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EXTENDED TO NOVEMBER 15, 2017

Return of Private Foundation

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

OMB No 1545-0052

2016

Open to Public Inspection

Form 990-PF

Department of the Treasury
Internal Revenue Service

Do not enter social security numbers on this form as it may be made public.

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

For calendar year 2016 or tax year beginning

, and ending

Name of foundation FAIR PLAY FOUNDATION		A Employer identification number 51-6017779
Number and street (or P.O. box number if mail is not delivered to street address) SUITE 1010, 100 WEST 10TH STREET		B Telephone number 302-777-4711
City or town, state or province, country, and ZIP or foreign postal code WILMINGTON, DE 19801		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 11,845,651. (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 ☐
J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) _____		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		230,042.	230,042.		STATEMENT 1
5a Gross rents		7,000.	7,000.		STATEMENT 2
b Net rental income or (loss) 7,000.					
6a Net gain or (loss) from sale of assets not on line 10		32,526.			
b Gross sales price for all assets on line 6a 2,945,816.			32,526.		
7 Capital gain net income (from Part IV, line 2)					
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)		9,447.	0.		STATEMENT 3
11 Other income		279,015.	269,568.		
12 Total. Add lines 1 through 11		48,000.	14,400.		33,600.
13 Compensation of officers, directors, trustees, etc					
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 4		17,100.	0.		17,100.
c Other professional fees STMT 5		83,765.	83,765.		0.
17 Interest					
18 Taxes STMT 6		15,095.	5,402.		3,672.
19 Depreciation and depletion		4,400.	0.		
20 Occupancy		16,133.	0.		16,133.
21 Travel, conferences, and meetings		16,425.	0.		16,425.
22 Printing and publications					
23 Other expenses STMT 7		27,824.	0.		27,824.
24 Total operating and administrative expenses. Add lines 13 through 23		228,742.	103,567.		114,754.
25 Contributions, gifts, grants paid		621,000.			621,000.
26 Total expenses and disbursements. Add lines 24 and 25		849,742.	103,567.		735,754.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<570,727.>			
b Net investment income (if negative, enter -0-)			166,001.		
c Adjusted net income (if negative, enter -0-)				N/A	

15

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash - non-interest-bearing	300,870.	231,133.	231,133.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶ Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	18,811.	18,949.	18,949.
	10a Investments - U.S. and state government obligations STMT 8	15,518.	11,201.	12,471.
	b Investments - corporate stock STMT 9	5,659,519.	5,447,885.	7,498,911.
	c Investments - corporate bonds STMT 10	202,488.	156,147.	163,837.
	11 Investments - land, buildings, and equipment basis ▶ 33,697. Less accumulated depreciation ▶	33,697.	33,697.	1,000,000.
	12 Investments - mortgage loans			
	13 Investments - other STMT 11	3,198,895.	2,970,480.	2,902,253.
	14 Land, buildings, and equipment: basis ▶ 110,586. Less accumulated depreciation STMT 12 ▶ 99,953.	15,033.	10,633.	10,633.
	15 Other assets (describe ▶ STATEMENT 13)	8,510.	7,464.	7,464.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	9,453,341.	8,887,589.	11,845,651.
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			
	22 Other liabilities (describe ▶ STATEMENT 14)	47,719.	52,694.	
Net Assets or Fund Balances	23 Total liabilities (add lines 17 through 22)	47,719.	52,694.	
	Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	9,405,622.	8,834,895.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	9,405,622.	8,834,895.	
	30 Total net assets or fund balances	9,405,622.	8,834,895.	
	31 Total liabilities and net assets/fund balances	9,453,341.	8,887,589.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1 9,405,622.
2 Enter amount from Part I, line 27a	2 <570,727.>
3 Other increases not included in line 2 (itemize) ▶	3 0.
4 Add lines 1, 2, and 3	4 8,834,895.
5 Decreases not included in line 2 (itemize) ▶	5 0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 8,834,895.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES			
b CAPITAL GAINS DIVIDENDS			
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 2,935,158.		2,913,290.	21,868.
b 10,658.			10,658.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(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	
a			21,868.
b			10,658.
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	32,526.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2015	646,774.	12,620,035.	.051250
2014	641,672.	12,907,363.	.049714
2013	599,172.	12,377,951.	.048406
2012	586,172.	11,553,485.	.050736
2011	575,995.	10,854,753.	.053064

2 Total of line 1, column (d)	2	.253170
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	.050634
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	11,945,898.
5 Multiply line 4 by line 3	5	604,869.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,660.
7 Add lines 5 and 6	7	606,529.
8 Enter qualifying distributions from Part XII, line 4	8	735,754.

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.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	1,660.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	1,660.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	1,660.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	8,565.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	8,565.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	6,905.	
11 Enter the amount of line 10 to be: Credited to 2017 estimated tax ☒ Refunded ☐	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☒ \$ 0. (2) On foundation managers. ☒ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☒ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2	X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5	X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ DE		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X

N/A

Part VII-A Statements Regarding Activities (continued)

	Yes	No
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)		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	X	
14 The books are in care of ► MANAGEMENT Telephone no. ► 302-777-4711 Located at ► SUITE 1010, 100 W 10TH ST, WILIMINGTON, DE ZIP+4 ► 19801		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A
16 At any time during calendar year 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 ►	16	X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? If "Yes," list the years ►	☐ Yes ☒ 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.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 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.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?		4b X

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

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?

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 15		48,000.	0.	0.

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

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

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

0

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

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

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

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

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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	10,727,071.
b	Average of monthly cash balances	1b	400,744.
c	Fair market value of all other assets	1c	1,000,000.
d	Total (add lines 1a, b, and c)	1d	12,127,815.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	12,127,815.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	181,917.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	11,945,898.
6	Minimum investment return. Enter 5% of line 5	6	597,295.

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	597,295.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	1,660.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,660.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	595,635.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	595,635.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	595,635.

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	735,754.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	735,754.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	1,660.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	734,094.

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				595,635.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011	38,403.			
b From 2012	19,830.			
c From 2013	7,871.			
d From 2014	10,441.			
e From 2015	25,568.			
f Total of lines 3a through e	102,113.			
4 Qualifying distributions for 2016 from Part XII, line 4: ► \$	735,754.			
a Applied to 2015, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2016 distributable amount				595,635.
e Remaining amount distributed out of corpus	140,119.			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	242,232.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7	38,403.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	203,829.			
10 Analysis of line 9:				
a Excess from 2012	19,830.			
b Excess from 2013	7,871.			
c Excess from 2014	10,441.			
d Excess from 2015	25,568.			
e Excess from 2016	140,119.			

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

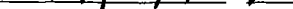
- | | | Yes | No |
|----------|--|--------------|----------|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| 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
N/A		

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, 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    **Trustee**

Signature of officer or trustee Date Title

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	MICHAEL A. TROLIO		07-27-17		P00357423
	Firm's name ▶ GUNNIP & COMPANY LLP			Firm's EIN ▶ 51-0076769	
	Firm's address ▶ 2751 CENTERVILLE RD., STE. 300 WILMINGTON, DE 19808			Phone no. 302-225-5000	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MORGAN STANLEY SMITH BARNEY #010930	60,182.	1,242.	58,940.	58,940.	
MORGAN STANLEY SMITH BARNEY #081962	112,901.	9,276.	103,625.	103,625.	
MORGAN STANLEY SMITH BARNEY #095541	67,614.	140.	67,474.	67,474.	
WILMINGTON TRUST	3.	0.	3.	3.	
TO PART I, LINE 4	240,700.	10,658.	230,042.	230,042.	

FORM 990-PF RENTAL INCOME STATEMENT 2

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

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MISCELLANEOUS	9,447.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	9,447.	0.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
GUNNIP & COMPANY	17,100.	0.		17,100.
TO FORM 990-PF, PG 1, LN 16B	17,100.	0.		17,100.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT COMMISSIONS	83,765.	83,765.		0.
TO FORM 990-PF, PG 1, LN 16C	83,765.	83,765.		0.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
REAL ESTATE TAXES	3,344.	3,344.		0.
PAYROLL TAXES	3,672.	0.		3,672.
FEDERAL EXCISE TAXES	6,021.	0.		0.
FOREIGN TAXES	2,058.	2,058.		0.
TO FORM 990-PF, PG 1, LN 18	15,095.	5,402.		3,672.

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INSURANCE	24,304.	0.		24,304.	
OFFICE	3,165.	0.		3,165.	
DUES AND SUBSCRIPTIONS	355.	0.		355.	
TO FORM 990-PF, PG 1, LN 23	27,824.	0.		27,824.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	8
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
SEE SCHEDULE NO. 1	X		11,201.	12,471.	
TOTAL U.S. GOVERNMENT OBLIGATIONS			11,201.	12,471.	
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS					
TOTAL TO FORM 990-PF, PART II, LINE 10A			11,201.	12,471.	

FORM 990-PF		CORPORATE STOCK		STATEMENT	9
DESCRIPTION		BOOK VALUE	FAIR MARKET VALUE		
SEE SCHEDULE NO. 1		5,447,885.	7,498,911.		
TOTAL TO FORM 990-PF, PART II, LINE 10B		5,447,885.	7,498,911.		

FORM 990-PF	CORPORATE BONDS	STATEMENT 10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE NO. 1	156,147.	163,837.
TOTAL TO FORM 990-PF, PART II, LINE 10C	156,147.	163,837.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 11
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE NO. 3	COST	2,970,480.	2,902,253.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,970,480.	2,902,253.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT 12
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
FURNITURE & FIXTURES	87,287.	87,287.	0.
PICTURE LIGHTS	1,300.	1,300.	0.
2014 HONDA CIVIC	22,000.	11,367.	10,633.
TOTAL TO FM 990-PF, PART II, LN 14	110,587.	99,954.	10,633.

FORM 990-PF	OTHER ASSETS	STATEMENT 13
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
PREPAID EXCISE TAXES	8,510.	7,464.	7,464.
TO FORM 990-PF, PART II, LINE 15	8,510.	7,464.	7,464.

FORM 990-PF	OTHER LIABILITIES	STATEMENT	14
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DEFERRED RENTAL INCOME	6,417.	6,417.
ACCRUED EXPENSE	1,906.	1,906.
DEFERRED EXCISE TAX PAYABLE	39,396.	44,371.
TOTAL TO FORM 990-PF, PART II, LINE 22	47,719.	52,694.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	15
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
BLAINE T. PHILLIPS, JR. 848 PHEASANT RUN ROAD WEST CHESTER, PA 19382	TRUSTEE, EXECUTIVE DIRECTOR 30.00	48,000.	0.	0.
BLAINE T. PHILLIPS 100 WEST 10TH STREET, SUITE 1010 WILMINGTON, DE 19801	TRUSTEE 0.00	0.	0.	0.
JAMES F. BURNETT, ESQ. 155 HICKORY HILL ROAD WEST CHESTER, PA 19382	TRUSTEE 0.00	0.	0.	0.
KRISTIN L DEMESSE 2509 TEAL ROAD BROOKMEADE I WILMINGTON, DE 19805	TRUSTEE 0.00	0.	0.	0.
GREGORY A. INSKIP 109 MARSHALL BRIDGE RD. KENNETT SQUARE, PA 19348	TRUSTEE, SECRETARY 0.00	0.	0.	0.
MILBREY R. JACOBS 900 BURNT MILL ROAD WILMINGTON, DE 19807	TRUSTEE 0.00	0.	0.	0.
W. HALSEY SPRUANCE, JR. 85 BULLOCK ROAD CHADDS FORD, PA 19317	VICE PRESIDENT 0.00	0.	0.	0.

FAIR PLAY FOUNDATION

51-6017779

JEANNE S. GAZZILLO
500 DELAWARE AVE., STE. 1500
WILMINGTON, DE 19801

TRUSTEE
0.00

0. 0. 0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

48,000. 0. 0.

2016 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Conv	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
1	(D)SEE SCHEDULE NO. 2	VARIOUS	L				33,697.				33,697.			0.	
2	FURNITURE & FIXTURES	03/31/98	VAR	.000	HY	16	87,287.				87,287.	87,287.		0.	87,287.
3	PICTURE LIGHTS	04/06/04	SL	7.00		16	1,300.				1,300.	1,300.		0.	1,300.
14	2014 HONDA CIVIC	05/28/14	SL	5.00		16	22,000.				22,000.	6,967.		4,400.	11,367.
	* TOTAL 990-PF PG 1 DEPR						144,284.				144,284.	95,554.		4,400.	99,954.
	CURRENT YEAR ACTIVITY														
	BEGINNING BALANCE						144,284.			0.	144,284.	95,554.			99,954.
	ACQUISITIONS						0.			0.	0.	0.			0.
	DISPOSITIONS						33,697.			0.	33,697.	0.			0.
	ENDING BALANCE						110,587.			0.	110,587.	95,554.			99,954.
	ENDING ACCUM DEPR LESS DISPOSITIONS											99,954.			
	ENDING BOOK VALUE											10,633.			

FAIR PLAY FOUNDATION

SCHEDULE NO. 1
ID NO. 51-6017779
YEAR ENDED 12-31-16

PART II LINE 10 - INVESTMENTS

	Book Value	Fair Market Value
250,000 GNMA PL#468342 SF 6.000% Due 09-15-28	3,088	3,527
250,000 GNMA PL#518574 SF 7.000% Due 11-15-29	2,202	2,374
53,000 GNMA PL#628032 SF 5.000% Due 03-15-34	3,621	3,929
58,000 GNMA PL#658297 SF 5.500% Due 02-15-37	2,290	2,640
Total Form 990-PF, Page 2, Line 10a	<u>\$ 11,201</u>	<u>\$ 12,471</u>
1,600 Abbott Laboratories	49,669	61,456
1,000 Abbvie Inc Com	36,798	62,620
600 Accenture PLC Ireland CI A	65,602	70,278
300 Acuity Brands Inc	77,956	69,258
700 Adobe Systems	26,563	72,065
289 Adobe Systems	27,770	29,753
500 Air Prod & Chem Inc	22,109	71,910
1,000 Akamai Technologies Inc	78,226	66,680
492 Alibaba Group Hldg Ltd	40,962	43,203
130 Alphabet Inc CI A	39,996	103,019
39 Alphabet Inc CI A	23,486	30,906
72 Alphabet Inc CI C	40,558	55,571
107 Amazon Com Inc	34,701	80,236
1,200 American Campus Cmmtys Inc	29,466	59,724
285 Ameriprise Fincl Inc	32,675	31,618
400 Amgen Inc	44,685	58,484
1,200 Analog Devices Inc	58,725	87,144
850 Apple Inc	17,139	98,447
1,200 Automatic Data Processing Inc	99,117	123,336
973 Bank of America	21,776	21,503
1,000 Baxter Intl Inc	10,554	44,340
860 Bright Horizons Family Solut	34,382	60,217
1,200 Bristol Myers Squibb Co	91,742	70,128
661 Brown Forman Corp CI B	29,789	29,692
1,700 Canadian Natl Railway Co	36,563	114,580
800 Celgene Corp	48,414	92,600
688 Car Max	33,150	44,300
984 Charles Schwab New	26,286	38,838
79 Chipotle Mexican Grill Inc Com	42,970	29,808
955 Church & Dwight Co Inc	34,375	42,201
800 Clorox Co	91,800	96,016
600 CME Group Inc	61,997	69,210
1,500 Colgate Palmolive Co	47,532	98,160
1,000 ConocoPhillips	22,369	50,140
650 Costco Wholesale Corp New	76,393	104,072
600 Crown Castle	57,544	52,062

FAIR PLAY FOUNDATION

SCHEDULE NO. 1
ID NO. 51-6017779
YEAR ENDED 12-31-16

PART II LINE 10 - INVESTMENTS

	Book Value	Fair Market Value
800 CVS Caremark Corp	25,892	63,128
599 Danaher Corporation	36,564	46,626
500 Diageo PLC Spon ADR New	33,805	51,970
1,500 Dow Chemical Co	49,215	85,830
1,000 Eaton Corp PLC	46,879	67,090
364 Ecolab Inc	38,393	42,668
750 Ecolab Inc	79,660	87,915
800 Electronic Arts	60,413	63,008
562 Eog Resources Inc	43,027	56,818
1,200 Estee Lauder Co Inc	74,368	91,788
180 Expedia Inc New	23,196	20,390
502 Express Scripts Hldg Co Com	38,639	34,533
1,100 Exxon Mobil Corp	65,923	99,286
500 Facebook Inc Cl-A	51,589	57,525
384 Facebook Inc Cl-A	30,696	44,179
688 Fastenal Co	33,286	31,430
231 Fortive	8,266	12,389
700 Fiserv Inc. Wisconsin	26,054	74,396
1,500 Halliburton Co	76,888	81,135
600 Harris Corp DE	55,598	61,482
535 Heico Corp New	31,500	41,275
229 Henry Schein Inc	27,295	34,742
707 Hexel Corp	30,231	36,368
1,200 HCP Incorporated	23,357	35,664
800 Home Depot	63,252	107,264
343 Genly Dynamics Corp	48,311	59,222
273 GuidewireSoftware Inc	15,968	13,467
298 Idexx Labs	17,659	34,946
800 Ill Tool Works Inc	61,118	97,968
2,000 Intercontinentalexchange Group	73,586	112,840
79 Intuitive Intelligence Inc	33,833	50,099
426 JB Hunt Trans Serv	31,510	41,352
750 Johnson & Johnson	50,445	86,408
1,910 Johnson CLts Intl	38,027	78,673
1,000 JPMorgan Chase & Co	40,885	86,290
600 Kimberly Clark Corp	31,108	57,060
1,039 LKQ Corporation	28,557	31,845
1,000 Magna International Inc	57,723	43,400
400 Mcdonalds Corp	50,384	48,688
343 Mead Johnson Nutrition Company	28,434	24,271
1,500 Metlife Incorporated	70,577	80,835
1,500 Microsoft Corp	44,438	93,210
814 Microsoft Corp	44,580	50,582
988 Mondelez Intl. Inc. Com	35,896	43,798
680 Nike Inc B	27,177	34,564

FAIR PLAY FOUNDATION

SCHEDULE NO. 1
ID NO. 51-6017779
YEAR ENDED 12-31-16

PART II LINE 10 - INVESTMENTS

	Book Value	Fair Market Value
634 NXP Semiconductors NV	55,921	62,138
2,000 Oracle Corp	46,894	76,900
200 O'Reilly Automotive Inc	55,713	55,682
1,500 Paypal Holdings Inc	62,250	59,205
1,000 Pentair Ltd	46,186	56,070
800 Pepsico Inc NC	82,806	83,704
500 PPG Industries Inc	47,713	47,380
34 Priceline.com Inc New	42,947	57,176
650 Prudential Financial Inc	31,026	67,639
800 Qualcomm Inc	64,471	52,160
800 Quality Care	3,900	3,720
700 Rockwell Automatives	76,786	94,080
806 Salesforce.com, Inc.	47,452	55,179
269 SBA Communications	26,933	27,777
500 Schlumberger LTD	43,261	41,975
400 Simon PPTY Group Inc	14,016	71,068
1,000 Starbucks Corp Washington	39,162	55,520
688 Starbucks Corp Washington	26,944	38,198
750 Stryker Corp	82,295	89,858
698 Suntrust Bks	27,342	38,285
1,000 Suntrust Bks	56,133	54,850
1,000 TE Connectivity Ltd New	61,801	69,280
1,035 Teva Pharmaceuticals Adr	58,726	37,519
500 Thermo Fisher Scientific Inc	15,653	70,550
236 Thermo Fisher Scientific Inc	29,477	33,300
550 Thermo Fisher Scientific Inc	77,341	77,605
1,300 TJX Cos Inc New	29,091	97,669
665 TJX Cos Inc New	42,049	49,961
155 Ultimate Software GP Inc	24,546	28,264
1,007 Under Armour Inc Cl A	28,090	25,346
1,000 Under Armour Inc Cl AA	28,833	29,050
415 Under Armour Inc Cl A	12,419	12,056
418 Under Armour Inc Cl AA	12,100	10,521
926 Unliever NV NY	35,679	38,022
800 United Parcel Service Inc Cl-B	60,997	91,712
800 United Technologies Corp	59,989	87,696
820 UnitedHealth GP Inc	59,754	131,233
1,000 V F Corporation	13,797	53,350
1,072 Visa Inc Cl A	60,345	83,637
1,320 Visa Inc Cl A	60,670	102,986
436 Wabtec	35,153	36,197
800 Walt Disney Co Hldg Co	54,465	83,376
1,269 Wells Fargo & Co New	63,120	69,935
1,000 WP Carey & Co LLC Com Shs Cl A	25,599	59,090

FAIR PLAY FOUNDATION

SCHEDULE NO. 1
ID NO. 51-6017779
YEAR ENDED 12-31-16

PART II LINE 10 - INVESTMENTS

	Book Value	Fair Market Value
Total Form 990-PF, Page 2, Line 10b	<u>5,447,885</u>	<u>7,498,911</u>
50,000 Cisco Systems Inc,4.450%, 01-15-20	54,357	54,613
50,000 General Electric Capital Corp, 6.000%, 08-07-19	50,288	56,444
25,000 EI Du Pont DE Nemours & Co, 3.625%,01-15-21	51,502	52,780
	<u>156,147</u>	<u>163,837</u>
Total Form 990-PF, Page 2, Line 10c	<u>156,147</u>	<u>163,837</u>

FAIR PLAY FOUNDATION

SCHEDULE NO. 2
ID NO. 51-6017779
YEAR ENDED 12-31-16

PART II LINE 11 - INVESTMENTS

	Book Value	Market Value
Land - 146.686 acres - Milford Hundred, Kent County	33,697	1,000,000
	<u>33,697</u>	<u>1,000,000</u>

FAIR PLAY FOUNDATION

SCHEDULE NO. 3
ID NO. 51-6017779
YEAR ENDED 12-31-16

PART II LINE 13 - INVESTMENTS

	Book Value	Fair Market Value
70,911 BROWN ADV INTERM INC INV	767,909	747,409
81,822 GOLDMAN SACHS HIGH YLD A	522,671	531,029
21,832 INVESCO EUROPEAN GROWTH	743,428	723,736
10,195 MATTHEWS ASIAN GRWTH INC INST	167,904	152,106
71,032 METROPOLITAN WEST TOT RET BD I	<u>768,568</u>	<u>747,973</u>
Total Form 990-PF, Page 2, Line 13	<u>2,970,480</u>	<u>2,902,253</u>

FAIR PLAY FOUNDATION

SCHEDULE NO. 4
ID NO. 51-6017779
YEAR ENDED 12-31-16PART VIII - INFORMATION ABOUT OFFICERS, DIRECTORS, TRUSTEES,
FOUNDATION MANAGERS, HIGHLY PAID EMPLOYEES AND CONTRACTORS

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

FAIR PLAY FOUNDATION

SCHEDULE NO. 5
 EIN 51-6017779
 YEAR ENDED 12-31-16

PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT	RELATIONSHIP	STATUS	PURPOSE	AMOUNT
Amboselli Trust For Elephants 10 State Street Newburyport, MA 01950-0807	N/A	Public	To support Cynthia Moss' research of the population of elephants at the foot of Mt Kilimanjaro, with emphasis on eliminating poaching	7,500
Atlantic Salmon Federation P O Box 807 Calais, ME 04619-0807	N/A	Public	Support for land- based, closed containment salmon aquaculture as a viable alternative to open net pens in the ocean	2,500
Berkana Center for Media and Education, Inc 2215 Mill Lane Wilmington, DE 19810	N/A	Public	Documentary on horseshoe crabs and migratory shorebirds	5,500
Boys & Girls Clubs of Delaware 669 S Union Street Wilmington, DE 19805	N/A	Public	Annual Fund One Campaign	2,500
Brandywine Conservancy P O Box 141 Chadds Ford, PA 19317	N/A	Public	For protection of Beaver Valley property	15,000
Chadds Ford Historical Society P O Box 27 Chadds Ford, PA 19317	N/A	Public	For general operating costs	1,500
Chesapeake Bay Foundation Phillip Merrill Environmental Center 6 Herndon Avenue Annapolis, MD 21403	N/A	Public	For Fox Island upkeep and education programs	7,500
Chesapeake Media Service 619 Oakwood Drive Seven Valleys, PA 17360	N/A	Public	Continued support of "Bay Journal" publication	2,500
Conservation Fund 1655 North Fort Myer Drive, Suite 1300 Arlington, VA 22209	N/A	Public	Support for Mid-Atlantic land protection efforts	70,000
Delaware Center for Horticulture 1810 N DuPont Street Wilmington, DE 19806	N/A	Public	Program support	2,500
Delaware Historical Society 505 N Market Street Wilmington, DE 19801	N/A	Public	General operations	1,000
Delaware Museum of Natural History P.O. Box 3937 Wilmington, DE 19807	N/A	Public	Continued Program support and operations	40,000
Delaware Nature Society P O Box 700 Hockessin, DE 19810	N/A	Public	Support for Coverdale Farm Preserve	1,000
Delaware Wild Lands 315 Main Street Odessa, DE 19730	N/A	Public	To advance initiatives at the Roberts Farm (quail habitat, wood duck nesting, new maintenance equipment and materials, etc)	50,000
Delmarva Nesting Foundation 6480 Locust Grove Road Easton, MD 21601	N/A	Public	Installation and maintenance of wood duck boxes and other avian shelters throughout Delmarva	5,000
Down Syndrome Association of Delaware P O Box 747 Middletown, DE 19709	N/A	Public	To support education programs and general operations	10,000

FAIR PLAY FOUNDATION

SCHEDULE NO. 5
 EIN 51-6017779
 YEAR ENDED 12-31-16

PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT	RELATIONSHIP	STATUS	PURPOSE	AMOUNT
Ducks Unlimited - Brandywine Chapter c/o Timothy L. Jones, Chairman P.O. Box 4569 Wilmington, DE 19807	N/A	Public	Continued restoration efforts in Delaware	7,500
Endangered Wolf Center P O Box 760 Eureka, MO 63025	N/A	Public	For endangered wolf protection	2,500
1103 Market Street Foundation P O Box 433 Wilmington, DE 19899	N/A	Public	Preservation of Wilmington's oldest mansion house - the Merrick House at 1103 Market Street	10,000
Fauna and Flora International 2 Wisconsin Circle, Suite 900 Chevy Chase, MD 20815	N/A	Public	For program support and operations	15,000
Greater Lewes Community Village P O Box 74 Lewes, DE 19958	N/A	Public	For training and continuous automation plan	10,000
Hagley Museum & Library P O Box 3630 Wilmington, DE 19807	N/A	Public	For support of the Innovation Station project within the Wheelnght Shop	40,000
Historic Odessa Foundation P O Box 697 Odessa, DE 19730	N/A	Public	Continued maintenance of historic trees and shrubs	10,000
Jefferson Scholars Foundation c/o James H. Wright, President P O Box 400891 Charlottesville, VA 22904	N/A	Public	To help endow a fellowship in Lou Galambo's name as supported also by Fair Play grants to Miller Center Foundation and Hagley Museum and Library	20,000
Thomas Jefferson Foundation P.O. Box 217 Charlottesville, VA 22902	N/A	Public	Continued historical research at Monticello	5,000
Miller Center Foundation Doug F. Trout, Executive Director P O Box 400406 Charlottesville, VA 22904	N/A	Public	For support of the Hagley-Miller Center Fellowship	10,000
The Nature Conservancy, DE Chapter Attn: Richard Jones, State Director 100 West 10th Street, Suite 1107 Wilmington, DE 19801	N/A	Public	For general support of Delaware Bay protection efforts	5,000
Ocean View Historical Society P O Box 576 Ocean View, DE 19970	N/A	Public	Historical restoration of Society owned structures	5,000
The Pennsylvania Horticultural Society 100 N 20th Street Philadelphia, PA 19103	N/A	Public	Program Support	4,500
Pete du Pont Freedom Foundation c/o There du Pont, Board Director P O Box 1636 Wilmington, DE 19899	N/A	Public	To support efforts to promote and facilitate policies to better Delaware	15,000

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Pilot School 208 Woodlawn Road Wilmington, DE 19803	N/A	Public	For Richard Louv event and outdoor education programs	10,000
Serviam Girls Academy 14 Halcyon Dr, New Castle, DE 19720	N/A	Public	To support the educational needs of a deserving student	15,000
Sojourner's Place C/o Robert Scott Townsend, Board Chairman 2901 Northeast Boulevard Wilmington, DE 19802	N/A	Public	Financial Support for Homeless	5,000
Southern Environmental Law Center 20 I West Main Street Suite 14 Charlottesville, VA 22902	N/A	Public	Environmental Law Fellow Program	10,000
Stratford Hall Attn: Chandler Battaile 483 Great House Road Stratford, VA 22558	N/A	Public	To enhance the nature trail experience	5,000
Stroud Water Research Center 970 Spencer Road Avondale, P A 193 II	N/A	Public	For Water's Edge event and support for stream programs	5,000
Trout Unlimited/Coldwater Conservation Fund 1777 N Kent Street, Suite 100 Arlington, VA 22209	N/A	Public	Coldwater Conservation Fund projects to protect wild trout and the streams they inhabit	7,500
U S Sportsmen's Alliance Foundation Kingsmill Parkway Colum bus, OH 43229	N/A	Public	Protection of the American heritage of hunting and fishing against the aggressive and well financed efforts to curtail or destroy it by an imal rights groups	15,000
University ofVirginia Law School Charlottesville, VA 22904	N/A	Public	Environmental law program	25,000
University of Virginia- Historic Preservation P O Box 400807 Charlottesville, VA 22904	N/A	Public	Conservation and restoration ofThomas Jefferson's architectural masterpieces	5,000
Rector and Visitors of the University of Virginia Rotunda Restoration PO Box 400807 Charlottesville, VA 22904-4807	N/A	Public	For restoration of the University of Virginia's Rotunda (final of four-year commitment)	25,000
Upland Country Day School 420 West Street Road Kennett Square, PA 19348	N/A	Public	For outdoor education programs	7,500
Washington College 300 Washington Ave Chestet1own, MD 21620	N/A	Public	For the Truman T Semans Environmental Center	10,000
Waterfowl Festival/Waterfowl Chesapeake 40 S Hamson Street Easton, MD 2160 1	N/A	Public	For continued suppot1 of annual waterfowl festival	7,500
Wild Emih Allies (formerly FFI) 2 Wisconsin Circle, Suite 900 Chevy Chase, MD 20815	N/A	Public	For saving mountain gorillas, sea turtles and other prior projects under a new name	55,000

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Wild and Scenic Film Festival Trail Creek Outfitters Ed Camelli, Owner 487 Wilmington Pike Glen Mills, PA 19342	N/A	Public	To support Wild and Scenic film festival	5,000
Winterthur David P. Roselle, Director 5105 Kennett Pike Winterthur, Delaware 19735	N/A	Public	Support for exhibition "Treasures on Trial" and renovation of Scientific Research and Analysis Laboratory	25,000
Total				<u>621,000</u>