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 , **and ending**

Name of foundation: GRIFFITH FAMILY FOUNDATION, INC

A Employer identification number: 26-3922751

Number and street (or P O box number if mail is not delivered to street address): 663 FOREST BLVD

Room/suite:

B Telephone number: 317-655-3110

City or town, state, and ZIP code: INDIANAPOLIS, IN 46240

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)* ▶$ 2,481,925.

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))

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received			N/A	
	2	Check ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	42,041.	42,041.		STATEMENT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	152,845.			
	b	Gross sales price for all assets on line 6a 693,207.				
	7	Capital gain net income (from Part IV, line 2)		152,845.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income	621.	621.		STATEMENT 2
	12	**Total** Add lines 1 through 11	195,507.	195,507.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees STMT 3	1,750.	0.		0.
	c	Other professional fees				
	17	Interest				
	18	Taxes STMT 4	5,414.	1,414.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 5	7,010.	6,315.		0.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	14,174.	7,729.		0.
	25	Contributions, gifts, grants paid	131,500.			131,500.
	26	**Total expenses and disbursements** Add lines 24 and 25	145,674.	7,729.		131,500.
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	49,833.			
	b	**Net investment income** (if negative, enter -0-)		187,778.		
	c	**Adjusted net income** (if negative enter -0-)			N/A	

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Form **990-PF** (2012)

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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing	859,042.	770,341.	770,341.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 6	1,302,404.	1,435,901.	1,711,584.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	2,161,446.	2,206,242.	2,481,925.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ OPEN OPTIONS)	5,037.	0.	
	23 **Total liabilities** (add lines 17 through 22)	5,037.	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	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	2,156,409.	2,206,242.	
	30 **Total net assets or fund balances**	2,156,409.	2,206,242.	
	31 **Total liabilities and net assets/fund balances**	2,161,446.	2,206,242.	

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	2,156,409.
2 Enter amount from Part I, line 27a	2	49,833.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	2,206,242.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,206,242.

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				
b	SEE ATTACHED STATEMENT			
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	693,207.		540,362.	152,845.

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				152,845.

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	152,845.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	14,587.	2,597,148.	.005617
2010	51.	400,366.	.000127
2009	0.	4,329.	.000000
2008			
2007			

2	**Total** of line 1, column (d)	2	.005744
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	.001915
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	2,431,289.
5	Multiply line 4 by line 3	5	4,656.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,878.
7	Add lines 5 and 6	7	6,534.
8	Enter qualifying distributions from Part XII, line 4	8	131,500.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ **(attach copy of letter if necessary-see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	1,878.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3	Add lines 1 and 2			3	1,878.
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	1,878.
6	Credits/Payments:				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	583.		
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	583.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	25.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	1,320.
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 2013 estimated tax** ▶		**Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ 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

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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 ▶ C. PERRY GRIFFITH, JR. Telephone no. ▶ 317-655-3110

Located at ▶ 663 FOREST BLVD, INDIANAPOLIS, IN ZIP+4 ▶ 46240-2515

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 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

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

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

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X (No)

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 7		0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,671,111.
b	Average of monthly cash balances	1b	797,203.
c	Fair market value of all other assets	1c	0.
d	**Total** (add lines 1a, b, and c)	1d	2,468,314.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	2,468,314.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	37,025.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,431,289.
6	**Minimum investment return.** Enter 5% of line 5	6	121,564.

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	121,564.
2a	Tax on investment income for 2012 from Part VI, line 5 2a 1,878.		
b	Income tax for 2012. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	1,878.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	119,686.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	119,686.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	119,686.

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	131,500.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	131,500.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	1,878.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	129,622.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7					119,686.
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only				0.	
b Total for prior years: ______ , ______ , ______			0.		
3 Excess distributions carryover, if any, to 2012:					
a From 2007					
b From 2008					
c From 2009	159,021.				
d From 2010	200.				
e From 2011	18,000.				
f **Total** of lines 3a through e		177,221.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 131,500.					
a Applied to 2011, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required - see instructions)			0.		
c Treated as distributions out of corpus (Election required - see instructions)		0.			
d Applied to 2012 distributable amount					119,686.
e Remaining amount distributed out of corpus		11,814.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)		0.			0.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		189,035.			
b Prior years' undistributed income. Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions			0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.				0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7		0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		189,035.			
10 Analysis of line 9:					
a Excess from 2008					
b Excess from 2009	159,021.				
c Excess from 2010	200.				
d Excess from 2011	18,000.				
e Excess from 2012	11,814.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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
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).)

C. PERRY GRIFFITH, JR.

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:

C. PERRY GRIFFITH, JR. - PRESIDENT, 317-655-3110
663 FOREST BLVD, INDIANAPOLIS, IN 46240

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

LETTER

c Any submission deadlines:

NONE

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

NONE

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHED STATEMENT C SEE ATTACHED STATEMENT INDIANAPOLIS, IN 46240	N/A	501(C)(3)	CONTRIBUTION TO GENERAL FUND	131,500.
Total			▶ 3a	131,500.
b *Approved for future payment*				
SEE ATTACHED STATEMENT D SEE ATTACHED STATEMENT INDIANAPOLIS, IN 46240	N/A	501(C)(3)	CONTRIBUTION TO GENERAL FUND	255,000.
Total			▶ 3b	255,000.

223611
12-05-12

Form **990-PF** (2012)

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
	(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	42,041.	
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			14	621.	
8 Gain or (loss) from sales of assets other than inventory			18	152,845.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		195,507.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 195,507.

(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).

223621
12-05-12

Form 990-PF (2012)

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	

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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

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

Signature of officer or trustee

Date 5/10/13

Title PRESIDENT

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
W. KENT MANUEL	W. KENT MANUEL	04/23/13		P00681810

Firm's name ▶ KSM BUSINESS SERVICES, INC.

Firm's EIN ▶ 35-2123203

Firm's address ▶ P.O. BOX 40857
INDIANAPOLIS, IN 46240-0857

Phone no. (317) 580-2000

Griffith Family Foundation
Grants Paid During the Year
Statement C

Recipient Name	Foundation Status	Purpose of Grant	Relationship	Amount
Wishard Hospital Foundation	501(c)(3)	Contribution to General Fund	N/A	50,000
Washington Township School Foundation	501(c)(3)	Contribution to General Fund	N/A	10,000
The Mind Trust	501(c)(3)	Contribution to General Fund	N/A	2,500
Park Tudor	501(c)(3)	Contribution to General Fund	N/A	1,000
Brebeuf	501(c)(3)	Contribution to General Fund	N/A	1,000
Washington Township School Foundation	501(c)(3)	Contribution to General Fund	N/A	1,000
Art Institute of Chicago	501(c)(3)	Contribution to General Fund	N/A	1,000
Down Syndrome Indiana	501(c)(3)	Contribution to General Fund	N/A	500
Lake Maxinkuckee Environmental Fund	501(c)(3)	Contribution to General Fund	N/A	1,000
Fairbanks	501(c)(3)	Contribution to General Fund	N/A	1,000
Ronald McDonald House	501(c)(3)	Contribution to General Fund	N/A	1,000
Crown Hill Heritage Foundation	501(c)(3)	Contribution to General Fund	N/A	1,000
Keep Indianapolis Beautiful	501(c)(3)	Contribution to General Fund	N/A	5,000
Kurt Vonnegut Memorial Library	501(c)(3)	Contribution to General Fund	N/A	1,000
Goodwill Foundation	501(c)(3)	Contribution to General Fund	N/A	1,000
Challenge Foundation Academy	501(c)(3)	Contribution to General Fund	N/A	500
American Red Cross of Greater	501(c)(3)	Contribution to General Fund	N/A	1,000
Young Audiences Indiana	501(c)(3)	Contribution to General Fund	N/A	1,000
Gleaners Food Bank	501(c)(3)	Contribution to General Fund	N/A	1,000
Indianapolis Zoo Great Apes Exhibit	501(c)(3)	Contribution to General Fund	N/A	10,000
Harrison Center for the Arts	501(c)(3)	Contribution to General Fund	N/A	1,000
The Oaks Academy	501(c)(3)	Contribution to General Fund	N/A	1,000
Noble of Indiana	501(c)(3)	Contribution to General Fund	N/A	1,000
Eiteljorg Museum	501(c)(3)	Contribution to General Fund	N/A	1,500
Friends of Holiday Park	501(c)(3)	Contribution to General Fund	N/A	1,000
Civic Theater	501(c)(3)	Contribution to General Fund	N/A	1,000
WFYI	501(c)(3)	Contribution to General Fund	N/A	1,250
P.A.W.S. - Chicago	501(c)(3)	Contribution to General Fund	N/A	2,500
Wheeler Mission Ministries	501(c)(3)	Contribution to General Fund	N/A	1,000
Indianapolis Public Library Foundation	501(c)(3)	Contribution to General Fund	N/A	1,000
Indiana Repertory Theater	501(c)(3)	Contribution to General Fund	N/A	1,000
Christel House	501(c)(3)	Contribution to General Fund	N/A	1,000

Recipient Name	Foundation Status	Purpose of Grant	Relationship	Amount
College Mentors for Kids	501(c)(3)	Contribution to General Fund	N/A	1,000
Teach for America - Indianapolis	501(c)(3)	Contribution to General Fund	N/A	1,000
SOFT USA	501(c)(3)	Contribution to General Fund	N/A	500
Greater Chicago Food Depository	501(c)(3)	Contribution to General Fund	N/A	750
Boys Scouts of America - Crossroads Council	501(c)(3)	Contribution to General Fund	N/A	1,000
Damar Services, Inc.	501(c)(3)	Contribution to General Fund	N/A	1,000
Indy Reads	501(c)(3)	Contribution to General Fund	N/A	1,000
Humane Society of Indianapolis	501(c)(3)	Contribution to General Fund	N/A	1,000
Keep Indianapolis Beautiful	501(c)(3)	Contribution to General Fund	N/A	2,500
Riley Children's Foundation	501(c)(3)	Contribution to General Fund	N/A	2,500
F.A.C.E. Low-Cost Spay/Neuter Clinic	501(c)(3)	Contribution to General Fund	N/A	1,000
Goodwill Foundation - Indy Met	501(c)(3)	Contribution to General Fund	N/A	10,000
Oaks Academy	501(c)(3)	Contribution to General Fund	N/A	1,000
Art Council of Indianapolis	501(c)(3)	Contribution to General Fund	N/A	1,500
Total				131,500

Griffith Family Foundation
Grants Approved For Future Payments
Statement D

Recipient Name	Foundation Status	Purpose of Grant	Relationship	Amount
Wishard Hospital Foundation	501(c)(3)	Contribution to General Fund	N/A	200,000
Washington Township School Foundation	501(c)(3)	Contribution to General Fund	N/A	40,000
The Mind Trust	501(c)(3)	Contribution to General Fund	N/A	5,000
Indianapolis Symphony	501(c)(3)	Contribution to General Fund	N/A	10,000
Total				255,000

CONTINUATION FOR 990-PF, PART IV

GRIFFITH FAMILY FOUNDATION, INC 26-3922751 PAGE 1 OF 1

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	BESSEMER TRUST ST COVERED-SEE ATTACHED STMT	P	12/31/12	12/31/12
b	BESSEMER TRUST ST NONCOVERED-SEE ATTACHED STMT	P	12/31/12	12/31/12
c	BESSEMER TRUST LT COVERED-SEE ATTACHED STMT	P	12/31/12	12/31/12
d	BESSEMER TRUST LT NONCOVERED-SEE ATTACHED STMT	P	12/31/12	12/31/12
e	CAPITAL GAINS DIVIDENDS			
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(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	194,066.		183,741.	10,325.
b	1.			1.
c	8,614.		7,138.	1,476.
d	482,773.		349,483.	133,290.
e	7,753.			7,753.
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col (k), but not less than "-0-")
	(i) F M V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col (j), if any	
a				10,325.
b				1.
c				1,476.
d				133,290.
e				7,753.
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

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 } 2 152,845.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c)
If (loss), enter "-0-" in Part I, line 8 } 3 N/A

Bessemer Trust Company N.A.

2012

Proceeds from Broker and Barter Exchange Transactions

1c - SHORT-TERM TRANSACTIONS *6 - COVERED tax lot for which cost basis is reported to the IRS***

Report on Form 8949, Part 1, with Box A checked

8 - Description / CUSIP / 1d - Symbol

' These columns are not reported to the IRS

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	1b - Date of acquisition	3 - Cost or other basis	Gain or loss	Additional Information	Notes
ABERTIS INFRAESTR ADR / CUSIP: 003381100 / Symbol ABRT Y							
07/10/12	0 750	4 68	12/07/11	6 08	-1 40	Sale	
08/02/12	100 000	590 65	12/07/11	810 48	-219 83	Sale	
2 tax lots for 08/06/12 Total proceeds (and cost when required) reported to the IRS							
	30.500	*193 06*	*12/07/11*	*247 19*	*-54 13*	*Sale*	
	94.500	*598.15*	*01/17/12*	*739 53*	*-141 38*	*Sale*	
08/06/12	125 000	791 21	VARIOUS	986 72	-195 51	Total of 2 lots	
08/07/12	125 000	803 44	01/17/12	978 21	-174 77	Sale	
08/08/12	100 000	640.33	01/17/12	782.57	-142 24	Sale	
08/09/12	48 000	303 93	01/17/12	375.64	-71 71	Sale	
	Security total	3,134 24		3,939 70	-805 46		
AJINOMOTO INC ADR / CUSIP 009707100 / Symbol AJIN Y							
09/21/12	150 000	2,286 28	01/18/12	1,838 79	447 49	Sale	
09/24/12	75 000	1,150 81	01/18/12	919 40	231 41	Sale	
09/27/12	50 000	783 46	01/18/12	612 93	170 53	Sale	
09/28/12	50 000	783 76	01/18/12	612 93	170 83	Sale	
2 tax lots for 10/01/12 Total proceeds (and cost when required) reported to the IRS							
	25.000	*387 75*	*01/13/12*	*303 78*	*83 97*	*Sale*	
	25.000	*387 75*	*01/18/12*	*306 46*	*81 29*	*Sale*	
10/01/12	50 000	775 50	VARIOUS	610 24	165 26	Total of 2 lots	
10/03/12	25 000	384 61	01/13/12	303 77	80 84	Sale	
10/04/12	50 000	768 16	12/07/11	600 45	167 71	Sale	
10/05/12	50.000	774.28	12/07/11	600 45	173 83	Sale	
10/09/12	100 000	1,556 73	12/07/11	1,200 90	355 83	Sale	
	Security total.	9,263 59		7,299 86	1,963 73		
BARCLAYS PLC ADR / CUSIP 06738E204 / Symbol BCS							
2 tax lots for 07/16/12 Total proceeds (and cost when required) reported to the IRS							
	200 000	*1,981 87*	*12/07/11*	*2,389 00*	*-407 13*	*Sale*	
	500 000	*4,954 69*	*01/13/12*	*6,117.35*	*-1,162 66*	*Sale*	
07/16/12	*700 000*	6,936 56	VARIOUS	*8,506 35*	*-1,569 79*	Total of 2 lots	

Bessemer Trust Company N.A.

2012

Proceeds from Broker and Barter Exchange Transactions
(continued)

1c - SHORT-TERM TRANSACTIONS *6 - COVERED tax lot for which cost basis is reported to the IRS***

Report on Form 8949, Part I, with Box A checked

8 - Description / CUSIP / 1d - Symbol

These columns are not reported to the IRS

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of * stocks, bonds, etc.	1b - Date of acquisition	3 - Cost or other basis	Gain or loss	Additional Information	Notes
CARNIVAL CORP CL A / CUSIP 143658300 / Symbol CCL							
	2 tax lots for 09/27/12 Total proceeds (and cost when required) reported to the IRS.						
	125.000	*4,572.30*	*12/07/11*	*4,285 00*	*287.30*	*Sale*	
	50.000	*1,828 92*	*01/13/12*	*1,703 49*	*125 43*	*Sale*	
09/27/12	175 000	6,401 22	VARIOUS	5,988.49	412.73	Total of 2 lots	
09/28/12	5 000	182 18	01/13/12	170.35	11 83	Sale	
	Security total	6,583 40		6,158.84	424.56		
CITIGROUP INC / CUSIP. 172967424 / Symbol C							
11/15/12	100 000	3,542 93	08/20/12	2,982 77	560 16	Sale	
COMCAST CORP CL A NEW / CUSIP 20030N101 / Symbol CMCS A							
05/24/12	300.000	8,641 01	01/13/12	7,566 00	1,075 01	Sale	
	2 tax lots for 05/25/12 Total proceeds (and cost when required) reported to the IRS						
	50 000	*1,444.35*	*12/07/11*	*1,162 55*	*281 80*	*Sale*	
	100 000	*2,888 69*	*01/13/12*	*2,522 00*	*366.69*	*Sale*	
05/25/12	150 000	4,333 04	VARIOUS	3,684 55	648 49	Total of 2 lots	
05/29/12	125 000	3,626 08	12/07/11	2,906.39	719 69	Sale	
	Security total:	16,600 13		14,156 94	2,443 19		
DEUTSCHE POST AG ADR / CUSIP 25157Y202 / Symbol DPSG Y							
06/21/12	250 000	4,285 81	01/13/12	3,955.00	330 81	Sale	
06/22/12	200.000	3,354.19	01/13/12	3,164 00	190 19	Sale	
06/25/12	150.000	2,463 70	01/13/12	2,373.00	90 70	Sale	
	2 tax lots for 06/26/12 Total proceeds (and cost when required) reported to the IRS.						
	25 000	*405 68*	*12/07/11*	*362 25*	*43 43*	*Sale*	
	150.000	*2,434 05*	*01/13/12*	*2,373 00*	*61 05*	*Sale*	
06/26/12	175 000	2,839 73	VARIOUS	2,735.25	104 48	Total of 2 lots	
06/27/12	45 000	729 36	12/07/11	652 05	77 31	Sale	
	Security total	13,672 79		12,879.30	793 49		
FIRSTENERGY CORP / CUSIP. 337932107 / Symbol FE							
	2 tax lots for 06/21/12. Total proceeds (and cost when required) reported to the IRS						
	65.000	*3,149 80*	*12/07/11*	*2,936 04*	*213 76*	*Sale*	

1c - SHORT-TERM TRANSACTIONS *6 - COVERED tax lot for which cost basis is reported to the IRS***

Report on Form 8949, Part I, with Box A checked

8 - Description / CUSIP / 1d - Symbol

These columns are not reported to the IRS

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	1b - Date of acquisition	3 - Cost or other basis	Gain or loss	Additional Information	Notes
FIRSTENERGY CORP / CUSIP. 337932107 / Symbol FE (cont'd)							
	35 000	*1,696 04*	*01/13/12*	*1,469 30*	*226 74*	*Sale*	
06/21/12	100 000	4,845 84	VARIOUS	4,405 34	440 50	Total of 2 lots	
06/22/12	50 000	2,409.48	01/13/12	2,099 00	310 48	Sale	
06/25/12	65 000	3,100 51	01/13/12	2,728 70	371 81	Sale	
	Security total	10,355 83		9,233.04	1,122 79		
FREEPORT-MCMRN CPPR&GOLD / CUSIP 35671D857 / Symbol FCX							
	2 tax lots for 12/06/12	*Total proceeds (and cost when required) reported to the IRS*					
	75.000	*2,309 41*	*12/07/11*	*3,045 74*	*-736 33*	*Sale*	
	175.000	*5,388 62*	*01/13/12*	*7,306 25*	*-1,917 63*	*Sale*	
12/06/12	250.000	7,698 03	VARIOUS	10,351.99	-2,653 96	Total of 2 lots	
GDF SUEZ ADR / CUSIP: 36160B105 / Symbol GDFZ Y							
	2 tax lots for 03/22/12	*Total proceeds (and cost when required) reported to the IRS*					
	40 000	*1,033 07*	*12/07/11*	*1,126 80*	*-93 73*	*Sale*	
	85 000	*2,195 28*	*01/13/12*	*2,242 30*	*-47 02*	*Sale*	
03/22/12	125 000	3,228 35	VARIOUS	3,369 10	-140 75	Total of 2 lots	
03/23/12	15 000	386 99	01/13/12	395.70	-8 71	Sale	
	Security total	3,615 34		3,764 80	-149 46		
KON PHILIP ELEC ADR / CUSIP 500472303 / Symbol. PHG							
06/12/12	0 794	14 38	01/13/12	14.57	-0 19	Sale	
12/13/12	48 000	1,258 30	01/13/12	880.79	377 51	Sale	
	2 tax lots for 12/14/12	*Total proceeds (and cost when required) reported to the IRS.*					
	26 206	*689.77*	*01/13/12*	*480.88*	*208 89*	*Sale*	
	10 794	*284.11*	*05/31/12*	*191 00*	*93 11*	*Sale*	
12/14/12	37 000	973 88	VARIOUS	671 88	302 00	Total of 2 lots	
	Security total	2,246 56		1,567.24	679 32		
LOWES COS INC / CUSIP· 548661107 / Symbol LOW							
11/07/12	150 000	4,923 40	06/21/12	4,196 81	726 59	Sale	

Bessemer Trust Company N.A.

2012

Proceeds from Broker and Barter Exchange Transactions

(continued)

1c - SHORT-TERM TRANSACTIONS *6 - COVERED tax lot for which cost basis is reported to the IRS***

Report on Form 8949, Part I, with Box A checked

8 - Description / CUSIP / 1d - Symbol

					These columns are not reported to the IRS		
1a - Date of Sale or exchange	**1e - Quantity**	**2a - Proceeds of # stocks, bonds, etc.**	**1b - Date of acquisition**	**3 - Cost or other basis**	**Gain or loss**	**Additional Information**	**Notes**
MCGRAW-HILL COMPANIES INC / CUSIP. 580645109 / Symbol MHP							
11/27/12	61 000	3,164 72	01/13/12	2,791 97	372.75	Sale	
	2 tax lots for 11/28/12 Total proceeds (and cost when required) reported to the IRS						
	10 000	*513 86*	*12/07/11*	*422 40*	*91 46*	*Sale*	
	64 000	*3,288 70*	*01/13/12*	*2,929 27*	*359 43*	*Sale*	
11/28/12	74 000	3,802 56	VARIOUS	3,351 67	450 89	Total of 2 lots	
Security total		6,967 28		6,143 64	823 64		
MERCK KGAA ADR / CUSIP· 589339100 / Symbol MKGA Y							
12/13/12	5 000	223 79	01/13/12	159 55	64 24	Sale	
12/14/12	25 000	1,119 36	01/13/12	797.75	321 61	Sale	
12/17/12	95 000	4,232 87	01/13/12	3,031.45	1,201 42	Sale	
Security total		5,576 02		3,988.75	1,587 27		
NEWMONT MINING CORP / CUSIP 651639106 / Symbol NEM							
	2 tax lots for 08/30/12 Total proceeds (and cost when required) reported to the IRS						
	55 000	*2,672 95*	*12/07/11*	*3,719 08*	*-1,046 13*	*Sale*	
	95 000	*4,616 92*	*01/13/12*	*5,968 85*	*-1,351 93*	*Sale*	
08/30/12	150.000	7,289 87	VARIOUS	9,687 93	-2,398 06	Total of 2 lots	
08/31/12	25 000	1,248 35	01/13/12	1,570 75	-322 40	Sale	
Security total		8,538 22		11,258 68	-2,720.46		
ORIENTAL LAND CO LTD ADR / CUSIP. 68620X104 / Symbol OLCL Y							
	2 tax lots for 11/16/12. Total proceeds (and cost when required) reported to the IRS						
	100.000	*1,273 51*	*05/02/12*	*1,137.20*	*136 31*	*Sale*	
	50 000	*636 76*	*05/07/12*	*573 13*	*63 63*	*Sale*	
11/16/12	150 000	1,910 27	VARIOUS	1,710 33	199 94	Total of 2 lots	
	2 tax lots for 11/19/12 Total proceeds (and cost when required) reported to the IRS						
	50 000	*639 39*	*05/01/12*	*563.66*	*75 73*	*Sale*	
	100 000	*1,278 79*	*05/02/12*	*1,137 20*	*141 59*	*Sale*	
11/19/12	150.000	1,918.18	VARIOUS	1,700 86	217 32	Total of 2 lots	
11/21/12	100 000	1,282 06	05/01/12	1,127 33	154 73	Sale	
11/23/12	100 000	1,255 72	04/17/12	1,110.49	145 23	Sale	
11/26/12	100 000	1,254 03	04/18/12	1,103 83	150 20	Sale	

Bessemer Trust Company N.A.

2012

Proceeds from Broker and Barter Exchange Transactions
(continued)

1c - SHORT-TERM TRANSACTIONS *6 - COVERED tax lot for which cost basis is reported to the IRS***

Report on Form 8949, Part I, with Box A checked

8 - Description / CUSIP / 1d - Symbol

These columns are not reported to the IRS

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	1b - Date of acquisition	3 - Cost or other basis	Gain or loss	Additional Information	Notes
ORIENTAL LAND CO LTD ADR / CUSIP 68620X104 / Symbol OLCL Y (cont'd)							
	2 tax lots for 11/27/12 Total proceeds (and cost when required) reported to the IRS						
	50 000	*634 51*	*04/18/12*	*551.91*	*82 60*	*Sale*	
	100 000	*1,269 01*	*04/26/12*	*1,103 02*	*165 99*	*Sale*	
11/27/12	150 000	1,903 52	VARIOUS	1,654.93	248 59	Total of 2 lots	
	2 tax lots for 11/28/12. Total proceeds (and cost when required) reported to the IRS						
	50.000	*646 88*	*04/19/12*	*550 45*	*96.43*	*Sale*	
	50 000	*646 88*	*04/23/12*	*550.41*	*96 47*	*Sale*	
11/28/12	100 000	1,293 76	VARIOUS	1,100 86	192 90	Total of 2 lots	
	2 tax lots for 11/29/12 Total proceeds (and cost when required) reported to the IRS.						
	50 000	*646 12*	*04/23/12*	*550 40*	*95 72*	*Sale*	
	50 000	*646 11*	*04/24/12*	*549 63*	*96 48*	*Sale*	
11/29/12	100.000	1,292 23	VARIOUS	1,100 03	192 20	Total of 2 lots	
11/30/12	50 000	640 33	04/24/12	549 63	90 70	Sale	
12/03/12	50 000	642 97	04/24/12	549 62	93 35	Sale	
12/04/12	100 000	1,291 56	04/24/12	1,099 25	192 31	Sale	
12/05/12	50 000	645 93	04/25/12	547 99	97 94	Sale	
12/06/12	50 000	641 47	04/25/12	547 99	93 48	Sale	
12/07/12	50 000	636 65	04/25/12	547 98	88 67	Sale	
12/11/12	50 000	632 71	04/03/12	538 08	94 63	Sale	
	2 tax lots for 12/12/12 Total proceeds (and cost when required) reported to the IRS.						
	50 000	*629.41*	*04/03/12*	*538 08*	*91 33*	*Sale*	
	25 000	*314 70*	*04/09/12*	*268 96*	*45 74*	*Sale*	
12/12/12	75 000	944 11	VARIOUS	807 04	137.07	Total of 2 lots	
12/13/12	75 000	921.13	04/09/12	806 87	114.26	Sale	
	2 tax lots for 12/14/12 Total proceeds (and cost when required) reported to the IRS.						
	25 000	*305 92*	*04/04/12*	*267 19*	*38 73*	*Sale*	
	50 000	*611.84*	*04/09/12*	*537 92*	*73.92*	*Sale*	
12/14/12	75.000	917 76	VARIOUS	805 11	112 65	Total of 2 lots	
12/17/12	75.000	917 90	04/04/12	801.56	116.34	Sale	
	Security total	20,942 29		18,209 78	2,732.51		

Bessemer Trust Company N.A.

Proceeds from Broker and Barter Exchange Transactions

(continued)

2012

1c - SHORT-TERM TRANSACTIONS *6 - COVERED tax lot for which cost basis is reported to the IRS***

Report on Form 8949, Part I, with Box A checked

8 - Description / CUSIP / 1d - Symbol

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1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	1b - Date of acquisition	3 - Cost or other basis	Gain or loss	Additional Information	Notes
SK TELECOM ADR / CUSIP 78440P108 / Symbol SKM							
	2 tax lots for 06/07/12 Total proceeds (and cost when required) reported to the IRS						
	150 000	*1,757 90*	*12/07/11*	*2,198 99*	*-441 09*	*Sale*	
	350 000	*4,101 77*	*01/13/12*	*4,609 50*	*-507.73*	*Sale*	
06/07/12	500 000	5,859.67	VARIOUS	6,808 49	-948.82	Total of 2 lots	
TOKYO GAS LTD ADR / CUSIP 889115101 / Symbol TKGS Y							
08/24/12	0 500	10 93	01/17/12	9.08	1.85	Sale	
10/18/12	50 000	1,081 07	01/17/12	908 37	172 70	Sale	
10/19/12	100 000	2,142 26	01/17/12	1,816 73	325 53	Sale	
10/22/12	100 000	2,098 54	01/17/12	1,816 73	281 81	Sale	
	Security total	5,332.80		4,550 91	781 89		
UNILEVER NV ADR / CUSIP 904784709 / Symbol. UN							
08/20/12	75 000	2,580 38	12/07/11	2,555 24	25 14	Sale	
	2 tax lots for 08/21/12 Total proceeds (and cost when required) reported to the IRS						
	20 000	*695 19*	*12/07/11*	*681.40*	*13 79*	*Sale*	
	130 000	*4,518.77*	*01/13/12*	*4,193.80*	*324 97*	*Sale*	
08/21/12	150 000	5,213 96	VARIOUS	4,875 20	338.76	Total of 2 lots	
08/23/12	120 000	4,128 75	01/13/12	3,871 20	257 55	Sale	
	Security total	11,923 09		11,301 64	621 45		
WESTERN UNION CO / CUSIP 959802109 / Symbol. WU							
12/12/12	400 000	5,288.20	01/13/12	7,552 00	-2,263 80	Sale	
WHARF HOLDINGS ADR / CUSIP· 962257200 / Symbol. WARF Y							
12/17/12	100 000	1,521 64	01/17/12	1,016 88	504 76	Sale	
12/18/12	150 000	2,247 88	01/17/12	1,525 32	722 56	Sale	
12/19/12	100.000	1,527 34	01/17/12	1,016 88	510.46	Sale	
	Security total	5,296 86		3,559 08	1,737 78		
YUM BRANDS INC / CUSIP: 988498101 / Symbol YUM							
04/02/12	78 000	5,497 60	01/13/12	4,768 14	729 46	Sale	
04/03/12	150 000	10,585 20	01/13/12	9,169 50	1,415 70	Sale	

Proceeds from Broker and Barter Exchange Transactions

(continued)

*1c - SHORT-TERM TRANSACTIONS 6 - COVERED tax lot for which cost basis is reported to the IRS***

Report on Form 8949, Part I, with Box A checked

8 - Description / CUSIP / 1d - Symbol

These columns are not reported to the IRS

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	1b - Date of acquisition	3 - Cost or other basis	Gain or loss	Additional Information	Notes
YUM BRANDS INC / CUSIP 988498101 / Symbol YUM (cont'd)							
	2 tax lots for 04/04/12 Total proceeds (and cost when required) reported to the IRS.						
	50.000	*3,505 59*	*12/07/11*	*2,892 00*	*613 59*	*Sale*	
	47 000	*3,295 26*	*01/13/12*	*2,873 11*	*422 15*	*Sale*	
04/04/12	97 000	6,800 85	VARIOUS	5,765.11	1,035 74	Total of 2 lots	
Security total		22,883 65		19,702 75	3,180 90		
NOBLE CORPORATION / CUSIP H5833N103 / Symbol NE							
	2 tax lots for 03/21/12 Total proceeds (and cost when required) reported to the IRS						
	50 000	*1,967.27*	*12/07/11*	*1,700 87*	*266 40*	*Sale*	
	125.000	*4,918.18*	*01/13/12*	*3,927 15*	*991 03*	*Sale*	
03/21/12	175.000	6,885.45	VARIOUS	5,628 02	1,257.43	Total of 2 lots	
	Totals:	**194,066.33**		**183,741.38**	**10,324 95**		

*SHORT-TERM TRANSACTIONS 6 - NONCOVERED tax lot for which cost basis is NOT reported to the IRS***

Report on Form 8949, Part I, with Box B checked

8 - Description / CUSIP / 1d - Symbol

These columns are not reported to the IRS

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	Date of acquisition	Cost or other basis	Gain or loss	Additional Information	Notes
WT KINDER MORGAN INC DEL / CUSIP 49456B119 / Symbol							
06/08/12	0 200	0 58	05/25/12	0.38	0 20	Sale	

Bessemer Trust Company N.A.

Proceeds from Broker and Barter Exchange Transactions

(continued)

2012

*1c - LONG-TERM TRANSACTIONS 6 - COVERED tax lot for which cost basis is reported to the IRS***

Report on Form 8949, Part II, with Box A checked

8 - Description / CUSIP / 1d - Symbol

These columns are not reported to the IRS

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	1b - Date of acquisition	3 - Cost or other basis	Gain or loss	Additional Information	Notes
MERCK KGAA ADR / CUSIP: 589339100 / Symbol MKGA Y							
12/12/12	25.000	1,126.43	12/07/11	813 25	313.18	Sale	
12/13/12	20.000	895 16	12/07/11	650 60	244 56	Sale	
	Security total	2,021.59		1,463.85	557.74		
WESTERN UNION CO / CUSIP· 959802109 / Symbol: WU							
12/12/12	50.000	661 03	12/07/11	891.35	-230.32	Sale	
12/13/12	100.000	1,318 49	12/07/11	1,782.71	-464 22	Sale	
	Security total:	1,979.52		2,674 06	-694 54		
WHARF HOLDINGS ADR / CUSIP. 962257200 / Symbol WARF Y							
12/13/12	150 000	2,300 22	12/07/11	1,500.00	800.22	Sale	
12/14/12	150.000	2,312.44	12/07/11	1,500.00	812 44	Sale	
	Security total:	4,612.66		3,000.00	1,612 66		
	Totals:	**8,613.77**		**7,137.91**	**1,475.86**		

*LONG-TERM TRANSACTIONS 6 - NONCOVERED tax lot for which cost basis is NOT reported to the IRS***

Report on Form 8949, Part II, with Box B checked

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1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	Date of acquisition	Cost or other basis	Gain or loss	Additional Information	Notes
ALTRIA GROUP INC / CUSIP. 02209S103 / Symbol: MO							
01/13/12	136.000	3,914.01	01/01/75	3,433 31	480 70	Sale	
APPLE INC / CUSIP. 037833100 / Symbol. AAPL							
01/13/12	57 000	23,883.68	01/01/75	5,075.85	18,807.83	Sale	
BARCLAYS BK PLC ETN DJ-UB / CUSIP 06738G407 / Symbol· JJM							
01/13/12	950.000	34,835 83	01/01/75	43,871.00	-9,035.17	Sale	
CHURCH & DWIGHT INC / CUSIP: 171340102 / Symbol: CHD							
01/13/12	362.000	16,372 94	01/01/75	6,558 54	9,814 40	Sale	
COCA-COLA COMPANY / CUSIP· 191216100 / Symbol KO							
01/13/12	144.000	9,587 33	01/01/75	9,171.36	415.97	Sale	

Bessemer Trust Company N.A.

Proceeds from Broker and Barter Exchange Transactions

(continued)

2012

LONG-TERM TRANSACTIONS *6 - NONCOVERED tax lot for which cost basis is NOT reported to the IRS***

Report on Form 8949, Part II, with Box B checked

8 - Description / CUSIP / 1d - Symbol

These columns are not reported to the IRS

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	Date of acquisition	Cost or other basis	Gain or loss	Additional Information	Notes
COLGATE-PALMOLIVE CO / CUSIP: 194162103 / Symbol: CL							
01/13/12	24.000	2,119.87	01/01/75	1,886.48	233 39	Sale	
COSTCO WHSL CORP NEW / CUSIP· 22160K105 / Symbol COST							
01/13/12	125 000	10,024 81	01/01/75	7,300.17	2,724.64	Sale	
DANAHER CORP / CUSIP· 235851102 / Symbol DHR							
01/13/12	395.000	19,850.93	01/01/75	10,793.38	9,057 55	Sale	
DEERE & CO / CUSIP: 244199105 / Symbol: DE							
01/13/12	180 000	15,103.54	01/01/75	7,491.93	7,611.61	Sale	
EMC CORP / CUSIP: 268648102 / Symbol: EMC							
01/13/12	585.000	12,986.75	01/01/75	10,105.29	2,881.46	Sale	
EL PASO CORP / CUSIP: 28336L109 / Symbol.							
01/13/12	405 000	10,752 53	01/01/75	7,995 31	2,757 22	Sale	
05/31/12	405.000	10,987.33	01/01/75	7,995.31	2,992.02	Tender	
	Security total:	21,739.86		15,990.62	5,749 24		
EMERSON ELECTRIC CO / CUSIP 291011104 / Symbol: EMR							
	2 tax lots for 01/13/12. Total proceeds (and cost when required) reported to the IRS.						
	96 000	*4,643.43*	*01/01/75*	*5,617.92*	*-974.49*	*Sale*	
	169 000	*8,174 37*	*01/01/75*	*7,167.36*	*1,007.01*	*Sale*	
01/13/12	265.000	12,817.80	VARIOUS	12,785.28	32 52	Total of 2 lots	
EXXON MOBIL CORP / CUSIP: 30231G102 / Symbol: XOM							
	2 tax lots for 01/13/12. Total proceeds (and cost when required) reported to the IRS.						
	161.000	*13,531 79*	*01/01/75*	*264.58*	*13,267 21*	*Sale*	
	263 000	*22,104 72*	*01/01/75*	*21,471.14*	*633 58*	*Sale*	
01/13/12	424.000	35,636 51	VARIOUS	21,735.72	13,900 79	Total of 2 lots	
HOME DEPOT / CUSIP: 437076102 / Symbol HD							
01/13/12	109 000	4,690 18	01/01/75	3,949.82	740 36	Sale	

Bessemer Trust Company N.A.

Proceeds from Broker and Barter Exchange Transactions

2012 **(continued)**

LONG-TERM TRANSACTIONS *6 - NONCOVERED tax lot for which cost basis is NOT reported to the IRS***

Report on Form 8949, Part II, with Box B checked

8 - Description / CUSIP / 1d - Symbol

These columns are not reported to the IRS

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	Date of acquisition	Cost or other basis	Gain or loss	Additional Information	Notes
INTEL CORP / CUSIP. 458140100 / Symbol: INTC							
01/13/12	343 000	8,643.43	01/01/75	7,121.91	1,521.52	Sale	
JPMORGAN CHASE & CO / CUSIP: 46625H100 / Symbol· JPM							
01/13/12	387.000	13,738.23	01/01/75	17,343 35	-3,605 12	Sale	
JOHNSON & JOHNSON / CUSIP: 478160104 / Symbol: JNJ							
11/07/12	125.000	8,766 34	01/01/75	7,454 87	1,311 47	Sale	
KON PHILIP ELEC ADR / CUSIP. 500472303 / Symbol: PHG							
12/12/12	100.000	2,633 06	01/01/75	3,046.11	-413.05	Sale	
12/13/12	27 000	707.80	01/01/75	822 45	-114 65	Sale	
	Security total:	3,340.86		3,868.56	-527 70		
MCDONALD'S CORP / CUSIP: 580135101 / Symbol· MCD							
	2 tax lots for 01/13/12. Total proceeds (and cost when required) reported to the IRS.						
	133 000	*13,290.90*	*01/01/75*	*10,076.08*	*3,214.82*	*Sale*	
	163 000	*16,288.85*	*01/01/75*	*5,674.55*	*10,614 30*	*Sale*	
01/13/12	296 000	29,579 75	VARIOUS	15,750.63	13,829 12	Total of 2 lots	
MCGRAW-HILL COMPANIES INC / CUSIP. 580645109 / Symbol: MHP							
10/17/12	25 000	1,395.62	01/01/75	918 50	477.12	Sale	
11/27/12	14.000	726.33	01/01/75	514.36	211 97	Sale	
	Security total.	2,121.95		1,432.86	689.09		
METLIFE INC COM / CUSIP. 59156R108 / Symbol MET							
01/13/12	350.000	12,246.26	01/01/75	12,760 09	-513 83	Sale	
NOBLE ENERGY INC / CUSIP· 655044105 / Symbol: NBL							
01/13/12	205 000	19,326 98	01/01/75	8,872.55	10,454.43	Sale	
PEPSICO INC / CUSIP: 713448108 / Symbol· PEP							
01/13/12	101 000	6,492.15	01/01/75	6,442.79	49 36	Sale	
PHILIP MORRIS INTL INC / CUSIP. 718172109 / Symbol. PM							
01/13/12	114 000	8,744.76	01/01/75	7,268.07	1,476 69	Sale	

Bessemer Trust Company N.A.

Proceeds from Broker and Barter Exchange Transactions

2012

(continued)

*LONG-TERM TRANSACTIONS 6 - NONCOVERED tax lot for which cost basis is NOT reported to the IRS***

Report on Form 8949, Part II, with Box B checked

8 - Description / CUSIP / 1d - Symbol				These columns are not reported to the IRS			
1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	Date of acquisition	Cost or other basis	Gain or loss	Additional Information	Notes
PHILLIPS 66 COMMON / CUSIP: 718546104 / Symbol. PSX							
06/20/12	91 000	3,155 80	01/01/75	3,287.44	-131 64	Sale	
PRAXAIR INC / CUSIP: 74005P104 / Symbol. PX							
01/13/12	182 000	19,693 91	01/01/75	6,892.34	12,801.57	Sale	
PROCTER & GAMBLE CO / CUSIP. 742718109 / Symbol: PG							
01/13/12	143 000	9,382.04	01/01/75	8,734.32	647 72	Sale	
SCHLUMBERGER LTD / CUSIP· 806857108 / Symbol· SLB							
01/13/12	195 000	13,234.41	01/01/75	10,993.58	2,240.83	Sale	
SELECT SECTOR SPDR TR SBI / CUSIP: 81369Y407 / Symbol: XLY							
01/13/12	325.000	13,019.73	01/01/75	5,652 46	7,367 27	Sale	
STERICYCLE INC / CUSIP: 858912108 / Symbol: SRCL							
01/13/12	97.000	8,115 83	01/01/75	2,892.75	5,223.08	Sale	
TARGET CORP / CUSIP: 87612E106 / Symbol: TGT							
04/02/12	150.000	8,726 15	01/01/75	8,602.13	124 02	Sale	
08/20/12	250.000	15,889 34	01/01/75	14,336.87	1,552.47	Sale	
08/21/12	25 000	1,598.26	01/01/75	1,433.69	164 57	Sale	
	Security total.	26,213.75		24,372.69	1,841 06		
VISA INC / CUSIP 92826C839 / Symbol: V							
01/13/12	205 000	20,685.10	01/01/75	14,543 99	6,141 11	Sale	
WAL-MART STORES INC / CUSIP· 931142103 / Symbol WMT							
	2 tax lots for 01/13/12. Total proceeds (and cost when required) reported to the IRS						
	43 000	*2,544 26*	*01/01/75*	*2,251.91*	*292.35*	*Sale*	
	250 000	*14,792 21*	*01/01/75*	*13,533 43*	*1,258.78*	*Sale*	
01/13/12	293 000	17,336 47	VARIOUS	15,785 34	1,551 13	Total of 2 lots	
WALGREEN CO / CUSIP· 931422109 / Symbol: WAG							
01/13/12	370.000	12,058 06	01/01/75	9,772.17	2,285.89	Sale	

Bessemer Trust Company N.A.

Proceeds from Broker and Barter Exchange Transactions

(continued)

2012

LONG-TERM TRANSACTIONS *6 - NONCOVERED tax lot for which cost basis is NOT reported to the IRS***

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8 - Description / CUSIP / 1d - Symbol				These columns are not reported to the IRS			
1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	Date of acquisition	Cost or other basis	Gain or loss	Additional Information	Notes
YUM BRANDS INC / CUSIP: 988498101 / Symbol. YUM							
04/02/12	47 000	3,312 66	01/01/75	2,422.06	890.60	Sale	
	Totals:	**482,772.51**		**353,813.57**	**128,958.94**		

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BESSEMER TRUST	7,753.	7,753.	0.
BESSEMER TRUST	42,015.	0.	42,015.
OLD NATIONAL TRUST COMPANY	26.	0.	26.
TOTAL TO FM 990-PF, PART I, LN 4	49,794.	7,753.	42,041.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
MISCELLANOUS INCOME	621.	621.	
TOTAL TO FORM 990-PF, PART I, LINE 11	621.	621.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	1,750.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	1,750.	0.		0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	1,414.	1,414.		0.
FEDERAL TAXES PAID	4,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	5,414.	1,414.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEES	6,315.	6,315.		0.
ASSOCIATION OF SMALL FOUNDATIONS DUES	695.	0.		0.
TO FORM 990-PF, PG 1, LN 23	7,010.	6,315.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STOCKS AND MUTUAL FUNDS (SEE ATTACHMENT B)	1,435,901.	1,711,584.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,435,901.	1,711,584.

Statement B

Trade date basis

ACCOUNT HOLDINGS

Cash and Short Term

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
CASH AVAILABLE			$77		$77	<0.1%			
FED GOVT OBLIG FUND #395 0 010 %	758,000	1.00	758,000	1.000	758,000	100 0		75	0 01
Total cash and short term			**$758,077**		**$758,077**	**100.0%**		**$75**	

Fixed Income

Funds

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
OW FIXED INCOME FUND BOOK COST 161,742	13,703.970	$11.80	$161,742	$11.560	$158,417	100.0%	($3,325)	$3,343	2 11%
Total fixed income			**$161,742**		**$158,417**	**100.0%**	**($3,325)**	**$3,343**	**2.11%**

Large Cap Core - U.S.

Consumer discretionary

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
COACH INC *(COH)*	220	$55.60	$12,232	$55.510	$12,212	1.6%	($20)	$264	2.16%
DOLLAR GENERAL CORP *(DG)*	275	43.12	11,857	44 090	12,124	1.6	267		
HOME DEPOT *(HD)*[1]	109	36 23	3,949	61.850	6,741	0 9	2,792	126	1.88
LOWES COS INC *(LOW)*	400	27 98	11,191	35 520	14,208	1 9	3,017	256	1 80
MACY'S INC *(M)*	135	34.07	4,600	39 020	5,267	0.7	667	108	2.05
MCDONALD'S CORP *(MCD)*[1]	297	34 81	10,339	88.210	26,198	3.5	15,859	914	3 49

Trade date basis

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
TARGET CORP *(TGT)*	180	55 51	9,991	59 170	10,650	1 4	659	259	2 43
Total consumer discretionary			**$64,159**		**$87,400**	**11.6%**	**$23,241**	**$1,927**	**2.20%**

Consumer staples

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
ALTRIA GROUP INC *(MO)*[1]	137	$25 24	$3,458	$31 440	$4,307	0.6%	$849	$241	5 60%
CHURCH & DWIGHT INC *(CHD)*[1]	363	18.12	6,576	53.570	19,445	2.6	12,869	348	1.79
COCA-COLA COMPANY *(KO)*[1]	290	31.84	9,235	36 250	10,512	1 4	1,277	295	2 81
COLGATE-PALMOLIVE CO *(CL)*[1]	25	78.60	1,965	104.540	2,613	0.4	648	62	2.37
COSTCO WHSL CORP NEW *(COST)*[1]	125	58 40	7,300	98 730	12,341	1 6	5,041	137	1.11
CVS/CAREMARK CORP *(CVS)*	315	40.91	12,886	48 350	15,230	2 0	2,344	283	1 86
PEPSICO INC *(PEP)*[1]	102	63.78	6,506	68 430	6,979	0 9	473	219	3.14
PHILIP MORRIS INTL INC *(PM)*[1]	115	63 75	7,331	83 640	9,618	1.3	2,287	391	4 07
PROCTER & GAMBLE CO *(PG)*[1]	143	61.08	8,734	67 890	9,708	1 3	974	321	3 31
WAL-MART STORES INC *(WMT)*[1]	293	52.37	15,344	68.230	19,991	2.7	4,647	465	2 33
WALGREEN CO *(WAG)*[1]	695	30.88	21,464	37.010	25,721	3.4	4,257	764	2.97
Total consumer staples			**$100,799**		**$136,465**	**18.1%**	**$35,666**	**$3,526**	**2.58%**

Energy

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
CONOCOPHILLIPS *(COP)*	182	$57.28	$10,425	$57 990	$10,554	1 4%	$129	$480	4 55%
EXXON MOBIL CORP *(XOM)*[1]	424	1.64	696	86 550	36,697	4 9	36,001	966	2 63
MARATHON OIL CORP *(MRO)*	320	29 66	9,491	30.660	9,811	1 3	320	217	2 22
NOBLE ENERGY INC *(NBL)*[1]	205	43.28	8,872	101.740	20,856	2 8	11,984	205	0 98
WT KINDER MORGAN INC DEL	259	1.90	493	3.780	979	0.1	486		
Total energy			**$29,977**		**$78,897**	**10.5%**	**$48,920**	**$1,868**	**2.37%**

Trade date basis

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
Financials									
ACE LIMITED	225	$69.79	$15,702	$79 800	$17,955	2.4%	$2,253	$441	2.46%
CITIGROUP INC *(C)*	275	29.75	8,182	39 560	10,879	1 4	2,697	11	0.10
JPMORGAN CHASE & CO *(JPM)*[1]	388	44.81	17,388	43 969	17,060	2 3	(328)	465	2.73
METLIFE INC COM *(MET)*[1]	350	36.46	12,760	32.940	11,529	1.5	(1,231)	259	2.25
Total financials			**$54,032**		**$57,423**	**7.6%**	**$3,391**	**$1,176**	**2.05%**
Health care									
AETNA INC NEW *(AET)*	275	$43.48	$11,956	$46 310	$12,735	1.7%	$779	$220	1.73%
JOHNSON & JOHNSON *(JNJ)*	230	59.63	13,716	70 100	16,123	2.1	2,407	561	3.48
THERMO FISHER SCIENTIFIC *(TMO)*	250	57.95	14,487	63 780	15,945	2 1	1,458	150	0 94
UNITEDHEALTH GROUP INC *(UNH)*	285	51.43	14,658	54 240	15,458	2.1	800	242	1.57
ZIMMER HLDGS INC *(ZMH)*	225	62.04	13,960	66.660	14,998	2.0	1,038	162	1.08
Total health care			**$68,777**		**$75,259**	**10.0%**	**$6,482**	**$1,335**	**1.77%**
Industrials									
DANAHER CORP *(DHR)*[1]	395	$27.32	$10,793	$55.900	$22,080	2 9%	$11,287	$39	0.18%
DEERE & CO *(DE)*[1]	180	41 62	7,491	86.420	15,555	2.1	8,064	331	2 13
EMERSON ELECTRIC CO *(EMR)*[1]	266	42 41	11,281	52.960	14,087	1 9	2,806	436	3.10
GENERAL DYNAMICS CORP *(GD)*	94	72.11	6,778	69.270	6,511	0.9	(267)	191	2 94
STERICYCLE INC *(SRCL)*[1]	98	29 82	2,922	93.280	9,141	1 2	6,219		
WASTE MANAGEMENT INC NEW *(WM)*	315	33 46	10,541	33 740	10,628	1.4	87	447	4 21
Total industrials			**$49,806**		**$78,002**	**10.4%**	**$28,196**	**$1,444**	**1.85%**
Information technology									
ACCENTURE PLC CL A	205	$54.54	$11,180	$66 500	$13,632	1 8%	$2,452	$332	2.44%

Trade date basis

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
APPLE INC *(AAPL)*[1]	58	89 03	5,164	532.173	30,866	4.1	25,702	614	1.99
AVAGO TECHNOLOGIES	275	34.95	9,611	31 651	8,703	1 2	(908)	187	2.15
EMC CORP *(EMC)*[1]	585	17.27	10,105	25 300	14,800	2.0	4,695		
INTEL CORP *(INTC)*[1]	344	20.76	7,142	20 620	7,093	0 9	(49)	309	4.36
INTERNATIONAL BUS MACHINES *(IBM)*	230	93 70	21,550	191.550	44,056	5.8	22,506	782	1.77
MICROSOFT CORP *(MSFT)*	559	25 22	14,100	26 710	14,930	2 0	830	514	3 44
QUALCOMM INC *(QCOM)*	250	62.26	15,564	61 860	15,464	2 1	(100)	250	1 62
SEAGATE TECHNOLOGY PLC	325	27.58	8,964	30.420	9,886	1.3	922	494	5.00
VISA INC *(V)*[1]	205	70.94	14,543	151.580	31,073	4 1	16,530	270	0 87
Total information technology			**$117,923**		**$190,503**	**25.3%**	**$72,580**	**$3,752**	**1.97%**

Materials

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
NEWMONT MINING CORP *(NEM)*	155	$62.83	$9,738	$46.440	$7,198	1.0%	($2,540)	$217	3 01%
PRAXAIR INC *(PX)*[1]	183	37.87	6,930	109 450	20,029	2.7	13,099	402	2.01
Total materials			**$16,668**		**$27,227**	**3.6%**	**$10,559**	**$619**	**2.27%**

Telecom services

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
CENTURYLINK INC *(CTL)*	**205**	**$36.45**	**$7,472**	**$39.120**	**$8,019**	**1.1%**	**$547**	**$594**	**7.41%**

Utilities

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
DETROIT ENERGY CO *(DTE)*	140	$53.01	$7,422	$60 050	$8,407	1 1%	$985	$347	4 13%

Trade date basis

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
EXELON CORP *(EXC)*	215	40 48	8,704	29 740	6,394	0 9	(2,310)	451	7.06
Total utilities			**$16,126**		**$14,801**	**2.0%**	**($1,325)**	**$798**	**5.39%**
Total large cap core - u.s.			**$525,739**		**$753,996**	**100.0%**	**$228,257**	**$17,039**	**2.26%**

[1] Restricted

Large Cap Core - Non U.S.

Consumer discretionary

DAIHATSU MOTOR CO. LTD ADR	250	$39.20	$9,799	$39.577	$9,894	2.5%	$95	$283	2 86%
MAGNA INTL INC CL A	175	39 46	6,905	50 020	8,753	2 2	1,848	252	2.88
VOLKSWAGEN AG ADR	175	33.93	5,937	45.392	7,943	2.0	2,006	103	1.31
Total consumer discretionary			**$22,641**		**$26,590**	**6.6%**	**$3,949**	**$638**	**2.40%**

Consumer staples

AB FOODS LTD ADR	900	$17.52	$15,767	$25.423	$22,880	5.7%	$7,113	$351	1.54%
IMPERIAL TOBACCO LT ADR	175	73 16	12,803	77 146	13,500	3.4	697	590	4.37
KON AHOLD ADR	1,875	13.35	25,022	13.362	25,053	6.2	31	817	3 26
Total consumer staples			**$53,592**		**$61,433**	**15.3%**	**$7,841**	**$1,758**	**2.86%**

Energy

ENI S.P A ADR	475	$41.63	$19,774	$49.140	$23,341	5 8%	$3,567	$1,018	4 37%
SCHLUMBERGER LTD [1]	195	56.37	10,993	69.299	13,513	3.4	2,520	214	1 59
SINOPEC/CHINA PETE&CHM ADR	105	110 84	11,638	114.920	12,066	3.0	428	446	3 70

Trade date basis

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
TOTAL SA ADR	312	57.56	17,958	52.010	16,227	4.0	(1,731)	782	4.82
Total energy			**$60,363**		**$65,147**	**16.2%**	**$4,784**	**$2,460**	**3.78%**
Financials									
ALLIANZ AKTIENGES ADR	500	$10.13	$5,064	$13 817	$6,908	1.7%	$1,844	$214	3.10%
CHINA CONSTRUCTION ADR	1,050	14 71	15,447	16.050	16,852	4 2	1,405	655	3.89
MUNICH RE GROUP ADR	900	12.25	11,023	17.930	16,137	4.0	5,114	493	3 06
NORDEA BK SWEDEN AB ADR	1,475	7 73	11,407	9 546	14,080	3.5	2,673	407	2 89
SUMITOMO MITSUI FIN ADR	1,400	5.79	8,112	7 340	10,276	2 6	2,164	317	3 09
SUNCORP GROUP ADR	625	8.56	5,350	10 558	6,598	1 6	1,248	224	3 40
WHARF HOLDINGS ADR	400	10.17	4,067	15.637	6,254	1.6	2,187	106	1.70
Total financials			**$60,470**		**$77,105**	**19.2%**	**$16,635**	**$2,416**	**3.13%**
Health care									
ITOCHU CORP ADR	675	$20.25	$13,667	$20 980	$14,161	3 5%	$494	$662	4.68%
SANOFI - ADR	320	36 04	11,533	47.380	15,161	3.8	3,628	457	3 02
TEVA PHARM INDS LTD ADR	315	43.21	13,610	37.340	11,762	2.9	(1,848)	253	2 15
Total health care			**$38,810**		**$41,084**	**10.2%**	**$2,274**	**$1,372**	**3.34%**
Industrials									
EAST JAPAN RAIL ADR	2,150	$10 33	$22,213	$10.756	$23,125	5 8%	$912	$417	1.80%
EMBRAER SA ADR	375	29 69	11,134	28.510	10,691	2.7	(443)		
NIKON CORP PLC UNSPON-ADR	300	28.18	8,453	29 214	8,764	2.2	311	123	1.40
Total industrials			**$41,800**		**$42,580**	**10.6%**	**$780**	**$540**	**1.27%**

Trade date basis

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
Materials									
AKZO NOBEL NV ADR	250	$16.32	$4,080	$21 861	$5,465	1.4%	$1,385	$124	2.28%
BARRICK GOLD CORP	395	45 34	17,911	35 010	13,828	3 5	(4,083)	158	1.14
BHP BILLITON PLC-ADR	230	75.56	17,379	70.370	16,185	4 0	(1,194)	515	3.18
Total materials			**$39,370**		**$35,478**	**8.8%**	**($3,892)**	**$797**	**2.25%**
Telecom services									
CHINA TELECOM ADR	375	$55.87	$20,952	$56.850	$21,318	5 3%	$366	$369	1.73%
TELE2 AB ADR	775	9.60	7,439	9.000	6,975	1 7	(464)	258	3.71
VODAFONE GP PLC NEW ADR	510	27.47	14,010	25 190	12,846	3 2	(1,164)	765	5 95
Total telecom services			**$42,401**		**$41,139**	**10.3%**	**($1,262)**	**$1,392**	**3.38%**
Utilities									
SSE PLC ADR	175	$19.57	$3,424	$23.049	$4,033	1 0%	$609	$219	5 43%
TOKYO GAS LTD ADR	362	17.94	6,495	18.273	6,614	1.7	119	134	2.03
Total utilities			**$9,919**		**$10,647**	**2.7%**	**$728**	**$353**	**3.32%**
Total large cap core - non u.s.			**$369,366**		**$401,203**	**100.0%**	**$31,837**	**$11,726**	**2.92%**

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[1] Restricted

Trade date basis

Large Cap Strategies

Large cap strategies funds

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
OW LARGE CAP STRATEGIES FD BOOK COST 79,000	8,851.851	$8.92	$79,000	$10 020	$88,695	100 0%	$9,695	$646	0 73%
Total large cap strategies			**$79,000**		**$88,695**	**100.0%**	**$9,695**	**$646**	**0.73%**

Global Small & Mid Cap

Global small & mid cap funds

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
OW GLOBAL SML & MID CAP FD BOOK COST 118,346	8,342.229	$14.19	$118,346	$14 690	$122,547	100.0%	$4,201	$1,368	1 12%
Total global small & mid cap			**$118,346**		**$122,547**	**100.0%**	**$4,201**	**$1,368**	**1.12%**

Global Opportunities

Global opportunities funds

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
OW GLOBAL OPPORTUNITIES FD BOOK COST 125,708	17,562.220	$7.16	$125,708	$7.560	$132,770	100.0%	$7,062	$4,214	3.17%
Total global opportunities			**$125,708**		**$132,770**	**100.0%**	**$7,062**	**$4,214**	**3.17%**

Trade date basis

Real Return / Commodities

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
Real return funds									
OW REAL RETURN FUND BOOK COST 56,000	5,820.528	$9.62	$56,000	$9.270	$53,956	100.0%	($2,044)	$133	0 25%
Total real return / commodities			**$56,000**		**$53,956**	**100.0%**	**($2,044)**	**$133**	**0.25%**
Total value of account			**$2,193,978**		**$2,469,661**		**$275,683**	**$38,544**	**1.56%**

	Market value
Total interest and dividends accrued	1,075
Total value of account including accruals	**$2,470,736**

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 7

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
C. PERRY GRIFFITH, JR. 663 FOREST BLVD INDIANAPOLIS, IN 46240	PRESIDENT 0.50	0.	0.	0.
N. MICHELLE GRIFFITH 663 FOREST BLVD INDIANAPOLIS, IN 46240	VICE PRESIDENT 0.50	0.	0.	0.
C. PERRY GRIFFITH III 663 FOREST BLVD INDIANAPOLIS, IN 46240	DIRECTOR 0.25	0.	0.	0.
MAEGAN E. GRIFFITH 663 FOREST BLVD INDIANAPOLIS, IN 46240	DIRECTOR 0.25	0.	0.	0.
CLAIRE GRIFFITH 663 FOREST BLVD INDIANAPOLIS, IN 46240	DIRECTOR 0.25	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.