

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 **AUG 1, 2017**, and ending **JUL 31, 2018**

Name of foundation

A Employer identification number

JOSEPH AND MARIE FIELD FOUNDATION**23-3009586**

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

Room/suite

C/O E. R. BOYNTON, 30 VALLEY STREAM PKW

B Telephone number

(610) 660-5616

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

MALVERN, PA 19355C 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 changeD 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 foundationE 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)

J Accounting method: ☒ Cash ☐ AccrualF If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 50,040,253.** (Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received	1,664,400.		N/A	
2	Check ☐ if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments	601,791.	601,791.		STATEMENT 2
4	Dividends and interest from securities	833,601.	833,601.		STATEMENT 3
5a	Gross rents	0.	-75,809.		STATEMENT 4
b	Net rental income or (loss) -75,809.				
6a	Net gain or (loss) from sale of assets not on line 10	3,495,574.			STATEMENT 1
b	Gross sales price for all assets on line 6a 22,426,981.				
7	Capital gain net income (from Part IV, line 2)		12,197,601.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income	245,000.	245,031.		STATEMENT 5
12	Total Add lines 1 through 11	6,840,366.	13,802,215.		
13	Compensation of officers, directors, trustees, etc	0.	0.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees STMT 6	16,382.	16,382.		0.
b	Accounting fees				
c	Other professional fees STMT 7	52.	52.		0.
17	Interest				
18	Taxes STMT 8	56,300.	0.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses				
24	Total operating and administrative expenses Add lines 13 through 23	72,734.	16,434.		0.
25	Contributions, gifts, grants paid	2,700,000.			2,700,000.
26	Total expenses and disbursements Add lines 24 and 25	2,772,734.	16,434.		2,700,000.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	4,067,632.			
b	Net investment income (if negative, enter -0-)		13,785,781.		
c	Adjusted net income (if negative, enter -0-)			N/A	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing		-5.	-9.	-9.
	2	Savings and temporary cash investments		400,871.	1,864,963.	1,864,963.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock STMT 9	8,004,200.	875,705.	867,800.	
	c	Investments - corporate bonds STMT 10	10,908,501.	11,850,186.	11,136,780.	
	11	Investments - land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 11	19,606,365.	28,396,719.	36,170,719.		
14	Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	38,919,932.	42,987,564.	50,040,253.		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)	0.	0.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐					
	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	5,444,815.	5,444,815.		
28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.			
29	Retained earnings, accumulated income, endowment, or other funds	33,475,117.	37,542,749.			
30	Total net assets or fund balances	38,919,932.	42,987,564.			
31	Total liabilities and net assets/fund balances	38,919,932.	42,987,564.			

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	38,919,932.
2	Enter amount from Part I, line 27a	2	4,067,632.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	42,987,564.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	42,987,564.

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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 (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.)
1a			
b SEE ATTACHED STATEMENTS			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))
a			
b			
c			
d			
e 22,426,981.		10,229,380.	12,197,601.

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			
b			
c			
d			
e			12,197,601.

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	12,197,601.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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

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

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

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

☐ Yes ☒ No

If "Yes," the foundation 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	2,138,000.	47,465,757.	.045043
2015	2,096,149.	41,935,125.	.049986
2014	1,982,000.	42,740,051.	.046373
2013	2,054,932.	40,292,118.	.051001
2012	1,788,191.	35,571,476.	.050270

2 Total of line 1, column (d)	2	.242673
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	.048535
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	50,266,033.
5 Multiply line 4 by line 3	5	2,439,662.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	137,858.
7 Add lines 5 and 6	7	2,577,520.
8 Enter qualifying distributions from Part XII, line 4	8	2,700,000.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ 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	137,858.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, col (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)		2	0.
3 Add lines 1 and 2		3	137,858.
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	137,858.
6 Credits/Payments:			
a 2017 estimated tax payments and 2016 overpayment credited to 2017	6a	35,220.	
b Exempt foreign organizations - tax withheld at source	6b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6c	0.	
d Backup withholding erroneously withheld	6d	0.	
7 Total credits and payments. Add lines 6a through 6d	7	35,220.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	87.	
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9	102,725.	
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2018 estimated tax ☐ Refunded ☒	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition. If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☒ \$ 0. (2) On foundation managers. ☒ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☒ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions ☒ PA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the tax year beginning in 2017? See the 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
- 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
- 13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?

	Yes	No
11		X
12		X
13	X	

Website address **N/A**

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

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

- 16 At any time during calendar year 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?

	Yes	No
16		X

See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country **N/A****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.**

- 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 **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 2017? **1c** **X**

	Yes	No
1b		
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 **N/A**

- 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**

- 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**

- 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?

	Yes	No
2b		
3a		
3b		
4a		X
4b		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**

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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 ☒ Nob 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
Organizations relying on a current notice regarding disaster assistance, check here

N/A

5b

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

6b

X

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

7b

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

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

N/A

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

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

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

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

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

0

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

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

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 N/A	
2	
All other program-related investments. See instructions	
3	

Total. Add lines 1 through 3

0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	48,677,688.
b	Average of monthly cash balances	1b	2,353,818.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	51,031,506.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	51,031,506.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	765,473.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	50,266,033.
6	Minimum investment return Enter 5% of line 5	6	2,513,302.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations, check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	2,513,302.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	137,858.
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	137,858.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	2,375,444.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,375,444.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,375,444.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	2,700,000.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,700,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	137,858.
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	2,562,142.

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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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				2,375,444.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2017				
a From 2012				
b From 2013	47,823.			
c From 2014				
d From 2015	42,635.			
e From 2016				
f Total of lines 3a through e	90,458.			
4 Qualifying distributions for 2017 from Part XII, line 4. ► \$ 2,700,000.				
a Applied to 2016, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2017 distributable amount				2,375,444.
e Remaining amount distributed out of corpus	324,556.			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	415,014.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2016. Subtract line 4a from line 2a. Taxable amount - see instr			0.	
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2012 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	415,014.			
10 Analysis of line 9:				
a Excess from 2013	47,823.			
b Excess from 2014				
c Excess from 2015	42,635.			
d Excess from 2016				
e Excess from 2017	324,556.			

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

N/A

- 1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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)

- 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.

- 3 Subtract line 2d from line 2c.
Complete 3a, b, or c for the
alternative test relied upon.

- a "Assets" alternative test - enter:

- (1) Value of all assets**

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

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

- c "Support" alternative test - enter:

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

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

- (3) Largest amount of support from an exempt organization

- (4) Gross investment income

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

1 Information Regarding Foundation Managers:

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

SEE STATEMENT 12

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

NONE

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

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

- 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				
CENTER FOR AMERICAN PROGRESS 1333 H STREET, NW, 10TH FLOOR WASHINGTON, DC 20005	N/A	501(C)(3)	GRANT TO ANOTHER 501(C)(3) ORGANIZATION	40,000.
CENTER FOR BUDGET AND POLICY PRIORITIES 820 FIRST STREET, NE, SUITE 510 WASHINGTON, DC 20002	N/A	501(C)(3)	GRANT TO ANOTHER 501(C)(3) ORGANIZATION	40,000.
CHAMBER ORCHESTRA OF PHILADELPHIA 1520 LOCUST STREET, SUITE 500 PHILADELPHIA, PA 19102	N/A	501(C)(3)	GRANT TO ANOTHER 501(C)(3) ORGANIZATION	200,000.
CURTIS INSTITUTE OF MUSIC 1726 LOCUST STREET PHILADELPHIA, PA 19103	N/A	501(C)(3)	GRANT TO ANOTHER 501(C)(3) ORGANIZATION	100,000.
FREE LIBRARY OF PHILADELPHIA 1901 VINE STREET PHILADELPHIA, PA 19103	N/A	501(C)(3)	GRANT TO ANOTHER 501(C)(3) ORGANIZATION	50,000.
Total	SEE CONTINUATION SHEET(S)			3a 2,700,000.
b Approved for future payment				
NONE				
Total				3b 0.

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)(3) (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		X
	(2) Other assets		X
b	Other transactions		
	(1) Sales of assets to a noncharitable exempt organization		X
	(2) Purchases of assets from a noncharitable exempt organization		X
	(3) Rental of facilities, equipment, or other assets		X
	(4) Reimbursement arrangements		X
	(5) Loans or loan guarantees		X
	(6) Performance of services or membership or fundraising solicitations		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees		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.		

[illegible]

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
N/A		

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. Preparation of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Sign Here      

Signature of officer or trustee Date Title **PRESIDENT**

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	EDWIN R. BOYNTON		12/4/18		P01207912
	Firm's name ▶ STRADLEY, RONON, STEVENS & YOUNG, LLP			Firm's EIN ▶ 23-1130381	
	Firm's address ▶ 30 VALLEY STREAM PARKWAY MALVERN, PA 19355-1481			Phone no (610) 640-5800	

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

- ▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Go to www.irs.gov/Form990 for the latest information.

OMB No 1545-0047

2017

Name of the organization

Employer identification number

JOSEPH AND MARIE FIELD FOUNDATION

23-3009586

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

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

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note:** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, 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 for 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. Don't 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 isn't covered by the General Rule and/or the Special Rules doesn't 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 doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2017)

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

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>1</u>	<u>MARIE H. FIELD</u> <u>401 CITY AVENUE, SUITE 809</u> <u>BALA CYNWYD, PA 19004</u>	\$ <u>1,664,400.</u>	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
		\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Employer identification number

23-3009586

Part II

[illegible]

Name of organization

Employer identification number

JOSEPH AND MARIE FIELD FOUNDATION

23-3009586

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 info once) ▶ \$

Use duplicate copies of Part III if additional space is needed

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

JOSEPH AND MARIE FIELD FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	WELLS FARGO & CO BOND	P	VARIOUS	08/03/17
b	BANK OF AMERICA BOND	P	VARIOUS	08/09/17
c	BANK OF AMERICA 6500 BOND	P	08/09/17	08/22/17
d	.036 SHARES DOWDUPONT INC	P	VARIOUS	09/08/17
e	ARCONIC INC	P	04/16/13	09/11/17
f	JP MORGAN CHASE 7900 BOND	P	VARIOUS	09/11/17
g	GENERAL ELECTRIC 5000 BOND	P	VARIOUS	11/08/17
h	6,237 SHARES CAMPBELL SOUP	D	VARIOUS	11/14/17
i	2,862 SHARES CARNIVAL CORP	D	VARIOUS	11/14/17
j	1,881 SHARES DOLLAR TREE INC	D	VARIOUS	11/14/17
k	3,778 SHARES MANHATTAN ASSOCIATES INC	D	VARIOUS	11/14/17
l	3,445 SHARES MASCO CORP	D	VARIOUS	11/14/17
m	2,841 SHARES EBAY INC	D	VARIOUS	11/14/17
n	1,422 SHARES TOLL BROTHERS INC	D	VARIOUS	11/14/17
o	1,378 SHARES GLAXOSMITHKLINE	D	VARIOUS	11/14/17

(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 2,125,890.		2,316,620.	-190,730.
b 3,180,254.		3,122,645.	57,609.
c 229,899.		230,009.	-110.
d 2.		1.	1.
e 391,639.		404,481.	-12,842.
f 2,113,366.		2,302,956.	-189,590.
g 1,894,744.		1,848,263.	46,481.
h 296,863.			296,863.
i 187,825.			187,825.
j 174,457.			174,457.
k 156,701.			156,701.
l 133,565.			133,565.
m 99,768.			99,768.
n 65,755.			65,755.
o 47,700.			47,700.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-190,730.
b			57,609.
c			-110.
d			1.
e			-12,842.
f			-189,590.
g			46,481.
h			296,863.
i			187,825.
j			174,457.
k			156,701.
l			133,565.
m			99,768.
n			65,755.
o			47,700.

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

JOSEPH AND MARIE FIELD FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	583 SHARES EXXON MOBIL CORP	D	VARIOUS	11/14/17
b	2,650 SHARES GENERAL ELECTRIC	D	VARIOUS	11/14/17
c	1,961 SHARES ALLEGHENY TECHNOLOGIES	D	VARIOUS	11/14/17
d	438 SHARES SUNTRUST BANKS	D	VARIOUS	11/14/17
e	382 SHARES TOPBUILD CORP	D	VARIOUS	11/14/17
f	371 SHARES SCHLUMBERGER	D	VARIOUS	11/14/17
g	477 SHARES HSBC HLDGS	D	VARIOUS	11/14/17
h	212 SHARES CARLISLE COMPANIES	D	VARIOUS	11/14/17
i	795 SHARES FIFTH THIRD BANCORP	D	VARIOUS	11/14/17
j	1,060 SHARES MANULIFE FINANCIAL CORP	D	VARIOUS	11/14/17
k	761 SHARES INTERNATIONAL GAME TECHNOLOGY	D	VARIOUS	11/14/17
l	318 SHARES BRISTOL MYERS SQUIBB	D	VARIOUS	11/14/17
m	359 SHARES CHEMOURS COMPANY	D	VARIOUS	11/14/17
n	106 SHARES INTERNATIONAL BUSINESS MACHINES	D	VARIOUS	11/14/17
o	212 SHARES ROYAL DUTCH SHELL	D	VARIOUS	11/14/17

(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 47,648.			47,648.
b 46,152.			46,152.
c 41,532.			41,532.
d 24,781.			24,781.
e 24,348.		4,405.	19,943.
f 23,287.			23,287.
g 22,664.			22,664.
h 22,534.			22,534.
i 22,208.			22,208.
j 21,902.			21,902.
k 20,106.			20,106.
l 19,090.			19,090.
m 17,650.			17,650.
n 15,393.			15,393.
o 13,547.			13,547.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			47,648.
b			46,152.
c			41,532.
d			24,781.
e			19,943.
f			23,287.
g			22,664.
h			22,534.
i			22,208.
j			21,902.
k			20,106.
l			19,090.
m			17,650.
n			15,393.
o			13,547.

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 }

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

2

3

JOSEPH AND MARIE FIELD FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	318 SHARES APACHE CORP	D	VARIOUS	11/14/17
b	319 SHARES JOHNSON CONTROLS INTL	D	VARIOUS	11/14/17
c	254 SHARES BAKER HUGHES	D	VARIOUS	11/14/17
d	80 SHARES PENTAIR	D	VARIOUS	11/14/17
e	310 SHARES NOW	D	VARIOUS	11/14/17
f	31 SHARES ADIENT	D	VARIOUS	11/14/17
g	69 SHARES MALLINCKRODT PUBLIC	D	VARIOUS	11/14/17
h	12,118 SHARES FRANKLIN RESOURCES	D	VARIOUS	11/14/17
i	988 SHARES SYSCO CORP	D	VARIOUS	11/14/17
j	8,434 SHARES PAPA JOHNS INTL	D	VARIOUS	02/21/18
k	2,316 SHARES ALLERGAN	D	VARIOUS	02/21/18
l	2,780 SHARES SHEIN HENRY INC	D	VARIOUS	02/21/18
m	1,446 SHARES HAIN CELESTIAL GROUP	D	VARIOUS	02/21/18
n	1,781 SHARES NEWELL RUBBERMAID INC	D	VARIOUS	02/21/18
o	17,005 SHARES MANHATTAN ASSOCIATES INC	D	VARIOUS	06/22/18

(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	13,432.			13,432.
b	11,453.			11,453.
c	7,673.			7,673.
d	5,397.			5,397.
e	3,262.			3,262.
f	2,313.			2,313.
g	1,448.			1,448.
h	492,867.			492,867.
i	53,569.			53,569.
j	492,851.			492,851.
k	382,317.			382,317.
l	190,405.			190,405.
m	49,711.			49,711.
n	47,593.			47,593.
o	839,985.			839,985.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			13,432.
b			11,453.
c			7,673.
d			5,397.
e			3,262.
f			2,313.
g			1,448.
h			492,867.
i			53,569.
j			492,851.
k			382,317.
l			190,405.
m			49,711.
n			47,593.
o			839,985.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c)
If (loss), enter "-0-" in Part I, line 8

3

JOSEPH AND MARIE FIELD FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr)	(d) Date sold (mo., day, yr)
1a	8,457 SHARES DOLLAR TREE INC	D	VARIOUS	06/22/18
b	3,213 SHARES GOLDMAN SACHS GROUP	D	VARIOUS	06/22/18
c	158 SHARES BOOKING HOLDINGS	D	VARIOUS	06/22/18
d	1,366 SHARES ESTEE LAUDER	D	VARIOUS	06/22/18
e	1,169 SHARES INTERNATIONAL FLAVOR & FRAGRANCES	D	VARIOUS	06/22/18
f	1,325 SHARES WALT DISNEY CO	D	VARIOUS	06/22/18
g	1,255 SHARES ABBVIE INC	D	VARIOUS	06/22/18
h	1,420 SHARES PAYPAL HOLDINGS	D	VARIOUS	06/22/18
i	1,273 SHARES MEDTRONIC	D	VARIOUS	06/22/18
j	2,862 SHARES COMCAST CORP	D	VARIOUS	06/22/18
k	1,152 SHARES DODUPONT INC	D	VARIOUS	06/22/18
l	1,620 SHARES CISCO SYSTEMS INC	D	VARIOUS	06/22/18
m	1,510 SHARES BP	D	VARIOUS	06/22/18
n	1,037 SHARES KELLOGG CO	D	VARIOUS	06/22/18
o	973 SHARES ABBOTT LABS	D	VARIOUS	06/22/18

(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 728,882.			728,882.
b 726,211.			726,211.
c 336,667.			336,667.
d 209,484.			209,484.
e 146,925.			146,925.
f 140,635.			140,635.
g 123,530.			123,530.
h 121,581.			121,581.
i 109,189.			109,189.
j 93,802.			93,802.
k 75,832.			75,832.
l 70,730.			70,730.
m 67,585.			67,585.
n 67,128.			67,128.
o 60,256.			60,256.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			728,882.
b			726,211.
c			336,667.
d			209,484.
e			146,925.
f			140,635.
g			123,530.
h			121,581.
i			109,189.
j			93,802.
k			75,832.
l			70,730.
m			67,585.
n			67,128.
o			60,256.

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 }

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

JOSEPH AND MARIE FIELD FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	291 SHARES 3M CO	D	VARIOUS	06/22/18
b	503 SHARES UNITED PARCEL SVS	D	VARIOUS	06/22/18
c	265 SHARES AMGEN	D	VARIOUS	06/22/18
d	371 SHARES JOHNSON & JOHNSON	D	VARIOUS	06/22/18
e	810 SHARES WELLS FARGO & CO	D	VARIOUS	06/22/18
f	477 SHARES PROCTER & GAMBLE CO	D	VARIOUS	06/22/18
g	817 SHARES ORACLE CORP	D	VARIOUS	06/22/18
h	318 SHARES PEPSICO	D	VARIOUS	06/22/18
i	636 SHARES COCA COLA CO	D	VARIOUS	06/22/18
j	620 SHARES NATIONAL OILWELL VARCO	D	VARIOUS	06/22/18
k	181 SHARES AMERICAN TOWER REIT	D	VARIOUS	06/22/18
l	265 SHARES ELI LILLY & CO	D	VARIOUS	06/22/18
m	352 SHARES MERCK & CO	D	VARIOUS	06/22/18
n	295 SHARES CVS CAREMARK	D	VARIOUS	06/22/18
o	371 SHARES INTEL CORP	D	VARIOUS	06/22/18

(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 57,724.			57,724.
b 57,685.			57,685.
c 49,431.			49,431.
d 45,324.			45,324.
e 44,320.			44,320.
f 36,090.			36,090.
g 34,984.			34,984.
h 33,661.			33,661.
i 27,627.			27,627.
j 26,121.			26,121.
k 25,271.			25,271.
l 22,988.			22,988.
m 21,473.			21,473.
n 20,778.			20,778.
o 19,847.			19,847.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			57,724.
b			57,685.
c			49,431.
d			45,324.
e			44,320.
f			36,090.
g			34,984.
h			33,661.
i			27,627.
j			26,121.
k			25,271.
l			22,988.
m			21,473.
n			20,778.
o			19,847.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c)
If (loss), enter "-0-" in Part I, line 8

3

JOSEPH AND MARIE FIELD FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 1,292 SHARES UBS		D	VARIOUS	06/22/18
b 265 SHARES CICINNATI FINANCIAL CORP		D	VARIOUS	06/22/18
c 127 SHARES CHUBB LTD		D	VARIOUS	06/22/18
d 318 SHARES LOEWS CORP		D	VARIOUS	06/22/18
e 159 SHARES CAPITAL ONE FINANCIAL CORP		D	VARIOUS	06/22/18
f 17,005 SHARES MANHATTAN ASSOCIATES INC		D	VARIOUS	06/25/18
g 8,458 SHARES DOLLAR TREE		D	VARIOUS	06/25/18
h 3,214 SHARE GOLDMAN SACHS GROUP		D	VARIOUS	06/25/18
i 159 SHARES BOOKING HOLDINGS		D	VARIOUS	06/25/18
j 1,367 SHARES ESTEE LAUDER		D	VARIOUS	06/25/18
k 1,170 SHARES INTERNATIONAL FLAVORS & FRAGRANCES		D	VARIOUS	06/25/18
l 1,325 SHARES WALT DISNEY CO		D	VARIOUS	06/25/18
m 1,421 SHARES PAYPAL HOLDINGS		D	VARIOUS	06/25/18
n 1,256 SHARES ABBVIE INC		D	VARIOUS	06/25/18
o 1,274 SHARES MEDTRONIC		D	VARIOUS	06/25/18

(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 19,740.			19,740.
b 18,236.			18,236.
c 16,191.			16,191.
d 15,778.			15,778.
e 15,257.			15,257.
f 835,316.			835,316.
g 732,124.			732,124.
h 721,439.			721,439.
i 339,082.			339,082.
j 207,839.			207,839.
k 146,224.			146,224.
l 141,107.			141,107.
m 122,387.			122,387.
n 120,727.			120,727.
o 109,359.			109,359.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			19,740.
b			18,236.
c			16,191.
d			15,778.
e			15,257.
f			835,316.
g			732,124.
h			721,439.
i			339,082.
j			207,839.
k			146,224.
l			141,107.
m			122,387.
n			120,727.
o			109,359.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }

2

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

3

JOSEPH AND MARIE FIELD FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	2,862 SHARES COMCAST CORP	D	VARIOUS	06/25/18
b	1,153 SHARES DOWDUPONT INC	D	VARIOUS	06/25/18
c	1,621 SHARES CISCO SYSTEMS INC	D	VARIOUS	06/25/18
d	1,037 SHARES KELLOGG CO	D	VARIOUS	06/25/18
e	1,511 SHARES BP	D	VARIOUS	06/25/18
f	973 SHARES ABBOTT LABS	D	VARIOUS	06/25/18
g	504 SHARES UNITED PARCEL SVS	D	VARIOUS	06/25/18
h	292 SHARES 3M CO	D	VARIOUS	06/25/18
i	265 SHARES AMGEN	D	VARIOUS	06/25/18
j	371 SHARES JOHNSON & JOHNSON	D	VARIOUS	06/25/18
k	811 SHARES WELLS FARGO & CO	D	VARIOUS	06/25/18
l	477 SHARES PROCTER & GAMBLE CO	D	VARIOUS	06/25/18
m	818 SHARES ORACLE CORP	D	VARIOUS	06/25/18
n	318 SHARES PEPSICO	D	VARIOUS	06/25/18
o	636 SHARES COCA COLA CO	D	VARIOUS	06/25/18

(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	94,332.			94,332.
b	75,299.			75,299.
c	70,106.			70,106.
d	69,177.			69,177.
e	66,979.			66,979.
f	59,934.			59,934.
g	57,361.			57,361.
h	57,236.			57,236.
i	49,029.			49,029.
j	45,008.			45,008.
k	44,306.			44,306.
l	36,356.			36,356.
m	35,252.			35,252.
n	33,982.			33,982.
o	27,375.			27,375.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			94,332.
b			75,299.
c			70,106.
d			69,177.
e			66,979.
f			59,934.
g			57,361.
h			57,236.
i			49,029.
j			45,008.
k			44,306.
l			36,356.
m			35,252.
n			33,982.
o			27,375.

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 }

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

JOSEPH AND MARIE FIELD FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	620 SHARES NATIONAL OILWELL VARCO	D	VARIOUS	06/25/18
b	181 SHARES AMERICAN TOWER REIT	D	VARIOUS	06/25/18
c	265 SHARES ELI LILLY & CO	D	VARIOUS	06/25/18
d	353 SHARES MERCK & CO	D	VARIOUS	06/25/18
e	295 SHARES CVS	D	VARIOUS	06/25/18
f	1,292 SHARES UBS	D	VARIOUS	06/25/18
g	371 SHARES INTEL CORP	D	VARIOUS	06/25/18
h	265 SHARES CINCINNATI FINANCIAL CORP	D	VARIOUS	06/25/18
i	128 SHARES CHUBB LTD	D	VARIOUS	06/25/18
j	318 SHARES LOEWS CORP	D	VARIOUS	06/25/18
k	159 SHARES CAPITAL ONE FINANCIAL CORP	D	VARIOUS	06/25/18
l	CAPITAL GAINS DIVIDENDS			
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 25,861.			25,861.
b 25,581.			25,581.
c 22,741.			22,741.
d 21,489.			21,489.
e 20,970.			20,970.
f 19,645.			19,645.
g 19,371.			19,371.
h 17,998.			17,998.
i 15,976.			15,976.
j 15,483.			15,483.
k 15,174.			15,174.
l 146,847.			146,847.
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			25,861.
b			25,581.
c			22,741.
d			21,489.
e			20,970.
f			19,645.
g			19,371.
h			17,998.
i			15,976.
j			15,483.
k			15,174.
l			146,847.
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	12,197,601.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8 }	3	N/A

Part XV. Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
INTERNATIONAL RESCUE COMMITTEE 122 EAST 42ND STREET NEW YORK, NY 10168	N/A	501(C)(3)	GRANT TO ANOTHER 501(C)(3) ORGANIZATION	100,000.
MEDIA MATTERS FOR AMERICA 1625 MASSACHUSETTS AVENUE WASHINGTON, DC 20036	N/A	501(C)(3)	GRANT TO ANOTHER 501(C)(3) ORGANIZATION	100,000.
MUSEUM OF THE AMERICAN REVOLUTION 101 SOUTH THIRD STREET PHILADELPHIA, PA 19106	N/A	501(C)(3)	GRANT TO ANOTHER 501(C)(3) ORGANIZATION	200,000.
MUSICOPIA 2001 MARKET STREET, SUITE 3100 PHILADELPHIA, PA 19103	N/A	501(C)(3)	GRANT TO ANOTHER 501(C)(3) ORGANIZATION	25,000.
NANTUCKET COTTAGE HOSPITAL 57 PROSPECT STREET NANTUCKET, MA 02554	N/A	501(C)(3)	GRANT TO ANOTHER 501(C)(3) ORGANIZATION	100,000.
NATIONAL LIBERTY MUSEUM 321 CHESTNUT STREET PHILADELPHIA, PA 19106	N/A	501(C)(3)	GRANT TO ANOTHER 501(C)(3) ORGANIZATION	50,000.
NATIONAL RESOURCES DEFENSE COUNCIL 40 W. 20TH STREET, 11TH FLOOR NEW YORK, NY 10011	N/A	501(C)(3)	GRANT TO ANOTHER 501(C)(3) ORGANIZATION	50,000.
PHILADELPHIA ART MUSEUM 2600 BENJAMIN FRANKLIN PARKWAY PHILADELPHIA, PA 19130	N/A	501(C)(3)	GRANT TO ANOTHER 501(C)(3) ORGANIZATION	200,000.
PHILADELPHIA CHAMBER MUSIC SOCIETY 1616 WALNUT STREET, SUITE 1600 PHILADELPHIA, PA 19103	N/A	501(C)(3)	ENDOWMENT	50,000.
PHILADELPHIA ORCHESTRA 260 SOUTH BROAD STREET, 16TH FLOOR PHILADELPHIA, PA 19102	N/A	501(C)(3)	TO SUPPORT VIDEO PRODUCTION	400,000.
Total from continuation sheets				2,270,000.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SETTLEMENT MUSIC SCHOOL 416 QUEEN STREET PHILADELPHIA, PA 19147	N/A	501(C)(3)	GRANT TO ANOTHER 501(C)(3) ORGANIZATION	100,000.
THE KIMMEL CENTER FOR PERFORMING ART 300 SOUTH BROAD STREET PHILADELPHIA, PA 19102	N/A	501(C)(3)	GRANT TO ANOTHER 501(C)(3) ORGANIZATION	50,000.
THE WILDERNESS SOCIETY 1615 M STREET, NW WASHINGTON, DC 20036	N/A	501(C)(3)	GRANT TO ANOTHER 501(C)(3) ORGANIZATION	50,000.
THOMAS JEFFERSON UNIVERSITY HOSPITAL 909 WALNUT STREET, 2ND FLOOR PHILADELPHIA, PA 19107	N/A	501(C)(3)	ENDOWMENT FOR NEUROVASCULAR RESEARCH LABORATORY	250,000.
TRUSTEES OF THE UNIVERSITY OF PENNSYLVANIA, CCPPR 3815 WALNUT STREET PHILADELPHIA, PA 19104	N/A	501(C)(3)	ENDOWMENT	219,000.
YALE LAW SCHOOL 416 QUEEN STREET PHILADELPHIA, PA 19147	N/A	501(C)(3)	GRANT TO ANOTHER 501(C)(3) ORGANIZATION	50,000.
WHYY, INC 150 N. 6TH STREET PHILADELPHIA, PA 19106	N/A	501(C)(3)	GRANT TO ANOTHER 501(C)(3) ORGANIZATION	50,000.
FOREIGN POLICY RESEARCH INSTITUTE 1528 WALNUT ST # 610 PHILADELPHIA, PA 19102	N/A	501(C)(3)	GRANT TO ANOTHER 501(C)(3) ORGANIZATION	100,000.
PHILADELPHIA ZOO 3400 W GIRARD AVE PHILADELPHIA, PA 19104	N/A	501(C)(3)	GRANT TO ANOTHER 501(C)(3) ORGANIZATION	50,000.
CB COMMUNITY HIGH SCHOOL 101 FREELAND AVE PHILADELPHIA, PA 19128	N/A	501(C)(3)	GRANT TO ANOTHER 501(C)(3) ORGANIZATION	50,000.
Total from continuation sheets				

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

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
WELLS FARGO & CO BOND	2,125,890.	2,284,500.	0.	0.	-158,610.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
BANK OF AMERICA BOND	3,180,254.	3,093,757.	0.	0.	86,497.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
BANK OF AMERICA 6500 BOND	229,899.	230,009.	0.	0.	-110.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
GENERAL ELECTRIC 5000 BOND	1,894,744.	1,848,263.	0.	0.	46,481.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
6,237 SHARES CAMPBELL SOUP	296,863.	197,904.	0.	0.	98,959.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,862 SHARES CARNIVAL CORP	187,825.	69,175.	0.	0.	118,650.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,881 SHARES DOLLAR TREE INC	174,457.	25,600.	0.	0.	148,857.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,778 SHARES MANHATTAN ASSOCIATES INC	156,701.	39,395.	0.	0.	117,306.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,445 SHARES MASCO CORP	133,565.	32,827.	0.	0.	100,738.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,841 SHARES EBAY INC	99,768.	45,983.	0.	0.	53,785.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,422 SHARES TOLL BROTHERS INC	65,755.	36,140.	0.	0.	29,615.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,378 SHARES GLAXOSMITHKLINE	47,700.	50,187.	0.	0.	-2,487.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
583 SHARES EXXON MOBIL CORP	47,648.	45,818.	0.	0.	1,830.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,650 SHARES GENERAL ELECTRIC	46,152.	41,923.	0.	0.	4,229.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,961 SHARES ALLEGHENY TECHNOLOGIES	41,532.	47,319.	0.	0.	-5,787.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
438 SHARES SUNTRUST BANKS	24,781.	10,130.	0.	0.	14,651.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
382 SHARES TOPBUILD CORP	24,348.	4,405.	0.	0.	19,943.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
371 SHARES SCHLUMBERGER	23,287.	15,627.	0.	0.	7,660.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
477 SHARES HSBC HLDGS	22,664.	22,457.	0.	0.	207.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
212 SHARES CARLISLE COMPANIES	22,534.	4,253.	0.	0.	18,281.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
795 SHARES FIFTH THIRD BANCORP	22,208.	6,336.	0.	0.	15,872.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,060 SHARES MANULIFE FINANCIAL CORP	21,902.	17,649.	0.	0.	4,253.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
761 SHARES INTERNATIONAL GAME TECHNOLOGY	20,106.	47,108.	0.	0.	-27,002.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
318 SHARES BRISTOL MYERS SQUIBB	19,090.	7,273.	0.	0.	11,817.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
359 SHARES CHEMOURS COMPANY	17,650.	2,389.	0.	0.	15,261.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
106 SHARES INTERNATIONAL BUSINESS MACHINES	15,393.	8,856.	0.	0.	6,537.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
212 SHARES ROYAL DUTCH SHELL	13,547.	11,225.	0.	0.	2,322.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
318 SHARES APACHE CORP	13,432.	23,418.	0.	0.	-9,986.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
319 SHARES JOHNSON CONTROLS INTL	11,453.	6,376.	0.	0.	5,077.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
254 SHARES BAKER HUGHES	7,673.	7,220.	0.	0.	453.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
80 SHARES PENTAIR	5,397.	2,793.	0.	0.	2,604.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
310 SHARES NOW	3,262.	6,880.	0.	0.	-3,618.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
31 SHARES ADIENT	2,313.	1,403.	0.	0.	910.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
69 SHARES MALLINCKRODT PUBLIC	1,448.	2,456.	0.	0.	-1,008.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
12,118 SHARES FRANKLIN RESOURCES	492,867.	454,927.	0.	0.	37,940.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
988 SHARES SYSCO CORP	53,569.	30,130.	0.	0.	23,439.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
8,434 SHARES PAPA JOHNS INTL	492,851.	352,710.	0.	0.	140,141.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,316 SHARES ALLERGAN	382,317.	299,904.	0.	0.	82,413.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,780 SHARES SHEIN HENRY INC	190,405.	100,666.	0.	0.	89,739.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,446 SHARES HAIN CELESTIAL GROUP	49,711.	32,460.	0.	0.	17,251.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,781 SHARES NEWELL RUBBERMAID INC	47,593.	33,483.	0.	0.	14,110.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
17,005 SHARES MANHATTAN ASSOCIATES INC	839,985.	823,912.	0.	0.	16,073.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
8,457 SHARES DOLLAR TREE INC	728,882.	409,232.	0.	0.	319,650.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,213 SHARES GOLDMAN SACHS GROUP	726,211.	832,071.	0.	0.	-105,860.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
158 SHARES BOOKING HOLDINGS	336,667.	154,772.	0.	0.	181,895.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,366 SHARES ESTEE LAUDER	209,484.	78,083.	0.	0.	131,401.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,169 SHARES INTERNATIONAL FLAVOR & FRAGRANCES	146,925.	33,597.	0.	0.	113,328.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,325 SHARES WALT DISNEY CO	140,635.	29,786.	0.	0.	110,849.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,255 SHARES ABBVIE INC	123,530.	41,499.	0.	0.	82,031.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,420 SHARES PAYPAL HOLDINGS	121,581.	33,861.	0.	0.	87,720.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,273 SHARES MEDTRONIC	109,189.	38,877.	0.	0.	70,312.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,862 SAHRES COMCAST CORP	93,802.	22,595.	0.	0.	71,207.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,152 SHARES DODUPONT INC	75,832.	23,557.	0.	0.	52,275.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,620 SHARES CISCO SYSTEMS INC	70,730.	27,666.	0.	0.	43,064.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,510 SHARES BP	67,585.	69,188.	0.	0.	-1,603.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,037 SHARES KELLOGG CO	67,128.	52,203.	0.	0.	14,925.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
973 SHARES ABBOTT LABS	60,256.	25,932.	0.	0.	34,324.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
291 SHARES 3M CO	57,724.	16,636.	0.	0.	41,088.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
503 SHARES UNITED PARCEL SVS	57,685.	27,253.	0.	0.	30,432.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
265 SHARES AMGEN	49,431.	15,261.	0.	0.	34,170.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
371 SHARES JOHNSON & JOHNSON	45,324.	21,952.	0.	0.	23,372.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
810 SHARES WELLS FARGO & CO	44,320.	23,328.	0.	0.	20,992.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
477 SHARES PROCTER & GAMBLE CO	36,090.	29,154.	0.	0.	6,936.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
817 SHARES ORACLE CORP	34,984.	21,291.	0.	0.	13,693.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
318 SHARES PEPSICO	33,661.	17,452.	0.	0.	16,209.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
636 SHARES COCA COLA CO	27,627.	14,396.	0.	0.	13,231.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
620 SHARES NATIONAL OILWELL VARCO	26,121.	25,645.	0.	0.	476.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
181 SHARES AMERICAN TOWER REIT	25,271.	13,666.	0.	0.	11,605.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
265 SHARES ELI LILLY & CO	22,988.	10,513.	0.	0.	12,475.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
352 SHARES MERCK & CO	21,473.	10,419.	0.	0.	11,054.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
295 SHARES CVS CAREMARK	20,778.	14,249.	0.	0.	6,529.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
371 SHARES INTEL CORP	19,847.	5,450.	0.	0.	14,397.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,292 SHARES UBS	19,740.	15,749.	0.	0.	3,991.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
265 SHARES CICINNATI FINANCIAL CORP	18,236.	7,669.	0.	0.	10,567.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
127 SHARES CHUBB LTD	16,191.	10,628.	0.	0.	5,563.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
318 SHARES LOEWS CORP	15,778.	8,831.	0.	0.	6,947.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
159 SHARES CAPITAL ONE FINANCIAL CORP	15,257.	4,907.	0.	0.	10,350.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
17,005 SHARES MANHATTAN ASSOCIATES INC	835,316.	1,057,444.	0.	0.	-222,128.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
8,458 SHARES DOLLAR TREE	732,124.	671,147.	0.	0.	60,977.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,214 SHARE GOLDMAN SACHS GROUP	721,439.	832,330.	0.	0.	-110,891.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
159 SHARES BOOKING HOLDINGS	339,082.	155,752.	0.	0.	183,330.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,367 SHARES ESTEE LAUDER	207,839.	98,922.	0.	0.	108,917.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,170 SHARES INTERNATIONAL FLAVORS & FRAGRANCES	146,224.	33,626.	0.	0.	112,598.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,325 SHARES WALT DISNEY CO	141,107.	29,786.	0.	0.	111,321.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,421 SHARES PAYPAL HOLDINGS	122,387.	33,885.	0.	0.	88,502.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,256 SHARES ABBVIE INC	120,727.	78,148.	0.	0.	42,579.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,274 SHARES MEDTRONIC	109,359.	48,508.	0.	0.	60,851.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,862 SHARES COMCAST CORP	94,332.	22,595.	0.	0.	71,737.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,153 SHARES DOWDUPONT INC	75,299.	23,577.	0.	0.	51,722.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,621 SHARES CISCO SYSTEMS INC	70,106.	31,475.	0.	0.	38,631.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,037 SHARES KELLOGG CO	69,177.	57,540.	0.	0.	11,637.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,511 SHARES BP	66,979.	69,234.	0.	0.	-2,255.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
973 SHARES ABBOTT LABS	59,934.	58,484.	0.	0.	1,450.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
504 SHARES UNITED PARCEL SVS	57,361.	27,307.	0.	0.	30,054.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
292 SHARES 3M CO	57,236.	16,694.	0.	0.	40,542.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
265 SHARES AMGEN	49,029.	15,261.	0.	0.	33,768.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
371 SHARES JOHNSON & JOHNSON	45,008.	21,952.	0.	0.	23,056.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
811 SHARES WELLS FARGO & CO	44,306.	23,275.	0.	0.	21,031.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
477 SHARES PROCTER & GAMBLE CO	36,356.	29,154.	0.	0.	7,202.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
818 SHARES ORACLE CORP	35,252.	27,168.	0.	0.	8,084.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
318 SHARES PEPSICO	33,982.	17,452.	0.	0.	16,530.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
636 SHARES COCA COLA CO	27,375.	14,396.	0.	0.	12,979.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
620 SHARES NATIONAL OILWELL VARCO	25,861.	37,622.	0.	0.	-11,761.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
181 SHARES AMERICAN TOWER REIT	25,581.	10,940.	0.	0.	14,641.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
265 SHARES ELI LILLY & CO	22,741.	10,513.	0.	0.	12,228.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
353 SHARES MERCK & CO	21,489.	10,442.	0.	0.	11,047.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
295 SHARES CVS	20,970.	14,249.	0.	0.	6,721.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,292 SHARES UBS	19,645.	20,364.	0.	0.	-719.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
371 SHARES INTEL CORP	19,371.	5,450.	0.	0.	13,921.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
265 SHARES CINCINNATI FINANCIAL CORP	17,998.	7,669.	0.	0.	10,329.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
128 SHARES CHUBB LTD	15,976.	10,712.	0.	0.	5,264.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
318 SHARES LOEWS CORP	15,483.	8,831.	0.	0.	6,652.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
159 SHARES CAPITAL ONE FINANCIAL CORP	DONATED	VARIOUS	06/25/18	
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
15,174.	4,907.	0.	0.	10,267.
CAPITAL GAINS DIVIDENDS FROM PART IV				146,847.
TOTAL TO FORM 990-PF, PART I, LINE 6A				3,495,574.

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
MORGAN STANLEY	601,791.	601,791.	
TOTAL TO PART I, LINE 3	601,791.	601,791.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MORGAN STANLEY	129,240.	0.	129,240.	129,240.	
VANGUARD	851,208.	146,847.	704,361.	704,361.	
TO PART I, LINE 4	980,448.	146,847.	833,601.	833,601.	

FORM 990-PF RENTAL INCOME STATEMENT 4

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
DEVON PARK CC PARTNERS, LP	1	-38,025.
1000 HOWARD BOULEVARD PARTNERS, LP	2	-30,059.
2301 RENAISSANCE PARTNERS, LP	3	-7,725.
TOTAL TO FORM 990-PF, PART I, LINE 5A		-75,809.

FORM 990-PF OTHER INCOME STATEMENT 5

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DEVON PARK CC PARTNERS LP	0.	31.	
DEVON PARK CC PARTNERS LP	99,000.	99,000.	
HOWARD BOULEVARD PARTNERS LP	105,000.	105,000.	
2301 RENAISSANCE PARTNERS LP	41,000.	41,000.	
TOTAL TO FORM 990-PF, PART I, LINE 11	245,000.	245,031.	

FORM 990-PF LEGAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
STRADLEY, RONON, STEVENS & YOUNG, LLP	16,382.	16,382.		0.
TO FM 990-PF, PG 1, LN 16A	16,382.	16,382.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MORGAN STANLEY - CUSTODY FEES	52.	52.		0.
TO FORM 990-PF, PG 1, LN 16C	52.	52.		0.

FORM 990-PF	TAXES	STATEMENT	8
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX PAID	96.	0.		0.
2017 ESTIMATED TAX	35,220.	0.		0.
2016 TAX	20,984.	0.		0.
TO FORM 990-PF, PG 1, LN 18	56,300.	0.		0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
NORTEL NETWORKS	28.	0.
BERKSHIRE HATHAWAY INC	133,927.	301,550.
ENTERCOM COMMUNICATIONS	741,750.	566,250.
TOTAL TO FORM 990-PF, PART II, LINE 10B	875,705.	867,800.

FORM 990-PF	CORPORATE BONDS	STATEMENT 10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BANK OF AMERICA CORP SERIES M	3,220,123.	3,003,000.
JP MORGAN CHASE	2,260,944.	2,072,500.
WELLS FARGO CO SER K	2,197,379.	2,021,000.
SUNTRUST BANKS CORP BOND	1,000,000.	981,880.
CITIGROUP INC 5900	1,092,212.	1,023,400.
GOLDMAN SACHS GROUP 5375	1,031,052.	1,020,000.
MORGAN STANLEY - H 5450	1,048,476.	1,015,000.
TOTAL TO FORM 990-PF, PART II, LINE 10C	11,850,186.	11,136,780.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 11
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
VANGUARD TOTAL STOCK MARKET INDEX FUND	COST	4,299,474.	7,476,441.
VANGUARD EQUITY INCOME FUND	COST	5,141,670.	7,389,817.
VANGUARD WELLESLEY INCOME FUND	COST	6,300,177.	7,051,575.
AEGON NV PERPETUAL PFD CAPITAL SECURITIES 6.375%	COST	45,540.	46,728.
VANGUARD UTILITIES INDEX FUND	COST	5,609,406.	7,187,658.
DEVON PARK CC PARTNERS LP	COST	1,000,000.	1,000,000.
1000 HOWARD BOULEVARD PARTNERS, LP	COST	1,000,000.	1,000,000.
2301 RENAISSANCE PARTNER LP	COST	1,000,000.	1,000,000.
VANGUARD REAL ESTATE INDEX FUND	COST	1,000,000.	1,018,048.
VANGUARD SHORT TERM INVESTMENT GRADE FUND	COST	3,000,452.	3,000,452.
TOTAL TO FORM 990-PF, PART II, LINE 13		28,396,719.	36,170,719.

FORM 990-PF	PART XV - LINE 1A LIST OF FOUNDATION MANAGERS	STATEMENT 12
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NAME OF MANAGER

JOSEPH M. FIELD
MARIE H. FIELD