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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 1545-0047 **2019** Open to Public Inspection

For calendar year 2019 or tax year beginning , and ending

Name of foundation	A Employer identification number
FAIR PLAY FOUNDATION	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) ▶$ 13,946,064.

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 ▶ ☐

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	230,726.	230,726.		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	459,789.			
	b Gross sales price for all assets on line 6a 1,542,523.				
	7 Capital gain net income (from Part IV, line 2)		459,789.		
	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	3,580.	0.		STATEMENT 3
	12 Total. Add lines 1 through 11	701,095.	697,515.		
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	18,875.	1,200.		17,675.
	c Other professional fees STMT 5	88,705.	88,705.		0.
	17 Interest				
	18 Taxes STMT 6	43,271.	3,469.		2,570.
	19 Depreciation and depletion	1,833.	0.		
	20 Occupancy	15,503.	0.		15,503.
	21 Travel, conferences, and meetings	5,079.	0.		5,079.
	22 Printing and publications				
	23 Other expenses STMT 7	28,194.	0.		28,194.
	24 Total operating and administrative expenses. Add lines 13 through 23	249,460.	107,774.		102,621.
	25 Contributions, gifts, grants paid	663,000.			663,000.
	26 Total expenses and disbursements. Add lines 24 and 25	912,460.	107,774.		765,621.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<211,365.>			
	b Net investment income (if negative, enter -0-)		589,741.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	478,920.	269,870.	269,870.
	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	20,107.	20,003.	20,003.
	10a Investments - U.S. and state government obligations STMT 9	6,023.	4,964.	5,408.
	b Investments - corporate stock STMT 10	4,675,313.	4,814,893.	8,955,127.
	c Investments - corporate bonds STMT 11	101,603.	50,053.	51,069.
	11 Investments - land, buildings, and equipment: basis ▶ 33,697.			
	Less accumulated depreciation ▶	33,697.	33,697.	1,050,000.
	12 Investments - mortgage loans			
	13 Investments - other STMT 12	3,469,262.	3,407,737.	3,589,441.
	14 Land, buildings, and equipment: basis ▶ 110,586.			
	Less accumulated depreciation STMT 13 ▶ 110,586.	1,833.	0.	0.
	15 Other assets (describe ▶ STATEMENT 14)	0.	5,146.	5,146.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	8,786,758.	8,606,363.	13,946,064.
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)	53,076.	80,096.	
	23 Total liabilities (add lines 17 through 22)	53,076.	80,096.	
Net Assets or Fund Balances	Foundations that follow FASB ASC 958, check here ▶ [X] and complete lines 24, 25, 29, and 30.			
	24 Net assets without donor restrictions	8,733,682.	8,526,267.	
	25 Net assets with donor restrictions			
	Foundations that do not follow FASB ASC 958, check here ▶ [ ] and complete lines 26 through 30			
	26 Capital stock, trust principal, or current funds			
	27 Paid-in or capital surplus, or land, bldg., and equipment fund			
	28 Retained earnings, accumulated income, endowment, or other funds			
	29 Total net assets or fund balances	8,733,682.	8,526,267.	
	30 Total liabilities and net assets/fund balances	8,786,758.	8,606,363.	

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 29 (must agree with end-of-year figure reported on prior year's return)	1	8,733,682.
2 Enter amount from Part I, line 27a	2	<211,365.>
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	3,950.
4 Add lines 1, 2, and 3	4	8,526,267.
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 29	6	8,526,267.

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	PUBLIC 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	1,535,036.		1,082,734.	452,302.
b	7,487.			7,487.
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				452,302.
b				7,487.
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 } 2 459,789.

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))
2018	784,585.	13,078,472.	.059991
2017	756,693.	12,515,230.	.060462
2016	734,094.	11,945,898.	.061452
2015	646,774.	12,620,035.	.051250
2014	641,672.	12,907,363.	.049714

2	**Total** of line 1, column (d)	2	.282869
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	.056574
4	Enter the net value of noncharitable-use assets for 2019 from Part X, line 5	4	13,484,486.
5	Multiply line 4 by line 3	5	762,871.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	5,897.
7	Add lines 5 and 6	7	768,768.
8	Enter qualifying distributions from Part XII, line 4	8	765,621.

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	11,795.
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	11,795.
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	11,795.
6	Credits/Payments:		
a	2019 estimated tax payments and 2018 overpayment credited to 2019 — 6a: 9,400.		
b	Exempt foreign organizations - tax withheld at source — 6b: 0.		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 2,395.		
d	Backup withholding erroneously withheld — 6d: 0.		
7	Total credits and payments. Add lines 6a through 6d	7	11,795.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	0.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	0.
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be: **Credited to 2020 estimated tax** ▶ **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	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 2019 or the tax year beginning in 2019? 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

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 2019, 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

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 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 2019?	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 2019, did the foundation have any undistributed income (Part XIII, lines 6d and 6e) for tax year(s) beginning before 2019? ☐ 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 2019 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 Form 4720, Schedule C, to determine if the foundation had excess business holdings in 2019.) 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 2019?	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		
8 Is the foundation subject to the section 4960 tax on payment(s) of more than $1,000,000 in remuneration or excess parachute payment(s) during the year?	☐ Yes ☒ No			

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.

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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	12,103,169.
b	Average of monthly cash balances	1b	536,664.
c	Fair market value of all other assets	1c	1,050,000.
d	**Total** (add lines 1a, b, and c)	1d	13,689,833.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	13,689,833.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	205,347.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	13,484,486.
6	**Minimum investment return**. Enter 5% of line 5	6	674,224.

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	674,224.
2a	Tax on investment income for 2019 from Part VI, line 5	2a	11,795.		
b	Income tax for 2019. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	11,795.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	662,429.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	662,429.
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	662,429.

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	765,621.
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	765,621.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	765,621.

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 2018	(c) 2018	(d) 2019
1 Distributable amount for 2019 from Part XI, line 7				662,429.
2 Undistributed income, if any, as of the end of 2019				
a Enter amount for 2018 only			0.	
b Total for prior years: _____, _____, _____		0.		
3 Excess distributions carryover, if any, to 2019:				
a From 2014 — 10,441.				
b From 2015 — 25,568.				
c From 2016 — 140,119.				
d From 2017 — 141,835.				
e From 2018 — 149,453.				
f **Total** of lines 3a through e	467,416.			
4 Qualifying distributions for 2019 from Part XII, line 4: ▶ $ 765,621.				
a Applied to 2018, 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 2019 distributable amount				662,429.
e Remaining amount distributed out of corpus	103,192.			
5 Excess distributions carryover applied to 2019 (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	570,608.			
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 2018. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2019. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2020				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 2014 not applied on line 5 or line 7	10,441.			
9 **Excess distributions carryover to 2020** Subtract lines 7 and 8 from line 6a	560,167.			
10 Analysis of line 9:				
a Excess from 2015 — 25,568.				
b Excess from 2016 — 140,119.				
c Excess from 2017 — 141,835.				
d Excess from 2018 — 149,453.				
e Excess from 2019 — 103,192.				

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 2019, 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 (a) 2019	Prior 3 years (b) 2018	(c) 2017	(d) 2016	(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				663,000.
Total			▶ 3a	663,000.
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	230,726.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property			16	7,000.	
6 Net rental income or (loss) from personal property					
7 Other investment income			14	3,580.	
8 Gain or (loss) from sales of assets other than inventory			18	459,789.	
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.		701,095.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 701,095.

(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

Blaine T. Phillips 7/28/20 President

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	[signature]	07-20-20		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	

923622 12-17-19

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
M&T BANK	3.	0.	3.	3.	
MORGAN STANLEY #010930	53,699.	4,866.	48,833.	48,833.	
MORGAN STANLEY #081962	127,196.	2,621.	124,575.	124,575.	
MORGAN STANLEY #095541	57,315.	0.	57,315.	57,315.	
TO PART I, LINE 4	238,213.	7,487.	230,726.	230,726.	

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
NON DIVIDEND DISTRIBUTIONS	3,580.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	3,580.	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	17,675.	0.		17,675.
APPRAISAL FEE	1,200.	1,200.		0.
TO FORM 990-PF, PG 1, LN 16B	18,875.	1,200.		17,675.

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	88,705.	88,705.		0.
TO FORM 990-PF, PG 1, LN 16C	88,705.	88,705.		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	1,347.	1,347.		0.
PAYROLL TAXES	3,672.	1,102.		2,570.
FEDERAL EXCISE TAXES	37,232.	0.		0.
FOREIGN TAXES	1,020.	1,020.		0.
TO FORM 990-PF, PG 1, LN 18	43,271.	3,469.		2,570.

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	24,411.	0.		24,411.
OFFICE	2,881.	0.		2,881.
DUES AND SUBSCRIPTIONS	902.	0.		902.
TO FORM 990-PF, PG 1, LN 23	28,194.	0.		28,194.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 8

DESCRIPTION	AMOUNT
ADJUSTMENT TO FUND BALANCE - FMV TO BOOK	3,950.
TOTAL TO FORM 990-PF, PART III, LINE 3	3,950.

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		4,964.	5,408.
TOTAL U.S. GOVERNMENT OBLIGATIONS			4,964.	5,408.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			4,964.	5,408.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE NO. 1	4,814,893.	8,955,127.
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,814,893.	8,955,127.

FORM 990-PF CORPORATE BONDS STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE NO. 1	50,053.	51,069.
TOTAL TO FORM 990-PF, PART II, LINE 10C	50,053.	51,069.

FORM 990-PF OTHER INVESTMENTS STATEMENT 12

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE NO. 3	COST	3,407,737.	3,589,441.
TOTAL TO FORM 990-PF, PART II, LINE 13		3,407,737.	3,589,441.

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.	22,000.	0.
TOTAL TO FM 990-PF, PART II, LN 14	110,586.	110,586.	0.

FORM 990-PF OTHER ASSETS STATEMENT 14

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
PREPAID EXCISE TAXES	0.	5,146.	5,146.
TO FORM 990-PF, PART II, LINE 15	0.	5,146.	5,146.

FORM 990-PF	OTHER LIABILITIES		STATEMENT 15
DESCRIPTION		BOY AMOUNT	EOY AMOUNT
ACCRUED EXPENSE		2,582.	0.
DEFERRED EXCISE TAX PAYABLE		48,304.	80,096.
EXCISE TAX PAYABLE		2,190.	0.
TOTAL TO FORM 990-PF, PART II, LINE 22		53,076.	80,096.

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.
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.

BRENT DUPONT 5701 KENNETT PIKE CENTERVILLE, DE 19807	TRUSTEE 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		48,000.	0.	0.

2019 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1 990-PF

Asset No	Description	Date Acquired	Method	Life	C o n v	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.	20,167.		1,833.	22,000.
	* TOTAL 990-PF PG 1 DEPR						110,586.				110,586.	108,753.		1,833.	110,586.

928111 04-01-19

(D) - Asset disposed

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

FAIR PLAY FOUNDATION

SCHEDULE NO. 1
ID NO. 51-6017779
YEAR ENDED 12-31-19

PART II LINE 10 - INVESTMENTS

		Book Value	Fair Market Value
250,000	GNMA PL#468342 SF 6.000% Due 09-15-28	$ 1,450	$ 1,608
250,000	GNMA PL#518574 SF 7.000% Due 11-15-29	796	821
53,000	GNMA PL#628032 SF 5.000% Due 03-15-34	1,614	1,713
58,000	GNMA PL#658297 SF 5.500% Due 02-15-37	1,104	1,266
	Total Form 990-PF, Page 2, Line 10a	$ 4,964	$ 5,408
Morgan Stanley #095541			
650	ABBOTT LABORATORIES	$ 46,862	$ 56,459
600	ACCENTURE PLC	65,602	126,342
450	ADOBE SYSTEMS	17,077	148,415
500	AIR PROD & CHEM INC	81,417	117,495
100	ALPHABET INC CL A	30,766	133,939
70	AMAZON	57,670	129,349
400	ANSYS INC	64,012	102,964
775	APPLE INC	15,627	227,579
1,200	CANADIAN NATL RAILWAY	25,809	108,540
400	CINTAS CORP	55,150	107,632
1,300	CISCO SYS INC	54,333	62,348
600	CME GROUP INC	61,997	120,432
650	COSTCO WHOLSALE	76,393	191,048
600	CROWN CASTLE INTL	56,507	85,290
510	DOLLAR GENERAL CORP	58,010	79,550
650	DOVER CORP	72,689	74,919
1,000	ESTEE LAUDER CO INC	61,973	206,540
1,100	EXXON MOBIL	65,923	76,758
500	FACEBOOK	101,239	102,625
500	FIRST REPUBLIC BANK	50,689	58,725
600	HOME DEPOT	47,439	131,028
600	HONEYWELL INTERNATIONAL INC	90,076	106,200
345	INTUIT INC	83,720	90,365
110	INTUITIVE SURGICAL INC	51,092	65,026
480	MICROSOFT	40,723	75,695
500	MOTOROLA SOLUTIONS INC	87,737	80,570
1,150	PAYPAL HLDGS INC	47,724	124,395
850	PROCTER & GAMBLE	96,168	106,164
1,200	PROGRESSIVE CORP OHIO	49,441	86,867
230	ROPER TECHNOLOGIES	51,967	81,473
250	S&P GLOBAL	64,662	68,263

FAIR PLAY FOUNDATION

SCHEDULE NO. 1
ID NO. 51-6017779
YEAR ENDED 12-31-19

PART II LINE 10 - INVESTMENTS

		Book Value	Fair Market Value
675	STRYKER CORP	74,066	141,710
450	THERMO FISHER SCIENTIFIC	63,279	146,192
2,200	TJX COS INC NEW	24,616	134,332
580	V F CORPORATION	38,733	57,803
250	VERTEX PHARMACEUTICALS	40,406	54,738
725	VISA INC	33,323	136,228
650	WALT DISNEY	95,749	94,010
1,000	XILINK INC	74,206	97,770
1,000	ZOETIS INC	64,498	132,350
		$ 2,339,370	$ 4,328,128

Morgan Stanley #010930

		Book Value	Fair Market Value
1,000	ABBOTT LABORATORIES	$ 33,668	$ 86,860
400	AIR PROD & CHEM INC	17,688	93,996
1,200	AMERICAN CAMPUS CMMTYS	27,426	56,436
300	AMGEN INC	33,514	72,321
800	BAXTER INTL INC	8,444	66,896
1,200	DEVON ENERGY CORP	32,409	31,164
500	DIAGEO PLC SPON ADR	33,805	84,210
333	DOW INC	11,001	18,225
333	DUPONT DE NEMOURS INC	16,144	21,379
700	EATON CORP	27,684	66,304
1,000	ENBRIDGE INC	42,334	39,770
700	FISERV INC WISCONSIN	13,027	80,941
1,910	JOHNSON CTLS INTL PLC	38,027	77,756
700	JPMORGAN CHASE & CO	28,619	97,580
500	KIMBERLY CLARK CORP	31,108	68,775
400	L3HARRIS TECHNOLOGIES	37,066	79,148
700	LEIDOS HGDLS INC	37,853	68,523
1,500	METLIFE INCORPORATED	63,263	76,455
500	MICROSOFT	14,813	78,850
1,200	ORACLE CORP	28,137	63,576
1,000	PENTAIR PLC	30,650	45,870
2,000	PFIZER INC	69,092	78,360
400	PHILLIPS 66 COM	37,068	44,564
400	SIMON PPTY GROUP INC	14,016	59,584
700	TE CONNECTIVITY	43,261	67,088
300	THERMO FISHER SCIENTIFIC	9,392	97,461
500	TRAVELERS COMPANIES	61,516	68,475

FAIR PLAY FOUNDATION

SCHEDULE NO. 1
ID NO. 51-6017779
YEAR ENDED 12-31-19

PART II LINE 10 - INVESTMENTS

		Book Value	Fair Market Value
1,200	U S BANCORP	65,453	71,148
600	UNITED PARCEL SER INC	45,748	70,236
500	UNITED TECHNOLOGIES	37,493	74,880
800	V F CORPORATION	10,358	79,728
1,000	W P CARNEY INC	24,485	80,040
2,500	WEYERHAEUSER CO	81,873	75,500
		$ 1,106,435	$ 2,242,099

Morgan Stanley #081962

		Book Value	Fair Market Value
80	ADOBE SYSTEMS	$ 8,267	$ 26,385
333	ALIBABA GROUP	28,763	70,629
26	ALPHABET INC CL A	15,658	34,824
49	ALPHABET INC CL C	26,822	65,514
60	AMAZON	19,692	110,870
193	AMERIPRISE FINCL INC	22,573	32,150
100	APPIAN CORPORATION	3,664	3,821
354	BALL CORPORATION	14,672	22,893
2,319	BANK OF AMERICA	59,008	81,675
35	BOOKING HOLDINGS INC	45,551	71,881
503	BRIGHT HORIZONS FAMILY	20,206	75,596
86	BROADCOM INC	21,317	27,178
558	BROWN FORMAN	20,219	37,720
305	BWX TECHNOLOGIES INC	18,894	18,934
673	CARMAX	39,520	59,002
665	CHARLES SCHWAB NEW	17,765	31,627
221	CIMAREX ENERGY CO	20,978	11,600
1,100	CONAGRA BRANDS	38,940	37,664
582	DANAHER CORPORATION	42,273	89,325
736	DELTA AIR LINES INC	38,511	43,041
245	ECOLAB	25,658	47,283
264	ELECTRONIC ARTS INC	29,028	28,383
380	EOG RESOURCES INC	29,093	31,829
383	FACEBOOK INC	44,532	78,611
558	FLOWSERVE CORP	25,176	27,772
297	FORTIVE CORP	17,339	22,688
231	GENL DYNAMICS	32,873	40,737
184	GUIDEWIRE SOFTWARE	10,762	20,198
354	HEICO CORP NEW	9,625	40,409
120	INTUITIVE SURGICAL INC	17,173	70,938

FAIR PLAY FOUNDATION

SCHEDULE NO. 1
ID NO. 51-6017779
YEAR ENDED 12-31-19

PART II LINE 10 - INVESTMENTS

		Book Value	Fair Market Value
287	JB HUNT TRANS SERV	21,580	33,516
339	JPMORGAN CHASE & CO	31,309	47,257
1,218	KKR & CO INC	32,539	35,529
421	LOWES COMPANIES INC	39,043	50,419
717	MICROSOFT	45,324	113,071
1,070	NATIONAL VISION HOLDINGS INC	33,262	34,700
458	NIKE	18,305	46,400
1,955	NOMAD HLDGS LTD	31,544	43,733
984	PINTEREST	20,647	18,342
372	SALESFORCE.COM, INC	21,983	60,502
181	SBA COMMUNICATNS	18,122	43,619
231	STARBUCKS CORP	9,047	20,310
575	STERICYCLE INC	27,217	36,691
274	SUNCOR ENERGY INC	9,168	8,987
470	TAIWAN SMCNDCTR MFG	17,139	27,307
159	THERMO FISHER SCIENTIFIC	19,863	51,654
625	UNILEVER NV NY SH	24,551	35,913
245	UNITED TECHNOLOGIES	29,300	36,691
210	UNITEDHEALTH GP INC	45,558	61,736
723	VISA INC	40,699	135,852
310	WALMART INC	27,061	36,840
830	WELLS FARGO & CO NEW	41,275	44,654
		$ 1,369,088	$ 2,384,900
Total Form 990-PF, Page 2, Line 10b		$ 4,814,893	$ 8,955,127
50,000	Cisco Systems Inc,4.450%, 01-15-20	$ 50,053	$ 51,069
Total Form 990-PF, Page 2, Line 10c		$ 50,053	$ 51,069

FAIR PLAY FOUNDATION

SCHEDULE NO. 2
ID NO. 51-6017779
YEAR ENDED 12-31-19

PART II LINE 11 - INVESTMENTS	Book Value		Market Value	
Land - 140.4 +/- acres - Milford Hundred, Kent County	33,697	4600.01	1,050,000	4500.02
	33,697		1,050,000	

FAIR PLAY FOUNDATION

SCHEDULE NO. 3
ID NO. 51-6017779
YEAR ENDED 12-31-19

PART II LINE 13 - INVESTMENTS

		Book Value	Fair Market Value
156,538	BROWN ADV INTERM INC INV	1,642,676	1,687,476
21,596	INVESCO EUROPEAN GROWTH	741,377	865,794
12,021	MATTHEWS ASIAN GRWTH INC INST	195,092	188,732
81,799	VOYA INTERMEDIATE BOND I	828,592	847,439
Total Form 990-PF, Page 2, Line 13		3,407,737	3,589,441

FAIR PLAY FOUNDATION

SCHEDULE NO. 4
ID NO. 51-6017779
YEAR ENDED 12-31-19

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-
Kristin L DeMesse 2509 Teal Road Brookmeade I Wilmington, DE 19805	Trustee	-0-
Brent duPont 5701 Kennett Pike Centerville, DE 19807	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 12-31-19

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' continued research of the population of elephants at the foot of Mt Kilimanjaro, with emphasis on eliminating poaching	5,000
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	Delaware to the Moon The First State's role in the Apollo 11 Mission	6,000
Brandywine Conservancy P O Box 141 Chadds Ford, PA 19317	N/A	Public	For Brandywine Watershed Stewards program in partnership with First State National Historic Park	7,500
Brandywine Red Clay Alliance 1760 Unionville Wawaset Rd West Chester, PA 19382	N/A	Public	Brandywine watershed monitoring and education initiatives	5,000
Camp Arrowhead 35268 Homestead Way Lewes, DE 19958	N/A	Public	For the Ring the Bell campaign and community outreach initiatives	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 Chesapeake Bay outdoor 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
Bay Journal Media 619 Oakwood Drive Seven Valleys, PA 17360	N/A	Public	To support Tom Horton and David Harp's film project featuring riverkeepers and the rivers they protect From the Nassawango to the Sassafras	10,000
Conservation Fund 1655 North Fort Myer Drive, Suite 1300 Arlington, VA 22209	N/A	Public	Continued support for highly successful Mid-Atlantic land protection efforts	75,000
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	Museum Metamorphosis Connecting Delaware to our world	55,000
Delaware Wild Lands 315 Main Street Odessa, DE 19730	N/A	Public	To enhance water quality and facilitate adaptation of wildlife at Taylor's Bridge	55,000
Delmarva Ornithological Society P O Box 4247 Greenville, DE 19807	N/A	Public	In honor of Bill Stewart and his effort to protect Mispillion Harbor	10,000
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 12-31-19

PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT	RELATIONSHIP	STATUS	PURPOSE	AMOUNT
Ducks Unlimited - Brandywine Chapter c/o Dave Lyons 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	1,000
Faithful Friends Animal Society 12 Germay Drive Wilmington, DE 19804	N/A	Public	For construction of a new state-of-the-art animal shelter in Delaware	20,000
Friends of First State, Inc 5807 Kennett Pike Wilmington, DE 19807	N/A	Public	To complete renovations at Beaver Valley property and transfer property to First State National Historical Park	40,000
1103 Market Street Foundation John A Herdeg P O Box 433 Wilmington, DE 19899	N/A	Public	Preservation of Wilmington's oldest mansion house - the Merrick House at 1103 Market Street, Wilmington, DE	10,000
Fauna and Flora International c/o Mark Rose, CEO The David Attenborough Building Pembroke Street, Cambridge CB2 3QZ United Kingdom	N/A	Public	For program support and operations within descretion of CEO	30,000
Greater Lewes Community Village 16686 Kings Highway, Suite B Lewes, DE 19958	N/A	Public	For program support for growing community of older adults in Eastern Sussex County	7,500
Hagley Museum & Library David A Cole, Executive Director P O Box 3630 Wilmington, DE 19807	N/A	Public	For assistance with transportation needs throughout museum's property	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 Charlie Copeland, President 3901 Centerville Road Wilmington, DE 19807	N/A	Public	To help college students discover and advance America's founding principles	7,500
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 gear and equipment for fire fighters	10,000
Mary Campbell Center 4641 Weldin Road Wilmington, DE 19803	N/A	Public	Providing residential facilities for persons with disabilities	7,500
The Nature Conservancy, Dekaware Chapter 100 W 10th St Suite 1107 Wilmington, DE 19801	N/A	Public	For general operations to support the Delaware Chapter	10,000
Ocean View Historical Society	N/A	Public	Historical renovation of Society owned structures	5,000

FAIR PLAY FOUNDATION

SCHEDULE NO 5
EIN 51-6017779
YEAR ENDED 12-31-19

PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT	RELATIONSHIP	STATUS	PURPOSE	AMOUNT
c/o Dr Richard Nippes, Vice President P O Box 576 Ocean View, DE 19970				
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	5,000
Serviam Girls Academy 14 Halcyon Dr New Castle, DE 19720	N/A	Public	To support the educational needs of a deserving student	5,000
Shore Rivers 114 South Washington Street Suite 301 Easton, MD 21601	N/A	Public	To help protect and erstore Eastern Shore waterways through science-based advocacy, restoration and education	5,000
Southern Environmental Law Center 201 West Main Street, Sute 14 Charlottesville, VA 22902	N/A	Public	For the Law Fellow program	10,000
Stroud Water Research Center 970 Spencer Road Avondale, PA 19311	N/A	Public	$5000 For Water's Edge event and support for stream progran $10,000 to launch Meaningful Watershed Educational Experiences	15,000
Trout Unlimited/Coldwater Conservation Fund Chris Wood, President and CEO 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
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 Foundation Helen M Snyder 580 Massie Road Charlottesville, VA 22903	N/A	Public	Environmental law program	25,000
University of Virginia Jeffersonian Grounds Initiative P O Box 400807 Charlottesville, VA 22904	N/A	Public	To support the Blaine T Phillips Lawn Tree Endowment Fund	35,000
Waterfowl Festival/Waterfowl Chesapeake 40 S Harrison Street Easton, MD 21601	N/A	Public	For continued support of annual waterfowl festival	2,500
Wild Earth Allies (formerly FFI) Katie Frohardt, Edecutive Director 2 Wisconsin Circle, Suite 900 Chevy Chase, MD 20815	N/A	Public	Support for continuing work with Asian elephants, great apes, marine sea turtles, threatened trees, and new initiatives to increase protection for endangered wildlife and habitats	40,000
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	2,500
Winterthur Carol Cadou, Director 5105 Kennett Pike Winterthur, Delaware 19735	N/A	Public	To support efforts to dredge a pond and improve hydrology	25,000

FAIR PLAY FOUNDATION

SCHEDULE NO 5
EIN 51-6017779
YEAR ENDED 12-31-19

PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

	RECIPIENT	RELATIONSHIP	STATUS	PURPOSE	AMOUNT
Total					**663,000**