2949121600800 8

EXTENDED TO NOVEMBER 15, 2018

Form **990-PF** Department of the Treasury Internal Revenue Service

Return of Private Foundation

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

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

▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No 1545-0052 **2017** Open to Public Inspection

For calendar year 2017 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) / Room/suite: 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 [ ] Initial return of a former public charity [ ] Final return [ ] Amended return [ ] Address change [ ] Name change

D 1. Foreign organizations, check here ▶ [ ]

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

H Check type of organization: [X] 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) ▶$ 13,028,354.

J Accounting method: [ ] Cash [X] Accrual [ ] Other (specify) (Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

6 04 3 4

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)
Revenue 1 Contributions, gifts, grants, etc., received			N/A	
2 Check ▶ [X] if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	224,701.	224,701.		STATEMENT 1
5a Gross rents	13,417.	13,417.		STATEMENT 2
b Net rental income or (loss) 13,417.				
6a Net gain or (loss) from sale of assets not on line 10	413,143.			
b Gross sales price for all assets on line 6a 2,962,178.				
7 Capital gain net income (from Part IV, line 2)		413,143.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income	3,828.	0.		STATEMENT 3
12 **Total.** Add lines 1 through 11	655,089.	651,261.		
Operating and Administrative Expenses 13 Compensation of officers, directors, trustees, etc	48,000.	14,400.		33,600.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees STMT 4	28,334.	0.		28,334.
c Other professional fees STMT 5	85,861.	85,861.		0.
17 Interest				
18 Taxes STMT 6	35,481.	5,786.		3,672.
19 Depreciation and depletion	4,400.	0.		
20 Occupancy	16,109.	0.		16,109.
21 Travel, conferences, and meetings	11,668.	0.		11,668.
22 Printing and publications				
23 Other expenses STMT 7	28,262.	0.		28,262.
24 **Total operating and administrative expenses.** Add lines 13 through 23	258,115.	106,047.		121,645.
25 Contributions, gifts, grants paid	640,500.			640,500.
26 **Total expenses and disbursements.** Add lines 24 and 25	898,615.	106,047.		762,145.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	<243,526.>			
b **Net investment income** (if negative, enter -0-)		545,214.		
c **Adjusted net income** (if negative, enter -0-)			N/A	

RECEIVED AUG 06 2018 OGDEN, UT IRS-OSC

SCANNED AUG 1 2 2018

723501 01-03-18 LHA For Paperwork Reduction Act Notice, see instructions. Form **990-PF** (2017)

9.30 0

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	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing	231,133.	284,239.	284,239.
	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	18,949.	6,778.	6,778.
	10a Investments - U.S. and state government obligations STMT 9	11,201.	7,037.	7,749.
	b Investments - corporate stock STMT 10	5,447,885.	5,106,297.	8,353,695.
	c Investments - corporate bonds STMT 11	156,147.	154,273.	160,003.
	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 12	2,970,480.	3,045,686.	3,205,232.
	14 Land, buildings, and equipment: basis ▶ 110,586.			
	Less accumulated depreciation STMT 13▶ 104,353.	10,633.	6,233.	6,233.
	15 Other assets (describe ▶ STATEMENT 14)	7,464.	4,425.	4,425.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	8,887,589.	8,648,665.	13,028,354.
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 15)	52,694.	67,599.	
	23 Total liabilities (add lines 17 through 22)	52,694.	67,599.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26, and lines 30 and 31.			
	24 Unrestricted	8,834,895.	8,581,066.	
	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			
	30 Total net assets or fund balances	8,834,895.	8,581,066.	
	31 Total liabilities and net assets/fund balances	8,887,589.	8,648,665.	

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	8,834,895.
2	Enter amount from Part I, line 27a	2	<243,526.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	8,591,369.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	10,303.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	8,581,066.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (for example, 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	2,956,732.		2,549,035.	407,697.
b	5,446.			5,446.
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				407,697.
b				5,446.
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 — 413,143.

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 doesn't 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))
2016	734,094.	11,945,898.	.061452
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

2	Total of line 1, column (d)	2	.261558
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	.052312
4	Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	12,515,230.
5	Multiply line 4 by line 3	5	654,697.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	5,452.
7	Add lines 5 and 6	7	660,149.
8	Enter qualifying distributions from Part XII, line 4	8	762,145.

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.

3

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	5,452.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, col. (b).				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)			2	0.
3 Add lines 1 and 2			3	5,452.
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	5,452.
6 Credits/Payments:				
a 2017 estimated tax payments and 2016 overpayment credited to 2017	6a	2,000.		
b Exempt foreign organizations - tax withheld at source	6b	0.		
c Tax paid with application for extension of time to file (Form 8868)	6c	3,500.		
d Backup withholding erroneously withheld	6d	0.		
7 Total credits and payments. Add lines 6a through 6d			7	5,500.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	28.
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	20.
11 Enter the amount of line 10 to be: **Credited to 2018 estimated tax** ▶ 20. **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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition	1b		X
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.			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 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? N/A	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 2017 or the tax year beginning in 2017? See the 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

2

723531 01-03-18

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	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ▶ N/A			
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			
			Yes	No
16	At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year, did the foundation (either directly or indirectly):			
	(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 N/A	1b		
	Organizations relying on a current notice regarding disaster assistance, check here ▶ ☐			
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 2017?	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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2017 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 2017.) 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 2017?	4b		X

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

			Yes	No
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, and 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 16		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.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a	Average monthly fair market value of securities	1a	11,345,908.
b	Average of monthly cash balances	1b	359,909.
c	Fair market value of all other assets	1c	1,000,000.
d	**Total** (add lines 1a, b, and c)	1d	12,705,817.
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	12,705,817.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	190,587.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	12,515,230.
6	**Minimum investment return.** Enter 5% of line 5	6	625,762.

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	625,762.
2a	Tax on investment income for 2017 from Part VI, line 5 — 2a: 5,452.		
b	Income tax for 2017. (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	5,452.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	620,310.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	620,310.
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	620,310.

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	762,145.
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	762,145.
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	5,452.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	756,693.

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				620,310.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			0.	
b Total for prior years: ___ , ___ , ___		0.		
3 Excess distributions carryover, if any, to 2017:				
a From 2012 19,830.				
b From 2013 7,871.				
c From 2014 10,441.				
d From 2015 25,568.				
e From 2016 140,119.				
f Total of lines 3a through e	203,829.			
4 Qualifying distributions for 2017 from Part XII, line 4: ▶ $ 762,145.				
a Applied to 2016, 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 2017 distributable amount				620,310.
e Remaining amount distributed out of corpus	141,835.			
5 Excess distributions carryover applied to 2017 (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	345,664.			
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 2016. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				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 2012 not applied on line 5 or line 7	19,830.			
9 **Excess distributions carryover to 2018.** Subtract lines 7 and 8 from line 6a	325,834.			
10 Analysis of line 9:				
a Excess from 2013 7,871.				
b Excess from 2014 10,441.				
c Excess from 2015 25,568.				
d Excess from 2016 140,119.				
e Excess from 2017 141,835.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

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 2017, 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			
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	(e) Total
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))

NONE

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.

NONE

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., to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or email address of the person to whom applications should be addressed:

BLAINE T. PHILLIPS, JR. EXECUTIVE DIRECTOR, 302-777-4711
STE 1010, 100 WEST 10TH ST., WILMINGTON, DE 19801

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

LETTER EXPLAINING NEEDS

c Any submission deadlines.

APPLICATIONS ACCEPTED AT ANY TIME

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

NONE

Part XV Supplementary Information *(continued)*

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE SCHEDULE NO. 5				640,500.
Total			▶ 3a	640,500.
b *Approved for future payment* NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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					
4 Dividends and interest from securities			14	224,701.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property			16	13,417.	
6 Net rental income or (loss) from personal property					
7 Other investment income			14	3,828.	
8 Gain or (loss) from sales of assets other than inventory			18	413,143.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		655,089.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 655,089.

(See worksheet in line 13 instructions to verify calculations.)

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

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

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) (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.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (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		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Signature of officer or trustee: [signature] Date: 7/30/18 Title: Trustee

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	[signature]	07-26-18		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

723622 01-03-18

FAIR PLAY FOUNDATION 51-6017779

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 #025584	64.	0.	64.	64.	
MORGAN STANLEY SMITH BARNEY #010930	53,128.	2,718.	50,410.	50,410.	
MORGAN STANLEY SMITH BARNEY #081962	112,907.	2,728.	110,179.	110,179.	
MORGAN STANLEY SMITH BARNEY #095541	64,044.	0.	64,044.	64,044.	
WILMINGTON TRUST	4.	0.	4.	4.	
TO PART I, LINE 4	230,147.	5,446.	224,701.	224,701.	

FORM 990-PF RENTAL INCOME STATEMENT 2

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
RENTAL INCOME	2	13,417.
TOTAL TO FORM 990-PF, PART I, LINE 5A		13,417.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MISCELLANEOUS INCOME	3,828.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	3,828.	0.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
GUNNIP & COMPANY	25,700.	0.		25,700.
OTHER	2,634.	0.		2,634.
TO FORM 990-PF, PG 1, LN 16B	28,334.	0.		28,334.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	85,861.	85,861.		0.
TO FORM 990-PF, PG 1, LN 16C	85,861.	85,861.		0.

FORM 990-PF	TAXES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
REAL ESTATE TAXES	3,620.	3,620.		0.
PAYROLL TAXES	3,672.	0.		3,672.
FEDERAL EXCISE TAXES	26,023.	0.		0.
FOREIGN TAXES	2,166.	2,166.		0.
TO FORM 990-PF, PG 1, LN 18	35,481.	5,786.		3,672.

FORM 990-PF	OTHER EXPENSES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	21,825.	0.		21,825.
OFFICE	5,210.	0.		5,210.
DUES AND SUBSCRIPTIONS	1,227.	0.		1,227.
TO FORM 990-PF, PG 1, LN 23	28,262.	0.		28,262.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT 8
DESCRIPTION	AMOUNT
ADJUSTMENT TO FUND BALANCE - FMV TO BOOK	10,303.
TOTAL TO FORM 990-PF, PART III, LINE 5	10,303.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS				STATEMENT 9
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE NO. 1	X		7,037.	7,749.
TOTAL U.S. GOVERNMENT OBLIGATIONS			7,037.	7,749.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			7,037.	7,749.

FORM 990-PF CORPORATE STOCK		STATEMENT 10
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE NO. 1	5,106,297.	8,353,695.
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,106,297.	8,353,695.

FORM 990-PF CORPORATE BONDS STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE NO. 1	154,273.	160,003.
TOTAL TO FORM 990-PF, PART II, LINE 10C	154,273.	160,003.

FORM 990-PF OTHER INVESTMENTS STATEMENT 12

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE NO. 3	COST	3,045,686.	3,205,232.
TOTAL TO FORM 990-PF, PART II, LINE 13		3,045,686.	3,205,232.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 13

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
FURNITURE & FIXTURES	87,286.	87,286.	0.
PICTURE LIGHTS	1,300.	1,300.	0.
2014 HONDA CIVIC	22,000.	15,767.	6,233.
TOTAL TO FM 990-PF, PART II, LN 14	110,586.	104,353.	6,233.

FORM 990-PF OTHER ASSETS STATEMENT 14

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
PREPAID EXCISE TAXES	7,464.	4,425.	4,425.
TO FORM 990-PF, PART II, LINE 15	7,464.	4,425.	4,425.

FORM 990-PF OTHER LIABILITIES STATEMENT 15

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DEFERRED RENTAL INCOME	6,417.	0.
ACCRUED EXPENSE	1,906.	1,904.
DEFERRED EXCISE TAX PAYABLE	44,371.	65,695.
TOTAL TO FORM 990-PF, PART II, LINE 22	52,694.	67,599.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 16

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 DIRECTO 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.

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.

2017 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
2	FURNITURE & FIXTURES	03/31/98	VAR	.000	HY	16	87,286.				87,286.	87,286.		0.	87,286.
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.	11,367.		4,400.	15,767.
	* TOTAL 990-PF PG 1 DEPR						110,586.				110,586.	99,953.		4,400.	104,353.

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

FAIR PLAY FOUNDATION

SCHEDULE NO. 1
ID NO. 51-6017779
YEAR ENDED 12-31-17

PART II LINE 10 - INVESTMENTS

		Book Value	Fair Market Value
250,000	GNMA PL#468342 SF 6.000% Due 09-15-28	2,628	2,961
250,000	GNMA PL#518574 SF 7.000% Due 11-15-29	902	931
53,000	GNMA PL#628032 SF 5.000% Due 03-15-34	1,768	1,887
58,000	GNMA PL#658297 SF 5.500% Due 02-15-37	1,739	1,970
	Total Form 990-PF, Page 2, Line 10a	$ 7,037	$ 7,749

Morgan Stanley #095541

800	A O Smith Corp	48,554	49,024
600	Accenture PLC Ireland CL A	65,602	91,854
550	Adobe Systems	20,871	96,382
100	Alphabet Inc CL A	30,766	105,340
70	Amazon Com Inc	57,670	81,863
1,000	Analog devices Inc	48,938	89,030
850	Apple Inc	17,139	143,846
800	Borg Warner Inc	40,968	40,872
1,200	Canadian Natl Railway	25,809	99,000
500	Check Point Software Tech LTD	50,733	51,810
400	Cintas Corp	55,150	62,332
800	Clorox Co	91,800	118,992
600	CME Group Inc	61,997	87,630
650	Costco Wholesale Corp New	76,393	120,978
600	Crown Castle Intl Corp	57,389	66,606
500	Ecolab Inc	53,106	67,090
800	Electronic Arts Inc	60,413	84,048
1,000	Estee Lauder Co Inc Cl A	61,973	127,240
1,100	Exxon Mobil Corp	65,923	92,004
500	Facebook Inc CL-A	51,589	88,230
600	Home Depot Inc	47,439	113,718
800	ILL Tool Works Inc	61,118	133,480
1,700	Intercontinental Exchange Group	62,548	119,952
750	Johnson & Johnson	50,445	104,790
480	Microsoft Corp	40,724	41,059
200	Northrop Grumman CP	52,952	61,382
1,500	Paypal Hldgs Inc Com	62,250	110,430
800	Pepsico Inc NC	82,806	95,935
500	PPG Industries Inc	47,713	58,410
1,200	Progressive Corp Ohio	49,441	67,584
700	Rockwell Automation Inc	76,786	137,445
230	Roper Technologies, Inc	51,967	59,570
750	Stryker Corp	82,295	116,130
1,000	Suntrust Bks	56,133	64,590
550	Thermo Fisher Scientific	77,341	104,434
1,300	TJX Cos Inc New	29,091	99,398

FAIR PLAY FOUNDATION

SCHEDULE NO. 1
ID NO. 51-6017779
YEAR ENDED 12-31-17

PART II LINE 10 - INVESTMENTS

		Book Value	Fair Market Value
600	Unitedhealth GP Inc	43,722	132,276
580	V F Corporation	41,273	42,920
1,000	Visa Inc CL A	45,962	114,020
1,000	Zoeris Inc Class-A	64,498	72,040
		2,169,287	3,613,734

Morgan Stanley #010930

1,000	Abbott Laboratories	33,668	57,070
500	Air Prod & Chem Inc	22,110	82,040
1,200	American Campus Cmmtys Inc	28,516	49,236
300	Amgen Inc	33,514	52,170
800	Baxter Intl Inc	8,444	51,712
1,000	Conophillips	22,369	54,890
500	Diageo Plc Spon Adr New	33,805	73,015
1,000	Dowdupont Inc	32,810	71,220
700	Eaton Corp Plc Shs	31,212	55,307
1,000	Enbridge Inc	42,334	39,110
700	EQT Corporation Com New	43,568	39,844
600	Fiserv Inc Wisconsin	22,332	78,678
400	Harris Corporation Delaware	37,066	56,660
1,200	HCP Incorporated	18,151	31,296
1,910	Johnson CTLS Intl Plc	38,027	72,790
1,000	JPMorgan Chase & Co	40,885	106,940
500	Kimberly Clark Corp	31,108	60,330
1,200	Leidos Hldgs Inc	64,891	77,484
1,500	Metlife Incorporated	63,263	75,840
8,800	Microsoft Corp	23,701	68,432
1,200	Oracle Corp	28,137	56,736
1,000	Pentair Plc	46,186	70,620
2,000	Pfizer Inc	69,092	72,440
650	Prudential Financial	31,026	74,737
400	Simon Ppty Group Inc	14,016	68,696
700	TE Connectivity Ltd New	43,261	66,528
300	Thermo Fisher Scientific	9,392	56,964
500	Travelers Companies Inc Com	61,516	67,820
600	United Parcel Ser Inc CL-B	45,748	71,490
500	United Technologies Corp	37,493	63,785
1,000	V F Corporation	13,797	74,000
1,000	W P Carey Inc Com	25,003	68,900
2,000	Weyerhaeuser Co	68,407	70,520
		1,164,848	2,137,300

Morgan Stanley #081962

289	Adobe Systems	27,770	50,644
492	Alibaba Group Hldg LTD	40,962	84,836

FAIR PLAY FOUNDATION

SCHEDULE NO. 1
ID NO. 51-6017779
YEAR ENDED 12-31-17

PART II LINE 10 - INVESTMENTS

		Book Value	Fair Market Value
39	Alphabet Inc CL A	23,486	41,083
72	Alphabet Inc CL C	40,558	75,341
88	Amazon Com Inc	28,633	102,913
285	Ameriprise Fincl Inc	32,675	48,299
489	Apache Corp	24,210	20,646
1,005	Ball Corporation	39,732	38,039
2,373	Bank of America Corp	55,396	70,051
860	Bright Horizons Family Solut	34,382	80,840
661	Brown Forman Corp CL B	29,789	45,391
688	Carmax Inc	33,150	44,121
984	Charles Schwab New	26,287	50,548
99	Chipoltle Mexican Grill Inc Com	51,377	28,614
955	Church & Dwight Co Inc	34,375	47,912
888	Conagra Brands Inc	33,797	33,451
861	Danaher Corporation	58,318	79,918
694	Delta Air Lines Inc New	34,886	38,864
364	Ecolab Inc	38,393	48,842
562	EOG Resources Inc	43,027	60,645
384	Facebook Inc CL-A	30,697	67,761
2,307	Flextronics Intl LTD	37,907	41,503
231	Fortive Corp	8,266	16,713
343	Genl Dynamics Corp	48,311	69,783
273	Guidewire Software Inc	15,968	20,273
668	Heico Corp New	31,463	63,026
458	Henry Schein Inc	27,295	32,005
203	Intuitive Surgical Inc	28,992	74,083
426	JB Hunt Trans Serv	31,510	48,981
499	JPMorgan Chase & Co	44,854	53,363
1,061	Microsoft Corp	62,319	90,758
680	Nike Inc B	27,177	42,534
2,064	Nomad Hldgs LTD	29,689	34,902
291	NXP Semiconductors NV	28,768	34,073
43	Priceline GRP Inc Com New	50,116	74,723
806	Salesforce.com,Inc.	47,452	82,397
269	SBA Communications Corp New CL A	26,933	43,944
688	Starbucks Corp Washington	26,944	39,512
698	Suntrust Bks	27,342	45,084
236	Thermo Fisher Scientific	29,477	44,812
665	TJX Cos Inc New	42,049	50,846
926	Unilever NV NY SH New	35,679	52,152
363	United Technologies Corp	43,411	46,308
251	Unitedhealth GP Inc	53,948	55,336
1,072	Visa Inc CL A	60,345	122,229
436	Wabtec	35,153	35,503
456	Wal Mart Store Inc	39,809	45,030

FAIR PLAY FOUNDATION

SCHEDULE NO. 1
ID NO. 51-6017779
YEAR ENDED 12-31-17

PART II LINE 10 - INVESTMENTS

		Book Value	Fair Market Value
1,385	Wells Fargo & Co New	69,083	84,028
		1,772,163	2,602,661
	Total Form 990-PF, Page 2, Line 10b	5,106,297	8,353,695
50,000	Cisco Systems Inc,4.450%, 01-15-20	52,945	53,314
50,000	General Electric Capital Corp, 6.000%, 08-07-19	50,182	54,180
50,000	El Du Pont DE Nemours & Co, 3.625%,01-15-21	51,146	52,509
	Total Form 990-PF, Page 2, Line 10c	154,273	160,003

FAIR PLAY FOUNDATION

SCHEDULE NO. 2
ID NO. 51-6017779
YEAR ENDED 12-31-17

PART II LINE 11 - INVESTMENTS

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

FAIR PLAY FOUNDATION

SCHEDULE NO. 3
ID NO. 51-6017779
YEAR ENDED 12-31-17

PART II LINE 13 - INVESTMENTS

		Book Value	Fair Market Value
72,403	BROWN ADV INTERM INC INV	783,714	765,304
86,074	GOLDMAN SACHS HIGH YLD A	549,238	561,206
22,294	INVESCO EUROPEAN GROWTH	762,186	920,531
10,646	MATTHEWS ASIAN GRWTH INC INST	175,632	185,566
76,422	VOYA INTERMEDIATE BOND I	774,917	772,625
Total Form 990-PF, Page 2, Line 13		3,045,686	3,205,232

FAIR PLAY FOUNDATION

SCHEDULE NO. 4
ID NO. 51-6017779
YEAR ENDED 12-31-17

PART 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 12-31-17

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	5,000
Chadds Ford Historical Society P O Box 27 Chadds Ford, PA 19317	N/A	Public	For general operating costs	2,500
Chesapeake Bay Foundation Phillip Merrill Environmental Center 6 Herndon Avenue Annapolis, MD 21403	N/A	Public	For Fox Island upkeep and education programs	15,000
Chesapeake Media Service 619 Oakwood Drive Seven Valleys, PA 17360	N/A	Public	Continued support of "Bay Journal" publication For film production about water levels in Dorchester County, MD by Tom Horton, Dave Harp, et al	12,500
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 Botanic Gardens Piney Neck Road Dagsboro, DE 19939	N/A	Public	For land planning and design of new botanical garden	10,000
Delaware Historical Society 505 N Market Street Wilmington, DE 19801	N/A	Public	General operations.	1,000
Delaware Museum of Natural History P O. Box 3937 Wilmington, DE 19807	N/A	Public	Continued Program support and operations.	50,000
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)	62,000
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	7,500
Down Syndrome Association of Delaware P.O Box 747 Middletown, DE 19709	N/A	Public	To support education programs and general operations	10,000
Ducks Unlimited - Brandywine Chapter c/o Timothy L Jones, Chairman P.O. Box 4569 Wilmington, DE 19807	N/A	Public	Continued restoration efforts in Delaware	7,500
Eastern National 470 Maryland Drive, Suite 1 Fort Washington, PA 19034	N/A	Public	Construct new restrooms for First State National Monument	20,000
Endangered Wolf Center P.O Box 760 Eureka, MO 63025	N/A	Public	For endangered wolf protection	2,500

FAIR PLAY FOUNDATION

SCHEDULE NO 5
EIN 51-6017779
YEAR ENDED 12-31-17

PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT	RELATIONSHIP	STATUS	PURPOSE	AMOUNT
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	25,000
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 Wheelright Shop	40,000
Historic Odessa Foundation P O Box 697 Odessa, DE 19730	N/A	Public	Continued maintenance of historic trees and shrubs	7,500
Intercollegiate Studies Institute 3901 Centerville Road Wilmington, DE 19807	N/A	Public	To help college students discover and advance America's founding principles	10,000
Thomas Jefferson Foundation P O. Box 217 Charlottesville, VA 22902	N/A	Public	Continued historical research at Monticello	5,000
Longwood Fire Company 1001 E Baltimore Pike Kennett Square, PA 19348	N/A	Public	For much needed gear and equipment for fire fighters	10,000
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	7,500
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	10,000
Ocean View Historical Society P.O. Box 576 Ocean View, DE 19970	N/A	Public	Historical renovation of Society owned structures	7,500
Paige S Tibbetts Legacy Fund Sidney Kimmel Cancer Center Bluemle Life Sciences Building 233 South 10th Street Suite 1050 Philadelphia, PA 19107	N/A	Public	To help young people in their battle against cancer	7,500
Southern Environmental Law Center 20 I West Main Street Suite 14 Charlottesville, VA 22902	N/A	Public	Environmental Law Fellow Program	10,000
Stroud Water Research Center 970 Spencer Road Avondale, PA 19311	N/A	Public	For Water's Edge event and support for stream programs	7,500
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	10,000

FAIR PLAY FOUNDATION

SCHEDULE NO 5
EIN 51-6017779
YEAR ENDED 12-31-17

PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT	RELATIONSHIP	STATUS	PURPOSE	AMOUNT
U S Sportsmen's Alliance Foundation Kingsmill Parkway Columbus, OH 43229	N/A	Public	Protection of the American heritage of hunting and fishing against the aggressive and well financed efforts to curtail or destroy it by animal rights groups	15,000
University of Virginia Law School Charlottesville, VA 22904	N/A	Public	Environmental law program	30,000
University of Virginia- Historic Preservation P O Box 400807 Charlottesville, VA 22904	N/A	Public	Conservation and restoration of Thomas Jefferson's architectural masterpieces	5,000
University of Virginia Jeffersonian Grounds Initiative P O Box 400807 Charlottesville, VA 22904-4807	N/A	Public	To establish the Blaine T Phillips Lawn Tree Endowment Fund	25,000
Washington College 300 Washington Ave Chestertown, MD 21620	N/A	Public	For the Truman T Semans Environmental Center	10,000
Waterfowl Festival/Waterfowl Chesapeake 40 S. Harrison Street Easton, MD 2160 1	N/A	Public	For continued support 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	60,000
Winterthur David P Roselle, Director 5 1 05 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				**640,500**