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EXTENDED TO AUGUST 17, 2015

Return of Private Foundation

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

OMB No 1545-0052

2014

Form 990-PF

Department of the Treasury
Internal Revenue Service

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.

Open to Public Inspection

For calendar year 2014 or tax year beginning

, and ending

Name of foundation FAIR PLAY FOUNDATION		A Employer identification number 51-6017779
Number and street (or P.O. box number if mail is not delivered to street address) SUITE 1010, 100 WEST 10TH STREET	Room/suite	B Telephone number 302-777-4711
City or town, state or province, country, and ZIP or foreign postal code WILMINGTON, DE 19801		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization. ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 12,919,046. (Part I, column (d) must be on cash basis)	J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(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				N/A	
2 Check ☒ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		211,212.	211,212.		STATEMENT 1
5a Gross rents		7,000.	7,000.		STATEMENT 2
b Net rental income or (loss) 7,000.					
6a Net gain or (loss) from sale of assets not on line 10		600,917.			
b Gross sales price for all assets on line 6a 5,519,101.					
7 Capital gain net income (from Part IV, line 2)			600,917.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income		44,933.	44,933.		STATEMENT 3
12 Total. Add lines 1 through 11		864,062.	864,062.		
13 Compensation of officers, directors, trustees, etc.		48,000.	0.		48,000.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 4		13,700.	13,700.		0.
c Other professional fees STMT 5		86,968.	86,968.		0.
17 Interest					
18 Taxes STMT 6		35,067.	1,048.		3,672.
19 Depreciation and depletion		2,567.	0.		
20 Occupancy		14,767.	14,767.		0.
21 Travel, conferences, and meetings		14,953.	14,953.		0.
22 Printing and publications					
23 Other expenses STMT 7		25,755.	25,755.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		241,777.	157,191.		51,672.
25 Contributions, gifts, grants paid		590,000.			590,000.
26 Total expenses and disbursements. Add lines 24 and 25		831,777.	157,191.		641,672.
27 Subtract line 26 from line 12.					
a Excess of revenue over expenses and disbursements		32,285.			
b Net investment income (if negative, enter -0-)			706,871.		
c Adjusted net income (if negative, enter -0-)				N/A	

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LHA For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash - non-interest-bearing	334,883.	243,118.	243,118.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	17,979.	18,740.	18,740.
	10a Investments - U.S. and state government obligations STMT 8	28,552.	21,619.	24,108.
	b Investments - corporate stock STMT 9	4,880,590.	6,804,906.	9,161,180.
	c Investments - corporate bonds STMT 10	304,498.	303,463.	320,619.
Liabilities	11 Investments - land, buildings and equipment, basis ▶ 33,697.			
	Less accumulated depreciation STMT 11 ▶	33,697.	33,697.	1,000,000.
	12 Investments - mortgage loans			
	13 Investments - other STMT 12	3,953,527.	2,166,868.	2,119,182.
	14 Land, buildings, and equipment, basis ▶ 131,422.			
	Less accumulated depreciation STMT 13 ▶	111,989.	0.	19,433.
	15 Other assets (describe ▶ STATEMENT 14)	0.	12,666.	12,666.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	9,553,726.	9,624,510.	12,919,046.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 15)	75,057.	74,214.	
	23 Total liabilities (add lines 17 through 22)	75,057.	74,214.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	9,478,669.	9,550,296.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	9,478,669.	9,550,296.	
	30 Total net assets or fund balances	9,478,669.	9,550,296.	
	31 Total liabilities and net assets/fund balances	9,553,726.	9,624,510.	

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	9,478,669.
2	Enter amount from Part I, line 27a	2	32,285.
3	Other increases not included in line 2 (itemize) ▶	3	39,342.
4	Add lines 1, 2, and 3	4	9,550,296.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9,550,296.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a MORGAN STANLEY (SEE SCHEDULE NO. 4)	P	VARIOUS	12/31/14
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 5,519,101.		4,918,184.	600,917.
b			
c			
d			
e			

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			600,917.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	600,917.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see 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))
2013	599,172.	12,377,951.	.048406
2012	586,172.	11,553,485.	.050736
2011	575,995.	10,854,753.	.053064
2010	513,360.	10,728,463.	.047850
2009	595,020.	9,968,274.	.059691

2 Total of line 1, column (d)	2	.259747
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.051949
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	12,907,363.
5 Multiply line 4 by line 3	5	670,525.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	7,069.
7 Add lines 5 and 6	7	677,594.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	641,672.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	14,137.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	14,137.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	14,137.
6 Credits/Payments.			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	27,600.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	27,600.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	13,463.	
11 Enter the amount of line 10 to be: Credited to 2015 estimated tax ☐ 13,463. Refunded ☐	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ DE		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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? Website address ► N/A	13	X	
14	The books are in care of ► MANAGEMENT Telephone no. ► 302-777-4711 Located at ► SUITE 1010, 100 W 10TH ST, WILIMINGTON, DE ZIP+4 ► 19801			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A	1b	
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 2014?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ Yes ☒ No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2014 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 2014) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b	X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

6b

X

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

If "Yes" to 6b, file Form 8870

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

☐ Yes ☒ No

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

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE SCHEDULE NO. 5				

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

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

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

0

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

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

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1	
2	
All other program-related investments. See instructions.	
3 N/A	
	0.
	0.
Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	11,823,593.
b	Average of monthly cash balances	1b	280,329.
c	Fair market value of all other assets	1c	1,000,000.
d	Total (add lines 1a, b, and c)	1d	13,103,922.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	13,103,922.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	196,559.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	12,907,363.
6	Minimum investment return. Enter 5% of line 5	6	645,368.

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

1	Minimum investment return from Part X, line 6	1	645,368.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	14,137.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	14,137.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	631,231.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	631,231.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	631,231.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	641,672.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	641,672.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	641,672.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				631,231.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			0.	
b Total for prior years.		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009	98,686.			
b From 2010				
c From 2011	38,403.			
d From 2012	19,830.			
e From 2013	7,871.			
f Total of lines 3a through e	164,790.			
4 Qualifying distributions for 2014 from Part XII, line 4: ► \$	641,672.			
a Applied to 2013, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2014 distributable amount				631,231.
e Remaining amount distributed out of corpus	10,441.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	175,231.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	98,686.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	76,545.			
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011	38,403.			
c Excess from 2012	19,830.			
d Excess from 2013	7,871.			
e Excess from 2014	10,441.			

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE SCHEDULE NO. 6				590,000.
Total			▶ 3a	590,000.
b Approved for future payment NONE				
Total			▶ 3b	0.

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

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

[illegible]

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

b If "Yes," complete the following schedule.		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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, this is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Sign Here
Blaine T. Guller
5/23/14
Chairman Emeritus

 May the IRS discuss this return with the preparer shown below (see instr. 7)?
☒ Yes ☐ No

Signature of officer or trustee
Date
Title

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	CLIFFORD H. HUNTER	<i>[Signature]</i>	5/20/16		P00163860
	Firm's name ► GUNNIP & COMPANY LLP			Firm's EIN ► 51-0076769	
	Firm's address ► 2751 CENTERVILLE RD., STE. 300 WILMINGTON, DE 19808			Phone no. 302-225-5000	

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES				STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MORGAN STANLEY SMITH BARNEY #010930	74,413.	0.	74,413.	74,413.	
MORGAN STANLEY SMITH BARNEY #081962	59,991.	0.	59,991.	59,991.	
MORGAN STANLEY SMITH BARNEY #095541	76,808.	0.	76,808.	76,808.	
TO PART I, LINE 4	211,212.	0.	211,212.	211,212.	

FORM 990-PF	RENTAL INCOME	STATEMENT	2
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KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
RENTAL INCOME	2	7,000.
TOTAL TO FORM 990-PF, PART I, LINE 5A		7,000.

FORM 990-PF	OTHER INCOME	STATEMENT	3
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MISCELLANEOUS	44,933.	44,933.	
TOTAL TO FORM 990-PF, PART I, LINE 11	44,933.	44,933.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
GUNNIP & COMPANY	13,700.	13,700.		0.
TO FORM 990-PF, PG 1, LN 16B	13,700.	13,700.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISC PROFESSIONAL FEES	1,000.	1,000.		0.
COMMISSIONS	85,968.	85,968.		0.
OTHER INVESTMENT EXPENSES	0.	0.		0.
TO FORM 990-PF, PG 1, LN 16C	86,968.	86,968.		0.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
REAL ESTATE TAXES	1,048.	1,048.		0.
PAYROLL TAXES	3,672.	0.		3,672.
FEDERAL EXCISE TAXES	30,347.	0.		0.
TO FORM 990-PF, PG 1, LN 18	35,067.	1,048.		3,672.

FORM 990-PF	OTHER EXPENSES		STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	21,302.	21,302.		0.
OFFICE	2,902.	2,902.		0.
DUES AND SUBSCRIPTIONS	1,551.	1,551.		0.
TO FORM 990-PF, PG 1, LN 23	25,755.	25,755.		0.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS		STATEMENT	8
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE NO. 1	X		21,619.	24,108.
TOTAL U.S. GOVERNMENT OBLIGATIONS			21,619.	24,108.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			21,619.	24,108.

FORM 990-PF	CORPORATE STOCK		STATEMENT	9
DESCRIPTION			BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE NO. 1			6,804,906.	9,161,180.
TOTAL TO FORM 990-PF, PART II, LINE 10B			6,804,906.	9,161,180.

FORM 990-PF	CORPORATE BONDS	STATEMENT 10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE NO. 1	303,463.	320,619.
TOTAL TO FORM 990-PF, PART II, LINE 10C	303,463.	320,619.

FORM 990-PF	DEPRECIATION OF ASSETS HELD FOR INVESTMENT	STATEMENT 11
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
SEE SCHEDULE NO. 2	33,697.	0.	33,697.
TOTAL TO FM 990-PF, PART II, LN 11	33,697.	0.	33,697.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 12
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE NO. 3	COST	2,166,868.	2,119,182.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,166,868.	2,119,182.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT 13
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
FURNITURE & FIXTURES	108,122.	108,122.	0.
PICTURE LIGHTS	1,300.	1,300.	0.
2014 HONDA CIVIC	22,000.	2,567.	19,433.
TOTAL TO FM 990-PF, PART II, LN 14	131,422.	111,989.	19,433.

FORM 990-PF	OTHER ASSETS		STATEMENT 14
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
PREPAID EXCISE TAXES	0.	12,666.	12,666.
TO FORM 990-PF, PART II, LINE 15	0.	12,666.	12,666.

FORM 990-PF	OTHER LIABILITIES		STATEMENT 15
DESCRIPTION	BOY AMOUNT	EOY AMOUNT	
DEFERRED RENTAL INCOME	6,417.	6,417.	
ACCRUED EXPENSE	1,906.	1,906.	
EXCISE TAX PAYABLE	15,532.	0.	
DEFERRED EXCISE TAX PAYABLE	51,202.	65,891.	
TOTAL TO FORM 990-PF, PART II, LINE 22	75,057.	74,214.	

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	SEE SCHEDULE NO. 2		L			33,697.			33,697.			0.
2	FURNITURE & FIXTURES	03/31/98	VAR	.000	16	108,122.			108,122.	108,122.		0.
3	PICTURE LIGHTS	04/06/04	SL	7.00	16	1,300.			1,300.	1,300.		0.
14	2014 HONDA CIVIC	05/28/14	SL	5.00	21	22,000.			22,000.			2,567.
	* TOTAL 990-PF PG 1					165,119.		0.	165,119.	109,422.	0.	2,567.
	DEPR											

2014 DEPRECIATION AND AMORTIZATION REPORT
- CURRENT YEAR FEDERAL - FAIR PLAY FOUNDATION

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	SEE SCHEDULE NO. 2		L			33,697.			33,697.			0.
2	FURNITURE & FIXTURES	033198	VAR	.000	16	108,122.			108,122.	108,122.		0.
3	PICTURE LIGHTS	040604	SL	7.00	16	1,300.			1,300.	1,300.		0.
14	2014 HONDA CIVIC	052814	SL	5.00	21	22,000.			22,000.			2,567.
	* TOTAL 990-PF PG 1					165,119.		0.	165,119.	109,422.	0.	2,567.
	DEPR											

2015 DEPRECIATION AND AMORTIZATION REPORT

- NEXT YEAR FEDERAL - FAIR PLAY FOUNDATION

Asset No	Description	Date Acquired	Method	Life	Unadjusted Cost Or Basis	Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Amount Of Depreciation
1	SEE SCHEDULE NO. 2		L		33,697.		33,697.		0.
2	FURNITURE & FIXTURES	033198	VAR	.000	108,122.		108,122.	108,122.	0.
3	PICTURE LIGHTS	040604	SL	7.00	1,300.		1,300.	1,300.	0.
14	2014 HONDA CIVIC	052814	SL	5.00	22,000.		22,000.	2,567.	4,400.
	* TOTAL 990-PF PG 1 DEPR				165,119.		165,119.	111,989.	4,400.

FAIR PLAY FOUNDATION

SCHEDULE NO 1
ID NO 51-6017779
YEAR ENDED 12-31-15

PART II LINE 10 - INVESTMENTS

	Book Value	Fair Market Value
250,000 GNMA PL#468342 SF 6.000% Due 09-15-28	5,872	6,637
250,000 GNMA PL#518574 SF 7.000% Due 11-15-29	2,304	2,500
53,000 GNMA PL#628032 SF 5.000% Due 03-15-34	4,351	4,767
58,000 GNMA PL#658297 SF 5.500% Due 02-15-37	2,991	3,403

Total Form 990-PF, Page 2, Line 10a

\$	15,518	\$	17,307
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2,000 Abbott Laboratories	96,034	89,820
1,600 Abbott Laboratories	49,669	71,856
1,000 Abbvie Inc Com	36,798	59,240
600 Accenture PLC Ireland Cl A	65,602	62,700
1,200 Adobe Systems	45,537	112,728
500 Air Prod & Chem Inc	24,185	65,055
1,000 Akamai Technologies Inc	78,226	52,630
148 Alexion Pharm Inc	26,712	28,231
398 Alibaba Group Hldg Ltd	30,535	32,345
130 Alphabet Inc Cl A	39,996	101,141
40 Alphabet Inc Cl A	24,088	31,120
75 Alphabet Inc Cl C	42,350	56,916
113 Amazon Com Inc	36,617	76,376
1,200 American Campus Cmmtys Inc	30,167	49,608
298 Ameriprise Fincl Inc	34,103	31,713
950 Amersourcebergen Corp	52,295	98,525
500 Amgen Inc	55,857	81,165
2,000 Amphenol Corp New Cl A	105,367	104,460
1,500 Analog Devices Inc	73,407	82,980
850 Apple Inc	17,139	89,471
150 Athenahealth Inc Com	26,781	24,146
1,200 Automatic Data Processing Inc	99,117	101,664
1,000 Baxalta Inc Com	8,566	39,030
1,000 Baxter Intl Inc	10,554	38,150
486 Borg Warner Inc	30,039	21,010
898 Bright Horizons Family Solut	35,891	59,986
667 Bristol Myers Squibb Co	35,512	45,883
950 Brown Forman Corp Cl B	84,893	94,316
248 Brown Forman Corp Cl B	22,121	24,621
1,700 Canadian Natl Railway Co	36,563	94,996
800 Celgene Corp	48,414	95,808
1,028 Charles Schwab New	27,462	33,852
356 Check Point Software Tech Ltd	29,051	28,972
57 Chipotle Mexican Grill Inc Com	33,866	27,351
499 Church & Dwight Co Inc	35,856	42,355
800 Clorox Co	91,800	101,464
1,500 Colgate Palmolive Co	47,532	99,930
1,000 ConocoPhillips	22,369	46,690
650 Costco Wholesale Corp New	76,393	104,975

FAIR PLAY FOUNDATION

SCHEDULE NO. 1
 ID NO 51-6017779
 YEAR ENDED 12-31-15

PART II LINE 10 - INVESTMENTS

	Book Value	Fair Market Value
800 CVS Caremark Corp	25,892	78,216
520 Danaher Corporation	39,208	48,298
770 Demandware	40,102	41,557
500 Diageo PLC Spon ADR New	33,805	54,535
1,500 Dow Chemical Co	49,215	77,220
1,000 Eaton Corp PLC	49,069	52,040
289 Ecolab Inc	30,864	33,056
750 Ecolab Inc	79,660	85,785
588 Eog Resources Inc	45,017	41,625
1,200 Estee Lauder Co Inc	74,368	105,672
188 Expedia Inc New	24,227	23,368
525 Express Scripts Hldg Co Com	40,403	45,890
1,100 Exxon Mobil Corp	65,923	85,745
402 Facebook Inc Cl-A	32,126	42,073
480 Fair Isaac & Co Inc	26,880	45,206
688 Fastenal Co	34,241	28,084
700 Fiserv Inc Wisconsin	26,054	64,022
1,500 Halliburton Co	76,888	51,060
845 Heico Corp New	50,751	45,934
240 Henry Schein Inc	28,606	37,966
1,200 HCP Incorporated	23,489	45,888
800 Home Depot	63,252	105,800
435 Idexx Labs	25,746	31,720
1,100 Ill Tool Works Inc	84,037	101,948
400 Intercontinentalexchange Group	73,586	102,504
101 Intuitive Intelligence Inc	43,231	55,162
449 JB Hunt Trans Serv	33,153	32,939
1,200 JB Hunt Trans Serv	99,145	88,032
750 Johnson & Johnson	50,445	77,040
1,000 JPMorgan Chase & Co	40,885	66,030
600 Kimberly Clark Corp	37,330	76,380
1,120 LKQ Corporation	30,776	33,186
1,000 Magna International Inc	57,723	40,560
1,000 McGraw Hill Financial Inc Com	105,826	98,580
360 Mead Johnson Nutrition Company	29,844	28,422
1,500 Metlife Incorporated	70,577	72,315
1,500 Microsoft Corp	44,438	83,220
1,500 Microsoft Corp	72,001	83,220
1,297 Mondelez Intl Inc Com	46,503	58,157
712 Nike Inc B	28,456	44,500
1,000 Northern Trust Corp	79,603	72,090
446 NXP Semiconductors NV	36,003	37,576
2,000 Oracle Corp	46,894	73,060
1,000 Pentair Ltd	46,186	49,530
800 Pepsico Inc NC	82,806	79,936

FAIR PLAY FOUNDATION

SCHEDULE NO. 1
ID NO 51-6017779
YEAR ENDED 12-31-15

PART II LINE 10 - INVESTMENTS

	Book Value	Fair Market Value
1,000 PNC Finl Svcs Gp	87,165	95,310
34 Priceline com Inc New	37,582	43,348
1,000 Prudential Financial Inc	47,733	81,410
800 Qualcomm Inc	64,471	39,988
1,600 Qualcomm Inc	77,151	79,976
755 Salesforce com, Inc	44,487	59,192
400 Simon PPTY Group Inc	14,016	77,776
719 Starbucks Corp Washington	28,158	43,162
1,700 Starbucks Corp Washington	66,577	102,051
632 Stericycle Inc	74,292	76,219
735 Suntrust Bks	28,791	31,487
1,000 TE Connectivity Ltd New	61,801	64,610
559 Teva Pharmaceuticals Adr	33,987	36,693
700 Thermo Fisher Scientific Inc	21,914	99,295
246 Thermo Fisher Scientific Inc	30,726	34,895
550 Thermo Fisher Scientific Inc	77,341	78,018
1,300 TJX Cos Inc New	29,091	92,183
695 TJX Cos Inc New	43,902	49,282
2,000 Tyco International Ltd New	38,027	63,780
160 Ultimate Software GP Inc	25,338	31,282
435 Under Armour Inc Cl A	25,740	35,065
1,000 Under Armour Inc Cl A	56,926	80,610
967 Unilever NV NY SH New	37,195	41,890
800 United Parcel Service Inc Cl-B	60,997	76,984
800 United Technologies Corp	59,989	76,856
850 United Technologies Corp	39,505	81,660
820 UnitedHealth GP Inc	59,754	96,465
1,000 V F Corporation	13,797	62,250
1,121 Visa Inc Cl A	63,093	86,934
1,320 Visa Inc Cl A	60,670	102,366
480 Wabtec	38,701	34,138
800 Walt Disney Co Hldg Co	54,465	84,064
672 Wells Fargo & Co New	33,748	36,530
1,200 Williams Sonoma	103,893	70,092
1,000 WP Carey & Co LLC Com Shs Cl A	25,796	59,000
Total Form 990-PF, Page 2, Line 10b	<u>5,659,519</u>	<u>7,533,286</u>
50,000 Cisco Systems Inc, 5 500%, 02-22-16	50,014	51,304
50,000 ConocoPhillips Canada, 5 625%, 10-15-16	50,238	52,237
50,000 General Electric Capital Corp, 6 000%, 08-07-19	50,388	57,842
50,000 EI Du Pont DE Nemours & Co, 3 625%, 01-15-21	51,848	52,370
Total Form 990-PF, Page 2, Line 10c	<u>202,488</u>	<u>213,753</u>

FAIR PLAY FOUNDATION

SCHEDULE NO 2
ID NO 51-6017779
YEAR ENDED 12-31-15

PART II LINE 11 - INVESTMENTS

	Book Value	Market Value
Land - 146 686 acres - Milford Hundred, Kent County	33,697	1,000,000
	<u>33,697</u>	<u>1,000,000</u>

FAIR PLAY FOUNDATION

SCHEDULE NO. 3
ID NO. 51-6017779
YEAR ENDED 12-31-15

PART II LINE 13 - INVESTMENTS

	Book Value	Fair Market Value
71,227 Brown Adv Interm Inc Inv	771,934	748,596
94,339 Goldman Sachs High Yld A	603,690	568,863
70,377 Metropolitan West Tot Ret BD I	761,852	747,402
25,413 Oakmark Internatl I	651,531	542,821
25,722 Oakmark Intl Small Cap I	409,887	364,476
Total Form 990-PF, Page 2, Line 13	<u>3,198,895</u>	<u>2,972,157</u>

FAIR PLAY FOUNDATION

Realized Gains and Losses

SCHEDULE NO. 4
ID NO. 51-6017779
YEAR ENDED 12-31-15

Description	Date Sold	Proceeds	Cost	Gain/ (Loss)
<u>Congress #1 - MS 095541</u>				
600 Microsoft Corp	12/8/2015	32,839.08	28,800.50	4,038.58
250 W W Grainger Inc	5/18/2015	60,495.86	67,608.58	(7,112.72)
2,000 Whole Foods Markets Inc	7/30/2015	70,613.34	104,046.64	(33,433.30)
500 Adobe Systems	1/16/2015	34,917.44	18,973.91	15,943.53
1,500 American Express Co	2/27/2015	121,487.07	107,441.54	14,045.53
500 Analog Devices Inc	12/8/2015	28,493.84	24,468.98	4,024.86
300 Biogen Inc Com	10/23/2015	81,850.26	104,325.73	(22,475.47)
640 Cerner Corp	11/12/2015	36,401.35	38,420.55	(2,019.20)
360 Cerner Corp	11/13/2015	20,057.24	21,611.56	(1,554.32)
2,800 Charles Schwab New	9/15/2015	85,509.13	49,611.74	35,897.39
2,000 Ebay Inc	1/16/2015	105,528.54	94,595.99	10,932.55
1,600 Emerson Electric Co	6/22/2015	92,479.73	106,902.33	(14,422.60)
1,200 Eog Resources	12/8/2015	91,317.09	96,622.44	(5,305.35)
670 Fortinet Inc	5/18/2015	26,016.44	15,124.19	10,892.25
1,830 Fortinet Inc	5/19/2015	70,954.00	41,309.36	29,644.64
250 Johnson & Johnson	12/8/2015	25,116.22	16,815.06	8,301.16
600 Perrigo Co Ltd	2/19/2015	90,050.97	93,203.76	(3,152.79)
75 Priceline Grp Inc Com New	11/16/2015	91,509.45	90,229.33	1,280.12
200 Walt Disney Co Hldg Co	12/8/2015	22,063.39	13,616.23	8,447.16
70 Alphabet Inc Cl C	12/8/2015	52,448.61	21,408.91	31,039.70
43 21 GNMA Pool 468342	2/15/2015	43.21	43.07	0.14
43 45 GNMA Pool 468342	3/15/2015	43.45	43.31	0.14
47 99 GNMA Pool 468342	4/15/2015	47.99	47.84	0.15
43 94 GNMA Pool 468342	5/15/2015	43.94	43.80	0.14
44.18 GNMA Pool 468342	6/15/2015	44.18	44.04	0.14
38.49 GNMA Pool 468342	7/15/2015	38.49	38.37	0.12
44.63 GNMA Pool 468342	8/15/2015	44.63	44.49	0.14
38 95 GNMA Pool 468342	9/15/2015	38.95	38.83	0.12
45 08 GNMA Pool 468342	10/15/2015	45.08	44.94	0.14
45 32 GNMA Pool 468342	11/15/2015	45.32	45.18	0.14
45 36 GNMA Pool 468342	12/15/2015	45.36	45.22	0.14
45 61 GNMA Pool 468342	1/15/2016	45.61	45.47	0.14
7 77 GNMA Pool 518574	2/15/2015	7.77	7.65	0.12
7.82 GNMA Pool 518574	3/15/2015	7.82	7.70	0.12
7 86 GNMA Pool 518574	4/15/2015	7.86	7.74	0.12
7.91 GNMA Pool 518574	5/15/2015	7.91	7.79	0.12
7 96 GNMA Pool 518574	6/15/2015	7.96	7.84	0.12
8 01 GNMA Pool 518574	7/15/2015	8.01	7.88	0.13
8 06 GNMA Pool 518574	8/15/2015	8.06	7.93	0.13
8 11 GNMA Pool 518574	9/15/2015	8.11	7.98	0.13
8 16 GNMA Pool 518574	10/15/2015	8.16	8.03	0.13
8 22 GNMA Pool 518574	11/15/2015	8.22	8.09	0.13
8 27 GNMA Pool 518574	12/15/2015	8.27	8.14	0.13
8 32 GNMA Pool 518574	1/15/2016	8.32	8.19	0.13
994 79 GNMA Pool 628032	2/15/2015	994.79	1,005.98	(11.19)
18.15 GNMA Pool 628032	3/15/2015	18.15	18.35	(0.20)
18.16 GNMA Pool 628032	4/15/2015	18.16	18.36	(0.20)
20 12 GNMA Pool 628032	5/15/2015	20.12	20.35	(0.23)
18 39 GNMA Pool 628032	6/15/2015	18.39	18.60	(0.21)
1,700.43 GNMA Pool 628032	7/15/2015	1,700.43	1,719.56	(19.13)
14.34 GNMA Pool 628032	8/15/2015	14.34	14.50	(0.16)
14.40 GNMA Pool 628032	9/15/2015	14.40	14.56	(0.16)
14.13 GNMA Pool 628032	10/15/2015	14.13	14.29	(0.16)
14.54 GNMA Pool 628032	11/15/2015	14.54	14.70	(0.16)

FAIR PLAY FOUNDATION

Realized Gains and Losses

SCHEDULE NO 4

ID NO. 51-6017779

YEAR ENDED 12-31-15

Description	Date Sold	Proceeds	Cost	Gain/ (Loss)
14 60 GNMA Pool 628032	12/15/2015	14.60	14.76	(0.16)
14 67 GNMA Pool 628032	1/15/2016	14.67	14.84	(0.17)
9 86 GNMA Pool 658297	2/15/2015	9.86	9.68	0.18
68 62 GNMA Pool 658297	3/15/2015	68.62	67.38	1.24
168 00 GNMA Pool 658297	4/15/2015	168.00	164.96	3.04
105 11 GNMA Pool 658297	5/15/2015	105.11	103.20	1.91
9 01 GNMA Pool 658297	6/15/2015	9.01	8.85	0.16
120 28 GNMA Pool 658297	7/15/2015	120.28	118.10	2.18
333 39 GNMA Pool 658297	8/15/2015	333.39	327.35	6.04
180 34 GNMA Pool 658297	9/15/2015	180.34	177.07	3.27
96 00 GNMA Pool 658297	10/15/2015	96.00	94.26	1.74
234 70 GNMA Pool 658297	11/15/2015	234.70	230.45	4.25
152 29 GNMA Pool 658297	12/15/2015	152.29	149.53	2.76
7.03 GNMA Pool 658297	1/15/2016	7.03	6.90	0.13
.192 Google Inc Cl C	5/4/2015	106.88	58.72	48.16
50,000 Merck & Co Inc	3/2/2015	50,000.00	50,000.00	-
900 Praxair Inc	12/8/2015	94,979.97	26,108.99	68,870.98
700 Schlumberger Ltd	12/10/2015	49,925.20	38,529.08	11,396.12
500 Schlumberger Ltd	12/10/2015	35,660.86	29,087.98	6,572.88
		<u>1,475,785.99</u>	<u>1,303,888.20</u>	<u>171,897.79</u>

Congress #2 - MS 010930

400 Fiserv Inc Wisconsin	12/11/2015	36,200.93	14,888.26	21,312.67
2,000 Intel Corp	12/11/2015	67,883.02	45,685.20	22,197.82
700 Caterpillar Inc	5/26/2015	60,480.54	25,405.44	35,075.10
600 McDonalds Corp	5/26/2015	58,043.64	38,188.76	19,854.88
		<u>222,608.13</u>	<u>124,167.66</u>	<u>98,440.47</u>

Congress #3 - MS 081962

158 Ameriprise Fincl Inc	1/7/2015	19,775.84	17,349.89	2,425.95
100 Ameriprise Fincl Inc	1/16/2015	12,367.10	10,980.94	1,386.16
234 Borg Warner Inc	1/16/2015	11,777.96	14,463.14	(2,685.18)
606 Charles Schwab New	1/7/2015	17,152.63	16,188.68	963.95
442 Charles Schwab New	1/16/2015	11,786.85	11,807.59	(20.74)
54 City National Cash	11/5/2015	4,863.08	4,380.24	482.84
700 Colfax Corp	1/30/2015	31,627.33	45,214.01	(13,586.68)
160 Core Laboratories N V	1/13/2015	16,547.84	29,544.00	(12,996.16)
220 Covance Inc	1/2/2015	23,043.90	22,722.44	321.46
353 Drill-Quip Inc	1/13/2015	24,338.81	36,963.90	(12,625.09)
325 Express Scripts Hldg Co Com	1/2/2015	27,464.23	24,937.12	2,527.11
53 FMC Technologies	12/14/2015	1,548.70	1,696.38	(147.68)
630 Homeaway Inc	3/2/2015	19,592.63	24,217.25	(4,624.62)
275 HIS Inc CLA A Com	1/2/2015	31,071.56	33,404.75	(2,333.19)
560 Interactive Intelligence Grp	1/16/2015	23,183.48	29,097.60	(5,914.12)
1,000 Ishares MSCI Emerging Mkts ETF	8/26/2015	32,649.40	41,581.75	(8,932.35)
400 Microsoft Corp	8/26/2015	17,112.96	19,200.33	(2,087.37)
134 Oceaneering Intl Inc	8/24/2015	5,130.11	8,721.73	(3,591.62)
1,225 Pegasystems Inc	1/16/2015	24,187.21	23,098.72	1,088.49
305 Qualcomm Inc	1/30/2015	19,193.07	23,566.59	(4,373.52)
231 Sanofi ADR	11/9/2015	10,484.66	10,924.76	(440.10)
581 Starbucks Corp Washington	8/27/2015	32,256.53	22,753.60	9,502.93
298 Strataysys Ltd Shs	10/16/2015	8,966.67	23,640.19	(14,673.52)
28 Strataysys Ltd Shs	10/16/2015	842.51	2,267.02	(1,424.51)
5 Strataysys Ltd Shs	11/4/2015	143.30	404.83	(261.53)
487 Strataysys Ltd Shs	11/4/2015	13,957.65	14,277.82	(320.17)

FAIR PLAY FOUNDATION

Realized Gains and Losses

SCHEDULE NO. 4
ID NO 51-6017779
YEAR ENDED 12-31-15

Description	Date Sold	Proceeds	Cost	Gain/ (Loss)
273 Suntrust Bks	1/16/2015	10,406.53	10,693.93	(287.40)
300 Adobe Systems	8/26/2015	23,244.59	11,384.35	11,860.24
350 Amerisourcebergen Corp	8/26/2015	35,251.35	19,266.68	15,984.67
22 Bright Horizons Family Solut	8/27/2015	1,353.17	873.63	479.54
18,744 142 Brown Adv Interm Inc Inv	10/20/2015	200,000.00	208,622.11	(8,622.11)
247 Brown Forman Corp CL B	8/27/2015	24,184.36	22,072.11	2,112.25
300 Celegene Corp	8/26/2015	35,690.34	18,155.42	17,534.92
708 Charles Schwab New	8/27/2015	21,542.06	12,616.65	8,925.41
13 Chipotle Mexican Grill Inc Com	11/17/2015	7,602.41	7,693.05	(90.64)
3 Church & Dwight Co Inc	8/27/2015	257.19	206.59	50.60
375 City National Cash	11/5/2015	33,771.37	28,970.25	4,801.12
150 Costco Wholesale Corp New	8/26/2015	20,710.11	17,629.15	3,080.96
284 Ecolab Inc	8/27/2015	31,040.62	31,394.78	(354.16)
77 Ecolab Inc	10/30/2015	9,279.67	8,511.97	767.70
450 Estee Lauder Co Inc CL A	8/26/2015	35,274.85	27,887.82	7,387.03
658 FMC Technologies Inc	12/14/2015	19,227.25	33,797.18	(14,569.93)
200 Home Depot Inc	8/26/2015	23,149.57	15,812.96	7,336.61
912 Homeaway Inc	12/21/2015	9,256.80	3,039.31	6,217.49
200 Ill Tool Works Inc	8/26/2015	16,640.97	15,279.44	1,361.53
150 Intercontinentalexchange Group	8/26/2015	34,421.36	27,594.85	6,826.51
200 Johnson & Johnson	8/26/2015	19,006.31	13,452.05	5,554.26
2,500 Kimco Realty Corp MD	8/26/2015	58,523.92	49,468.64	9,055.28
18,433.180 Metropolitan West Tot Ret BD I	10/20/2015	200,000.00	200,737.33	(737.33)
10 Mondelez Intl Inc Com	8/27/2015	424.39	343.28	81.11
4 Nike Inc B	8/27/2015	443.30	319.73	123.57
596 Oceaneering Intl Inc	8/24/2015	22,817.49	41,482.17	(18,664.68)
200 PNC Finl Svcs GP	8/26/2015	17,795.69	17,432.93	362.76
280 Praxair Inc	10/26/2015	30,885.42	37,154.60	(6,269.18)
17 Priceline Grp Inc Com New	8/27/2015	21,159.56	20,451.98	707.58
500 Sanofi ADR	11/9/2015	22,694.08	28,305.49	(5,611.41)
347 Schlumberger Ltd	12/14/2015	24,294.03	31,543.30	(7,249.27)
720 Starbucks Corp Washington	8/27/2015	39,973.66	26,809.20	13,164.46
6 TJX Cos Inc New	8/27/2015	426.46	370.51	55.95
195 Under Armour Inc Cl A	8/27/2015	18,399.86	11,911.85	6,488.01
380 Unitedhealth GP Inc	8/26/2015	43,117.88	27,690.82	15,427.06
599 Visa Inc Cl A	8/27/2015	42,902.59	27,531.34	15,371.25
250 Walt Disney Co Hldg Co	8/26/2015	24,811.04	17,020.29	7,790.75
650 Apple Inc	8/26/2015	71,256.69	13,106.12	58,150.57
300 Canadian Natl Railway Co	8/26/2015	16,138.71	6,452.28	9,686.43
0 Expedia Inc New	12/21/2015	41.70	-	41.70
3,000 General Electric Co	8/26/2015	71,885.57	98,715.67	(26,830.10)
.206 Google Inc Cl C	5/4/2015	114.68	123.03	(8.35)
2,000 Ishares MSCI Emerging Mkts ETF	8/26/2015	65,298.79	65,104.25	194.54
2,000 Ishares MSCI Pac Ex-Jpn ETF	8/26/2015	75,945.60	93,709.22	(17,763.62)
2,500 Kayne Anderson Mlp Invt Co	8/26/2015	65,136.80	38,287.86	26,848.94
50,000 Oracle Corp	8/27/2015	50,884.50	50,047.55	836.95
700 TJX Cos Inc New	8/27/2015	49,754.03	15,664.64	34,089.39
250 United Technologies Corp	8/26/2015	22,869.60	11,619.03	11,250.57
		<u>2,110,372.93</u>	<u>1,979,762.66</u>	<u>130,610.27</u>
Total of Congress #1, #2, and #3		<u>3,808,767.05</u>	<u>3,407,818.52</u>	<u>400,948.53</u>

FAIR PLAY FOUNDATION

SCHEDULE NO 5
ID NO. 51-6017779
YEAR ENDED 12-31-15PART VIII - INFORMATION ABOUT OFFICERS, DIRECTORS, TRUSTEES,
FOUNDATION MANAGERS, HIGHLY PAID EMPLOYEES AND CONTRACTORS

NAME AND ADDRESS	TITLE	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS, EXPENSE ACCOUNTS, OTHER ALLOWANCES COMPENSATION
Blaine T Phillips, Jr. 848 Pheasant Run Road West Chester, PA 19382	Trustee Executive Director 30 Hrs per week	\$ 48,000
Blaine T Phillips 100 West 10th Street, Suite 1010 Wilmington, DE 19801	Trustee	-0-
James F Burnett, Esq 155 Hickory Hill Road West Chester, PA 19382	Trustee	-0-
Kristin L DeMesse 2509 Teal Road Brookmeade I Wilmington, DE 19805	Trustee	-0-
Gregory A Inskip 109 Marshall Bridge Rd Kennett Square, PA 19348	Trustee Secretary	-0-
Milbrey R. Jacobs 900 Burnt Mill Road Wilmington, DE 19807	Trustee	-0-
W. Halsey Spruance, Jr. 85 Bullock Road Chadds Ford, PA 19317	Trustee Vice President	-0-
Jeanne S. Gazzillo Morris James LLP 500 Delaware Ave., Ste 1500 Wilmington, DE 19801	Trustee	-0-

FAIR PLAY FOUNDATION

SCHEDULE NO 6
 EIN 51-6017779
 YEAR ENDED 12-31-15

PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT	RELATIONSHIP	STATUS	PURPOSE	AMOUNT
Amboselli Trust For Elephants 10 State Street Newburyport, MA 01950-0807	N/A	Public	For Cynthia Moss' internationally reknown research since 1972 of the very large population of elephants at the foot of Mt Kilimanjaro	7,500
Atlantic Salmon Federation P O Box 807 Calais, ME 04619-0807	N/A	Public	Support for continued suspension of Greenland commercial fishery, which ruins Canada's recreational fishing	2,500
Boys & Girls Clubs of Delaware 669 S Union Street Wilmington, DE 19805	N/A	Public	Annual Fund One Campaign	2,500
Chadds Ford Historical Society P O Box 27 Chadds Ford, PA 19317	N/A	Public	For educational programming	7,500
Chesapeake Bay Foundation Phillip Merrill Environmental Center 6 Herndon Avenue Annapolis, MD 21403	N/A	Public	For Fox Island upkeep and education programs	10,000
Chesapeake Conservancy 410 Severn Avenue, Suite 405 Annapolis, MD 21403	N/A	Public	Support for protection efforts along the Nanticoke River	2,500
Chesapeake Media Service 619 Oakwood Drive Seven Valleys, PA 17360	N/A	Public	Continued support of "Bay Journal" publication	2,500
			For production of a documentary film "Beautiful Swimmers", William Warner's Pulitzer prize-winning exploration of the Atlantic Blue Crab and the Chesapeake Bay, by the documentary team of Tom Horton, Sandy Cannon-Brown, and David Harp	10,000
Conservation Fund 1655 North Fort Myer Drive, Suite 1300 Arlington, VA 22209	N/A	Public	Support for Mid-Atlantic land protection efforts	70,000
Delaware Center for Horticulture 1810 N DuPont Street Wilmington, DE 19806	N/A	Public	Program support	5,000
Delaware Historical Society 505 N Market Street Wilmington, DE 19801	N/A	Public	General operations	1,000
Delaware Museum of Natural History P O Box 3937 Wilmington, DE 19807	N/A	Public	Program support and operations	35,000
Delaware Nature Society P O Box 700 Hockessin, DE 19810	N/A	Public	Support for watershed stewardship programs	10,000
Delaware Wild Lands 315 Main Street Odessa, DE 19730	N/A	Public	To protect and restore the recently acquired Roberts Farm	50,000
Delmarva Nesting Foundation 6480 Locust Grove Road Easton, MD 21601	N/A	Public	Installation and maintenance of wood duck boxes and other avian shelters throughout Delmarva	5,000
Down Syndrome Association of Delaware P O Box 747 Middletown, DE 19709	N/A	Public	To support education programs and general operations	10,000

FAIR PLAY FOUNDATION

SCHEDULE NO 6
 EIN 51-6017779
 YEAR ENDED 12-31-15

PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT	RELATIONSHIP	STATUS	PURPOSE	AMOUNT
Ducks Unlimited - Brandywine Chapter c/o Timothy L. Jones, Chairman P O Box 4569 Wilmington, DE 19807	N/A	Public	Continued restoration efforts in Delaware	7,500
Eastern National 470 Maryland Drive, Suite 1 Fort Washington, PA 19034	N/A	Public	Construct new restrooms for First State National Monument	30,000
Endangered Wolf Center P O Box 760 Eureka, MO 63025	N/A	Public	For endangered wolf protection	2,500
1103 Market Street Foundation P O Box 433 Wilmington, DE 19899	N/A	Public	Preservation of Wilmington's oldest mansion house - the Merrick House at 1103 Market Street	10,000
Fauna and Flora International 2 Wisconsin Circle, Suite 900 Chevy Chase, MD 20815	N/A	Public	International Gonlla Conservation Program	15,000
			U S FFI Flagship projects	30,000
			U S FFI Reserve	15,000
			U K FFI Reserve	15,000
Greater Lewes Community Village P O Box 74 Lewes, DE 19958	N/A	Public	For training and continuous automation plan	10,000
Hagley Museum & Library P O Box 3630 Wilmington, DE 19807	N/A	Public	For support of the Hagley-Miller Center Fellowship	25,000
Historic Odessa Foundation P O Box 697 Odessa, DE 19730	N/A	Public	Needed maintenance of historic trees and shrubs	10,000
Land Conservancy of Southern Chester County P O Box 734 Unionville, PA 19375	N/A	Public	For Chandler Mill Nature Preserve	15,000
Miller Center Foundation Doug F. Trout, Executive Director P O Box 400406 Charlottesville, VA 22904	N/A	Public	For support of the Hagley-Miller Center Fellowship	10,000
The Nature Conservancy, DE Chapter Attn: Richard Jones, State Director 100 West 10th Street, Suite 1107 Wilmington, DE 19801	N/A	Public	For general support of Delaware Bay protection efforts	5,000
Ocean View Historical Society P O Box 576 Ocean View, DE 19970	N/A	Public	Historical restoration of Society owned structures	5,000
Pocopson Township Historical Committee P O Box 1 Pocopson, PA 19366	N/A	Public	Support for flooring and baseboards in rehabilitation of historic Locust Grove schoolhouse	7,500
Rector and Visitors of the University of Virginia Rotunda Restoration PO Box 400807 Charlottesville, VA 22904	N/A	Public	For restoration of the University of Virginia's Rotunda	25,000
Serviam Girls Academy 14 Halcyon Drive New Castle, DE 19720	N/A	Public	To support the educational needs of a deserving student	15,000

FAIR PLAY FOUNDATION

SCHEDULE NO 6
 EIN 51-6017779
 YEAR ENDED 12-31-15

PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT	RELATIONSHIP	STATUS	PURPOSE	AMOUNT
Serviam Media, Inc 954 South Madison Street Wilmington, DE 19801	N/A	Public	Support to build on the statewide, community supported Media initiative	5,000
Southern Environmental Law Center 201 West Main Street, Suite 14 Charlottesville, VA 22902	N/A	Public	Environmental Law Fellow Program	10,000
Stratford Hall Attn Chandler Battaile 483 Great House Road Stratford, VA 22558	N/A	Public	To enhance the nature trail experience	5,000
Thomas Jefferson Foundation, Inc P O Box 217 Charlottesville, VA 22902	N/A	Public	Continued historical research at Monticello	5,000
Trout Unlimited/Coldwater Conservation Fund 1300 North 17th Street, Suite 500 Arlington, VA 22209	N/A	Public	Coldwater Conservation Fund projects to protect wild trout and the streams they inhabit	7,500
University of Virginia Law School 580 Massie Road Charlottesville, VA 22903	N/A	Public	Environmental Law Program	25,000
University of Virginia - Historic Preservation P O Box 400807 Charlottesville, VA 22904	N/A	Public	Conservation and restoration of Thomas Jefferson's architectural masterpieces	5,000
U S Sportsmen's Alliance Foundation 801 Kingsmill Parkway Columbus, OH 43229	N/A	Public	Protection of the American heritage of hunting and fishing against the aggressive and well financed efforts to curtail or destroy it by animal rights groups	15,000
Waterfowl Festival P O Box 929 Easton, MD 21601	N/A	Public	For continued support of annual waterfowl festival	7,500
Wild and Scenic Film Festival Trail Creek Outfitters 487 Wilmington Pike Glen Mills, PA 19342	N/A	Public	To support the Wild and Scenic Film Festival Land Conservancy of Southern Chester County Stroud Water Research Center	3,250 3,250
Winterthur 5105 Kennett Pike Winterthur, DE 19735	N/A	Public	Purchase of dedicated vehicle for use by education staff	25,000
				<u>\$ 600,000</u>