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Return of Private Foundation

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

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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning

, 2016, 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)

Room/suite

B. Telephone number (see instructions)

211 N PENNSYLVANIA ST STE 2500

(317) 846-7111

City or town, state or province, country, and ZIP or foreign postal code

INDIANAPOLIS, IN 46204

G Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☒ Address change

☐ Name change

H Check type of organization

☒ Section 501(c)(3) exempt private foundation

☐ Section 4947(a)(1) nonexempt charitable trust

☐ Other taxable private foundation

I Fair market value of all assets at

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

16) \$ 289,506,148.

J Accounting method

☒ Cash ☐ Accrual

☐ Other (specify)

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

C If exemption application is pending check here. ☐

D 1 Foreign organizations, check here. ☐

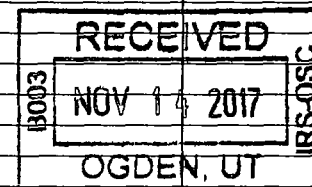
2 Foreign organizations meeting the 85% test, check here and attach computation ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here. ☐

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) (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)	492,788.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B.				
3 Interest on savings and temporary cash investments.	1,017,316.	1,013,486.		ATCH 1
4 Dividends and interest from securities	2,624,728.	2,624,728.		ATCH 2
5a Gross rents	354,258.	354,258.		
b Net rental income or (loss)	-88,982.			
6a Net gain or (loss) from sale of assets not on line 10	8,217,316.			
b Gross sales price for all assets on line 6a	16,591,374.			
7 Capital gain net income (from Part IV, line 2)		8,217,316.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule) ATCH 3	587,813.	582,659.		
12 Total. Add lines 1 through 11	13,294,219.	12,792,447.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	605,984.	187,166.		418,818.
14 Other employee salaries and wages	337,918.	26,415.		311,503.
15 Pension plans, employee benefits	253,931.	70,229.		183,702.
16a Legal fees (attach schedule) ATCH 4	37,236.			37,236.
b Accounting fees (attach schedule) ATCH 5	88,330.	41,988.		35,332.
c Other professional fees (attach schedule) [6]	1,840,636.	1,811,616.		665.
17 Interest. ATCH 7	200,867.	199,766.		
18 Taxes (attach schedule) (see instructions) [8]	134,081.	134,081.		
19 Depreciation (attach schedule) and depletion	100,706.	73,050.		
20 Occupancy	38,212.	11,464.		26,748.
21 Travel, conferences, and meetings	61,333.	18,400.		42,933.
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 9	2,876,649.	2,642,806.		236,589.
24 Total operating and administrative expenses. Add lines 13 through 23.	6,575,883.	5,216,981.		1,293,526.
25 Contributions, gifts, grants paid	7,809,137.			7,809,137.
26 Total expenses and disbursements. Add lines 24 and 25	14,385,020.	5,216,981.	0.	9,102,663.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-1,090,801.			
b Net investment income (if negative, enter -0-)		7,575,466.		
c Adjusted net income (if negative, enter -0-)				



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
Assets	1	Cash - non-interest-bearing		268,752.	293,321.	293,321.	
	2	Savings and temporary cash investments					
	3	Accounts receivable ▶ 372.					
		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 (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 ATCH 10			314,137.	314,137.	
	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 11			259,386,342.	258,520,402.	287,187,181.	
14	Land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach schedule) ▶			3,128,812. 1,417,675.	1,782,163. 1,711,137.	1,711,137.	
15	Other assets (describe ▶)						
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)			261,930,094.	260,839,369.	289,506,148.	
Liabilities	17	Accounts payable and accrued expenses					
	18	Grants payable					
	19	Deferred revenue.					
	20	Loans from officers, directors, trustees, and other disqualified persons. .					
	21	Mortgages and other notes payable (attach schedule)					
	22	Other liabilities (describe ▶ ATCH 12)			46,127.	46,203.	
23	Total liabilities (add lines 17 through 22)			46,127.	46,203.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.						
	24	Unrestricted					
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> 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 . .			261,883,967.	260,793,166.	
	30	Total net assets or fund balances (see instructions).			261,883,967.	260,793,166.	
	31	Total liabilities and net assets/fund balances (see instructions)			261,930,094.	260,839,369.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return).	1	261,883,967.
2	Enter amount from Part I, line 27a.	2	-1,090,801.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	260,793,166.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	260,793,166.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1 a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	8,217,316.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	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))
2015	16,622,146.	292,813,195.	0.056767
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
2 Total of line 1, column (d)			2 0.265878
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years.			3 0.053176
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 281,291,148.
5 Multiply line 4 by line 3.			5 14,957,938.
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 75,755.
7 Add lines 5 and 6.			7 15,033,693.
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 9,102,663.

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	151,509.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		
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	151,509.
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	151,509.
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	255,128.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	200,000.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	455,128.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9	Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	303,619.
11	Enter the amount of line 10 to be Credited to 2017 estimated tax <input type="checkbox"/> 303,619. Refunded <input type="checkbox"/> 11	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)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► 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 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 2016 or the taxable year beginning in 2016 (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

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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).	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).		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>WWW.RMFF.ORG</u>	X	
14	The books are in care of <u>KEVIN KESSINGER</u> Telephone no <u>317-846-7111</u> Located at <u>211 N PENNSYLVANIA ST STE 2500 INDIANAPOLIS, IN</u> ZIP+4 <u>46204-</u>		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>		
16	At any time during calendar year 2016, 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. If "Yes," enter the name of the foreign country <u></u>	Yes	No
			X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <u></u>		
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. <u></u>		
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 2016 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 2016)	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 2016?	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)? ☐ Yes ☒ No
Organizations relying on a current notice regarding disaster assistance check here ☐ **5b** ☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☒ Yes ☐ No
If "Yes," attach the statement required by Regulations section 53.4945-5(d) **ATCH 13**

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

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

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No **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		605,984.	97,375.	4,888.

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		221,150.	62,436.	0.

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATCH 16		672,506.

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

Part IX-A Summary of Direct Charitable Activities

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

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

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

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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	188,670,642.
b	Average of monthly cash balances	1b	7,322,260.
c	Fair market value of all other assets (see instructions).	1c	89,581,868.
d	Total (add lines 1a, b, and c)	1d	285,574,770.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	285,574,770.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	4,283,622.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	281,291,148.
6	Minimum investment return. Enter 5% of line 5	6	14,064,557.

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)

1	Minimum investment return from Part X, line 6	1	14,064,557.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	151,509.
b	Income tax for 2016 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	151,509.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	13,913,048.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	13,913,048.
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	13,913,048.

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	9,102,663.
b	Program-related investments - total from Part IX-B	1b	
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	9,102,663.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	9,102,663.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				13,913,048.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			5,911,474.	
b Total for prior years 20 <u>14</u> , 20 <u>13</u> , 20 <u>12</u>				
3 Excess distributions carryover, if any, to 2016				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>9,102,663.</u>				
a Applied to 2015, but not more than line 2a			5,911,474.	
b Applied to undistributed income of prior years (Election required - see instructions).				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2016 distributable amount.				3,191,189.
e Remaining amount distributed out of corpus.				
5 Excess distributions carryover applied to 2016 . (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017.				10,721,859.
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)				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

Form **990-PF** (2016)

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 2016, 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) 2016	(b) 2015	(c) 2014	(d) 2013	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets.					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see 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>	<div>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</div>	<div>Foundation status of recipient</div>	<div>Purpose of grant or contribution</div>	<div>Amount</div>
a Paid during the year ATCH 17				
Total ▶ 3a				7,809,137.
b Approved for future payment ATCH 18				
Total ▶ 3b				12,894,354.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments .			14	1,017,316.	
4	Dividends and interest from securities			14	2,624,728.	
5	Net rental income or (loss) from real estate					
a	Debt-financed property			16	354,258.	
b	Not debt-financed property					
6	Net rental income or (loss) from personal property. .					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	8,217,316.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory. . .					
11	Other revenue a OTHER INCOME	900099	-35,005.	15	582,659.	
b	EXCISE TAX REFUND			01	40,159.	
c	_____					
d	_____					
e	_____					
12	Subtotal Add columns (b), (d), and (e)		-35,005.		12,836,436.	
13	Total. Add line 12, columns (b), (d), and (e)					12,801,431.

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

[illegible]

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

- | | | | |
|--|--------------|-----|----|
| 1 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 |
| a Transfers from the reporting foundation to a noncharitable exempt organization of | | | |
| (1) Cash | 1a(1) | | X |
| (2) Other assets | 1a(2) | | X |
| b Other transactions | | | |
| (1) Sales of assets to a noncharitable exempt organization | 1b(1) | | X |
| (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | | X |
| (3) Rental of facilities, equipment, or other assets | 1b(3) | | X |
| (4) Reimbursement arrangements | 1b(4) | | X |
| (5) Loans or loan guarantees | 1b(5) | | X |
| (6) Performance of services or membership or fundraising solicitations | 1b(6) | | X |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | | X |
| 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

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.

**Sign
Here**

▶ KEVIN KESSINGER

11/15/2017

► 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

HOLLY M PANTZER

Firm's name ► BKD, LLP

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

Preparer's signature _____

Date _____

11/15/2016

Check ☐ if self-employed

PTIN

P00137289

Firm's EIN ▶ 44-0160260

Phone no 317.383.4000

Form **990-PF** (2016)

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

OMB No 1545-0047

2016

▶ 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.**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. Don't 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 isn't covered by the General Rule and/or the Special Rules doesn't 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 doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

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

Schedule B (Form 990, 990-EZ, or 990-PF) (2016)

Name of organization RICHARD M. FAIRBANKS FOUNDATION, INC.

Employer identification number

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	\$ 68,807.	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	\$ 62,219.	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	\$ 74,036.	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	\$ 61,553.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
5	VB FAIRBANKS CLUT #1 - NEIL FUNK III 101 W WASHINGTON STREET SUITE 500E INDIANAPOLIS, IN 46255	\$ 112,747.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
6	VB FAIRBANKS CLUT #2 - NEIL FUNK III 101 W WASHINGTON STREET SUITE 500E INDIANAPOLIS, IN 46255	\$ 113,426.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

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

Employer identification number

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

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

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

Employer identification number

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)	
116,641.		JOHCM/Ryder EMERG MKTS					VARIOUS 116,641.	VARIOUS
649,874.		ABERDEEN PE IV (FLAG)					VARIOUS 649,874.	VARIOUS
		ADAGE CAPITAL PARTNERS LP 1,288,090.					VARIOUS -1288090.	VARIOUS
574,301.		ARTISAN INTERNATIONAL					VARIOUS 574,301.	VARIOUS
110,936.		ASIA ALTERNATIVES II					VARIOUS 110,936.	VARIOUS
16,426.		AYER CAPITAL PARTNERS FUND					VARIOUS 16,426.	VARIOUS
1,262,500.		CONATUS CAPITAL OVERSEAS LTD					VARIOUS 1,262,500.	VARIOUS
1,363,624.		CONVEXITY CAPITAL OFFSHORE LP					VARIOUS 1,363,624.	VARIOUS
338,927.		COVALENT CAPITAL PARTNERS					VARIOUS 338,927.	VARIOUS
162,245.		DIST MGRS IV OFFSHORE HOLDINGS					VARIOUS 162,245.	VARIOUS
39,933.		DOVER IX					VARIOUS 39,933.	VARIOUS
242,226.		DOVER STREET VII (HARBORVEST)					VARIOUS 242,226.	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)	
163,848.		DOVER STREET VIII (HARBORVEST)					VARIOUS 163,848.	VARIOUS
		EATON VANCE SMALL CAP CORE FND 593,074.					VARIOUS -593,074.	VARIOUS
181,639.		GRUSS GLOBAL INVESTORS LTD					VARIOUS 181,639.	VARIOUS
71,870.		HARRISON STREET REP I					VARIOUS 71,870.	VARIOUS
1,419,584.		HHR ATLAS FUND					VARIOUS 1,419,584.	VARIOUS
		INDABA CAPITAL PARTNERS CAYMAN 67,975.					VARIOUS -67,975.	VARIOUS
		IR&M, BONDS - US TREASURY 179,909.					VARIOUS -179,909.	VARIOUS
134,547.		IVA WORLDWIDE CLASS 1					VARIOUS 134,547.	VARIOUS
31,471.		KNIGHTHEAD OFFSHORE FUND LTD					VARIOUS 31,471.	VARIOUS
		MASON CAPITAL 17,490.					VARIOUS -17,490.	VARIOUS
742,894.		MAYO					VARIOUS 742,894.	VARIOUS
		JOHCM/Ryder EMERG MKTS 62,766.					VARIOUS -62,766.	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)	
		SILCHESTER INT'L VALUE EQUITY 892,608.					VARIOUS -892,608.	VARIOUS
		SUN VALLEY GOLD INTERNATIONAL 4,160,178.					VARIOUS -4160178.	VARIOUS
		VANGUARD ENERGY INDEX 6,389.					VARIOUS -6,389.	VARIOUS
51,376.		WELLS FARGO CORE BOND FUND					VARIOUS 51,376.	VARIOUS
31,878.		WHITE ELM CAP OFF					VARIOUS 31,878.	VARIOUS
		HS MANAGEMENT 34,248.					VARIOUS -34,248.	VARIOUS
		AMBERBROOK VI 627.					VARIOUS -627.	VARIOUS
98,735.		DAVIDSON KEMPNER INST PTNRS LP					VARIOUS 98,735.	VARIOUS
24.		PRIVATE ADVISORS SMALL CAP BUY					VARIOUS 24.	VARIOUS
247,493.		ADAGE CAPITAL PARTNERS LP					VARIOUS 247,493.	VARIOUS
		EATON VANCE SMALL CAP CORE FUND 13,663.					VARIOUS -13,663.	VARIOUS
		OVERLOOK PARTNERS FUND, LP 220,517.					VARIOUS -220,517.	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)	
23,535.		RYDER EMERG MKTS					VARIOUS 23,535.	VARIOUS
195.		LL OPPORTUN MORT FUND S 2014					VARIOUS 195.	VARIOUS
187.		FAIRBANKS COMM LIQUIDATING TR					VARIOUS 187.	VARIOUS
1,223.		INNOVATION WORKS DEV FUND II					VARIOUS 1,223.	VARIOUS
		ASPECT VENTURES 7,004.					VARIOUS -7,004.	VARIOUS
14,268.		LEERINK REVE HEALTHCARE FUND I					VARIOUS 14,268.	VARIOUS
		NAREP II 41,177.					VARIOUS -41,177.	VARIOUS
		NAREP 13,447.					VARIOUS -13,447.	VARIOUS
5,003.		GMO FORESTRY FUND 7-B					VARIOUS 5,003.	VARIOUS
299.		FIA TIMBER SPECIAL SITUATION					VARIOUS 299.	VARIOUS
37.		MERIT ENERGY CANADA II					VARIOUS 37.	VARIOUS
		COMMONFUND NATURAL RESOURCE VI 590.					VARIOUS -590.	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)	
192.		COMMONFUND PRIVATE EQUITY VI					VARIOUS 192.	VARIOUS
124.		COMMONFUND VENTURE PARTNERS VII					VARIOUS 124.	VARIOUS
		DENHAM COMMODITY PARTNERS VI 11.					VARIOUS -11.	VARIOUS
64,545.		SILCHESTER INT'L VALUE EQUITY					VARIOUS 64,545.	VARIOUS
1,283.		CA RESOURCE CAPITAL VI					VARIOUS 1,283.	VARIOUS
12,384.		FIR TREE INTERNATIONAL VALUE FUND					VARIOUS 12,384.	VARIOUS
		COMMONFUND DISTRESSED DEBT II 119.					VARIOUS -119.	VARIOUS
783.		COMMONFUND GLOBAL DIST DEBT III					VARIOUS 783.	VARIOUS
		AMBERBROOK IV 52.					VARIOUS -52.	VARIOUS
4,392.		AMBERBROOK V					VARIOUS 4,392.	VARIOUS
5,367.		LEGACY VENTURE CAPITAL VI					VARIOUS 5,367.	VARIOUS
539.		CENDANA CAPITAL III					VARIOUS 539.	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)	
5,205.		SVB STRATEGIC FUND IV					VARIOUS 5,205.	VARIOUS
32,645.		INEXT FUND, LP					VARIOUS 32,645.	VARIOUS
25,012.		TIFF PARTNERS V					VARIOUS 25,012.	VARIOUS
		ABERDEEN FRONTIER MKT EQUITY 61,821.					VARIOUS -61,821.	VARIOUS
1,026,635.		ADAGE CAPITAL PARTNERS LP					VARIOUS 1,026,635.	VARIOUS
45,052.		AMBERBROOK IV, LLC					VARIOUS 45,052.	VARIOUS
308,641.		AMBERBROOK V					VARIOUS 308,641.	VARIOUS
254,584.		AMBERBROOK VI					VARIOUS 254,584.	VARIOUS
		APOLLO INVESTMENT FUND VI 12,815.					VARIOUS -12,815.	VARIOUS
25,779.		CA RESOURCE CAPITAL VI					VARIOUS 25,779.	VARIOUS
		NAREP 26,302.					VARIOUS -26,302.	VARIOUS
		NAREP II 64,521.					VARIOUS -64,521.	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)	
105,615.		CENTERFIELD CAPITAL PARTNERS II					VARIOUS 105,615.	VARIOUS
		COMMONFUND GLOBAL DIST DEBT III 238,265.					VARIOUS -238,265.	VARIOUS
		COMMONFUND DISTRESSED DEBT II 93,425.					VARIOUS -93,425.	VARIOUS
15,808.		COMMONFUND NATURAL RESOURCE VI					VARIOUS 15,808.	VARIOUS
268,673.		COMMONFUND PRIVATE EQUITY VI					VARIOUS 268,673.	VARIOUS
121,481.		COMMONFUND VENTURE PARTNER VII					VARIOUS 121,481.	VARIOUS
176,152.		DAVIDSON KEMPNER INST PTNRS LP					VARIOUS 176,152.	VARIOUS
		DENHAM COMMODITY PARTNERS VI 80,408.					VARIOUS -80,408.	VARIOUS
867,647.		EATON VANCE SMALL CAP CORE FND					VARIOUS 867,647.	VARIOUS
		FAIRBANKS COMM LIQUIDATING TR 313.					VARIOUS -313.	VARIOUS
39,245.		GMO FORESTRY FUND 7-B					VARIOUS 39,245.	VARIOUS
		GMO FORESTRY FUND 8-B 2,680.					VARIOUS -2,680.	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)	
165,804.		HARRISON STREET REP					VARIOUS 165,804.	VARIOUS
5,330.		INDIANA SEED FUND II					VARIOUS 5,330.	VARIOUS
269,344.		INEXT FUND, LP					VARIOUS 269,344.	VARIOUS
9,642.		INNOVATION WORKS DEV FUND II					VARIOUS 9,642.	VARIOUS
363,208.		LEERINK REVE HEALTHCARE FUND I					VARIOUS 363,208.	VARIOUS
86,389.		LEGACY VENTURE CAPITAL VI					VARIOUS 86,389.	VARIOUS
29,224.		LEVEL EQ OPP FUND 2015					VARIOUS 29,224.	VARIOUS
894.		LIME ROCK CAPITAL III					VARIOUS 894.	VARIOUS
94,019.		LL OPPORTUN MORT FUND S 2014					VARIOUS 94,019.	VARIOUS
287,308.		OVERLOOK PARTNERS FUND, LP					VARIOUS 287,308.	VARIOUS
307,822.		PEAK ROCK CAPITAL I					VARIOUS 307,822.	VARIOUS
1,351,402.		PERMIT CAPITAL MORTGAGE FUND H					VARIOUS 1,351,402.	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)	
183,715.		PRIVATE ADVISORS SMALL CAP BUY					VARIOUS 183,715.	VARIOUS
352,612.		RYDER EMERG MKTS					VARIOUS 352,612.	VARIOUS
532,595.		SILCHESTER INT'L VALUE EQUITY					VARIOUS 532,595.	VARIOUS
538,611.		SVB STRATEGIC FUND IV					VARIOUS 538,611.	VARIOUS
184,393.		TIFF PARTNERS V					VARIOUS 184,393.	VARIOUS
		TIFF REAL ESTATE PARTNERS I, LLC 7,651.					VARIOUS -7,651.	VARIOUS
224,263.		TIFF REAL ESTATE PARTNERS II, LLC					VARIOUS 224,263.	VARIOUS
99,277.		VCFA PRIVATE EQUITY PARTNERS					VARIOUS 99,277.	VARIOUS
		VARIOUS K-1'S 121,136.					VARIOUS -121,136.	VARIOUS
		VARIOUS K-1'S 64,787.					VARIOUS -64,787.	VARIOUS
TOTAL GAIN(LOSS)							<u>8,217,316.</u>	

ATTACHMENT 1FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INTEREST INCOME - US TREASURY	451,873.	451,873.
INTEREST INCOME - OTHER	561,613.	561,613.
TAX-EXEMPT INTEREST INCOME	3,830.	
TOTAL	<u>1,017,316.</u>	<u>1,013,486.</u>

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
DIVIDEND INCOME	2,624,728.	2,624,728.
TOTAL	<u>2,624,728.</u>	<u>2,624,728.</u>

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ROYALTY INCOME FROM K-1	115,208.	115,208.
ORDINARY INCOME FROM K-1	455,114.	528,922.
PORTFOLIO LOSS FROM K-1	-73,194.	-111,997.
RENTAL INCOME FROM K-1	50,526.	50,526.
EXCISE TAXES	40,159.	
TOTALS	587,813.	582,659.

ATTACHMENT 4

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES	37,236.			37,236.
TOTALS	<u>37,236.</u>			<u>37,236.</u>

ATTACHMENT 5FORM 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	88,330.	41,988.		35,332.
TOTALS	<u>88,330.</u>	<u>41,988.</u>		<u>35,332.</u>

ATTACHMENT 6FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
CUSTODIAL FEES	72,469.	72,469.	
CONSULTANT FEES	380,380.	380,380.	
INVESTMENT MANAGEMENT FEES	1,330,534.	1,302,179.	
INVESTMENT CONSULTING FEES	56,303.	56,303.	
OTHER PROFESSIONAL FEES	950.	285.	665.
TOTALS	<u>1,840,636.</u>	<u>1,811,616.</u>	<u>665.</u>

FORM 990PF, PART I - INTEREST EXPENSE

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST	200,867.	199,766.
TOTALS	200,867.	199,766.

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FOREIGN TAXES	134,081.	134,081.
TOTALS	<u>134,081.</u>	<u>134,081.</u>

ATTACHMENT 9FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OFFICE SUPPLIES	13,339.	4,002.	9,337.
POSTAGE AND FREIGHT	1,746.	524.	1,222.
INSURANCE EXPENSE	10,522.	3,157.	7,365.
COMPUTER REPAIR & MAINTENANCE	59,417.	17,825.	41,592.
DUES AND SUBSCRIPTIONS	19,770.	5,931.	13,839.
COMMUNICATIONS	112,318.	4,217.	108,100.
NONDEDUCTIBLE EXPENSES	-2,747.		
RENTAL EXP - FAIRHILL REALTY	377,591.	377,591.	
MEALS & ENTERTAINMENT	21,623.	6,487.	
PORTFOLIO DEDUCTIONS FROM K-1	2,206,341.	2,206,341.	15,136.
BANK SERVICE CHARGE	244.	73.	
SOFTWARE MAINTENANCE	51,953.	15,586.	171.
ADP SERVICE CHARGES	2,703.	811.	36,367.
CHARITABLE CONTRIBUTIONS - K-1	937.		1,892.
MISCELLANEOUS EXPENSE	892.	261.	937.
			631.
TOTALS	<u>2,876,649.</u>	<u>2,642,806.</u>	<u>236,589.</u>

ATTACHMENT 10FORM 990PF, PART II - PREPAID EXPENSES AND DEFERRED CHARGES

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
DEPOSITS		314,137.	314,137.
TOTALS		<u>314,137.</u>	<u>314,137.</u>

ATTACHMENT 11FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PNC - BONDS	21,005,277.	19,231,942.	19,169,010.
PRIVATE ADVISORS SMALL BUYOUT	374,431.	293,315.	416,798.
TIFF REAL ESTATE PARTNER I	289,769.	283,817.	118,918.
FAIRBANKS COMM. LIQ. TRUST	7,313,837.	7,342,315.	7,336,996.
FAIRBANKS COMMUNICATIONS, LLC	-4,768,721.	-4,735,700.	
INT'L GROWTH - ARTISAN PARTNER	4,505,675.	3,174,668.	4,417,465.
DISTRESSED DEBT COMMONFUND II	2,317,853.	1,994,612.	1,018,129.
MONEY MARKET - ARMADA	4,871,210.	10,886,576.	10,567,602.
TIFF PARTNERS V	1,575,094.	1,346,099.	969,956.
VCFA PRIVATE EQUITY	1,251,159.	1,264,168.	505,029.
TIFF REAL ESTATE PARTNERS II	1,633,476.	1,463,709.	803,165.
NORTH AM. REP (CARVAL)	95,688.		
GMO FORESTRY FUND 7-B	566,364.	561,800.	926,621.
GMO FORESTRY FUND 8-B	900,811.	387,454.	394,285.
MERIT ENERGY PARTNERS E-I	1,071,386.	1,049,062.	314,335.
AMERBROOK IV, LLC	969,411.	917,581.	383,365.
COMMONFUND PRIVATE EQUITY VI	706,715.	633,837.	978,149.
CAPITAL VENTURE PTNRS VII	400,478.	319,819.	598,374.
FIA TIMBER PARTNERS, LP	1,683,856.	1,205,337.	2,681,502.
COMMONFUND NATURAL RESOURCE VI	587,151.	393,499.	737,441.
GLOBAL DISTRESSED DEBT III	2,529,048.	1,684,409.	1,646,355.
APOLLO INVESTMENT FUND VI	700,142.	677,270.	763,758.
NORTH AMERICAN REP II	1,543,562.	1,167,199.	52,924.
FIA TIMBER SPECIAL SITUATION	2,096,521.	1,850,945.	3,491,655.
BEACON CAPITAL STRATEGIC IV	1,143,956.	894,806.	114,519.
BEACON CAPITAL STRATEGIC V	2,129,084.	1,667,710.	198,444.
MERIT ENERGY PARTNERS F-1	396,037.	373,202.	75,701.
MERIT ENERGY CANADA	261,203.	260,341.	28,099.
ANGELO GORDON SUPER FUND INTL	108,544.	93,605.	31,064.
SHEPHERD INVESTMENT INTL.	101,635.	101,335.	60,649.
CENTERFIELD CAPITAL PARTNERS	694,296.	651,543.	888,702.
HARRISON STREET REAL ESTATE I	1,085,498.	933,301.	312,954.
CONVEXITY CAPITAL OFFSHORE	1.	1.	27,907.

ATTACHMENT 11 (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>
GOLDMAN SACHS DISTRESSED	1,238,300.	1,027,947.	1,715,022.
AMERBROOK V	804,882.	701,928.	933,296.
ASIA ALTERNATIVES II	1,394,041.	1,039,471.	4,309,355.
SVB STRATEGIC FUND IV	3,692,034.	3,448,566.	6,084,690.
FLAG PRIVATE EQUITY IV OFFSHOR	3,829,369.	3,662,939.	4,309,743.
DOVER STREET VII	1,802,556.	1,679,538.	1,432,274.
SEAMANS GLOBAL OPPORTUNITIES	88,542.	81,008.	75,232.
HARRISON STREET REAL ESTATE II	592,331.	504,123.	243,518.
DOVER STREET VIII	902,517.	1,176,997.	1,430,289.
ADAGE CAPITAL PARTNERS LP	11,234,464.	11,467,118.	20,524,458.
EATON VANCE SMALL CAP FUND	3,903,328.		
SILCHESTER INT'L VALUE	14,745,266.	13,774,590.	14,137,875.
IND FUTURE FD II NEXT LP	1,551,311.	1,515,557.	2,139,246.
MERIT ENERGY PARTNERS G	6,544,568.	6,141,780.	3,917,584.
MAYO CAPITAL	4,377,064.		
GOLD ETF NATIONAL CITY	4,067,649.	4,067,649.	3,474,637.
OVERLOOK PARTNERS FUND, LP	6,708,417.	8,913,934.	10,221,343.
AYER CAPITAL PARTNERS FUND	1.	1.	230,168.
CONATUS CAPITAL OVERSEAS LTD	2,500,000.	1.	198,327.
COVALENT CAPITAL PARTNERS	1.		
DAVIDSON KEMPNER INST PTNRS LP	5,344,303.	5,759,049.	5,938,588.
FINE OFFSHORE FUND	1,900,000.	1,396,974.	1,186,253.
FIR TREE INTERNTL VALUE FUND	4,604,824.	4,617,767.	3,688,032.
GRUSS GLOBAL INVESTROS LTD	4,900,000.	1.	267,455.
HHR ATLAS FUND	2,126,331.		
HIGHLINE CAPITAL PARTNERS LP	4,400,000.	4,400,000.	5,480,169.
KNIGHTHEAD OFFSHORE FUND LTD	4,600,000.	4,376,457.	5,125,197.
MASON CAPITAL LTD	191,316.		
VALINOR CAPITAL PARTNERS OFFSH	4,000,000.	4,000,000.	5,600,499.
IVA WORLDWIDE FUND	11,461,842.	11,596,389.	11,750,514.
PERMIT CAPITAL MEETING FUND H	1,616,926.	1,043,298.	2,216,962.
LEGACY VENTURE CAPITAL VI	2,025,309.	2,292,947.	3,487,434.
DENHAM COMMODITY PARTNERS	1,158,545.	1,822,083.	2,190,142.

ATTACHMENT 11 (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>
CHARLES RIVER INTL FUND	1,069,593.	1,605,611.	2,344,673.
AMERBROOK VI	1,593,694.	1,389,386.	1,756,403.
INDIANA SEED FUND II	313,155.	487,346.	635,205.
SUN VALLEY GOLD INTERNATIONAL	6,764,300.		
OCTAVIAN OFFSHORE FUND	443,971.	332,904.	33,538.
HOPLITE OFFSHORE FUND	2,500,000.	2,500,000.	2,682,916.
INDABA CAPITAL PARTNERS	1,528,360.	15,116.	15,116.
FALCON EDGE GLOBAL LTD	3,000,000.	3,000,000.	1,904,375.
CA RESOURCE CAPITAL VI	1,342,196.	1,982,294.	2,468,266.
PEAK ROCK CAPITAL I	928,930.	1,124,763.	1,442,507.
INNOVATION WORKS DEV FUND II	585,086.	738,042.	1,542,856.
LL OPPORTUNITY MORTGAGE FUND	425,795.	226,989.	281,895.
WELLS FARGO CORE BOND FUND	10,187,593.	6,416,918.	6,323,333.
HS MANAGEMENT	6,368,620.	6,377,118.	7,053,188.
ABERDEEN FRONTIER MKT EQUITY	6,520,125.	6,456,011.	5,234,630.
LEVEL EQUITY GROWTH II	388,114.	1,129,406.	1,551,672.
RUBICON TECHNOLOGY PARTNERS	1,324,632.	1,908,350.	2,146,579.
SOFINNOVA HEALTHCARE	761,058.	1,601,973.	1,632,067.
LIME ROCK CAPITAL III	3,061,206.	3,015,128.	3,299,212.
BAXTER ST OFFSHORE	5,000,000.	5,000,000.	5,173,612.
JOHCM/RDER EMERG MKTS	8,036,300.	8,553,292.	8,379,671.
INNOVATION WORKS DEV FUND III	187,539.	562,362.	730,992.
LEVEL EQ OPP FUND 2015	401,500.	447,599.	620,512.
ASPECT VENTURES	1,077,546.	1,505,646.	1,870,787.
LEERINK REVE HEALTHCARE FUND I	786,994.	984,170.	1,346,244.
MVM INTER LIFE SCIENCE IV	746,058.	1,371,805.	2,251,089.
VANGUARD ENERGY INDEX	8,197,493.	5,864,492.	5,754,214.
HIGHFIELDS CAPITAL	5,400,000.	5,400,000.	6,129,187.
SENATOR GLOBAL OPP OFFSHORE	2,000,000.	5,300,000.	5,286,598.
TWO SIGMA US ALL CAP CORE FUND		5,726,047.	5,734,508.
CENDANA CAPITAL III, LP		-8,428.	
CLEAR VENTURES, LP		482,712.	481,429.
HEALTHQUEST PARTNERS II, LP		450,418.	445,933.

ATTACHMENT 11 (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>
ELEPHANT I, LP		1,589,743.	2,042,210.
LEVEL EQUITY GROWTH PTRS III		30,449.	28,347.
DOVER IX, LP		117,857.	151,776.
HARBOURVEST REAL ASSETS III		-438.	83,120.
LIME ROCK RESOURCES IV-C, LP		617,706.	649,089.
CHARLES RIVER INST FUND III		-26,784.	
PELICAN ENERGY PARTNERS II LP		266,710.	231,367.
AQR STYLE PREMIA OFFSHORE FUND		4,000,000.	3,959,906.
BIL, LTD.		5,500,000.	5,549,986.
KENSICO OFFSHORE FUND II, LTD		5,600,000.	5,600,000.
TOTALS	<u>259,386,342.</u>	<u>258,520,402.</u>	<u>287,187,181.</u>

ATTACHMENT 12FORM 990PF, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>
OTHER CURRENT LIABILITIES	206.	282.
SECURITY DEPOSITS - FAIRHILL	45,921.	45,921.
TOTALS	<u>46,127.</u>	<u>46,203.</u>

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: 06/01/2016
GRANT AMOUNT: 150,000.
GRANT PURPOSE: TO SUPPORT IMPLEMENTATION OF THE OPPORTUNITY CULTURE
INITIATIVE WITHIN INDIANAPOLIS PUBLIC SCHOOLS
AMOUNT EXPENDED: 150,000.
ANY DIVERSION? NO
DATES OF REPORTS: JUNE 1, 2017
VERIFICATION DATE:
RESULTS OF VERIFICATION:
PUBLIC IMPACT, LLC SUBMITTED A REPORT TO THE FOUNDATION IN 2017. 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.

GRANTEE'S NAME: EDUCATION FIRST CONSULTING, LLC
GRANTEE'S ADDRESS: P.O. BOX 22871
CITY, STATE & ZIP: SEATTLE, WA 98122-0871
GRANT DATE: 11/10/2016
GRANT AMOUNT: 68,025.
GRANT PURPOSE: TO AID INDIANAPOLIS PUBLIC SCHOOLS REFINE AND
PRIORITIZE ITS TEACHER TALENT STRATEGY.
AMOUNT EXPENDED: 68,025.
ANY DIVERSION? NO
DATES OF REPORTS: APRIL 11, 2017; MAY 16, 2017; DECEMBER 1, 2017
VERIFICATION DATE:
RESULTS OF VERIFICATION:
EDUCATION FIRST HAS SUBMITTED REPORTS ON APRIL 11, 2017 AND MAY 16,
2017. A FINAL REPORT IS EXPECTED TO BE SUBMITTED BY DECEMBER 1, 2017.
VERIFICATION OF GRANT EXPENDITURES WILL BE PERFORMED WITH THIS LATER
SUBMISSION.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 14

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
LEONARD J BETLEY 211 N PENNSYLVANIA ST STE 2500 INDIANAPOLIS, IN 46204	DIRECTOR /PER YEAR 45.00	0.	0.	0.
THOMAS H RISTINE 211 N PENNSYLVANIA ST STE 2500 INDIANAPOLIS, IN 46204	DIRECTOR /PER YEAR 45.00	0.	0.	0.
JONATHAN B FAIRBANKS 211 N PENNSYLVANIA ST STE 2500 INDIANAPOLIS, IN 46204	DIRECTOR /PER YEAR 45.00	0.	0.	0.
ROGER S SNOWDON 211 N PENNSYLVANIA ST STE 2500 INDIANAPOLIS, IN 46204	DIRECTOR /PER YEAR 45.00	0.	0.	0.
DANIEL C APPEL 211 N PENNSYLVANIA ST STE 2500 INDIANAPOLIS, IN 46204	CHAIRMAN /PER YEAR 45.00	0.	0.	0.

*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 TRUSTEESATTACHMENT 14 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
ELIZABETH F MANN 211 N PENNSYLVANIA ST STE 2500 INDIANAPOLIS, IN 46204	DIRECTOR /PER YEAR 45.00	0.	0.	0.
CHRISTOPHER M CALLAHAN 211 N PENNSYLVANIA ST STE 2500 INDIANAPOLIS, IN 46204	DIRECTOR /PER YEAR 45.00	0.	0.	0.
BRYAN A. MILLS 211 N PENNSYLVANIA ST STE 2500 INDIANAPOLIS, IN 46204	DIRECTOR /PER YEAR 45.00	0.	0.	0.
PATRICIA DEAN 211 N PENNSYLVANIA ST STE 2500 INDIANAPOLIS, IN 46204	CFO (JAN - MAY) 24.00	32,609.	9,803.	352.
ELLEN QUIGLEY 211 N PENNSYLVANIA ST STE 2500 INDIANAPOLIS, IN 46204	VP OF PROGRAMS & SECRETARY 40.00	160,094.	11,361.	1,419.
CLAIRE FIDDIAN-GREEN 211 N PENNSYLVANIA ST STE 2500 INDIANAPOLIS, IN 46204	PRESIDENT & CEO 40.00	243,100.	37,768.	2,338.

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

2016 FORM 990-PF

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 211 N PENNSYLVANIA ST STE 2500 INDIANAPOLIS, IN 46204	DIRECTOR /PER YEAR 45.00	0.	0.	0.
STEFFANIE RHINESMITH 211 N PENNSYLVANIA ST STE 2500 INDIANAPOLIS, IN 46204	VP & CHEIF INVESTMENT OFFICER 20.00	72,569.	17,497.	550.
KEVIN KESSIGNER 211 N PENNSYLVANIA ST STE 2500 INDIANAPOLIS, IN 46204	TREASURER & CFO (JUN-DEC) 40.00	97,612.	20,946.	229.
GRAND TOTALS		605,984.	97,375.	4,888.

*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 EMPLOYEESATTACHMENT 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 211 N. PENNSYLVANIA ST. SUITE 2500 INDIANAPOLIS, IN 46204	32.00	65,749.	25,215. 0.
SARAH SULLIVAN 211 N. PENNSYLVANIA ST. SUITE 2500 INDIANAPOLIS, IN 46204	40.00	88,120.	21,677. 0.
ALEX COHEN 211 N. PENNSYLVANIA ST. SUITE 2500 INDIANAPOLIS, IN 46204	40.00	67,281.	15,544. 0.
TOTAL COMPENSATION		<u>221,150.</u>	<u>62,436.</u> <u>0.</u>

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 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	380,380.
BKD, LLP 201 N. ILLINOIS STREET INDIANAPOLIS, IN 46204	ACCOUNTING SVCS	88,330.
NIGHTENGALE REALTY 1 INDIANA SQ STE 2070 INDIANAPOLIS, IN 46204	CONSTRUCTION & RENT	203,796.
TOTAL COMPENSATION		<u>672,506.</u>

2016 Grant Payments

RICHARD M. FAIRBANKS FOUNDATION

Name of Organization Payee	Project Title	IRS Code	Amount Paid	Paid Date
Noblesville Youth Baseball	2016 Matching Gift	PC	\$10,000.00	1/4/2016
GuideStar USA, Inc.	Membership	PC	\$5,000.00	1/4/2016
Community Foundation of Boone County	2016 Matching Gift	PC	\$100.00	1/14/2016
Eskenazi Health Foundation, Inc	2016 Matching Gift	PC	\$2,000.00	1/12/2016
Indiana Transportation Museum	2016 Matching Gift	PC	\$500.00	1/8/2016
Phoenix Theatre	2016 Matching Gift	PC	\$1,000.00	1/8/2016
Our Lady of Mount Carmel Church	2016 Matching Gift	PC	\$250.00	1/12/2016
Calvary Chapel of Brandon, Inc.	2016 Matching Gift	PC	\$2,500.00	1/13/2016
Little Sisters of the Poor of Indianapolis, Inc.	2016 Matching Gift	PC	\$100.00	1/19/2016
Traders Point Christian Church	2016 Matching Gift	PC	\$2,250.00	2/8/2016
United Way of Central Indiana	2016 Matching Gift	PC	\$10,000.00	2/11/2016
United Way of Central Indiana	2016 Matching Gift	PC	\$426.68	2/12/2016
Teach for America	Operational Support for Corps and Alumni Growth & Principal Fellowship	PC	\$500,000.00	2/16/2016
Indiana Philanthropy Alliance	Membership & Leadership Circle	PC	\$18,750.00	2/29/2016
American Brain Tumor Association	2016 Matching Gift	PC	\$100.00	3/3/2016
United Way of Central Indiana	2016 Matching Gift	PC	\$426.68	4/18/2016
Network for Quality Education	General Operating Support of Marion County Charter Schools	PC	\$100,000.00	3/15/2016
The Mind Trust	President's Discretionary Sponsorship	SO I	\$30,000.00	3/18/2016
School Based Health Alliance	Membership	PC	\$500.00	4/20/2016
Baldwin-Wallace College	2016 Matching Gift	PC	\$300.00	3/22/2016
United Way of Central Indiana	2016 Matching Gift	PC	\$426.68	4/18/2016
The Philanthropy Roundtable	Membership	PC	\$7,500.00	4/12/2016
Second Helpings, Inc	Culinary Job Training Program	PC	\$100,000.00	4/15/2016
Tippecanoe County Historical Association Foundation	Donation	PC	\$250.00	4/20/2016
Grantmakers In Health	Membership	PC	\$8,050.00	4/29/2016
United Way of Central Indiana	2016 Matching Gift	PC	\$426.68	5/2/2016
Indiana University Foundation	2016 Matching Gift	PC	\$1,000.00	5/11/2016
NCSL Foundation for State Legislatures	Indiana Legislator Study Group	PC	\$66,882.00	5/13/2016
Early Learning Indiana	Staff Accreditation Program	PC	\$112,500.00	5/13/2016
America's Promise Alliance	Civic Enterprises	PC	\$91,000.00	5/13/2016
Indiana Repertory Theatre	2016 Matching Gift	PC	\$250.00	5/20/2016
Public Impact	Opportunity Culture in IPS	LLC	\$150,000.00	6/1/2016
The Mind Trust	RELAY Program	SO I	\$122,000.00	6/1/2016

Name of Organization Payee	Project Title	IRS Code	Amount Paid	Paid Date
Indiana Philanthropy Alliance	Summit-Internal Grantmaking	PC	\$7,500.00	6/2/2016
Shalom Health Care Center, Inc.	School Based Health Clinics	PC	\$160,565.00	6/8/2016
United Way of Central Indiana	2016 Matching Gift	PC	\$426.68	6/8/2016
The Center for Effective Philanthropy	Membership	PC	\$10,000.00	7/15/2016
United Way of Central Indiana	2016 Matching Gift	PC	\$426.68	7/15/2016
Foundation Center	Membership	PC	\$5,000.00	7/20/2016
United Way of Central Indiana	2016 Matching Gift	PC	\$426.68	8/1/2016
Indiana University Richard M. Fairbanks School of Public Health at IUPUI		PC	\$43,352.00	8/3/2016
Indiana University Richard M. Fairbanks School of Public Health at IUPUI		PC	\$22,971.00	8/3/2016
Community Health Network Foundation	School Based Health Clinics	SO II	\$100,000.00	8/10/2016
HealthNet, Inc.	School Based Health Clinics	PC	\$130,820.00	8/10/2016
Shalom Health Care Center, Inc.	School Based Health Clinics	PC	\$370,500.00	8/10/2016
Central Indiana Community Foundation	President's Discretionary Sponsorship	PC	\$2,500.00	8/10/2016
United Way of Central Indiana	2016 Matching Gift	PC	\$426.68	9/1/2016
Marian University	Program Development for Educator's College	PC	\$250,000.00	9/12/2016
National Association of Charter School Authorizers (NACSA)	Strengthening Indiana Charter School Boards & Indpls Mayor Office of Education Innovation	PC	\$43,000.00	9/12/2016
United Way of Central Indiana	Expansion of High-Quality Childhood Education in IN	PC	\$112,535.00	9/12/2016
Campaign for Tobacco-Free Kids	Support for Coalition Coordination to Reduce Tobacco Rates	PC	\$757,000.00	9/12/2016
Central Indiana Corporate Partnership Foundation,	General Operating Support for BioCrossroads 2016-2018	SO I	\$776,897.00	9/12/2016
Indiana Broadcasters Foundation, Inc	Hall of Fame Dinner & Video	PC	\$5,000.00	9/12/2016
National Foundation for the Centers for Disease Control & Prevention, Inc		PC	\$1,500.00	9/27/2016
American Foundation for Suicide Prevention	2016 Matching Gift	PC	\$100.00	9/26/2016
Indiana Philanthropy Alliance	President's Discretionary Sponsorship	PC	\$200.00	9/27/2016
Fairbanks Hospital, Inc d/b/a Fairbanks	Summit Speaker Grant	PC	\$250.00	9/26/2016
Traders Point Christian Church	2016 Matching Gift	PC	\$5,000.00	9/27/2016
Indy Public Safety Foundation, Inc.	Summit Speaker Grant	PC	\$250.00	9/27/2016
The Henry M. Jackson Foundation for the Advance	Summit Speaker Grant	PC	\$1,500.00	9/27/2016
Gethsemane Church of God, Inc.	Summit Speaker Grant	PC	\$250.00	9/27/2016
United Way of Central Indiana	2016 Matching Gift	PC	\$426.68	10/3/2016
Community Health Network Foundation	Summit Speaker Grant	SO II	\$500.00	10/3/2016
Central Indiana Corporate Partnership Foundation,	CICP Membership	SO I	\$15,000.00	10/7/2016
Seacoast Outright	Summit Speaker Grant	PC	\$250.00	10/21/2016
Plainfield Christian Church	2016 Matching Gift	PC	\$4,933.50	10/21/2016
Traders Point Christian Schools	2016 Matching Gift	PC	\$5,000.00	10/21/2016
Wildlife in Crisis	Summit Speaker Grant	PC	\$250.00	10/31/2016
WFYI	Summit Speaker Grant	PC	\$1,000.00	10/31/2016
United Way of Monroe County	2016 Matching Gift	PC	\$10,000.00	10/31/2016
Phoenix Theatre	2016 Matching Gift	PC	\$1,850.00	10/31/2016
Allen County Department of Health	Summit Speaker Grant		\$250.00	10/31/2016

Name of Organization Payee	Project Title	IRS Code	Amount Paid	Paid Date
Concordia Lutheran Church	Summit Speaker Grant	PC	\$250.00	10/31/2016
Indiana Philanthropy Alliance	Summit-Internal Grantmaking	PC	\$33,284.96	10/31/2016
Indiana Philanthropy Alliance	Summit-Internal Grantmaking	PC	\$9,500.00	10/31/2016
Second Presbyterian Church	2016 Matching Gift	PC	\$1,000.00	11/2/2016
First Presbyterian Church	2016 Matching Gift	PC	\$250.00	11/3/2016
United Way of Central Indiana	2016 Matching Gift	PC	\$426.68	11/3/2016
Starfish Inc.	General Operating	PC	\$50,000.00	11/11/2016
Indiana Landmarks	General Operating	PC	\$50,000.00	11/11/2016
Crown Hill Heritage Foundation	General Operating	PC	\$25,000.00	11/11/2016
Indianapolis Zoological Society, Inc	General Operating	PC	\$50,000.00	11/11/2016
Baldwin-Wallace College	2016 Matching Gift	PC	\$300.00	11/11/2016
Methodist Health Foundation	Charles Warren Fairbanks Center for Medical Ethics	SO I	\$50,000.00	11/11/2016
St Vincent Hospital Foundation, Inc.	Physician's Medical Education Program	SO I	\$50,000.00	11/11/2016
Humane Society of Indianapolis	2016 Matching Gift	PC	\$100.00	11/11/2016
Old School Square Center for the Arts, Inc.	2016 Matching Gift	PC	\$100.00	11/11/2016
Second Presbyterian Church	2016 Matching Gift	PC	\$1,000.00	11/11/2016
WFYI	2016 Matching Gift	PC	\$500.00	11/11/2016
CMF International	2016 Matching Gift	PC	\$1,500.00	12/9/2016
Traders Point Christian Church	2016 Matching Gift	PC	\$5,250.00	11/29/2016
Building Tomorrow, Inc	2016 Matching Gift	PC	\$500.00	11/29/2016
United Way of Central Indiana	General Operating	PC	\$100,000.00	11/30/2016
Horizon House, Inc.	Designated to Health & Addiction Services	PC	\$50,000.00	11/28/2016
RecycleForce	General Operating	PC	\$50,000.00	11/28/2016
College Mentors for Kids, Inc.	General Operating	PC	\$50,000.00	11/28/2016
Reach Out and Read Indiana	General Operating	PC	\$50,000.00	11/28/2016
United Way of Central Indiana	2016 Matching Gift	PC	\$426.68	12/1/2016
Indiana University Richard M. Fairbanks School of Public Health at IUPUI		PC	\$43,568.00	12/9/2016
The Mind Trust	General Operating Support 2017-2019	SO I	\$1,000,000.00	12/9/2016
Network for Quality Education	BoardOnTrack	PC	\$120,000.00	12/9/2016
Visiting Nurse Service at St. Francis, Inc.	General Operating	PC	\$35,000.00	12/9/2016
Franciscan Health Foundation	General Operating	PC	\$50,000.00	12/9/2016
Planned Parenthood of Indiana & Kentucky, Inc.	General Operating	PC	\$50,000.00	12/9/2016
Jane Pauley Community Health Center	General Operating	PC	\$50,000.00	12/9/2016
Trinity Free Clinic	General Operating	PC	\$35,000.00	12/9/2016
Eskenazi Health Foundation, Inc.	General Operating	PC	\$100,000.00	12/9/2016
Gennesaret Free Clinic, Inc.	General Operating	PC	\$50,000.00	12/9/2016
Good News Mission, Inc. d/b/a Good News Ministries	General Operating	PC	\$35,000.00	12/9/2016
Health & Hospital Corporation of Marion County	General Operating	Munic	\$100,000.00	12/9/2016
HealthNet, Inc.	General Operating	PC	\$100,000.00	12/9/2016
Raphael Health Center, Inc	General Operating	PC	\$50,000.00	12/9/2016
Shalom Health Care Center, Inc.	General Operating	PC	\$50,000.00	12/9/2016
Shepherd Community Center, Inc.	General Operating	PC	\$35,000.00	12/9/2016
St. Vincent Hospital Foundation, Inc.	General Operating	SO I	\$50,000.00	12/9/2016
Windrose Health Network, Inc.	General Operating	PC	\$50,000.00	12/9/2016
La Plaza, Inc	General Operating	PC	\$35,000.00	12/9/2016
Humane Society for Hamilton County	2016 Matching Gift	PC	\$100.00	12/9/2016
Indianapolis Museum of Art	2016 Matching Gift	PC	\$5,000.00	12/9/2016
The Woodland Christmas Club For Needy Children	2016 Matching Gift	PC	\$100.00	12/9/2016
The Nature Conservancy	2016 Matching Gift	PC	\$5,000.00	12/9/2016

Name of Organization Payee	Project Title	IRS Code	Amount Paid	Paid Date
WFYI	Health Related Journalism & Associated Community Engagement	PC	\$300,000.00	12/16/2016
Institute for Quality Education	General Operating	PC	\$100,000 00	12/15/2016
Chalkbeat Indiana	Journalism Capacity Building	PC	\$100,000.00	12/15/2016
Purdue Foundation	2016 Matching Gift	PC	\$500 00	12/19/2016
Marian University	President's Discretionary Sponsorship	PC	\$2,000.00	11/25/2016
Eskenazi Health Foundation, Inc	Project Point	PC	\$400,000 00	12/12/2016
Orchard School	2016 Matching Gift	PC	\$250.00	7/20/2016
Indianapolis Zoological Society	2016 Matching Gift	PC	\$750.00	7/20/2016
The Cabaret at the Columbia	2016 Matching Gift	PC	\$1,000.00	6/29/2016
Razoo Foundation	2016 Matching Gift	PC	\$128.00	6/29/2016
Indiana University Foundation	2016 Matching Gift	PC	\$100.00	6/29/2016
Phoenix Theatre	2016 Matching Gift	PC	\$1,500.00	6/29/2016
Summer Stock Stage	2016 Matching Gift	PC	\$1,000.00	6/29/2016

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
211 N PENNSYLVANIA ST STE 2500
INDIANAPOLIS, IN 46204

SEE STATEMENT ATTACHED
7,809,137

TOTAL CONTRIBUTIONS PAID

7,809,137

RICHARD M. FAIRBANKS FOUNDATION
APPROVED GRANT PAYMENTS IN
2017 AND LATER

Organization	Project Title	IRS Code	Grant Amount	Payments Thru 12/31/2016	Payments Scheduled for FY 2017	Payments Scheduled for FY 2018	Payments Scheduled for FY 2019 or Later
Campaign for Tobacco-Free Kids	Health	PC	\$757,000	\$757,000			
Eskenazi Health Project POINT	Health	PC	\$700,000	\$400,000	\$300,000		
Safety Net Clinics' General Operating Support*	Health	PC	\$910,000	\$875,000	\$35,000		
School Based Clinics via 4 Health Providers (Eskenazi, Shalom, Community, & HealthNet)*	Health	PC	\$4,200,000	\$761,885			
WFYI	Health	PC	\$600,000	\$300,000	\$300,000		
Fairbanks School of Public Health- Drug Abuse Assessment	Health	PC	\$22,971	\$22,971			
Fairbanks School of Public Health- Tobacco Assessment	Health	PC	\$64,152	\$43,352			
Richard M. Fairbanks School of Public Health Evaluation of School Based Health Clinics	Health	PC	\$43,568	\$43,568		\$3,000,000	
Builer University	Education	PC	\$10,000,000		\$3,500,000		
Chalkbeat Indiana	Education	PC	\$200,000	\$100,000	\$100,000		
Civic Enterprises	Education	PC	\$91,000	\$91,000			
Early Learning Indiana	Education	PC	\$225,000	\$112,500			
EdChoice	Education	PC	\$200,000		\$100,000	\$100,000	
Education First (Expenditure Responsibility)	Education	PC	\$68,025		\$68,025		
Institute for Quality Education (IQE)	Education	PC	\$200,000	\$100,000	\$100,000		
Marian University	Education	PC	\$250,000	\$250,000			
National Association of Charter School Authorizers	Education	PC	\$43,000	\$43,000			
National Conference of State Legislatures	Education	PC	\$66,882	\$66,882			
Network for Quality Education- BoardOnTrack	Education	PC	\$420,000	\$120,000	\$300,000		
Network for Quality Education- Marion Co. Charters	Education	PC	\$200,000	\$100,000	\$100,000		
Public Impact (Expenditure Responsibility)	Education	PC	\$150,000	\$150,000			
Teach for America (2015-2017)	Education	PC	\$1,000,000	\$500,000			

Teach for America (2018-2020)	Education	PC	\$1,000,000		\$500,000	\$500,000
The Mind Trust - RELAY	Education	PC	\$366,000	\$122,000	\$122,000	\$122,000
The Mind Trust- (2017-2019) Operations	Education	PC	\$3,000,000	\$1,000,000	\$1,000,000	\$1,000,000
United Way of Central Indiana- Quality Preschool	Education	PC	\$112,535	\$112,535		
CICF/BioCrossroads (2016-2018)	Vitality	PC	\$2,394,226	\$776,897	\$797,863	\$819,466
IN Broadcasters Foundation - Hall of Fame Dinner	Vitality	PC	\$50,000	\$5,000	\$5,000	\$20,000
Second Helpings	Vitality	PC	\$100,000	\$100,000		
				\$7,327,888	\$5,546,466	\$20,000

FORM 990PF, 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
211 N PENNSYLVANIA ST STE 2500
INDIANAPOLIS, IN 46204

SEE STATEMENT ATTACHED

12,894,354

TOTAL CONTRIBUTIONS APPROVED

12,894,354

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

COMPUTERS AND SOFTWARE	88,489
FURNITURE AND FIXTURES	141,425
BUILDINGS - FAIRHILL REALTY	2,240,861
LAND - FAIRHILL REALTY	205,418
LAND IMPROVEMENTS - FAIRHILL REALTY	86,998
FURNITURE, FIXTURES, AND EQUIPMENT - FAIRHILL REALTY	365,621
ASSET TOTAL	<u>3,128,812</u>
ACCUMULATED DEPRECIATION - COMPUTERS AND SOFTWARE	(75,196)
ACCUMULATED DEPRECIATION - FURNITURE AND FIXTURES	(101,381)
ACCUMULATED DEPRECIATION - FAIRHILL REALTY	(1,241,098)
ACCUMULATED DEPRECIATION TOTAL	<u>(1,417,675)</u>
NET FIXED ASSETS	<u><u>1,711,137</u></u>