



See a Social Security Number? Say Something!  
Report Privacy Problems to <https://public.resource.org/privacy>  
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form **990-PF****Return of Private Foundation**

OMB No 1545-0052

Department of the Treasury  
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).**2013****Open to Public Inspection**

For calendar year 2013 or tax year beginning

, 2013, and ending

, 20

Name of foundation <b>RICHARD M. FAIRBANKS FOUNDATION, INC.</b>		<b>A</b> Employer identification number <b>31-1189885</b>
Number and street (or P O box number if mail is not delivered to street address) <b>9292 N. MERIDIAN ST.</b>	Room/suite <b>304</b>	<b>B</b> Telephone number (see instructions) <b>(317) 846-7111</b>
City or town, state or province, country, and ZIP or foreign postal code <b>INDIANAPOLIS, IN 46260</b>		<b>C</b> If exemption application is pending check here <input type="checkbox"/>
<b>G</b> Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input checked="" type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		<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>H</b> Check type of organization <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>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ <b>304,516,332.</b>		<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
<b>J</b> Accounting method <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)
1	Contributions, gifts, grants, etc., received (attach schedule) . . . . .	455,761.			
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch B . . . . .				
3	Interest on savings and temporary cash investments . . . . .	872,809.	830,384.		ATCH 1
4	Dividends and interest from securities . . . . .	2,718,521.	2,718,521.		ATCH 2
5a	Gross rents . . . . .	416,337.	416,337.		
b	Net rental income or (loss) -700,811.				
6a	Net gain or (loss) from sale of assets not on line 10 . . . . .	18,777,871.			
b	Gross sales price for all assets on line 6a 40,312,263.				
7	Capital gain net income (from Part IV, line 2) . . . . .		18,321,827.		
8	Net short-term capital gain . . . . .				
9	Income modifications . . . . .				
10a	Gross sales less returns and allowances . . . . .				
b	Less Cost of goods sold . . . . .				
c	Gross profit or (loss) (attach schedule) . . . . .				
11	Other income (attach schedule) ATCH 3 . . . . .	353,653.	240,563.		
12	Total. Add lines 1 through 11 . . . . .	23,594,952.	22,527,632.		
13	Compensation of officers, directors, trustees, etc. . . . .	421,000.	124,600.		296,400.
14	Other employee salaries and wages . . . . .	268,234.	94,549.		173,685.
15	Pension plans, employee benefits . . . . .	134,664.	54,026.		80,638.
16a	Legal fees (attach schedule) ATCH 4 . . . . .	3,215.			3,215.
b	Accounting fees (attach schedule) ATCH 5 . . . . .	80,247.	48,148.		32,099.
c	Other professional fees (attach schedule) . . . . .	768,790.	768,790.		
17	Interest . ATCH 7 . . . . .	259,233.	257,428.		
18	Taxes (attach schedule) (see instructions) ATCH 8 . . . . .	359,930.	103,343.		
19	Depreciation (attach schedule) and depletion . . . . .	90,180.	65,800.		
20	Occupancy . . . . .	41,487.	12,446.		29,041.
21	Travel, conferences, and meetings . . . . .	22,175.	6,653.		15,522.
22	Printing and publications . . . . .				
23	Other expenses (attach schedule) ATCH 9 . . . . .	2,120,624.	2,037,417.		79,218.
24	Total operating and administrative expenses. Add lines 13 through 23 . . . . .	4,569,779.	3,573,200.		709,818.
25	Contributions, gifts, grants paid . . . . .	14,899,389.			14,899,389.
26	Total expenses and disbursements. Add lines 24 and 25 . . . . .	19,469,168.	3,573,200.	0	15,609,207.
27	Subtract line 26 from line 12 . . . . .				
a	Excess of revenue over expenses and disbursements . . . . .	4,125,784.			
b	Net investment income (if negative, enter -0-) . . . . .		18,954,432.		
c	Adjusted net income (if negative, enter -0-) . . . . .				

<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 . . . . .		123,746.	184,142.	184,142.
	2	Savings and temporary cash investments . . . . .				
	3	Accounts receivable ▶ 2,249,678.				
		Less allowance for doubtful accounts ▶		2,409.	2,249,678.	2,249,678.
	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 . . . . .				
	10 a	Investments - U S and state government obligations (attach schedule) . . . . .				
	b	Investments - corporate stock (attach schedule) . . . . .				
	c	Investments - corporate bonds (attach schedule) . . . . .				
	11	Investments - land, buildings, and equipment basis ▶				
	Less accumulated depreciation ▶ (attach schedule)					
12	Investments - mortgage loans . . . . .					
13	Investments - other (attach schedule) . . . . .	ATCH 10	250,315,435.	252,221,870.	300,287,122.	
14	Land, buildings, and equipment basis ▶	3,023,448.				
	Less accumulated depreciation ▶ (attach schedule)	1,228,058.	1,879,604.	1,795,390.	1,795,390.	
15	Other assets (describe ▶)					
16	<b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .		252,321,194.	256,451,080.	304,516,332.	
<b>Liabilities</b>	17	Accounts payable and accrued expenses . . . . .				
	18	Grants payable . . . . .				
	19	Deferred revenue . . . . .				
	20	Loans from officers, directors, trustees, and other disqualified persons . . . . .				
	21	Mortgages and other notes payable (attach schedule) . . . . .				
	22	Other liabilities (describe ▶ ATCH 11) . . . . .		51,433.	55,535.	
23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .		51,433.	55,535.		
<b>Net Assets or Fund Balances</b>	<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>					
	24	Unrestricted . . . . .				
	25	Temporarily restricted . . . . .				
	26	Permanently restricted . . . . .				
	<b>Foundations that do not follow SFAS 117, . . .</b> <input checked="" type="checkbox"/>					
	<b>check here and complete lines 27 through 31.</b>					
	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 . . . . .		252,269,761.	256,395,545.	
30	<b>Total net assets or fund balances</b> (see instructions) . . . . .		252,269,761.	256,395,545.		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .		252,321,194.	256,451,080.		

**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	252,269,761.
2	Enter amount from Part I, line 27a . . . . .	2	4,125,784.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3 . . . . .	4	256,395,545.
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	256,395,545.

Form **990-PF** (2013)

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

<b>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)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	<b>2</b>	18,321,827.
<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.

**1** Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	10,387,445.	268,823,658.	0.038640
2011	16,682,856.	280,918,089.	0.059387
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

<b>2</b> Total of line 1, column (d)	<b>2</b>	0.265058
<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>	0.053012
<b>4</b> Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	<b>4</b>	283,213,353.
<b>5</b> Multiply line 4 by line 3	<b>5</b>	15,013,706.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	189,544.
<b>7</b> Add lines 5 and 6	<b>7</b>	15,203,250.
<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>	15,609,207.

**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 . . . . . 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 . . . . .		1	189,544.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . . . .		2	
3 Add lines 1 and 2 . . . . .		3	189,544.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . . . .		4	0
5 <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .		5	189,544.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013 . . . . .	6a	294,012.	
b Exempt foreign organizations - tax withheld at source . . . . .	6b		
c Tax paid with application for extension of time to file (Form 8868) . . . . .	6c	190,000.	
d Backup withholding erroneously withheld . . . . .	6d		
7 Total credits and payments. Add lines 6a through 6d . . . . .	7	484,012.	
8 Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached . . . . .	8		
9 <b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	9		
10 <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	10	294,468.	
11 Enter the amount of line 10 to be <b>Credited to 2014 estimated tax</b> <input type="checkbox"/> 150,000. <b>Refunded</b> <input type="checkbox"/> . . . . .	11	144,468.	

**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? . . . . .	1a	X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? . . . . . If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities	1b	X
c Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .	1c	X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . If "Yes," attach a detailed description of the activities	2	X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . . .	3	X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .	4a	X
b If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .	4b	X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . If "Yes," attach the statement required by General Instruction T	5	X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .	6	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	X
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input 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. . . . .	8b	X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV. . . . .	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . . . .	10	X

Form 990-PF (2013)

**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.	15		
16	At any time during calendar year 2013, 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"/> Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <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)	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 2013 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 2013)	3b	X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

Form 990-PF (2013)

**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)? ☐ **5b** ☒ X  
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) **ATCH 12**

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

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ **6b** ☒ X  
If "Yes" to 6b, file Form 8870

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

**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ **7b** ☐

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see 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
ATCH 13		421,000.	37,631.	14,891.

**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	59,200.	25,235.	874.
STEPHANIE RHINESMITH INDIANAPOLIS, IN 46260	20.00	59,000.	21,457.	3,950.
ELLEN QUIGLEY INDIANAPOLIS, IN 46260	40.00	123,000.	6,149.	8,693.

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

Form 990-PF (2013)

**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
ATCH 14		804,141.
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 (2013)



**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>	204,114,829.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	56,890.
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	83,354,528.
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	287,526,247.
<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>	287,526,247.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	4,312,894.
<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>	283,213,353.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	14,160,668.

**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>	14,160,668.
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5	<b>2a</b>	189,544.
<b>b</b>	Income tax for 2013 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	189,544.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1.	<b>3</b>	13,971,124.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	13,971,124.
<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>	13,971,124.

**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>	15,609,207.
<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>	15,609,207.
<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>	189,544.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4.	<b>6</b>	15,419,663.

**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 2012	(c) 2012	(d) 2013
<b>1</b> Distributable amount for 2013 from Part XI, line 7 . . . . .				13,971,124.
<b>2</b> Undistributed income, if any, as of the end of 2013				
<b>a</b> Enter amount for 2012 only . . . . .			12,262,548.	
<b>b</b> Total for prior years 20 <u>11</u> , 20 <u>10</u> , 20 <u>09</u> . . . . .				
<b>3</b> Excess distributions carryover, if any, to 2013				
<b>a</b> From 2008 . . . . .				
<b>b</b> From 2009 . . . . .				
<b>c</b> From 2010 . . . . .				
<b>d</b> From 2011 . . . . .				
<b>e</b> From 2012 . . . . .				
<b>f</b> Total of lines 3a through e . . . . .	0			
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>15,609,207.</u>				
<b>a</b> Applied to 2012, but not more than line 2a . . . . .			12,262,548.	
<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 2013 distributable amount . . . . .				3,346,659.
<b>e</b> Remaining amount distributed out of corpus . . . . .				
<b>5</b> Excess distributions carryover applied to 2013 (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 2012 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .				
<b>f</b> Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014 . . . . .				10,624,465.
<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 2008 not applied on line 5 or line 7 (see instructions) . . . . .				
<b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a . . . . .	0			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2009 . . . . .				
<b>b</b> Excess from 2010 . . . . .				
<b>c</b> Excess from 2011 . . . . .				
<b>d</b> Excess from 2012 . . . . .				
<b>e</b> Excess from 2013 . . . . .				

Form 990-PF (2013)

**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 2013, 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) 2013	(b) 2012	(c) 2011	(d) 2010	
<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 or e-mail address of the person to whom applications should be addressed

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

**c** Any submission deadlines

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
ATCH 15				
<b>Total</b> . . . . .			<b>3a</b>	14,899,389.
<b>b</b> <i>Approved for future payment</i>				
ATCH 16				
<b>Total</b> . . . . .			<b>3b</b>	35,134,534.

Form **990-PF** (2013)

Enter gross amounts unless otherwise indicated

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

Line No.	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions )
▼	

[illegible]

		Yes	No
<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?		
<b>a</b>	Transfers from the reporting foundation to a noncharitable exempt organization of		
	(1) Cash	<b>1a(1)</b>	X
	(2) Other assets	<b>1a(2)</b>	X
<b>b</b>	Other transactions		
	(1) Sales of assets to a noncharitable exempt organization	<b>1b(1)</b>	X
	(2) Purchases of assets from a noncharitable exempt organization	<b>1b(2)</b>	X
	(3) Rental of facilities, equipment, or other assets	<b>1b(3)</b>	X
	(4) Reimbursement arrangements	<b>1b(4)</b>	X
	(5) Loans or loan guarantees	<b>1b(5)</b>	X
	(6) Performance of services or membership or fundraising solicitations	<b>1b(6)</b>	X
<b>c</b>	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	<b>1c</b>	X
<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		

[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 \_\_\_\_\_

► Treasurer  
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

Preparer's signature Holly M Pantzer CMA

Date

Date 11/12/14

Check ☐ if self-employed

PTIN

PTIN  
P00137289

Firm's name ► BKD, LLP

Firm's address ► 201 N. ILLINOIS STREET  
INDIANAPOLIS, IN

46204

Firm's EIN ▶ 44-0160260

Phone no 317.383.4000

Form **990-PF** (2013)

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

OMB No 1545-0047

**2013**

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

▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

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 foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒
- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$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 its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

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 - ELIZABETH 101 W WASHINGTON STREET SUITE 500E INDIANAPOLIS, IN 46255	\$ 240,622.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
2	VB FAIRBANKS CLUT #2 - ELIZABETH 101 W WASHINGTON STREET SUITE 500E INDIANAPOLIS, IN 46255	\$ 215,139.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)



Name of organization RICHARD M. FAIRBANKS FOUNDATION, INC.

Employer identification number

31-1189885

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----

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 entryFor 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
	----- ----- -----	----- ----- -----	
(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
	----- ----- -----	----- ----- -----	
(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
	----- ----- -----	----- ----- -----	
(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
	----- ----- -----	----- ----- -----	

**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.

▶ Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.

▶ Information about Schedule D and its separate instructions is at [www.irs.gov/form1041](http://www.irs.gov/form1041).

OMB No 1545-0092

**2013**

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**

See instructions for how to figure the amounts to enter on the lines below

This form may be easier to complete if you round off cents to whole dollars

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
<b>1a</b> Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions) However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b	1,629,658.			1,629,658.
<b>1b</b> Totals for all transactions reported on Form(s) 8949 with <b>Box A</b> checked . . . . .				
<b>2</b> Totals for all transactions reported on Form(s) 8949 with <b>Box B</b> checked . . . . .				
<b>3</b> Totals for all transactions reported on Form(s) 8949 with <b>Box C</b> checked . . . . .				
<b>4</b> Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824 . . . . .				<b>4</b>
<b>5</b> Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .				<b>5</b>
<b>6</b> Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet . . . . .				<b>6</b> ( )
<b>7</b> <b>Net short-term capital gain or (loss).</b> Combine lines 1a through 6 in column (h) Enter here and on line 17, column (3) on the back . . . . . ▶				<b>7</b> 1,629,658.

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

See instructions for how to figure the amounts to enter on the lines below

This form may be easier to complete if you round off cents to whole dollars

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
<b>8a</b> Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions) However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b	38,216,054.	21,523,885.		16,692,169.
<b>8b</b> Totals for all transactions reported on Form(s) 8949 with <b>Box D</b> checked . . . . .				
<b>9</b> Totals for all transactions reported on Form(s) 8949 with <b>Box E</b> checked . . . . .				
<b>10</b> Totals for all transactions reported on Form(s) 8949 with <b>Box F</b> checked . . . . .				
<b>11</b> Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824 . . . . .				<b>11</b>
<b>12</b> Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts. . . . .				<b>12</b>
<b>13</b> Capital gain distributions. . . . .				<b>13</b>
<b>14</b> Gain from Form 4797, Part I. . . . .				<b>14</b> 456,044.
<b>15</b> Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet . . . . .				<b>15</b> ( )
<b>16</b> <b>Net long-term capital gain or (loss).</b> Combine lines 8a through 15 in column (h) Enter here and on line 18a, column (3) on the back . . . . . ▶				<b>16</b> 17,148,213.

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

Schedule D (Form 1041) 2013

**Part III Summary of Parts I and II****Caution: Read the instructions before completing this part**

	(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
<b>17</b> Net short-term gain or (loss) . . . . .	<b>17</b>		1,629,658.
<b>18</b> Net long-term gain or (loss):			
a Total for year . . . . .	<b>18a</b>		17,148,213.
b Unrecaptured section 1250 gain (see line 18 of the wrksh) . . . . .	<b>18b</b>		
c 28% rate gain . . . . .	<b>18c</b>		
<b>19</b> Total net gain or (loss). Combine lines 17 and 18a. . . . . ▶	<b>19</b>		18,777,871.

**Note:** If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 18a and 19, column (2), are net gains, go to Part V, and do not complete Part IV. If line 19, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

**Part IV Capital Loss Limitation**

<b>20</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 smaller of	<b>20</b>	( )
a The loss on line 19, column (3) or		
b \$3,000 . . . . .		

**Note:** If the loss on line 19, 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 18a and 19 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 18b, col (2) or line 18c, 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 18a and 19 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 18b, col (2) or line 18c, col (2) is more than zero.

<b>21</b> Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34), . . . . .	<b>21</b>		
<b>22</b> Enter the <b>smaller</b> of line 18a or 19 in column (2) but not less than zero. . . . .	<b>22</b>		
<b>23</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>23</b>		
<b>24</b> Add lines 22 and 23 . . . . .	<b>24</b>		
<b>25</b> If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- . . . ▶	<b>25</b>		
<b>26</b> Subtract line 25 from line 24. If zero or less, enter -0- . . . . .	<b>26</b>		
<b>27</b> Subtract line 26 from line 21. If zero or less, enter -0- . . . . .	<b>27</b>		
<b>28</b> Enter the <b>smaller</b> of the amount on line 21 or \$2,450 . . . . .	<b>28</b>		
<b>29</b> Enter the <b>smaller</b> of the amount on line 27 or line 28 . . . . .	<b>29</b>		
<b>30</b> Subtract line 29 from line 28. If zero or less, enter -0-. This amount is taxed at 0% . . . . . ▶	<b>30</b>		
<b>31</b> Enter the smaller of line 21 or line 26 . . . . .	<b>31</b>		
<b>32</b> Subtract line 30 from line 26. . . . .	<b>32</b>		
<b>33</b> Enter the <b>smaller</b> of line 21 or \$11,950 . . . . .	<b>33</b>		
<b>34</b> Add lines 27 and 30 . . . . .	<b>34</b>		
<b>35</b> Subtract line 34 from line 33. If zero or less, enter -0- . . . . .	<b>35</b>		
<b>36</b> Enter the <b>smaller</b> of line 32 or line 35 . . . . .	<b>36</b>		
<b>37</b> Multiply line 36 by 15%. . . . . ▶	<b>37</b>		
<b>38</b> Enter the amount from line 31 . . . . .	<b>38</b>		
<b>39</b> Add lines 30 and 36 . . . . .	<b>39</b>		
<b>40</b> Subtract line 39 from line 38. If zero or less, enter -0- . . . . .	<b>40</b>		
<b>41</b> Multiply line 40 by 20% . . . . . ▶	<b>41</b>		
<b>42</b> Figure the tax on the amount on line 27. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . . .	<b>42</b>		
<b>43</b> Add lines 37, 41, and 42 . . . . .	<b>43</b>		
<b>44</b> Figure the tax on the amount on line 21. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . . .	<b>44</b>		
<b>45</b> Tax on all taxable income. Enter the <b>smaller</b> of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) . . . . . ▶	<b>45</b>		

Schedule D (Form 1041) 2013

**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)	
323,547.		MAYO CAPITAL					VAR 323,547.	VAR
699.		FLAG PRIVATE EQUITY IV					VAR 699.	VAR
4,496.		DFA-EMERG MKT VALUE FD					VAR 4,496.	VAR
57,538.		IVA WORLD CLASS					VAR 57,538.	VAR
4,168.		PIMCO TOTAL RETURN					VAR 4,168.	VAR
1,239,210.		VARIOUS K-1S					VAR 1,239,210.	VAR
497,650.		SPDR GOLD TRUST 431,909.					VAR 65,741.	VAR
2,000,000.		ARTISAN INTL GROWTH 1,448,909.					VAR 551,091.	VAR
500,000.		HHR ATLAS LTD 373,669.					VAR 126,331.	VAR
1,000,000.		DFA EMERG MKT VALUE 710,590.					VAR 289,410.	VAR
1,000,000.		IVA 1,044,769.					VAR -44,769.	VAR
700,000.		COATUE OFFSHORE 521,113.					VAR 178,887.	VAR

**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)	
2,091,381.		ROYALCAP VALUE 2,000,000.					VAR 91,381.	VAR
436,824.		FRONTIER CAPITAL MGMT 436,824.					VAR	VAR
2,426,280.		ASIAN CENTURY QUEST 2,500,000.					VAR -73,720.	VAR
5,492,871.		PIMCO GLOBAL ADV 5,655,443.					VAR -162,572.	VAR
3,000,000.		ARTISAN INTL GROWTH 1,861,667.					VAR 1,138,333.	VAR
5,323,396.		US TREASURY TIPS 4,538,992.					VAR 784,404.	VAR
1,320,988.		MAYO CAPITAL					VAR 1,320,988.	VAR
11548600.		VARIOUS K-1S					VAR 11548600.	VAR
11,031.		GOLDMAN SACHS DIST DEBT					VAR 11,031.	VAR
107,491.		FLAG PRIVATE EQUITY					VAR 107,491.	VAR
5,941.		GOLDMAN SACHS DISTRESSED					VAR 5,941.	VAR
252,649.		DOVER VII					VAR 252,649.	VAR

**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)	
10,622.		DOVER VIII					VAR 10,622.	VAR
43,244.		DISTRESSED MANAGERS IV					VAR 43,244.	VAR
106,048.		DFA EMERGING MARKET VALUE FUND					VAR 106,048.	VAR
21,806.		PIMCO TOTAL RETURN					VAR 21,806.	VAR
53,142.		PIMCO GLOBAL ADVANTAGE					VAR 53,142.	VAR
266,090.		IVA WORLD					VAR 266,090.	VAR
TOTAL GAIN (LOSS) .....		.....					<u>18321827.</u>	

• 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>	Name of exempt organization or other filer, see instructions		Enter filer's identifying number, see instructions	
	RICHARD M. FAIRBANKS FOUNDATION, INC.		Employer identification number (EIN) or	
	Number, street, and room or suite no. If a P.O. box, see instructions		31-1189885	
	9292 N. MERIDIAN ST.		Social security number (SSN)	
File by the due date for filing your return. See instructions	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 1**

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	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, 9292 N. MERIDIAN, #304 INDIANAPOLIS, IN 46260  
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

- I request an additional 3-month extension of time until 11/15, 2014
- For calendar year 2013, or other tax year beginning \_\_\_\_\_, 20\_\_\_\_, and ending \_\_\_\_\_, 20\_\_\_\_
- If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return  
☐ Change in accounting period
- 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 Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	<b>8a</b> \$	484,012.
<b>b</b> If this application is for Forms 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> \$	484,012.
<b>c</b> <b>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 ▶ \_\_\_\_\_ Title ▶ \_\_\_\_\_ Date ▶ \_\_\_\_\_



# Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

► **File a separate application for each return.**  
► **Information about Form 8868 and its instructions is at [www.irs.gov/form8868](http://www.irs.gov/form8868).**

- 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)

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	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, 2014, to file the exempt organization return for the organization named above. The extension is for the organization's return for  
► ☒ calendar year 2013 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 \$	484,012.
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 \$	294,012.
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 \$	190,000.

**Caution.** If you are going to make an electronic funds withdrawal (direct debit) 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. 1-2014)

RICHARD M. FAIRBANKS FOUNDATION  
APPROVED GRANT PAYMENTS IN  
2014 and LATER

Organization	Project Title	IRS Code	Grant Amount	Payments thru 12/31/2013	Payments Scheduled for FY 2014	Payments Scheduled for FY 2015	Payments Scheduled for FY 2016 or later
African Community International, Inc. (The African Center)	General Operating	PC	\$105,000	\$70,000	\$35,000		
Butler University	Sciences Dept	PC	\$10,000,000			\$4,000,000	\$6,000,000
Central Indiana Corporate Partnership Foundation, Inc. (BioCrossroads)	General Operating Support for BioCrossroads 2013 -2015	SO I	\$2,209,145	\$719,919	\$735,967	\$753,259	
Early Learning Indiana (formerly Day Nursery)	Staff Accreditation Program	PC	\$225,000	\$150,000	\$75,000		
DonorsChoose.org	Double Your Impact Challenge Grant	PC	\$100,000	\$50,000	\$50,000		
Eskenazi Health Foundation, Inc	New Eskenazi Hospital	PC	\$6,000,000	\$2,000,000	\$2,000,000	\$2,000,000	
Indiana Broadcasters Foundation, Inc	Support for Hall of Fame Dinner and Video	PC	\$50,000	\$5,000	\$5,000	\$5,000	\$35,000
Indiana University School of Medicine	Fairbanks Institute Reorganization Fees	PC	\$180,000	\$-	\$180,000		
Indiana University School of Medicine	New Fairbanks Institute	PC	\$1,000,000	\$500,000	\$500,000		
Indiana University, The Trustees of	Establish a School of Public Health in Indianapolis	PC	\$20,000,000	\$10,000,000	\$5,000,000	\$5,000,000	
Jane Pauley Community Health Center	General Operating Support	PC	\$150,000	\$100,000	\$50,000		
La Plaza, Inc.	General Operating Support	PC	\$105,000	\$70,000	\$35,000		
Learning Well	Continued Funding for Health Services in Charter Schools for the 2013-2014 School Year	PC	\$1,225,309	\$739,901	\$485,408		

RICHARD M. FAIRBANKS FOUNDATION  
APPROVED GRANT PAYMENTS IN  
2014 and LATER

Marian University	College of Osteopathic Medicine Operating Gap Funding	PC	\$5,000,000	\$3,500,000	\$1,500,000	
Planned Parenthood of Indiana & Kentucky, Inc	General Operating Support	PC	\$150,000	\$100,000	\$50,000	
Second Helpings, Inc.	Culinary Job Training Program	PC	\$300,000	\$100,000	\$100,000	\$100,000
Teach for America	Principal Fellowship and Corps and Alumni Growth	PC	\$1,590,000	\$1,160,000	\$430,000	
The Mind Trust	General Operating Support	SO I	\$2,400,000	\$800,000	\$800,000	\$800,000
Visiting Nurse Service at St. Francis, Inc.	General Operating Support	PC	\$105,000	\$70,000	\$35,000	
The Philanthropy Roundtable	2014 Indianapolis Conference	PC	\$10,000		\$10,000	
CICOA Foundation	EMR Implementation Project	PC	\$148,000		\$148,000	
Four Health Providers. Eskenazi Health, Shalom Health Center, Community Health Foundation, & HealthNet	School Based Health Services	PC	\$4,200,000		\$1,201,978	\$2,100,000
Center for Effective Philanthropy	2014 CEP Grantee Survey	PC	\$16,900		\$16,900	
					<u>\$13,443,253</u>	<u>\$14,758,259</u>
						<u>\$6,933,022</u>

# 2013 Grant Payments

Richard M. Fairbanks Foundation

15 October 2014

Organization	Project Title	IRS Code	Payment Amount	Payment Date
United Way of Central Indiana	2012 Matching Gift	PC	\$668	1/2/2013
Indiana Philanthropy Alliance	Annual Membership and Leadership Circle Gift	PC	\$17,500	1/7/2013
Wabash College	2012 Matching Gift	PC	\$500	1/7/2013
St. Luke's United Methodist Church	2012 Matching Gift	PC	\$3,600	1/9/2013
Gennesaret Free Clinic, Inc.	2012 Matching Gift	PC	\$125	1/9/2013
Marian University	College of Osteopathic Medicine Operating Gap Funding	PC	\$2,700,000	1/15/2013
Fairbanks Hospital, Inc. d/b/a Fairbanks	Phase I of Long Term Facility Project	PC	\$1,000,000	1/15/2013
Indiana University, The Trustees of	Richard M. Fairbanks School of Public Health at IUPUI	PC	\$2,000,000	1/15/2013
Eskenazi Health Foundation, Inc.	New Eskenazi Hospital	PC	\$1,000,000	1/15/2013
Indiana Transportation Museum	2012 Matching Gift	PC	\$500	1/15/2013
EMF Broadcasting - KLOVE	2012 Matching Gift	PC	\$600	1/15/2013
Horizon House, Inc.	Renovation of Medical and Mental Health Clinics	PC	\$75,000	1/28/2013
The Fairbanks Institute for Healthy Communities, Inc.	Population Based Longitudinal Health Studies	SO I	\$200,000	1/29/2013
Baldwin-Wallace College	2012 Matching Gift	PC	\$300	2/1/2013
United Way of Central Indiana	2013 Matching Gift	PC	\$697	2/1/2013
d/b/a Fresh Arts Coalition	2012 Matching Gift	PC	\$10,000	2/12/2013
Learning Well	Funding for 2012-2013 School Year	PC	\$276,184	2/15/2013

## 2013 Grant Payments

Organization	Project Title	IRS Code	Payment Amount	Payment Date
Young Life	2012 Matching Gift	PC	\$600	2/26/2013
United Way of Central Indiana	2013 Matching Gift	PC	\$697	3/1/2013
Friends of WLRN, Inc.	2013 Matching Gift	PC	\$100	3/4/2013
Humane Society of Indianapolis	2013 Matching Gift	PC	\$150	3/11/2013
The Philanthropy Roundtable	General Operating Support	PC	\$7,500	3/11/2013
The Fairbanks Institute for Healthy Communities, Inc.	Population Based Longitudinal Health Studies	SO I	\$75,000	3/11/2013
Fairbanks Hospital, Inc. d/b/a Fairbanks	Circle of Hope Dinner 2013	PC	\$980	3/11/2013
The Mind Trust	Charter School Incubator Project	SO I	\$300,000	3/14/2013
GuideStar USA, Inc.	General Operations	PC	\$2,500	3/25/2013
Sagamore Institute for Policy Research	General Operations	PC	\$7,500	3/26/2013
Eskenazi Health Foundation, Inc.	HealthyMe and STOP Programs (Obesity Projects)	PC	\$46,575	3/28/2013
United Way of Central Indiana	2013 Matching Gift	PC	\$697	4/1/2013
The Fairbanks Institute for Healthy Communities, Inc.	Population Based Longitudinal Health Studies	SO I	\$325,000	4/9/2013
Second Presbyterian Church	2013 Matching Gift	PC	\$1,000	4/10/2013
Indiana Repertory Theatre	2013 Matching Gift	PC	\$100	4/10/2013
Early Learning Indiana	Staff Accreditation Program	PC	\$75,000	4/15/2013
Indy Hub, Inc.	Organizational Transition Gap Funding	NC w/Expenditure Responsibility	\$50,000	4/15/2013
Second Helpings, Inc.	Culinary Job Training Program	PC	\$100,000	4/15/2013
The Foundation Center	General Operating Support	PC	\$2,500	4/15/2013

## 2013 Grant Payments

Organization	Project Title	IRS Code	Payment Amount	Payment Date
Eskenazi Health Foundation, Inc.	2015 World Burn Congress hosted by Eskenazi Hospital in Indianapolis	PC	\$50,000	4/15/2013
Stanford University	Center for Research on Education Outcomes (CREDO)	PC	-\$195	4/17/2013
Grantmakers In Health	Membership	PC	\$7,000	4/18/2013
Community Health Network Foundation	2013 Matching Gift	SO II	\$500	4/18/2013
Second Presbyterian Church	2013 Matching Gift	PC	\$1,000	4/19/2013
Indiana University Foundation	2013 Matching Gift	PC	\$1,750	5/1/2013
Keep Indianapolis Beautiful, Inc.	2013 Matching Gift		\$125	5/1/2013
United Way of Central Indiana	2013 Matching Gift	PC	\$697	5/1/2013
Indiana University School of Medicine	New Fairbanks Institute	PC	\$250,000	5/6/2013
Phoenix Theatre	2013 Matching Gifts	PC	\$890	5/10/2013
Humane Society of Indianapolis	2013 Matching Gift	PC	\$250	5/14/2013
Joy's House	Capital Campaign Gap	PC	\$25,000	5/15/2013
Learning Well	Funding for 2012-2013 School Year	PC	\$254,361	5/15/2013
Meals on Wheels, Inc.	Gap Funding to retire debt on building purchase	PC	\$100,000	5/15/2013
Planned Parenthood of Indiana & Kentucky, Inc.	EHR Implementation Project	PC	\$250,000	5/15/2013
Teach for America	Principal Fellowship and Corps and Alumni Growth	PC	\$530,000	5/15/2013
Indianapolis Zoological Society, Inc.	2013 Matching Gift	PC	\$700	5/15/2013

## 2013 Grant Payments

Organization	Project Title	IRS Code	Payment Amount	Payment Date
The Nature Conservancy	2013 Matching Gift	PC	\$200	5/16/2013
The Center for Effective Philanthropy	2013 Membership	PC	\$10,000	5/28/2013
Ruth Lilly Health Education Center	General Operating Support	SO-DP	\$25,000	5/28/2013
United Way of Central Indiana	2013 Matching Gift	PC	\$697	6/1/2013
Greenleaf Center for Servant Leadership	2013 Indiana Achievement Awards	PC	\$3,500	6/14/2013
Best Friends Animal Society	2013 Matching Gift	PC	\$250	6/19/2013
Network for Good	2013 Matching Gift	PC	\$100	6/19/2013
United Way of Central Indiana	2013 Matching Gift	PC	\$697	7/1/2013
Munson Healthcare Regional Foundation	2013 Matching Gift	PC	\$250	7/25/2013
United Way of Central Indiana	2013 Matching Gift	PC	\$1,500	8/8/2013
Summer Stock Stage, Inc.	2013 Matching Gift	PC	\$600	8/14/2013
Community Health Network Foundation	Pilot School Based Health Services in Charter School	SO II	\$140,000	8/15/2013
WFYI	Conversation in Education Series	PC	\$25,000	8/15/2013
KIPP Foundation	Leadership Capacity Building Program for Indianapolis Region	PC	\$100,000	8/15/2013
DonorsChoose.org	Double Your Impact Challenge Grant	PC	\$50,000	8/15/2013
Learning Well	Continued Funding for Health Services in Charter Schools for the 2013-2014 School Year	PC	\$280,680	8/20/2013
Be The Match Foundation	2013 Matching Gift	PC	\$100	8/28/2013
United Way of Central Indiana	2013 Matching Gift	PC	\$697	8/28/2013
United Way of Central Indiana	2013 Matching Gift	PC	\$697	9/1/2013

## 2013 Grant Payments

Organization	Project Title	IRS Code	Payment Amount	Payment Date
Zeta Tau Alpha Foundation	2013 Matching Gift	PC	\$150	9/3/2013
Butler University	2013 Matching Gift	PC	\$850	9/11/2013
Traders Point Christian Church	2013 Matching Gift	PC	\$8,000	9/11/2013
Phoenix Theatre	2013 Matching Gift	PC	\$300	9/11/2013
Central Indiana Corporate Partnership Foundation, Inc. (BioCrossroads)	General Operating Support for BioCrossroads 2013-2015	SO I	\$719,919	9/16/2013
Indianapolis Museum of Art	Charles Sherman Tribute	PC	\$1,000	9/17/2013
Purdue University	2013 Matching Gift	PC	\$125	9/20/2013
Butler University	2013 Matching Gift	PC	\$7,500	9/25/2013
Sagamore Institute for Policy Research	Civic Education in Marion County Report	PC	\$10,800	10/9/2013
Central Indiana Corporate Partnership Foundation, Inc. (BioCrossroads)	2013 Membership Dues	SO I	\$15,000	10/10/2013
United Way of Central Indiana	2013 Matching Gift	PC	\$697	10/10/2013
Indianapolis Zoological Society, Inc.	2013 Matching Gift	PC	\$1,250	10/14/2013
Indiana University Foundation	2013 Matching Gift	PC	\$500	10/14/2013
Delray Beach Center for the Arts at Old School Square	2013 Matching Gift	PC	\$500	10/28/2013
United Way of Central Indiana	2013 Matching Gift	PC	\$697	11/1/2013
Indiana University School of Medicine	New Fairbanks Institute	PC	\$250,000	11/1/2013
United Way of Monroe County	2013 Matching Gift	PC	\$10,000	11/1/2013
Jameson Camp, Inc.	Wellness Camp	PC	\$25,000	11/5/2013
United Way of Central Indiana	2013 Matching Gift	PC	\$150	11/12/2013
United Way of Central Indiana	2013 Matching Gift	PC	\$1,500	11/13/2013



## 2013 Grant Payments

Organization	Project Title	IRS Code	Payment Amount	Payment Date
Learning Well	Continued Funding for Health Services in Charter Schools for the 2013-2014 School Year	PC	\$269,059	11/14/2013
The Mind Trust	Community Engagement Plan	SO I	\$150,000	11/14/2013
100 Black Men of Indianapolis, Inc.	Designated for Financial Literacy Program	PC	\$25,000	11/14/2013
College Mentors for Kids, Inc.	General Operating Support/Local Chapters	PC	\$25,000	11/14/2013
Crown Hill Heritage Foundation	Historic Preservation and Educational Programs	PC	\$10,000	11/14/2013
Fairbanks Hospital, Inc. d/b/a Fairbanks	General Operating Support	PC	\$20,000	11/14/2013
Girls Incorporated of Greater Indianapolis	Economic Literacy Programs in Marion County	PC	\$15,000	11/14/2013
Goodwill Industries of Central Indiana, Inc.	General Operating Support	PC	\$20,000	11/14/2013
Historic Landmarks Foundation of Indiana, Inc. /dba Indiana Landmarks	General Operating Support	PC	\$10,000	11/14/2013
Horizon House, Inc.	Designated to Health & Employment Services	PC	\$25,000	11/14/2013
Indianapolis Zoological Society, Inc.	General Operating Support	PC	\$15,000	11/14/2013
Information & Referral Network, Inc. (Connect 2 Help)	General Operating Funds for Marion County operations	PC	\$20,000	11/14/2013
John P. Craine House	General Operating Support	PC	\$20,000	11/14/2013

## 2013 Grant Payments

Organization	Project Title	IRS Code	Payment Amount	Payment Date
Joy's House	General Operating Support	PC	\$20,000	11/14/2013
Meals on Wheels, Inc.	General Operating Support	PC	\$20,000	11/14/2013
Methodist Health Foundation	Charles Warren Fairbanks Center for Medical Ethics	SO I	\$20,000	11/14/2013
Noble Inc.	Supported Employment	PC	\$20,000	11/14/2013
Indy Reads	General Operating Support	PC	\$25,000	11/14/2013
Reach Out and Read Indiana	General Operating Costs for Marion County	PC	\$25,000	11/14/2013
RecycleForce	General Operating Support	PC	\$25,000	11/14/2013
School on Wheels	General Operating Support	PC	\$25,000	11/14/2013
St. Vincent Hospital Foundation, Inc.	Physician's Medical Education Program	SO I	\$10,000	11/14/2013
Starfish Inc.	General Operating Support	PC	\$25,000	11/14/2013
United Christmas Service	General Support	PC PAID TO UWCI	\$25,000	11/14/2013
United Way of Central Indiana	Annual Campaign Contribution	PC	\$100,000	11/14/2013
Health & Hospital Corporation of Marion County	Marion Co. Health Dept. Dental Van	PC 170(c)(1) Municipal Corp or Gov't Entity	\$75,000	11/14/2013
The Woodland Christmas Club For Needy Children	2013 Matching Gift	PC	\$150	11/20/2013
Indiana Broadcasters Foundation, Inc.	Support for Hall of Fame Dinner and Video	PC	\$5,000	11/21/2013

## 2013 Grant Payments

Organization	Project Title	IRS Code	Payment Amount	Payment Date
Stanford University	Center for Research on Education Outcomes (CREDO)	PC	-\$319	11/22/2013
Gennesaret Free Clinic, Inc.	General Operating Support	PC	\$50,000	12/4/2013
Good News Mission, Inc. d/b/a Good News Ministries	Good Samaritan Health Clinic	PC	\$35,000	12/4/2013
St. Vincent Hospital Foundation, Inc.	General Operating Support for St. Vincent Primary Care Center	SO I	\$50,000	12/4/2013
African Community International, Inc. (The African Center)	General Operating	PC	\$35,000	12/5/2013
Eskenazi Health Foundation, Inc.	General Operating Support for Community Health Centers	PC	\$100,000	12/5/2013
Franciscan Alliance Foundation - St. Francis Health	St. Francis Neighborhood Health Clinic	SO II	\$50,000	12/5/2013
Health & Hospital Corporation of Marion County	General Operating Support for Marion County Health Department Clinics	PC 170(c)(1) Municipal Corp or Gov't Entity	\$100,000	12/5/2013
HealthNet, Inc.	Health Clinic Operations	PC	\$100,000	12/5/2013
Indianapolis Medical Society Foundation	Project Health	PC	\$50,000	12/5/2013
Jane Pauley Community Health Center	General Operating Support	PC	\$50,000	12/5/2013
La Plaza, Inc.	General Operating Support	PC	\$35,000	12/5/2013
Planned Parenthood of Indiana & Kentucky, Inc.	General Operating Support	PC	\$50,000	12/5/2013
Raphael Health Center, Inc.	General Operating Support	PC	\$50,000	12/5/2013

## 2013 Grant Payments

Organization	Project Title	IRS Code	Payment Amount	Payment Date
Shalom Health Care Center, Inc.	General Operating Support	PC	\$50,000	12/5/2013
Shepherd Community Center, Inc.	Health Clinic Operations	PC	\$35,000	12/5/2013
Trinity Free Clinic	General Operating Support	PC	\$35,000	12/5/2013
Visiting Nurse Service at St. Francis, Inc.	General Operating Support	PC	\$35,000	12/5/2013
Windrose Health Network, Inc.	Countyline Family Health Center (Marion Co.) See Notes	PC	\$50,000	12/5/2013
United Way of Central Indiana	2013 Matching Gift	PC	\$697	12/9/2013
Marian University	College of Osteopathic Medicine Operating Gap Funding	PC	\$500,000	12/12/2013
The Mind Trust	General Operating Support	SO I	\$800,000	12/12/2013
United Way of Central Indiana	Live Healthy Indy Implementation Plan	PC	\$100,000	12/12/2013
Community Health Network Foundation	2013 Matching Gift	SO II	\$10,000	12/13/2013
Eskenazi Health Foundation, Inc.	2015 World Burn Congress hosted by Eskenazi Hospital in Indianapolis	PC	\$25,000	12/17/2013
Second Presbyterian Church	2013 Matching Gift	PC	\$2,000	12/17/2013
Humane Society of Indianapolis	2013 Matching Gift	PC	\$100	12/17/2013
Institute for Justice & Democracy in Haiti	2013 Matching Gift	PC	\$150	12/30/2013
United Way of Central Indiana	2013 Matching Gift	PC	\$8,250	12/30/2013
Eiteljorg Museum of American Indians & Western Art	2013 Matching Gift	PC	\$1,250	12/30/2013

## 2013 Grant Payments

Organization	Project Title	IRS Code	Payment Amount	Payment Date
The Orchard School	2013 Matching Gift	PC	\$500	12/30/2013
Grand Totals (151 items)			\$14,899,389	

**FORM 990PF, PART II - LAND, BUILDINGS, AND EQUIPMENT**

COMPUTERS AND SOFTWARE	126,694
FURNITURE AND FIXTURES	104,372
BUILDINGS - FAIRHILL REALTY	2,161,527
LAND - FAIRHILL REALTY	205,418
LAND IMPROVEMENTS - FAIRHILL REALTY	86,998
FURNITURE, FIXTURES, AND EQUIPMENT - FAIRHILL REALTY	338,439
<b>ASSET TOTAL</b>	<b><u>3,023,448</u></b>
ACCUMULATED DEPRECIATION - COMPUTERS AND SOFTWARE	(107,579)
ACCUMULATED DEPRECIATION - FURNITURE AND FIXTURES	(81,810)
ACCUMULATED DEPRECIATION - FAIRHILL REALTY	<u>(1,038,669)</u>
<b>ACCUMULATED DEPRECIATION TOTAL</b>	<b><u>(1,228,058)</u></b>
<b>NET FIXED ASSETS</b>	<b><u><u>1,795,390</u></u></b>

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INTEREST INCOME - US TREASURY	362,738.	362,738.
INTEREST INCOME - OTHER	467,489.	467,489.
TAX-EXEMPT INTEREST INCOME	42,425.	
FAIRHILL REALTY, LLC	157.	157.
TOTAL	<u>872,809.</u>	<u>830,384.</u>

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	2,718,521.	2,718,521.
TOTAL	<u>2,718,521.</u>	<u>2,718,521.</u>



## FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ROYALTY INCOME FROM K-1	418,000.	418,000.
ORDINARY INCOME FROM K-1	92,084.	-21,006.
PORTFOLIO INCOME FROM K-1	644,047.	644,047.
RENTAL LOSS FROM K-1	-800,478.	-800,478.
TOTALS	353,653.	240,563.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES	3,215.			3,215.
TOTALS	3,215.			3,215.

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING FEES	80,247.	48,148.		32,099.
TOTALS	<u>80,247.</u>	<u>48,148.</u>		<u>32,099.</u>

## FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
CUSTODIAL FEES	31,181.	31,181.
CONSULTANT FEES	9,215.	9,215.
INVESTMENT MANAGEMENT FEES	80,599.	80,599.
INVESTMENT CONSULTING FEES	647,795.	647,795.
TOTALS	<u>768,790.</u>	<u>768,790.</u>

FORM 990PF, PART I - INTEREST EXPENSE

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INTEREST	259,233.	257,428.
TOTALS	<u>259,233.</u>	<u>257,428.</u>

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FOREIGN TAXES	103,343.	103,343.
EXCISE TAXES	256,587.	
TOTALS	<u>359,930.</u>	<u>103,343.</u>

## FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OFFICE SUPPLIES	13,469.	4,041.	9,428.
POSTAGE AND FREIGHT	1,107.	332.	775.
INSURANCE EXPENSE	7,148.	2,144.	5,004.
COMPUTER REPAIR & MAINTENANCE	24,934.	7,480.	17,454.
DUES AND SUBSCRIPTIONS	6,819.	2,046.	4,773.
COMMUNICATIONS	10,747.	3,224.	7,523.
NONDEDUCTIBLE EXPENSES	3,989.		
RENTAL, EXP - FAIRHILL REALTY	247,069.	247,069.	
MEALS & ENTERTAINMENT	12,373.	3,712.	8,661.
PORTFOLIO DEDUCTIONS FROM K-1	1,757,484.	1,757,484.	
BANK SERVICE CHARGE	889.	267.	622.
SOFTWARE MAINTENANCE	26,078.	7,823.	18,255.
ADP SERVICE CHARGES	2,006.	602.	1,404.
CHARITABLE CONTRIBUTIONS - K-1	2,534.		2,534.
REPAIR & MAINTENANCE	1,478.	443.	1,035.
MISCELLANEOUS EXPENSE	2,500.	750.	1,750.
TOTALS	2,120,624.	2,037,417.	79,218.

FORM 990PF, PART II - OTHER INVESTMENTS

ATTACHMENT 10

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
OLD WESTBURY PRIVATE CAPITAL	310,702.	290,252.	29,765.
OLD WESTBURY VENTURE CAPITAL	300,905.	298,857.	23,911.
PNC - BONDS	11,266,983.	11,645,707.	11,508,634.
PRIVATE ADVISORS SMALL BUYOUT	1,084,547.	782,846.	967,267.
TIFF REAL ESTATE PARTNER 1	663,937.	621,682.	598,674.
FAIRBANKS COMM. LIQ. TRUST	7,335,203.	7,314,155.	7,293,880.
FAIRBANKS COMMUNICATIONS, LLC	-3,650,824.	-4,444,721.	
INT'L GROWTH - ARTISAN PARTNER	7,579,266.	4,385,474.	
DISTRESSED DEBT COMMONFUND II	3,818,080.	3,034,419.	
MONEY MARKET - ARMADA	4,876,128.	15,799,290.	
TIFF PARTNERS V	2,332,468.	2,184,434.	
VCFA PRIVATE EQUITY	2,136,463.	1,685,667.	
HOUSE INVESTMENTS	449,582.	308,915.	
TIFF REAL ESTATE PARTNERS II	2,387,226.	2,422,476.	
NORTH AM. REP (CARVAL)	524,426.	317,927.	
GMO FORESTRY FUND 7-B	594,899.	570,350.	
GMO FORESTRY FUND 8-B	921,328.	900,874.	
MERIT ENERGY PARTNERS E-I	1,128,500.	1,079,059.	
DIMENSIONAL FUND ADVISORS-EMF	6,363,256.	5,932,683.	
AMERBROOK IV, LLC	1,343,403.	1,235,967.	
COMMONFUND PRIVATE EQUITY VI	1,512,298.	1,386,210.	
CAPITAL VENTURE PTNRS VII	616,209.	577,903.	
FIA TIMBER PARTNERS, LP	2,571,390.	2,234,183.	
COMMONFUND NATURAL RESOURCE VI	927,515.	681,082.	
GLOBAL DISTRESSED DEBT III	4,357,809.	3,684,302.	
APOLLO INVESTMENT FUND VI	2,025,681.	1,236,329.	
NORTH AMERICAN REP II	3,010,467.	2,241,193.	
FIA TIMBER SPECIAL SITUATION	2,389,966.	2,285,712.	
BEACON CAPITAL STRATEGIC IV	2,054,796.	1,752,885.	
BEACON CAPITAL STRATEGIC V	3,031,877.	2,802,757.	
MERIT ENERGY PARTNERS F-1	417,561.	395,687.	
MERIT ENERGY CANADA	343,200.	351,740.	
ANGELO GORDON SUPER FUND INTL	140,411.	131,907.	



FORM 990PF, PART II - OTHER INVESTMENTS

ATTACHMENT 10 (CONT'D)

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SHEPHERD INVESTMENT INTL.	359,557.	216,580.	186,355.
CENTERFIELD CAPITAL PARTNERS	2,052,050.	1,397,697.	2,194,919.
HARRISON STREET REAL ESTATE I	1,497,374.	1,464,031.	870,575.
NATIONAL CITY - FI MONEY MRKT	7,393,783.	5,654,086.	5,654,086.
NATIONAL CITY - EQUITIES	13,400.	13,400.	127,983.
CONVEXITY CAPITAL OFFSHORE	9,388,176.	9,388,176.	17,590,582.
FRONTIER MID CAP GROWTH	2,970,046.		
GOLDMAN SACHS DISTRESSED	1,951,468.	1,662,748.	2,579,543.
AMERBROOK V	1,805,019.	1,476,907.	2,613,933.
ASIA ALTERNATIVES II	1,520,707.	1,853,021.	2,694,708.
SVB STRATEGIC FUND IV	3,068,681.	3,439,056.	5,643,624.
FLAG PRIVATE EQUITY IV OFFSHOR	2,323,992.	2,929,181.	2,983,742.
DOVER STREET VII	3,656,790.	2,900,316.	4,513,053.
SEAMANS GLOBAL OPPORTUNITIES	203,023.	117,008.	120,403.
THE TAP FUND, LLC	6,752,616.	4,746,461.	4,658,232.
HARRISON STREET REAL ESTATE II	1,754,013.	1,573,338.	1,543,539.
DOVER STREET VIII	170,000.	361,473.	514,987.
ADAGE CAPITAL PARTNERS LP	11,334,946.	7,042,399.	15,676,953.
EATON VANCE SMALL CAP FUND	3,481,288.	2,468,016.	4,057,925.
SILCHESTER INT'L VALUE	15,852,785.	14,792,937.	16,311,352.
IND FUTURE FD II NEXT LP	921,764.	1,317,440.	1,829,743.
MERIT ENERGY PARTNERS G	3,300,053.	3,517,529.	2,994,758.
MAYO CAPITAL	6,834,195.	3,620,241.	4,537,819.
GOLD ETF NATIONAL CITY	3,992,942.	4,067,649.	3,681,004.
LAZARD EMERGING MKT INCOME FUN	2,000,000.	2,000,000.	2,043,417.
OVERLOOK PARTNERS FUND, LP	4,640,092.	5,506,789.	7,087,479.
ASIAN CENTRY QUEST OFFSHORE	2,500,000.	238,187.	528,441.
AYER CAPITAL PARTNERS FUND	2,000,000.	1,978,888.	3,125,730.
COATURE OFFSHORE FUND LTD	2,500,000.	2,500,000.	3,572,445.
CONATUS CAPITAL OVERSEAS LTD	2,500,000.	2,800,000.	3,303,704.
COVALENT CAPITAL PARTNERS	2,800,000.	3,506,581.	3,811,808.
DAVIDSON KEMPNER INST PTNRS LP	3,364,391.	1,900,000.	2,359,573.
FINE OFFSHORE FUND	1,500,000.		

FORM 990PF, PART II - OTHER INVESTMENTS

ATTACHMENT 10 (CONT'D)

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
FIR TREE INTERNTL VALUE FUND	2,800,000.	2,799,568.	4,016,824.
GRUSS GLOBAL INVESTROS LTD	3,300,000.	3,300,000.	3,665,000.
HHR ATLAS FUND	2,500,000.	2,126,331.	3,530,433.
HIGHLINE CAPITAL PARTNERS LP	2,500,000.	2,500,000.	3,346,320.
KNIGHTHEAD OFFSHORE FUND LTD	2,500,000.	2,500,000.	3,430,567.
MASON CAPITAL LTD	3,500,000.	3,500,000.	4,470,445.
ROYAL CAPITAL MANAGEMENT	2,000,000.		
VALINOR CAPITAL PARTNERS OFFSH	3,000,000.	3,000,000.	4,447,478.
PREMIUM AMORTIZATION	-8,629.	-10,483.	-10,483.
IVA WORLDWIDE FUND	10,963,686.	10,386,359.	10,907,887.
PIMCO GLOBAL ADVANTAGE	5,486,960.		
PERMIT CAPITAL MEETING FUND H	4,750,104.	4,222,788.	4,910,340.
LEGACY VENTURE CAPITAL VI	366,789.	818,743.	989,834.
DENHAM COMMODITY PARTNERS	383,962.	675,816.	782,464.
SCOUT CAPITAL FUND	2,800,000.	2,800,000.	3,574,366.
WHITE ELM CAP OFF	2,500,000.	2,500,000.	3,531,809.
CHARLES RIVER INTL FUND	-31,593.	168,270.	206,525.
AMBERBROOK VI	335,312.	900,966.	1,241,676.
INDIANA SEED FUND II	100,035.	265,547.	258,559.
SUN VALLEY GOLD INTERNATIONAL	6,000,000.	8,500,000.	4,427,212.
OCTAVIAN OFFSHORE FUND	3,000,000.	2,389,660.	1,995,065.
HOPLITE OFFSHORE FUND		2,500,000.	2,668,336.
INDABA CAPITAL PARTNERS		2,000,000.	2,154,011.
FALCON EDGE GLOBAL LTD		3,000,000.	3,420,833.
ABSOLUTE RETURN CAYMAN LTD		2,500,000.	2,406,279.
ALL BLUE LIMITED		2,500,000.	2,556,134.
CA RESOURCE CAPITAL VI		142,363.	135,298.
PEAK ROCK CAPITAL I		186,551.	183,306.
INNOVATION WORKS DEV FUND II		137,826.	144,326.
LL OPPORTUNITY MORTGAGE FUND		198,888.	198,449.
PIMCO TOTAL RETURN BOND FUND		9,604,727.	9,366,601.
MID-CAP GROWTH-ARTISAN PARTNER		10,942.	10,942.
THORNBURG DEVELOP WORLD FUND		3,518,670.	3,876,304.

TOTALS

FORM 990PF, PART II - OTHER INVESTMENTS

ATTACHMENT 10 (CONT'D)

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
	<u>250,315,435.</u>	<u>252,221,870.</u>	<u>300,287,122.</u>

FORM 990PF, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>
OTHER CURRENT LIABILITIES	668.	697.
ACCOUNTS PAYABLE - FAIRHILL	50,765.	54,838.
TOTALS	<u>51,433.</u>	<u>55,535.</u>

FORM 990PF, PART VII-B, LINE 5C-EXPENDITURE RESPONSIBILITY STATEMENT

GRANTEE'S NAME: INDY HUB, INC.  
GRANTEE'S ADDRESS: 212 W. 10TH STREET, SUITE A-335  
CITY, STATE & ZIP: INDIANAPOLIS, IN 46202  
GRANT DATE: 04/18/2013  
GRANT AMOUNT: 50,000.  
GRANT PURPOSE: TO SUPPORT VARIOUS PROGRAMS CREATED TO ATTRACT AND  
RETAIN YOUNG PROFESSIONALS IN INDIANAPOLIS  
AMOUNT EXPENDED: 24,052.  
ANY DIVERSION? NO  
DATES OF REPORTS: MAY 6, 2014  
VERIFICATION DATE:  
RESULTS OF VERIFICATION:

INDY HUB, INC. SUBMITTED A REPORT TO THE FOUNDATION ON MAY 6TH, 2014  
ALONG WITH AN EXTENSION OF TIME TO USE THE REMAINING FUNDS BY JANUARY  
2015. THE FOUNDATION HAS GRANTED THIS REQUEST AND IS EXPECTING A  
FINAL REPORT IN THE FUTURE. VERIFICATION OF GRANT EXPENDITURES WILL  
BE PERFORMED AT THIS LATER DATE.

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

ATTACHMENT 13

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER * ALLOWANCES</u>
LEONARD J BETLEY INDIANAPOLIS, IN 46260	PRESIDENT DIRECTOR 18.00	100,000.	0	56.
THOMAS H RISTINE INDIANAPOLIS, IN 46282	SECRETARY DIRECTOR 45.00 /YEAR	0	0	0
JONATHAN B FAIRBANKS HOUSTON, TX 77027	DIRECTOR 45.00 /YEAR	0	0	1,173.
ROGER S SNOWDON INDIANAPOLIS, IN 46260	TREASURER/DIRECTOR 40.00	166,000.	17,242.	3,874.
DANIEL C APPEL INDIANAPOLIS, IN 46202	DIRECTOR 45.00 /YEAR	0	0	0
ELIZABETH F MANN BLOOMINGTON, IN 47401	DIRECTOR 45.00 /YEAR	0	0	353.

\*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	155,000.	20,389.	9,435.
CHRISTOPHER M CALLAHAN INDIANAPOLIS, IN 46260	DIRECTOR 45.00 /YEAR	0	0	0
BRYAN A. MILLS INDIANAPOLIS, IN 46260	DIRECTOR 45.00 /YEAR	0	0	0
GRAND TOTALS		421,000.	37,631.	14,891.

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

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	647,795.
LEONARD J BETLEY INDIANAPOLIS, IN 46260 SEE PART VIII FOR FEES OF \$100,000 WHICH WERE PAID TO LEONARD J BETLEY	CONSULTING	0
BKD, LLP INDIANAPOLIS, IN	ACCOUNTING SVCS	80,247.
MAYO CAPITAL BOSTON, MA	INVESTMENT MGMT	76,099.
TOTAL COMPENSATION		<u>804,141.</u>



ATTACHMENT 15

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

SEE STATEMENT ATTACHED  
9292 N. MERIDIAN ST.  
INDIANAPOLIS, IN 43260

SEE STATEMENT ATTACHED

14,899,389

TOTAL CONTRIBUTIONS PAID

14,899,389

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 16

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

SEE STATEMENT ATTACHED  
9292 N. MERIDIAN ST.  
INDIANAPOLIS, IN 46260

SEE STATEMENT ATTACHED

35,134,534.

TOTAL CONTRIBUTIONS APPROVED

35,134,534.