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

OMB No 1545-0052

**2011**

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

**For calendar year 2011 or tax year beginning , 2011, and ending , 20**

Name of foundation <b>RICHARD M. FAIRBANKS FOUNDATION, INC.</b>		<b>A Employer identification number</b> 31-1189885
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	<b>B Telephone number (see instructions)</b> (317) 846-7111
9292 N. MERIDIAN ST. City or town, state, and ZIP code INDIANAPOLIS, IN 46260		
<b>G Check all that apply</b> <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>C</b> If exemption application is pending, check here <input type="checkbox"/> <b>D</b> 1. Foreign organizations check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test check here and attach computation <input type="checkbox"/> <b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> <b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
<b>H Check type of organization</b> <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
<b>I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$</b> 265,976,924.		<b>J Accounting method</b> <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	404,707.			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	1,394,517.	1,387,673.		ATCH 1
	4 Dividends and interest from securities	2,611,836.	2,611,836.		ATCH 2
	5a Gross rents	408,760.	408,760.		
	b Net rental income or (loss)	-537,163.			
	6a Net gain or (loss) from sale of assets not on line 10	7,243,651.			
	b Gross sales price for all assets on line 6a	59,826,565.			
	7 Capital gain net income (from Part IV, line 2)		7,589,850.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales, less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	820,499.	820,499.		ATCH 3
	12 Total. Add lines 1 through 11	12,883,970.	12,818,618.		
	13 Compensation of officers, directors, trustees, etc.	412,000.	122,800.		289,200.
	14 Other employee salaries and wages	251,353.	87,910.		163,442.
	15 Pension plans, employee benefits	129,351.	49,309.		80,042.
	16a Legal fees (attach schedule) ATCH 4	963.			963.
	b Accounting fees (attach schedule) ATCH 5	33,070.			33,070.
	c Other professional fees (attach schedule) *	602,597.	602,597.		
	17 Interest, ATTACHMENT 7	273,430.	264,419.		
	18 Taxes (attach schedule) (see instructions) **	391,976.	98,742.		
	19 Depreciation (attach schedule) and depletion	84,094.	50,456.		
	20 Occupancy	42,453.	12,736.		29,717.
	21 Travel, conferences, and meetings	15,612.	4,684.		10,928.
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 9	2,314,586.	2,264,593.		46,210.
	24 Total operating and administrative expenses. Add lines 13 through 23	4,551,485.	3,558,246.		653,572.
	25 Contributions, gifts, grants paid	16,121,888.			16,121,888.
26 Total expenses and disbursements Add lines 24 and 25	20,673,373.	3,558,246.		16,775,460.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-7,789,403.				
b Net investment income (if negative, enter -0-)		9,260,372.			
c Adjusted net income (if negative, enter -0-)					

For Paperwork Reduction Act Notice, see instructions.

\*ATCH 6 JSA \*\* ATCH 8

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<b>Part II Balance Sheets</b>		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
<b>Assets</b>	1	Cash - non-interest-bearing . . . . .	52,205.	177,933.	177,933.
	2	Savings and temporary cash investments . . . . .			
	3	Accounts receivable ▶ 1,409,391.			
		Less: allowance for doubtful accounts ▶ . . . . .	606,664.	1,409,391.	1,409,391.
	4	Pledges receivable ▶ . . . . .			
		Less: allowance for doubtful accounts ▶ . . . . .			
	5	Grants receivable . . . . .			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	7	Other notes and loans receivable (attach schedule) ▶ . . . . .			
		Less: allowance for doubtful accounts ▶ . . . . .			
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . . <b>ATCH 10</b>	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) . . . . .			
<b>Liabilities</b>	12	Investments - mortgage loans . . . . .			
	13	Investments - other (attach schedule) . . . . . <b>ATCH 11</b>	258,709,563.	250,027,562.	262,445,944.
	14	Land, buildings, and equipment basis ▶ . . . . .			
		Less: accumulated depreciation ▶ (attach schedule) . . . . .	1,973,001.	1,943,656.	1,943,656.
	15	Other assets (describe ▶ . . . . .)			
	16	<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .	261,346,602.	253,558,542.	265,976,924.
	17	Accounts payable and accrued expenses . . . . .			
	18	Grants payable . . . . .			
	19	Deferred revenue . . . . .			
	20	Loans from officers, directors, trustees, and other disqualified persons . . . . .			
<b>Net Assets or Fund Balances</b>	21	Mortgages and other notes payable (attach schedule) . . . . .			
	22	Other liabilities (describe ▶ . . . . . <b>ATCH 12</b> ) . . . . .	56,107.	57,450.	
	23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .	56,107.	57,450.	
		<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
<b>Net Assets or Fund Balances</b>	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
		<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b> ▶ <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 . . . . .	261,290,495.	253,501,092.	
	30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	261,290,495.	253,501,092.	
<b>Net Assets or Fund Balances</b>	31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	261,346,602.	253,558,542.	

**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	261,290,495.
2	Enter amount from Part I, line 27a . . . . .	2	-7,789,403.
3	Other increases not included in line 2 (itemize) ▶ . . . . .	3	
4	Add lines 1, 2, and 3 . . . . .	4	253,501,092.
5	Decreases not included in line 2 (itemize) ▶ . . . . .	5	
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	253,501,092.

**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.)
<b>1a</b> SEE PART IV SCHEDULE					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(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)		
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2</b> Capital gain net income or (net capital loss) <span style="float:right">{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }</span>			<b>2</b>	7,589,850.	
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			<b>3</b>	0	

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	13,224,645.	268,372,222.	0.049277
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
<b>2</b> Total of line 1, column (d)			<b>2</b> 0.269937
<b>3</b> 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			<b>3</b> 0.053987
<b>4</b> Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			<b>4</b> 280,918,089.
<b>5</b> Multiply line 4 by line 3			<b>5</b> 15,165,925.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b> 92,604.
<b>7</b> Add lines 5 and 6			<b>7</b> 15,258,529.
<b>8</b> 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.			<b>8</b> 16,775,460.

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 . . . . .		1	92,604.
Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		2	
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . . . .			
3 Add lines 1 and 2 . . . . .			
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . . . .		3	92,604.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- . . . . .		4	0
6 Credits/Payments:		5	92,604.
a 2011 estimated tax payments and 2010 overpayment credited to 2011 . . . . .		6a	254,425.
b Exempt foreign organizations - tax withheld at source . . . . .		6b	
c Tax paid with application for extension of time to file (Form 8868) . . . . .		6c	10,000.
d Backup withholding erroneously withheld . . . . .		6d	
7 Total credits and payments. Add lines 6a through 6d . . . . .		7	264,425.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached . . . . .		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . . .		10	171,821.
11 Enter the amount of line 10 to be Credited to 2012 estimated tax <input checked="" type="checkbox"/> 171,821. Refunded <input type="checkbox"/> . . . . .		11	

**Part VII-A Statements Regarding Activities**

	Yes	No
1 a 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)? . . . . .		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
c Did the foundation file Form 1120-POL for this year? . . . . .		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input checked="" type="checkbox"/> \$ _____ (2) On foundation managers <input checked="" type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . .		X
If "Yes," attach a detailed description of the activities.		
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . . .		X
4 a 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? . . . . .		X
If "Yes," attach the statement required by General Instruction T.		
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	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> 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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV . . . . .		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . . . .		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <b>WWW.RMFF.ORG</b>				
14	The books are in care of <b>ROGER S. SNOWDON</b> Telephone no <b>317-846-7111</b> Located at <b>9292 N. MERIDIAN, #304 INDIANAPOLIS, IN</b> ZIP + 4 <b>46260</b>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <b>15</b>			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country <b>▶</b>				

**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 instructions)? <input type="checkbox"/>	1b	X
Organizations relying on a current notice regarding disaster assistance check here <b>▶</b> <input type="checkbox"/>		
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 2011? <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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <b>▶</b> _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) <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 <b>▶</b> _____		
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 2011 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 2011) <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 2011? <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 instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No  
Organizations relying on a current notice regarding disaster assistance check here ☐

**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No  
If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

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

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 13		412,000.	29,868.	11,972.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SUSAN LUSE INDIANAPOLIS, IN 46260	32.00	54,400.	19,769.	300.
STEPHANIE RHINESMITH INDIANAPOLIS, IN 46260	20.00	56,000.	11,888.	4,655.
ELLEN QUIGLEY INDIANAPOLIS, IN 46260	40.00	117,000.	4,762.	4,395.

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATTACHMENT 14		492,872.
Total number of others receiving over \$50,000 for professional services . . . . .		▶

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

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

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

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

Form 990-PF (2011)



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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	199,379,827.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	34,572.
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	85,781,630.
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	285,196,029.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	285,196,029.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	4,277,940.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	280,918,089.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	14,045,904.

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

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	14,045,904.
<b>2a</b>	Tax on investment income for 2011 from Part VI, line 5	<b>2a</b>	92,604.
<b>b</b>	Income tax for 2011. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	92,604.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	13,953,300.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	13,953,300.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	13,953,300.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	16,775,460.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	16,775,460.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	<b>5</b>	92,604.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	16,682,856.

**Note.** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
<b>1</b> Distributable amount for 2011 from Part XI, line 7 . . . . .				13,953,300.
<b>2</b> Undistributed income, if any, as of the end of 2011:				
<b>a</b> Enter amount for 2010 only . . . . .			12,213,779.	
<b>b</b> Total for prior years: 20 09, 20 08, 20 07 . . . . .				
<b>3</b> Excess distributions carryover, if any, to 2011:				
<b>a</b> From 2006 . . . . .				
<b>b</b> From 2007 . . . . .				
<b>c</b> From 2008 . . . . .				
<b>d</b> From 2009 . . . . .				
<b>e</b> From 2010 . . . . .				
<b>f</b> Total of lines 3a through e . . . . .				
<b>4</b> Qualifying distributions for 2011 from Part XII, line 4: ► \$ 16,775,460.				
<b>a</b> Applied to 2010, but not more than line 2a . . . . .			12,213,779.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions) . . . . .				
<b>c</b> Treated as distributions out of corpus (Election required - see instructions) . . . . .				
<b>d</b> Applied to 2011 distributable amount . . . . .				4,561,681.
<b>e</b> Remaining amount distributed out of corpus . . . . .				
<b>5</b> Excess distributions carryover applied to 2011 . (If an amount appears in column (d), the same amount must be shown in column (a) )				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .				
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .				
<b>c</b> 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 . . . . .				
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions . . . . .				
<b>e</b> Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instructions . . . . .				
<b>f</b> Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012 . . . . .				9,391,619.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .				
<b>8</b> Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions) . . . . .				
<b>9</b> Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a . . . . .	0			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2007 . . . . .				
<b>b</b> Excess from 2008 . . . . .				
<b>c</b> Excess from 2009 . . . . .				
<b>d</b> Excess from 2010 . . . . .				
<b>e</b> Excess from 2011 . . . . .				

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

NOT APPLICABLE

**1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling . . . . .

**b** Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
<b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test - enter					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .					
<b>c</b> "Support" alternative test - enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .					
<b>(3)</b> Largest amount of support from an exempt organization . . . . .					
<b>(4)</b> Gross investment income . . . . .					

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

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

N/A

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

N/A

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

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

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

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

**c** Any submission deadlines:

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

**Part XV** Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

<div>Recipient</div> <div>Name and address (home or business)</div>	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
<b>a</b> <i>Paid during the year</i>  ATTACHMENT 15				
<b>Total</b> . . . . .			▶ <b>3a</b>	16,121,888.
<b>b</b> <i>Approved for future payment</i> SEE STATEMENT ATTACHED				25,466,095.
<b>Total</b> . . . . .			▶ <b>3b</b>	25,466,095.

## 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 instructions )
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1</b> Program service revenue:						
<b>a</b> _____						
<b>b</b> _____						
<b>c</b> _____						
<b>d</b> _____						
<b>e</b> _____						
<b>f</b> _____						
<b>g</b> Fees and contracts from government agencies						
<b>2</b> Membership dues and assessments . . . . .						
<b>3</b> Interest on savings and temporary cash investments				14	1,394,517.	
<b>4</b> Dividends and interest from securities . . . . .				14	2,611,836.	
<b>5</b> Net rental income or (loss) from real estate						
<b>a</b> Debt-financed property . . . . .				16	-537,163.	
<b>b</b> Not debt-financed property . . . . .						
<b>6</b> Net rental income or (loss) from personal property .						
<b>7</b> Other investment income . . . . .						
<b>8</b> Gain or (loss) from sales of assets other than inventory				18	7,243,651.	
<b>9</b> Net income or (loss) from special events . . .						
<b>10</b> Gross profit or (loss) from sales of inventory . .						
<b>11</b> Other revenue: <b>a</b> _____						
<b>b</b> OTHER INCOME		310000	55,189.	15	765,310.	
<b>c</b> _____						
<b>d</b> _____						
<b>e</b> _____						
<b>12</b> Subtotal. Add columns (b), (d), and (e) . . . .			55,189.		11,478,151.	
<b>13</b> Total. Add line 12, columns (b), (d), and (e) . . . . .						11,533,340.

(See worksheet in line 13 instructions to verify calculations )

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

[illegible]

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

- |  |                   |                  |
|--|-------------------|------------------|
| <p><b>1</b> Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?</p> <p><b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p><b>(1)</b> Cash</p> <p><b>(2)</b> Other assets</p> <p><b>b</b> Other transactions:</p> <p><b>(1)</b> Sales of assets to a noncharitable exempt organization</p> <p><b>(2)</b> Purchases of assets from a noncharitable exempt organization</p> <p><b>(3)</b> Rental of facilities, equipment, or other assets</p> <p><b>(4)</b> Reimbursement arrangements</p> <p><b>(5)</b> Loans or loan guarantees</p> <p><b>(6)</b> Performance of services or membership or fundraising solicitations</p> <p><b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p><b>d</b> If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.</p> | <p><b>Yes</b></p> | <p><b>No</b></p> |
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[illegible]

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

- b If "Yes," complete the following schedule

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

**Sign  
Here**

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

Signature of officer or trustee

Date \_\_\_\_\_

**Title**

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

**Paid  
Preparer  
Use Only**

Print/Type preparer's name

HOLLY M PANTZER

Preparer's signature

Holly M. Hantz, CPA

Date \_\_\_\_\_

11/13/12

Check <input type="checkbox"/> if self-employed
---

PTIN

P00137289

Firm's name ▶ BKD, LLP

Firm's address ► 201 N. ILLINOIS STREET

INDIANAPOLIS, IN

46204

Phone no 317.383.4000

Form 990-PF (2011)

**Schedule of Contributors**

OMB No 1545-0047

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

**2011**

**Name of the organization**

RICHARD M. FAIRBANKS FOUNDATION, INC.

**Employer identification number**

31-1189885

**Organization type (check one)**

**Filers of:**

**Section:**

Form 990 or 990-EZ

☐ 501(c)( ) (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private 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, total 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 total 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 Part I, 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)

Name of organization RICHARD M. FAIRBANKS FOUNDATION, INC.

Employer identification number  
31-1189885**Part I** Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	VB FAIRBANKS CLUT #1- VIRGINIA 101 W WASHINGTON STREET SUITE 500E INDIANAPOLIS, IN 46255	\$ 75,132.	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	\$ 58,918.	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	\$ 69,456.	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	\$ 61,215.	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	\$ 74,978.	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	\$ 65,008.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )



Employer identification number

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

[illegible]

Name of organization RICHARD M. FAIRBANKS FOUNDATION, INC.

Employer identification number

31-1189885

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

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

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

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST INCOME - US TREASURY	379,422.	379,422.
INTEREST INCOME - OTHER	1,007,700.	1,007,700.
TAX-EXEMPT INTEREST INCOME	6,844.	
FAIRHILL REALTY, LLC	551.	551.
TOTAL	1,394,517.	1,387,673.

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
DIVIDEND INCOME	2,611,836.	2,611,836.
TOTAL	<u>2,611,836.</u>	<u>2,611,836.</u>

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION  
 ROYALTY INCOME FROM K-1  
 ORDINARY INCOME FROM K-1  
 PORTFOLIO INCOME FROM K-1  
 RENTAL LOSS FROM K-1

REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
615,748.	615,748.
829,757.	829,757.
-9,293.	-9,293.
-615,713.	-615,713.
TOTALS	
820,499.	820,499.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES	963.			963.
TOTALS	963.			963.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES	33,070.			33,070.
TOTALS	33,070.			33,070.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CUSTODIAL FEES	27,951.	27,951.
CONSULTANT FEES	9,516.	9,516.
INVESTMENT MANAGEMENT FEES	72,258.	72,258.
INVESTMENT CONSULTING FEES	492,872.	492,872.
TOTALS	602,597.	602,597.



FORM 990PF, PART I - INTEREST EXPENSE

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST	273,430.	264,419.
TOTALS	273,430.	264,419.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	98,742.	98,742.
EXCISE TAXES	293,234.	
TOTALS	391,976.	98,742.

ATTACHMENT 9

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OFFICE SUPPLIES	12,766.	3,830.	8,936.
POSTAGE AND FREIGHT	1,779.	534.	1,245.
INSURANCE EXPENSE	7,085.	2,125.	4,960.
COMPUTER REPAIR & MAINTENANCE	13,455.	4,037.	9,419.
DUES AND SUBSCRIPTIONS	926.	278.	648.
TELEPHONE	5,934.	1,780.	4,154.
NONDEDUCTIBLE EXPENSES	3,784.		
RENTAL EXP - FAIRHILL REALTY	214,464.	214,464.	
MEALS & ENTERTAINMENT	7,964.		7,964.
PORTFOLIO DEDUCTIONS FROM K-1	2,033,791.	2,033,791.	
REPAIRS & MAINTENANCE	480.	144.	336.
BANK SERVICE CHARGE	29.	9.	20.
UTILITIES	140.	42.	98.
SOFTWARE MAINTENANCE	9,883.	2,965.	6,918.
ADP SERVICE CHARGES	1,981.	594.	1,387.
MISCELLANEOUS EXPENSE	125.		125.
TOTALS	2,314,586.	2,264,593.	46,210.

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

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
PURCHASED INTEREST	5,169.		
TOTALS	5,169.		

ATTACHMENT 11

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
OLD WESTBURY PRIVATE CAPITAL	395,537.	326,905.	87,013.
OLD WESTBURY VENTURE CAPITAL	315,811.	314,882.	30,885.
TIFF EQUITY	8,522,549.		
PNC - BONDS	16,034,335.	12,734,240.	14,285,434.
PRIVATE ADVISORS SMALL BUYOUT	1,326,908.	1,176,353.	1,465,682.
TIFF REAL ESTATE PARTNER 1	731,158.	646,984.	769,948.
FAIRBANKS COMM. LIQ. TRUST	7,308,937.	7,320,701.	7,307,589.
FAIRBANKS COMMUNICATIONS, LLC	-2,366,995.	-2,991,242.	
INT'L GROWTH - ARTISAN PARTNER	8,824,255.	7,446,295.	8,253,208.
DISTRESSED DEBT COMMONFUND II	4,846,205.	4,477,967.	4,224,313.
MONEY MARKET - ARMADA	7,448,494.	11,445,530.	11,445,530.
TIFF PARTNERS V	2,628,636.	2,555,000.	2,482,109.
VCFA PRIVATE EQUITY	2,380,783.	2,374,978.	2,990,806.
HOUSE INVESTMENTS	862,284.	568,772.	
TIFF REAL ESTATE PARTNERS II	2,316,576.	2,420,271.	1,726,298.
NORTH AM. REP (CARVAL)	882,074.	702,588.	537,765.
GMO FORESTRY FUND 7-B	828,535.	591,063.	858,266.
GMO FORESTRY FUND 8-B	1,536,509.	1,227,206.	1,502,003.
MERIT ENERGY PARTNERS E-I	1,256,865.	1,199,731.	656,362.
DIMENSIONAL FUND ADVISORS-EMF	6,966,008.	6,056,942.	7,335,053.
AMBERBROOK IV, LLC	1,574,610.	1,560,858.	1,454,643.
COMMONFUND PRIVATE EQUITY VI	1,722,678.	1,774,976.	2,134,286.
CAPITAL VENTURE PTNRS VII	629,464.	616,992.	974,663.
FIA TIMBER PARTNERS, LP	3,580,331.	2,691,159.	3,311,314.
COMMONFUND NATURAL RESOURCE VI	969,652.	986,075.	1,353,378.
GLOBAL DISTRESSED DEBT III	5,135,433.	4,663,106.	4,266,248.
APOLLO INVESTMENT FUND VI	2,281,443.	2,248,796.	2,377,551.
NORTH AMERICAN REP II	3,827,709.	3,993,221.	2,468,159.
FIA TIMBER SPECIAL SITUATION	2,574,500.	2,466,980.	2,794,893.
BEACON CAPITAL STRATEGIC IV	2,702,878.	2,441,653.	1,493,060.
BEACON CAPITAL STRATEGIC V	3,123,932.	3,317,090.	1,588,964.
MERIT ENERGY PARTNERS F-1	687,968.	426,846.	153,179.
MERIT ENERGY CANADA	840,582.	708,888.	252,914.

FORM 990PF, PART II - OTHER INVESTMENTS

ATTACHMENT 11 (CONT'D)

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ANGELO GORDON SUPER FUND INTL	219,123.	219,123.	178,877.
M. KINGDOM OFFSHORE LTD.	1,681,535.	1,681,535.	1,868,983.
SHEPHERD INVESTMENT INTL.	714,658.	411,488.	311,499.
CENTERFIELD CAPITAL PARTNERS	1,125,049.	1,292,031.	1,518,493.
HARRISON STREET REAL ESTATE I	1,689,836.	1,640,007.	1,383,779.
NATIONAL CITY - FI MONEY MRKT	2,863,540.	5,444,895.	5,444,896.
NATIONAL CITY - EQUITIES	13,400.	13,400.	96,057.
CONVEXITY CAPITAL OFFSHORE	12,601,579.	9,388,176.	11,895,500.
FRONTIER MID CAP GROWTH	3,010,911.	2,533,222.	3,212,945.
AXIOM INTERNATIONAL EQUITY II	6,910,862.	6,672,852.	6,405,848.
PIMCO GLOBAL GOV'T BOND	6,354,541.		
GOLDMAN SACHS DISTRESSED	1,199,627.	1,873,493.	2,004,905.
AMERBROOK V	1,293,792.	1,776,385.	3,176,638.
ASIA ALTERNATIVES II	443,097.	986,666.	1,106,076.
SVB STRATEGIC FUND IV	986,096.	2,165,033.	2,603,872.
FLAG PRIVATE EQUITY IV OFFSHOR	842,865.	1,273,154.	1,243,738.
DOVER STREET VII	2,286,685.	3,868,831.	5,016,068.
SEAMANS GLOBAL OPPORTUNITIES	5,167,049.		
THE TAP FUND, LLC	7,095,444.	6,656,236.	6,656,236.
HARRISON STREET REAL ESTATE II	2,010,401.	2,098,152.	2,397,805.
WEATHERLOW OFFSHORE I	9,000,000.		
FORESTER OPPORTUNITIES	5,294,161.		
ADAGE CAPITAL PARTNERS LP	8,649,955.	9,879,806.	15,137,589.
EATON VANCE SMALL CAP FUND	4,002,923.	3,311,616.	3,922,221.
SILCHESTER INT'L VALUE	18,674,602.	14,573,738.	13,512,989.
FAIRHILL REALTY, LLC		1.	
IND FUTURE FD II NEXT LP	210,576.	460,045.	429,338.
MERIT ENERGY PARTNERS G	2,069,144.	2,627,485.	2,406,901.
MAYO CAPITAL	6,020,443.	6,445,437.	6,945,785.
GOLD ETF NATIONAL CITY	2,991,476.	3,992,942.	4,787,685.
LAZARD EMERGING MKT INCOME FUN	2,000,000.	2,000,000.	1,943,711.
OVERLOOK PARTNERS FUND, LP	2,196,884.	4,459,049.	4,889,837.
IVA OVERSEAS FUND	9,500,000.		

## FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
ASIAN CENTRY QUEST OFFSHORE	1,500,000.	2,500,000.	2,395,716.
AYER CAPITAL PARTNERS FUND	1,000,000.	1,500,000.	1,563,140.
COATURE OFFSHORE FUND LTD	1,500,000.	2,500,000.	2,875,746.
CONATUS CAPITAL OVERSEAS LTD	2,500,000.	2,500,000.	2,589,149.
COVALENT CAPITAL PARTNERS	1,500,000.	2,800,000.	2,485,199.
DAVIDSON KEMPNER INST PTNRS LP	2,000,000.	3,177,258.	3,225,573.
FINE OFFSHORE FUND	1,500,000.	1,500,000.	1,409,778.
FIR TREE INTERNTL VALUE FUND	1,500,000.	2,800,000.	2,965,663.
GRUSS GLOBAL INVESTROS LTD	2,000,000.	3,300,000.	3,282,087.
HHR ATLAS FUND	1,500,000.	2,500,000.	2,783,679.
HIGHLINE CAPITAL PARTNERS LP	2,000,000.	2,000,000.	2,082,890.
KNIGHTHEAD OFFSHORE FUND LTD	1,500,000.	2,500,000.	2,548,507.
MASON CAPITAL LTD	2,500,000.	3,500,000.	3,828,632.
ROYAL CAPITAL MANAGEMENT	2,000,000.	2,000,000.	1,971,449.
VALINOR CAPITAL PARTNERS OFFSH	2,500,000.	3,000,000.	2,789,657.
PREMIUM AMORTIZATION	-107,335.	-93,610.	-93,610.
IVA WORLDWIDE FUND		10,640,188.	9,624,123.
PIMCO GLOBAL ADVANTAGE		5,317,309.	5,210,984.
PERMIT CAPITAL MEETING FUND H		4,909,658.	3,207,348.
LEGACY VENTURE CAPITAL VI		76,454.	74,088.
DENHAM COMMODITY PARTNERS		63,701.	52,509.
SCOUT CAPITAL FUND		2,800,000.	2,724,977.
WHITE ELM CAP OFF		2,000,000.	1,768,873.
TOTALS	258,709,563.	250,027,562.	262,445,944.

FORM 990PF, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>
OTHER CURRENT LIABILITIES	145.	197.
ACCOUNTS PAYABLE - FAIRHILL	55,962.	57,253.
TOTALS	<u>56,107.</u>	<u>57,450.</u>



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

ATTACHMENT 13

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	96.
THOMAS H RISTINE INDIANAPOLIS, IN 46282	SECRETARY DIRECTOR 20.00/YEAR	0	0	0
JONATHAN B FAIRBANKS HOUSTON, TX 77027	DIRECTOR 20.00 /YEAR	0	0	0
ROGER S SNOWDON INDIANAPOLIS, IN 46260	TREASURER/DIRECTOR 40.00	163,000.	13,925.	2,593.
DANIEL C APPEL INDIANAPOLIS, IN 46202	DIRECTOR 20.00/YEAR	0	0	0
ELIZABETH F MANN BLOOMINGTON, IN 47401	DIRECTOR 20.00/YEAR	0	0	933.

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

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

ATTACHMENT 13 (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 *
MARY E BIKOFF INDIANAPOLIS, IN 46260	VICE PRES/CHIEF GRAN 40.00	149,000.	15,943.	8,350.
CHRISTOPHER M CALLAHAN INDIANAPOLIS, IN 46260	DIRECTOR 20.00/YEAR	0	0	0
BRYAN A. MILLS INDIANAPOLIS, IN 46260	DIRECTOR 20.00/YEAR	0	0	0
GRAND TOTALS		412,000.	29,868.	11,972.

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

ATTACHMENT 14

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
CAMBRIDGE ASSOCIATES BOSTON, MA	INVESTMENT MGMT	492,872.
LEONARD J BETELY INDIANPOLIS, IN 46260 SEE PART VIII FOR FEES OF \$100,000 WHICH WERE PAID TO LEONARD J BETLEY	CONSULTING	0
TOTAL COMPENSATION		<u>492,872.</u>

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

ATTACHMENT 15

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

16,121,888

SEE STATEMENT ATTACHED

TOTAL CONTRIBUTIONS PAID

16,121,888

# Richard M. Fairbanks Foundation, Inc.

## 2011 Paid Grants

Organization	Project Title	Amount Paid	Date Paid
Butler University	Fairbanks Scientific Infrastructure Fund at the College of Liberal Arts and Sciences	\$1,000,000 00	1/5/2011
Indiana Grantmakers Alliance	General Operating Support	\$12,500 00	1/11/2011
Indianapolis Museum of Art	Virginia B Fairbanks Art & Nature Park Operating Endowment	\$1,000,000 00	1/5/2011
Methodist Health Foundation	Endowment Funding for the Charles Warren Fairbanks Center for Medical Ethics	\$1,000,000 00	1/5/2011
Baldwin-Wallace College	2010 Matching Gift	\$300 00	1/11/2011
Community Health Network Foundation	2010 Matching Gift	\$2,500 00	1/11/2011
Contemporary Arts Museum Houston	2010 Matching Gift	\$5,000 00	1/11/2011
Eiteljorg Museum of American Indians & Western Art	2010 Matching Gift	\$1,250 00	1/11/2011
Leelanau Conservancy	2010 Matching Gift	\$125 00	1/11/2011
United Way of Central Indiana	2010 Matching Gift	\$5,500 00	3/1/2011
University High School of Indiana, Inc	2010 Matching Gift	\$750 00	1/24/2011
United Way of Central Indiana	2011 Matching Gifts	\$643 18	1/24/2011
United Way of Central Indiana	2010 Matching Gift	\$1,500 00	1/31/2011
The Philanthropy Roundtable	General Operating Support	\$5,000 00	2/11/2011
The Fairbanks Institute for Healthy Communities, Inc	Population Based Longitudinal Health Studies	\$500,000 00	2/15/2011
United Way of Central Indiana	2011 Matching Gifts	\$641 52	2/24/2011
Fairbanks Hospital, Inc d/b/a Fairbanks	Circle of Hope Dinner 2011	\$980 00	3/10/2011
Eskenazi Health Foundation, Inc	HealthyMe and STOP Programs (Obesity Projects)	\$120,000 00	3/25/2011
Indiana University Foundation	2011 Matching Gift	\$1,500 00	3/25/2011
Traders Point Christian Academy	2011 Matching Gift	\$2,500 00	3/25/2011
United Way of Central Indiana	2011 Matching Gifts	\$641 52	4/25/2011
Grantmakers In Health	General Operating Support	\$5,000 00	4/5/2011
HealthNet, Inc	Choices for Change Workforce Development Program - Continued Funding	\$75,000 00	4/15/2011
Mary Rigg Neighborhood Center, Inc	Employment Training and Money Coaching Programs	\$125,000 00	4/15/2011
Second Helpings, Inc	Culinary Job Training Program	\$75,000 00	4/15/2011
Simon Youth Foundation, Inc	Bridges to Achievement Program	\$52,000 00	4/15/2011
Training, Inc	Core Employment Training and New Logistics Training Programs	\$100,000 00	4/15/2011
The Center for Effective Philanthropy	General Operating Support	\$10,000 00	4/18/2011
Indiana Grantmakers Alliance	Primer Sponsor for Regional Fall Forums	\$5,000 00	4/25/2011
United Way of Central Indiana	2011 Matching Gifts	\$641 52	4/25/2011
The Foundation Center	General Operating Support	\$2,500 00	4/28/2011
Indiana University Foundation	2011 Matching Gift	\$1,000 00	5/11/2011
St Baldrick's Foundation	2011 Matching Gift	\$100 00	5/11/2011
Grantmakers for Effective Organizations	General Operating Support	\$2,500 00	5/18/2011
The Nature Conservancy	2011 Matching Gift	\$200 00	5/18/2011
United Way of Central Indiana	2011 Matching Gifts	\$641 52	5/11/2011
Humane Society of Indianapolis	2011 Matching Gift	\$100 00	5/31/2011
Humane Society of Indianapolis	2011 Matching Gift	\$2,000 00	6/8/2011
Sagamore Institute for Policy Research	General Operating Support	\$250 00	6/15/2011
The Mind Trust	Charter School Incubator Project	\$250,000 00	6/15/2011
United Way of Central Indiana	2011 Matching Gifts	\$641 52	6/17/2011
Children's Bureau, Inc	2011 Matching Gift	\$100 00	6/23/2011
Indianapolis Zoological Society, Inc	2011 Matching Gift	\$700 00	6/30/2011
United Way of Central Indiana	2011 Matching Gifts	\$641 52	7/6/2011
Second Helpings, Inc	2011 Matching Gift	\$100 00	7/14/2011
Learning Well	Funding for charter schools for 2010-11 and 2011-12 school years	\$1,313,200 00	7/14/2011
Indy Feral	2011 Matching Gift	\$100 00	8/2/2011
Indiana University Foundation	2011 Indiana Achievement Awards	\$3,500 00	8/3/2011
United Way of Central Indiana	2011 Matching Gifts	\$641 52	8/15/2011
DonorsChoose.org	Third Challenge Grant Funding for Marion Co. Schools, Literacy (Primary Grades) Math & Science (MS & HS)	\$50,000 00	8/15/2011
Teach for America - Indianapolis	School Leadership Initiative	\$166,750 00	8/16/2011
National Parks Conservation Association	2011 Matching Gift	\$100 00	8/24/2011
Indiana Historical Society	Destination Indiana Journeys on Charles Warren Fairbanks and Cornelia Cole Fairbanks	\$1,250 00	8/31/2011
The Fairbanks Institute for Healthy Communities, Inc	Population Based Longitudinal Health Studies	\$500,000 00	9/1/2011
United Way of Central Indiana	2011 Matching Gifts	\$641 52	9/21/2011
Butler University	2011 Matching Gift	\$1,000 00	9/14/2011
Indiana University Foundation	2011 Matching Gift	\$1,000 00	9/9/2011
Old School Square, Inc	2011 Matching Gift	\$100 00	9/14/2011
Old School Square, Inc	2011 Matching Gift	\$250 00	9/14/2011
Central Indiana Corporate Partnership Foundation, Inc (BioCrossroads)	General operating support for BioCrossroads' work with Fairbanks Institute, Indiana Health Information Exchange, Indiana CTSI & Healthcare Driven Innovation	\$619,313 00	9/15/2011
Indiana University Center for Bioethics	PredictER Phase II	\$300,000 00	9/19/2011
Eskenazi Health Foundation, Inc	HealthyMe and STOP Programs (Obesity Projects)	\$128,000 00	9/21/2011
United Way of Central Indiana	2011 Matching Gifts	\$641 52	10/24/2011
Indianapolis Zoological Society, Inc	2011 Matching Gift	\$1,250 00	10/26/2011
United Way of Central Indiana	2011 Matching Gifts	\$641 52	11/16/2011
WFYT	2011 Matching Gift	\$100 00	11/2/2011
100 Black Men of Indianapolis, Inc	Financial Literacy Program	\$15,000 00	11/15/2011
Business Ownership Initiative of Indiana	General Operating Support	\$25,000 00	11/15/2011
College Mentors for Kids, Inc d/b/a College Mentors, Inc	General Operating Support/Local Chapters	\$25,000 00	11/15/2011
Creating Positive Relationships, Inc	General Operating Support	\$20,000 00	11/15/2011
Crown Hill Heritage Foundation	Historic Preservation and Educational Programs	\$10,000 00	11/15/2011
Fairbanks Hospital, Inc d/b/a Fairbanks	General Operating Support	\$20,000 00	11/15/2011
Families First Indiana, Inc	Family Loan Program	\$20,000 00	11/15/2011
Fletcher Place Community Center Inc	Fletcher Place Adult Center for Education Program	\$50,000 00	11/15/2011
Fresh Start of Indiana, Inc	Employment Program	\$20,000 00	11/15/2011
Girls Incorporated of Greater Indianapolis	Economic Literacy Programs in Marion County	\$15,000 00	11/15/2011
Goodwill Industries of Central Indiana, Inc	General Operating Support	\$20,000 00	11/15/2011
Horizon House, Inc	Designated to Health & Employment Services	\$25,000 00	11/15/2011
Indiana Landmarks	General Operating Support	\$10,000 00	11/15/2011
Indianapolis Zoological Society, Inc	General Operating Support	\$15,000 00	11/15/2011
Indy Reads	General Operating Support	\$25,000 00	11/15/2011

# Richard M. Fairbanks Foundation, Inc.

## 2011 Paid Grants

Jackson Camp, Inc	Wellness Camp	\$20,000 00	11/15/2011
John P. Craine House	General Operating Support	\$20,000 00	11/15/2011
Joy's House	General Operating Support	\$20,000 00	11/15/2011
Meals on Wheels, Inc	General Operating Support	\$20,000 00	11/15/2011
Methodist Health Foundation	Charles Warren Fairbanks Center for Medical Ethics	\$20,000 00	11/15/2011
Noble of Indiana	Supported Employment	\$20,000 00	11/15/2011
NPower Indiana	General Operating Support	\$20,000 00	11/15/2011
Partners in Housing Development Corporation	General Operating Support	\$25,000 00	11/15/2011
People On Wheels	General Operating Support	\$15,000 00	11/15/2011
RecycleForce	General Operating Support	\$20,000 00	11/15/2011
Ruth Lilly Health Education Center	General Operating Support	\$25,000 00	11/15/2011
School on Wheels	General Operating Support	\$25,000 00	11/15/2011
St. Vincent Hospital Foundation, Inc.	Physician's Medical Education Program	\$10,000 00	11/15/2011
Starfish Inc	General Operating Support	\$25,000 00	11/15/2011
United Christmas Service	General Support	\$25,000 00	11/15/2011
United Way of Central Indiana	Annual Campaign Contribution	\$100,000 00	11/15/2011
Victory Inner-City Ministries	Victory Village Shoppe	\$15,000 00	11/15/2011
Indianapolis Museum of Art	2011 Matching Gift	\$1,250 00	11/18/2011
Middle Way House	2011 Matching Gift	\$2,000 00	11/18/2011
United Way of Monroe County	2011 Matching Gift	\$7,000 00	11/18/2011
The Woodland Christmas Club For Needy Children	2011 Matching Gift	\$150 00	11/18/2011
Indiana Sports Corporation	2011 Matching Gift	\$250 00	11/22/2011
Traders Point Christian Church	2011 Matching Gift	\$5,000 00	11/22/2011
United Way of Central Indiana	2011 Matching Gifts	\$641 52	12/7/2011
Eskenazi Health Foundation, Inc	New Wishard Hospital	\$1,000,000 00	11/28/2011
Community Health Network Foundation	2011 Matching Gift	\$10,000 00	12/1/2011
Contemporary Arts Museum Houston	2011 Matching Gift	\$5,000 00	12/1/2011
Fresh Arts Coalition	2011 Matching Gift	\$5,000 00	12/1/2011
IN United Methodist Children's Home, Inc	2011 Matching Gift	\$100 00	12/1/2011
Indiana State Museum Foundation, Inc	2011 Matching Gift	\$500 00	12/1/2011
African Community International, Inc (The African Center)	Safety Net Renewable Designated for African Center Health Clinic	\$35,000 00	12/5/2011
Central Indiana Corporate Partnership Foundation, Inc (BioCrossroads)	2011 Annual Dues	\$15,000 00	12/7/2011
Eskenazi Health Foundation, Inc	General Operating Support for Community Health Centers	\$100,000 00	12/5/2011
Gennesaret Free Clinic, Inc	General Operating Support	\$50,000 00	12/5/2011
Good News Mission, Inc d/b/a Good News Ministries	Good Samaritan Health Clinic	\$35,000 00	12/5/2011
Health & Hospital Corporation of Marion County	General Operating Support for Marion County Health Department Clinics	\$100,000 00	12/5/2011
HealthNet, Inc	Health Clinic Operations	\$100,000 00	12/5/2011
Indianapolis Medical Society Foundation	Project Health	\$50,000 00	12/5/2011
La Plaza, Inc	Safety Net Renewable Designated for Health Services Operations	\$35,000 00	12/5/2011
Planned Parenthood of Indiana	General Operating Support for Marion Co Clinics	\$35,000 00	12/5/2011
Raphael Health Center, Inc	General Operating Support	\$50,000 00	12/5/2011
Shalom Health Care Center, Inc	General Operating Support	\$50,000 00	12/5/2011
Shepherd Community Center, Inc.	Health Clinic Operations	\$35,000 00	12/5/2011
St. Francis Healthcare Foundation	St. Francis Neighborhood Health Clinic	\$35,000 00	12/5/2011
St. Vincent Hospital Foundation, Inc	General Operating Support for St. Vincent Primary Care Center	\$35,000 00	12/5/2011
Trinity Free Clinic	General Operating Support	\$35,000 00	12/5/2011
United Way of Central Indiana	2011 Community Economic Relief Fund (CERF)	\$100,000 00	12/5/2011
Visiting Nurse Service Foundation, Inc	General Operating Support	\$35,000 00	12/5/2011
Windrose Health Network, Inc	Countyline Family Health Center (Marion Co )See Notes	\$50,000 00	12/5/2011
Community Health Network Foundation	2011 Matching Gift	\$500 00	12/7/2011
Indiana University Foundation	2011 Matching Gift - Herron School of Art	\$500 00	12/7/2011
Indiana University Purdue University - The Polis Center	SAVI Enhanced Health Database	\$95,500 00	12/12/2011
Indiana University School of Medicine	Indiana Clinical and Translational Sciences Institute (Indiana CTSI) - Years 4 & 5	\$550,000 00	12/12/2011
Indiana University, The Trustees of	Establish a School of Public Health in Indianapolis	\$4,500,000 00	12/12/2011
Stanford University	Center for Research on Education Outcomes (CREDO)	\$55,000 00	12/12/2011
The Mind Trust	Core Infrastructure Support	\$700,000 00	12/12/2011
Baldwin-Wallace College	2011 Matching Gift	\$300 00	12/27/2011
Institute for Justice & Democracy in Haiti	2011 Matching Gift	\$100 00	12/27/2011
The Nature Conservancy	2011 Matching Gift	\$200 00	12/27/2011
Traders Point Christian Academy	2011 Matching Gift	\$2,500 00	12/27/2011
Butler University	2011 Matching Gift	\$1,000 00	12/28/2011
Conner Prairie	2011 Matching Gift	\$500 00	12/28/2011
EMF Broadcasting - KLOVE	2011 Matching Gift	\$150 00	12/28/2011
United Way of Central Indiana	2011 Matching Gifts	\$641 52	12/7/2011
		<hr/>	
		\$16,121,888	

## Richard M. Fairbanks Foundation

Grants Approved 2011 and Prior  
Scheduled for Payment 2012 or Later

<u>Approval Date</u>	<u>Organization Name</u>	<u>Project Title</u>	<u>Payment Amount</u>	<u>Schedule or Payment Date</u>
Approved 11/3/2011	Business Ownership Initiative of Indiana	General Operating Support	\$25,000	Scheduled Scheduled 11/15/2012
Approved 6/19/2010	Central Indiana Corporate Partnership Foundation, Inc. (BioCrossroads)	General operating support for BioCrossroads' work with Fairbanks Institute, Indiana Health Information	\$635,020	Contingent Scheduled 9/14/2012
Approved 11/3/2011	Creating Positive Relationships, Inc	General Operating Support	\$20,000	Scheduled Scheduled 11/15/2012
Approved 8/1/2011	DonorsChoose.org	Third Challenge Grant Funding for Manon Co. Schools, Literacy (Primary Grades) Math & Science	\$50,000	Contingent Scheduled 8/15/2012
Approved 10/29/2004	Eskenazi Health Foundation, Inc.	HealthyMe and STOP Programs (Obesity Projects)	\$118,000	Paid Scheduled 3/30/2012
Approved 10/29/2004	Eskenazi Health Foundation, Inc.	HealthyMe and STOP Programs (Obesity Projects)	\$120,000	Contingent Scheduled 9/30/2012
Approved 11/2/2009	Eskenazi Health Foundation, Inc	New Wishard Hospital	\$1,000,000	Contingent Scheduled 11/15/2012
Approved 11/3/2011	Eskenazi Health Foundation, Inc	General Operating Support for Community Health Centers	\$100,000	Scheduled Scheduled 12/3/2012
Approved 10/29/2004	Eskenazi Health Foundation, Inc	HealthyMe and STOP Programs (Obesity Projects)	\$122,575	Contingent Scheduled 3/28/2013
Approved 11/2/2009	Eskenazi Health Foundation, Inc	New Wishard Hospital	\$2,000,000	Contingent Scheduled 11/15/2013
Approved 11/3/2011	Eskenazi Health Foundation, Inc.	General Operating Support for Community Health Centers	\$100,000	Scheduled Scheduled 12/9/2013
Approved 11/2/2009	Eskenazi Health Foundation, Inc	New Wishard Hospital	\$2,000,000	Contingent Scheduled 11/14/2014
Approved 11/3/2011	Gennesaret Free Clinic, Inc	General Operating Support	\$50,000	Scheduled Scheduled 12/3/2012
Approved 11/3/2011	Gennesaret Free Clinic, Inc.	General Operating Support	\$50,000	Scheduled Scheduled 12/9/2013
Approved 11/3/2011	Good News Mission, Inc d/b/a Good News Ministries	Dental Clinic Equipment & Renovations	\$25,000	Contingent Scheduled 10/15/2012
Approved 11/3/2011	Good News Mission, Inc d/b/a Good News Ministries	Good Samantan Health Clinic	\$35,000	Scheduled Scheduled 12/3/2012
Approved 11/3/2011	Good News Mission, Inc d/b/a Good News Ministries	Good Samantan Health Clinic	\$35,000	Scheduled Scheduled 12/9/2013
Approved 11/3/2011	Health & Hospital Corporation of Manon County	General Operating Support for Manon County Health Department Clinics	\$100,000	Scheduled Scheduled 12/3/2012
Approved 11/3/2011	Health & Hospital Corporation of Manon County	General Operating Support for Manon County Health Department Clinics	\$100,000	Scheduled Scheduled 12/9/2013
Approved 3/24/2010	HealthNet, Inc.	Choices for Change Workforce Development Program - Continued Funding	\$75,000	Paid Scheduled 4/16/2012
Approved 11/3/2011	HealthNet, Inc	Health Clinic Operations	\$100,000	Scheduled Scheduled: 12/3/2012
Approved 11/3/2011	HealthNet, Inc	Health Clinic Operations	\$100,000	Scheduled Scheduled 12/9/2013
Approved 11/3/2011	Indiana University Purdue University - The Polis Center	SAVI Enhanced Health Database	\$95,500	Scheduled Scheduled 11/23/2012
Approved 4/7/2011	Indiana University School of Medicine	Indiana Clinical and Translational Sciences Institute (Indiana CTSI) - Years 4 & 5	\$450,000	Scheduled Scheduled 12/14/2012
Approved 3/20/2009	Indiana University, The Trustees of	Establish a School of Public Health in Indianapolis	\$3,500,000	Contingent Scheduled 12/14/2012
Approved 3/20/2009	Indiana University, The Trustees of	Establish a School of Public Health in Indianapolis	\$5,000,000	Contingent Scheduled: 12/13/2013
Approved 3/20/2009	Indiana University, The Trustees of	Establish a School of Public Health in Indianapolis	\$5,000,000	Contingent Scheduled 12/15/2014
Approved 11/3/2011	Indianapolis Medical Society Foundation	Project Health	\$50,000	Scheduled Scheduled 11/5/2012
Approved 11/3/2011	Partners in Housing Development Corporation	General Operating Support	\$25,000	Scheduled Scheduled 11/15/2012
Approved 11/3/2011	People On Wheels	General Operating Support	\$15,000	Scheduled Scheduled 11/15/2012
Approved 11/3/2011	Raphael Health Center, Inc	General Operating Support	\$50,000	Scheduled Scheduled 12/3/2012
Approved 11/3/2011	Raphael Health Center, Inc.	General Operating Support	\$50,000	Scheduled Scheduled 12/9/2013
Approved 3/24/2010	Second Helpings, Inc	Culinary Job Training Program	\$75,000	Paid Scheduled 4/16/2012
Approved 11/3/2011	Shalom Health Care Center, Inc	General Operating Support	\$50,000	Scheduled Scheduled 12/3/2012
Approved 11/3/2011	Shalom Health Care Center, Inc	General Operating Support	\$50,000	Scheduled Scheduled 12/9/2013

11/1/2012

## Richard M. Fairbanks Foundation

Grants Approved 2011 and Prior  
Scheduled for Payment 2012 or Later

<u>Approval Date</u>	<u>Organization Name</u>	<u>Project Title</u>	<u>Payment Amount</u>	<u>Schedule or Payment Date</u>
Approved 11/3/2011	Shepherd Community Center, Inc	Health Clinic Operations	\$35,000	Scheduled
Approved 11/3/2011	Shepherd Community Center, Inc.	Health Clinic Operations	\$35,000	Scheduled 12/3/2012
Approved 11/3/2011	St Francis Healthcare Foundation	St Francis Neighborhood Health Clinic	\$35,000	Scheduled 12/9/2013
Approved 11/3/2011	St. Francis Healthcare Foundation	St Francis Neighborhood Health Clinic	\$35,000	Scheduled 12/5/2012
Approved 11/3/2011	St Vincent Hospital Foundation, Inc	General Operating Support for St Vincent Primary Care Center	\$35,000	Scheduled 12/9/2013
Approved 11/3/2011	St. Vincent Hospital Foundation, Inc.	General Operating Support for St Vincent Primary Care Center	\$35,000	Scheduled 12/3/2012
Approved 11/30/2005	The Fairbanks Institute for Healthy Communities, Inc	Population Based Longitudinal Health Studies	\$500,000	Scheduled 12/9/2013
Approved 11/30/2005	The Fairbanks Institute for Healthy Communities, Inc	Population Based Longitudinal Health Studies	\$1,000,000	Paid
Approved 11/30/2005	The Fairbanks Institute for Healthy Communities, Inc	Population Based Longitudinal Health Studies	\$1,000,000	Scheduled: 4/30/2012
Approved 11/30/2005	The Fairbanks Institute for Healthy Communities, Inc	Population Based Longitudinal Health Studies	\$1,000,000	Contingent
Approved 4/7/2011	The Mind Trust	Charter School Incubator Project	\$200,000	Scheduled: 12/15/2013
Approved 11/2/2009	The Mind Trust	Core Infrastructure Support	\$700,000	Scheduled: 12/15/2014
Approved 4/7/2011	The Mind Trust	Charter School Incubator Project	\$300,000	Paid
Approved 11/3/2011	Trinity Free Clinic	General Operating Support	\$35,000	Scheduled 6/15/2012
Approved 11/3/2011	Trinity Free Clinic	General Operating Support	\$35,000	Contingent
Approved 11/3/2011	Victory Inner-City Ministries	Victory Village Shoppe	\$15,000	Scheduled 12/14/2012
Approved 11/3/2011	Windrose Health Network, Inc.	Countyline Family Health Center (Manon Co )	\$50,000	Scheduled 3/15/2013
Approved 11/3/2011	Windrose Health Network, Inc	Countyline Family Health Center (Marion Co.)	\$50,000	Scheduled 12/3/2012
		See Notes		Scheduled 12/9/2013
<b>TOTAL</b>			<b>\$25,466,095</b>	



## Corporate Report of Nondividend Distributions

(Rev. December 2006)  
Department of the Treasury  
Internal Revenue Service

► For calendar year ending December 31, 2011

OMB No. 1545-0205

► Attach to the corporation's income tax return.

Name

Employer identification number

FLAG PRIVATE EQUITY IV (OFFSHORE), L.P.

FOREIGNUS

A Has the corporation filed a Form 5452 for a prior calendar year? . . . . . ► ☐ Yes ☒ No

If "Yes," enter the applicable year(s) \_\_\_\_\_

B Are any of the distributions part of a partial or complete liquidation? . . . . . ► ☐ Yes ☒ No

If "Yes," attach explanation.

**C Earnings and Profits** (See Supporting Information in instructions.)

● Accumulated earnings and profits (since February 28, 1913) at the beginning of the tax year . . . ► \$ (1,192,967)

● Actual earnings and profits for the current tax year . . . . . ► \$ (478,461)

**D Shareholders at Date of Last Dividend Payment**

● Number of individuals . . . . . 1  
● Number of partnerships . . . . . 0  
● Number of corporations and other shareholders . . . . . 15

**E Corporate Distributions** (see instructions)

Date Paid	Total Amount Paid (Common (C), Preferred (P), Other (O))	Amount Per Share	Amount Paid During Calendar Year From Earnings & Profits Since February 28, 1913			Percent Taxable	Amount Paid During Calendar Year From Other Than Earnings & Profits Since February 28, 1913	Percent Nontaxable
			From the Current Year	Accumulated	Total			
VAR	\$ 258,555 00	\$ 0.04	\$ 0	\$ 0	\$ 0.00	0.00%	\$ 258,555	100.00%
<b>Totals</b>	\$ 258,555.00		\$ 0.00	\$ 0.00	\$ 0.00		\$ 258,555.00	

For Paperwork Reduction Act Notice, see the instructions.

Form 5452 (Rev. 12-2006)

**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

**2011**

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)
<b>1a</b>					

<b>b</b> Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b . . . . .	<b>1b</b>	-1,146,731.
<b>2</b> Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824 . . . . .	<b>2</b>	
<b>3</b> Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .	<b>3</b>	
<b>4</b> Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet . . . . .	<b>4</b>	( )
<b>5</b> <b>Net short-term gain or (loss).</b> Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back . . . . .	<b>5</b>	-1,146,731.

**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)
<b>6a</b>					

<b>b</b> Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b . . . . .	<b>6b</b>	8,736,581.
<b>7</b> Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824 . . . . .	<b>7</b>	
<b>8</b> Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .	<b>8</b>	
<b>9</b> Capital gain distributions . . . . .	<b>9</b>	
<b>10</b> Gain from Form 4797, Part I . . . . .	<b>10</b>	
<b>11</b> Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet . . . . .	<b>11</b>	( )
<b>12</b> <b>Net long-term gain or (loss).</b> Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back . . . . .	<b>12</b>	8,736,581.

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

Schedule D (Form 1041) 2011

<b>Part III Summary of Parts I and II</b>		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
<b>Caution:</b> Read the instructions before completing this part.				
<b>13</b>	<b>Net short-term gain or (loss)</b> . . . . .	<b>13</b>		-1,146,731.
<b>14</b>	<b>Net long-term gain or (loss):</b>			
a	Total for year . . . . .	<b>14a</b>		8,736,581.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht) . . . . .	<b>14b</b>		
c	28% rate gain . . . . .	<b>14c</b>		
<b>15</b>	<b>Total net gain or (loss).</b> Combine lines 13 and 14a . . . . . ▶	<b>15</b>		7,589,850.

**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**, as necessary.

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

**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** in 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 **Schedule D Tax Worksheet** in 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 **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

<b>17</b>	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . . . .	<b>17</b>	
<b>18</b>	Enter the <b>smaller</b> of line 14a or 15 in column (2) but not less than zero . . . . .	<b>18</b>	
<b>19</b>	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) . . . . .	<b>19</b>	
<b>20</b>	Add lines 18 and 19 . . . . .	<b>20</b>	
<b>21</b>	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- . . . . . ▶	<b>21</b>	
<b>22</b>	Subtract line 21 from line 20. If zero or less, enter -0- . . . . .	<b>22</b>	
<b>23</b>	Subtract line 22 from line 17. If zero or less, enter -0- . . . . .	<b>23</b>	
<b>24</b>	Enter the <b>smaller</b> of the amount on line 17 or \$2,300 . . . . .	<b>24</b>	
<b>25</b>	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> <b>Yes.</b> Skip lines 25 and 26, go to line 27 and check the "No" box. <input type="checkbox"/> <b>No.</b> Enter the amount from line 23 . . . . .	<b>25</b>	
<b>26</b>	Subtract line 25 from line 24 . . . . .	<b>26</b>	
<b>27</b>	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> <b>Yes.</b> Skip lines 27 thru 30; go to line 31 <input type="checkbox"/> <b>No.</b> Enter the smaller of line 17 or line 22 . . . . .	<b>27</b>	
<b>28</b>	Enter the amount from line 26 (If line 26 is blank, enter -0-) . . . . .	<b>28</b>	
<b>29</b>	Subtract line 28 from line 27 . . . . .	<b>29</b>	
<b>30</b>	Multiply line 29 by 15% ( 15) . . . . .	<b>30</b>	
<b>31</b>	Figure the tax on the amount on line 23. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . . .	<b>31</b>	
<b>32</b>	Add lines 30 and 31 . . . . .	<b>32</b>	
<b>33</b>	Figure the tax on the amount on line 17. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . . .	<b>33</b>	
<b>34</b>	<b>Tax on all taxable income.</b> Enter the <b>smaller</b> of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) . . . . .	<b>34</b>	

Schedule D (Form 1041) 2011

**Continuation Sheet for Schedule D  
(Form 1041)**

OMB No 1545-0092

2011

► 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.

Employer identification number

31-1189885

**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**[illegible]

<b>1b Total.</b> Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . .	-1,146,731.
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**For Paperwork Reduction Act Notice, see the Instructions for Form 1041.**

Schedule D-1 (Form 1041) 2011

Employer identification number

[illegible]

<b>6b Total.</b> Combine the amounts in column (f). Enter here and on Schedule D, line 6b		8,736,581.
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**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)	
32,561.		MAYO CAPITAL					VARIOUS 32,561.	VARIOUS
49,085.		AMBERBROOK V DIST					VARIOUS 49,085.	VARIOUS
14,284.		FLAG PRIVATE EQUITY-DISTRIBUTION					VARIOUS 14,284.	VARIOUS
147,549.		IVA WORLDWIDE CI					VARIOUS 147,549.	12/14/2011
250,625.		MAYO CAPITAL					VARIOUS 250,625.	VARIOUS
4,270,610.		US TREASURY NOTES 3,512,102.					VARIOUS 758,508.	VARIOUS
2,000,001.		DFA EMERGING MKTS -204 1,185,515.					VARIOUS 814,486.	01/20/2011
10153657.		IVA TRANSFER OF INVESTMENT 203.5 9,500,000.					VARIOUS 653,657.	01/15/2011
2,000,000.		ARTISIAN INTER'L FUND 202 1,515,057.					VARIOUS 484,943.	04/20/2011
1,000,000.		EATON VANCE 163 957,538.					VARIOUS 42,462.	04/01/2011
5,170,636.		PIMCO 226.1 6,406,718.					VARIOUS -1236082.	05/24/2011
9,509,733.		WEATHERLOW OFFSHORE 279.2 9,000,000.					VARIOUS 509,733.	07/01/2011

**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)	
633,000.		GMAC BOND MATURITY 651,478.					VARIOUS -18,478.	08/01/2011
4,000,000.		CONVEXITY 3,213,403.					VARIOUS 786,597.	10/12/2011
7,118,309.		TIFF US EQUITY REDEMPTION 8,540,824.					VARIOUS -1422515.	VARIOUS
5,732,016.		FORESTER OPP 281 5,733,123.					VARIOUS -1,107.	09/30/2011
624,180.		SEAMANS REDEMP 630,747.					VARIOUS -6,567.	12/31/2011
777,242.		DISTRIBUTIONS					VARIOUS 777,242.	VARIOUS
		VARIOUS K-1'S ST 1,390,210.					VARIOUS -1390210.	VARIOUS
6,343,077.		VARIOUS K-1'S LT					VARIOUS 6,343,077.	VARIOUS
TOTAL GAIN (LOSS) .....		.....					<u>7,589,850.</u>	

Form **8868**

(Rev. January 2012)

Department of the Treasury  
Internal Revenue Service**Application for Extension of Time To File an  
Exempt Organization Return**

OMB No. 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

**Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868.

**Electronic filing (e-file)** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*.

**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

**Type or  
print**File by the  
due date for  
filing your  
return. See  
instructions

Name of exempt organization or other filer, see instructions.

RICHARD M. FAIRBANKS FOUNDATION, INC.

Employer identification number (EIN) or

☒ 31-1189885

Number, street, and room or suite no. If a P.O. box, see instructions.

9292 N. MERIDIAN ST.

Social security number (SSN)

City, town or post office, state, and ZIP code. For a foreign address, see instructions.

INDIANAPOLIS, IN 46260

Enter the Return code for the return that this application is for (file a separate application for each return)  0  4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► ROGER S. SNOWDON

Telephone No. ► 317 846-7111

FAX No. ► \_\_\_\_\_

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_ If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 20 12, to file the exempt organization return for the organization named above. The extension is for the organization's return for.
- ☒ calendar year 20 11 or
- ☐ tax year beginning \_\_\_\_\_, 20 \_\_\_\_\_, and ending \_\_\_\_\_, 20 \_\_\_\_\_.

- 2 If the tax year entered in line 1 is for less than 12 months, check reason ☐ Initial return ☐ Final return
- ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	264,425.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	254,425.
c <b>Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	10,000.

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2012)



• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box ☒ **X**

**Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1)

**Part II Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

<b>Type or print</b>  File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions.		Enter filer's identifying number, see instructions	
	RICHARD M. FAIRBANKS FOUNDATION, INC.		<input checked="" type="checkbox"/> 31-1189885	Employer identification number (EIN) or
	Number, street, and room or suite no. If a P.O. box, see instructions.		<input type="checkbox"/>	Social security number (SSN)
	9292 N. MERIDIAN ST.			
City, town or post office, state, and ZIP code. For a foreign address, see instructions.				
INDIANAPOLIS, IN 46260				

Enter the Return code for the return that this application is for (file a separate application for each return) . . . . . **0 4**

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

• The books are in the care of **▶ ROGER S. SNOWDON**

Telephone No. **▶ 317 846-7111**

FAX No. **▶**

• If the organization does not have an office or place of business in the United States, check this box ☐ **X**

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . . . . . ☐ . If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 4** I request an additional 3-month extension of time until **11/15, 2012**
- 5** For calendar year **2011**, or other tax year beginning . . . . ., 20 . . . . ., and ending . . . . ., 20 . . . . .
- 6** If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period
- 7** State in detail why you need the extension **ADDITIONAL TIME IS REQUIRED TO ACCUMULATE THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.**

<b>8a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>8a</b>	\$ 264,425.
<b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	<b>8b</b>	\$ 264,425.
<b>c Balance Due.</b> Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>8c</b>	\$ 0

**Signature and Verification must be completed for Part II only.**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature **▶ [Signature]**

Title **▶ CPA**

Date **▶ 5/16/12**

Form **8868** (Rev 1-2012)