC		3,337.	3,343.
31418B6G6 FNMA PMA2670		901.	895.
3128MJZB9 FHLMC		37,239.	37,398.
3128MJZR4 FHLMC		6,658.	6,695.
31418CJD7 FNMA PMA2959		968.	962.
3128MJZ37 FKLMC		966.	961.
31418CKW3 FNMA PMA3008		9,466.	9,401.
3132WPRL3 FHLMC		3,025.	3,018.
31418CRC0 FNMA PMA3182		30,640.	30,580.
TOTALS	416,150.	450,380.	444,603.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
615369105 MOODYS CORP		5,236.	8,119.
478160104 JOHNSON & JOHNSON CO		44,286.	57,425.
406216101 HALLIBURTON COMPANY		25,540.	29,078.
053015103 AUTOMATIC DATA PROCE		7,399.	7,852.
02209S103 ALTRIA GROUP INC		9,097.	9,926.
02079K305 ALPHABET INC SHS		13,829.	18,961.
020002101 ALLSTATE CORP COM		15,221.	25,130.
00817Y108 AETNA INC		4,599.	6,314.
N22717107 CORE LABORATORIES N		5,152.	5,697.
955306105 WEST PHARMACEUTICAL		11,603.	12,038.
90384S303 ULTA SALON COSMETICS		5,565.	5,592.
78409V104 S&P GLOBAL INC		10,229.	12,197.
747525103 QUALCOMM INC		14,350.	16,581.
550021109 LULULEMON ATHLETICA		5,706.	8,095.
460146103 INTERNATIONAL PAPER		8,840.	10,197.
45866F104 INTERCONTINENTALEXCH		10,311.	11,784.
391416104 GREAT WESTN BANCORP		4,164.	4,139.
382550101 GOODYEAR TIRE & RUBB		3,393.	3,522.
31428X106 FEDEX CORPORATION		11,420.	13,226.
30212P303 EXPEDIA INC		10,367.	10,300.
26078J100 DOWDUPONT INC COM		16,529.	22,577.
254709108 DISCOVER FINL SVCS		7,323.	8,769.
17275R102 CISCO SYS INC		17,577.	24,474.
075887109 BECTON DICKINSON AND		6,643.	7,492.
064058100 BANK NEW YORK MELLON		17,522.	22,567.
30303M102 FACEBOOK INC		48,869.	75,878.
29476L107 EQUITY RESIDENTIAL S		32,355.	32,013.
256746108 DOLLAR TREE INC		19,989.	26,398.
192446102 COGNIZANT TECHNOLOGY		9,192.	9,091.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
151020104 CELGENE CORP		23,062.	22,229.
126408103 CSX CORP COM		12,450.	13,808.
097023105 BOEING COMPANY		7,458.	7,963.
084670702 BERKSHIRE HATHAWAYIN		15,162.	16,650.
N3167Y103 FERRARI NV		6,561.	6,605.
N07059210 ASML HLDG NV NY REG		10,555.	13,037.
949746101 WELLS FARGO & CO NEW		18,360.	21,113.
92826C839 VISA INC CL A SHRS		54,335.	78,560.
907818108 UNION PACIFIC CORP		10,483.	13,678.
824348106 SHERWIN-WILLIAMS COM		7,997.	11,481.
701094104 PARKER HANNIFIN CORP		3,820.	4,590.
65339F101 NEXTERA ENERGY INC S		14,682.	19,680.
594918104 MICROSOFT CORP COM		30,406.	39,434.
609207105 MONDELEZ INTERNATION		32,362.	32,656.
579780206 MC CORMICK & CO INC		11,159.	11,720.
532457108 ELI LILLY & CO COM		12,941.	13,176.
855244109 STARBUCKS CORP COM		27,549.	27,050.
828806109 SIMON PPTY GROUP INC		14,448.	15,113.
74460D109 PUBLIC STORAGE INC C		10,300.	10,241.
717081103 PFIZER INC COM		37,544.	40,639.
571748102 MARSH & MCLENNAN COS		14,941.	21,813.
461202103 INTUIT INC COM		7,177.	9,782.
29444U700 EQUINIX INC		16,591.	24,927.
285512109 ELECTRONIC ARTS		6,370.	7,669.
14149Y108 CARDINAL HEALTH INC		18,953.	19,361.
101121101 BOSTON PPTYS INC		7,520.	8,062.
037833100 APPLE COMPUTER INC C		16,560.	22,846.
002824100 ABBOTT LABORATORIES		18,797.	23,969.
81762P102 SERVICENOW INC		23,446.	35,596.

FIELDS GALLEY PRIVATE FOUNDATION 51-6532325

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
74834L100 QUEST DIAGNOSTICS IN		17,475.	23,145.
64110L106 NETFLIX COM INC		6,346.	7,678.
02005N100 ALLY FINL INC		4,454.	5,336.
01609W102 ALIBABA GROUP HOLDIN		8,152.	15,174.
015351109 ALEXION PHARMACEUTIC		10,529.	11,241.
00724F101 ADOBE SYS INC COM		27,601.	45,738.
G0177J108 ALLERGAN PLC		7,522.	7,198.
57636Q104 MASTERCARD INC		24,383.	35,418.
565849106 MARATHON OIL CORP		20,753.	24,802.
458140100 INTEL CORPORATION		30,800.	41,359.
369550108 GENERAL DYNAMICS COR		7,634.	8,952.
302445101 FLIR SYS INC		9,425.	11,235.
30231G102 EXXON MOBIL CORP		13,127.	13,633.
12673P105 CA INC		19,633.	22,397.
054937107 BB&T CORP COM		18,090.	23,418.
025932104 AMERICAN FINL GROUP		2,836.	4,342.
98978V103 ZOETIS INC		24,090.	31,770.
918204108 V F CORPORATION COM		5,561.	7,400.
654106103 NIKE INC CL B		17,536.	18,202.
61174X109 MONSTER BEVERAGE SHS		15,869.	20,506.
548661107 LOWES COMPANIES INC		21,047.	25,466.
452327109 ILLUMINA INC		16,182.	19,664.
311900104 FASTENAL CO COMMON		12,592.	14,383.
278865100 ECOLAB INC COM		8,858.	9,795.
22160N109 COSTAR GROUP INC		5,781.	8,612.
20605P101 CONCHO RESOURCES INC		11,468.	12,618.
20030N101 COMCAST CORP NEW CL		3,739.	3,805.
125509109 CIGNA CORP COM		7,871.	9,545.
09062X103 BIOGEN IDEC INC		9,692.	10,513.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
058498106 BALL CORP		5,865.	5,375.
039483102 ARCHER DANIELS MIDLA		20,335.	21,924.
016255101 ALIGN TECHNOLOGY INC		3,058.	3,111.
00206R102 AT& T INC		27,567.	29,199.
Y09827109 BROADCOM LTD		7,113.	12,074.
886547108 TIFFANY & CO NEW		3,663.	3,950.
808513105 SCHWAB CHARLES CORP		20,315.	30,668.
741503403 PRICELINE COM INC		30,816.	41,706.
68389X105 ORACLE CORPORATION		18,190.	21,560.
675232102 OCEANEERING INTERNAT		2,121.	2,220.
34959J108 FORTIVE CORP		5,684.	8,103.
337738108 FISERV INC COM		8,907.	10,622.
269246401 E TRADE FINL CORP		4,519.	6,395.
22160K105 COSTCO WHSL CORP NEW		15,529.	18,240.
194162103 COLGATE PALMOLIVE CO		12,342.	12,751.
16119P108 CHARTER COMMUNICATIO		10,963.	11,087.
125896100 CMS ENERGY CORP		12,506.	12,345.
09061G101 BIOMARIN PHARMACEUTI		12,370.	12,662.
03027X100 AMERICAN TOWER REIT		37,599.	52,217.
023135106 AMAZON COM INC		46,835.	79,524.
H1467J104 CHUBB LTD		20,485.	24,404.
94106L109 WASTE MANAGEMENT INC		15,052.	24,250.
89400J107 TRANSUNION		9,176.	12,366.
883556102 THERMO ELECTRON CORP		12,279.	14,241.
883203101 TEXTRON INCORPORATED		11,684.	12,337.
848637104 SPLUNK INC		23,556.	34,379.
755111507 RAYTHEON CO		22,385.	32,498.
718172109 PHILIP MORRIS INTL I		17,816.	17,749.
70450Y103 PAYPAL HOLDINGS INC		22,774.	40,712.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
67066G104 NVIDIA CORP		5,226.	8,901.
518439104 ESTEE LAUDER COMPANI		3,013.	4,453.
43300A203 HILTON WORLDWIDE		7,026.	9,663.
428291108 HEXCEL CORP NEW COM		7,368.	8,041.
375558103 GILEAD SCIENCES INC		8,467.	8,310.
28176E108 EDWARDS LIFESCIENCES		5,703.	6,424.
281020107 EDISON INTL		15,980.	16,695.
233153204 DCT INDUSTRIAL TR IN		5,551.	5,937.
225401108 CREDIT SUISSE GROUP		6,000.	8,497.
126650100 CVS CORP		19,095.	18,633.
02079K107 ALPHABET INC SHS		51,938.	72,202.
009158106 AIR PRODUCTS AND CHE		10,793.	12,142.
94106B101 WASTE CONNECTIONS IN		13,070.	14,046.
92343V104 VERIZON COMMUNICATIO		41,943.	43,879.
91324P102 UNITED HEALTH GROUP		12,929.	23,369.
816851109 SEMPRA ENERGY		15,215.	15,183.
79466L302 SALESFORCE COM INC		51,947.	65,938.
674599105 OCCIDENTAL PETROLEUM		18,970.	20,036.
666807102 NORTHROP GRUMMAN COR		23,249.	33,453.
902973304 US BANCORP DEL		11,509.	12,698.
767204100 RIO TINTO PLC SPON A		5,405.	6,193.
718546104 PHILLIPS 66 SHS		7,319.	9,306.
58933Y105 MERCK AND CO INC SHS		21,162.	22,227.
525327102 LEIDOS HOLDINGS INC		8,722.	10,267.
46625H100 J P MORGAN CHASE & C		28,136.	41,386.
438516106 HONEYWELL INTL INC		9,688.	13,802.
31620M106 FIDELITY NATL INFO S		6,161.	7,998.
493267108 KEYCORP NEW COM		10,133.	12,041.
437076102 HOME DEPOT INC USD 0		31,160.	40,180.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
33616C100 FIRST REP BK SAN FRN		6,070.	5,718.
30219G108 EXPRESS SCRIPTS HLDG		18,581.	20,377.
26875P101 EOG RES INC		10,278.	13,057.
254687106 DISNEY (WALT) COMPAN		7,609.	8,278.
20825C104 CONOCOPHILLIPS		34,638.	39,082.
166764100 CHEVRONTEXACO CORP		32,901.	43,817.
149123101 CATERPILLAR INC		3,643.	5,988.
12541W209 C.H. ROBINSON WORLDW		13,550.	17,194.
101137107 BOSTON SCIENTIFIC CO		9,359.	8,404.
071813109 BAXTER INTL INC COM		7,110.	7,110.
03076C106 AMERIPRISE FINL INC		578.	1,695.
713448108 PEPSICO INC		13,348.	23,984.
98850P109 YUM CHINA HOLDINGS I		993.	2,001.
40434L105 HP INC		114.	210.
26138E109 DR PEPPER SNAPPLE GR		406.	971.
988498101 YUM BRANDS INC		2,507.	4,081.
BEGBALANCE	2,563,400.		
TOTALS	2,563,400.	2,369,408.	2,974,761.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
29379VAV5 ENTERPRISE PRODUCTS		13,716.	14,512.
172967LD1 CITIGROUP INC		21,841.	21,737.
05565QDA3 BP CAPITAL MARKETS P		27,668.	27,929.
36962G3P7 GENERAL ELEC CAP COR		21,065.	20,691.
95000U2A0 WELLS FARGO & COMPAN		21,496.	21,409.
594918BT0 MICROSOFT CORP		28,566.	29,190.
61744YAK4 MORGAN STANLEY		14,184.	14,129.
92343VBR4 VERIZON COMMUNICATIO		28,318.	27,816.
46625HHS2 JPMORGAN CHASE & CO		27,531.	27,314.
38141GVM3 GOLDMAN SACHS GROUP		35,989.	35,671.
BEGBALANCE	249,936.		
TOTALS	249,936.	240,374.	240,398.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
592905509 METROPOLITAN WEST FD	C		707,927.	710,628.
55272P778 MFS RESEARCH BOND FU	C		690,393.	703,641.
464287614 ISHARES TR	C		289,152.	387,609.
52470G759 LEGG MASON WESTERN A	C		309,885.	308,546.
74441N408 PRUDENTIAL JENNISON	C		100,181.	112,230.
543917702 THOMAS WHITE	C		229,471.	268,839.
949921688 WELLS FARGO ADV EMER	C		95,083.	106,848.
52470G742 LEGG MASON WESTERN A	C		104,693.	106,091.
904504495 JP MORGAN UNDSCVRD M	C		93,771.	116,117.
41012R787 HANCOCK HORIZON	C		205,127.	265,142.
52470G734 WESTERN ASSET SMASH	C		269,126.	263,554.
464287598 ISHARES TR	C		299,691.	375,755.
29875E100 AMERICAN EURO PACIFI	C		208,619.	256,719.
025076845 AMERICAN CENTURY SMA	C		93,945.	105,757.
544001100 LORD ABBETT AFFILIAT	C			3,162.
BEGBALANCE	C	3,705,039.		
CONDOMINIUM	C	685,000.	685,000.	1,200,000.
TOTALS		4,390,039.	4,382,064.	5,290,638.

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

DESCRIPTION	AMOUNT
DISBURSED IN 2017. CLEARED IN 2018	348,125.
2017 EXPENSES CLEARED IN 2018	5,747.
TOTAL	353,872.

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

DESCRIPTION	AMOUNT
INCOME ADJUSTMENT	1,006.
COST BASIS ADJUSTMENT	1,189.
DISBURSED IN 2016, CLEARED IN 2017	207,918.
SALES ADJUSTMENT	2,572.
TOTAL	212,685.

RECIPIENT NAME:
STANDWITHUS
ADDRESS:
PO BOX 341069
LOS ANGELES, CA 90034-1069
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
AGUDATH B'NAI ISRAEL SYNAGOGUE
ADDRESS:
1715 MEISTER RD
LORAIN, OH 44053
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 100.

RECIPIENT NAME:
Ed
ADDRESS:
85 BROAD STREET, 17TH FL
NEW YORK, NY 10004-2783
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
FRIENDS OF ACADIA
ADDRESS:
43 COTTAGE ST, PO BOX 45
BAR HARBOR, ME 04609
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
ADVOCATES FOR CHILDREN OF NY
ADDRESS:
151 W 30TH ST, FL 5
NEW YORK, NY 10001-4024
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 250.

RECIPIENT NAME:
FLORIDA PHILANTHROPIC
NETWORK, INC
ADDRESS:
1211 N WEST SHORE BLVD, STE 314
TAMPA, FL 33607-4615
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 660.

RECIPIENT NAME:
ST PETERSBURG FREE CLINIC INC
ADDRESS:
863 3RD AVE N
ST PETERSBURG, FL 33701-2703
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
A KIDS PLACE OF TAMPA BAY
ADDRESS:
1715 LITHIA PINECREST RD
BRANDON, FL 33511-6723
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
ANGELS AGAINST ABUSE INC
ADDRESS:
11300 4TH ST N STE 200
ST PETERSBURG, FL 33716-2940
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 100.

RECIPIENT NAME:
LORAIN COUNTY HISTORICAL
SOCIETY INC
ADDRESS:
284 WASHINGTON AVE
ELYRIA, OH 44035-5123
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 6,000.

RECIPIENT NAME:
MARIAN UNIVERSITY ARTS CENTER
ADDRESS:
3200 COLD SPRING RD
INDIANAPOLIS, IN 46222-1960
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 1,500.

RECIPIENT NAME:
DAUGHTERS OF CHARITY INC
ADDRESS:
4330 OLIVE ST
SAINT LOUIS, MO 63108-2622
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 2,800.

RECIPIENT NAME:
DMG SCHOOL PROJECT INC
ADDRESS:
2342 EMERSON AVE S
ST PETERSBURG, FL 33712-1670
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 3,250.

RECIPIENT NAME:
CLEVELAND CLINIC FLORIDA
PHARMACY SERVICES
ADDRESS:
2950 CLEVELAND CLINIC BLVD
WESTON, FL 33331-3625
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 57,000.

RECIPIENT NAME:
METRO MINISTRIES
ADDRESS:
2001 FREDERICK AVE
BALTIMORE, MD 21223-2226
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
FLORIDA ORCHESTRA INC
ADDRESS:
244 2ND AVE N, STE 421
ST PETERSBURG, FL 33701-3306
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
ALPHA HOUSE OF PINNELLAS
COUNTY
ADDRESS:
701 5TH AVE N
ST PETERSBURG, FL 33701-2215
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
FLORIDA AQUARIUM INC
ADDRESS:
701 CHANNELSIDE DR
TAMPA, FL 33602-5600
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 8,000.

RECIPIENT NAME:
PET PAL RESCUE INC
ADDRESS:
405 22ND ST S
ST PETERSBURG, FL 33712-1243
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
FLORIDA HOLOCAUST MUSEUM
ADDRESS:
55 5TH ST S
ST PETERSBURG, FL 33701-4146
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 2,500.

RECIPIENT NAME:
BIG CAT RESCUE CORP
ADDRESS:
12802 EASY ST
TAMPA, FL 33625-3702
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 8,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
CIGAR FAMILY CHARITABLE FDN
ADDRESS:
PO BOX 2030
TAMPA, FL 33601-2030
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
MOREAN ARTS CENTER
ADDRESS:
719 CENTRAL AVE
ST PETERSBURG, FL 33701-3627
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
JACKSON HEALTH FDN INC
ADDRESS:
1695 NW 9TH AVE; STE 2308D
MIAMI, FL 33125
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 190,000.

RECIPIENT NAME:
PAPANICOLAOU CORPS FOR
CANCER RESEARCH
ADDRESS:
1166 W NEWPORT CENTER DR, STE 114
DEERFIELD BEACH, FL 33442-7739
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 38,000.

TOTAL GRANTS PAID: 349,160.