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

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

OMB No. 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , 2012, 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 ▶ ☐

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: ☒ 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)* ▶ $ 5,200,190.

J Accounting method: ☒ Cash ☐ 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) (see instructions).)*	**(a)** Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)	68,669.			
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	129,948.	129,948.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	-27,922.			
b	Gross sales price for all assets on line 6a 1,594,593.				
7	Capital gain net income (from Part IV, line 2)				
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
12	**Total.** Add lines 1 through 11	170,695.	129,948.		
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) *	38,611.	38,611.		
17	Interest				
18	Taxes (attach schedule) (see instructions) ATCH 2	1,783.			
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	40,394.	38,611.		
25	Contributions, gifts, grants paid	224,000.			224,000.
26	**Total expenses and disbursements.** Add lines 24 and 25	264,394.	38,611.		224,000.
27	Subtract line 26 from line 12:				
a	**Excess of revenue over expenses and disbursements**	-93,699.			
b	**Net investment income** (if negative, enter -0-)		91,337.		
c	**Adjusted net income** (if negative, enter -0-)				

Revenue

Operating and Administrative Expenses

*ATCH 1

10G18

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	66,401.	25,778.	25,778.
	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 3	3,923,025.	3,896,087.	4,261,876.
	c	Investments - corporate bonds (attach schedule) ATCH 4	882,480.	856,342.	912,536.
	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)	4,871,906.	4,778,207.	5,200,190.
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. ▶ ☒			
	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	4,871,906.	4,778,207.	
	30	**Total net assets or fund balances** (see instructions)	4,871,906.	4,778,207.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	4,871,906.	4,778,207.	

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	4,871,906.
2	Enter amount from Part I, line 27a	2	-93,699.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	4,778,207.
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	4,778,207.

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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	-27,922.
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))
2011	224,554.	4,138,959.	0.054254
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

2	**Total** of line 1, column (d)	2	0.218822
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	0.043764
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	5,094,691.
5	Multiply line 4 by line 3	5	222,964.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	913.
7	Add lines 5 and 6	7	223,877.
8	Enter qualifying distributions from Part XII, line 4	8	224,000.

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	913.
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	913.
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	913.
6	Credits/Payments:				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a			
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	2,700.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	2,700.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached			8	22.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	1,765.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 1,765. **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 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* ATCH 5	3	X	
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	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.*	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) ▶ 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*	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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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 ▶ 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

			Yes	No
16	At any time during calendar year 2012, 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 Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ 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 2012 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 2012.)*	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 2012?	4b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 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? 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** No: 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
ATCH 6		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 ▶

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 ▶	

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	5,095,330.
b	Average of monthly cash balances			1b	76,945.
c	Fair market value of all other assets (see instructions)			1c	
d	**Total** (add lines 1a, b, and c)			1d	5,172,275.
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	5,172,275.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)			4	77,584.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	5,094,691.
6	**Minimum investment return.** Enter 5% of line 5			6	254,735.

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	254,735.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	913.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	913.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	253,822.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	253,822.
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	253,822.

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	224,000.
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	224,000.
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	913.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	223,087.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				253,822.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			192,300.	
b Total for prior years 20 10 ,20 09 ,20 08				
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e				
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 224,000.				
a Applied to 2011, but not more than line 2a			192,300.	
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 2012 distributable amount				31,700.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 *(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 2011. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				222,122.
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 2007 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling . . . . ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2a 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 or e-mail 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 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*				
ATCH 7				
Total . . . . ▶ 3a				224,000.
b *Approved for future payment*				
ATCH 8				
Total . . . . ▶ 3b				195,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	129,948.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-27,922.	
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)				102,026.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . 13 102,026.

(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). (See instructions.)

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

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

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

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

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.

X H P Harlan | 6-28-13 | TRUSTEE

Signature of officer or trustee | Date | Title

HAL P. HARLAN

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: Jennifer D Rhoderick

Date: 06/02/2013

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 46204

Phone no. 317-681-7000

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

Schedule of Contributors

▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**

OMB No. 1545-0047

2012

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).

For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. **Schedule B (Form 990, 990-EZ, or 990-PF) (2012)**

JSA
2E1251 1 000

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	$ 68,669.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
THE HARLAN FAMILY FOUNDATION	20-3994043

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

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

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

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

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

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

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

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

(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

(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

(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

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)	
		PUBLICLY-TRADED SECURITIES				P	VARIOUS	VARIOUS
		PROPERTY TYPE: SECURITIES						
1,594,593.		1,622,515.					-27,922.	
TOTAL GAIN(LOSS)							-27,922.	

ATTACHMENT 1

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT MGMT FEES		38,611.	38,611.
	TOTALS	38,611.	38,611.

ATTACHMENT 2

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
EXCISE TAX ON INVSTMT INCOME	1,783.
TOTALS	1,783.

ATTACHMENT 3

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
CORPORATE STOCK - SEE ATTACHED	3,896,087.	4,261,876.
TOTALS	3,896,087.	4,261,876.

Detail

Mutual funds - fixed income

Description (Symbol)	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total tax cost Avg. tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income
Total fixed income		**$942,731.75**	**18.13 %**	**$886,356.70**	**$56,375.05**	**2.84 %**	**$26,741.92**

Equities

Stocks

Consumer discretionary

Description (Symbol)	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total tax cost Avg. tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income
COMCAST CORPORATION CL A (CMCSA)	$36,451.10	$36,612.80	0.71 %	$23,211.60	$13,401.20	1.74 %	$637.00
PCA ADVANTAGE PORTFOLIO	980	$37.3600		$23.69			
DISNEY WALT CO (DIS)	18,622.50	18,671.25	0.36 %	16,720.73	1,950.52	1.51 %	281.25
PCA ADVANTAGE PORTFOLIO	375	49.7900		44.59			
GANNETT INC (GCI)	19,063.50	19,180.65	0.37 %	19,906.95	- 726.30	4.45 %	852 00
PCA ADVANTAGE PORTFOLIO	1,065	18.0100		18.69			
HOME DEPOT INC (HD)	43,922.25	41,748.75	0.81 %	29,872.53	11,876.22	1.88 %	783.00
PCA ADVANTAGE PORTFOLIO	675	61.8500		44.26			
LIMITED BRANDS INC (LTD)	28,943.25	26,118.30	0.51 %	21,246.47	4,871.83	2.13 %	555.00
PCA ADVANTAGE PORTFOLIO	555	47.0600		38.28			
MACY'S INC (M)	28,444.50	28,679.70	0.56 %	20,784.33	7,895.37	2.06 %	588.00
PCA ADVANTAGE PORTFOLIO	735	39.0200		28 28			
PVH CORP (PVH)	24,063.90	23,312.10	0.45 %	20,569.87	2,742.23	0.14 %	31.50
PCA ADVANTAGE PORTFOLIO	210	111.0100		97.95			
POLARIS INDS INC (PII)	19,082.25	18,933.75	0.37 %	18,560.53	373.22	1.76 %	333.00
PCA ADVANTAGE PORTFOLIO	225	84.1500		82.49			
ROSS STORES INC (ROST)	14,554.38	13,792.95	0.27 %	15,706.57	- 1,913.62	1.04 %	142.80
PCA ADVANTAGE PORTFOLIO	255	54.0900		61.59			
Total consumer discretionary		**$227,050.25**	**4.37 %**	**$186,579.58**	**$40,470.67**	**1.85 %**	**$4,203.55**

Detail

Consumer staples

Description (Symbol)	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total tax cost Avg. tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income
ANHEUSER BUSCH INBEV (BUD) SPONSORED ADR PCA ADVANTAGE PORTFOLIO	$28,150.40 320	$27,971.20 $87.4100	0.54 %	$22,603.63 $70.64	$5,367.57	1.48 %	$413.76
COCA COLA CO (KO) PCA ADVANTAGE PORTFOLIO	37,161.60 980	35,525.00 36.2500	0.69 %	33,033.18 33.71	2,491.82	2.82 %	999.60
THE HERSHEY COMPANY (HSY) PCA ADVANTAGE PORTFOLIO	35,902.30 490	35,387.80 72.2200	0.69 %	27,540.44 56.21	7,847.36	2.33 %	823.20
MC CORMICK & CO INC (MKC) NON-VOTING PCA ADVANTAGE PORTFOLIO	285	18,106.05 63.5300	0.35 %	18,421.92 64.64	-,315.87	2.15 %	387.60
PHILIP MORRIS INTERNAT-W/I (PM) PCA ADVANTAGE PORTFOLIO	30,559.20 340	28,437 60 83.6400	0.55 %	31,139.27 91.59	- 2,701.67	4.07 %	1,156.00
PROCTER & GAMBLE CO (PG) PCA ADVANTAGE PORTFOLIO	31,772.65 505	34,284.45 67.8900	0.66 %	30,413.44 60.23	3,871.01	3.32 %	1,135.24
WHOLE FOODS MKT INC (WFM) PCA ADVANTAGE PORTFOLIO	30,342.00 325	29,627.00 91.1600	0.57 %	20,736.46 63.80	8,890.54	0.88 %	260.00
Total consumer staples		**$209,339.10**	**4.03 %**	**$183,888.34**	**$25,450.76**	**2.47 %**	**$5,175.40**

Energy

Description (Symbol)	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total tax cost Avg. tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income
ENSCO PLC CLASS A (ESV) SEDOL B4VLR19 ISIN GB00B4VLR192 PCA ADVANTAGE PORTFOLIO	325	$19,266.00 $59.2800	0.38 %	$18,615.71 $57.28	$650.29	2.54 %	$487.50
CHEVRON CORPORATION (CVX) PCA ADVANTAGE PORTFOLIO	53,373.45 410	44,337.40 108.1400	0.86 %	39,864.30 97.23	4,473.10	3.33 %	1,476.00
EXXON MOBIL CORP (XOM) PCA ADVANTAGE PORTFOLIO	65,223.60 740	64,047.00 86.5500	1.24 %	59,927.94 80.98	4,119.06	2 64 %	1,687.20
NATIONAL OILWELL VARCO INC (NOV) PCA ADVANTAGE PORTFOLIO	30,735.00 300	20,505 00 68.3500	0.40 %	21,591.20 71.97	- 1,086.20	0.77 %	156.00

Detail

Energy

Description (Symbol)	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total tax cost Avg. tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income
SUNCOR ENERGY INC (SU) ISIN CA8672241079 SEDOL B3NB1P2 PCA ADVANTAGE PORTFOLIO	31,957.80 980	32,320.40 32.9800	0.63 %	26,599.54 27.14	5,720.86	1.59 %	513.52
Total energy		**$180,475.80**	**3.47 %**	**$166,598.69**	**$13,877.11**	**2.39 %**	**$4,320.22**

Financial

Description (Symbol)	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total tax cost Avg. tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income
AMERICAN EXPRESS CO (AXP) PCA ADVANTAGE PORTFOLIO	$25,993.50 465	$26,728.20 $57.4800	0.52 %	$23,119 51 $49 72	$3,608.69	1.40 %	$372.00
CAPITAL ONE FINANCIAL CORP (COF) PCA ADVANTAGE PORTFOLIO	17,856.00 310	17,958.30 57.9300	0.35 %	19,088.44 61.58	- 1,130.14	0.35 %	62.00
CHUBB CORP (CB) PCA ADVANTAGE PORTFOLIO	28,101.35 365	27,491.80 75.3200	0 53 %	22,943.90 62.86	4,547.90	2.18 %	598.60
CITIGROUP INC (C) PCA ADVANTAGE PORTFOLIO	25,236.10 730	28,878.80 39.5600	0.56 %	28,394.08 38.90	484.72	0.11 %	29.20
DISCOVER FINANCIAL W/I (DFS) PCA ADVANTAGE PORTFOLIO	20,180.85 485	18,696.75 38.5500	0.36 %	17,217.46 35.50	1,479.29	1.46 %	271.60
EQUITY RESIDENTIAL (EQR) SH BEN INT REIT PCA ADVANTAGE PORTFOLIO	15,542.80 280	15,867.60 56.6700	0.31 %	16,782.92 59.94	- 915.32	5.42 %	859.60
FIFTH THIRD BANCORP (FITB) PCA ADVANTAGE PORTFOLIO	23,058 00 1,575	23,940.00 15 2000	0.47 %	22,704.90 14.42	1,235.10	2.64 %	630.00
JPMORGAN CHASE & CO (JPM) PCA ADVANTAGE PORTFOLIO	41,901.60 1,020	44,848.38 43.9690	0.87 %	46,089.37 45.19	- 1,240.99	2.73 %	1,224.00
M&T BK CORP (MTB) PCA ADVANTAGE PORTFOLIO	20,523.30 210	20,678.70 98.4700	0.40 %	18,589.18 88.52	2,089.52	2 85 %	588.00
MOODY'S CORP (MCO) PCA ADVANTAGE PORTFOLIO	27,447.70 565	28,430.80 50.3200	0.55 %	22,070.17 39.06	6,360.63	1.59 %	452.00
WELLS FARGO & COMPANY (WFC) PCA ADVANTAGE PORTFOLIO	40,107.15 1,215	41,528.70 34.1800	0.80 %	34,268.19 28.20	7,260.51	2.58 %	1,069.20
Total financial		**$295,048.03**	**5.67 %**	**$271,268.12**	**$23,779.91**	**2.09 %**	**$6,156.20**

Health care

Description (Symbol)	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total tax cost Avg. tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income
COVIDIEN PLC (COV) ISIN IE00B68SQD29 SEDOL B68SQD2 PCA ADVANTAGE PORTFOLIO	$30,217.20 520	$30,024.80 $57.7400	0.58 %	$25,859 60 $49.73	$4,165.20	1.81 %	$540.80
ALLERGAN INC (AGN) PCA ADVANTAGE PORTFOLIO	22,723.75 245	22,473.85 91.7300	0.44 %	20,301.80 82 86	2,172.05	0.22 %	49.00
COOPER COS INC (COO) NEW PCA ADVANTAGE PORTFOLIO	19,937.40 210	19,420.80 92.4800	0.38 %	20,431.32 97.29	- 1,010.52	0.07 %	12.60
JOHNSON & JOHNSON (JNJ) PCA ADVANTAGE PORTFOLIO	36,608.25 525	36,802.50 70.1000	0.71 %	34,872.06 66.42	1,930.44	3.49 %	1,281.00
MERCK & CO INC (MRK) PCA ADVANTAGE PORTFOLIO	16,169.50 365	14,943.10 40.9400	0 29 %	12,147 20 33.28	2,795.90	4.21 %	627.80
MYLAN INC (MYL) PCA ADVANTAGE PORTFOLIO	21,744.00 800	21,960.00 27.4500	0.43 %	19,091.77 23.87	2,868.23		
PFIZER INC (PFE) PCA ADVANTAGE PORTFOLIO	37,404.90 1,495	37,493.11 25.0790	0.73 %	28,569.45 19.11	8,923.66	3.83 %	1,435.20
RESMED INC (RMD) PCA ADVANTAGE PORTFOLIO	32,050.20 780	32,424.60 41.5700	0.63 %	24,699.53 31.67	7,725.07	1.64 %	530.40
SHIRE PLC (SHPG) SPONSORED ADR PCA ADVANTAGE PORTFOLIO	19,924.90 230	21,201.40 92.1800	0.41 %	20,327.63 88.38	873.77	0.50 %	105 80
UNITEDHEALTH GROUP INC (UNH) PCA ADVANTAGE PORTFOLIO	18,492.60 340	18,441.60 54.2400	0.36 %	14,990.60 44.09	3,451.00	1.57 %	289.00
Total health care		**$255,185.76**	**4.91 %**	**$221,290.96**	**$33,894.80**	**1.91 %**	**$4,871.60**

Industrials

Description (Symbol)	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total tax cost Avg. tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income
BOEING CO (BA) PCA ADVANTAGE PORTFOLIO	$30,083.40 405	$30,520.80 $75 3600	0.59 %	$29,657.58 $73.23	$863.22	2.58 %	$785.70
GENERAL ELECTRIC CO (GE) PCA ADVANTAGE PORTFOLIO	49,338.55 2,335	49,011.65 20.9900	0.95 %	48,013.63 20 56	998.02	3.63 %	1,774.60

Detail

Industrials

Description (Symbol)	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total tax cost Avg. tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income
PALL CORP (PLL) PCA ADVANTAGE PORTFOLIO	17,844.00 300	18,078.00 60.2600	0.35 %	19,009.38 63.37	- 931.38	1,66 %	300.00
3M COMPANY (MMM) PCA ADVANTAGE PORTFOLIO	23,647.00 260	24,141.00 92.8500	0.47 %	22,718.51 87.38	1,422.49	2.55 %	613.60
UNION PACIFIC CORP (UNP) PCA ADVANTAGE PORTFOLIO	30,081.10 245	30,801.40 125.7200	0.60 %	25,244.53 103 04	5,556.87	2.20 %	676.20
UNITED TECHNOLOGIES CORP (UTX) PCA ADVANTAGE PORTFOLIO	23,632.45 295	24,192.95 82.0100	0.47 %	24,694.45 83.71	- 501.50	2.61 %	631.30
Total Industrials		**$176,745.80**	**3.40 %**	**$169,338.08**	**$7,407.72**	**2.71 %**	**$4,781.40**

Information technology

Description (Symbol)	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total tax cost Avg. tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income
ACCENTURE PLC CLASS A (ACN) ISIN IE00B4BNMY34 SEDOL B4BNMY3 PCA ADVANTAGE PORTFOLIO	$19,357.20 285	$18,952.50 $66.5000	0.37 %	$19,514.55 $68.47	- $562.05	2.44 %	$461.70
APPLE INC (AAPL) PCA ADVANTAGE PORTFOLIO	73,160.00 125	66,521.50 532.1720	1.28 %	16,342.24 130.74	50,179.26	2.00 %	1,325.00
CISCO SYSTEMS INC (CSCO) PCA ADVANTAGE PORTFOLIO	29,499.60 1,560	30,652.44 19.6490	0.59 %	29,816.96 19.11	835.48	2.86 %	873.60
EMC CORP (EMC) PCA ADVANTAGE PORTFOLIO	28,543.00 1,150	29,095.00 25.3000	0.56 %	22,605.25 19 66	6,489.75		
EBAY INC (EBAY) PCA ADVANTAGE PORTFOLIO	35,653.50 675	34,422.98 50.9970	0.67 %	21,527.07 31.89	12,895.91		
GOOGLE INC-CL A (GOOG) PCA ADVANTAGE PORTFOLIO	20,951.10 30	21,221.40 707.3800	0.41 %	14,693.40 489.78	6,528.00		
INTEL CORP (INTC) PCA ADVANTAGE PORTFOLIO	17,021.55 870	17,939.40 20.6200	0.35 %	18,748.50 21.55	- 809.10	4.37 %	783.00
INTERNATIONAL BUSINESS MACHS (IBM) CORP PCA ADVANTAGE PORTFOLIO	26,609.80 140	26,817.00 191.5500	0.52 %	23,217.60 165.84	3,599.40	1.78 %	476.00

Information technology

Description (Symbol)	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total tax cost Avg. tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income
MICROSOFT CORP (MSFT)	18,231.28	18,295.67	0.36 %	16,987.11	1,308.56	3.45 %	630.20
PCA ADVANTAGE PORTFOLIO	685	26.7090		24.80			
ORACLE CORP (ORCL)	20,270.25	20,991.60	0.41 %	20,858.35	133 25	0.73 %	151.20
PCA ADVANTAGE PORTFOLIO	630	33.3200		33.11			
QUALCOMM (QCOM)	35,627.20	34,641.04	0.67 %	31,204.79	3,436.25	1.62 %	560.00
PCA ADVANTAGE PORTFOLIO	560	61.8590		55.72			
Total information technology		**$319,550.53**	**6.15 %**	**$235,515.82**	**$84,034.71**	**1.65 %**	**$5,260.70**

Materials

Description (Symbol)	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total tax cost Avg. tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income
AGRIUM INC (AGU)	$20,404.00	$19,974.20	0.39 %	$19,425.94	$548.26	2.01 %	$400.00
SEDOL 2015530	200	$99.8710		$97.13			
ISIN CA0089161081							
PCA ADVANTAGE PORTFOLIO							
CF INDUSTRIES HOLDINGS INC (CF)	22,473.15	21,331.80	0.42 %	17,265.54	4,066.26	0.79 %	168.00
PCA ADVANTAGE PORTFOLIO	105	203.1600		164.43			
EASTMAN CHEM CO (EMN)	24,340.00	27,220.00	0.53 %	21,535.44	5,684.56	1.77 %	480.00
PCA ADVANTAGE PORTFOLIO	400	68.0500		53.84			
FMC CORPORATION NEW (FMC)	15,806.10	16,678.20	0.33 %	11,922.74	4,755.46	0.93 %	153.90
PCA ADVANTAGE PORTFOLIO	285	58.5200		41.83			
Total materials		**$85,204.20**	**1.64 %**	**$70,149.66**	**$15,054.54**	**1.41 %**	**$1,201.90**

Telecommunication services

Description (Symbol)	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total tax cost Avg. tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income
AT&T INC (T)	$42,321.20	$41,800.40	0.81 %	$39,208.21	$2,592.19	5.34 %	$2,232.00
PCA ADVANTAGE PORTFOLIO	1,240	$33.7100		$31.62			

Detail

Utilities

Description (Symbol)	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total tax cost Avg. tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income
OGE ENERGY CORP (OGE) PCA ADVANTAGE PORTFOLIO	$20,852.45 365	$20,553.15 $56.3100	0.40 %	$17,118.79 $46.90	$3,434.36	2.97 %	$609.55
WISCONSIN ENERGY CORP (WEC) PCA ADVANTAGE PORTFOLIO	33,589.35 895	32,980.75 36.8500	0.64 %	26,660.42 29.79	6,320.33	3.70 %	1,217.20
Total utilities		**$53,533.90**	**1.03 %**	**$43,779.21**	**$9,754.69**	**3.41 %**	**$1,826.75**
Total stocks		**$1,843,933.77**	**35.46 %**	**$1,587,616.67**	**$256,317.10**	**2.17 %**	**$40,029.72**

Etf - equity

Description (Symbol)	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total tax cost Avg. tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income
ISHARES RUSSELL MIDCAP (IWR) INDEX FD ETF PNC	$103,425.60 928	$104,956.80 $113.1000	2.02 %	$99,564.84 $107.29	$5,391.96	1.82 %	$1,904.26
ISHARES TR RUSSELL 2000 INDEX FD (IWM) ETF PNC	213,408.00 2,600	219,224.20 84.3170	4.22 %	211,657 48 81.41	7,566.72	2.01 %	4,386.20
THE JPMORGAN ALERIAN MLP INDEX (AMJ) ETN ETF PNC	40,583.62 1,022	39,306.12 38.4600	0.76 %	41,030.56 40.15	- 1,724.44	5.27 %	2,067.51
VANGUARD MSCI EMERGING MARKETS (VWO) ETF PNC	84,030.00 2,000	89,060.00 44.5300	1.72 %	94,397.40 47.20	- 5,337.40	2.19 %	1,950.00
VANGUARD MSCI EUROPE (VGK) ETF PNC	73,868.00 1,565	76,434.60 48.8400	1.47 %	71,240.52 45.52	5,194.08	3.01 %	2,298.99
VANGUARD REIT (VNQ) ETF PNC	73,199.40 1,140	75,012.00 65.8000	1.45 %	69,992.01 61.40	5,019.99	3.57 %	2,671.02
Total etf - equity		**$603,993.72**	**11.62 %**	**$587,882.81**	**$16,110.91**	**2.53 %**	**$15,277.98**

Detail

Mutual funds - equity

Description (Symbol)	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total tax cost Avg. tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income
BLACKROCK FUNDS (MADVX) EQUITY DIVIDEND INSTITUTIONAL CLASS FUND 383 PNC	$598,133.36 28,798.141	$573,946.95 $19.9300	11.04 %	$526,221.04 $18.27	$47,725.91	2.33 %	$13,333.54
BLACKROCK GLOBAL ALLOCATION FD (MALOX) INSTL CL FD #390 PNC	196,500.00 10,000	198,300.00 19.8300	3.82 %	197,600.00 19.76	700.00	1.45 %	2,860.00
HARBOR INTERNATIONAL FUND (HAINX) CLASS INS FD # 2011 PNC	423,421.35 6,908.490	429,155.40 62.1200	8.26 %	400,000 00 57.90	29,155.40	2.03 %	8,677.06
Total mutual funds - equity		**$1,201,402.35**	**23.10 %**	**$1,123,821.04**	**$77,581.31**	**2.07 %**	**$24,870.60**

Other equity

Description (Cusip)	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total tax cost Avg. tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income
GOLDMAN SACHS EQUITY (SPX) NOTE 35% BUFFER 104% PARTICIPATION MATURITY 1/14/16 ISSUED 7/16/12 RATING: A1 (38143U4B4) PNC	$26,436.00 25,000	$26,482.75 $105.9310	0.51 %	$25,000.00 $100.00	$1,482.75		
HSBC EQUITY NOTE 3.29% CPN 10% BUFFER 136.79% CAP MATURITY 4/23/15 ISSUED 10/19/11 RATING: A2 (4042K1NW9) PNC	109,670.00 100,000	110,900.00 110.9000	2.14 %	100,000.00 100.00	10,900.00	2.97 %	3,290.00
Total other equity		**$137,382.75**	**2.64 %**	**$125,000.00**	**$12,382.75**	**2.40 %**	**$3,290.00**
Total equities		**$3,786,712.59**	**72.82 %**	**$3,424,320.52**	**$362,392.07**	**2.20 %**	**$83,468.30**

Detail

Alternative investments

Etf - alternative investments

Description (Symbol)	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total tax cost Avg tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income
IPATH DOW JONES-UBS COMMODITY (DJP) INDEX TOTAL RETURN ETN ETF PNC	$53,652.24 1,263	$52,225.05 $41.3500	1.01 %	$62,967.04 $49.86	- $10,741.99		

Mutual funds - alternative invest

Description (Symbol)	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total tax cost Avg. tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income
DIAMOND HILL LONG-SHORT FUND (DHLSX) CL I PNC	$216,066.33 11,878.303	$217,966.86 $18.3500	4.20 %	$200,000.00 $16.84	$17,966.86	0.35 %	$760.21
DRIEHAUS ACTIVE INCOME FUND (LCMAX) FUND # 640 PNC	95,273.35 9,005.043	96,083.81 10.6700	1.85 %	100,000.00 11.11	- 3,916.19	2.52 %	2,413.35
JP MORGAN RESEARCH MARKET (JPMNX) NEUTRAL FUND INSTITUTIONAL FD #1781 PNC	74,751.16 4,644.328	69,897.14 15.0500	1.35 %	69,990.02 15.07	- 92.88	1.40 %	975.31
Total mutual funds - alternative invest		**$383,947.81**	**7.38 %**	**$369,990.02**	**$13,957.79**	**1.08 %**	**$4,148.87**
Total alternative Investments		**$436,172.86**	**8.39 %**	**$432,957.06**	**$3,215.80**	**0.95 %**	**$4,148.87**
Total portfolio		**$5,200,190.08**	**100.00 %**	**$4,778,207.16**	**$421,982.92**	**2.20 %**	**$114,375.75**

Pending Trades

ATTACHMENT 4

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
GENERAL ELECTRIC 06/20/14	95,606.	99,545.
SPDR BARCLAYS HIGH YIELD	50,283.	51,824.
ISHARES CORE TOTAL US	604,544.	638,377.
ISHARES JP MORGAN EMERGING MK	105,909.	122,790.
TOTALS	856,342.	912,536.

ATTACHMENT 5

FORM 990PF, PART VII-A, LINE 3 - CONFORMED COPY OF THE CHANGES

THE TRUST AGREEMENT WAS AMENDED ON DECEMBER 14, 2012 TO ADD TWO ADDITIONAL TRUSTEES.

FIRST AMENDMENT TO
THE HARLAN FAMILY FOUNDATION
TRUST AGREEMENT

THIS FIRST AMENDMENT TO THE HARLAN FAMILY FOUNDATION TRUST AGREEMENT, executed by HAL P. HARLAN (hereinafter referred to as the "Trustee" or "Board of Trustees"), the Trustee of THE HARLAN FAMILY FOUNDATION (hereinafter referred to as the "Foundation"), WITNESSES:

WHEREAS, Hal P. Harlan, both as the Grantor and the Board of Trustees, executed The Harlan Family Foundation Trust Agreement on November 10, 2005, creating the Foundation (hereinafter referred to as the "Trust Agreement"); and

WHEREAS, the Board of Trustees desires to amend Paragraph 8 of the Trust Agreement in accordance with the terms and provisions of Paragraph 12 thereof.

NOW THEREFORE, in consideration of the mutual promises and covenants contained herein, the Trust Agreement is hereby amended in accordance with the terms and provisions of this First Amendment to the Trust Agreement, to be effective as of the date hereof.

ARTICLE I

Pursuant to the terms and provisions of Paragraph 8 of the Trust Agreement, HAL P. HARLAN, as the Trustee, does hereby appoint HUGH P. HARLAN and DOUG H. HARLAN to serve with him as Co-Trustees of the Foundation.

ARTICLE II

Paragraph 8 of the Trust Agreement is hereby amended in its entirety to read, as follows:

> "8. **Number, Additional and Successor Trustees.** During the period HAL P. HARLAN is serving as a Trustee, he shall have the sole right to increase or decrease the number of Trustees. Subject to the provisions hereof, any vacancy occurring in the Board of Trustees caused by death, removal, resignation, refusal or inability to serve, or otherwise, may be filled, or may be treated as a decrease in the number of Trustees, by a two-thirds vote of all of the remaining Trustees. Subject to the provisions hereof, the Board of Trustees may at any time, by a two-thirds (2/3) vote of all of the then qualified Trustees, change the number of Trustees. Upon the death, resignation or inability of HUGH P. HARLAN or DOUG H. HARLAN to serve as a Trustee, his eldest then living child shall be appointed as a successor Trustee on the date he or she attains the age of twenty-one (21) years and accepts such appointment in writing; and upon the death, resignation or inability of both HUGH P. HARLAN and DOUG H. HARLAN to serve as Trustees, their issue who have attained and shall thereafter attain the age of twenty-one (21) years and desire to serve as a Trustee of the Foundation shall then be appointed as a Trustee upon accepting such appointment in writing. The number of Trustees shall at all times be equal to the number of individuals who qualify to serve as the Trustees in accordance with the foregoing provisions. Every Trustee

appointed by the Board of Trustees shall have and exercise all of the powers and duties conferred upon the Trustee named in this Trust Agreement. Wherever used in this Trust Agreement and where applicable, the term "Trustee" shall mean and include each Trustee and any successor Trustee."

ARTICLE III

As hereby amended by this First Amendment to the Trust Agreement and not changed in any other respect, all other terms and provisions of the Trust Agreement shall remain in full force and effect.

IN WITNESS WHEREOF, this First Amendment to The Harlan Family Foundation Trust Agreement has been executed by the Board of Trustees on this 14th day of DECEMBER, 2012.

Hal P Harlan

Hal P. Harlan

"Trustee"

THE HARLAN FAMILY FOUNDATION 20-3994043

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

ATTACHMENT 6

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
HUGH HARLAN 298 SOUTH CARROLL ROAD INDIANAPOLIS, IN 46229	TRUSTEE 1.00	0	0	0
DOUG HARLAN 298 SOUTH CARROLL ROAD INDIANAPOLIS, IN 46229	TRUSTEE 1.00	0	0	0
	GRAND TOTALS	0	0	0

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

ATTACHMENT 7

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
WASHINGTON TOWNSHIP / AVON FIRE DEPARTMENT 311 PRODUCTION DRIVE AVON, IN 46123	N/A GOVERNMENT AGENCY	PROGRAM SUPPORT	10,000.
PIKE TOWNSHIP FIRE DEPARTMENT 4881 W. 71ST STREET INDIANAPOLIS, IN 46268	N/A GOVERNMENT AGENCY	FIRE EQUIPMENT	10,000.
INDIANAPOLIS ZOO 1200 WEST WASHINGTON STREET INDIANAPOLIS, IN 46222	N/A 170(B)(1)(A)(VI)	RADIOGRAPHY UNIT	30,000.
ST. VINCENT FOUNDATION 8402 HARCOURT ROAD, SUITE 210 INDIANAPOLIS, IN 46260	N/A 509(A)(3) - TYPE 1	GENERAL SUPPORT	44,833.
THE ORCHARD SCHOOL 615 WEST 64TH STREET INDIANAPOLIS, IN 46260	N/A 170(B)(1)(A)(II)	EDUCATION	5,000.
AMERICAN LEADERSHIP ACADEMY PO BOX 245 ZIONSVILLE, IN 46345	N/A 170(B)(1)(A)(II)	GENERAL SUPPORT	10,000.

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

ATTACHMENT 7 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CLIF BAR FOUNDATION 1451 66TH STREET EMERYVILLE, CA 94608	N/A 170(B)(1)(A)(VI)	GENERAL SUPPORT	10,000.
LUBAVITCH OF INDIANA 1031 GOLF LANE INDIANAPOLIS, IN 46260	N/A 170(B)(1)(A)(II)	GENERAL SUPPORT	5,000.
INDIANAPOLIS CHILDREN'S MUSEUM 3000 NORTH MERIDIAN STREET INDNANAPOLIS, IN 46208	N/A 170(B)(1)(A)(VI)	GENERAL SUPPORT	25,000.
SANIBEL-CAPTIVA CONSERVATION FOUNDATION PO BOX 839 SANIBEL, FL 33957	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.
ATTERBURY-BAKALAR AIR MUSEUM, INC. 4742 RAY BOLL BOULEVARD COLUMBUS, IN 47203	N/A 170(B)(1)(A)(VI)	GENERAL SUPPORT	5,000.

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

ATTACHMENT 7 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CHRISTAMORE HOUSE 502 N TREMONT STREET INDIANAPOLIS, IN 46222	N/A 170(B)(1)(A)(VI)	GENERAL SUPPORT	1,000.
INDIANA UNIVERSITY FOUNDATION PO BOX 500 BLOOMINGTON, IN 47402	N/A 170(B)(1)(A)(IV)	GENERAL SUPPORT	25,000.
PHI KAPPA PSI FOUNDATION 5395 EMERSON WAY INDIANAPOLIS, IN 46226	N/A 170(B)(1)(A)(VI)	GENERAL SUPPORT	41,667.
		TOTAL CONTRIBUTIONS PAID	224,000.

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

ATTACHMENT 8

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
INDIANA UNIVERSITY FOUNDATION PO BOX 500 BLOOMINGTON, IN 47402	N/A 170(B)(1)(A)(IV)	GENERAL SUPPORT	75,000.
INDIANAPOLIS ZOO 1200 WEST WASHINGTON STREET INDIANAPOLIS, IN 46222	N/A 170(B)(1)(A)(VI)	GENERAL SUPPORT	120,000.
		TOTAL CONTRIBUTIONS APPROVED	195,000.