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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2011

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year **2011** or tax year beginning , **2011**, and ending , **20**

Name of foundation THE HARLAN FAMILY FOUNDATION		A Employer identification number 20-3994043						
Number and street (or P O box number if mail is not delivered to street address) 7597 EAST US HIGHWAY 36	Room/suite	B Telephone number (see instructions) (317) 894-7025						
City or town, state, and ZIP code AVON, IN 46123		C If exemption application is pending, check here ☐ D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐ E If private foundation status was terminated under section 507(b)(1)(A), check here ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐						
G Check all that apply: <table border="0" style="width:100%"> <tr> <td>☐ Initial return</td> <td>☐ Initial return of a former public charity</td> </tr> <tr> <td>☐ Final return</td> <td>☐ Amended return</td> </tr> <tr> <td>☐ Address change</td> <td>☐ Name change</td> </tr> </table>			☐ Initial return	☐ Initial return of a former public charity	☐ Final return	☐ Amended return	☐ Address change	☐ Name change
☐ Initial return	☐ Initial return of a former public charity							
☐ Final return	☐ Amended return							
☐ Address change	☐ Name change							
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation								
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 4,805,281. J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)								

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue					
1	Contributions, gifts, grants, etc., received (attach schedule)	69,817.			
2	Check ☐ if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	103,648.	103,648.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	167,883.			
b	Gross sales price for all assets on line 6a	5,125,090.			
7	Capital gain net income (from Part IV, line 2)		167,883.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
12	Total. Add lines 1 through 11	341,348.	271,531.		
Operating and Administrative Expenses					
13	Compensation of officers, directors, trustees, etc.	0			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule) *	43,678.	43,678.		
17	Interest				
18	Taxes (attach schedule) (see instructions)				
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)				
24	Total operating and administrative expenses. Add lines 13 through 23	43,678.	43,678.		
25	Contributions, gifts, grants paid	226,833.			226,833.
26	Total expenses and disbursements. Add lines 24 and 25	270,511.	43,678.		226,833.
27	Subtract line 26 from line 12	70,837.			
a	Excess of revenue over expenses and disbursements				
b	Net investment income (if negative, enter -0-)		227,853.		
c	Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see Instructions.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments	294,739.	66,401.	66,401.	
	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 (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U.S. and state government obligations (attach schedule) . .				
	b	Investments - corporate stock (attach schedule) ATCH 2.	4,192,161.	3,923,025.	3,829,481.	
	c	Investments - corporate bonds (attach schedule) ATCH 3.	314,169.	882,480.	909,399.	
	11	Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶				
	12	Investments - mortgage loans				
	13	Investments - other (attach schedule)				
	14	Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	4,801,069.	4,871,906.	4,805,281.		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons .				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)	0	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☐ and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ☒ X					
	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 . .	4,801,069.	4,871,906.		
	30	Total net assets or fund balances (see instructions)	4,801,069.	4,871,906.		
	31	Total liabilities and net assets/fund balances (see instructions)	4,801,069.	4,871,906.		

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	4,801,069.
2	Enter amount from Part I, line 27a	2	70,837.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	4,871,906.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,871,906.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	167,883.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 { }			3	0	

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

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

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

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

☐ Yes ☒ No

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

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))
2010	193,552.	4,366,808.	0.044323
2009	219,909.	3,894,880.	0.056461
2008	162,507.	4,608,480.	0.035263
2007	92,624.	3,247,597.	0.028521
2006	9,167.	2,071,816.	0.004425
2 Total of line 1, column (d)			2 0.168993
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.033799
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 4,138,959.
5 Multiply line 4 by line 3			5 139,893.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2,279.
7 Add lines 5 and 6			7 142,172.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			8 226,833.

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)		1	2,279.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3 Add lines 1 and 2		3	2,279.
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	2,279.
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	992.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	992.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	1,287.	
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 2012 estimated tax ☐ 0 Refunded ☐ 0	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ 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		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ IN, _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	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 ☐ HAL P. HARLAN, TRUSTEE Telephone no. ☐ 317-894-7025			
	Located at ☐ 7597 EAST US HIGHWAY 36, AVON, IN ZIP + 4 ☐ 46123			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐			
	and enter the amount of tax-exempt interest received or accrued during the year ☐ 15			
16	At any time during calendar year 2011, 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	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ☐			X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ☐	1b	N/A
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 2011? ☐	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ 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.) ☐	2b	N/A
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 2011 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 2011) ☐	3b	N/A
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 2011? ☐	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

5b

N/A

Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?☐ Yes ☐ No N/A

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

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

6b

X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

7b

N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 4		0	0	0

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	4,028,342.
b	Average of monthly cash balances	1b	173,647.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	4,201,989.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	4,201,989.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	63,030.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,138,959.
6	Minimum investment return. Enter 5% of line 5	6	206,948.

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	206,948.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	2,279.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	2,279.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	204,669.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	204,669.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	204,669.

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	226,833.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	226,833.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	2,279.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	224,554.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				204,669.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			214,464.	
b Total for prior years 20 09, 20 08, 20 07				
3 Excess distributions carryover, if any, to 2011.				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e				
4 Qualifying distributions for 2011 from Part XII, line 4. ► \$ 226,833.				
a Applied to 2010, but not more than line 2a			214,464.	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount				12,369.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				192,300.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

		Tax year	Prior 3 years			(e) Total
		(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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))

HAL P. HARLAN

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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
Name and address (home or business)				
a Paid during the year ATTACHMENT 5				
Total ▶ 3a				226,833.
b Approved for future payment ATTACHMENT 6				
Total ▶ 3b				181,666.

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

- | | | | |
|---|--|-----|----|
| <p>1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>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</p> | | Yes | No |
| | | | |
| 1a(1) | | | X |
| 1a(2) | | | X |
| 1b(1) | | | X |
| 1b(2) | | | X |
| 1b(3) | | | X |
| 1b(4) | | | X |
| 1b(5) | | | X |
| 1b(6) | | | X |
| 1c | | | X |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

- b** If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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

Date _____

► TRUSTEE
Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name
Jennifer D. Rhoderick

Preparer's signature _____

Date	05/09/2012
------	------------

Check ☐ if self-employed

PTIN	P00395735
------	-----------

Firm's name ▶ ERNST & YOUNG U.S. LLP

Firm's EIN ► 34-6565596

Firm's address ► 111 MONUMENT CIRCLE, SUITE 2600
INDIANAPOLIS, IN

Phone no 317-681-7000

Schedule of Contributors

OMB No 1545-0047

► Attach to Form 990, Form 990-EZ, or Form 990-PF.

2011

Name of the organization

THE HARLAN FAMILY FOUNDATION

Employer identification number

20-3994043

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ► \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization THE HARLAN FAMILY FOUNDATION

Employer identification number

20-3994043

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	HAL P. HARLAN CHARITABLE LEAD TRUST 7597 EAST US HIGHWAY 36 AVON, IN 46123	\$ 69,817.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Employer Identification number

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

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PAGE 20

Name of organization THE HARLAN FAMILY FOUNDATION

Employer identification number

20-3994043

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

Use duplicate copies of Part III if additional space is needed

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

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
5,125,090.		PUB-TRADED SECURITIES PROPERTY TYPE: SECURITIES 4,957,207.				P	VARIOUS 167,883.	VARIOUS
TOTAL GAIN (LOSS)							<u>167,883.</u>	

ATTACHMENT 1FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT MGMT FEES	43,678.	43,678.
TOTALS	<u>43,678.</u>	<u>43,678.</u>

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 2

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
CORPORATE STOCK - SEE ATTACHED	3,923,025.	3,829,481.
TOTALS	<u>3,923,025.</u>	<u>3,829,481.</u>



WEALTH MANAGEMENT

HARLAN FAMILY FOUNDATION IMACONS INVESTMENT MANAGEMENT STATEMENT

December 1, 2011 - December 30, 2011

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Detail

Consumer staples

Description (Symbol)	Market value last period		Current market value	% of total portfolio	Total tax cost		Unrealized gain/loss	Current yield	Estimated annual income
	Quantity	price per unit			Avg tax cost per unit	102 78			
LAUDER ESTEE COS INC (EL)	31,264.70	29,764.80	29,764.80	0.62 %	27,235.77		2,529.03	0.94 %	278.25
CL A	265	112.3200	112.3200						
ADVANTAGE PORTFOLIO									
PROCTER & GAMBLE CO (PG)	33,899.25	35,022.75	35,022.75	0.73 %	30,415.53		4,607.22	3.15 %	1,102.50
ADVANTAGE PORTFOLIO	525	66.7100	66.7100		57.93				
JM SMUCKER CO/THE NEW COM W/ (SJM)	23,933.70	24,623.55	24,623.55	0.52 %	24,768.19		- 144.64	2.46 %	604.80
ADVANTAGE PORTFOLIO	315	78.1700	78.1700		78.63				
WAL-MART STORES INC (WMT)	25,916.00	26,294.40	26,294.40	0.55 %	23,390.36		2,904.04	2.45 %	642.40
ADVANTAGE PORTFOLIO	440	59.7600	59.7600		53.16				
WHOLE FOODS MKT INC (WFM)	22,132.50	22,613.50	22,613.50	0.48 %	20,736.46		1,877.04	0.81 %	182.00
ADVANTAGE PORTFOLIO	325	69.5800	69.5800		63.80				
Total consumer staples			\$215,784.45	4.49 %	\$198,355.62		\$17,428.83	2.24 %	\$4,828.55

Energy

Description (Symbol)	Market value last period		Current market value	% of total portfolio	Total tax cost		Unrealized gain/loss	Current yield	Estimated annual income
	Quantity	price per unit			Avg tax cost per unit	\$97.23			
CHEVRON CORPORATION (CVX)	\$53,466.40	\$55,328.00	\$55,328.00	1.16 %	\$50,559.60		\$4,768.40	3.05 %	\$1,684.80
ADVANTAGE PORTFOLIO	520	\$106.4000	\$106.4000						
CONOCOPHILLIPS (COP)	17,473.40	21,132.30	21,132.30	0.44 %	20,826.29		306.01	3.63 %	765.60
ADVANTAGE PORTFOLIO	290	72.8700	72.8700		71.82				
EQT CORPORATION (EQT)	30,694.95	27,121.05	27,121.05	0.57 %	29,803.49		- 2,682.44	1.61 %	435.60
ADVANTAGE PORTFOLIO	495	54.7900	54.7900		60.21				
EXXON MOBIL CORP (XOM)	61,134.40	64,417.60	64,417.60	1.35 %	61,547.61		2,869.99	2.22 %	1,428.80
ADVANTAGE PORTFOLIO	760	84.7600	84.7600		80.98				
NATIONAL OILWELL VARCO INC (NOV)	27,246.00	25,836.20	25,836.20	0.54 %	27,353.14		- 1,516.94	0.71 %	182.40
ADVANTAGE PORTFOLIO	380	67.9900	67.9900		71.98				
Total energy			\$193,835.15	4.03 %	\$190,090.13		\$3,745.02	2.32 %	\$4,497.20





WEALTH MANAGEMENT

HARLAN FAMILY FOUNDATION IMACONS
INVESTMENT MANAGEMENT STATEMENT

December 1, 2011 - December 30, 2011

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Detail

Financial

Financial	Market value last period		Current market value		% of total portfolio	Total tax cost		Unrealized gain/loss	Current yield	Estimated annual income
	Quantity	price per unit	Current	price per unit		Avg tax cost per unit	Total tax cost			
Description (Symbol)										
AMERICAN EXPRESS CO (AXP)	\$20,417.00	425	\$20,047.25	\$47.1700	0.42 %	\$21,088.28	\$49.62	- \$1,041.03	1.53 %	\$306.00
ADVANTAGE PORTFOLIO										
AMERIPRISE FINANCIAL INC (AMP)	21,807.25	475	23,579.00	49.6400	0.50 %	27,326.51	57.53	- 3,747.51	2.26 %	532.00
ADVANTAGE PORTFOLIO										
BANK OF AMERICA CORP (BAC)	6,528.00	1,200	6,672.00	5.5600	0.14 %	15,140.15	12.62	- 8,468.15	0.72 %	48.00
ADVANTAGE PORTFOLIO										
CAPITAL ONE FINANCIAL CORP (COF)	22,553.30	505	21,356.45	42.2900	0.45 %	25,510.88	50.52	- 4,154.43	0.48 %	101.00
ADVANTAGE PORTFOLIO										
CHUBB CORP (CB)	25,964.40	385	26,649.70	69.2200	0.56 %	24,201.10	62.86	2,448.60	2.26 %	600.60
ADVANTAGE PORTFOLIO										
CITIGROUP INC (CI)	14,427.00	525	13,812.75	26.3100	0.29 %	20,625.50	39.29	- 6,812.75	0.16 %	21.00
ADVANTAGE PORTFOLIO										
EQUITY RESIDENTIAL (EQR)	16,832.95	305	17,394.15	57.0300	0.37 %	18,281.39	59.94	- 887.24	3.99 %	692.35
SH BEN INT REIT										
ADVANTAGE PORTFOLIO										
JPMORGAN CHASE & CO (JPM)	29,576.35	955	31,753.75	33.2500	0.67 %	43,347.45	45.39	- 11,593.70	3.01 %	955.00
ADVANTAGE PORTFOLIO										
MOODY'S CORP (MCO)	15,272.40	440	14,819.20	33.6800	0.31 %	16,704.17	37.96	- 1,884.97	1.91 %	281.60
ADVANTAGE PORTFOLIO										
WELLS FARGO & COMPANY (WFC)	24,308.40	940	25,906.40	27.5600	0.54 %	25,793.60	27.44	112.80	1.75 %	451.20
ADVANTAGE PORTFOLIO										
Total financial			\$201,990.65		4.20 %	\$238,019.03		- \$36,028.38	1.98 %	\$3,988.75

Health care

Health care										
Description (Symbol)	Market value last period		Current market value		% of total portfolio	Total tax cost		Unrealized gain/loss	Current yield	Estimated annual income
	Quantity		price per unit	Current		Avg tax cost per unit				
COVIDIEN PLC (COV)	\$25,052.50		\$24,755.50		0.52 %	\$27,351.50		-\$2,596.00	2.00 %	\$495.00
ISIN IE00B685QD29 SEDOL B685QD2	550		\$45 0100			\$49.73				
ADVANTAGE PORTFOLIO										
ALLERGAN INC (AGN)	27,627.60		28,954.20		0.61 %	27,345.29		1,608.91	0.23 %	66.00
ADVANTAGE PORTFOLIO	330		87 7400			82.87				



WEALTH MANAGEMENT

HARLAN FAMILY FOUNDATION IMACONS INVESTMENT MANAGEMENT STATEMENT

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Detail

Health care

Description (Symbol)	Market value last period		Current market value		% of total portfolio	Avg tax cost per unit		Unrealized gain/loss	Current yield	Estimated annual income
	Quantity	Current price per unit	Current	price per unit		Avg tax cost per unit	Total tax cost			
AMERISOURCEBERGEN CORP (ABC)	19,875.25	19,896.65	19,896.65	19,896.65	0.42 %	22,276.33	41.64	- 2,379.68	1.40 %	278.20
ADVANTAGE PORTFOLIO	535	37,190.00	37,190.00	37,190.00						
BRISTOL MYERS SQUIBB CO (BMY)	19,795.60	21,320.20	21,320.20	21,320.20	0.45 %	18,852.10	31.16	2,468.10	3.86 %	822.80
ADVANTAGE PORTFOLIO	605	35,240.00	35,240.00	35,240.00						
JOHNSON & JOHNSON (JNJ)	40,450.00	40,987.50	40,987.50	40,987.50	0.86 %	41,535.26	66.46	- 547.76	3.48 %	1,425.00
ADVANTAGE PORTFOLIO	625	65,580.00	65,580.00	65,580.00						
MERCK & CO INC (MRK)	13,048.75	13,760.50	13,760.50	13,760.50	0.29 %	12,147.20	33.28	1,613.30	4.46 %	613.20
ADVANTAGE PORTFOLIO	365	37,700.00	37,700.00	37,700.00						
PFIZER INC (PFE)	31,710.60	34,191.20	34,191.20	34,191.20	0.72 %	30,193.80	19.11	3,997.40	4.07 %	1,390.40
ADVANTAGE PORTFOLIO	1,580	21,640.00	21,640.00	21,640.00						
SHIRE PLC (SHPGY)	17,224.40	17,663.00	17,663.00	17,663.00	0.37 %	15,343.94	90.26	2,319.06	0.39 %	68.00
ADVANTAGE PORTFOLIO	170	103,900.00	103,900.00	103,900.00						
UNITEDHEALTH GROUP INC (UNH)	22,678.05	23,566.20	23,566.20	23,566.20	0.50 %	20,501.85	44.09	3,064.35	1.29 %	302.25
ADVANTAGE PORTFOLIO	465	50,680.00	50,680.00	50,680.00						
Total health care		\$225,094.95	\$225,094.95	\$225,094.95	4.68 %	\$215,547.27	\$9,547.68	\$2,827.79	2.43 %	\$5,440.85

Industrials

Description	Market value last period		Current market value		% of total portfolio	Avg tax cost per unit		Unrealized gain/loss	Current yield	Estimated annual income
	Quantity	Current price per unit	Current	price per unit		Avg tax cost per unit	Total tax cost			
CUMMINS INC	- \$1,785.00	- \$35.00	- \$35.00	- \$35.00	- 0.01 %	- \$2,862.79	\$4.09	\$2,827.79		
CALL @ 105 EXPIRES 01/21/12	- 700	\$0.0500	\$0.0500	\$0.0500						
CMJ 120121C00105000										
PNC										
CUMMINS INC (CMI)	72,247.50	66,015.00	66,015.00	66,015.00	1.38 %	59,531.28	79.38	6,483.72	1.82 %	1,200.00
ADVANTAGE PORTFOLIO	750	88,020.00	88,020.00	88,020.00						
CUMMINS INC (CMI)	17,339.40	15,843.60	15,843.60	15,843.60	0.33 %	17,522.95	97.35	- 1,679.35	1.82 %	288.00
ADVANTAGE PORTFOLIO	180	88,020.00	88,020.00	88,020.00						
DOVER CORP (DOV)	23,087.40	24,381.00	24,381.00	24,381.00	0.51 %	22,079.92	64.48	- 2,698.92	2.18 %	529.20
ADVANTAGE PORTFOLIO	420	58,050.00	58,050.00	58,050.00						
EATON CORP (ETN)	19,760.40	19,153.20	19,153.20	19,153.20	0.40 %	21,467.25	48.79	- 2,314.05	3.13 %	598.40
ADVANTAGE PORTFOLIO	440	43,530.00	43,530.00	43,530.00						



Detail

Industrials

Description	Market value last period	Current market value		% of total portfolio	Avg tax cost per unit	Total tax cost	Unrealized gain/loss	Current yield	Estimated annual income
		Quantity	price per unit						
GENERAL ELECTRIC CO (GE)	20,444.35	20,444.35	23,014.35	0.48 %	24,312.20	18.92	- 1,297.85	3.80 %	873.80
ADVANTAGE PORTFOLIO	1,285	17,910.00	17,910.00						
JOY GLOBAL INC (JOY)	19,625.20	16,118.55	16,118.55	0.34 %	20,629.96	95.95	- 4,511.41	0.94 %	150.50
ADVANTAGE PORTFOLIO	215	74,970.00	74,970.00						
UNION PACIFIC CORP (UNP)	26,886.60	27,544.40	27,544.40	0.58 %	26,790.11	103.04	754.29	2.27 %	624.00
ADVANTAGE PORTFOLIO	260	105,940.00	105,940.00						
UNITED TECHNOLOGIES CORP (UTX)	24,129.00	23,023.35	23,023.35	0.48 %	26,368.65	83.71	- 3,345.30	2.63 %	604.80
ADVANTAGE PORTFOLIO	315	73,090.00	73,090.00						
Total industrials		\$215,058.45		4.48 %	\$220,839.53		- \$5,781.08	2.26 %	\$4,868.70

Information technology

Description (Symbol)	Market value last period	Current market value		% of total portfolio	Avg tax cost per unit	Total tax cost	Unrealized gain/loss	Current yield	Estimated annual income
		Quantity	price per unit						
APPLE INC (AAPL)	\$63,063.00	\$66,825.00	\$66,825.00	1.40 %	\$22,486.99	\$136.29	\$44,338.01		
ADVANTAGE PORTFOLIO	165	\$405,000.00	\$405,000.00						
CISCO SYSTEMS INC (CSCO)	17,987.60	20,249.60	20,249.60	0.43 %	21,275.85	19.00	- 1,026.25	1.33 %	268.80
ADVANTAGE PORTFOLIO	1,120	18,080.00	18,080.00						
EMC CORP (EMC)	24,850.80	23,263.20	23,263.20	0.49 %	20,772.44	19.23	2,490.76		
ADVANTAGE PORTFOLIO	1,080	21,540.00	21,540.00						
EBAY INC (EBAY)	16,126.55	16,529.85	16,529.85	0.35 %	16,208.30	29.74	321.55		
ADVANTAGE PORTFOLIO	545	30,330.00	30,330.00						
GOOGLE INC-CL A (GOOG)	35,963.40	45,213.00	45,213.00	0.95 %	35,805.75	511.51	9,407.25		
ADVANTAGE PORTFOLIO	70	645,900.00	645,900.00						
INTEL CORP (INTC)	28,272.85	27,523.75	27,523.75	0.58 %	24,477.73	21.57	3,046.02	3.47 %	953.40
ADVANTAGE PORTFOLIO	1,135	24,250.00	24,250.00						
INTERNATIONAL BUSINESS MACHS (IBM) CORP	33,840.00	33,098.40	33,098.40	0.69 %	29,851.20	165.84	3,247.20	1.64 %	540.00
ADVANTAGE PORTFOLIO	180	183,880.00	183,880.00						
MICROSOFT CORP (MSFT)	35,684.10	36,214.20	36,214.20	0.76 %	34,594.18	24.80	1,620.02	3.09 %	1,116.00
ADVANTAGE PORTFOLIO	1,395	25,960.00	25,960.00						



WEALTH MANAGEMENT

HARLAN FAMILY FOUNDATION IMACONS INVESTMENT MANAGEMENT STATEMENT

Detail

Information technology

Description (Symbol)	Market value last period	Current market value	% of total portfolio	Avg tax cost per unit	Total tax cost	Unrealized gain/loss	Current yield	Estimated annual income
ORACLE CORP (ORCL)	Quantity 34,798.50	price per unit 28,471.50	0.60 %	36,750.43	33.11	-8,278.93	0.94 %	266.40
ADVANTAGE PORTFOLIO	1,110	25,6500						
QUALCOMM INC (QCOM)	29,592.00	29,538.00	0.62 %	29,489.40	54.61	48.60	1.58 %	464.40
ADVANTAGE PORTFOLIO	540	54,7000						
Total information technology		\$326,926.50	6.80 %	\$271,712.27		\$55,214.23	1.10 %	\$3,609.00

Materials

Description (Symbol)	Market value last period	Current market value	% of total portfolio	Avg tax cost per unit	Total tax cost	Unrealized gain/loss	Current yield	Estimated annual income
CELANESE CORP-SERIES A (CE)	Quantity \$20,223.15	price per unit \$19,257.45	0.41 %	\$22,178.35	\$50.99	- \$2,920.90	0.55 %	\$104.40
ADVANTAGE PORTFOLIO	435	\$44,2700						
DUPONT E I DE NEMOURS & CO (DD)	21,235.40	20,372.10	0.43 %	23,883.15	53.67	-3,511.05	3.59 %	729.80
ADVANTAGE PORTFOLIO	445	45,7800						
FMC CORPORATION NEW (FMC)	..	18,498.60	0.39 %	18,059.13	84.00	439.47	0.70 %	129.00
ADVANTAGE PORTFOLIO	215	86,0400						
Total materials		\$58,128.15	1.21 %	\$64,120.63		- \$5,992.48	1.66 %	\$963.20

Telecommunication services

Description (Symbol)	Market value last period	Current market value	% of total portfolio	Avg tax cost per unit	Total tax cost	Unrealized gain/loss	Current yield	Estimated annual income
AT&T INC (T)	Quantity \$17,822.70	price per unit \$18,597.60	0.39 %	\$17,109.30	\$27.82	\$1,488.30	5.83 %	\$1,082.40
ADVANTAGE PORTFOLIO	615	\$30,2400						
VODAFONE GROUP PLC (VOD)	22,127.25	22,844.45	0.48 %	22,276.23	27.33	568.22	5.15 %	1,176.05
SPONSORED ADR NEW	815	28,0300						
ADVANTAGE PORTFOLIO								
Total telecommunication services		\$41,442.05	0.86 %	\$39,385.53		\$2,056.52	5.45 %	\$2,258.45





WEALTH MANAGEMENT

HARLAN FAMILY FOUNDATION IMACONS INVESTMENT MANAGEMENT STATEMENT

Detail

Etf - equity

Description	Market value last period	Current market value	% of total portfolio	Avg tax cost per unit	Total tax cost	Unrealized gain/loss	Current yield	Estimated annual income
VANGUARD MSCI EMERGING MARKETS (VWO)	Quantity 81,640.00	Current price per unit 76,420.00	1.60 %	94,397.40	47.20	- 17,977.40	2.38 %	1,812.00
ETF	2,000	38,2100						
PNC								
Total etf - equity		\$661,169.10	13.76 %	\$755,306.66		- \$94,137.56	2.60 %	\$17,194.73

Mutual funds - equity

Description (Symbol)	Market value last period	Current market value	% of total portfolio	Avg tax cost per unit	Total tax cost	Unrealized gain/loss	Current yield	Estimated annual income
BLACKROCK FUNDS (MADVX)	Quantity \$540,724.58	Current price per unit \$546,735.98	11.38 %	\$550,000.00	\$18.30	- \$3,264.02	1.98 %	\$10,820.50
EQUITY DIVIDEND INSTITUTIONAL CLASS FUND 383	30,056.953	\$18.1900						
PNC								
BLACKROCK GLOBAL ALLOCATION FD (MALOX)	471,052.69	329,188.99	6.86 %	360,398.48	19.97	- 31,209.49	2.20 %	7,219.06
INSTL CL	18,047.642	18.2400						
PNC								
Total mutual funds - equity		\$875,924.97	18.23 %	\$910,398.48		- \$34,473.51	2.06 %	\$18,039.56

Other equity

Description (Cusip)	Market value last period	Current market value	% of total portfolio	Avg tax cost per unit	Total tax cost	Unrealized gain/loss	Current yield	Estimated annual income
HSBC EQUITY NOTE	Quantity \$98,210.00	Current price per unit \$98,620.00	2.06 %	\$100,000.00	\$100.00	- \$1,380.00	3.34 %	\$3,290.00
3.29% CPN 10% BUFFER 136.79% CAP MATURITY 4/23/15 ISSUED 10/19/11	100,000	\$98.6200						
RATING A1 (4042K1NW9)								
PNC								
Total equities		\$3,413,226.02	71.03 %	\$3,485,057.98		- \$71,831.96	2.20 %	\$75,165.69



WEALTH MANAGEMENT

HARLAN FAMILY FOUNDATION IMACONS INVESTMENT MANAGEMENT STATEMENT

Detail

Alternative investments Etf - alternative investments

Description (Symbol)	Market value last period		Current market value		% of total portfolio	Total tax cost	Unrealized gain/loss	Current yield	Estimated annual income
	Quantity	price per unit	Current price per unit	Current		Avg tax cost per unit			
IPATH DOW JONES-UBS COMMODITY (DJP)	\$87,700.00	\$53,349.12			1.12 %	\$62,967.04	- \$9,617.92		
INDEX TOTAL RETURN ETN	1,263	\$42,240.00				\$49.86			
ETF									
PNC									

Mutual funds - alternative invest

Description (Symbol)	Market value last period		Current market value		% of total portfolio	Total tax cost	Unrealized gain/loss	Current yield	Estimated annual income
	Quantity	price per unit	Current price per unit	Current		Avg tax cost per unit			
DIAMOND HILL LONG-SHORT FUND (DHLX)	\$201,218.45	\$201,099.67			4.19 %	\$200,000.00	\$1,099.67	0.03 %	\$59.39
CLI	11,878.303	\$16.9300				\$16.84			
PNC									
DRIEHAUS ACTIVE INCOME FUND (LCMAX)	89,960.38	90,140.48			1.88 %	100,000.00	- 9,859.52	4.28 %	3,854.16
FUND # 640	9,005.043	10.0100				11.11			
PNC									
JP MORGAN RESEARCH MARKET (JPMNX)	73,457.20	71,665.56			1.50 %	75,000.00	- 3,334.44	1.46 %	1,045.12
NEUTRAL FUND INSTITUTIONAL	4,976.775	14.4000				15.07			
FD # 1781									
PNC									

Total mutual funds - alternative invest					7.55 %	\$375,000.00	- \$12,094.29	1.37 %	\$4,958.67
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Total alternative investments					8.66 %	\$437,967.04	- \$21,712.21	1.19 %	\$4,958.67
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Total portfolio					100.00 %	\$4,871,905.61	- \$66,625.00	2.26 %	\$108,655.73
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FORM 990PF, PART II - CORPORATE BONDSATTACHMENT 3

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
GENERAL ELECTRIC 06/20/14	95,606.	95,287.
MERRILL LYNCH 2/05	106,461.	100,743.
ISHARES BARCLAYS BOND FD	574,504.	603,619.
ISHARES JP MORGAN EMERGING MK	105,909.	109,750.
TOTALS	<u>882,480.</u>	<u>909,399.</u>

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

ATTACHMENT 4

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
HAL P. HARLAN 7597 EAST US HIGHWAY 36 AVON, IN 46123	TRUSTEE 1.00	0	0	0
GRAND TOTALS		0	0	0

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 5

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
WASHINGTON TOWNSHIP / AVON FIRE DEPARTMENT 311 PRODUCTION DRIVE AVON, IN 46123	N/A GOVERNMENT AGENCY	PROGRAM SUPPORT	5,000.
PIKE TOWNSHIP FIRE DEPARTMENT 4881 W 71ST STREET INDIANAPOLIS, IN 46268	N/A GOVERNMENT AGENCY	FIRE EQUIPMENT	5,000
INDIANAPOLIS ZOO 1200 WEST WASHINGTON STREET INDIANAPOLIS, IN 46222	N/A 170 (B) (1) (A) (VI)	RADIOGRAPHY UNIT	10,000
ST VINCENT FOUNDATION 8402 HARCOURT ROAD, SUITE 210 INDIANAPOLIS, IN 46260	N/A 509 (A) (3) - TYPE 1	GENERAL SUPPORT	33,333
CHARITY DEVELOPMENT OF LOS CABOS 3945 GREENBRIAR DRIVE STAFFORD, TX 77477	N/A 170 (B) (1) (A) (VI)	SUPPORT EDUCATION	12,000
THE ORCHARD SCHOOL 615 WEST 64TH STREET INDIANAPOLIS, IN 46260	N/A 170 (B) (1) (A) (II)	EDUCATION	4,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 5 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
AMERICAN LEADERSHIP ACADEMY PO BOX 245 ZIONSVILLE, IN 46345	N/A 170 (B) (1) (A) (II)		GENERAL SUPPORT	10,000.
YMCA OF GREATER INDIANAPOLIS 615 NORTH ALABAMA STREET INDIANAPOLIS, IN 46204	N/A 509 (A) (2)		GENERAL SUPPORT	5,000
AVON HIGH SCHOOL 775 EAST 150 SOUTH AVON, IN 46123	N/A GOVERNMENT AGENCY		BAND	3,000
CLIF BAR FOUNDATION 1451 66TH STREET EMERYVILLE, CA 94608	N/A 170 (B) (1) (A) (VI)		GENERAL SUPPORT	3,500
HOPE, ARKANSAS HOPE, AR 71801	N/A GOVERNMENT AGENCY		SCOUT HOUSE	50,000
GLEANERS FOOD BANK 3737 WALDEMERE AVENUE INDIANAPOLIS, IN 46241	N/A 170 (B) (1) (A) (VI)		GENERAL SUPPORT	25,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 5 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
LUBAVITCH OF INDIANA 1031 GOLF LANE INDIANAPOLIS, IN 46260	N/A 170 (B) (1) (A) (II)	GENERAL SUPPORT	15,000
INDIANAPOLIS CHILDREN'S MUSEUM 3000 NORTH MERIDIAN STREET INDIANAPOLIS, IN 46208	N/A 170 (B) (1) (A) (VI)	GENERAL SUPPORT	35,000
SANIBEL-CAPTIVA CONSERVATION FOUNDATION PO BOX 839 SANIBEL, FL 33957	N/A 170 (B) (1) (A) (VI)	GENERAL SUPPORT	1,000
ORLEANS CONSERVATION TRUST PO BOX 1078 EAST ORLEANS, MA 02643	N/A 170 (B) (1) (A) (VI)	GENERAL SUPPORT	500
CAROLINA MOUNTAIN LAND CONSERVANCY 847 CASE STREET HENDERSONVILLE, NC 28792	N/A 170 (B) (1) (A) (VI)	GENERAL SUPPORT	1,000
ZMOTION RACING FOUNDATION 2200 WEST COMMERCIAL BOULEVARD FORT LAUDERDALE, FL 33309	N/A 170 (B) (1) (A) (VI)	GENERAL SUPPORT	2,500

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 5 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
TREY ALTICK FOUNDATION 2804 KILPATRICK BOULEVARD MONROE, LA 71201	N/A 170 (B) (1) (A) (VI)	GENERAL SUPPORT	1,000
ATTERBURY-BAKALAR AIR MUSEUM, INC. 4742 RAY BOLL BOULEVARD COLUMBUS, IN 47203	N/A 170 (B) (1) (A) (VI)	GENERAL SUPPORT	5,000

TOTAL CONTRIBUTIONS PAID

226,833

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

ATTACHMENT 6

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

ST VINCENT FOUNDATION
8402 HARCOURT ROAD, SUITE 210
INDIANAPOLIS, IN 46260

N/A
509 (A) (3) - TYPE 1

GENERAL SUPPORT

66,666

INDIANAPOLIS CHILDREN'S MUSEUM
3000 NORTH MERIDIAN STREET
INDIANAPOLIS, IN 46208

N/A
170 (B) (1) (A) (VI)

GENERAL SUPPORT

115,000

TOTAL CONTRIBUTIONS APPROVED

181,666