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

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OMB No. 1545-0052

2015

**Open to Public Inspection**

For calendar year 2015 or tax year beginning \_\_\_\_\_, 2015, and ending \_\_\_\_\_, 20\_\_\_\_

Name of foundation RICHARD M. FAIRBANKS FOUNDATION, INC.		A Employer identification number 31-1189885	
Number and street (or P O box number if mail is not delivered to street address) 9292 N. MERIDIAN ST. SUITE 304		Room/suite	B Telephone number (see instructions) (317) 846-7111
City or town, state or province, country, and ZIP or foreign postal code INDIANAPOLIS, IN 46260		C If exemption application is pending, check here. <input type="checkbox"/>	
G Check all that apply	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change	D 1 Foreign organizations, check here. <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H 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		E If private foundation status was terminated under section 507(b)(1)(A), check here. <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 286,154,938.	J 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)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here. <input type="checkbox"/>

**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) )

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	280,045.			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B.				
	3 Interest on savings and temporary cash investments.	997,707.	986,003.		ATCH 1
	4 Dividends and interest from securities	2,638,792.	2,638,792.		ATCH 2
	5a Gross rents	437,322.	437,322.		
	b Net rental income or (loss) -5,145.				
	6a Net gain or (loss) from sale of assets not on line 10	18,710,094.			
	b Gross sales price for all assets on line 6a 58,100,559.				
	7 Capital gain net income (from Part IV, line 2)		18,710,094.		
	8 Net short-term capital gain.				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule) ATCH. 3	762,665.	304,618.		
	12 Total. Add lines 1 through 11	23,826,625.	23,076,829.		
	13 Compensation of officers, directors, trustees, etc	606,726.	141,166.		465,559.
	14 Other employee salaries and wages	216,712.	111,338.		105,373.
	15 Pension plans, employee benefits	171,349.	71,967.		99,382.
	16a Legal fees (attach schedule) ATCH. 4	17,326.			17,326.
	b Accounting fees (attach schedule) ATCH. 5	88,836.	53,302.		35,534.
	c Other professional fees (attach schedule) [6]	852,490.	852,490.		
	17 Interest. ATCH. 7	193,676.	191,788.		
	18 Taxes (attach schedule) (see instructions) [8]	736,299.	93,654.		
	19 Depreciation (attach schedule) and depletion.	97,581.	73,186.		
	20 Occupancy	45,556.	13,667.		31,889.
	21 Travel, conferences, and meetings	42,485.	12,745.		29,740.
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH. 9	2,641,993.	2,474,373.		127,205.
	24 Total operating and administrative expenses. Add lines 13 through 23.	5,711,029.	4,089,676.		912,008.
25 Contributions, gifts, grants paid	15,900,010.			15,900,010.	
26 Total expenses and disbursements. Add lines 24 and 25	21,611,039.	4,089,676.	0.	16,812,018.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	2,215,586.				
b Net investment income (if negative, enter -0-)		18,987,153.			
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 . . . . .	157,016.	268,752.	268,752.
	2	Savings and temporary cash investments . . . . .			
	3	Accounts receivable ▶ 492,837.			
		Less allowance for doubtful accounts ▶	292,836.	492,837.	492,837.
	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 . . . . .			
	10a	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	257,471,754.	259,386,342.	283,611,186.	
14	Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶	3,147,294.			
		1,365,131.	1,782,163.	1,782,163.	
15	Other assets (describe ▶)				
16	<b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .	259,715,345.	261,930,094.	286,154,938.	
<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)	46,964.	46,127.	
23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .	46,964.	46,127.		
<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, check here and complete lines 27 through 31.</b> ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds . . . . .			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .			
	29	Retained earnings, accumulated income, endowment, or other funds .	259,668,381.	261,883,967.	
30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	259,668,381.	261,883,967.		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	259,715,345.	261,930,094.		

**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	259,668,381.
2	Enter amount from Part I, line 27a . . . . .	2	2,215,586.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3 . . . . .	4	261,883,967.
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	261,883,967.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a</b> SEE PART IV SCHEDULE					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2</b> Capital gain net income or (net capital loss) $\left\{ \begin{array}{l} \text{If gain, also enter in Part I, line 7} \\ \text{If (loss), enter -0- in Part I, line 7} \end{array} \right\}$			<b>2</b>	18,710,094.	
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			<b>3</b>	0.	

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

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

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

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

☐ Yes ☒ No

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2014	16,746,000.	295,660,136.	0.056639
2013	15,419,663.	283,213,353.	0.054445
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
<b>2</b> Total of line 1, column (d)			<b>2</b> 0.258388
<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> 0.051678
<b>4</b> Enter the net value of noncharitable-use assets for 2015 from Part X, line 5			<b>4</b> 292,813,195.
<b>5</b> Multiply line 4 by line 3			<b>5</b> 15,132,000.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b> 189,872.
<b>7</b> Add lines 5 and 6			<b>7</b> 15,321,872.
<b>8</b> Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			<b>8</b> 16,812,018.

**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 <input type="checkbox"/> and enter "N/A" on line 1 . . . . . Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	189,872.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 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	189,872.
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	189,872.
6 Credits/Payments:			
a 2015 estimated tax payments and 2014 overpayment credited to 2015 . . . . .	6a	285,000.	
b Exempt foreign organizations - tax withheld at source . . . . .	6b		
c Tax paid with application for extension of time to file (Form 8868) . . . . .	6c	125,000.	
d Backup withholding erroneously withheld . . . . .	6d		
7 Total credits and payments. Add lines 6a through 6d . . . . .	7	410,000.	
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	220,128.	
11 Enter the amount of line 10 to be <b>Credited to 2016 estimated tax</b> <input type="checkbox"/> 220,128. <b>Refunded</b> <input type="checkbox"/> <b>11</b>	11		

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? . . . . . <i>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</i>		X
c Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input 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? . . . . . <i>If "Yes," attach a detailed description of the activities</i>		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? <i>If "Yes," attach a conformed copy of the changes</i> . . . . .	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 <b>Form 990-T</b> for this year? . . . . .	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . <i>If "Yes," attach the statement required by General Instruction T</i>		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? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> CA, HI, IN, MA, NY, _____		
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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i> . . . . .	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 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i> . . . . .		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> . . . . .		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11	Yes	No
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 **WWW.RMFF.ORG**

14 The books are in care of **KEVIN KESSINGER** Telephone no **317-846-7111**  
 Located at **9292 N. MERIDIAN, #304 INDIANAPOLIS, IN** ZIP+4 **46260**

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year. **15**

16	At any time during calendar year 2015, 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?	Yes	No
16			X

See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country **▶**

**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.

1a	During the year did the foundation (either directly or indirectly)	Yes	No
(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)?	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 2015?	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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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 2015 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 2015)	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 2015?	4b	X

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**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)? ☐ **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 **ATCH 13**  
If "Yes," attach the statement required by Regulations section 53.4945-5(d)

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

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

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

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

**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see 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 14		606,726.	57,395.	25,538.

**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
ATCH 15		134,557.	37,072.	3,992.

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

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

## Part IX-A Summary of Direct Charitable Activities

## Expenses

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

Amount

**Total.** Add lines 1 through 3 . . . . . 



**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>	206,879,950.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	89,637.
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	90,302,692.
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	297,272,279.
<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>	297,272,279.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	4,459,084.
<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>	292,813,195.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	14,640,660.

**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>	14,640,660.
<b>2a</b>	Tax on investment income for 2015 from Part VI, line 5	<b>2a</b>	189,872.
<b>b</b>	Income tax for 2015 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	189,872.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	14,450,788.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	14,450,788.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	14,450,788.

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	16,812,018.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	16,812,018.
<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>	189,872.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	16,622,146.

**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 2014	(c) 2014	(d) 2015
<b>1</b> Distributable amount for 2015 from Part XI, line 7 . . . . .				14,450,788.
<b>2</b> Undistributed income, if any, as of the end of 2015				
<b>a</b> Enter amount for 2014 only. . . . .			8,272,704.	
<b>b</b> Total for prior years 20 <u>13</u> , 20 <u>12</u> , 20 <u>11</u> . . . . .				
<b>3</b> Excess distributions carryover, if any, to 2015				
<b>a</b> From 2010 . . . . .				
<b>b</b> From 2011 . . . . .				
<b>c</b> From 2012 . . . . .				
<b>d</b> From 2013 . . . . .				
<b>e</b> From 2014 . . . . .				
<b>f</b> Total of lines 3a through e . . . . .	0.			
<b>4</b> Qualifying distributions for 2015 from Part XII, line 4. ► \$ <u>16,812,018.</u>				
<b>a</b> Applied to 2014, but not more than line 2a . . . . .			8,272,704.	
<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 2015 distributable amount. . . . .				8,539,314.
<b>e</b> Remaining amount distributed out of corpus. . . . .				
<b>5</b> Excess distributions carryover applied to 2015. (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 2014 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .				
<b>f</b> Undistributed income for 2015 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2016. . . . .				5,911,474.
<b>7</b> 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) . . . . .				
<b>8</b> Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions) . . . . .				
<b>9</b> Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a . . . . .	0.			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2011 . . . . .				
<b>b</b> Excess from 2012 . . . . .				
<b>c</b> Excess from 2013 . . . . .				
<b>d</b> Excess from 2014 . . . . .				
<b>e</b> Excess from 2015 . . . . .				

**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 2015, 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) 2015	(b) 2014	(c) 2013	(d) 2012	
<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**

<div>Recipient</div> <div>Name and address (home or business)</div>	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a Paid during the year</b>				
ATCH 17				
<b>Total</b> . . . . .			<b>▶ 3a</b>	15,900,010.
<b>b Approved for future payment</b>				
ATCH 18				
<b>Total</b> . . . . .			<b>▶ 3b</b>	13,332,179.

## 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]

<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?	Yes	No
<b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of:		
<b>(1)</b> Cash . . . . .	<b>1a(1)</b>	X
<b>(2)</b> Other assets . . . . .	<b>1a(2)</b>	X
<b>b</b> Other transactions		
<b>(1)</b> Sales of assets to a noncharitable exempt organization . . . . .	<b>1b(1)</b>	X
<b>(2)</b> Purchases of assets from a noncharitable exempt organization . . . . .	<b>1b(2)</b>	X
<b>(3)</b> Rental of facilities, equipment, or other assets . . . . .	<b>1b(3)</b>	X
<b>(4)</b> Reimbursement arrangements . . . . .	<b>1b(4)</b>	X
<b>(5)</b> Loans or loan guarantees . . . . .	<b>1b(5)</b>	X
<b>(6)</b> 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.

▶ KEVIN KESSINGER

11/15/2016

► TREASURER & CFO

Signature of officer or trustee

Date \_\_\_\_\_

Title

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

**Paid  
Preparer  
Use Only**

Print/Type preparer's name:

Arepare's signature

Date

Check			
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PTIN
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P00137289

HOLLY M PANTZER

Holt Mautner CPA

11/15/2016

5 self-employed

P00137289

Firm's name ▶ BKD, LLP

Firm's EIN ▶ 44-0160260

Firm's address ► 201 N. ILLINOIS STREET

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[illegible]

INDIANAPOLIS, IN

46204

Phone no 317.383.4000

Form **990-PF** (2015)

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

OMB No 1545-0047

**2015**▶ **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, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

**Special Rules**

- ☐ For an organization described in section 501(c)(3) 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), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled 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 totaling \$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).

**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 - E. MANN 101 W WASHINGTON STREET SUITE 500E INDIANAPOLIS, IN 46255	\$ 77,345.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
2	VB FAIRBANKS CLUT #2 - E. MANN 101 W WASHINGTON STREET SUITE 500E INDIANAPOLIS, IN 46255	\$ 68,862.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
3	VB FAIRBANKS CLUT #1 - GENNA BLACK 101 W WASHINGTON STREET SUITE 500E INDIANAPOLIS, IN 46255	\$ 73,960.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
4	VB FAIRBANKS CLUT #2 - GENNA BLACK 101 W WASHINGTON STREET SUITE 500E INDIANAPOLIS, IN 46255	\$ 59,878.	Person <input 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)



Employer identification number

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

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

Name of organization RICHARD M. FAIRBANKS FOUNDATION, INC.

Employer identification number

31-1189885

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

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

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

**FORM 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)	
329,014.		VARIOUS K-1'S					VARIOUS 329,014.	VARIOUS
5,299,967.		VARIOUS K-1'S					VARIOUS 5,299,967.	VARIOUS
638,627.		VARIOUS K-1'S - 1231 GAIN					VARIOUS 638,627.	VARIOUS
219,784.		HS MANAGEMENT					VARIOUS 219,784.	VARIOUS
		JOHCM/Ryder EMERG MKTS 53,875.					VARIOUS -53,875.	VARIOUS
293,228.		ABERDEEN PE IV (FLAG)					VARIOUS 293,228.	VARIOUS
2,346,468.		ABSOLUTE RETURN CAYMAN LTD 2,500,000.					VARIOUS -153,532.	VARIOUS
27,233.		AMBERBROOK IV					VARIOUS 27,233.	VARIOUS
132,566.		AMBERBROOK V					VARIOUS 132,566.	VARIOUS
51,008.		AMBERBROOK VI					VARIOUS 51,008.	VARIOUS
395,687.		ASIA ALTERNATIVES II					VARIOUS 395,687.	VARIOUS
233,999.		AYER CAPITAL PARTNERS FUND					VARIOUS 233,999.	VARIOUS

**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)	
436,902.		CENTERFIELD CAPITAL PARTNERS II					VARIOUS 436,902.	VARIOUS
312,400.		COMMONFUND DISTRESSED DEBT II					VARIOUS 312,400.	VARIOUS
53,767.		COMMONFUND NATURAL RESOURCE VI					VARIOUS 53,767.	VARIOUS
304,632.		COMMONFUND PRIVATE EQUITY VI					VARIOUS 304,632.	VARIOUS
153,281.		COMMONFUND VENTURE PARTNERS VII					VARIOUS 153,281.	VARIOUS
14536943.		CONVEXITY CAPITAL OFFSHORE LP 10910907.					VARIOUS 3,626,036.	VARIOUS
466,823.		DENHAM COMMODITY PARTNERS VI					VARIOUS 466,823.	VARIOUS
5,957,280.		DFA EMERGING MARKETS FUND 6,214,764.					VARIOUS -257,484.	VARIOUS
58,044.		DIST MGRS IV OFFSHORE HOLDINGS					VARIOUS 58,044.	VARIOUS
1,114,081.		DOVER STREET VII (HARBORVEST)					VARIOUS 1,114,081.	VARIOUS
3,422,154.		THE ETAP FUND , LLC 3,954,250.					VARIOUS -532,096.	VARIOUS
76,833.		FIA TIMBER SPECIAL SITUATION					VARIOUS 76,833.	VARIOUS

**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)	
45,812.		HARRISON STREET REP I					VARIOUS 45,812.	VARIOUS
207,048.		HARRISON STREET REP II					VARIOUS 207,048.	VARIOUS
2,000,000.		HS MANAGEMENT 2,071,964.					VARIOUS -71,964.	VARIOUS
325,257.		INEXT FUND, LP					VARIOUS 325,257.	VARIOUS
		IR&M, BONDS - US TREASURY 181,156.					VARIOUS -181,156.	VARIOUS
313,121.		IWA WORLDWIDE CLASS 1					VARIOUS 313,121.	VARIOUS
110,955.		LEGACY VENTURE CAPITAL VI					VARIOUS 110,955.	VARIOUS
1,569.		LL OPPORTUN MORT FUND S 2014					VARIOUS 1,569.	VARIOUS
3,633,000.		MASON CAPITAL 3,308,684.					VARIOUS 324,316.	VARIOUS
395,430.		MAYO					VARIOUS 395,430.	VARIOUS
		OLD WESTBURY PRIVATE CAPITAL 274,657.					VARIOUS -274,657.	VARIOUS
		OLD WESTBURY VENTURE CAPITAL 233,391.					VARIOUS -233,391.	VARIOUS

**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)	
175,387.		PEAK ROCK					VARIOUS 175,387.	VARIOUS
3,191,247.		PERMIT H					VARIOUS 3,191,247.	VARIOUS
125,777.		PRIVATE ADVISORS SMALL CAP BUY					VARIOUS 125,777.	VARIOUS
1.		SEAMAN'S GLOBAL OPPORTUNITIES					VARIOUS 1.	VARIOUS
290,597.		SILCHESTER INT'L VALUE EQUITY					VARIOUS 290,597.	VARIOUS
118,500.		SVB STRATEGIC FUND IV					VARIOUS 118,500.	VARIOUS
3,712,520.		THORNBURG DEVELOPING WORLD FUND 3,472,953.					VARIOUS 239,567.	VARIOUS
		TIFF PARTNERS V 13,864.					VARIOUS -13,864.	VARIOUS
45,771.		TIFF REP I					VARIOUS 45,771.	VARIOUS
224,313.		TIFF REP II					VARIOUS 224,313.	VARIOUS
2,926,408.		VANGUARD EMERG MKT MUTUAL FUND 3,700,000.					VARIOUS -773,592.	VARIOUS
16,980.		VCFA PRIVATE EQUITY PARTNERS					VARIOUS 16,980.	VARIOUS

**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)	
3,258,497.		WHITE ELM CAP OFF 2,500,000.					VARIOUS 758,497.	VARIOUS
121,648.		DOVER STREET VIII (HARBORVEST)					VARIOUS 121,648.	VARIOUS
TOTAL GAIN (LOSS) .....		.....					<u>18710094.</u>	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST INCOME - US TREASURY	422,294.	422,294.
INTEREST INCOME - OTHER	563,709.	563,709.
TAX-EXEMPT INTEREST INCOME	11,704.	
TOTAL	997,707.	986,003.



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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDEND INCOME	2,638,792.	2,638,792.
TOTAL	<u>2,638,792.</u>	<u>2,638,792.</u>

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ROYALTY INCOME FROM K-1	318,613.	318,613.
ORDINARY INCOME FROM K-1	253,148.	-17,522.
PORTFOLIO INCOME FROM K-1	210,258.	22,881.
RENTAL LOSS FROM K-1	-19,354.	-19,354.
TOTALS	762,665.	304,618.

ATTACHMENT 4

FORM 990PF, PART I - LEGAL 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>
LEGAL FEES	17,326.			17,326.
TOTALS	<u>17,326.</u>			<u>17,326.</u>

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	88,836.	53,302.		35,534.
TOTALS	<u>88,836.</u>	<u>53,302.</u>		<u>35,534.</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	25,833.	25,833.
CONSULTANT FEES	38,352.	38,352.
INVESTMENT MANAGEMENT FEES	228,618.	228,618.
INVESTMENT CONSULTING FEES	559,687.	559,687.
TOTALS	<u>852,490.</u>	<u>852,490.</u>

FORM 990PF, PART I - INTEREST EXPENSE

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INTEREST	193,676.	191,788.
TOTALS	<u>193,676.</u>	<u>191,788.</u>

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	93,654.	93,654.
EXCISE TAXES	642,645.	
TOTALS	736,299.	93,654.

## FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OFFICE SUPPLIES	20,946.	6,284.	14,662.
POSTAGE AND FREIGHT	886.	266.	620.
INSURANCE EXPENSE	7,670.	2,301.	5,369.
COMPUTER REPAIR & MAINTENANCE	68,933.	20,680.	48,253.
DUES AND SUBSCRIPTIONS	10,060.	3,018.	7,042.
COMMUNICATIONS	7,585.	2,275.	5,310.
NONDEDUCTIBLE EXPENSES	40,415.		
RENTAL EXP - FAIRHILL REALTY	330,718.	330,718.	
MEALS & ENTERTAINMENT	16,584.	4,975.	11,609.
PORTFOLIO DEDUCTIONS FROM K-1	2,089,471.	2,089,471.	
BANK SERVICE CHARGE	355.	106.	249.
SOFTWARE MAINTENANCE	42,950.	12,885.	30,065.
ADP SERVICE CHARGES	2,243.	673.	1,570.
CHARITABLE CONTRIBUTIONS - K-1	774.		774.
EQUIPMENT RENTAL	1,238.	371.	867.
MISCELLANEOUS EXPENSE	1,165.	350.	815.
TOTALS	2,641,993.	2,474,373.	127,205.



FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
OLD WESTBURY PRIVATE CAPITAL	292,463.		
OLD WESTBURY VENTURE CAPITAL	248,885.		
PNC - BONDS	20,749,901.	21,005,277.	20,988,927.
PRIVATE ADVISORS SMALL BUYOUT	540,903.	374,431.	546,944.
TIFF REAL ESTATE PARTNER I	510,615.	289,769.	151,715.
FAIRBANKS COMM. LIQ. TRUST	7,319,749.	7,313,837.	7,302,392.
FAIRBANKS COMMUNICATIONS, LLC	-4,718,144.	-4,768,721.	
INT'L GROWTH - ARTISAN PARTNER	4,454,481.	4,505,675.	7,066,367.
DISTRESSED DEBT COMMONFUND II	2,472,035.	2,317,853.	1,293,732.
MONEY MARKET - ARMADA	21,836,540.	4,871,210.	4,871,210.
TIFF PARTNERS V	1,880,455.	1,575,094.	1,398,538.
VCFA PRIVATE EQUITY	1,239,114.	1,251,159.	828,537.
TIFF REAL ESTATE PARTNERS II	2,058,326.	1,633,476.	1,117,020.
NORTH AM. REP (CARVAL)	142,074.	95,688.	49,701.
GMO FORESTRY FUND 7-B	557,542.	566,364.	986,968.
GMO FORESTRY FUND 8-B	816,705.	900,811.	907,718.
MERIT ENERGY PARTNERS E-I	1,038,472.	1,071,386.	419,295.
DIMENSIONAL FUND ADVISORS-EMF	6,214,764.		
AMBERBROOK IV, LLC	1,060,307.	969,411.	514,387.
COMMONFUND PRIVATE EQUITY VI	1,011,901.	706,715.	1,241,239.
CAPITAL VENTURE PTNRS VII	485,749.	400,478.	784,409.
FIA TIMBER PARTNERS, LP	1,755,800.	1,683,856.	3,190,074.
COMMONFUND NATURAL RESOURCE VI	533,823.	587,151.	731,391.
GLOBAL DISTRESSED DEBT III	2,953,577.	2,529,048.	2,287,230.
APOLLO INVESTMENT FUND VI	844,691.	700,142.	895,864.
NORTH AMERICAN REP II	1,701,516.	1,543,562.	294,570.
FIA TIMBER SPECIAL SITUATION	2,208,228.	2,096,521.	3,594,386.
BEACON CAPITAL STRATEGIC IV	1,570,628.	1,143,956.	361,223.
BEACON CAPITAL STRATEGIC V	2,526,960.	2,129,084.	727,186.
MERIT ENERGY PARTNERS F-1	396,268.	396,037.	82,501.
MERIT ENERGY CANADA	245,250.	261,203.	28,340.
ANGELO GORDON SUPER FUND INTL	121,971.	108,544.	47,442.
SHEPHERD INVESTMENT INTL.	143,527.	101,635.	65,249.

ATTACHMENT 10 (CONT'D)

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
CENTERFIELD CAPITAL PARTNERS	1,091,245.	694,296.	1,120,119.
HARRISON STREET REAL ESTATE I	1,212,687.	1,085,498.	386,474.
NATIONAL CITY - FI MONEY MKT	45,157.		
CONVEXITY CAPITAL OFFSHORE	5,104,105.	1.	1,461,587.
GOLDMAN SACHS DISTRESSED	1,364,019.	1,238,300.	2,057,825.
AMERBROOK V	1,069,363.	804,882.	1,348,899.
ASIA ALTERNATIVES II	1,734,836.	1,394,041.	4,621,471.
SVB STRATEGIC FUND IV	3,780,900.	3,692,034.	6,682,047.
FLAG PRIVATE EQUITY IV OFFSHOR	3,497,952.	3,829,369.	4,519,866.
DOVER STREET VII	2,056,662.	1,802,556.	2,097,752.
SEAMANS GLOBAL OPPORTUNITIES	105,677.	88,542.	76,130.
THE TAP FUND, LLC	3,954,250.		
HARRISON STREET REAL ESTATE II	655,240.	592,331.	276,730.
DOVER STREET VIII	718,823.	902,517.	1,227,608.
ADAGE CAPITAL PARTNERS LP	8,031,860.	11,234,464.	18,743,471.
EATON VANCE SMALL CAP FUND	3,328,098.	3,903,328.	3,964,226.
SILCHESTER INT'L VALUE	12,997,521.	14,745,266.	13,200,876.
IND FUTURE FD II NEXT LP	1,501,035.	1,551,311.	2,588,896.
MERIT ENERGY PARTNERS G	6,125,473.	6,544,568.	4,903,317.
MAYO CAPITAL	3,901,193.	4,377,064.	5,005,358.
GOLD ETF NATIONAL CITY	4,067,649.	4,067,649.	3,216,282.
OVERLOOK PARTNERS FUND, LP	6,019,597.	6,708,417.	7,745,790.
AYER CAPITAL PARTNERS FUND	59,492.	1.	266,697.
CONATUS CAPITAL OVERSEAS LTD	2,500,000.	2,500,000.	3,868,502.
COVALENT CAPITAL PARTNERS	2,800,000.	1.	
DAVIDSON KEMPNER INST PTNRS LP	3,695,963.	5,344,303.	5,549,812.
FINE OFFSHORE FUND	1,900,000.	1,900,000.	1,509,078.
FIR TREE INTERNTL VALUE FUND	4,601,967.	4,604,824.	5,248,835.
GRUSS GLOBAL INVESTROS LTD	3,300,000.	4,900,000.	5,211,414.
HHR ATLAS FUND	2,126,331.	2,126,331.	3,647,832.
HIGHLINE CAPITAL PARTNERS LP	2,500,000.	4,400,000.	5,614,665.
KNIGHTHEAD OFFSHORE FUND LTD	2,500,000.	4,600,000.	5,170,459.
MASON CAPITAL LTD	3,500,000.	191,316.	191,316.

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>
VALINOR CAPITAL PARTNERS OFFSH	4,000,000.	4,000,000.	5,690,277.
IVA WORLDWIDE FUND	10,973,071.	11,461,842.	11,035,423.
PERMIT CAPITAL MEETING FUND H	2,257,815.	1,616,926.	3,105,071.
LEGACY VENTURE CAPITAL VI	1,511,560.	2,025,309.	3,087,497.
DENHAM COMMODITY PARTNERS	998,419.	1,158,545.	1,011,556.
WHITE ELM CAP OFF	2,500,000.		
CHARLES RIVER INTL FUND	573,893.	1,069,593.	1,518,338.
AMERBROOK VI	1,338,039.	1,593,694.	2,174,004.
INDIANA SEED FUND II	324,067.	313,155.	384,127.
SUN VALLEY GOLD INTERNATIONAL	6,764,300.	6,764,300.	2,604,121.
OCTAVIAN OFFSHORE FUND	1,040,290.	443,971.	158,887.
HOPLITE OFFSHORE FUND	2,500,000.	2,500,000.	2,858,946.
INDABA CAPITAL PARTNERS	2,000,000.	1,528,360.	935,261.
FALCON EDGE GLOBAL LTD	3,000,000.	3,000,000.	3,039,402.
ABSOLUTE RETURN CAYMAN LTD	2,500,000.		
CA RESOURCE CAPITAL VI	832,412.	1,342,196.	1,095,099.
PEAK ROCK CAPITAL I	560,973.	928,930.	1,150,516.
INNOVATION WORKS DEV FUND II	410,950.	585,086.	1,102,886.
LL OPPORTUNITY MORTGAGE FUND	408,741.	425,795.	472,197.
THORNBURG DEVELOP WORLD FUND	3,472,953.		
WELLS FARGO CORE BOND FUND	10,013,800.	10,187,593.	10,075,611.
HS MANAGEMENT	5,178,549.	6,368,620.	6,667,801.
ABERDEEN FRONTIER MKT EQUITY	4,946,735.	6,520,125.	5,367,116.
LEVEL EQUITY GROWTH II	138,367.	388,114.	517,030.
RUBICON TECHNOLOGY PARTNERS	438,694.	1,324,632.	1,371,914.
SOFINNOVA HEALTHCARE	215,273.	761,058.	755,478.
LIME ROCK CAPITAL III	1,510,682.	3,061,206.	2,171,269.
BAXTER ST OFFSHORE		5,000,000.	5,047,546.
JOHCM/RDER EMERG MKTS		8,036,300.	8,041,155.
INNOVATION WORKS DEV FUND III		187,539.	183,426.
LEVEL EQ OPP FUND 2015		401,500.	506,131.
ASPECT VENTURES		1,077,546.	1,188,105.
LEERINK REVE HEALTHCARE FUND I		786,994.	1,195,097.

ATTACHMENT 10 (CONT'D)

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
MVM INTER LIFE SCIENCE IV		746,058.	735,000.
VANGUARD ENERGY INDEX		8,197,493.	6,380,424.
HIGHFIELDS CAPITAL		5,400,000.	5,807,691.
SENATOR GLOBAL OPP OFFSHORE		2,000,000.	1,878,895.
TOTALS	<u>257,471,754.</u>	<u>259,386,342.</u>	<u>283,611,186.</u>

FORM 990PF, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>
OTHER CURRENT LIABILITIES	778.	206.
SECURITY DEPOSITS - FAIRHILL	46,186.	45,921.
TOTALS	<u>46,964.</u>	<u>46,127.</u>

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

CHANGE IN BYLAWS - SEE ATTACHED

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

GRANTEE'S NAME: PUBLIC IMPACT, LLC  
GRANTEE'S ADDRESS: 405A EAST MAIN STREET  
CITY, STATE & ZIP: CARRBORO, NC 27510  
GRANT DATE: 12/15/2015  
GRANT AMOUNT: 73,000.  
GRANT PURPOSE: TO SUPPORT IMPLEMENTATION OF THE OPPORTUNITY CULTURE  
INITIATIVE WITHIN INDIANAPOLIS PUBLIC SCHOOLS  
AMOUNT EXPENDED: 73,000.  
ANY DIVERSION? NO  
DATES OF REPORTS: JUNE 1, 2016  
VERIFICATION DATE:  
RESULTS OF VERIFICATION:  
PUBLIC IMPACT, LLC SUBMITTED A REPORT TO THE FOUNDATION IN 2016. 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 14

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
LEONARD J BETLEY 9292 N. MERIDIAN ST. SUITE 304 INDIANAPOLIS, IN 46260	DIRECTOR 18.00	145,000.	0.	0.
THOMAS H RISTINE 9292 N. MERIDIAN ST. SUITE 304 INDIANAPOLIS, IN 46260	DIRECTOR /PER YEAR 45.00	0.	0.	0.
JONATHAN B FAIRBANKS 9292 N. MERIDIAN ST. SUITE 304 INDIANAPOLIS, IN 46260	DIRECTOR/PER YEAR 45.00	0.	0.	1,834.
ROGER S SNOWDON 9292 N. MERIDIAN ST. SUITE 304 INDIANAPOLIS, IN 46260	DIRECTOR/PER YEAR 45.00	10,215.	4,696.	539.
DANIEL C APPEL 9292 N. MERIDIAN ST. SUITE 304 INDIANAPOLIS, IN 46260	CHAIRMAN /PER YEAR 45.00	0.	0.	0.
ELIZABETH F MANN 9292 N. MERIDIAN ST. SUITE 304 INDIANAPOLIS, IN 46260	DIRECTOR/PER YEAR 45.00	0.	0.	1,020.

\*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 14 (CONT'D)

NAME AND ADDRESS

TITLE AND AVERAGE HOURS PER  
WEEK DEVOTED TO POSITION

COMPENSATION

CONTRIBUTIONS  
TO EMPLOYEE  
BENEFIT PLANS

EXPENSE ACCT  
AND OTHER  
ALLOWANCES

0.

3,494.

15,715.

VP/CHIEF GRANT (JAN)  
40.00

MARY E BIKOFF  
9292 N. MERIDIAN ST. SUITE 304  
INDIANAPOLIS, IN 46260

0.

0.

0.

DIRECTOR /PER YEAR  
45.00

CHRISTOPHER M CALLAHAN  
9292 N. MERIDIAN ST. SUITE 304  
INDIANAPOLIS, IN 46260

0.

0.

0.

DIRECTOR /PER YEAR  
45.00

BRYAN A. MILLS  
9292 N. MERIDIAN ST. SUITE 304  
INDIANAPOLIS, IN 46260

993.

24,518.

78,390.

VP & TREASURER  
24.00

PATRICIA DEAN  
9292 N. MERIDIAN ST. SUITE 304  
INDIANAPOLIS, IN 46260

6,597.

7,844.

150,393.

SECRETARY (JAN); VP (FEB-DEC)  
40.00

ELLEN QUIGLEY  
9292 N. MERIDIAN ST. SUITE 304  
INDIANAPOLIS, IN 46260

14,555.

16,843.

207,013.

PRESIDENT  
40.00

CLAIRE FIDDIAN-GREEN  
9292 N. MERIDIAN ST. SUITE 304  
INDIANAPOLIS, IN 46260

\*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 14 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
MARILEE J. SPRINGER 9292 N. MERIDIAN ST. SUITE 304 INDIANAPOLIS, IN 46260	DIRECTOR/PER YEAR 45.00	0.	0.	0.
GRAND TOTALS		<u>606,726.</u>	<u>57,395.</u>	<u>25,538.</u>

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 EMPLOYEES

ATTACHMENT 15

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS EXPENSE ACCT TO EMPLOYEE AND OTHER BENEFIT PLANS ALLOWANCES</u>
SUSAN LUSE 9292 N. MERIDIAN ST. SUITE 304 INDIANAPOLIS, IN 46260	32.00	63,990.	21,646. 104.
STEFFANIE RHINESMITH 9292 N. MERIDIAN ST. SUITE 304 INDIANAPOLIS, IN 46260	20.00	70,567.	15,426. 3,888.
TOTAL COMPENSATION		<u>134,557.</u>	<u>37,072. 3,992.</u>

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

ATTACHMENT 16

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
CAMBRIDGE ASSOCIATES 125 HIGH STREET BOSTON, MA 02110-2112	INVESTMENT MGMT	559,687.
LEONARD J BETLEY 9292 N. MERIDIAN ST. SUITE 304 INDIANAPOLIS, IN 46260 SEE PART VIII FOR FEES OF \$145,000 WHICH WERE PAID TO LEONARD J BETLEY	CONSULTING	0.
BKD, LLP 201 N. ILLINOIS STREET INDIANAPOLIS, IN 46204	ACCOUNTING SVCS	88,836.
STRONGHOLD SECURITY, INC. 5407 BROADWAY ST INDIANAPOLIS, IN 46220-3068	COMPUTER SERVICES	76,938.
MAYO CAPITAL 30 ROWES WHARF BOSTON, MA 02110	INVESTMENT MGMT	49,694.
TOTAL COMPENSATION		<u>775,155.</u>

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

ATTACHMENT 17

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

15,900.010

TOTAL CONTRIBUTIONS PAID

15,900.010

## 2015 Grant Payments

Richard M. Fairbanks Foundation, Inc.

13 October 2016

Organization	Project Title	IRS Code	Payment Amount	Payment Date
Indiana Philanthropy Alliance	2015 Membership & Leadership Circle Gift	PC	\$18,750.00	1/1/2015
School Based Health Alliance	Membership	PC	\$500.00	1/1/2015
GuideStar USA, Inc.	2015 Membership	PC	\$5,000.00	1/6/2015
United Way of Central Indiana	2014 Matching Gifts - Staff	PC	\$781.13	1/7/2015
Community Health Network Foundation	School Based Health Clinics 2014-2015	SO II	\$419,700.00	1/12/2015
Eskenazi Health Foundation, Inc.	New Eskenazi Hospital	PC	\$2,000,000.00	1/12/2015
HealthNet, Inc.	School Based Health Clinics - 6 schools 2014-2015	PC	\$217,627.00	1/12/2015
Indiana University, The Trustees of	Richard M. Fairbanks School of Public Health at IUPUI	PC	\$3,400,000.00	1/12/2015
Shalom Health Care Center, Inc.	School Based Health Clinics 2014-2015	PC	\$345,000.00	1/12/2015
The Woodland Christmas Club For Needy Children	2014 Matching Gift	PC	\$150.00	1/12/2015
United Way of Central Indiana	2014 Matching Gift	PC	\$1,800.00	1/27/2015
Wabash College	2014 Matching Gift	PC	\$500.00	1/27/2015
Eskenazi Health Foundation, Inc.	School Based Health Clinics 2014-2015	PC	\$141,312.00	1/29/2015
United Way of Central Indiana	2015 Matching Gift-Staff	PC	\$205.84	2/1/2015
Indiana University School of Medicine	New Fairbanks Institute	PC	\$46,696.00	2/4/2015

<b>Organization</b>	<b>Project Title</b>	<b>IRS Code</b>	<b>Payment Amount</b>	<b>Payment Date</b>
Teach for America	Operational Support for Corps and Alumni Growth and Principal Fellowship	PC	\$500,000.00	2/12/2015
Eskenazi Health Foundation, Inc.	2014 Matching Gift	PC	\$1,000.00	2/20/2015
Fairbanks Hospital, Inc. d/b/a Fairbanks	Circle of Hope Dinner - 2015	PC	\$1,230.00	2/24/2015
United Way of Central Indiana	2015 Matching Gift-Staff	PC	\$205.84	3/1/2015
Indiana University School of Medicine	New Fairbanks Institute	PC	\$20,751.00	3/16/2015
Disability Legal Services of Indiana	2015 Matching Gift	PC	\$250.00	3/24/2015
The Center for Effective Philanthropy	2014 Grantee Perception Report	PC	\$8,450.00	3/24/2015
Baldwin-Wallace College	2015 Matching Gift	PC	\$300.00	3/27/2015
United Way of Central Indiana	2015 Matching Gift-Staff	PC	\$205.84	4/1/2015
The Foundation Center	Membership	PC	\$2,500.00	4/6/2015
The Philanthropy Roundtable	2015 Membership	PC	\$7,500.00	4/6/2015
Sycamore School	2015 Matching Gift	PC	\$250.00	4/13/2015
Second Helpings, Inc.	Culinary Job Training Program	PC	\$100,000.00	4/14/2015
Indianapolis Museum of Art	Gift Honoring Leonard Betley's Service Designated for the Asian Art Program	PC	\$10,000.00	4/16/2015
Indianapolis Zoological Society, Inc.	Gift Honoring Roger Snowdon for Service	PC	\$5,000.00	4/28/2015
The Orchard School	2015 Matching Gift	PC	\$500.00	4/28/2015
United Way of Central Indiana	2015 Matching Gift-Staff	PC	\$205.84	5/1/2015
Early Learning Indiana	Staff Accreditation Program	PC	\$112,500.00	5/13/2015
Community Health Network Foundation	2015 Matching Gift	SO II	\$500.00	5/20/2015

<b>Organization</b>	<b>Project Title</b>	<b>IRS Code</b>	<b>Payment Amount</b>	<b>Payment Date</b>
Indiana Symphony Society, Inc.	2015 Matching Gift	PC	\$250.00	5/20/2015
Lutheran University Association D/B/A Valparaiso University	2015 Matching Gift	PC	\$100.00	5/20/2015
Indiana State Museum Foundation, Inc.	2015 Matching Gift	PC	\$500.00	5/22/2015
United Way of Central Indiana	2015 Matching Gift-Staff	PC	\$205.84	6/1/2015
Indianapolis Symphonic Choir	2015 Matching Gift	PC	\$100.00	6/3/2015
Our Lady of Mount Carmel Church	2015 Matching Gift	PC	\$200.00	6/12/2015
Indiana University Foundation	2015 Matching Gift	PC	\$500.00	6/18/2015
United Way of Central Indiana	2015 Matching Gift-Staff	PC	\$205.84	7/1/2015
Grantmakers In Health	Funding Partner Membership	PC	\$8,050.00	7/9/2015
Girls Incorporated of Greater Indianapolis	2015 Touchstone Awards	PC	\$760.00	7/24/2015
Indiana University School of Medicine	New Fairbanks Institute	PC	\$749.81	8/7/2015
United Way of Central Indiana	2015 Matching Gift-Staff	PC	\$205.84	8/7/2015
DonorsChoose.org	Double Impact Challenge Grant	PC	\$50,000.00	8/10/2015
Indiana Broadcasters Foundation, Inc.	Support for Hall of Fame Dinner and Video	PC	\$5,000.00	8/10/2015
Indiana Philanthropy Alliance	IPA Regional Luncheon	PC	\$250.00	8/10/2015
d/b/a Fresh Arts Coalition	2015 Matching Gift	PC	\$5,000.00	8/11/2015
Indiana Repertory Theatre	2015 Matching Gift	PC	\$250.00	8/11/2015
Indianapolis Zoological Society, Inc.	2015 Matching Gift	PC	\$700.00	8/11/2015
Phoenix Theatre	2015 Matching Gift	PC	\$600.00	8/11/2015
Indiana University Foundation	2015 Matching Gift	PC	\$100.00	8/18/2015



<b>Organization</b>	<b>Project Title</b>	<b>IRS Code</b>	<b>Payment Amount</b>	<b>Payment Date</b>
Community Health Network Foundation	School Based Health Clinics 2015-2016	SO II	\$419,700.00	8/24/2015
Eskenazi Health Foundation, Inc.	School Based Health Clinics 2015-2016	PC	\$226,991.00	8/24/2015
HealthNet, Inc.	School Based Health Clinics 2015-2016	PC	\$120,807.00	8/24/2015
Shalom Health Care Center, Inc.	School Based Health Clinics 2015-2016	PC	\$345,000.00	8/24/2015
Lutheran University Association D/B/A Valparaiso University	2015 Matching Gift	PC	\$1,500.00	8/31/2015
Butler University	2015 Matching Gift	PC	\$1,000.00	9/1/2015
United Way of Central Indiana	2015 Matching Gift-Staff	PC	\$205.84	9/1/2015
The Policy Circle	2015 Matching Gift	PC	\$1,000.00	9/10/2015
Teen Works, Inc.	2015 Matching Gift	SO I	\$1,250.00	9/11/2015
Central Indiana Corporate Partnership Foundation, Inc.	General Operating Support for BioCrossroads 2013 -2015	SO I	\$753,259.00	9/15/2015
Building Tomorrow, Inc.	2015 Matching Gift	PC	\$500.00	9/25/2015
Ramp Less Traveled, Inc.	2015 Matching Gift	PC	\$100.00	9/25/2015
United Way of Central Indiana	2015 Matching Gift-Staff	PC	\$205.84	10/1/2015
The Center for Effective Philanthropy	2015 Membership	PC	\$10,000.00	10/6/2015
Central Indiana Corporate Partnership Foundation, Inc.	CICP Membership	SO I	\$15,000.00	10/7/2015
United Way of Central Indiana	2015 Matching Gift	PC	\$1,500.00	10/7/2015
WFYI	2015 Matching Gift	PC	\$100.00	10/7/2015
Rock Steady Boxing Foundation, Inc	2015 Matching Gift	PC	\$100.00	10/15/2015

<b>Organization</b>	<b>Project Title</b>	<b>IRS Code</b>	<b>Payment Amount</b>	<b>Payment Date</b>
Alzheimer's Association	2015 Matching Gift	PC	\$100.00	10/19/2015
Teach for America	Teach for America 2015 Gala	PC	\$14,200.00	10/26/2015
United Way of Monroe County	2015 Matching Gift	PC	\$10,000.00	10/26/2015
United Way of Central Indiana	2015 Matching Gift-Staff	PC	\$205.84	11/12/2015
100 Black Men of Indianapolis, Inc.	Designated for Financial Literacy Program	PC	\$50,000.00	12/1/2015
Girls Incorporated of Greater Indianapolis	Economic Literacy Programs in Marion County	PC	\$30,000.00	12/1/2015
Indianapolis Zoological Society, Inc.	General Operating Support	PC	\$15,000.00	12/1/2015
Indy Reads	General Operating Support	PC	\$50,000.00	12/1/2015
Information & Referral Network, Inc. (Connect 2 Help)	General Operating Funds for Marion County operations	PC	\$40,000.00	12/1/2015
Jameson Camp, Inc.	Wellness Camp	PC	\$50,000.00	12/1/2015
John P. Craine House	General Operating Support	PC	\$40,000.00	12/1/2015
Joy's House	General Operating Support	PC	\$40,000.00	12/1/2015
Meals on Wheels, Inc.	General Operating Support	PC	\$40,000.00	12/1/2015
Noble Inc.	Supported Employment	PC	\$40,000.00	12/1/2015
School on Wheels	General Operating Support	PC	\$50,000.00	12/1/2015
United Way of Central Indiana	Annual Campaign Contribution	PC	\$100,000.00	12/1/2015
New Missions, Inc.	2015 Matching Gift	PC	\$300.00	12/2/2015
Phoenix Theatre	2015 Matching Gift	PC	\$1,440.00	12/2/2015
Second Presbyterian Church	2015 Matching Gift	PC	\$1,500.00	12/2/2015
The Elephant Sanctuary in Tennessee DBA The Elephant Sanctuary	2015 Matching Gift	PC	\$100.00	12/2/2015

<b>Organization</b>	<b>Project Title</b>	<b>IRS Code</b>	<b>Payment Amount</b>	<b>Payment Date</b>
United Christmas Service	General Operating Support	PC PAID TO UWCI	\$50,000.00	12/3/2015
Little Sisters of the Poor of Indianapolis, Inc.	2015 Matching Gift	PC	\$250.00	12/7/2015
Keep Indianapolis Beautiful, Inc.	2015 Matching Gift	PC	\$100.00	12/8/2015
The Woodland Christmas Club For Needy Children	2015 Matching Gift	PC	\$150.00	12/8/2015
Traders Point Christian Academy	2015 Matching Gift	PC	\$5,000.00	12/8/2015
Traders Point Christian Church	2015 Matching Gift	PC	\$4,760.00	12/8/2015
United Way of Central Indiana	2015 Matching Gift	PC	\$1,800.00	12/8/2015
Crown Hill Heritage Foundation	Historic Preservation and Educational Programs	PC	\$25,000.00	12/15/2015
African Community International, Inc. (The African Center)	General Operating Support (Renewable Grant) November Board Review	PC	\$35,000.00	12/15/2015
Butler University	Expansion of Sciences Capital Project	PC	\$3,500,000.00	12/15/2015
Chalkbeat Indiana	General Operating Support	PC	\$50,000.00	12/15/2015
College Mentors for Kids, Inc.	General Operating Support/Local Chapters	PC	\$50,000.00	12/15/2015
Eskenazi Health Foundation, Inc.	General Operating Support for Community Health Centers	PC	\$100,000.00	12/15/2015
Fairbanks Hospital, Inc. d/b/a Fairbanks	General Operating Support	PC	\$40,000.00	12/15/2015
Franciscan Alliance Foundation - St. Francis Health	St. Francis Neighborhood Health Clinic	PC	\$50,000.00	12/15/2015
Gennesaret Free Clinic, Inc.	General Operating Support	PC	\$50,000.00	12/15/2015
Good News Mission, Inc. d/b/a Good News Ministries	Good Samaritan Health Clinic	PC	\$35,000.00	12/15/2015

<b>Organization</b>	<b>Project Title</b>	<b>IRS Code</b>	<b>Payment Amount</b>	<b>Payment Date</b>
Goodwill Industries of Central Indiana, Inc.	General Operating Support	PC	\$40,000.00	12/15/2015
Health & Hospital Corporation of Marion County	General Operating Support for Marion County Health Department Clinics	PC Municipal Corp or Gov't Entity	\$100,000.00	12/15/2015
HealthNet, Inc.	Health Clinic Operations	PC	\$100,000.00	12/15/2015
Historic Landmarks Foundation of Indiana, Inc. /dba Indiana Landmarks	General Operating Support	PC	\$50,000.00	12/15/2015
Horizon House, Inc.	Designated to Health and Addiction Services	PC	\$50,000.00	12/15/2015
Jane Pauley Community Health Center	General Operating Support	PC	\$50,000.00	12/15/2015
La Plaza, Inc.	General Operating Support (Renewable Grant)	PC	\$35,000.00	12/15/2015
Methodist Health Foundation	Charles Warren Fairbanks Center for Medical Ethics	SO I	\$50,000.00	12/15/2015
Planned Parenthood of Indiana & Kentucky, Inc.	General Operating Support for Marion County Clinics (Renewable Grant) November Board Review	PC	\$50,000.00	12/15/2015
Public Impact	Support for Opportunity Culture work in IPS for 2015-2016 School Year	LLC	\$73,000.00	12/15/2015
Raphael Health Center, Inc.	General Operating Support	PC	\$50,000.00	12/15/2015
Reach Out and Read Indiana	General Operating Support for Marion County	PC	\$50,000.00	12/15/2015
RecycleForce	General Operating Support	PC	\$50,000.00	12/15/2015
Richard M. Fairbanks School of Public Health at IUPUI	Evaluation of School Based Health in Charter Schools	PC	\$36,632.00	12/15/2015
Shalom Health Care Center, Inc.	General Operating Support	PC	\$50,000.00	12/15/2015

<b>Organization</b>	<b>Project Title</b>	<b>IRS Code</b>	<b>Payment Amount</b>	<b>Payment Date</b>
Shepherd Community Center, Inc.	Health Clinic Operations	PC	\$35,000.00	12/15/2015
St. Vincent Hospital Foundation, Inc.	Physician's Medical Education Program	SO I	\$50,000.00	12/15/2015
St. Vincent Hospital Foundation, Inc.	General Operating Support for St. Vincent Primary Care Center	SO I	\$50,000.00	12/15/2015
Starfish Inc.	General Operating Support	PC	\$50,000.00	12/15/2015
The Mind Trust	General Operating Support	SO I	\$800,000.00	12/15/2015
Trinity Free Clinic	General Operating Support	PC	\$35,000.00	12/15/2015
United Way of Central Indiana	2015 Matching Gift-Staff	PC	\$205.84	12/15/2015
Visiting Nurse Service at St. Francis, Inc.	General Operating Support	PC	\$35,000.00	12/15/2015
Wabash College	2015 Matching Gift	PC	\$500.00	12/15/2015
Windrose Health Network, Inc.	Countyline Family Health Center (Marion Co.)	PC	\$50,000.00	12/15/2015
Richard M. Fairbanks School of Public Health at IUPUI	Assessment of Tobacco Use, Health Outcomes and Policy in Indiana	PC	\$20,800.00	12/16/2015
Summer Stock Stage, Inc.	2015 Matching Gift	PC	\$1,000.00	12/16/2015
Butler University	2015 Matching Gift	PC	\$7,000.00	12/18/2015
CMF International	2015 Matching Gift	PC	\$2,500.00	12/18/2015
Humane Society of Indianapolis	2015 Matching Gift	PC	\$100.00	12/18/2015
Second Presbyterian Church	2015 Matching Gift	PC	\$500.00	12/18/2015

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

ATTACHMENT 18

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

13,332,179

TOTAL CONTRIBUTIONS APPROVED

13,332,179

RICHARD M. FAIRBANKS FOUNDATION  
APPROVED GRANT PAYMENTS IN  
2016 AND LATER

Organization	Project Title	IRS Code	Grant Amount	Payments Thru 12/31/2015	Payments Scheduled for FY 2016	Payments Scheduled for FY 2017	Payments Scheduled for FY 2018 or Later
CICPF/BioCrossroads (2013-2015)	Health	SO I	\$2,209,145	\$753,259			
CICPF/BioCrossroads (2016-2018)	Health	PC	\$2,394,226	\$0	\$776,897	\$797,863	\$819,466
Eskenazi Health Fdn (New Hospital)	Health	PC	\$6,000,000	\$2,000,000			
Fairbanks Institute	Health	PC	\$10,000,000	\$68,197			
IUPUI (School of Public Health)	Health	PC	\$20,000,000	\$3,400,000			
School Based Health Providers (Eskenazi, Shalom, Community, & HealthNet)	Health	PC	\$4,200,000	\$2,236,137	\$761,885		
Richard M. Fairbanks School of Public Health Evaluation of School Based Health Clinics	Health	PC	\$169,944	\$36,632	\$43,568		
Teach for America (2015- 2017)	Education	PC	\$1,000,000	\$500,000	\$500,000		
The Mind Trust- 2014 - 2016 Operations	Education	SO I	\$2,400,000	\$800,000			
The Mind Trust- 2017 - 2019 Operations	Education	SO I	\$3,000,000	\$0	\$1,000,000	\$1,000,000	\$1,000,000
Butler University	Education	PC	\$10,000,000	\$3,500,000	\$3,500,000	\$3,000,000	
DonorsChoose	Education	PC	\$50,000	\$50,000			
Early Learning Indiana	Education	PC	\$225,000	\$112,500	\$112,500		
Chalkbeat	Education	PC	\$50,000	\$50,000			
Public Impact	Education	PC	\$73,000	\$73,000			
Second Helpings	Vitality	PC	\$300,000	\$100,000			
IN Broadcasters Foundation - Hall of Fame Dinner	Vitality	PC	\$50,000	\$5,000	\$5,000	\$5,000	\$10,000
					\$6,699,850	\$4,802,863	\$1,829,466

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

COMPUTERS AND SOFTWARE	114,329
FURNITURE AND FIXTURES	141,425
BUILDINGS - FAIRHILL REALTY	2,233,503
LAND - FAIRHILL REALTY	205,418
LAND IMPROVEMENTS - FAIRHILL REALTY	86,998
FURNITURE, FIXTURES, AND EQUIPMENT - FAIRHILL REALTY	365,621
<b>ASSET TOTAL</b>	<b><u>3,147,294</u></b>
ACCUMULATED DEPRECIATION - COMPUTERS AND SOFTWARE	(91,299)
ACCUMULATED DEPRECIATION - FURNITURE AND FIXTURES	(91,755)
ACCUMULATED DEPRECIATION - FAIRHILL REALTY	(1,182,077)
<b>ACCUMULATED DEPRECIATION TOTAL</b>	<b><u>(1,365,131)</u></b>
<b>NET FIXED ASSETS</b>	<b><u>1,782,163</u></b>