Form **990-PF**

Department of the Treasury
Internal Revenue Service

# Return of Private Foundation
## or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

**Note.** The foundation may be able to use a copy of this return to satisfy state reporting requirements.

OMB No 1545-0052

**2009**

For calendar year 2009, or tax year beginning , and ending

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

Use the IRS label Otherwise, print or type. See Specific Instructions.

Name of foundation: FAIR PLAY FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) / Room/suite: SUITE 1010, 100 WEST 10TH STREET

City or town, state, and ZIP code: WILMINGTON, DE 19801

A Employer identification number: 51-6017779

B Telephone number: 302-777-4711

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 11,032,989.

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

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

| | | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|---|---|---|---|---|---|
| Revenue | 1 Contributions, gifts, grants, etc., received | | | N/A | |
| | 2 Check ▶ [X] if the foundation is not required to attach Sch B | | | | |
| | 3 Interest on savings and temporary cash investments | 98. | 98. | | STATEMENT 1 |
| | 4 Dividends and interest from securities | 239,909. | 239,909. | | STATEMENT 2 |
| | 5a Gross rents | 6,083. | 6,083. | | STATEMENT 3 |
| | b Net rental income or (loss) 6,083. | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | <143,497.> | | | |
| | b Gross sales price for all assets on line 6a 2,760,448. | | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | 0. | | |
| | 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 | 50. | 50. | | STATEMENT 4 |
| | 12 **Total.** Add lines 1 through 11 | 102,643. | 246,140. | | |
| Operating and Administrative Expenses | 13 Compensation of officers, directors, trustees, etc | 113,000. | 0. | | 113,000. |
| | 14 Other employee salaries and wages | | | | |
| | 15 Pension plans, employee benefits | | | | |
| | 16a Legal fees | | | | |
| | b Accounting fees STMT 5 | 18,750. | 18,750. | | 0. |
| | c Other professional fees STMT 6 | 74,619. | 71,019. | | 3,600. |
| | 17 Interest | | | | |
| | 18 Taxes STMT 7 | 9,302. | 1,042. | | 8,260. |
| | 19 Depreciation and depletion | 340. | 340. | | |
| | 20 Occupancy | 15,153. | 15,153. | | 0. |
| | 21 Travel, conferences, and meetings | 10,700. | 10,700. | | 0. |
| | 22 Printing and publications | | | | |
| | 23 Other expenses STMT 8 | 25,125. | 25,125. | | 0. |
| | 24 **Total operating and administrative expenses.** Add lines 13 through 23 | 266,989. | 142,129. | | 124,860. |
| | 25 Contributions, gifts, grants paid | 471,200. | | | 471,200. |
| | 26 **Total expenses and disbursements** Add lines 24 and 25 | 738,189. | 142,129. | | 596,060. |
| | 27 Subtract line 26 from line 12: | | | | |
| | a Excess of revenue over expenses and disbursements | <635,546.> | | | |
| | b **Net investment income** (if negative, enter -0-) | | 104,011. | | |
| | c **Adjusted net income** (if negative, enter -0-) | | | N/A | |

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## 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 | 1,431. | 286,933. | 286,933. |
| | 2 Savings and temporary cash investments | | | |
| | 3 Accounts receivable ▶ | | | |
| | Less: allowance for doubtful accounts ▶ | | | |
| | 4 Pledges receivable ▶ | | | |
| | Less: allowance for doubtful accounts ▶ | | | |
| | 5 Grants receivable | | | |
| | 6 Receivables due from officers, directors, trustees, and other disqualified persons | 14,239. | | |
| | 7 Other notes and loans receivable ▶ | | | |
| | Less: allowance for doubtful accounts ▶ | | | |
| | 8 Inventories for sale or use | | | |
| | 9 Prepaid expenses and deferred charges | 23,595. | 6,914. | 6,914. |
| | 10a Investments - U.S. and state government obligations STMT 10 | 1,110,556. | 878,289. | 936,246. |
| | b Investments - corporate stock STMT 11 | 7,721,684. | 7,339,867. | 8,069,461. |
| | c Investments - corporate bonds STMT 12 | 910,903. | 911,354. | 963,201. |
| | 11 Investments - land, buildings, and equipment basis ▶ 33,697. | | | |
| | Less accumulated depreciation STMT 13▶ | 33,697. | 33,697. | 770,000. |
| | 12 Investments - mortgage loans | | | |
| | 13 Investments - other | 280,723. | | |
| | 14 Land, buildings, and equipment: basis ▶ 109,422. | | | |
| | Less accumulated depreciation STMT 14▶ 109,188. | 574. | 234. | 234. |
| | 15 Other assets (describe ▶ ) | | | |
| | 16 **Total assets** (to be completed by all filers) | 10,097,402. | 9,457,288. | 11,032,989. |
| **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 ▶ STATEMENT 15) | 16,766. | 18,278. | |
| | 23 **Total liabilities** (add lines 17 through 22) | 16,766. | 18,278. | |
| **Net Assets or Fund Balances** | **Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.** | | | |
| | 24 Unrestricted | 10,080,636. | 9,439,010. | |
| | 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 | | | |
| | 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** | 10,080,636. | 9,439,010. | |
| | 31 **Total liabilities and net assets/fund balances** | 10,097,402. | 9,457,288. | |

## 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 | 10,080,636. |
| 2 | Enter amount from Part I, line 27a | 2 | <635,546.> |
| 3 | Other increases not included in line 2 (itemize) ▶ | 3 | 0. |
| 4 | Add lines 1, 2, and 3 | 4 | 9,445,090. |
| 5 | Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9 | 5 | 6,080. |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 9,439,010. |

## 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 | MORGAN STANLEY (SEE SCHEDULE NO. 3) | P | VARIOUS | VARIOUS |
| 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 | 2,760,448. | | 2,903,945. | <143,497.> |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | |

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

| | (i) F.M.V. as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | (l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h)) |
|---|---|---|---|---|
| a | | | | <143,497.> |
| 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 | <143,497.> |
| 3 | Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 | 3 | N/A |

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see 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)) |
|---|---|---|---|
| 2008 | 595,867. | 12,953,886. | .045999 |
| 2007 | 688,446. | 13,745,131. | .050087 |
| 2006 | 681,971. | 13,210,341. | .051624 |
| 2005 | 668,901. | 13,042,928. | .051285 |
| 2004 | 680,296. | 12,774,044. | .053256 |

| | | | |
|---|---|---|---|
| 2 | **Total** of line 1, column (d) | 2 | .252251 |
| 3 | Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years | 3 | .050450 |
| 4 | Enter the net value of noncharitable-use assets for 2009 from Part X, line 5 | 4 | 9,968,274. |
| 5 | Multiply line 4 by line 3 | 5 | 502,899. |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 1,040. |
| 7 | Add lines 5 and 6 | 7 | 503,939. |
| 8 | Enter qualifying distributions from Part XII, line 4 | 8 | 596,060. |

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 ▶ [X] and enter 1% of Part I, line 27b | | | 1 | 1,040. |
| 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 | 1,040. |
| 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 | 1,040. |
| 6 | Credits/Payments: | | | | |
| a | 2009 estimated tax payments and 2008 overpayment credited to 2009 | 6a | 2,480. | | |
| b | Exempt foreign organizations - tax withheld at source | 6b | | | |
| c | Tax paid with application for extension of time to file (Form 8868) | 6c | | | |
| d | Backup withholding erroneously withheld | 6d | | | |
| 7 | Total credits and payments. Add lines 6a through 6d | | | 7 | 2,480. |
| 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 | 1,440. |
| 11 | Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ | 1,040. | **Refunded** ▶ | 11 | 400. |

## Part VII-A Statements Regarding Activities

| | | | Yes | No |
|---|---|---|---|---|
| 1a | During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? | 1a | | X |
| b | Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for 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* | 1b | | X |
| c | Did the foundation file **Form 1120-POL** for this year? | 1c | | X |
| d | Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0. | | | |
| e | Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0. | | | |
| 2 | Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.* | 2 | | X |
| 3 | Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes* | 3 | | X |
| 4a | Did the foundation have unrelated business gross income of $1,000 or more during the year? | 4a | | X |
| b | If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A | 4b | | |
| 5 | Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T* | 5 | | X |
| 6 | Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? | 6 | X | |
| 7 | Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.* | 7 | X | |
| 8a | Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ DE | | | |
| 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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? *If "Yes," complete Part XIV* | 9 | | X |
| 10 | Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses | 10 | | X |

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

| | | | Yes | No |
|---|---|---|---|---|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) | 11 | | X |
| 12 | Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? | 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 ▶ MANAGEMENT Telephone no. ▶ 302-777-4711

Located at ▶ SUITE 1010, 100 W 10TH ST, WILM DE ZIP+4 ▶ 19801

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

## 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 page 20 of the instructions)? | N/A | 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 2009? | | 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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? | ☐ 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.) | N/A | 2b | | |
| c | If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______ | | | | |
| 3a | Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? | ☐ Yes ☒ No | | | |
| b | If "Yes," did it have excess business holdings in 2009 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 2009.)* | N/A | 3b | | |
| 4a | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | | 4a | | X |
| b | Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009? | | 4b | | X |

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

| | | | | |
|---|---|---|---|---|
| **5a** During the year did the foundation pay or incur any amount to: | | | | |
| **(1)** Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? | ☐ Yes ☒ No | | | |
| **(2)** Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? | ☐ Yes ☒ No | | | |
| **(3)** Provide a grant to an individual for travel, study, or other similar purposes? | ☐ Yes ☒ No | | | |
| **(4)** Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? | ☐ Yes ☒ No | | | |
| **(5)** Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? | ☐ Yes ☒ No | | | |
| **b** If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? | N/A | **5b** | | |
| Organizations relying on a current notice regarding disaster assistance check here | ▶ ☐ | | | |
| **c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A | ☐ Yes ☐ No | | | |
| *If "Yes," attach the statement required by Regulations section 53 4945-5(d)* | | | | |
| **6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? | ☐ Yes ☒ No | | | |
| **b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | | **6b** | | X |
| *If "Yes" to 6b, file Form 8870.* | | | | |
| **7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? | ☐ Yes ☒ No | | | |
| **b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? | N/A | **7b** | | |

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

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

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---|---|---|---|---|
| SEE SCHEDULE NO. 4 | | | | |

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

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

**Total** number of other employees paid over $50,000 ▶ 0

**Part VIII** **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

**3 Five highest-paid independent contractors for professional services. If none, enter "NONE."**

| (a) Name and address of each person paid more than $50,000 | (b) Type of service | (c) Compensation |
|---|---|---|
| NONE | | |
| | | |
| | | |
| | | |
| | | |
| **Total** number of others receiving over $50,000 for professional services ▶ | | 0 |

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

| List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc. | Expenses |
|---|---|
| 1 N/A | 0. |
| 2 | |
| 3 | |
| 4 | |

**Part IX-B** **Summary of Program-Related Investments**

| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2. | Amount |
|---|---|
| 1 | |
| 2 | |
| All other program-related investments. See instructions.<br>3 N/A | 0. |
| **Total.** Add lines 1 through 3 ▶ | 0. |

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

| | | | |
|---|---|---|---|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes: | | |
| a | Average monthly fair market value of securities | 1a | 9,132,813. |
| b | Average of monthly cash balances | 1b | 217,262. |
| c | Fair market value of all other assets | 1c | 770,000. |
| d | **Total** (add lines 1a, b, and c) | 1d | 10,120,075. |
| 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 | 10,120,075. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 151,801. |
| 5 | **Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 9,968,274. |
| 6 | **Minimum investment return.** Enter 5% of line 5 | 6 | 498,414. |

**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 | 498,414. |
| 2a | Tax on investment income for 2009 from Part VI, line 5 2a 1,040. | | |
| b | Income tax for 2009. (This does not include the tax from Part VI.) 2b | | |
| c | Add lines 2a and 2b | 2c | 1,040. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 497,374. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | 0. |
| 5 | Add lines 3 and 4 | 5 | 497,374. |
| 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 | 497,374. |

**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 | 596,060. |
| 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 | 596,060. |
| 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 | 1,040. |
| 6 | **Adjusted qualifying distributions.** Subtract line 5 from line 4 | 6 | 595,020. |

**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 2008 | (c) 2008 | (d) 2009 |
|---|---|---|---|---|
| 1 Distributable amount for 2009 from Part XI, line 7 | | | | 497,374. |
| 2 Undistributed income, if any, as of the end of 2009 | | | | |
| a Enter amount for 2008 only | | | 0. | |
| b Total for prior years: ______ , ______ , ______ | | 0. | | |
| 3 Excess distributions carryover, if any, to 2009: | | | | |
| a From 2004 60,101. | | | | |
| b From 2005 27,666. | | | | |
| c From 2006 38,695. | | | | |
| d From 2007 19,395. | | | | |
| e From 2008 | | | | |
| f **Total** of lines 3a through e | 145,857. | | | |
| 4 Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 596,060. | | | | |
| a Applied to 2008, 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 2009 distributable amount | | | | 497,374. |
| e Remaining amount distributed out of corpus | 98,686. | | | |
| 5 Excess distributions carryover applied to 2009 (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 | 244,543. | | | |
| 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 2008. Subtract line 4a from line 2a. Taxable amount - see instr. | | | 0. | |
| f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010 | | | | 0. |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) | 0. | | | |
| 8 Excess distributions carryover from 2004 not applied on line 5 or line 7 | 60,101. | | | |
| 9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a | 184,442. | | | |
| 10 Analysis of line 9: | | | | |
| a Excess from 2005 27,666. | | | | |
| b Excess from 2006 38,695. | | | | |
| c Excess from 2007 19,395. | | | | |
| d Excess from 2008 | | | | |
| e Excess from 2009 98,686. | | | | |

**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 2009, enter the date of the ruling ▶

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

| | Tax year | Prior 3 years | | | |
|---|---|---|---|---|---|
| | (a) 2009 | (b) 2008 | (c) 2007 | (d) 2006 | (e) Total |
| 2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed | | | | | |
| b 85% of line 2a | | | | | |
| c Qualifying distributions from Part XII, line 4 for each year listed | | | | | |
| d Amounts included in line 2c not used directly for active conduct of exempt activities | | | | | |
| e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c | | | | | |
| 3 Complete 3a, b, or c for the alternative test relied upon. | | | | | |
| a "Assets" alternative test - enter: (1) Value of all assets | | | | | |
| (2) Value of assets qualifying under section 4942(j)(3)(B)(i) | | | | | |
| b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed | | | | | |
| c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) | | | | | |
| (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) | | | | | |
| (3) Largest amount of support from an exempt organization | | | | | |
| (4) Gross investment income | | | | | |

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

BLAINE T. PHILLIPS, EXECUTIVE DIRECTOR, 302-777-4711
STE 1010, 100 WEST 10TH ST., WILMINGTON, DE

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

LETTER EXPLAINING NEEDS

c Any submission deadlines:

APPLICATIONS ACCEPTED AT ANY TIME

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

NONE

**Part XV Supplementary Information** (continued)

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

| Recipient<br>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 SCHEDULE 5 | | | | 471,200. |
| **Total** | | | ▶ 3a | 471,200. |
| b *Approved for future payment* | | | | |
| NONE | | | | |
| **Total** | | | ▶ 3b | 0. |

## Part XVI-A Analysis of Income-Producing Activities

| Enter gross amounts unless otherwise indicated. | Unrelated business income | | Excluded by section 512, 513, or 514 | | (e) |
|---|---|---|---|---|---|
| | (a) Business code | (b) Amount | (c) Exclusion code | (d) Amount | Related or exempt function income |
| 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 | | | 14 | 98. | |
| 4 Dividends and interest from securities | | | 14 | 239,909. | |
| 5 Net rental income or (loss) from real estate: | | | | | |
| a Debt-financed property | | | | | |
| b Not debt-financed property | | | 16 | 6,083. | |
| 6 Net rental income or (loss) from personal property | | | | | |
| 7 Other investment income | | | 14 | 50. | |
| 8 Gain or (loss) from sales of assets other than inventory | | | 18 | <143,497.> | |
| 9 Net income or (loss) from special events | | | | | |
| 10 Gross profit or (loss) from sales of inventory | | | | | |
| 11 Other revenue: | | | | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| 12 Subtotal. Add columns (b), (d), and (e) | | 0. | | 102,643. | 0. |

**13 Total** Add line 12, columns (b), (d), and (e) 13 102,643.

(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). |
|---|---|
| | |

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

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

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

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

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

b If "Yes," complete the following schedule.

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

**Sign Here**

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

Blaine V. Phillips 5/17/10 President-Exec/Dir.

Signature of officer or trustee | Date | Title

**Paid Preparer's Use Only**

Preparer's signature: Coffa ... CPA | Date: 5/5/10 | Check if self-employed ☐ | Preparer's identifying number

Firm's name (or yours if self-employed), address, and ZIP code: GUNNIP & COMPANY LLP, 2751 CENTERVILLE RD., STE. 300, WILMINGTON, DE 19808 | EIN | Phone no. 302-225-5000



923622
02-02-10

2009 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1 990-PF

| Asset No | Description | Date Acquired | Method | Life | Line No | Unadjusted Cost Or Basis | Bus % Excl | * Reduction In Basis | Basis For Depreciation | Accumulated Depreciation | Current Sec 179 | Current Year Deduction |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| 1 | SEE SCHEDULE NO. 2 | | L | | | 33,697. | | | 33,697. | | | 0. |
| 2 | FURNITURE & FIXTURES | 033198 | VAR | .000 | 16 | 108,122. | | | 108,122. | 107,965. | | 154. |
| 3 | PICTURE LIGHTS | 040604 | SL | 7.00 | 16 | 1,300. | | | 1,300. | 883. | | 186. |
| | * TOTAL 990-PF PG 1 DEPR | | | | | 143,119. | | 0. | 143,119. | 108,848. | 0. | 340. |

928102
06-24-09

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

| SOURCE | AMOUNT |
|---|---|
| WILMINGTON TRUST | 98. |
| TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A | 98. |

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

| SOURCE | GROSS AMOUNT | CAPITAL GAINS DIVIDENDS | COLUMN (A) AMOUNT |
|---|---|---|---|
| MORGAN STANLEY DEAN WITTER | 15,836. | 0. | 15,836. |
| MORGAN STANLEY DEAN WITTER #010930 | 41,575. | 0. | 41,575. |
| MORGAN STANLEY DEAN WITTER #095541 | 182,498. | 0. | 182,498. |
| TOTAL TO FM 990-PF, PART I, LN 4 | 239,909. | 0. | 239,909. |

FORM 990-PF RENTAL INCOME STATEMENT 3

| KIND AND LOCATION OF PROPERTY | ACTIVITY NUMBER | GROSS RENTAL INCOME |
|---|---|---|
| RENTAL INCOME | 2 | 6,083. |
| TOTAL TO FORM 990-PF, PART I, LINE 5A | | 6,083. |

FORM 990-PF OTHER INCOME STATEMENT 4

| DESCRIPTION | (A) REVENUE PER BOOKS | (B) NET INVEST-MENT INCOME | (C) ADJUSTED NET INCOME |
|---|---|---|---|
| MISCELLANEOUS | 50. | 50. | |
| TOTAL TO FORM 990-PF, PART I, LINE 11 | 50. | 50. | |

FORM 990-PF ACCOUNTING FEES STATEMENT 5

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST-MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|---|---|---|---|---|
| GUNNIP & COMPANY | 18,750. | 18,750. | | 0. |
| TO FORM 990-PF, PG 1, LN 16B | 18,750. | 18,750. | | 0. |

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 6

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST-MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|---|---|---|---|---|
| JEANNE GAZILLO, SEC. | 3,600. | 0. | | 3,600. |
| MASTEN REALTY, LLC | 1,200. | 1,200. | | 0. |
| OTHER | 4,641. | 4,641. | | 0. |
| COMMISSIONS | 65,178. | 65,178. | | 0. |
| TO FORM 990-PF, PG 1, LN 16C | 74,619. | 71,019. | | 3,600. |

FORM 990-PF TAXES STATEMENT 7

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST-MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|---|---|---|---|---|
| REAL ESTATE TAXES | 1,042. | 1,042. | | 0. |
| PAYROLL TAXES | 8,260. | 0. | | 8,260. |
| TO FORM 990-PF, PG 1, LN 18 | 9,302. | 1,042. | | 8,260. |

FORM 990-PF OTHER EXPENSES STATEMENT 8

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST-MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|---|---|---|---|---|
| INSURANCE | 20,047. | 20,047. | | 0. |
| OFFICE | 3,996. | 3,996. | | 0. |
| DUES AND SUBSCRIPTIONS | 1,082. | 1,082. | | 0. |
| TO FORM 990-PF, PG 1, LN 23 | 25,125. | 25,125. | | 0. |

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 9

| DESCRIPTION | AMOUNT |
|---|---|
| COST BASIS ADJUSTMENT | 2,590. |
| PROVISION FOR FEDERAL EXCISE TAX | 1,040. |
| 2008 RESTATEMENT | 2,450. |
| TOTAL TO FORM 990-PF, PART III, LINE 5 | 6,080. |

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 10

| DESCRIPTION | U.S. GOV'T | OTHER GOV'T | BOOK VALUE | FAIR MARKET VALUE |
|---|---|---|---|---|
| SEE SCHEDULE NO. 1 | X | | 878,289. | 936,246. |
| TOTAL U.S. GOVERNMENT OBLIGATIONS | | | 878,289. | 936,246. |
| TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS | | | | |
| TOTAL TO FORM 990-PF, PART II, LINE 10A | | | 878,289. | 936,246. |

| FORM 990-PF | CORPORATE STOCK | STATEMENT 11 |
|---|---|---|

| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
|---|---|---|
| SEE SCHEDULE NO. 1 | 7,339,867. | 8,069,461. |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | 7,339,867. | 8,069,461. |

| FORM 990-PF | CORPORATE BONDS | STATEMENT 12 |
|---|---|---|

| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
|---|---|---|
| SEE SCHEDULE NO. 1 | 911,354. | 963,201. |
| TOTAL TO FORM 990-PF, PART II, LINE 10C | 911,354. | 963,201. |

| FORM 990-PF | DEPRECIATION OF ASSETS HELD FOR INVESTMENT | STATEMENT 13 |
|---|---|---|

| DESCRIPTION | COST OR OTHER BASIS | ACCUMULATED DEPRECIATION | BOOK VALUE |
|---|---|---|---|
| SEE SCHEDULE NO. 2 | 33,697. | 0. | 33,697. |
| TOTAL TO FM 990-PF, PART II, LN 11 | 33,697. | 0. | 33,697. |

| FORM 990-PF | DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT | STATEMENT 14 |
|---|---|---|

| DESCRIPTION | COST OR OTHER BASIS | ACCUMULATED DEPRECIATION | BOOK VALUE |
|---|---|---|---|
| FURNITURE & FIXTURES | 108,122. | 108,119. | 3. |
| PICTURE LIGHTS | 1,300. | 1,069. | 231. |
| TOTAL TO FM 990-PF, PART II, LN 14 | 109,422. | 109,188. | 234. |

| FORM 990-PF | OTHER LIABILITIES | STATEMENT 15 |
|---|---|---|

| DESCRIPTION | BOY AMOUNT | EOY AMOUNT |
|---|---|---|
| DEFERRED RENTAL INCOME | 5,500. | 6,417. |
| ACCRUED EXPENSE | 11,266. | 11,861. |
| TOTAL TO FORM 990-PF, PART II, LINE 22 | 16,766. | 18,278. |

FAIR PLAY FOUNDATION

SCHEDULE NO. 1
ID NO. 51-6017779
YEAR ENDED 12-31-09

PART II LINE 10 - INVESTMENTS

| | Book Value | Fair Market Value |
|---|---|---|
| 300,000 U S Treasury Note | 300,617 | 319,875 |
| 250,000 Fed Natl Mtg Assn | 250,818 | 264,220 |
| 300,000 Fed Home Loan Mtg Corp | 252,765 | 273,595 |
| 250,000 GNMA PL#468342 SF 6.000% Due 09-15-28 | 10,779 | 11,551 |
| 250,000 GNMA PL#518574 SF 7.000% Due 11-15-29 | 6,918 | 7,823 |
| 53,000 GNMA PL#628032 SF 5.000% Due 03-15-34 | 24,219 | 24,794 |
| 58,000 GNMA PL#658297 SF 6.000% Due 02-15-37 | 32,174 | 34,388 |
| Total Form 990-PF, Page 2, Line 10a | $ 878,289 | $ 936,246 |
| 4000 Accenture LTD | 146,670 | 166,000 |
| 500 Affiliated Mgrs Group, Inc | 48,023 | 33,675 |
| 1000 Aflac Incorporated | 31,943 | 46,250 |
| 800 Air Products & chem Inc | 38,708 | 64,848 |
| 1,000 Anadarko Pete | 24,441 | 62,420 |
| 595 Agrium Inc | 20,336 | 36,593 |
| 1,400 Amazon Com Inc | 122,121 | 188,328 |
| 2,300 Apache Corp | 109,301 | 237,291 |
| 1,000 Apple Inc | 150,248 | 210,732 |
| 1,500 AT & T | 52,826 | 42,045 |
| 350 AXA Ads | 15,854 | 8,288 |
| 550 BAE Sys Plc | 23,617 | 12,749 |
| 400 BASF Ag Sp | 27,390 | 24,840 |
| 1,000 Baxter Intl Inc | 19,120 | 58,680 |
| 2,300 Becton Dickinson & Co | 157,013 | 181,378 |
| 875 BHP Billiton LTD | 75,710 | 67,008 |
| 400 British Amer | 29,727 | 25,864 |
| 375 Brookfield Asset Mgnt | 15,619 | 8,318 |
| 315 Bunge LTD | 16,411 | 20,106 |
| 400 Cadbury SCHW | 22,938 | 20,556 |
| 3,150 Canadian Natl Railway Co | 142,271 | 171,234 |
| 300 Canadian Natural Resources LTD | 22,665 | 21,585 |
| 700 Caterpillar Inc | 25,405 | 39,893 |
| 500 CDN Pacific RY LTD | 34,258 | 27,000 |
| 2,500 Celgene Corp | 139,473 | 139,200 |
| 2,000 Colgate Palmolive co | 126,751 | 164,300 |
| 650 Cooper Industries | 37,181 | 27,716 |
| 1,000 Conocophillips | 29,017 | 51,070 |
| 100 Core Laboratories NV | 13,874 | 11,812 |
| 2,000 Costco Wholesale Corp New | 115,946 | 118,340 |
| 1,500 CVS Caremark Corp | 48,548 | 48,315 |
| 425 Diageo | 38,958 | 29,499 |
| 3,000 Duke Energy Corp Holding Co | 52,247 | 51,630 |
| 3,500 Ecolab Inc | 161,527 | 156,030 |
| 4,300 EMC Corp Mass | 75,366 | 75,121 |

FAIR PLAY FOUNDATION

SCHEDULE NO. 1
ID NO 51-6017779
YEAR ENDED 12-31-09

PART II LINE 10 - INVESTMENTS

| | | Book Value | Fair Market Value |
|---|---|---|---|
| 3,600 | Emerson Electric Co | 107,558 | 153,360 |
| 4,000 | Expeditors Intl Wash Inc | 105,269 | 139,080 |
| 1,500 | Eli Lilly & Co | 54,894 | 53,565 |
| 1,500 | Family Dollar Stores | 42,353 | 41,745 |
| 1,000 | FPL Group Inc | 44,579 | 52,820 |
| 134 | Fibria Celulose SA-Spon ADR | 2,020 | 3,061 |
| 660 | Foster Wheeler AG Com | 15,511 | 19,430 |
| 1,600 | Freeport McMoran | 113,939 | 128,464 |
| 3,000 | General Electric Co | 98,716 | 45,390 |
| 3,200 | Gilead Science | 152,131 | 138,464 |
| 100 | Google | 38,724 | 61,998 |
| 1,200 | HCP Incorporated | 26,055 | 36,648 |
| 3,500 | Hewlett Packard | 162,587 | 180,285 |
| 3,000 | Hudson City Bancorp Inc. | 40,840 | 41,190 |
| 700 | Ingersoll Rand | 37,530 | 25,018 |
| 1,200 | Intercontinental Exchange, Inc | 115,619 | 134,760 |
| 1,000 | Intl Business Machines Corp | 102,359 | 130,900 |
| 2,000 | Ishares MSCI Emerging Mkts FD | 65,104 | 83,000 |
| 2,100 | ITT Corp | 115,120 | 104,454 |
| 1,800 | Johnson & Johnson | 116,058 | 115,938 |
| 5,000 | Juniper Networks | 123,419 | 133,350 |
| 2,500 | Kayne Anderson MLP Invt Co | 53,899 | 62,600 |
| 5,000 | Kraft Foods Inc | 164,635 | 135,900 |
| 600 | Kimberly Clark Corp. | 38,947 | 38,226 |
| 700 | L-3 Communications | 38,069 | 60,865 |
| 1,000 | Laboratory CP Amer | 50,126 | 74,840 |
| 350 | Manulife Financial Corp | 15,367 | 6,419 |
| 3,100 | McDonalds Corp | 133,675 | 193,564 |
| 1,000 | Metlife Inc | 50,530 | 35,350 |
| 4,900 | Microsoft Corp | 119,303 | 149,352 |
| 1,400 | Monsanto Co | 56,953 | 114,450 |
| 2,300 | Nabors Industries LTD | 71,506 | 50,347 |
| 1,062 | Nestle | 47,095 | 51,348 |
| 2,000 | Nike Inc B | 88,112 | 132,140 |
| 1,500 | Noble Corp | 76,988 | 61,050 |
| 1,500 | Northern Trust Corp | 123,548 | 78,600 |
| 550 | Novartis | 29,837 | 29,937 |
| 3,000 | Nucor Corporation | 178,924 | 139,950 |
| 2,000 | Oracle Corp | 46,894 | 49,060 |
| 200 | Partnerre Hldgs | 16,387 | 14,932 |
| 640 | Potash CP of Saskatchewan Inc | 58,530 | 69,440 |
| 2,000 | Praxair Inc | 58,020 | 160,620 |
| 3,300 | Qualcomm Inc | 159,124 | 152,658 |
| 2,000 | Quest Diagnostics Inc. | 111,468 | 120,760 |
| 200 | Rio Tinto PLC | 75,126 | 43,078 |

FAIR PLAY FOUNDATION

SCHEDULE NO. 1
ID NO 51-6017779
YEAR ENDED 12-31-09

PART II LINE 10 - INVESTMENTS

| | | Book Value | Fair Market Value |
|---|---|---|---|
| 125 | RWE Ag | 16,225 | 12,113 |
| 2,700 | Schlumberger Ltd | 190,457 | 175,743 |
| 521 | Simon Ppty Group Inc | 19,207 | 41,576 |
| 192 | Smucker Co | 0 | 11,856 |
| 1,500 | Sun Life Financial | 63,463 | 43,080 |
| 1,400 | Suncor Energy Inc | 70,907 | 49,434 |
| 420 | Sygenta AG ADR | 16,182 | 23,633 |
| 2,000 | T Rowe Price Group Inc | 120,330 | 106,500 |
| 750 | Talisman Energy Inc | 15,653 | 13,980 |
| 550 | Teck Cominco Limited | 29,542 | 19,234 |
| 1,100 | Tenaris S A. | 60,125 | 46,915 |
| 1,000 | Thermo-Fischer Scientific | 31,306 | 47,690 |
| 1,000 | Total Fina Elf SA | 65,852 | 64,040 |
| 1,993 | TransOcean Inc | 200,329 | 165,020 |
| 1,200 | Tyco Electronics | 32,271 | 42,816 |
| 525 | UBS Ag | 29,110 | 8,143 |
| 925 | Unilever NV | 31,933 | 29,905 |
| 2,500 | United Technologies Corp | 116,190 | 173,525 |
| 700 | V F Corporation | 38,632 | 51,268 |
| 1,450 | Vale S A. | 52,555 | 42,094 |
| 1,700 | VISA Inc | 94,290 | 148,682 |
| 5,000 | Vodafone GP Plc ADS New | 114,310 | 115,450 |
| 1,500 | Waste Mgmt Inc (Dela) | 44,823 | 50,715 |
| 2,300 | Weatherford Intl Inc Bermuda | 79,290 | 41,193 |
| 1,600 | Wells Fargo & Co New | 48,482 | 43,184 |
| 100 | Yara Intl ASA | 3,448 | 4,555 |
| Total Form 990-PF, Page 2, Line 10b | | $7,339,867 | $8,069,461 |

| | | Book Value | Fair Market Value |
|---|---|---|---|
| 100,000 | IBM Corp, 4.750%, 11-29-12 | 98,414 | 107,434 |
| 100,000 | Wal-Mart Stores, 4 550%, 05-01-13 | 101,056 | 106,546 |
| 100,000 | Merck & Co Inc, 4 750%, 04-01-15 | 101,226 | 107,221 |
| 100,000 | Oracle Corp, 5 250%, 01-15-16 | 101,351 | 107,986 |
| 100,000 | SBC Communications, 5 875%,02-01-12 | 101,154 | 108,140 |
| 200,000 | General Electric Capital Corp, 4 625%, 09-15-09 | 203,524 | 207,604 |
| 100,000 | Cisco Systems Inc, 5.500%, 02-22-16 | 101,075 | 109,790 |
| 100,000 | Conocophillips, 5 625%, 10-15-16 | 103,553 | 108,480 |
| Total Form 990-PF, Page 2, Line 10c | | $911,354 | $963,201 |

FAIR PLAY FOUNDATION

SCHEDULE NO. 2
ID NO. 51-6017779
YEAR ENDED 12-31-09

| PART II LINE 11 - INVESTMENTS | Book Value | Market Value |
|---|---|---|
| Land - 146 686 acres - Milford Hundred, Kent County | 33,697 | 770,000 |
| | 33,697 | 770,000 |

Fairplay Foundation

Realized Gains and Losses

SCHEDULE NO. 3
ID NO. 51-6017779
YEAR ENDED 12-31-09

| Description | Date Sold | Proceeds | Cost | Gain/ (Loss) |
|---|---|---|---|---|
| Congress #1 - MS 095541 | | | | |
| 2,000 Adobe Systems | 2/3/2009 | 38,339.46 | 70,041 27 | (31,701 81) |
| 400 Amazon Com Inc. | 11/12/2009 | 51,672 45 | 34,914 04 | 16,758 41 |
| 2,200 Caterpillar Inc. | 7/31/2009 | 96,227 80 | 46,213 60 | 50,014 20 |
| 2,500 Cisco Sys Inc. | 8/26/2009 | 54,017.55 | 60,442 18 | (6,424 63) |
| 500 Colgate Palmolive Co. | 11/12/2009 | 39,857 11 | 31,687 78 | 8,169 33 |
| 2,000 Exelon Corp | 5/27/2009 | 93,925 05 | 147,778.89 | (53,853 84) |
| 50,000 FHLMC | 11/12/2009 | 55,323 50 | 50,570 45 | 4,753 05 |
| 200,000 Gen Elec Cap Mtn | 9/15/2009 | 200,000.00 | 200,000 00 | 0 00 |
| 65 830 GNMA Pool | 1/15/2009 | 65 83 | 65 62 | 0 21 |
| 49 100 GNMA Pool | 2/15/2009 | 49 10 | 48 95 | 0 15 |
| 60 090 GNMA Pool | 3/15/2009 | 60 09 | 59 90 | 0 19 |
| 60.420 GNMA Pool | 4/15/2009 | 60 42 | 60 23 | 0 19 |
| 60 740 GNMA Pool | 5/15/2009 | 60 74 | 60 55 | 0 19 |
| 3,348 560 GNMA Pool | 6/15/2009 | 3,348 56 | 3,338 10 | 10 46 |
| 33 780 GNMA Pool | 7/15/2009 | 33 78 | 33 67 | 0 11 |
| 33.960 GNMA Pool | 8/15/2009 | 33.96 | 33 85 | 0 11 |
| 31.920 GNMA Pool | 9/15/2009 | 31 92 | 31 82 | 0 10 |
| 38 150 GNMA Pool | 10/15/2009 | 38 15 | 38.03 | 0 12 |
| 34 050 GNMA Pool | 11/15/2009 | 34.05 | 33 94 | 0 11 |
| 34 230 GNMA Pool | 12/15/2009 | 34 23 | 34.12 | 0.11 |
| 14 480 GNMA Pool | 1/15/2009 | 14 48 | 14 25 | 0 23 |
| 14 570 GNMA Pool | 2/15/2009 | 14 57 | 14 34 | 0 23 |
| 14 660 GNMA Pool | 3/15/2009 | 14.66 | 14 43 | 0 23 |
| 14 860 GNMA Pool | 4/15/2009 | 14 86 | 14 63 | 0 23 |
| 14 850 GNMA Pool | 5/15/2009 | 14 85 | 14 62 | 0 23 |
| 15 290 GNMA Pool | 6/15/2009 | 15.29 | 15 05 | 0 24 |
| 16.290 GNMA Pool | 7/15/2009 | 16 29 | 16 04 | 0 25 |
| 1,439 520 GNMA Pool | 8/15/2009 | 1,439.52 | 1,417.03 | 22 49 |
| 12 690 GNMA Pool | 9/15/2009 | 12 69 | 12 49 | 0 20 |
| 12 770 GNMA Pool | 10/15/2009 | 12 77 | 12 57 | 0.20 |
| 12 850 GNMA Pool | 11/15/2009 | 12 85 | 12.65 | 0.20 |
| 12 930 GNMA Pool | 12/15/2009 | 12.93 | 12 73 | 0 20 |
| 47 370 GNMA Pool | 1/15/2009 | 47 37 | 47.90 | (0.53) |
| 46 440 GNMA Pool | 2/15/2009 | 46.44 | 46.96 | (0 52) |
| 46 480 GNMA Pool | 3/15/2009 | 46.48 | 47 00 | (0 52) |
| 1,433 970 GNMA Pool | 4/15/2009 | 1,433.97 | 1,450 10 | (16.13) |
| 44 270 GNMA Pool | 5/15/2009 | 44 27 | 44 77 | (0 50) |
| 44.460 GNMA Pool | 6/15/2009 | 44 46 | 44 96 | (0.50) |
| 44.440 GNMA Pool | 7/15/2009 | 44 44 | 44.94 | (0 50) |
| 44.650 GNMA Pool | 8/15/2009 | 44 65 | 45.15 | (0.50) |
| 45.810 GNMA Pool | 9/15/2009 | 45.81 | 46 33 | (0 52) |
| 44.750 GNMA Pool | 1/15/2009 | 44.75 | 45 25 | (0 50) |
| 702.170 GNMA Pool | 11/15/2009 | 702.17 | 710 07 | (7 90) |
| 44.040 GNMA Pool | 12/15/2009 | 44.04 | 44.54 | (0.50) |
| 484.990 GNMA Pool | 1/15/2009 | 484 99 | 476.20 | 8 79 |
| 1,324 770 GNMA Pool | 2/15/2009 | 1,324 77 | 1,300 76 | 24.01 |
| 1,027 830 GNMA Pool | 3/15/2009 | 1,027.83 | 1,009 20 | 18.63 |
| 1,346 010 GNMA Pool | 4/15/2009 | 1,346 01 | 1,321 61 | 24.40 |

Fairplay Foundation

Realized Gains and Losses

SCHEDULE NO 3
ID NO 51-6017779
YEAR ENDED 12-31-09

| Description | Date Sold | Proceeds | Cost | Gain/ (Loss) |
|---|---|---|---|---|
| 1,842 510 GNMA Pool | 5/15/2009 | 1,842.51 | 1,809 11 | 33 40 |
| 2,579.590 GNMA Pool | 6/15/2009 | 2,579 59 | 2,532 83 | 46 76 |
| 2,233.870 GNMA Pool | 7/15/2009 | 2,233.87 | 2,193 38 | 40 49 |
| 854 970 GNMA Pool | 8/15/2009 | 854.97 | 839 47 | 15 50 |
| 1,030 760 GNMA Pool | 9/15/2009 | 1,030.76 | 1,012.08 | 18 68 |
| 873.000 GNMA Pool | 10/15/2009 | 873.00 | 857 18 | 15 82 |
| 1,450.21 GNMA Pool | 11/15/2009 | 1,450.21 | 1,423 92 | 26 29 |
| 999 71 GNMA Pool | 12/15/2009 | 999 70 | 981 58 | 18 12 |
| 800 Johnson & Johnson | 10/26/2009 | 47,425 72 | 51,581 45 | (4,155 73) |
| 1,000 JPMorgan Chase & Co | 10/26/2009 | 43,028 62 | 33,576 27 | 9,452 35 |
| 2,500 JPMorgan Chase & Co | 12/4/2009 | 102,759 54 | 83,940 68 | 18,818 86 |
| 1,000 Kroger Co | 4/16/2009 | 20,156 00 | 26,105 29 | (5,949 29) |
| 5,000 Kroger Co. | 9/18/2009 | 102,644 43 | 130,526 45 | (27,882.02) |
| 500 McDonalds Corp. | 6/1/2009 | 29,449.25 | 16,858 52 | 12,590 73 |
| 500 McDonalds Corp | 9/23/2009 | 27,544 22 | 16,858 52 | 10,685 70 |
| 3,800 Medco Health Solutions Inc. | 3/2/2009 | 144,193 85 | 163,826 07 | (19,632 22) |
| 600 Monsanto Co/New | 9/23/2009 | 46,037 23 | 23,485.93 | 22,551 30 |
| 800 Nike Inc B | 5/21/2009 | 40,083 69 | 35,244 94 | 4,838 75 |
| 5,000 Oracle Corp. | 10/2/2009 | 101,149 90 | 112,348.28 | (11,198 38) |
| 1,000 Praxair Inc | 8/26/2009 | 76,168 00 | 29,009 99 | 47,158 01 |
| 2,882 Procter & Gamble | 6/16/2009 | 143,633 54 | 70,972 82 | 72,660 72 |
| 500 St Jude Medical Inc | 6/1/2009 | 19,500 08 | 20,643.15 | (1,143 07) |
| 3,500 St Jude Medical Inc | 10/23/2009 | 119,330 72 | 144,502 01 | (25,171 29) |
| 3,000 Thermo Fisher Scientific Inc | 4/30/2009 | 105,570 71 | 172,853.51 | (67,282 80) |
| 150,000 US TSY Note | 11/12/2009 | 163,037 25 | 152,343.89 | 10,693 36 |
| 3,750 XTO Energy Inc. | 11/24/2009 | 155,234.46 | 184,249.65 | (29,015.19) |
| | | 2,140,393 78 | 2,134,360 53 | 6,033 25 |
| Congress #2 - MS 010930 | | | | |
| 700 Burlington No Santa Fe CP | 11/11/2009 | 67,557.27 | 21,970 60 | 45,586 67 |
| 800 Cardinal Health Inc | 6/16/2009 | 24,041.17 | 46,491 25 | (22,450 08) |
| 300 Caterpillar Inc | 11/11/2009 | 17,624.86 | 10,888 04 | 6,736 82 |
| 700 Consolidated Energy Inc | 6/16/2009 | 27,152 04 | 22,467.61 | 4,684 43 |
| 1,500 Donnelley R R & Sons Co | 12/28/2009 | 32,649.86 | 51,511.30 | (18,861.44) |
| 1,000 Ensco Inntl LTD Spon ADR New | 12/28/2009 | 41,038 21 | 51,639.88 | (10,601 67) |
| 300 Freeport McMoran CP&GLD | 11/11/2009 | 24,519.70 | 20,173.76 | 4,345.94 |
| 1,200 Harris Corporation Delaware | 12/28/2009 | 56,707.33 | 53,561.59 | 3,145 74 |
| Harris Stratex NTWKS Inc A | 5/27/2009 | 0.55 | 0 00 | 0 55 |
| 298 Harris Stratex NTWKS Inc A | 6/10/2009 | 1,867 91 | 1,591 32 | 276 59 |
| 400 Hartford Fin Sers Grp Inc | 6/16/2009 | 4,924.57 | 25,904.69 | (20,980.12) |
| 600 Hartford Fin Sers Grp Inc | 6/16/2009 | 7,386 86 | 46,180 23 | (38,793.37) |
| 250 HSBC ADR Sell | 4/7/2009 | 2,153.34 | 0 00 | 2,153 34 |
| HSBC Hldgs ADR RTS | 3/16/2009 | 0 02 | 0.00 | 0.02 |
| 600 HSBC Holdings PLC | 11/11/2009 | 35,635.68 | 58,617 27 | (22,981 59) |
| 1,000 Ingersoll-Rand PLC SHS | 12/28/2009 | 35,752.81 | 18,231 97 | 17,520.84 |
| 600 Ingersoll-Rand PLC SHS | 12/28/2009 | 21,451.69 | 20,453 00 | 998 69 |
| 1,000 Kimco Ralty Corp MD | 6/16/2009 | 10,389 48 | 15,997 53 | (5,608 05) |
| 1,500 Mirant Corporation New | 6/16/2009 | 23,605.19 | 54,138.67 | (30,533.48) |
| 1,500 PA RL EST Invt TR SBI | 6/16/2009 | 7,809.54 | 45,312 30 | (37,502 76) |
| 800 Parker Hannifin Corp | 11/11/2009 | 44,014.47 | 31,462 20 | 12,552 27 |

Fairplay Foundation

Realized Gains and Losses

SCHEDULE NO 3
ID NO 51-6017779
YEAR ENDED 12-31-09

| Description | Date Sold | Proceeds | Cost | Gain/ (Loss) |
|---|---|---|---|---|
| 1,500 Terex CP New Del | 6/16/2009 | 19,891 28 | 54,242 00 | (34,350 72) |
| 600 Thermo Fisher Scientific Inc | 12/28/2009 | 28,571.74 | 18,783 42 | 9,788 32 |
| 1,000 Torchmark Corp | 6/16/2009 | 36,807.80 | 40,008 92 | (3,201 12) |
| 1,200 Tyco Electronics LTD | 6/16/2009 | 24,263 16 | 42,563 21 | (18,300 05) |
| 1,000 Valero Energy CP Dela New | 6/16/2009 | 17,424 30 | 9,851.60 | 7,572 70 |
| | | 613,240.83 | 762,042 36 | (148,801 53) |
| | | | | |
| Congress #3 - MS 075951 | | | | |
| 100 Aracruz Celulose SA Amer New | 11/27/2009 | 2,030 77 | 7,532 00 | (5,501 23) |
| AXA ADS | 12/4/2009 | 202 90 | 0.00 | 202 90 |
| Firbria Celulose SA-Spon ADR | 11/27/2009 | 12 75 | 10 55 | 2 20 |
| Rio Tinto Plc Spon ADR | 7/17/2009 | 4,566 47 | 0 00 | 4,566 47 |
| | | 6,812 89 | 7,542.55 | (729 66) |
| | | | | |
| Total of Congress #1, #2 and #3 | | 2,760,447 50 | 2,903,945 44 | (143,497 94) |

FAIR PLAY FOUNDATION

SCHEDULE NO 4
ID NO 51-6017779
YEAR ENDED 12-31-09

PART VIII - INFORMATION ABOUT OFFICERS, DIRECTORS, TRUSTEES, FOUNDATION MANAGERS, HIGHLY PAID EMPLOYEES AND CONTRACTORS

| NAME AND ADDRESS | TITLE | CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS, EXPENSE ACCOUNTS, OTHER ALLOWANCES COMPENSATION |
|---|---|---|
| Blaine T Phillips<br>100 West 10th Street, Suite 1010<br>Wilmington, DE 19801 | President/Trustee<br>Executive Director<br>30 Hrs. per week | $ 113,000 Compensation |
| James F. Burnett<br>155 Hickory Hill Road<br>West Chester, PA 19382 | Trustee | -0- |
| Thomas H. Fooks, V<br>5 The Commons<br>3510 Silverside Road<br>Wilmington, DE 19810 | Trustee | -0- |
| Gregory A Inskip<br>109 Marshall Bridge Rd.<br>Kennett Square, PA 19348 | Trustee | -0- |
| Milbrey R. Jacobs<br>900 Burnt Mill Road<br>Wilmington, DE 19807 | Trustee | -0- |
| Blaine T. Phillips, Jr<br>848 Pheasant Run Road<br>West Chester, PA 19348 | Trustee | -0- |
| W. Halsey Spruance, Jr<br>c/o Delaware Museum of<br>Natural History<br>P O Box 3937<br>Wilmington, DE 19807 | Trustee | -0- |

FAIRPLAY FOUNDATION

SCHEDULE NO 5
EIN 51-6017779
YEAR ENDED 12-31-09

PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

| RECIPIENT | RELATIONSHIP | STATUS | PURPOSE | AMOUNT |
|---|---|---|---|---|
| American Chestnut Foundation<br>160 Zillicoa Street, Suite D<br>Asheville, NC 28801 | N/A | Public | Restore the American chestnut tree to its native range within the woodlands of the eastern United States | 5,000 |
| 1103 Market Street Foundation<br>1103 N Market Street<br>Wilmington, DE 19801-1223 | N/A | Public | Historical Societies and related historical activities | 5,000 |
| Amboselli Trust For Elephants<br>10 State Street<br>Newburyport, MA 01950-0807 | N/A | Public | Contribution to Cynthia Moss' peerless research of the huge herd of Amboselli elephants | 15,000 |
| Atlantic Salmon Federation<br>P O Box 807<br>Calais, ME 04619 | N/A | Public | Continued reduction of interceptory commercial fisheries damaging recreational angling in Eastern Canada | 5,000 |
| Bay Journal Fund<br>619 Oakwood Drive<br>Seven Valleys, PA 17360-9395 | N/A | Public | Expand independent, unbiased reporting that informs the public about environmental issues affecting the Chesapeake Bay | 1,000 |
| Brandywine Conservancy<br>PO Box 141<br>Chadds Ford, PA 19317 | N/A | Public | Support for Brandywine River Shad Restoration Project | 13,200 |
| Chadds Ford Historical Society<br>Box 27<br>Chadds Ford, PA 19317 | N/A | Public | Revolutionary War Educational program and exhibits | 10,000 |
| Chesapeake Bay Foundation<br>Phillip Merrill Environmental Center<br>6 Herndon Avenue<br>Annapolis, MD 21403 | N/A | Public | Restoration of the endangered native oysters | 45,000 |
| Christ Church Episcopal School<br>245 Cavalier Drive<br>Greenville, SC 29607 | N/A | Public | Episcopalian education | 2,000 |
| Conservation Fund<br>1800 North Kent Street<br>Suite 1120<br>Arlington, VA 22209 | N/A | Public | Natural areas protection in Delaware | 45,000 |
| DE College of Art & Design<br>600 N Market Street<br>Wilmington, DE 19801 | N/A | Public | educate talented and committed students to become art makers, idea generators, problem solvers, and visual communicators | 5,000 |
| Delaware Museum of Natural History<br>P O Box 3937<br>Wilmington, DE 19807 | N/A | Public | Spruance initiatives | 10,000 |
| Delaware Historical Society<br>504 N Market Street<br>Wilmington, DE 19801 | N/A | Public | state-wide historical institution preserving documents from civil war | 5,000 |
| Delaware Nature Society<br>P O Box 700<br>Hockessin, DE 19707 | N/A | Public | Watershed Stewardship Program of Delaware Streams | 7,500 |
| Delaware Tennis Foundation<br>2121 Valley Avenue<br>Wilmington, DE 19810 | N/A | Public | Bunny Vosters Award | 5,000 |

| | | | | |
|---|---|---|---|---|
| Delmarva Nesting Foundation<br>6480 Locust Grove Road<br>Easton, MD 21601 | N/A | Public | Increase the population of wood ducks, osprey martins and bluebirds on the Delmarva Peninsula by installing and maintaining artificial nesting structures | 10,000 |
| Ducks Unlimited<br>c/o Harold I Salmons, III<br>PO Box 951<br>Wilmington, DE 19899 | N/A | Public | Restoration of wetland habitats in Delaware | 10,000 |
| Eastern Shore Land Conservancy<br>P O Box 169<br>Queenstown, MD 21658 | N/A | Public | Acquisition of conservation easements on the Delmarva Peninsula | 5,000 |
| Fauna and Flora International<br>P O Box 42575<br>Washington, DC 20015 | N/A | Public | Protection of endandered mountain gorillas Environmental projects and research | 42,500 |
| Friends of the Cpt John Smith Chesapeake Trail<br>410 Severn Avenue, Suite 405<br>Annapolis, Maryland 21403 | N/A | Public | Celebrate the unique history and environment of the Chesapeake Bay | 10,000 |
| Hagley Museum & Library<br>P O Box 3630<br>Wilmington , DE 19807 | N/A | Public | Grounds Project | 12,500 |
| Historic Odessa Foundation<br>PO Box 697<br>Odessa DE 19730 | N/A | Public | Crown thinning & dead wood removal | 5,000 |
| Hunt of a Lifetime<br>6297 Buffalo Road<br>Harborcreek, PA 16421 | N/A | Public | Dream hunting trips for terminally ill boys and girls | 5,000 |
| James River Association<br>9 South 12th Street, 4th Floor<br>Richmond, VA 23219 | N/A | Public | Provide a voice for the river and take action to promote conservation and responsible stewardship of its natural resources | 5,000 |
| Miller Center of Public Affairs<br>P O Box 400406<br>Charlottesville, VA 22904 | N/A | Public | Continuation of acclaimed National Issues Forum | 5,000 |
| Nabb Research Center for Delmarva History and Culture<br>1101 Camden Avenue<br>Salisbury, MD 21801 | N/A | Public | Digital Eastern Shore history project | 5,000 |
| National Defense Univ Foundation<br>300 5th Ave, Marshall Hall Ste 209<br>Washington, D C 20319-5066 | N/A | Public | Prepare military and civilian leaders from the United States and other countries to evaluate national and international security | 7,500 |
| National Fish & Wildlife Foundation<br>1120 Connecticut Avenue, N W<br>Suite 900<br>Washington, DC 20036 | N/A | Public | Delaware estuary program projects to enhance stewardship of natural resourses in Delaware | 10,000 |
| National Wind Watch<br>PO Box 293<br>Rowe, MA 01367 | N/A | Public | working to save rural and wild places from heedless industrial wind energy development | 5,000 |
| Ocean View Historical Society<br>32 West Avenue<br>Ocean View, DE 19970-9419 | N/A | Public | to renovate the historical houses and area of Ocean View | 5,000 |

| | | | | |
|---|---|---|---|---|
| Pocopsin Township Historic Committee<br>P O Box 1<br>Pocopsin, PA 19366 | N/A | Public | Rehabilitation of Locust Grove schoolhouse | 7,500 |
| The Pilot School<br>100 Garden of Eden Road<br>Wilmington, DE 19803 | N/A | Public | uncover the unique educational challenges of each student, and to give each child the specific developmental tools to be successful | 7,500 |
| S A V E<br>101 East Street Road<br>Kennett Square, PA 19348 | N/A | Public | Support for 8 year old organization seeking to protect 5 watersheds | 5,000 |
| Save the Elephants<br>25745 Bassett Lane<br>Los Altos, CA 94022 | N/A | Public | Develop a conservation ethic by building on local knowledge of wildlife | 5,000 |
| Serviam Media, Inc<br>954 South Madison Street<br>Wilmington, DE 19801 | N/A | Public | Hearts and Minds media outreach program | 5,000 |
| Southern Environmental Law Center<br>201 West Main Street, Suite 14<br>Charlottesville, VA 22902 | N/A | Public | Environmental Law Fellow Program | 7,500 |
| Stroud Water Research Center<br>970 Spencer Road<br>Avondale, PA 19311 | N/A | Public | Potable water research - emphasis on Brandywine watershed | 7,500 |
| Sustainable Development Institute<br>3121 South Street, N W<br>Washington, DC 20007 | N/A | Public | Publication & Dissemination of "Atlantic Coastwatch" | 7,500 |
| Thomas Jefferson Foundation, Inc<br>P O Box 316<br>Charlottesville, VA 22906 | N/A | Public | Historical Archeological Research at Thomas Jefferson's Monitcello | 5,000 |
| Tri-State Bird Rescue & Research<br>110 Possum Hollow Road<br>Newark, DE 19711 | N/A | Public | Oil Spill Response & Contingency Planning Programs | 5,000 |
| Trout Unlimited<br>1500 Wilson Blvd #310<br>Arlington, VA 22209 | N/A | Public | Coldwater Conservation Fund projects to protect trout and to restore trout streams | 7,500 |
| Totopotomoy Battlefield at Rural Plains Foundation<br>P O Box 2<br>Mechanicsville, VA 23111 | N/A | Public | Acquire and preserve 160 acres of historically significant property to be so preserved and used as a historical park | 5,000 |
| Trust for the National Mall<br>PO Box 96475<br>Washington, DE 20090-6475 | N/A | Public | resoration of the National Mall and enhance vistors' experience through engaging educational programs and events | 10,000 |
| University of Virginia Law School<br>Charlottesville, VA 22903 | N/A | Public | Environmental Law Program | 20,000 |
| University of Virginia<br>Historic Preservation<br>Charlottesville, VA 22904 | N/A | Public | Conservation and restoration of Thomas Jefferson's architectural masterpieces | 10,000 |
| U S Sportsmen's Alliance Foundation<br>801 Kings Mill Parkway<br>Columbus, OH 43721 | N/A | Public | Protecting American heritage of hunting and fishing | 15,000 |
| Virginia Ctr For Digital History<br>PO Box 40016<br>Charlottesville, VA 22904 | N/A | Public | Digital history projects concerning the Delmarva peninsula | 10,000 |
| Waterfowl Festival<br>P O Box 929<br>Easton, MD 21601 | N/A | Public | Protection of waterfowl habitats on the Delmarva Peninsula | 10,000 |
| | | | | $ 471,200 |