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AS AMENDED

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

OMB No 1545-0052

2010

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

For calendar year 2010, or tax year beginning

, 2010, and ending

, 20

G Check all that apply

☐ Initial return☐ Initial return of a former public charity☐ Final return☒ Amended return☐ Address change☒ Name change

Name of foundation

A Employer identification number

RICHARD M. FAIRBANKS FOUNDATION, INC

31-1189885

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

Room/suite

B Telephone number (see page 10 of the instructions)

9292 N. MERIDIAN ST.

304

(317) 846-7111

City or town, state, and ZIP code

INDIANAPOLIS, IN 46260

H Check type of organization

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at end

J Accounting method

☒ Cash☐ Accrual

of year (from Part II, col (c), line

☐ Other (specify)

16) \$ 288,843,237.

(Part I, column (d) must be on cash basis)

E If private foundation status was terminated
under section 507(b)(1)(A), check hereF If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here**Part I Analysis of Revenue and Expenses** (The
total of amounts in columns (b), (c), and (d)
may not necessarily equal the amounts in
column (a) (see page 11 of the instructions))(a) Revenue and
expenses per
books(b) Net investment
income(c) Adjusted net
income(d) Disbursements
for charitable
purposes
(cash basis only)

| | (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 (attach schedule) | 367,787. | | | |
| 2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B | | | | |
| 3 Interest on savings and temporary cash investments | 1,253,734. | 1,249,812. | | ATCH 1 |
| 4 Dividends and interest from securities | 2,842,242. | 2,842,242. | | ATCH 2 |
| 5a Gross rents | 485,701. | 485,701. | | |
| b Net rental income or (loss) | -536,206. | | | |
| 6a Net gain or (loss) from sale of assets not on line 10 | 8,427,605. | | | |
| b Gross sales price for all assets on line 6a | 55,150,144. | | | |
| 7 Capital gain net income (from Part IV, line 2) | | 8,427,605. | | |
| 8 Net short-term capital gain | | | | |
| 9 Income modifications | | | | |
| 10a Gross sales less returns and allowances | | | | |
| b Less Cost of goods sold | | | | |
| c Gross profit or (loss) (attach schedule) | | | | |
| 11 Other income (attach schedule) | 1,737,717. | 1,599,975. | | ATCH 3 |
| 12 Total. Add lines 1 through 11 | 15,114,786. | 14,605,335. | | |
| 13 Compensation of officers, directors, trustees, etc. | 409,000. | 122,800. | | 286,200. |
| 14 Other employee salaries and wages | 226,922. | 101,674. | | 125,248. |
| 15 Pension plans, employee benefits | 117,353. | 52,243. | | 65,110. |
| 16a Legal fees (attach schedule) ATCH 4 | 31,572. | 0. | 0. | 31,572. |
| b Accounting fees (attach schedule) ATCH 5 | 69,776. | 0. | 0. | 69,776. |
| c Other professional fees (attach schedule) * | 539,582. | 539,582. | | |
| 17 Interest. ATTACHMENT 7 | 336,482. | 321,840. | | |
| 18 Taxes (attach schedule) (see page 14 of the instructions) * | 97,207. | 97,207. | | |
| 19 Depreciation (attach schedule) and depletion | 88,669. | 53,201. | | |
| 20 Occupancy | 43,029. | 12,909. | | 29,949. |
| 21 Travel, conferences, and meetings | 22,493. | 6,809. | | 15,888. |
| 22 Printing and publications | | | | |
| 23 Other expenses (attach schedule) ATCH 9 | 2,313,027. | 2,265,438. | | 43,845. |
| 24 Total operating and administrative expenses. Add lines 13 through 23 | 4,295,112. | 3,573,703. | 0. | 667,588. |
| 25 Contributions, gifts, grants paid | 12,602,577. | | | 12,602,577. |
| 26 Total expenses and disbursements. Add lines 24 and 25 | 16,897,689. | 3,573,703. | 0. | 13,270,165. |
| 27 Subtract line 26 from line 12 | | | | |
| a Excess of revenue over expenses and disbursements | -1,782,903. | | | |
| b Net investment income (if negative, enter -0-) | | 11,031,632. | | |
| c Adjusted net income (if negative, enter -0-) | | | | |

For Paperwork Reduction Act Notice, see page 30 of the instructions.

* ATCH 6 JSA ** ATCH 8

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| Part II Balance Sheets | | Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions) | Beginning of year | End of year | |
|-----------------------------|---|--|-------------------|----------------|-----------------------|
| | | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| Assets | 1 | Cash - non-interest-bearing | 125,018. | 52,205. | 52,205. |
| | 2 | Savings and temporary cash investments | | | |
| | 3 | Accounts receivable 606,664. | | | |
| | | Less allowance for doubtful accounts | 168,800. | 606,664. | 606,664. |
| | 4 | Pledges receivable | | | |
| | | Less allowance for doubtful accounts | | | |
| | 5 | Grants receivable | | | |
| | 6 | Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions) | | | |
| | 7 | Other notes and loans receivable (attach schedule) | | | |
| | | Less allowance for doubtful accounts | | | |
| | 8 | Inventories for sale or use | | | |
| | 9 | Prepaid expenses and deferred charges ATCH 10 | 6,287. | 5,169. | 5,169. |
| | 10 a | Investments - U S and state government obligations (attach schedule) | | | |
| | b | Investments - corporate stock (attach schedule) | | | |
| | c | Investments - corporate bonds (attach schedule) | | | |
| | 11 | Investments - land, buildings, and equipment, basis | | | |
| | Less accumulated depreciation (attach schedule) | | | | |
| 12 | Investments - mortgage loans | | | | |
| 13 | Investments - other (attach schedule) ATCH 11 | 260,781,032. | 258,709,563. | 286,206,198. | |
| 14 | Land, buildings, and equipment, basis | 2,908,090. | | | |
| | Less accumulated depreciation (attach schedule) | 935,089. | 1,973,001. | 1,973,001. | |
| 15 | Other assets (describe) | | | | |
| 16 | Total assets (to be completed by all filers - see the instructions Also, see page 1, item I) | 263,133,457. | 261,346,602. | 288,843,237. | |
| Liabilities | 17 | Accounts payable and accrued expenses | | | |
| | 18 | Grants payable | | | |
| | 19 | Deferred revenue | | | |
| | 20 | Loans from officers, directors, trustees, and other disqualified persons | | | |
| | 21 | Mortgages and other notes payable (attach schedule) | | | |
| | 22 | Other liabilities (describe ATCH 12) | 60,059. | 56,107. | |
| 23 | Total liabilities (add lines 17 through 22) | 60,059. | 56,107. | | |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here <input type="checkbox"/> 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. <input checked="" type="checkbox"/> | | | | |
| | 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 | 263,073,398. | 261,290,495. | |
| | 30 | Total net assets or fund balances (see page 17 of the instructions) | 263,073,398. | 261,290,495. | |
| | 31 | Total liabilities and net assets/fund balances (see page 17 of the instructions) | 263,133,457. | 261,346,602. | |

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 | 263,073,398. |
| 2 | Enter amount from Part I, line 27a | 2 | -1,782,903. |
| 3 | Other increases not included in line 2 (itemize) | 3 | |
| 4 | Add lines 1, 2, and 3 | 4 | 261,290,495. |
| 5 | Decreases not included in line 2 (itemize) | 5 | |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 261,290,495. |

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Part IV Capital Gains and Losses for Tax on Investment Income

| (a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co) | (b) How acquired P-Purchase D-Donation | (c) Date acquired (mo, day, yr) | (d) Date sold (mo, day, yr) |
|--|--|------------------------------------|--------------------------------|
| 1a SEE PART IV SCHEDULE | | | |
| b | | | |
| c | | | |
| d | | | |
| e | | | |

| (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) |
|-----------------------|--|---|--|
| a | | | |
| b | | | |
| c | | | |
| d | | | |
| e | | | |

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

| (i) 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 | | | |

| | | |
|--|----------|------------|
| 2 Capital gain net income or (net capital loss) <div style="display: inline-block; vertical-align: middle; margin-left: 10px;"> { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 } </div> | 2 | 8,427,605. |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8. | 3 | |

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of 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)) |
|--|--|--|---|
| 2009 | 15,850,116. | 252,210,783. | 0.062845 |
| 2008 | 17,972,647. | 327,318,718. | 0.054909 |
| 2007 | 21,154,313. | 365,627,131. | 0.057858 |
| 2006 | 14,249,158. | 316,313,254. | 0.045048 |
| 2005 | 11,665,724. | 290,750,771. | 0.040123 |

| | | |
|---|----------|--------------|
| 2 Total of line 1, column (d) | 2 | 0.260783 |
| 3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years | 3 | 0.052157 |
| 4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5 | 4 | 268,372,222. |
| 5 Multiply line 4 by line 3 | 5 | 13,997,490. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 110,316. |
| 7 Add lines 5 and 6 | 7 | 14,107,806. |
| 8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18 | 8 | 13,270,165. |

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

| | | | |
|---|--------------|----|----------|
| 1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions) | | | |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b | | 1 | 220,633. |
| c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b) | | | |
| 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) | | 2 | |
| 3 Add lines 1 and 2 | | 3 | 220,633. |
| 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 | 220,633. |
| 6 Credits/Payments | | | |
| a 2010 estimated tax payments and 2009 overpayment credited to 2010 | 6a 117,000. | | |
| b Exempt foreign organizations-tax withheld at source | 6b 0. | | |
| c Tax paid with application for extension of time to file (Form 8868) | 6c 190,000. | | |
| d Amount previously applied | 6d -113,504. | | |
| 7 Total credits and payments Add lines 6a through 6d | | 7 | 193,496. |
| 8 Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached | | 8 | 1,737. |
| 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed | | 9 | 28,874. |
| 10 Overpayment. If line 7 is more than the total of line 8, enter overpaid | | 10 | |
| 11 Enter the amount of line 10 to be Credited to Refunded | | 11 | |

Part VII-A Statements Regarding Activities

| | Yes | No |
|---|-----|----|
| 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? | | X |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the 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 | | X |
| c 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 \$ (2) On foundation managers \$ | | |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ | | |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities | | X |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes. ATCH. 13. | 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? | X | |
| 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 page 19 of the instructions) IN, | | |
| 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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? 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 |

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 page 20 of the 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? Website address WWW.RMFF.ORG | 13 | X | |
| 14 | The books are in care of ROGER S. SNOWDON Telephone no 317-846-7111 Located at 9292 N. MERIDIAN, #304 INDIANAPOLIS, IN ZIP + 4 46260 | | | |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> | | | |
| 16 | At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country 15 | 16 | Yes | No X |

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

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

| | Yes | No |
|---|-----|----|
| 1a During the year did the foundation (either directly or indirectly) | | |
| (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 22 of the instructions)? <input type="checkbox"/> | 1b | X |
| 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 2010? <input type="checkbox"/> | 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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years 2a | | |
| 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 page 22 of the instructions) <input type="checkbox"/> | 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 2c | | |
| 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| b If "Yes," did it have excess business holdings in 2010 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 2010) <input type="checkbox"/> | 3b | X |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/> | 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 2010? <input type="checkbox"/> | 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)? (see page 22 of the instructions) ☐ Yes ☒ No

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? ☐ **5b**

Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ **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? ☐ **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation** (see page 22 of the instructions).

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (if not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|----------------------|---|---|---|---------------------------------------|
| ATTACHMENT 14 | | 409,000. | 29,881. | 9,808. |
| | | | | |
| | | | | |
| | | | | |

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions).
If none, enter "NONE."

| (a) Name and address of each employee paid more than \$50,000 | (b) Title, and average hours per week devoted to position | (c) Compensation | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---|---|------------------|---|---------------------------------------|
| CLAIRE FIDDIAN-GREEN INDIANAPOLIS, IN 46260 | 40.00 | 53,667. | 2,552. | 2,522. |
| SUSAN LUSE INDIANAPOLIS, IN 46260 | 32.00 | 54,400. | 18,034. | 104. |
| STEFFANIE RHINESMITH INDIANAPOLIS, IN 46260 | 20.00 | 53,500. | 11,581. | 3,263. |
| | | | | |
| | | | | |

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

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

| (a) Name and address of each person paid more than \$50,000 | (b) Type of service | (c) Compensation |
|--|---------------------|------------------|
| ATTACHMENT 15 | | 459,886. |
| | | |
| | | |
| | | |
| | | |
| | | |
| Total number of others receiving over \$50,000 for professional services | | NONE |

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2 | Amount |
|--|--------|
| 1 NONE | |
| 2 | |
| All other program-related investments. See page 24 of the instructions | |
| 3 NONE | |
| Total. Add lines 1 through 3 | |

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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 | 157,671,791. |
| b Average of monthly cash balances | 1b | 34,195. |
| c Fair market value of all other assets (see page 25 of the instructions) | 1c | 114,753,123. |
| d Total (add lines 1a, b, and c) | 1d | 272,459,109. |
| e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) | 1e | |
| 2 Acquisition indebtedness applicable to line 1 assets | 2 | 0. |
| 3 Subtract line 2 from line 1d | 3 | 272,459,109. |
| 4 Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions) | 4 | 4,086,887. |
| 5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 268,372,222. |
| 6 Minimum investment return. Enter 5% of line 5 | 6 | 13,418,611. |

Part XI Distributable Amount (see page 25 of the 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 | | 13,418,611. |
| 2a Tax on investment income for 2010 from Part VI, line 5 | 2a | 220,633. |
| b Income tax for 2010 (This does not include the tax from Part VI) | 2b | |
| c Add lines 2a and 2b | 2c | 220,633. |
| 3 Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 13,197,978. |
| 4 Recoveries of amounts treated as qualifying distributions | 4 | |
| 5 Add lines 3 and 4 | 5 | 13,197,978. |
| 6 Deduction from distributable amount (see page 25 of the instructions) | 6 | |
| 7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7 | 13,197,978. |

Part XII Qualifying Distributions(see page 25 of the 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 | 13,270,165. |
| 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 | 0. |
| 3 Amounts set aside for specific charitable projects that satisfy the | | |
| a Suitability test (prior IRS approval required) | 3a | 0. |
| b Cash distribution test (attach the required schedule) | 3b | 0. |
| 4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 13,270,165. |
| 5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions) | 5 | N/A |
| 6 Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 13,270,165. |

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.

Form **990-PF** (2010)

AS AMENDED

Form 990-PF (2010)

Page **9**

Part XIII Undistributed Income (see page 26 of the instructions)

| | (a) Corpus | (b) Years prior to 2009 | (c) 2009 | (d) 2010 |
|--|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2010 from Part XI, line 7 | | | | 13,197,978. |
| 2 Undistributed income, if any, as of the end of 2010 | | | | |
| a Enter amount for 2009 only | | | 12,285,966. | |
| b Total for prior years 20 <u>08</u> , 20 <u>07</u> , 20 <u>06</u> | | | | |
| 3 Excess distributions carryover, if any, to 2010 | | | | |
| a From 2005 | | | | |
| b From 2006 | | | | 0. |
| c From 2007 | | | | 0. |
| d From 2008 | | | | 0. |
| e From 2009 | | | | 0. |
| f Total of lines 3a through e | 0. | | | |
| 4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ <u>13,270,165.</u> | | | | |
| a Applied to 2009, but not more than line 2a | | | 12,285,966. | |
| b Applied to undistributed income of prior years (Election required - see page 26 of the instructions) | | | | |
| c Treated as distributions out of corpus (Election required - see page 26 of the instructions) | | | | |
| d Applied to 2010 distributable amount | | | | 984,199. |
| e Remaining amount distributed out of corpus | 0. | | | |
| 5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a)) | 0. | | | 0. |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | 0. | | | |
| b Prior years' undistributed income Subtract line 4b from line 2b | | | | |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. | | | | |
| d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions | | | | |
| e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions | | | | |
| f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011 | | | | 12,213,779. |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions) | | | | |
| 8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions) | | | | |
| 9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a | 0. | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2006 | | | | |
| b Excess from 2007 | | | | 0. |
| c Excess from 2008 | | | | 0. |
| d Excess from 2009 | | | | 0. |
| e Excess from 2010 | | | | 0. |

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Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, 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

| Tax year | Prior 3 years | | | | (e) Total |
|---|---------------|----------|----------|----------|-----------|
| | (a) 2010 | (b) 2009 | (c) 2008 | (d) 2007 | |
| 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 page 28 of 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))

N/A

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

N/A

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

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the 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

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

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Part XV **Supplementary Information (continued)**

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

| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|--|---|--------------------------------|----------------------------------|-------------|
| Name and address (home or business) | | | | |
| a Paid during the year SEE STATEMENT ATTACHED | | | | 12,602,577. |
| Total | | | ▶ 3a | 12,602,577. |
| b Approved for future payment SEE STATEMENT ATTACHED | | | | 45,871,858. |
| Total | | | ▶ 3b | 45,871,858. |

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Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

| Enter gross amounts unless otherwise indicated | | Unrelated business income | | Excluded by section 512, 513, or 514 | | (e) Related or exempt function income (See page 28 of the instructions) |
|---|--|---------------------------|---------------|--------------------------------------|---------------|--|
| | | (a) Business code | (b) Amount | (c) Exclusion code | (d) Amount | |
| 1 Program service revenue | | | | | | |
| a _____ | | | | | | |
| b _____ | | | | | | |
| c _____ | | | | | | |
| d _____ | | | | | | |
| e _____ | | | | | | |
| f _____ | | | | | | |
| g Fees and contracts from government agencies | | | | | | |
| 2 Membership dues and assessments | | | | | | |
| 3 Interest on savings and temporary cash investments | | | | 14 | 1,253,734. | |
| 4 Dividends and interest from securities | | | | 14 | 2,842,242. | |
| 5 Net rental income or (loss) from real estate | | | | | | |
| a Debt-financed property | | | | 16 | -536,206. | |
| b Not debt-financed property | | | | | | |
| 6 Net rental income or (loss) from personal property . | | | | | | |
| 7 Other investment income | | | | | | |
| 8 Gain or (loss) from sales of assets other than inventory | | | | 18 | 8,427,605. | |
| 9 Net income or (loss) from special events . . . | | | | | | |
| 10 Gross profit or (loss) from sales of inventory . . | | | | | | |
| 11 Other revenue a _____ | | | | | | |
| b OTHER INCOME | | 310000 | -70,845. | 15 | 1,808,562. | |
| c _____ | | | | | | |
| d _____ | | | | | | |
| e _____ | | | | | | |
| 12 Subtotal Add columns (b), (d), and (e) | | | -70,845. | | 13,795,937. | |
| 13 Total. Add line 12, columns (b), (d), and (e) | | | | | | 13,725,092. |

(See worksheet in line 13 instructions on page 29 to verify calculations)

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

[illegible]

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

- | | | | | | |
|---------------------------------------|---|-------------------------|----------|---|-----------|
| Paid Preparer Use Only | Print/Type preparer's name | Preparer's signature | Date | Check <input type="checkbox"/> if self-employed | PTIN |
| | Holly M Pantzer | Holly M Pantzer, CPA | 12/17/12 | | P00137289 |
| | Firm's name ▶ BKD, LLP | Firm's EIN ▶ 44-0160260 | | | |
| | Firm's address ▶ 201 N. ILLINOIS STREET INDIANAPOLIS, IN 46204 | Phone no 317.383.4000 | | | |

AS AMENDED

Schedule B (Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

► Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2010

Name of the organization

RICHARD M. FAIRBANKS FOUNDATION, INC

Employer identification number

31-1189885

Organization type (check one)

Filers of:

Form 990 or 990-EZ

Section:

☐ 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 foundation

Check 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, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization 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), and received from any one contributor, during the year, a contribution 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 a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ► \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

AS AMENDED

Schedule B (Form 990, 990-EZ, or 990-PF) (2010)

Page _____ of _____ of Part I

Name of organization **RICHARD M. FAIRBANKS FOUNDATION, INC**

Employer identification number
31-1189885

Part I Contributors (see instructions)

| (a) No. | (b) Name, address, and ZIP + 4 | (c) Aggregate contributions | (d) Type of contribution |
|------------|--|--------------------------------|--|
| 1 | VB FAIRBANKS CLUT #1- VIRGINIA 101 W WASHINGTON STREET SUITE 500E INDIANAPOLIS, IN 46255 | \$ 68,206. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| 2 | VB FAIRBANKS CLUT #2 - VIRGINIA 101 W WASHINGTON STREET SUITE 500E INDIANAPOLIS, IN 46255 | \$ 53,831. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| 3 | VB FAIRBANKS CLUT #1 -FBO NEIL 101 W WASHINGTON STREET SUITE 500E INDIANAPOLIS, IN 46255 | \$ 63,863. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| 4 | VB FAIRBANKS CLUT #2 - FBO NEIL 101 W WASHINGTON STREET SUITE 500E INDIANAPOLIS, IN 46255 | \$ 55,415. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| 5 | VB FAIRBANKS CLUT #1 - ELIZABETH 101 W WASHINGTON STREET SUITE 500E INDIANAPOLIS, IN 46255 | \$ 67,661. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| 6 | VB FAIRBANKS CLUT #2 - ELIZABETH 101 W WASHINGTON STREET SUITE 500E INDIANAPOLIS, IN 46255 | \$ 58,811. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |

FEDERAL FOOTNOTES

WE HAVE AMENDED THE 2010 RETURN DUE TO RECEIVING THE SILCHESTER
INTERNATIONAL INVESTORS AND INEXT FUND LP K-1S AFTER FILING THE ORIGINAL
RETURN.

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

| Kind of Property | | Description | | | | P or D | Date acquired | Date sold |
|--|---------------------------------------|---|--------------------------|---------------------------------|------------------------------------|--------------|-----------------------|------------|
| Gross sale price less expenses of sale | Depreciation allowed/ allowable | Cost or other basis | FMV as of 12/31/69 | Adj. basis as of 12/31/69 | Excess of FMV over adj basis | | Gain or (loss) | |
| 83,450. | | MAYO CAPITAL | | | | | VARIOUS 83,450. | VARIOUS |
| 8,061,980. | | LOOMIS HIGH GRADE CORP 8,413,543. | | | | | VARIOUS -351,563. | 04/15/2010 |
| 63,476. | | DFA EMERGING MARKET - DISTRIBUTION | | | | | VARIOUS 63,476. | VARIOUS |
| 2,798,940. | | ANGELO GORDON SUPER FUND 3,000,000. | | | | | VARIOUS -201,060. | VARIOUS |
| 9,878,596. | | PRIVATE ADVISORS STABLE VALUE 8,641,796. | | | | | VARIOUS 1,236,800. | VARIOUS |
| 4,628,088. | | BARLOW PARTNERS OFFSHORE 5,000,000. | | | | | VARIOUS -371,912. | VARIOUS |
| 7,358,884. | | POINTER OFFSHORE 4,870,026. | | | | | VARIOUS 2,488,858. | 01/14/2010 |
| 9,271. | | COMMUNICATIONS | | | | | VARIOUS 9,271. | VARIOUS |
| 1,500,000. | | FEDERAL HOME LOAN BANK 1,494,465. | | | | | VARIOUS 5,535. | 08/15/2010 |
| 4,500,000. | | ARTISAN INT'L FUND INSTL SHARES 3,898,188. | | | | | VARIOUS 601,812. | 09/27/2010 |
| 1,700,000. | | M KINGDON OFFSHORE 1,318,465. | | | | | VARIOUS 381,535. | VARIOUS |
| 1,000,000. | | FRONTIER MID CAP GROWTH 736,400. | | | | | VARIOUS 263,600. | VARIOUS |

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

| Kind of Property | | Description | | | | P or D | Date acquired | Date sold |
|--|--------------------------------|--|--------------------|--------------------------|------------------------------|--------|-----------------------|-----------|
| Gross sale price less expenses of sale | Depreciation allowed/allowable | Cost or other basis | FMV as of 12/31/69 | Adj basis as of 12/31/69 | Excess of FMV over adj basis | | Gain or (loss) | |
| 4,000,000. | | PIMCO GLOBAL BOND FUND 4,793,110. | | | | | VARIOUS -793,110. | VARIOUS |
| 5,000,000. | | SILCHESTER INT'L 4,397,988. | | | | | VARIOUS 602,012. | VARIOUS |
| 252,461. | | MAYO CAPITAL | | | | | VARIOUS 252,461. | VARIOUS |
| 1,032,364. | | CAPITAL GAIN DISTRIBUTIONS | | | | | VARIOUS 1,032,364. | VARIOUS |
| 240. | | CLASS ACTION SETTLEMENT | | | | | VARIOUS 240. | VARIOUS |
| | | CAPITAL GAIN/LOSS FROM PARTNERSHIP K-1S 158,558. | | | | | VARIOUS -158,558. | VARIOUS |
| 2,947,620. | | CAPITAL GAIN/LOSS FROM PARTNERSHIP K-1S | | | | | VARIOUS 2,947,620. | VARIOUS |
| 115,651. | | 1231 GAIN/LOSS FROM PARTNERSHIPS | | | | | VARIOUS 115,651. | VARIOUS |
| 219,123. | | ANGELO GORDON SUPERFUND PROPERTY TYPE: SECURITIES | | | | | VARIOUS 219,123. | VARIOUS |
| TOTAL GAIN (LOSS) | | | | | | | <u>8,427,605.</u> | |

AS AMENDED

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|-------------------------------|---|-----------------------------|
| INTEREST INCOME - US TREASURY | 303,762. | 303,762. |
| INTEREST INCOME - AGENCY | 70,500. | 70,500. |
| INTEREST INCOME - OTHER | 875,505. | 875,505. |
| TAX-EXEMPT INTEREST INCOME | 3,922. | 0. |
| FAIRHILL REALTY, LLC | 45. | 45. |
| TOTAL | 1,253,734. | 1,249,812. |

AS AMENDED

ATTACHMENT 2

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

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|-----------------|---|-----------------------------|
| DIVIDEND INCOME | 2,842,242. | 2,842,242. |
| TOTAL | <u>2,842,242.</u> | <u>2,842,242.</u> |

AS AMENDED

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|---------------------------|---|-----------------------------|
| ROYALTY INCOME FROM K-1 | 378,957. | 378,957. |
| ORDINARY INCOME FROM K-1 | 554,967. | 625,812. |
| PORTFOLIO INCOME FROM K-1 | 1,240,470. | 1,240,470. |
| RENTAL LOSS FROM K-1 | -645,264. | -645,264. |
| EXCISE TAX REFUND | 208,587. | 0. |
| TOTALS | 1,737,717. | 1,599,975. |

AS AMENDED

ATTACHMENT 4

FORM 990PF, PART I - LEGAL FEES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME | ADJUSTED NET INCOME | CHARITABLE PURPOSES |
|-------------|---|-----------------------------|---------------------------|------------------------|
| LEGAL FEES | 31,572. | | | 31,572. |
| TOTALS | 31,572. | 0. | 0. | 31,572. |

AS AMENDED

ATTACHMENT 5

FORM 990PF, PART I - ACCOUNTING FEES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME | ADJUSTED NET INCOME | CHARITABLE PURPOSES |
|-----------------|---|-----------------------------|---------------------------|------------------------|
| ACCOUNTING FEES | 69,776. | | | 69,776. |
| TOTALS | 69,776. | 0. | 0. | 69,776. |

AS AMENDED

ATTACHMENT 6

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|----------------------------|---|-----------------------------|
| CUSTODIAL FEES | 29,460. | 29,460. |
| CONSULTANT FEES | 46,623. | 46,623. |
| INVESTMENT MANAGEMENT FEES | 73,389. | 73,389. |
| INVESTMENT CONSULTING FEES | 390,110. | 390,110. |
| TOTALS | 539,582. | 539,582. |

AS AMENDED

ATTACHMENT 7

FORM 990PF, PART I - INTEREST EXPENSE

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|-------------|---|-----------------------------|
| INTEREST | 336,482. | 321,840. |
| TOTALS | 336,482. | 321,840. |

AS AMENDED

ATTACHMENT 8

FORM 990PF, PART I - TAXES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|---------------|---|-----------------------------|
| FOREIGN TAXES | 97,207. | 97,207. |
| TOTALS | 97,207. | 97,207. |

AS AMENDED

ATTACHMENT 9

FORM 990PF, PART I - OTHER EXPENSES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME | CHARITABLE PURPOSES |
|-------------------------------|---|-----------------------------|------------------------|
| OFFICE SUPPLIES | 11,982. | 3,595. | 8,387. |
| POSTAGE AND FREIGHT | 2,173. | 652. | 1,521. |
| INSURANCE EXPENSE | 7,882. | 2,365. | 5,517. |
| DATA PROCESSING FEES | 2,015. | 605. | 1,411. |
| DUES AND SUBSCRIPTIONS | 7,000. | 2,100. | 4,900. |
| TELEPHONE | 6,921. | 2,076. | 4,845. |
| NONDEDUCTIBLE EXPENSES | 3,745. | 0. | 0. |
| RENTAL EXP - FAIRHILL REALTY | 315,262. | 315,262. | 10,454. |
| MEALS & ENTERTAINMENT | 10,454. | 0. | 0. |
| PORTFOLIO DEDUCTIONS FROM K-1 | 1,936,401. | 1,936,401. | 5,452. |
| REPAIRS & MAINTENANCE | 7,789. | 2,337. | 54. |
| BANK SERVICE CHARGE | 77. | 23. | |
| MISCELLANEOUS EXPENSE | 1,326. | 22. | 1,304. |
| VARIOUS EXPENSES | | | |
| TOTALS | 2,313,027. | 2,265,438. | 43,845. |

AS AMENDED

ATTACHMENT 10

FORM 990PF, PART II - PREPAID EXPENSES AND DEFERRED CHARGES

| <u>DESCRIPTION</u> | <u>BEGINNING BOOK VALUE</u> | <u>ENDING BOOK VALUE</u> | <u>ENDING FMV</u> |
|--------------------|---------------------------------|------------------------------|-----------------------|
| PURCHASED INTEREST | 6,287. | 5,169. | 5,169. |
| TOTALS | <u>6,287.</u> | <u>5,169.</u> | <u>5,169.</u> |

AS AMENDED

ATTACHMENT 11

FORM 990PF, PART II - OTHER INVESTMENTS

| DESCRIPTION | BEGINNING BOOK VALUE | ENDING BOOK VALUE | ENDING FMV |
|--------------------------------|-------------------------|----------------------|---------------|
| OLD WESTBURY PRIVATE CAPITAL | 384,984. | 395,537. | 121,042. |
| OLD WESTBURY VENTURE CAPITAL | 320,645. | 315,811. | 44,739. |
| TIFF EQUITY | 8,486,886. | 8,522,549. | 7,479,630. |
| PNC - BONDS | 13,087,017. | 16,034,335. | 16,732,120. |
| PRIVATE ADVISORS STABLE FUND | 8,641,796. | 0. | 0. |
| PRIVATE ADVISORS SMALL BUYOUT | 1,225,263. | 1,326,908. | 1,489,987. |
| TIFF REAL ESTATE PARTNER 1 | 848,209. | 731,158. | 770,778. |
| FAIRBANKS COMM. LIQ. TRUST | 8,422,727. | 7,308,937. | 7,273,841. |
| FAIRBANKS COMMUNICATIONS, LLC | -1,732,675. | -2,366,995. | 0. |
| POINTER LP | 4,870,026. | 0. | 0. |
| PREMIUM AMORT | -91,146. | -107,335. | -107,335. |
| INT'L GROWTH - ARTISAN PARTNER | 12,610,111. | 8,824,255. | 10,719,910. |
| DISTRESSED DEBT COMMONFUND II | 5,384,050. | 4,846,205. | 5,670,114. |
| MONEY MARKET - ARMADA | 16,436,918. | 7,448,494. | 7,448,494. |
| TIFF PARTNERS V | 2,357,903. | 2,628,636. | 2,710,883. |
| VCFA PRIVATE EQUITY | 2,864,789. | 2,380,783. | 2,390,149. |
| HOUSE INVESTMENTS | 1,270,800. | 862,284. | 649,400. |
| TIFF REAL ESTATE PARTNERS II | 2,231,919. | 2,316,576. | 1,401,191. |
| NORTH AM. REP (CARGILL) | 920,887. | 882,074. | 762,176. |
| GMO FORESTRY FUND 7-B | 1,005,259. | 828,535. | 1,127,384. |
| GMO FORESTRY FUND 8-B | 1,541,098. | 1,536,509. | 1,918,567. |
| MERIT ENERGY PARTNERS E-I | 1,596,081. | 1,256,865. | 721,265. |
| DIMENSIONAL FUND ADVISORS-EMF | 6,323,469. | 6,966,008. | 11,883,584. |
| AMERBROOK IV, LLC | 1,888,825. | 1,574,610. | 1,761,293. |
| COMMONFUND PRIVATE EQUITY VI | 1,529,484. | 1,722,678. | 1,847,216. |
| CAPITAL VENTURE PTNRS VII | 563,497. | 629,464. | 815,219. |
| FIA TIMBER PARTNERS, LP | 3,634,278. | 3,580,331. | 4,163,991. |
| COMMONFUND NATURAL RESOURCE VI | 1,066,296. | 969,652. | 1,211,052. |
| GLOBAL DISTRESSED DEBT III | 4,793,774. | 5,135,433. | 4,840,811. |
| APOLLO INVESTMENT FUND VI | 2,222,213. | 2,281,443. | 2,719,494. |
| BESSEMER REAL ESTATE INV FUND | 3,966,898. | 3,827,709. | 2,307,724. |
| FIA TIMBER SPECIAL SITUATION | 2,657,476. | 2,574,500. | 2,770,294. |
| BEACON CAPITAL STRATEGIC IV | 2,703,037. | 2,702,878. | 1,481,666. |

AS AMENDED

ATTACHMENT 11 (CONT'D)

FORM 990PF, PART II - OTHER INVESTMENTS

| DESCRIPTION | BEGINNING BOOK VALUE | ENDING BOOK VALUE | ENDING FMV |
|--------------------------------|-------------------------|----------------------|---------------|
| BEACON CAPITAL STRATEGIC V | 2,693,183. | 3,123,932. | 1,250,415. |
| MERIT ENERGY PARTNERS F-1 | 832,831. | 687,968. | 151,406. |
| MERIT ENERGY CANADA | 843,792. | 840,582. | 586,710. |
| ANGELO GORDON SUPER FUND INTL | 3,000,000. | 219,123. | 219,123. |
| M. KINGDOM OFFSHORE LTD. | 3,000,000. | 1,681,535. | 2,280,089. |
| SHEPHERD INVESTMENT INTL. | 2,529,292. | 714,658. | 741,083. |
| CENTERFIELD CAPITAL PARTNERS | 1,075,045. | 1,125,049. | 1,471,509. |
| HARRISON STREET REAL ESTATE I | 1,621,248. | 1,689,836. | 1,533,392. |
| NATIONAL CITY - FI MONEY MKRT | 3,361,570. | 2,863,540. | 2,863,545. |
| NATIONAL CITY - EQUITIES | 13,400. | 13,400. | 126,643. |
| CONVEXITY CAPITAL OFFSHORE | 12,601,579. | 12,601,579. | 15,668,028. |
| FRONTIER MID CAP GROWTH | 3,458,721. | 3,010,911. | 4,303,032. |
| AXIOM INTERNATIONAL EQUITY II | 6,573,194. | 6,910,862. | 8,078,652. |
| PIMCO GLOBAL GOV'T BOND | 10,711,500. | 6,354,541. | 5,004,807. |
| GOLDMAN SACHS DISTRESSED | 664,152. | 1,199,627. | 1,266,226. |
| AMERBROOK V | 787,645. | 1,293,792. | 2,569,089. |
| ASIA ALTERNATIVES II | 222,773. | 443,097. | 437,747. |
| SVB STRATEGIC FUND IV | 388,595. | 986,096. | 1,066,759. |
| FLAG PRIVATE EQUITY IV OFFSHOR | 442,865. | 842,865. | 689,223. |
| DOVER STREET VII | 1,019,010. | 2,286,685. | 2,890,240. |
| SEAMANS GLOBAL OPPORTUNITIES | 4,710,191. | 5,167,049. | 6,375,857. |
| THE TAP FUND, LLC | 5,864,665. | 7,095,444. | 7,221,304. |
| HARRISON STREET REAL ESTATE II | 1,976,704. | 2,010,401. | 2,106,022. |
| BARLOW PARTNERS OFFSHORE | 5,000,000. | 0. | 0. |
| WEATHERLOW OFFSHORE I | 9,000,000. | 9,000,000. | 9,579,673. |
| FORESTER OPPORTUNITIES | 5,059,227. | 5,294,161. | 6,035,563. |
| ADAGE CAPITAL PARTNERS LP | 10,000,000. | 8,649,955. | 14,324,712. |
| EATON VANCE SMALL CAP FUND | 3,463,268. | 4,002,923. | 5,269,917. |
| SILCHESTER INT'L VALUE | 21,568,194. | 18,674,602. | 20,015,541. |
| LOOMIS SAYLES H G CORP BOND | 7,460,112. | 0. | 0. |
| FAIRHILL REALTY, LLC | 1. | 0. | 0. |
| IND FUTURE FD II NEXT LP | 33,784. | 210,576. | 194,327. |
| MERIT ENERGY PARTNERS G | 1,261,268. | 2,069,144. | 1,876,585. |

AS AMENDED

ATTACHMENT 11 (CONT'D)

FORM 990PF, PART II - OTHER INVESTMENTS

| DESCRIPTION | BEGINNING BOOK VALUE | ENDING BOOK VALUE | ENDING FMV |
|--------------------------------|-------------------------|----------------------|---------------|
| MAYO CAPITAL | 5,510,429. | 6,020,443. | 7,210,032. |
| GOLD ETF NATIONAL CITY | 0. | 2,991,476. | 3,370,896. |
| LAZARD EMERGING MKT INCOME FUN | 0. | 2,000,000. | 2,007,710. |
| OVERLOOK PARTNERS FUND, LP | 0. | 2,196,884. | 2,917,368. |
| IVA OVERSEAS FUND | 0. | 9,500,000. | 10,109,235. |
| ASIAN CENTRY QUEST OFFSHORE | 0. | 1,500,000. | 1,557,865. |
| AYER CAPITAL PARTNERS FUND | 0. | 1,000,000. | 1,044,925. |
| COATURE OFFSHORE FUND LTD | 0. | 1,500,000. | 1,741,577. |
| CONATUS CAPITAL OVERSEAS LTD | 0. | 2,500,000. | 2,761,200. |
| COVALENT CAPITAL PARTNERS | 0. | 1,500,000. | 1,571,060. |
| DAVIDSON KEMPNER INST PTNRS LP | 0. | 2,000,000. | 2,183,136. |
| FINE OFFSHORE FUND | 0. | 1,500,000. | 1,603,714. |
| FIR TREE INTERNTL VALUE FUND | 0. | 1,500,000. | 1,645,196. |
| GRUSS GLOBAL INVESTROS LTD | 0. | 2,000,000. | 2,032,920. |
| HHR ATLAS FUND | 0. | 1,500,000. | 1,655,349. |
| HIGHLINE CAPITAL PARTNERS LP | 0. | 2,000,000. | 2,044,129. |
| KNIGHTHEAD OFFSHORE FUND LTD | 0. | 1,500,000. | 1,692,130. |
| MASON CAPITAL LTD | 0. | 2,500,000. | 2,727,577. |
| ROYAL CAPITAL MANAGEMENT | 0. | 2,000,000. | 2,095,739. |
| VALINOR CAPITAL PARTNERS OFFSH | 0. | 2,500,000. | 2,910,542. |
| VARIOUS | | | |
| TOTALS | 260,781,032. | 258,709,563. | 286,206,198. |

AS AMENDED

ATTACHMENT 12

FORM 990PF, PART II - OTHER LIABILITIES

| <u>DESCRIPTION</u> | <u>BEGINNING BOOK VALUE</u> | <u>ENDING BOOK VALUE</u> |
|-----------------------------|---------------------------------|------------------------------|
| OTHER CURRENT LIABILITIES | 448. | 145. |
| ACCOUNTS PAYABLE - FAIRHILL | 59,611. | 55,962. |
| TOTALS | <u>60,059.</u> | <u>56,107.</u> |

ATTACHMENT 12

AS AMENDED

ATTACHMENT 13

FORM 990PF, PART VII-A, LINE 3 - CONFORMED COPY OF THE CHANGES

SEE ATTACHED.

ATTACHMENT 13

AS AMENDED

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

ATTACHMENT 14

| NAME AND ADDRESS | TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION | COMPENSATION | CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS | EXPENSE ACCT * AND OTHER ALLOWANCES |
|---|---|--------------|---|---|
| LEONARD J BETLEY INDIANAPOLIS, IN 46260 | PRESIDENT DIRECTOR 18.00 | 100,000. | 0. | 174. * |
| THOMAS H RISTINE INDIANAPOLIS, IN 46282 | SECRETARY DIRECTOR 20.00 /YEAR | 0. | 0. | 0. |
| AMOUNTS PAID TO THE FOLLOWING LAW FIRM FOR SERVICES INCLUDING LEGAL SERVICES PERFORMED BY THOMAS RISTINE: LEWIS & KAPPES \$ 18,008 | | | | |
| JONATHAN B FAIRBANKS HOUSTON, TX 77027 | DIRECTOR 20.00 /YEAR | 0. | 0. | 3,000. * |
| ROGER S SNOWDON INDIANAPOLIS, IN 46260 | TREASURER/DIRECTOR 40.00 | 3,000. | 13,992. | 1,387. * |
| DANIEL C APPEL INDIANAPOLIS, IN 46202 | DIRECTOR 20.00 /YEAR | 0. | 0. | 0. |

*THESE ARE EXPENSE REIMBURSEMENTS FOR TRAVEL AND OTHER EXPENSES FOR THE ORDINARY CONDUCT OF FOUNDATION BUSINESS.

AS AMENDED

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

ATTACHMENT 14 (CONT'D)

| NAME AND ADDRESS | TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION | COMPENSATION | CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS | EXPENSE ACCT AND OTHER ALLOWANCES |
|--|---|--------------|---|---|
| ELIZABETH F MANN BLOOMINGTON, IN 47401 | DIRECTOR 20.00 /YEAR | 0. | 0. | 622.* |
| MARY E BIKOFF INDIANAPOLIS, IN 46260 | VICE PRES/CHIEF GRAN 40.00 | 146,000. | 15,889. | 4,625.* |
| CHRISTOPHER M CALLAHAN INDIANAPOLIS, IN 46260 | DIRECTOR 20.00 /YEAR | 0. | 0. | 0. |
| GRAND TOTALS | | 409,000. | 29,881. | 9,808. |

*THESE ARE EXPENSE REIMBURSEMENTS FOR TRAVEL AND OTHER EXPENSES FOR THE ORDINARY CONDUCT OF FOUNDATION BUSINESS.

AS AMENDED

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

ATTACHMENT 15

| <u>NAME AND ADDRESS</u> | <u>TYPE OF SERVICE</u> | <u>COMPENSATION</u> |
|---|------------------------|---------------------|
| LEONARD J BETLEY INDIANAPOLIS, IN 46260 SEE PART VIII FOR FEES OF \$100,000 WHICH WERE PAID TO LEONARD J BETLEY | CONSULTING | 0. |
| CAMBRIDGE ASSOCIATES BOSTON, MA | INVESTMENT MGMT | 390,110. |
| BKD, LLP 201 N ILLINOIS STREET INDIANAPOLIS, IN 46204 | ACCOUNTING | 69,776. |
| TOTAL COMPENSATION | | <u>459,886.</u> |

AS AMENDED

| Focus Area | Payee Name | Request Project Title | Payment Amount |
|------------|--|--|----------------|
| Health | Methodist Health Foundation | Charles Warren Fairbanks Center for Medical Ethics | 20,000.00 |
| Health | Learning Well | Continued funding for existing 30 schools plus 5 new charter schools for 2010-11 and 2011-12 school years | 1,319,720.00 |
| Health | Indiana University Purdue University - The Polis Center | Continued funding for the SAVI (Social Assets and Vulnerabilities Indicators) Electronic Health Records (EHR) System purchase and implementation | 100,000.00 |
| Health | HealthNet, Inc. | Electronic Medical Records Planning Grant | 300,000.00 |
| Health | Gennesaret Free Clinic, Inc. | Establish a School of Public Health in Indianapolis | 58,030.00 |
| Health | Indiana University, The Trustees of | Gap Funding for Quality Health First Initiative | 2,000,000.00 |
| Health | Indiana Health Information Exchange, Inc. | General Operating Support | 450,000.00 |
| Health | Cancer Support Community Central | General Operating Support | 30,000.00 |
| Health | Creating Positive Relationships, Inc. | General Operating Support | 20,000.00 |
| Health | Fairbanks Hospital, Inc. d/b/a Fairbanks | General Operating Support | 20,000.00 |
| Health | Gennesaret Free Clinic, Inc. | General Operating Support | 50,000.00 |
| Health | Prevent Blindness Indiana | General Operating Support | 30,000.00 |
| Health | Raphael Health Center, Inc. | General Operating Support | 50,000.00 |
| Health | Ruth Lilly Health Education Center | General Operating Support | 20,000.00 |
| Health | Shalom Health Care Center, Inc. | General Operating Support | 50,000.00 |
| Health | Trinity Free Clinic | General Operating Support | 35,000.00 |
| Health | Visiting Nurse Service Foundation, Inc. | General Operating Support | 35,000.00 |
| Health | Central Indiana Corporate Partnership Foundation, Inc. (BioCrossroads) | General Operating Support for Community Health Centers | 677,675.00 |
| Health | Wishard Memorial Foundation, Inc. | General Operating Support for Marion Co. Clinics | 100,000.00 |
| Health | Planned Parenthood of Indiana | General Operating Support for Marion County Health Department Clinics | 35,000.00 |
| Health | Health & Hospital Corporation of Marion County | General Operating Support for St. Vincent Primary Care Center | 100,000.00 |
| Health | St. Vincent Hospital Foundation, Inc. | Good Samaritan Health Clinic | 35,000.00 |
| Health | Good News Mission, Inc. d/b/a Good News Ministries | Health Clinic Operations | 100,000.00 |
| Health | HealthNet, Inc. | Health Clinic Operations | 35,000.00 |
| Health | Shepherd Community Center, Inc. | Indiana Clinical and Translational Sciences Institute (ICTSI) - Years 1 thru 3 | 600,000.00 |
| Health | Indiana University School of Medicine | Physician's Medical Education Program | 10,000.00 |
| Health | St. Vincent Hospital Foundation, Inc. | Population Based Longitudinal Health Studies | 250,000.00 |
| Health | The Fairbanks Institute for Healthy Communities, Inc. | Population Based Longitudinal Health Studies | 500,000.00 |
| Health | The Fairbanks Institute for Healthy Communities, Inc. | Population Based Longitudinal Health Studies | 250,000.00 |
| Health | The Fairbanks Institute for Healthy Communities, Inc. | Population Based Longitudinal Health Studies | 500,000.00 |
| Health | The Fairbanks Institute for Healthy Communities, Inc. | Population Based Longitudinal Health Studies | 250,000.00 |
| Health | The Fairbanks Institute for Healthy Communities, Inc. | Population Based Longitudinal Health Studies | 250,000.00 |
| Health | The Fairbanks Institute for Healthy Communities, Inc. | PredictER Phase II | 300,000.00 |
| Health | Indiana University Center for Bioethics | Project Health | 50,000.00 |
| Health | Indianapolis Medical Society Foundation | Safety Net Renewable Designated for Health Services Operations | 35,000.00 |
| Health | La Plaza, Inc. | Safety Net Renewable Designated for African Center Health Clinic | 35,000.00 |
| Health | African Community International, Inc. (The African Center) | St. Francis Neighborhood Health Clinic | 35,000.00 |
| Health | St. Francis Healthcare Foundation | Take Charge Life and Stop Taking on Pounds (Obesity Projects) | 195,000.00 |
| Health | Wishard Memorial Foundation, Inc. | Take Charge Life and Stop Taking on Pounds (Obesity Projects) | 97,000.00 |

AS AMENDED

| Focus Area | Payee Name | Request Project Title | Payment Amount |
|-------------------------|--|--------------------------------|----------------|
| Health | Jameson Camp, Inc. | Wellness Camp | 20,000 00 |
| Historical/Family/Other | Eiteljorg Museum of American Indians & Western Art | 2009 Matching Gift | 1,250 00 |
| Historical/Family/Other | Fresh Arts Coalition | 2009 Matching Gift | 7,500 00 |
| Historical/Family/Other | Indianapolis Museum of Art | 2009 Matching Gift | 3,000.00 |
| Historical/Family/Other | Indianapolis Symphonic Choir | 2009 Matching Gift | 105.00 |
| Historical/Family/Other | Indianapolis Zoological Society, Inc. | 2009 Matching Gift | 150 00 |
| Historical/Family/Other | Second Presbyterian Church | 2009 Matching Gift | 2,500 00 |
| Historical/Family/Other | St. John's School | 2009 Matching Gift | 2,500 00 |
| Historical/Family/Other | United Way of Central Indiana | 2009 Matching Gift | 1,500.00 |
| Historical/Family/Other | United Way of Central Indiana | 2009 Matching Gift | 5,000 00 |
| Historical/Family/Other | University High School of Indiana, Inc | 2009 Matching Gifts | 750 00 |
| Historical/Family/Other | Baldwin-Wallace College | 2010 Matching Gift | 250 00 |
| Historical/Family/Other | Best Friends Animal Society | 2010 Matching Gift | 100 00 |
| Historical/Family/Other | Butler University | 2010 Matching Gift | 500.00 |
| Historical/Family/Other | Community Health Network Foundation | 2010 Matching Gift | 2,000 00 |
| Historical/Family/Other | Community Health Network Foundation | 2010 Matching Gift | 10,000 00 |
| Historical/Family/Other | Conner Prairie | 2010 Matching Gift | 500.00 |
| Historical/Family/Other | Hentage Place | 2010 Matching Gift | 126 00 |
| Historical/Family/Other | Humane Society of Indianapolis | 2010 Matching Gift | 100.00 |
| Historical/Family/Other | Humane Society of Indianapolis | 2010 Matching Gift | 1,000 00 |
| Historical/Family/Other | Indiana Sports Corporation | 2010 Matching Gift | 500 00 |
| Historical/Family/Other | Indiana State Museum Foundation, Inc | 2010 Matching Gift | 500 00 |
| Historical/Family/Other | Indiana University Foundation | 2010 Matching Gift | 1,500 00 |
| Historical/Family/Other | Indiana University Foundation | 2010 Matching Gift | 200.00 |
| Historical/Family/Other | Indianapolis Garden Club | 2010 Matching Gift | 500 00 |
| Historical/Family/Other | Indianapolis Museum of Art | 2010 Matching Gift | 100 00 |
| Historical/Family/Other | Indianapolis Museum of Art | 2010 Matching Gift | 1,250 00 |
| Historical/Family/Other | Indianapolis Zoological Society, Inc | 2010 Matching Gift | 700.00 |
| Historical/Family/Other | John Knox Presbyterian Church | 2010 Matching Gift | 360.00 |
| Historical/Family/Other | John Knox Presbyterian Church | 2010 Matching Gift | 770 00 |
| Historical/Family/Other | KIPP Indianapolis College Preparatory | 2010 Matching Gift | 500 00 |
| Historical/Family/Other | Middle Way House | 2010 Matching Gift | 10,000.00 |
| Historical/Family/Other | Old School Square, Inc. | 2010 Matching Gift | 100 00 |
| Historical/Family/Other | Phoenix Theatre | 2010 Matching Gift | 600 00 |
| Historical/Family/Other | Saint Joan of Arc Catholic Church | 2010 Matching Gift | 1,000 00 |
| Historical/Family/Other | Second Helpings, Inc. | 2010 Matching Gift | 100.00 |
| Historical/Family/Other | Second Presbyterian Church | 2010 Matching Gift | 1,300 00 |
| Historical/Family/Other | Second Presbyterian Church | 2010 Matching Gift | 1,300 00 |
| Historical/Family/Other | Susan G Komen For The Cure | 2010 Matching Gift | 100 00 |
| Historical/Family/Other | The Leukemia & Lymphoma Society | 2010 Matching Gift | 100 00 |
| Historical/Family/Other | The Nature Conservancy | 2010 Matching Gift | 200 00 |
| Historical/Family/Other | The Nature Conservancy | 2010 Matching Gift | 500 00 |
| Historical/Family/Other | The Nature Conservancy | 2010 Matching Gift | 1,000.00 |
| Historical/Family/Other | Traders Point Christian Academy | 2010 Matching Gift | 500 00 |
| Historical/Family/Other | United Way of Central Indiana | 2010 Matching Gift | 1,500 00 |
| Historical/Family/Other | Wabash College | 2010 Matching Gift | 500.00 |
| Historical/Family/Other | Butler University | 2010 Matching Gift | |
| Historical/Family/Other | Butler University | Designate for Butler Athletics | 500 00 |
| Historical/Family/Other | Butler University | 2010 Matching Gift | |
| Historical/Family/Other | Butler University | BU Bulldog Club | 750.00 |
| Historical/Family/Other | Indiana University Foundation | 2010 Matching Gift | |
| Historical/Family/Other | Indiana University Foundation | I.U. School of Medicine | 1,000 00 |
| Historical/Family/Other | Fresh Arts Coalition | 2010 Matching Gifts | 5,000.00 |
| Historical/Family/Other | Traders Point Christian Church | 2010 Matching Gifts | 250.00 |
| Historical/Family/Other | United Way of Central Indiana | 2010 Matching Gifts | 519 00 |
| Historical/Family/Other | United Way of Central Indiana | 2010 Matching Gifts | 613 00 |
| Historical/Family/Other | United Way of Central Indiana | 2010 Matching Gifts | 613.00 |
| Historical/Family/Other | United Way of Central Indiana | 2010 Matching Gifts | 613 00 |
| Historical/Family/Other | United Way of Central Indiana | 2010 Matching Gifts | 613 00 |
| Historical/Family/Other | United Way of Central Indiana | 2010 Matching Gifts | 613 00 |
| Historical/Family/Other | United Way of Central Indiana | 2010 Matching Gifts | 613.00 |
| Historical/Family/Other | United Way of Central Indiana | 2010 Matching Gifts | 613 00 |
| Historical/Family/Other | United Way of Central Indiana | 2010 Matching Gifts | 643.00 |
| Historical/Family/Other | United Way of Central Indiana | 2010 Matching Gifts | 643 00 |
| Historical/Family/Other | United Way of Central Indiana | 2010 Matching Gifts | 643 00 |
| Historical/Family/Other | United Way of Central Indiana | 2010 Matching Gifts | 643.00 |
| Historical/Family/Other | United Way of Central Indiana | 2010 Matching Gifts | 643 00 |

AS AMENDED

| Focus Area | Payee Name | Request Project Title | Payment Amount |
|------------------------------|--|---|----------------|
| Historical/Family/Other | Fairbanks Hospital, Inc d/b/a Fairbanks | Circle of Hope Dinner 2010 | 980 00 |
| Historical/Family/Other | Indiana Historical Society | Destination Indiana Journeys on Charles Warren Fairbanks and Cornelia Cole | 6,000.00 |
| Historical/Family/Other | Indiana Landmarks | General Operating Support | 10,000.00 |
| Historical/Family/Other | Joy's House | General Operating Support | 20,000.00 |
| Historical/Family/Other | Meals on Wheels, Inc. | General Operating Support | 20,000 00 |
| Historical/Family/Other | NPower Indiana | General Operating Support | 20,000 00 |
| Historical/Family/Other | Partners in Housing Development Corporation | General Operating Support | 25,000.00 |
| Historical/Family/Other | People On Wheels | General Operating Support | 15,000 00 |
| Historical/Family/Other | Reach for Youth, Inc. | General Operating Support | 40,000 00 |
| Historical/Family/Other | United Christmas Service | General Support | 25,000.00 |
| Historical/Family/Other | Crown Hill Heritage Foundation | Historical Preservation and Educational Programs | 10,000 00 |
| Memberships/Industry Support | Central Indiana Corporate Partnership Foundation Inc (BioCrossroads) | 2010 Annual Dues | 15,000.00 |
| Memberships/Industry | Indiana University Foundation | 2010 Indiana Achievement Awards | 3,500 00 |
| Memberships/Industry | Grantmakers for Effective Organizations | General Operating Support | 2,500 00 |
| Memberships/Industry | Grantmakers In Health | General Operating Support | 5,000 00 |
| Memberships/Industry | GuideStar USA, Inc | General Operating Support | 2,500.00 |
| Memberships/Industry | Indiana Grantmakers Alliance | General Operating Support | 12,500.00 |
| Memberships/Industry | The Center for Effective Philanthropy | General Operating Support | 10,000 00 |
| Memberships/Industry | The Foundation Center | General Operating Support | 2,500 00 |
| Memberships/Industry | The Philanthropy Roundtable | General Operating Support | 5,000.00 |
| Memberships/Industry | Sagamore Institute for Policy Research | Sagamore Institute for Policy Research | 250 00 |
| Memberships/Industry | Indiana Grantmakers Alliance | Support for IGA's Fall Conference | 5,000 00 |
| Sustainable Employment | HealthNet, Inc. | Choices for Change Workforce Development Program - Continued Funding | 75,000.00 |
| Sustainable Employment | Day Nursery Association of Indianapolis, Inc | Continued funding for Staff Education & Self-Sufficiency Initiative | 75,000 00 |
| Sustainable Employment | Training, Inc. | Core Employment Training and New Logistics Training Programs | 100,000 00 |
| Sustainable Employment | Second Helpings, Inc. | Culinary Job Training Program | 75,000 00 |
| Sustainable Employment | Victory Inner-City Ministries | Designated for Victory Village Shoppe | 15,000 00 |
| Sustainable Employment | Horizon House, Inc. | Designated to Health & Employment | 25,000.00 |
| Sustainable Employment | Girls Incorporated of Greater Indianapolis | Economic Literacy Programs in Marion | 15,000 00 |
| Sustainable Employment | Fresh Start of Indiana, Inc | Employment Program | 20,000 00 |
| Sustainable Employment | Mary Rigg Neighborhood Center, Inc | Employment Training and Money Coaching Programs | 125,000 00 |
| Sustainable Employment | Southeast Community Services, Inc. | Employment Training Programs | 50,000 00 |
| Sustainable Employment | Families First | Family Loan Program (Name change) | 20,000 00 |
| Sustainable Employment | 100 Black Men of Indianapolis, Inc | Financial Literacy Program | 15,000 00 |
| Sustainable Employment | Fletcher Place Community Center Inc | Fletcher Place Adult Center for Education Program | 5,000 00 |
| Sustainable Employment | Fletcher Place Community Center Inc | Fletcher Place Adult Center for Education Program | 25,000 00 |
| Sustainable Employment | Dayspring Center | Follow-Up Case Management | 30,000 00 |
| Sustainable Employment | Business Ownership Initiative of Indiana | General Operating Support | 25,000.00 |
| Sustainable Employment | Coburn Place Safehaven II, Inc. | General Operating Support | 30,000 00 |
| Sustainable Employment | Goodwill Industries of Central Indiana, Inc | General Operating Support | 20,000 00 |
| Sustainable Employment | Indy Reads | General Operating Support | 25,000 00 |
| Sustainable Employment | John P. Craine House | General Operating Support | 20,000 00 |
| Sustainable Employment | Workforce, Inc. | | 20,000.00 |
| Sustainable Employment | United Way of Central Indiana | Marion County Connected By 25 | 254,820 00 |
| Sustainable Employment | United Way of Central Indiana | Marion County Connected by 25 | 15,000 00 |
| Sustainable Employment | Indianapolis Neighborhood Housing Partnership (INHP) | Pilot Money Management/ Financial Literacy Program for Sustainable Employment Service Providers | 75,000.00 |
| Sustainable Employment | The Salvation Army | Salvation Army Harbor Light Center Transitional Housing Program | 30,000 00 |
| Sustainable Employment | Edna Martin Christian Center | Self-Sufficiency Programs | 30,000 00 |
| Sustainable Employment | Noble of Indiana | Supported Employment | 20,000.00 |
| Vitality of Indianapolis | United Way of Central Indiana | Annual Campaign Contribution | 100,000 00 |
| Vitality of Indianapolis | Simon Youth Foundation, Inc. | Bridges to Achievement Program | 50,000 00 |

AS AMENDED

| Focus Area | Payee Name | Request Project Title | Payment Amount |
|--------------------------|--|--|----------------|
| Vitality of Indianapolis | The Mind Trust | Continued Core Infrastructure Support | 700,000.00 |
| | | Continued Funding for Marion County | |
| Vitality of Indianapolis | DonorsChoose.org | Schools for Math, Science, Literacy and Social Science Projects | 50,000.00 |
| Vitality of Indianapolis | Indianapolis Zoological Society, Inc. | General Operating Support | 15,000.00 |
| Vitality of Indianapolis | School on Wheels | General Operating Support | 25,000.00 |
| Vitality of Indianapolis | Starfish Inc. | General Operating Support | 25,000.00 |
| Vitality of Indianapolis | College Mentors for Kids, Inc. d/b/a College Mentors, Inc. | General Operating Support/Local Chapters | 25,000.00 |
| Vitality of Indianapolis | Teach for America - Indianapolis | IPS School Leadership Initiative | 166,750.00 |
| Vitality of Indianapolis | Ivy Tech Foundation, Inc | Multi-Purpose, Multi-Modal Facility for Downtown Indianapolis Campus | 800,000.00 |
| | | | |
| | | | 12,602,577.00 |

| | Grants | Total Grant | Future Payments |
|-------------------------|---|---------------------|---------------------|
| Health | CICPF/BioCrossroads(2007-2010) | \$2,501,048 | \$0 |
| Health | CICPF/BioCrossroads (2011-2012) | \$1,254,333 | \$1,254,333 |
| Health | Fairbanks Institute | \$10,000,000 | \$4,000,000 |
| Health | Gennesaret Free Clinic-EMR | \$71,000 | \$0 |
| Health | HealthNet - EMR | \$2,500,000 | \$0 |
| Health | I.U. Center for Bioethics - Predict ER II | \$900,000 | \$300,000 |
| Health | IHIE (Gap Funding) | \$450,000 | \$0 |
| Health | Learning Well | \$2,632,920 | \$1,313,200 |
| Health | Methodist Health Foundation CWF Center for Medical Ethics | \$5,400,000 | \$1,000,000 |
| Health | Wishard Memorial Fdtn (Take Charge Lite) | \$2,555,909 | \$608,575 |
| Health | Wishard Memorial Fdtn (New Hospital) | \$6,000,000 | \$6,000,000 |
| Health | I.U. - The Polis Center (SAVI) | \$200,000 | \$0 |
| Health | I.U. School of Medicine (I-CTSI) | \$2,400,000 | \$0 |
| Health | IUPUI (School of Public Health) | \$20,000,000 | \$18,000,000 |
| Health Subtotals | | \$56,865,210 | \$32,476,108 |

| | | | |
|--------------------------------------|---|---------------------|--------------------|
| Vitality | Butler University (Scientific Infrastructure/ Endowment Fund) | \$5,300,000 | \$1,000,000 |
| Vitality | DonorsChoose.org | \$100,000 | \$0 |
| Vitality | Indiana Historical Society | \$6,000 | \$0 |
| Vitality | IMA (Endowment VBF A&NP) | \$11,000,000 | \$1,000,000 |
| Vitality | Ivy Tech (Multi-Modal Facility) | \$3,800,000 | \$0 |
| Vitality | The Mind Trust- 2011 - 2013 Operations | \$2,100,000 | \$1,400,000 |
| Vitality | Simon Youth Foundation | \$150,000 | \$52,000 |
| Vitality | Teach For America Indianapolis | \$450,000 | \$166,750 |
| Vitality of Indpls. Subtotals | | \$22,906,000 | \$3,618,750 |

| | | | |
|---|--|--------------------|------------------|
| Sust Employment | Day Nursery Association | \$225,000 | \$0 |
| Sust Employment | HealthNet- Choices for Change Program | \$225,000 | \$150,000 |
| Sust Employment | Indpls. Neighborhood Housing Partnership | \$120,000 | \$0 |
| Sust Employment | Mary Rigg Neighborhood Center | \$375,000 | \$125,000 |
| Sust Employment | Second Helpings | \$225,000 | \$150,000 |
| Sust Employment | Southeast Community Services | \$100,000 | \$0 |
| Sust Employment | Training Inc. | \$300,000 | \$100,000 |
| Sust Employment | United Way (UWCI) Connected By 25 | \$700,000 | \$0 |
| Sustainable Employment Subtotals | | \$2,270,000 | \$525,000 |

| | | | |
|----------------------------------|---|--|--------------------|
| Renewable Grants | General (Includes Final Payments to 8 Current Renewables in 2010) | | \$2,435,000 |
| Renewable Grants | Healthcare Safety Net | | \$3,260,000 |
| Renewable Grants | United Way of Central Indiana | | \$400,000 |
| Renewable Grants Subtotal | | | \$6,095,000 |

| | | | |
|------------------------|-------------------------------|--|------------------|
| Other | Philanthropic/Industry Grants | | \$217,000 |
| Other | Grant Evaluation Expense | | \$100,000 |
| Other | Matching Gift Grants | | \$310,000 |
| Other | Discretionary Grant Fund | | \$200,000 |
| Other Subtotals | | | \$827,000 |

| | | | |
|-------------------|--|----------|-----------|
| General Renewable | 100 Black Men of Indianapolis | \$15,000 | \$60,000 |
| General Renewable | Business Ownership Initiative | \$25,000 | \$100,000 |
| General Renewable | Cancer Support Community of Central IN | \$15,000 | \$0 |
| General Renewable | Coburn Place Safe Haven | \$15,000 | \$0 |
| General Renewable | College Mentors | \$25,000 | \$100,000 |
| General Renewable | Creating Positive Relationships | \$20,000 | \$80,000 |
| General Renewable | Crown Hill Heritage Foundation | \$10,000 | \$40,000 |

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| | | | |
|-----------------------------------|---|------------------|--------------------|
| General Renewable | Dayspring Center | \$15,000 | \$0 |
| General Renewable | Edna Martin Christian Center | \$15,000 | \$0 |
| General Renewable | Emergent Leadership Institute | \$15,000 | \$0 |
| General Renewable | Fairbanks (Hospital) | \$20,000 | \$80,000 |
| General Renewable | Family Service Association | \$20,000 | \$80,000 |
| General Renewable | Fletcher Place Community Center Ministries | \$25,000 | \$50,000 |
| General Renewable | Fresh Start of IN | \$15,000 | \$80,000 |
| General Renewable | Girls Inc. | \$15,000 | \$60,000 |
| General Renewable | Goodwill Industries of Central IN | \$15,000 | \$80,000 |
| General Renewable | Historic Landmarks Foundation of IN | \$10,000 | \$40,000 |
| General Renewable | Horizon House - (Designated to Health Services in 2009) | \$25,000 | \$100,000 |
| General Renewable | Indianapolis Zoological Society | \$15,000 | \$60,000 |
| General Renewable | Indy Reads | \$15,000 | \$100,000 |
| General Renewable | Jameson Camp | \$20,000 | \$80,000 |
| General Renewable | John P. Craine House | \$20,000 | \$80,000 |
| General Renewable | Joy's House | \$20,000 | \$80,000 |
| General Renewable | Meals on Wheels | \$20,000 | \$80,000 |
| General Renewable | Methodist Hospital Foundation | \$20,000 | \$80,000 |
| General Renewable | Noble, Inc. | \$20,000 | \$80,000 |
| General Renewable | Npower Indiana | \$20,000 | \$80,000 |
| General Renewable | Partners in Housing Development Corp. | \$25,000 | \$100,000 |
| General Renewable | People on Wheels | \$15,000 | \$60,000 |
| General Renewable | Prevent Blindness | \$15,000 | \$0 |
| General Renewable | Reach for Youth | \$20,000 | \$0 |
| General Renewable | Ruth Lilly Health Education Center | \$20,000 | \$80,000 |
| General Renewable | Save the Youth | \$20,000 | \$0 |
| General Renewable | School on Wheels | \$20,000 | \$100,000 |
| General Renewable | St. Vincent Foundation - Phys. Medical Educ. | \$10,000 | \$40,000 |
| General Renewable | Starfish Initiative | \$25,000 | \$100,000 |
| General Renewable | Tha Salvation Army - Harbor Light Center | \$15,000 | \$0 |
| General Renewable | United Christmas Service | \$25,000 | \$100,000 |
| General Renewable | Victory Inner-City Ministries | \$15,000 | \$60,000 |
| General Renewable | Workforce, Inc. | \$20,000 | \$20,000 |
| General Renewable Subtotal | | \$730,000 | \$2,330,000 |

TOTAL

\$45,871,858

AS AMENDED

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ **Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for
Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).**

OMB No 1545-0092

2010

Name of estate or trust

RICHARD M. FAIRBANKS FOUNDATION, INC

Employer identification number

31-1189885

Note: Form 5227 filers need to complete **only** Parts I and II

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

| (a) Description of property (Example 100 shares 7% preferred of "Z" Co) | (b) Date acquired (mo, day, yr) | (c) Date sold (mo, day, yr) | (d) Sales price | (e) Cost or other basis (see instructions) | (f) Gain or (loss) for the entire year Subtract (e) from (d) |
|--|------------------------------------|--------------------------------|-----------------|---|--|
| 1a | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b **1b** -362,955.

2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824 **2**

3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts **3**

4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2009 Capital Loss Carryover Worksheet **4** ()

5 **Net short-term gain or (loss).** Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back **5** -362,955.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

| (a) Description of property (Example 100 shares 7% preferred of "Z" Co) | (b) Date acquired (mo, day, yr) | (c) Date sold (mo, day, yr) | (d) Sales price | (e) Cost or other basis (see instructions) | (f) Gain or (loss) for the entire year Subtract (e) from (d) |
|--|------------------------------------|--------------------------------|-----------------|---|--|
| 6a | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b **6b** 8,790,560.

7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824 **7**

8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts **8**

9 Capital gain distributions **9**

10 Gain from Form 4797, Part I **10**

11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2009 Capital Loss Carryover Worksheet **11** ()

12 **Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back **12** 8,790,560.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2010

AS AMENDED

Schedule D (Form 1041) 2010

Page **2**

| Part III Summary of Parts I and II | | (1) Beneficiaries' (see instr) | (2) Estate's or trust's | (3) Total |
|--|------------|------------------------------------|----------------------------|------------|
| Caution: Read the instructions <i>before</i> completing this part. | | | | |
| 13 Net short-term gain or (loss) | 13 | | | -362,955. |
| 14 Net long-term gain or (loss): | | | | |
| a Total for year | 14a | | | 8,790,560. |
| b Unrecaptured section 1250 gain (see line 18 of the wrkshf) | 14b | | | |
| c 28% rate gain | 14c | | | |
| 15 Total net gain or (loss). Combine lines 13 and 14a ▶ | 15 | | | 8,427,605. |

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet** necessary.

| Part IV Capital Loss Limitation | |
|---|------------------------------------|
| 16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of a The loss on line 15, column (3) or b \$3,000 | 16 () |

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** on page 7 of the instructions to figure your capital loss carryover.

| Part V Tax Computation Using Maximum Capital Gains Rates | |
|---|--|
| Form 1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero. Caution: Skip this part and complete the worksheet on page 8 of the instructions if • Either line 14b, col (2) or line 14c, col (2) is more than zero, or • Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero | |
| Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero. | |

| | | |
|---|-----------|--|
| 17 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) | 17 | |
| 18 Enter the smaller of line 14a or 15 in column (2) but not less than zero | 18 | |
| 19 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) | 19 | |
| 20 Add lines 18 and 19 | 20 | |
| 21 If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- . . . ▶ | 21 | |
| 22 Subtract line 21 from line 20. If zero or less, enter -0- | 22 | |
| 23 Subtract line 22 from line 17. If zero or less, enter -0- | 23 | |
| 24 Enter the smaller of the amount on line 17 or \$2,300 | 24 | |
| 25 Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26, go to line 27 and check the "No" box <input type="checkbox"/> No. Enter the amount from line 23 | 25 | |
| 26 Subtract line 25 from line 24 | 26 | |
| 27 Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22 | 27 | |
| 28 Enter the amount from line 26 (If line 26 is blank, enter -0-) | 28 | |
| 29 Subtract line 28 from line 27 | 29 | |
| 30 Multiply line 29 by 15% (15) | 30 | |
| 31 Figure the tax on the amount on line 23. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) | 31 | |
| 32 Add lines 30 and 31 | 32 | |
| 33 Figure the tax on the amount on line 17. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) | 33 | |
| 34 Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) | 34 | |

Schedule D (Form 1041) 2010

**Continuation Sheet for Schedule D
(Form 1041)****SCHEDULE D-1**
(Form 1041)

Department of the Treasury
Internal Revenue Service

OMB No. 1545-0092

2010

► See instructions for Schedule D (Form 1041).

► **Attach to Schedule D to list additional transactions for lines 1a and 6a.**

Name of estate or trust

RICHARD M. FAIRBANKS FOUNDATION, INC (AMENDED

Employer identification number

31-1189885

| Part I | Short-Term Capital Gains and Losses - Assets Held One Year or Less |
|--------|--|
|--------|--|

[illegible]

| | | |
|--|--|-----------|
| 1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b | | -362,955. |
|--|--|-----------|

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2010

AS AMENDED

Schedule D-1 (Form 1041) 2010

Page 2

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

| (a) Description of property (Example 100 sh 7% preferred of "Z" Co) | (b) Date acquired (mo, day, yr) | (c) Date sold (mo, day, yr) | (d) Sales price (see page 4 of the instructions) | (e) Cost or other basis (see page 4 of the instructions) | (f) Gain or (loss) Subtract (e) from (d) |
|--|---------------------------------------|--------------------------------|--|--|---|
| 6a | | | | | |
| ANGELO GORDON SUPER FUND | VARIOUS | VARIOUS | 2,798,940. | 3,000,000. | -201,060. |
| PRIVATE ADVISORS STABLE VALUE | VARIOUS | VARIOUS | 9,878,596. | 8,641,796. | 1,236,800. |
| BARLOW PARTNERS OFFSHORE | VARIOUS | VARIOUS | 4,628,088. | 5,000,000. | -371,912. |
| POINTER OFFSHORE | VARIOUS | 01/14/2010 | 7,358,884. | 4,870,026. | 2,488,858. |
| COMMUNICATIONS | VARIOUS | VARIOUS | 9,271. | | 9,271. |
| FEDERAL HOME LOAN BANK | VARIOUS | 08/15/2010 | 1,500,000. | 1,494,465. | 5,535. |
| ARTISAN INT'L FUND INSTL SHARES | VARIOUS | 09/27/2010 | 4,500,000. | 3,898,188. | 601,812. |
| M KINGDON OFFSHORE | VARIOUS | VARIOUS | 1,700,000. | 1,318,465. | 381,535. |
| FRONTIER MID CAP GROWTH | VARIOUS | VARIOUS | 1,000,000. | 736,400. | 263,600. |
| PIMCO GLOBAL BOND FUND | VARIOUS | VARIOUS | 4,000,000. | 4,793,110. | -793,110. |
| SILCHESTER INT'L | VARIOUS | VARIOUS | 5,000,000. | 4,397,988. | 602,012. |
| MAYO CAPITAL | VARIOUS | VARIOUS | 252,461. | | 252,461. |
| CAPITAL GAIN DISTRIBUTIONS | VARIOUS | VARIOUS | 1,032,364. | | 1,032,364. |
| CAPITAL GAIN/LOSS FROM PARTNERSHIP K-1S | VARIOUS | VARIOUS | 2,947,620. | | 2,947,620. |
| 1231 GAIN/LOSS FROM PARTNERSHIPS | VARIOUS | VARIOUS | 115,651. | | 115,651. |
| ANGELO GORDON SUPERFUND | VARIOUS | VARIOUS | 219,123. | | 219,123. |
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| 6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b | | | | | 8,790,560. |