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 CLOWES FUND, INCORPORATED

A Employer identification number: 35-1079679

Number and street (or P O box number if mail is not delivered to street address): 320 NORTH MERIDIAN STREET

Room/suite: 316

B Telephone number (see instructions): (317) 833-0144

City or town, state, and ZIP code: INDIANAPOLIS, IN 46204

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)* ▶ $ 64,447,387.

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)
Revenue					
1	Contributions, gifts, grants, etc , received (attach schedule)				
2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
3	Interest on savings and temporary cash investments	17,703.	17,703.		ATCH 1
4	Dividends and interest from securities	1,309,562.	1,309,562.		ATCH 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	291,790.			
b	Gross sales price for all assets on line 6a 2,849,489.				
7	Capital gain net income (from Part IV, line 2)		291,790.		
8	Net short-term capital gain				
9	Income modifications				
10 a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule) ATCH 3	119,300.	119,300.		
12	**Total.** Add lines 1 through 11	1,738,355.	1,738,355.		
Operating and Administrative Expenses					
13	Compensation of officers, directors, trustees, etc	117,310.	23,462.		93,848.
14	Other employee salaries and wages	102,104.			102,104.
15	Pension plans, employee benefits	54,636.	4,419.		50,217.
16a	Legal fees (attach schedule) ATCH 4	17,572.			17,572.
b	Accounting fees (attach schedule) ATCH 5	80,940.			80,940.
c	Other professional fees (attach schedule) *	319,137.	307,185.		11,952.
17	Interest				
18	Taxes (attach schedule) (see instructions) ATCH 7	75,372.	41,268.		
19	Depreciation (attach schedule) and depletion	741.			
20	Occupancy	22,500.			22,500.
21	Travel, conferences, and meetings	14,026.			14,026.
22	Printing and publications	327.			327.
23	Other expenses (attach schedule) ATCH 8	60,865.	2,451.		57,517.
24	**Total operating and administrative expenses.** Add lines 13 through 23	865,530.	378,785.		451,003.
25	Contributions, gifts, grants paid	2,607,150.			2,607,150.
26	Total expenses and disbursements Add lines 24 and 25	3,472,680.	378,785.	0	3,058,153.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-1,734,325.			
b	**Net investment income** (if negative, enter -0-)		1,359,570.		
c	**Adjusted net income** (if negative, enter -0-)				

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JSA **For Paperwork Reduction Act Notice, see instructions.**
2E1410 1 000

*ATCH 6

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Part II Balance Sheets

		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash - non-interest-bearing	392,982.	299,799.	299,799.
	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 (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)			
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 9	57,173,350.	55,532,949.	63,055,992.
	14	Land, buildings, and equipment basis ▶ 26,990. Less accumulated depreciation (attach schedule) ▶ 25,719.	2,012.	1,271.	ATCH 10 1,271.
	15	Other assets (describe ▶ ATCH 11)	1,090,325.	1,090,325.	1,090,325.
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	58,658,669.	56,924,344.	64,447,387.
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	58,658,669.	56,924,344.	
	30	**Total net assets or fund balances** (see instructions)	58,658,669.	56,924,344.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	58,658,669.	56,924,344.	

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	58,658,669.
2	Enter amount from Part I, line 27a	2	-1,734,325.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	56,924,344.
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	56,924,344.

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	291,790.
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	2,875,550.	59,642,575.	0.048213
2010	4,399,307.	58,091,406.	0.075731
2009	4,000,825.	50,564,443.	0.079123
2008	8,052,110.	63,350,601.	0.127104
2007	5,683,635.	74,052,683.	0.076751

2 **Total** of line 1, column (d)	2	0.406922
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	0.081384
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	61,699,771.
5 Multiply line 4 by line 3	5	5,021,374.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	13,596.
7 Add lines 5 and 6	7	5,034,970.
8 Enter qualifying distributions from Part XII, line 4	8	3,058,153.

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	27,191.
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	27,191.
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	27,191.
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012 . . .	6a	33,347.		
b	Exempt foreign organizations - tax withheld at source . . .	6b			
c	Tax paid with application for extension of time to file (Form 8868) . . .	6c	10,000.		
d	Backup withholding erroneously withheld . . .	6d			
7	Total credits and payments Add lines 6a through 6d . . .			7	43,347.
8	Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached . . .			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** . . . ▶			9	
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** . . . ▶			10	16,156.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 16,156. **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 ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
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? . . .	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

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 ▶ WWW.CLOWESFUND.ORG OR GUIDESTAR

14 The books are in care of ▶ BKD LLP Telephone no ▶ 317-383-4000

Located at ▶ 201 N. ILLINOIS ST, STE 700 INDIANAPOLIS, IN ZIP+4 ▶ 46204

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	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		
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		
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**

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

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

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . **6b** X

If "Yes" to 6b, file Form 8870

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

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

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 12		117,310.	11,731.	6,119.

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
MARY E MOORE INDIANAPOLIS, IN	40.00	51,700.	5,170.	0

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
ATCH 13		247,058.
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	33,847,022.
b	Average of monthly cash balances		1b	732,467.
c	Fair market value of all other assets (see instructions)		1c	28,059,872.
d	**Total** (add lines 1a, b, and c)		1d	62,639,361.
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	62,639,361.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)		4	939,590.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	61,699,771.
6	**Minimum investment return.** Enter 5% of line 5		6	3,084,989.

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	3,084,989.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	27,191.		
b	Income tax for 2012. (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	27,191.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	3,057,798.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	3,057,798.
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	3,057,798.

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	3,058,153.
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	3,058,153.
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	3,058,153.

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					3,057,798.
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only					
b Total for prior years 20 10 ,20 09 ,20 08					
3 Excess distributions carryover, if any, to 2012					
a From 2007	2,073,387.				
b From 2008	4,919,280.				
c From 2009	1,495,837.				
d From 2010	1,512,945.				
e From 2011					
f **Total** of lines 3a through e		10,001,449.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 3,058,153.					
a Applied to 2011, but not more than line 2a					
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					3,057,798.
e Remaining amount distributed out of corpus		355.			
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		10,001,804.			
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					
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)		2,073,387.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		7,928,417.			
10 Analysis of line 9					
a Excess from 2008	4,919,280.				
b Excess from 2009	1,495,837.				
c Excess from 2010	1,512,945.				
d Excess from 2011					
e Excess from 2012	355.				

Form **990-PF** (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))

N/A

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

N/A

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

ATCH 14

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

ATCH 15

c Any submission deadlines

SEE FEDERAL FOOTNOTES, STATEMENT 2

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

SEE FEDERAL FOOTNOTES, STATEMENT 1

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 16				
Total . . . . ▶ **3a**				2,607,150.
b *Approved for future payment*				
SEE STATEMENT				1,887,500.
Total . . . . ▶ **3b**				1,887,500.

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			14	17,703.	
4 Dividends and interest from securities			14	1,309,562.	
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	119,300.	
8 Gain or (loss) from sales of assets other than inventory			18	291,790.	
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)				1,738,355.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . 13 1,738,355.

(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

Signature of officer or trustee

Date: 10.14.13

Title: Treasurer

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Holly M Pantzer	HollyMPantzer, CPA	10/7/13		P00137289

Firm's name ▶ BKD, LLP

Firm's EIN ▶ 44-0160260

Firm's address ▶ 201 N. ILLINOIS STREET
INDIANAPOLIS, IN 46204

Phone no 317.383.4000

FEDERAL FOOTNOTES

FUTURE FUNDING, PRELIMINARY PROPOSALS ARE REQUIRED FROM NEW GRANT SEEKERS AS A WAY TO BECOME BETTER ACQUAINTED BEFORE AN INVESTMENT IS MADE IN PROPOSAL DEVELOPMENT. RECENT GRANTEES ARE EXEMPT FROM THE PRELIMINARY PROPOSAL PROCESS AS WELL AS FROM THE FOCUS DESCRIBED ABOVE FOR SOCIAL SERVICES. ORGANIZATIONS THAT HAVE NO PRIOR OR RECENT (WITHIN THE PAST FIVE YEARS) GRANT RELATIONSHIP WITH THE CLOWES FUND MUST SUBMIT A PRELIMINARY PROPOSAL TO BE CONSIDERED FOR FUNDING. DEADLINES: PRELIMINARY PROPOSALS ARE DUE NOVEMBER 1ST, FINAL PROPOSALS ARE DUE FEBRUARY 1ST EACH YEAR. REQUIRED APPLICATION, FINANCIAL FORMS AND PROPOSAL NARRATIVE OUTLINE MAY BE DOWNLOADED AND SUBMITTED VIA OUR WEBSITE AT WWW.CLOWESFUND.ORG.

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
NATIONAL BANK OF INDIANAPOLIS	3.	3.
SANDERSON INTERNATIONAL	5.	5.
WELLINGTON	17,630.	17,630.
AEW	55.	55.
FEDERATED	10.	10.
TOTAL	17,703.	17,703.

ATTACHMENT 2

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
VANGUARD	817,791.	817,791.
WELLINGTON	61,453.	61,453.
T.ROWE	16,968.	16,968.
SANDERSON INTERNATIONAL	301,939.	301,939.
ADVISORY RESEARCH MID CAP	53,761.	53,761.
AEW	57,650.	57,650.
TOTAL	1,309,562.	1,309,562.

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MISCELLANEOUS INCOME		119,300.	119,300.
	TOTALS	119,300.	119,300.

THE CLOWES FUND, INCORPORATED 35-1079679

ATTACHMENT 4

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
FAEGRE BAKER & DANIELS	17,572.			17,572.
TOTALS	17,572.			17,572.

ATTACHMENT 5

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
BKD, LLP	70,190.			70,190.
YOUNT AND COMPANY, LLC	10,750.			10,750.
TOTALS	80,940.			80,940.

ATTACHMENT 6

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
PRIME BUCHHOLZ FEES	90,000.	90,000.	
ADVISORY RESEARCH MID CAP	38,593.	38,593.	
WELLINGTON TRUST	48,240.	48,240.	
SANDERSON INTERNATIONAL	86,868.	86,868.	
COMPUTER CONSULTING	7,135.		7,135.
ART APPRAISAL	4,817.		4,817.
CONSULTING SERVICES	29,711.	29,711.	
AEW FEES	13,773.	13,773.	
TOTALS	319,137.	307,185.	11,952.

ATTACHMENT 7

FORM 990PF, PART I - TAXES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES		41,268.	41,268.
EXCISE TAX		34,104.	
	TOTALS	75,372.	41,268.

ATTACHMENT 8

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
MEMBERSHIP DUES	15,625.		15,625.
MEALS AND ENTERTAINMENT	4,709.		4,709.
OFFICE SUPPLIES	2,234.		1,788.
POSTAGE	626.		626.
TELEPHONE	2,249.		1,799.
ANNUAL MEETING EXPENSE	8,489.	509.	7,979.
DIRECTOR EXPENSES	10,520.		10,520.
MISCELLANEOUS EXPENSES	662.		662.
BANK FEES	1,942.	1,942.	
INTERNET	1,433.		1,433.
OFFICE EQUIPMENT	841.		841.
WEBSITE	2,115.		2,115.
REMOTE ACCESS EXPENSE	3,600.		3,600.
SOFTWARE	3,220.		3,220.
HARDWARE	2,600.		2,600.
TOTALS	60,865.	2,451.	57,517.

ATTACHMENT 9

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
WELLINGTON TRUST COMPANY	4,586,080.	3,922,121.	4,449,423.
T. ROWE PRICE INVESTMENT FUND	1,956,792.	1,653,483.	2,749,629.
AEW	1,278,195.	1,455,826.	1,872,910.
FORESTER INVESTMENT	3,500,000.	3,500,000.	4,827,099.
SANDERSON INTERNATIONAL	8,491,095.	8,648,414.	9,290,234.
TITAN	3,086,719.	3,086,719.	4,907,775.
ADVISORY RESEARCH MID CAP	2,495,083.	2,689,941.	3,421,415.
THE VANGUARD GROUP	31,779,386.	30,576,445.	31,537,507.
TOTALS	57,173,350.	55,532,949.	63,055,992.

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENT

ATTACHMENT 10

		FIXED ASSET DETAIL				ACCUMULATED DEPRECIATION DETAIL			
ASSET DESCRIPTION	METHOD/ CLASS	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE
OFFICE FURNITURE	DDB	3,319.			3,319	3,319.			3,319
OFFICE FURNITURE	DDB	3,319			3,319	3,319.			3,319.
OFFICE FURNITURE	DDB	1,718.			1,718	1,718.			1,718.
OFFICE FURNITURE	DDB	2,074.			2,074	2,074.			2,074.
CON ROOM FURNITUR	DDB	5,071			5,071.	5,071			5,071
LATERAL FILE	DDB	790			790	790			790
ROLLING FILE CART	DDB	45			45	45			45
DIGITAL CAMERA	DDB	253			253.	253.			253.
ROLLING FILE CART	DDB	40			40	40.			40.
WORK STATION	DDB	1,129			1,129.	1,129			1,129.
COMPUTER LAPTOP	DDB	1,414			1,414.	1,341			1,341.
OFFICE FURNISHINGS	DDB	720			720	546.	50		596.
OFFICE FURNISHINGS	DDB	983.			983.	739.	70.		809
REFRIGERATOR	M5	391.			391	368	23		391.
COMPUTER EQUIPMENT	DDB	1,142.			1,142	936	82		1,018.
OFFICE EQUIPMENT	DDB	1,000.			1,000	827.	69		896.
COMPUTER	DDB	2,813.			2,813	1,935.	351		2,286.
LAPTOP	DDB	768			768	528.	96.		624

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENT

ATTACHMENT 10 (CONT'D)

		FIXED ASSET DETAIL				ACCUMULATED DEPRECIATION DETAIL			
ASSET DESCRIPTION	METHOD/ CLASS	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE
TOTALS		26,989			26,989	24,978			25,719

ATTACHMENT 11

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
ART COLLECTION		1,090,325.	1,090,325.	1,090,325.
	TOTALS	1,090,325.	1,090,325.	1,090,325.

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

ATTACHMENT 12

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
ALEXANDER W. CLOWES SEATTLE, WA	PRESIDENT 2.00	0	0	1,975.
MARGARET C. BOWLES LYME, NH	SECRETARY 2.00	0	0	2,438.
WILLIAM H. MARSHALL INDIANAPOLIS, IN	TREASURER 2.00	0	0	0
JONATHAN J. CLOWES ACWORTH, NH	VICE PRESIDENT 2.00	0	0	0
DONNA L. WILEY WHATELY, MA	DIRECTOR 2.00	0	0	182.
BEN W. BLANTON INDIANAPOLIS, IN	DIRECTOR 2.00	0	0	0
ELIZABETH A. CASSELMAN ZIONSVILLE, IN	EXECUTIVE DIRECTOR 40.00	117,310.	11,731.	0

ELIZABETH A. CASSELMAN IS ALSO THE ASSISTANT SECRETARY AND ASSISTANT TREASURER. HOWEVER, SHE IS NOT COMPENSATED FOR THESE SERVICES.

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

ATTACHMENT 12 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
LYNN L. CLOWES WARNER, NH	DIRECTOR 2.00	0	0	151.
DOUGLAS S. CLOWES BOLTON, MA	DIRECTOR 2.00	0	0	1,373.
	GRAND TOTALS	117,310.	11,731.	6,119.

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

ATTACHMENT 13

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
PRIME, BUCHHOLZ 25 CHESTNUT STREET PORTSMOUTH, NH 03801	INVESTMENT MGMT	90,000.
SANDERSON INTERNATIONAL 780 THIRD AVENUE, 38TH FLOOR NEW YORK, NY 10017	INVESTMENT MGMT	86,868.
BKD, LLP 201 N. ILLINOIS STREET, SUITE 700 INDIANAPOLIS, IN 46204	ACCOUNTING/CONSULTIN	70,190.
TOTAL COMPENSATION		247,058.

ATTACHMENT 14

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

ELIZABETH A. CASSELMAN, EXECUTIVE
320 NORTH MERIDIAN STREET, STE 316
INDIANAPOLIS, IN 46204
317-833-0144

WWW.CLOWESFUND.ORG

ATTACHMENT 15

990PF, PART XV - FORM AND CONTENTS OF SUBMITTED APPLICATIONS

SEE ONLINE APPLICATION WITH DESCRIPTION OF ORGANIZATION AND PURPOSE FOR GRANT REQUEST AT WWW.CLOWESFUND.ORG

THE CLOWES FUND, INCORPORATED 35-1079679

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

ATTACHMENT 16

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SEE STATEMENT ATTACHED IMMEDIATELY FOLLOWING			2,607,150
		TOTAL CONTRIBUTIONS PAID	2,607,150

Each of the grantee organizations identified below is a public charity (i.e., an organization described in Internal Revenue Code section 509(a)(1), 509(a)(2), or 509(a)(3)). The Clowes Fund, Incorporated did not make grants to Type III supporting organizations (described in Code section 509(a)(3)) after August 17, 2006, that are not "functionally integrated." No grantee organization described below is controlled by a foundation manager or a substantial contributor of The Clowes Fund, Incorporated.

Grantee/Legal Name	*Foundation Status*	*Purpose / Program*	*Amount*
Paid			
A Better Tomorrow Services, Inc. A Better Tomorrow Services, Inc 153B Main Street Everett MA 02149	501(c)(3)	ESOL Program Project/Program	$12,500
Adolescent Consultation Services, Inc Adolescent Consultation Services, Inc 189 Cambridge Street Cambridge MA 02141	501(c)(3)	Operating Support	$15,000
The African Center African Community International, Inc 3737 North Meridian Street, Suite 507 Indianapolis IN 46208	501(c)(3)	Organizational Capacity Building Support for a Development Coordinator Capacity Building	$20,000
African Community Education (ACE) African Community Education Program, Inc 24 Chatham Street Worcester MA 01609	501(c)(3)	Outreach Department Project/Program	$20,000
American Foundation for Suicide Prevention American Foundation for Suicide Prevention 120 Wall Street, 29th Floor New York NY 10005	501(c)(3)	Employee Matching Grant Staff Matching Grant Program CF	$100
American Friends Service Committee New Hampshire American Friends Service Committee AFSC-NH Office, 4 Park Street, Suite 209 Concord NH 03301-6313	501(c)(3)	Immigrant and Refugee Project Project/Program	$16,000
Amherst College Amherst College Trustees Comptroller's Office P O Box 5000 Amherst MA 01002-5000	501(c)(3)	Board Matching Grant Board Matching Grant Program	$5,000
Artists For Humanity Artists For Humanity, Inc. (AFH) 100 West Second Street Boston MA 02127	501(c)(3)	Youth Arts Enterprise (formerly the Arts Micro-enterprise) Project/Program	$15,000

Grantee/Legal Name	*Foundation Status*	*Purpose / Program*	*Amount*
Arts & Business Council of Greater Boston, Inc Arts & Business Council of Greater Boston, Inc 249 A Street, Studio #14 Exchange Place, 26th Floor Boston MA 02210	501(c)(3)	Investing in the Creative Workforce Project/Program	$20,000
Arts Corps Arts Corps 4408 Delridge Way SW, Suite 110 Seattle WA 98106	501(c)(3)	Music Education Program for Youth Project/Program	$10,000
ArtsEd Washington Washington Alliance for Arts Education 158 Thomas Street, Suite 16 Seattle WA 98109	501(c)(3)	Principals' Arts Leadership (PAL) Program Project/Program	$20,000
Asian Task Force Against Domestic Violence Asian Task Force Against Domestic Violence, Inc P O Box 120108 105 Chauncy Street Boston MA 02111	501(c)(3)	Legal Advocacy Services Program Matching	$15,000
Assistance League of Indianapolis (ALI) Assistance League of Indianapolis, Inc 1475 West 86th Street, Suite E 1475 W 86th St , Suite E Indianapolis IN 46260	501(c)(3)	Operation School Bell Project/Program	$7,500
Bay Path College Bay Path College 588 Longmeadow Street Longmeadow MA 01106	501(c)(3)	Foster Teaching Excellence Through Faculty Professional Development Project/Program	$35,000
Bellesini Academy Blessed Stephen Bellesini, O S A. Academy, Inc 94 Bradford St Lawrence MA 01840	501(c)(3)	Alumni Support Program Matching	$10,000
Boone County Senior Services, Inc Boone County Senior Services, Inc 515 Crown Pointe Drive Lebanon IN 46052	501(c)(3)	Employee Matching Grant Staff Matching Grant Program CF	$200
Boston Arts Academy Foundation Boston Arts Academy Foundation, Inc 174 Ipswich Street Boston MA 02215	501(c)(3)	Alumni Creative Corps Project/Program	$20,000
The Boston Athenaeum Proprietors of the Boston Athenaeum 10 1/2 Beacon Street Boston MA 02108	501(c)(3)	Board Matching Grant Board Matching Grant Program	$4,000

Grantee/Legal Name	*Foundation Status*	*Purpose / Program*	*Amount*
The Boston Foundation, Inc The Boston Foundation, Inc 75 Arlington Street, 10th Floor Boston MA 02116	501(c)(3)	SkillWorks Partners for a Productive Workforce Project/Program	$50,000
Bottom Line Inc Bottom Line, Inc. 500 Amory Street, Suite 3 Jamaica Plain MA 02130	501(c)(3)	Massachusetts Operations Operating Support	$25,000
Brattleboro Museum & Art Center Brattleboro Museum & Art Center, Inc 10 Vernon Street Brattleboro VT 05301	501(c)(3)	Bridge to Sustainability: A Capacity-Building Initiative Capacity Building	$25,000
The Broad Bay Congregational United Church of Christ The Broad Bay Congregational United Church of Christ PO Box 161 Waldoboro ME 04572	501(c)(3)	Board Matching Grant Board Matching Grant Program	$5,000
Building Tomorrow, Inc Building Tomorrow, Inc. 407 Fulton St Indianapolis IN 46202	501(c)(3)	Board Matching Grant Board Matching Grant Program	$5,000
Business Ownership Initiative of Indiana Neighborhood Self Employment Initiative, Inc dba Business Ownership Initiative of Indiana Chase Tower 111 Monument Circle, Suite 2450 Indianapolis IN 46204	501(c)(3)	Immigrant and Refugee Entrepreneurship Program Project/Program	$26,000
Center for Leadership Development Inc Center for Leadership Development Inc 2425 Dr Martin Luther King Street Indianapolis IN 46208-5546	501(c)(3)	Operating Support	$15,000
Centro Latino Centro Latino, Inc 267 Broadway Chelsea MA 02150	501(c)(3)	English Communication for Work Project/Program	$15,000
Child Advocates Inc Child Advocates, Inc 8200 Haverstick Road, Suite 240 Indianapolis IN 46240	501(c)(3)	Board Matching Grant Board Matching Grant Program	$5,000
Christamore House Inc Christamore House, Inc 502 N. Tremont Street Indianapolis IN 46222	501(c)(3)	Family Strengthening Project/Program	$15,000

Grantee/Legal Name	*Foundation Status*	*Purpose / Program*	*Amount*
City Parks Foundation City Parks Foundation 830 Fifth Avenue New York NY 10065	501(c)(3)	Board Matching Grant Board Matching Grant Program	$5,000
College Mentors for Kids, Inc. College Mentors for Kids, Inc. 212 West 10th Street, Suite B260 Indianapolis IN 46202	501(c)(3)	Operating Support	$10,000
College Summit Indiana College Summit, Inc 407 N Fulton Street, Suite 104 Indianapolis IN 46202	501(c)(3)	"First in Family" Project/Program	$15,000
Community Change, Inc Community Change, Inc 14 Beacon Street, Suite 605 Boston MA 02138	501(c)(3)	Board Matching Grant Board Matching Grant Program	$3,000
Community Foundation of Boone County Inc Community Foundation of Boone County, Inc P O Box 92 Zionsville IN 46077	501(c)(3)	Employee Matching Grant Staff Matching Grant Program CF	$200
Community Foundation of Boone County Inc Community Foundation of Boone County, Inc P O Box 92 Zionsville IN 46077	501(c)(3)	Employee Matching Grant Staff Matching Grant Program CF	$2,450
Community Legal Services And Counseling Center, Inc Community Legal Services And Counseling Center, Inc. One West Street Cambridge MA 02139	501(c)(3)	Immigration Program and Matching Campaign Matching	$10,000
Community Legal Services And Counseling Center, Inc Community Legal Services And Counseling Center, Inc One West Street Cambridge MA 02139	501(c)(3)	Immigration Program and Matching Campaign Matching	$15,000
Compass School Compass School, Inc PO Box 177 7892 US Route 5 Westminster Station VT 05159	501(c)(3)	Infrastructure for the Arts Project/Program	$20,000
Conservation International Conservation International Foundation 2011 Crystal Drive, Suite 500 Arlington VA 22202	501(c)(3)	Board Matching Grant Board Matching Grant Program	$5,000

Grantee/Legal Name	Foundation Status	Purpose / Program	Amount
Crohn's & Colitis Foundation of America Crohn's & Colitis Foundation of America, Inc 386 Park Ave South 17th Floor New York NY 10016	501(c)(3)	Board Matching Grant Board Matching Grant Program	$1,000
Dakin Pioneer Valley Humane Society Dakin Pioneer Valley Humane Society, Inc 171 Union Street Springfield MA 01105	501(c)(3)	Board Matching Grant Board Matching Grant Program	$3,000
Dartmouth Natural Resources Trust Dartmouth Natural Resources Trust 404 Elm Street PO Box P-17 Dartmouth MA 02748	501(c)(3)	Board Matching Grant Board Matching Grant Program	$1,500
DePauw University DePauw University 300 East Seminary Street P O Box 37 Greencastle IN 46135	501(c)(3)	Board Matching Grant Board Matching Grant Program	$5,000
Discovering Justice James D St Clair Court Public Education Project One Courthouse Way, Suite 3120 Boston MA 02210	501(c)(3)	Children Discovering Justice in Boston Project/Program	$20,000
Dress for Success Indianapolis, Inc. Dress for Success Indianapolis, Inc 820 N Meridian Street Indianapolis IN 46204	501(c)(3)	Dress for Success Indianapolis/Training, Inc Partnership Project/Program	$30,000
Earth Corps Earth Corps 6310 NE 74th Street, Suite 201E Seattle WA 98115	501(c)(3)	Board Matching Grant Board Matching Grant Program	$2,500
EdVestors, Inc EdVestors, Inc 140 Clarendon Street, Suite 305 Boston MA 02116	501(c)(3)	Operating Support	$50,000
English for New Bostonians (ENB) The Boston Foundation, Inc. (fiscal sponsor) 75 Arlington Street, 10th Floor Boston MA 02116	501(c)(3)	English for New Bostonians Operating Support	$60,000
English for New Bostonians (ENB) The Boston Foundation, Inc (fiscal sponsor) 105 Chauncy Street, Suite 901 Boston MA 02111	501(c)(3)	Board Matching Grant Board Matching Grant Program	$5,000

Grantee/Legal Name	Foundation Status	Purpose / Program	Amount
The Epiphany School, Inc. Epiphany School, Inc 154 Centre Street Dorchester MA 02124	501(c)(3)	Purchase of New Building for Program Expansion Capital	$25,000
Exodus Refugee Immigration, Inc Exodus Refugee Immigration, Inc 1125 Brookside Ave, Suite C9 Indianapolis IN 46202	501(c)(3)	Exodus Refugee Mental Wellness Program Project/Program	$20,000
Fletcher Place Community Center, Inc Fletcher Place Community Center, Inc 1637 E Prospect Street Indianapolis IN 46203	501(c)(3)	Operating Support	$10,000
The Food Bank of WMA The Food Bank of Western Massachusetts, Inc. P O Box 160 97 North Hatfield Road Hatfield MA 01038	501(c)(3)	Board Matching Grant Board Matching Grant Program	$500
The Food Project The Food Project, Inc 10 Lewis Street Lincoln MA 01773	501(c)(3)	Local Youth Programs Project/Program	$10,000
Forest Manor Multi-Service Center (FMMSC) Forest Manor Multi-Service Center, Inc. 5603 East 38th Street Indianapolis IN 46218	501(c)(3)	Youth Employment Plan (YEP) Project/Program	$15,000
Franklin Land Trust, Inc Franklin Land Trust Inc PO Box 450, 679 Mohawk Trail Shelburne Falls MA 01370	501(c)(3)	Board Matching Grant Board Matching Grant Program	$5,000
Franklin Park Coalition Franklin Park Coalition, Inc P O Box 302333 Boston MA 02130	501(c)(3)	Youth Conservation Crew Project/Program	$10,000
Future Chefs Third Sector New England 89 South Street, Suite 700 Boston MA 02111	501(c)(3)	Operating Support	$20,000
Generation Excel Youth Program Generation Excel Youth Development Program, Inc 40 Walk Hill Street Jamaica Plain MA 02130	501(c)(3)	Somali Youth Support Project/Program	$10,000

Grantee/Legal Name	*Foundation Status*	*Purpose / Program*	*Amount*
Generations Incorporated Generations Incorporated 25 Kingston Street, 4th Floor Boston MA 02111	501(c)(3)	Classroom Literacy Expansion Project/Program	$20,000
Girls Incorporated of Indianapolis Girls Incorporated of Indianapolis, Inc 3935 N. Meridian Street Indianapolis IN 46208	501(c)(3)	High School Girls Program: Futures and Options Project/Program	$30,000
Grassroots International Grassroots International Inc 179 Boylston Street, 4th Floor Jamaica Plain MA 02130	501(c)(3)	Board Matching Grant Board Matching Grant Program	$3,000
Hampshire College Trustees Hampshire College Trustees 893 West Street Amherst MA 01002	501(c)(3)	Board Matching Grant Board Matching Grant Program	$2,500
Hannah Grimes Center, Inc Hannah Grimes Center, Inc 25 Roxbury Street Keene NH 03431	501(c)(3)	Industry Cluster Project Seed Money	$25,000
The Harley School The Harley School 1981 Clover Street Rochester NY 14618-3299	501(c)(3)	Board Matching Grant Board Matching Grant Program	$5,000
Harvard University Harvard University Office of Resource Development 401 Park Drive Boston MA 02215	501(c)(3)	Board Matching Grant Board Matching Grant Program	$2,500
Helping Our Own People, Inc Helping Our Own People, Inc PO Box 11774 Indianapolis IN 46201	501(c)(3)	Employee Matching Grant Staff Matching Grant Program CF	$50
Historic New England Society for the Preservation of New England Antiquities 141 Cambridge Street Boston MA 02114	501(c)(3)	Board Matching Grant Board Matching Grant Program	$1,000
Hyde Square Task Force (HSTF) Hyde Square Task Force, Inc PO Box 301871 Jamaica Plain MA 02130	501(c)(3)	JÃ³venes en AcciÃ³n / Youth in Action Project/Program	$10,000

Grantee/Legal Name	*Foundation Status*	*Purpose / Program*	*Amount*
Immigrant Legal Advocacy Project (ILAP) Immigrant Legal Advocacy Project 309 Cumberland Avenue, Ste 201 P O Box 17917 Portland ME 04112	501(c)(3)	Operating Support	$20,000
Immigrant Welcome Center The Immigrant Welcome Center, Inc. John H Boner Community Center 2236 East Tenth Street Indianapolis IN 46201-2006	501(c)(3)	Natural Helpers + Welcoming Indianapolis Operating Support	$20,000
Indiana Center for Family, School, & Community Partnerships Indiana Center for Family, School, & Community Partnerships 911 E 86th Street, Suite 110 Indianapolis IN 46240	501(c)(3)	Voices In Action Project/Program	$15,000
Indiana Latino Institute Inc (ILI) Indiana Latino Institute, Inc 445 North Pennsylvania Street, Suite 800 Indianapolis IN 46204	501(c)(3)	"Careers for the Future" Education Program Project/Program	$15,000
Indiana Mothers' Milk Bank, Inc Indiana Mothers' Milk Bank, Inc 4755 Kingsway Drive, Suite 120 Indianapolis IN 46205	501(c)(3)	Employee Matching Grant Staff Matching Grant Program CF	$250
Indiana University Foundation Indiana University Foundation 340 W Michigan Street Indianapolis IN 46204	501(c)(3)	Herron School of Art and Design Rev A G Fraser International Travel Fund Endowment	$25,000
Indiana University Foundation Indiana University Foundation IUPUI University Library 755 West Michigan Street Indianapolis IN 46202-5195	501(c)(3)	Philanthropy Archives at IUPUI University Library Establish the Archives of The Clowes Fund, Inc. Operating Support	$700
Indiana Youth Institute, Inc Indiana Youth Institute Inc 603 East Washington Street, Suite 800 Indianapolis IN 46204-2692	501(c)(3)	Youth Service Toolkit Capacity Building	$12,500
Indianapolis Congregation Action Network (IndyCAN) Indianapolis Congregation Action Network, Inc 337 N. Warman Ave Indianapolis IN 46222	501(c)(3)	Immigrant and Refugee Integration Project Seed Money	$7,500
Indianapolis Museum of Art Indianapolis Museum of Art, Inc 4000 Michigan Road Indianapolis IN 46208-3326	501(c)(3)	Clowes Collection and Pavilion Oversight Operating Support	$120,000

Grantee/Legal Name	*Foundation Status*	*Purpose / Program*	*Amount*
Indy Reads Greater Indianapolis Literacy League, Inc Library Services Center 2450 North Meridian Street Indianapolis IN 46208	501(c)(3)	Ongoing support for adult literacy services Operating Support	$20,000
Inquilinos Boricuas en Accion (IBA) Inquilinos Boricuas En Accion 405 Shawmut Avenue Boston MA 02118	501(c)(3)	Pathway Technology Campus Project/Program	$20,000
In-Sight Photography Project The In-Sight Photography Project Inc 45 Flat Street, Suite 1 Brattleboro VT 05301	501(c)(3)	Digital Photography and Web Design Project/Program	$7,500
The International Center International Center, Inc 32 E. Washington Street, Suite 1625 Indianapolis IN 46204	501(c)(3)	The Burmese Project Project/Program	$6,000
International Institute of New England International Institute of Boston, Inc One Milk Street Boston MA 02109	501(c)(3)	Project Thrive Seed Money	$45,000
Jamaica Plain Neighborhood Development Corporation (JPNDC) Jamaica Plain Neighborhood Development Corporation 31 Germania Street Jamaica Plain MA 02130	501(c)(3)	Family Prosperity Initiative Project/Program	$20,000
JFYNetWorks JFYNetWorks 44 School Street, Suite 1010 Boston MA 02108	501(c)(3)	Post-training job development and career counseling project Project/Program	$16,000
The Julian Center, Inc The Julian Center, Inc 2011 North Meridian Street Indianapolis IN 46202	501(c)(3)	Legal Aid for Immigrant Victims of Domestic Violence Matching	$10,000
Kaleidoscope Youth Center Kaleidoscope Youth Center, Inc 4186 N Broadway Street Indianapolis IN 46205	501(c)(3)	Kaleidoscope Educational Enrichment Program - K E E P Seed Money	$18,000
Kansas University Endowment Association Kansas University Endowment Association P O Box 928 Lawrence KS 66044-0928	501(c)(3)	Board Matching Grant Board Matching Grant Program	$5,000

Grantee/Legal Name	*Foundation Status*	*Purpose / Program*	*Amount*
Kansas University Endowment Association Kansas University Endowment Association P O Box 928 Lawrence KS 66044-0928	501(c)(3)	Board Matching Grant Board Matching Grant Program	$5,000
KIEVE-Wavus Education, Inc Kieve-Wavus Education, Inc P O Box 169 Nobleboro ME 04555	501(c)(3)	Engaged Teacher Learning Project/Program	$15,000
Knox College Knox College 2 East South Street Galesburg IL 61401	501(c)(3)	Board Matching Grant Board Matching Grant Program	$5,000
KQED, Inc KQED, Inc 2601 Mariposa Street San Francisco CA 94110	501(c)(3)	Board Matching Grant Board Matching Grant Program	$3,600
La Plaza La Plaza, Inc. 8902 East 38th Street Indianapolis IN 46226	501(c)(3)	In Honor of Kathy Souchet-Moura's Outstanding Service Project/Program	$2,500
La Plaza La Plaza, Inc. 8902 East 38th Street Indianapolis IN 46226	501(c)(3)	Capacity Building	$15,000
The Latino/a Youth Collective of Indiana, Inc Marion County Commission On Youth, Inc (MCCOY) 3901 N Meridian Street, Suite 201 Indianapolis IN 46208	501(c)(3)	In Honor of Kathy Souchet-Moura's Outstanding Service Project/Program	$2,500
Local Initiatives Support Corporation (LISC) Local Initiatives Support Corporation (LISC) 333 N. Pennsylvania Street, Suite 600 Indianapolis IN 46204	501(c)(3)	Centers for Working Families (CWF) Project/Program	$70,000
Marine Biological Laboratory Marine Biological Laboratory 7 MBL Street Woods Hole MA 02543-1015	501(c)(3)	Endowment Support of the Semester in Environmental Science Endowment	$50,000
Mary Rigg Neighborhood Center, Inc Mary Rigg Neighborhood Center, Inc 1920 West Morris Street Indianapolis IN 46221	501(c)(3)	MRNC Employment Services Project/Program	$15,000

Grantee/Legal Name	*Foundation Status*	*Purpose / Program*	*Amount*
MassCOSH Massachusetts Coalition for Occupational Safety and Health, Inc. 1532B Dorchester Avenue Dorchester MA 02122	501(c)(3)	MassCOSH Worker Center Project/Program	$20,000
The Match School Foundation, Inc The Match School Foundation Inc. 1001 Commonwealth Avenue Boston MA 02215	501(c)(3)	Board Matching Grant Board Matching Grant Program	$5,000
MCCOY, Inc Marion County Commission On Youth, Inc 3901 N Meridian Street, Suite 201 Indianapolis IN 46208	501(c)(3)	Summer Youth Program Fund for 2012 (YWFI) SYPF	$52,500
Metro Ministries/Centro Familiar Vida Nueva Metro Ministries, Inc 3901 N Meridian Street, Suite 210 Indianapolis IN 46208	501(c)(3)	Centro Familiar Vida Nueva Services Project/Program	$10,000
Mills College Mills College 5000 MacArthur Blvd Oakland CA 94613	501(c)(3)	Mills Teacher Scholars Project/Program	$15,000
More Than Words More Than Words 376 Moody Street Waltham MA 02453	501(c)(3)	Operating Support	$30,000
Mujeres Unidas Avanzando (Women United Advancing) Mujeres Unidas Avanzando Inc 54 Clayton Street Boston MA 02122	501(c)(3)	Operating Support	$15,000
Museum of Fine Arts, Boston Museum of Fine Arts, Boston 465 Huntington Avenue Boston MA 02115	501(c)(3)	Board Matching Grant Board Matching Grant Program	$3,000
Museum of Science Museum of Science 1 Science Park Boston MA 02114-1099	501(c)(3)	Board Matching Grant Board Matching Grant Program	$5,000
MY TURN America's Youth Teenage Unemployment Reduction Network, Inc 156 Main Street Brockton MA 02301	501(c)(3)	Lynn Out-of-School Youth Center Project/Program	$20,000

Grantee/Legal Name	*Foundation Status*	*Purpose / Program*	*Amount*
Natural Resources Defense Council Natural Resources Defense Council, Inc. 40 West 20th Street, 11th Floor New York NY 10011	501(c)(3)	Board Matching Grant Board Matching Grant Program	$10,000
Neighborhood Christian Legal Clinic Neighborhood Christian Legal Clinic 3333 N Meridian Street, Suite 201 Indianapolis IN 46208	501(c)(3)	Refugee Legal Assistance Project Project/Program	$25,000
The Neighborhood Developers Inc The Neighborhood Developers Inc. 4 Gerrish Avenue Chelsea MA 02150	501(c)(3)	CONNECT Seed Money	$20,000
New Bedford Whaling Museum Old Dartmouth Historical Society 18 Johnny Cake Hill New Bedford MA 02740	501(c)(3)	Board Matching Grant Board Matching Grant Program	$2,000
New England Wild Flower Society New England Wild Flower Society 180 Hemenway Road Framingham MA 01701	501(c)(3)	Board Matching Grant Board Matching Grant Program	$2,500
New England Youth Theatre (NEYT) The New England Youth Theatre Inc 100 Flat Street Brattleboro VT 05301	501(c)(3)	Technical Arts Community Outreach Project Project/Program	$15,000
New Hampshire Peace Action Education Fund New Hampshire Peace Action Education Fund 4 Park Street, Suite 210 Concord NH 03301	501(c)(3)	Board Matching Grant Board Matching Grant Program	$5,000
New Hampshire World Fellowship Center Inc New Hampshire World Fellowship Center Inc PO Box 2280 382 Drake Hill Road Conway NH 03818	501(c)(3)	Board Matching Grant Board Matching Grant Program	$1,000
New York Civil Liberties Union Foundation New York Civil Liberties Union Foundation 125 Broad Street 19th Floor New York NY 10004	501(c)(3)	Board Matching Grant Board Matching Grant Program	$10,000
Noble of Indiana Noble, Inc 7701 East 21st Street Indianapolis IN 46219	501(c)(3)	Employment Services for Workers with Disabilities Operating Support	$20,000

Grantee/Legal Name	*Foundation Status*	*Purpose / Program*	*Amount*
North Bennet Street School North Bennet Street School 39 North Bennet Street Boston MA 02113	501(c)(3)	Student recruitment - low income communities in Metro Boston area Project/Program	$10,000
Oberlin College Oberlin College 173 West Lorain Street Oberlin OH 44074	501(c)(3)	Oberlin Center for Foreign Languages and International Cultures Endowment	$30,000
Operation A B L E of Greater Boston, Inc Operation A B L E of Greater Boston, Inc 131 Tremont Street Third Floor Boston MA 02111	501(c)(3)	ABLE Midternship Program Project/Program	$30,000
The Park School Park School Corporation 171 Goddard Ave Brookline MA 02445	501(c)(3)	Board Matching Grant Board Matching Grant Program	$5,000
Pathway Resource Center, Inc Pathway Resource Center, Inc 10119 John Marshall Drive Indianapolis IN 46235	501(c)(3)	Project Helping Others Transform (HOT) Project/Program	$10,000
Peninsula Open Space Trust Peninsula Open Space Trust 222 High Street Palo Alto CA 94301	501(c)(3)	Board Matching Grant Board Matching Grant Program	$1,000
Penobscot School Penobscot School 28 Gay Street Rockland ME 04841-3043	501(c)(3)	Board Matching Grant Board Matching Grant Program	$2,500
Planned Parenthood League of Massachusetts, Inc Planned Parenthood League of Massachusetts, Inc 1055 Commonwealth Avenue Boston MA 02215	501(c)(3)	Board Matching Grant Board Matching Grant Program	$3,000
Planned Parenthood of Indiana, Inc Planned Parenthood of Indiana, Inc 200 South Meridian Street, Suite 400 Indianapolis IN 46225	501(c)(3)	Employee Matching Grant Staff Matching Grant Program CF	$100
Planned Parenthood of Indiana, Inc Planned Parenthood of Indiana, Inc 200 South Meridian Street, Suite 400 Indianapolis IN 46225	501(c)(3)	Operating Support	$34,000

Grantee/Legal Name	*Foundation Status*	*Purpose / Program*	*Amount*
Project Home Indy Project Home Indy, Co P O. Box 683 Indianapolis IN 46206	501(c)(3)	Increase Case Manager's hours for additional educational programming Seed Money	$10,000
Purdue University Purdue University on behalf of The Benefit Bank of Indiana 812 W. State Street West Lafayette IN 47907	501(c)(3)	The Benefit Bank of Indiana Project/Program	$10,000
Raw Art Works Raw Art Works, Inc 37 Central Square Lynn MA 01901	501(c)(3)	Talent and Purpose and Project Launch Project/Program	$20,000
Rebuilding the Wall Rebuilding the Wall, Inc 3513 Hovey Street Indianapolis IN 46218	501(c)(3)	Employee Matching Grant Staff Matching Grant Program CF	$2,000
Rebuilding the Wall Rebuilding the Wall, Inc 3513 Hovey Street Indianapolis IN 46218	501(c)(3)	Employee Matching Grant Staff Matching Grant Program CF	$2,000
Rebuilding the Wall Rebuilding the Wall, Inc 3513 Hovey Street Indianapolis IN 46218	501(c)(3)	Employee Matching Grant Staff Matching Grant Program CF	$500
Rebuilding the Wall Rebuilding the Wall, Inc. 3513 Hovey Street Indianapolis IN 46218	501(c)(3)	Emergency Grant Operating Support	$20,000
Rebuilding the Wall Rebuilding the Wall, Inc. 3513 Hovey Street Indianapolis IN 46218	501(c)(3)	Employee Matching Grant Staff Matching Grant Program CF	$300
Rebuilding the Wall Rebuilding the Wall, Inc 3513 Hovey Street Indianapolis IN 46218	501(c)(3)	Employee Matching Grant Staff Matching Grant Program CF	$600
RecycleForce Workforce, Inc. 1125 Brookside Ave, Suite D12 Indianapolis IN 46202	501(c)(3)	Work, Responsibility & Reward Operating Support	$15,000

Grantee/Legal Name	*Foundation Status*	*Purpose / Program*	*Amount*
Riley Children's Foundation James Whitcomb Riley Memorial Association 30 S Meridian Street, Suite 200 Indianapolis IN 46204-3509	501(c)(3)	Board Matching Grant Board Matching Grant Program	$5,000
Sandglass Theater Sandglass Center for Puppetry & Theatre Research Ltd Box 970 17 Kimball Hill Rd Putney VT 05346	501(c)(3)	Puppets in the Green Mountains Festival of Unusual Theater 2012 Project/Program	$15,000
Save the Harbor/Save the Bay Save the Harbor/Save the Bay, Inc Boston Fish Pier West 212 Northern Avenue, Suite 304W Boston MA 02210	501(c)(3)	Board Matching Grant Board Matching Grant Program	$2,500
Sea Education Association Sea Education Association Inc P O Box 6 Woods Hole MA 02543	501(c)(3)	Board Matching Grant Board Matching Grant Program	$5,000
Seattle Art Museum Seattle Art Museum 1300 First Avenue Seattle WA 98101	501(c)(3)	Building a Community of Thinkers Project/Program	$30,000
Seattle Art Museum Seattle Art Museum 1300 First Avenue Seattle WA 98101	501(c)(3)	Board Matching Grant Board Matching Grant Program	$5,000
Seattle Chamber Music Society Seattle Chamber Music Festival 10 Harrison Street, Suite 306 Seattle WA 98109-4509	501(c)(3)	Chamber Music in the Park live concert and 3 live audio broadcasts Project/Program	$18,000
Seattle Music Partners Seattle Music Partners 4533 Sunnyside Avenue North Seattle WA 98103	501(c)(3)	Expansion of after-school music program for underserved youth Capacity Building	$30,000
Seattle Opera Seattle Opera 1020 John Street Seattle WA 98109	501(c)(3)	In-School Education Programs Endowment Matching	$100,000
Seattle Repertory Jazz Orchestra Seattle Jazz Orchestra P O. Box 45592 Seattle WA 98145-0592	501(c)(3)	Jazz Scholars Pilot Project Project/Program	$10,000

Grantee/Legal Name	*Foundation Status*	*Purpose / Program*	*Amount*
Seattle Symphony Orchestra, Inc Seattle Symphony Orchestra, Inc P O Box 21906 200 University Street Seattle WA 98111-3906	501(c)(3)	Operating Support	$50,000
Seattle Youth Symphony Orchestras (SYSO) Seattle Youth Symphony Orchestras 11065 Fifth Avenue NE, Suite A Seattle WA 98125	501(c)(3)	SYSO in the Schools/South West Seattle Program Project/Program	$30,000
Second Helpings, Inc Second Helpings, Inc 1121 Southeastern Avenue Indianapolis IN 46202	501(c)(3)	Culinary Job Training Program Project/Program	$15,000
smartMeme, Inc. smartMeme, Inc. 900 Alice Street, #320 Oakland CA 94607	501(c)(3)	Board Matching Grant Board Matching Grant Program	$3,000
Southeast Community Services Southeast Community Services, Inc. 901 Shelby Street Indianapolis IN 46203	501(c)(3)	Center for Working Families Project/Program	$25,000
Southern Poverty Law Center Southern Poverty Law Center, Inc 400 Washington Avenue Montgomery AL 36104	501(c)(3)	Board Matching Grant Board Matching Grant Program	$5,000
Stanford University Stanford University Board of Trustees of the Leland Stanford Junior University 326 Galvez Street Stanford CA 94305-6105	501(c)(3)	Board Matching Grant Board Matching Grant Program	$5,000
Starfish Initiative Starfish, Inc 814 N Delaware Street, Suite A Indianapolis IN 46204	501(c)(3)	Board Matching Grant Board Matching Grant Program	$5,000
Starfish Initiative Starfish, Inc. 814 N Delaware Street, Suite A Indianapolis IN 46204	501(c)(3)	Continuing College Success -- The Next Four Years Program Expansion Project/Program	$10,000
Teach For America - Indianapolis Teach For America 1630 N Meridian Street Indianapolis IN 46202	501(c)(3)	Teach For America - 2015 Growth Plan Operating Support	$20,000

Grantee/Legal Name	*Foundation Status*	*Purpose / Program*	*Amount*
Thatcher Brook Primary School Thatcher Brook Primary School 47 Stowe Street Waterbury VT 05676	501(c)(3)	Board Matching Grant Board Matching Grant Program	$5,000
The Apple Orchard Trust The Apple Orchard Trust 282-D Newton Street Brookline MA 02445	501(c)(3)	Board Matching Grant Board Matching Grant Program	$5,000
Trustees of Reservations Trustees of Reservations 572 Essex Street Beverly MA 01915	501(c)(3)	Board Matching Grant Board Matching Grant Program	$3,000
uAspire Action Center for College Educational Services and Scholarship Foundation 31 St James Ave. Suite 520 Boston MA 02116	501(c)(3)	ACCESS High School Advising Program Project/Program	$15,000
UCSF Foundation University of California San Francisco Foundation P O Box 45339 San Francisco CA 94145-0339	501(c)(3)	Board Matching Grant Board Matching Grant Program	$5,000
United Teen Equality Center (UTEC) United Teen Equality Center 34 Hurd Street Lowell MA 01852	501(c)(3)	UTEC Operating Request Operating Support	$20,000
United Way of Central Indiana Inc United Way of Central Indiana, Inc 3901 N. Meridian Street P O Box 88409 Indianapolis IN 46208	501(c)(3)	Employee Matching Grant Staff Matching Grant Program CF	$1,000
United Way of Central Indiana Inc United Way of Central Indiana, Inc 3901 N. Meridian Street P O Box 88409 Indianapolis IN 46208	501(c)(3)	Emplotyee Matching Grant Staff Matching Grant Program CF	$1,000
Upper Valley Haven, Inc Upper Valley Haven, Inc. 713 Hartford Avenue White River Junction VT 05001	501(c)(3)	Board Matching Grant Board Matching Grant Program	$2,500
Vanderburgh Humane Society Vanderburgh County Humane Society, Inc. P O Box 6711 Evansville IN 47719-6711	501(c)(3)	Employee Matching Grant Staff Matching Grant Program CF	$500

Grantee/Legal Name	Foundation Status	Purpose / Program	Amount
Venturing Out Venturing Out, Inc PO Box 812276 Wellesley MA 02482	501(c)(3)	Capacity Building	$10,000
Vermont Law School/South Royalton Legal Clinic Vermont Law School, Inc P O Box 117 159 Chelsea Street South Royalton VT 05068	501(c)(3)	Vermont Immigrant Assistance Project/Program	$25,000
The Villages of Indiana Villages of Indiana, Inc 3833 North Meridian Street Indianapolis IN 46208	501(c)(3)	Board Matching Grant Board Matching Grant Program	$5,000
Wabash Valley Community Foundation, Inc. Wabash Valley Community Foundation, Inc 2901 Ohio Boulevard, Suite 153 Terre Haute IN 47803	501(c)(3)	Employee Matching Grant Staff Matching Grant Program CF	$100
Wellesley College Wellesely College 106 Central Street Wellesley Hills MA 02481	501(c)(3)	Board Matching Grant Board Matching Grant Program	$5,000
Windham Child Care Association Windham Child Care Association, Inc. 130 Birge Street Brattleboro VT 05301	501(c)(3)	Bookmobile Program Transition Project/Program	$15,000
WISE (WANN is fiscally sponsored program) Women's Information Service, Inc or WISE 38 Bank Street Lebanon NH 03766	501(c)(3)	Board Matching Grant Board Matching Grant Program	$5,000
WISE (WANN is fiscally sponsored program) Women's Information Service, Inc or WISE 38 Bank Street Lebanon NH 03766	501(c)(3)	Board Matching Grant Board Matching Grant Program	$5,000
Witness for Peace Witness for Peace 3628 12th Street NE, 1st Floor Washington DC 20017	501(c)(3)	Board Matching Grant Board Matching Grant Program	$2,000
Women's Fund of New Hampshire (WFNH) Women's Fund of New Hampshire, Inc. 2 Delta Drive Concord NH 03301	501(c)(3)	Women's Fund Multi-Year Grant Program Matching	$40,000

Grantee/Legal Name	*Foundation Status*	*Purpose / Program*	*Amount*
WriteBoston		WriteBoston Community Academy of Science and Health Writing Center	$20,000
Boston Local Development Corporation			
43 Hawkins Street	501(c)(3)	Project/Program	
Boston MA 02114-2907			
Youth and Family Enrichment Services		Youth Builders	$10,000
Youth and Family Enrichment Services			
1234 Hyde Park Avenue, Suite 1	501(c)(3)	Project/Program	
Community Consultation			
Hyde Park MA 02136			
The Youth Council		Community Intervention Program to address gaps in juvenile justice	$20,000
The Youth Council, Inc			
112 West Pearl Street	501(c)(3)	Seed Money	
Nashua NH 03060			
			$2,607,150
			$2,607,150

Approved for Future Payment (Grant Commitments) January 1, 2013

Dec	Grant Recipient	Grant	Program	Past Due	Total Paid	Paid 2013	2013	2014	2015	2016	2017	2018
5/14/2011	Adolescent Consultation Services, Inc.	$45,000			$35,000		$10,000					
5/18/2012	The African Center	$45,000			$20,000		$15,000	$10,000				
5/14/2011	American Friends Service Committee New Hampshire	$48,000			$32,000		$16,000					
5/14/2011	Artists For Humanity	$45,000			$30,000		$15,000					
4/16/2011	Bellesini Academy	$20,000	M		$10,000		$10,000					
5/18/2012	Boston Arts Academy Foundation	$35,000			$20,000		$15,000					
5/18/2012	Brattleboro Museum & Art Center	$60,000			$25,000		$20,000	$15,000				
5/18/2012	Business Ownership Initiative of Indiana	$39,000			$26,000		$13,000					
5/14/2011	Center for Leadership Development Inc	$45,000			$30,000		$15,000					
5/18/2012	Centro Latino	$30,000			$15,000		$15,000					
5/14/2011	College Mentors for Kids, Inc	$30,000			$25,000		$5,000					
5/14/2011	Community Legal Services And Counseling Center, Inc	$60,000	M		$35,000		$25,000					
5/18/2012	Compass School	$60,000			$20,000		$20,000	$20,000				
5/14/2011	EdVestors, Inc	$100,000			$50,000		$50,000					
5/14/2011	English for New Bostonians (ENB)	$180,000			$120,000		$60,000					
4/14/2012	The Food Project	$20,000			$10,000		$10,000					
5/14/2011	Franklin Park Coalition	$30,000			$20,000		$10,000					
4/14/2012	Generation Excel Youth Program	$20,000			$10,000		$10,000					
5/14/2011	Generations Incorporated	$60,000			$40,000		$20,000					
5/7/2010	Herron School of Art and Design, IUPUI	$75,000	E		$50,000		$25,000					
5/18/2012	Immigrant Welcome Center	$40,000			$20,000		$20,000					
5/14/2011	Indiana Center for Family, School, & Community Partnerships	$45,000			$35,000		$10,000					
5/14/2011	Indiana Youth Institute, Inc.	$37,500			$27,500		$10,000					
3/28/2012	Indianapolis Congregation Action Network (IndyCAN)	$15,000			$7,500		$7,500					
5/18/2012	Indianapolis Museum of Art	$600,000			$120,000		$120,000	$120,000	$120,000	$120,000		

Program key C=Challenge, E=Endowment, M=Matching

Dec	Grant Recipient	Grant	Program	Past Due	Total Paid	Paid 2013	2013	2014	2015	2016	2017	2018
5/18/2012	Indy Reads	$35,000			$20,000		$15,000					
5/14/2011	Inquilinos Boricuas en Accion (IBA)	$60,000			$40,000		$20,000					
4/14/2012	In-Sight Photography Project	$15,000			$7,500		$7,500					
5/18/2012	International Institute of New England	$65,000			$45,000		$20,000					
5/18/2012	Jamaica Plain Neighborhood Development Corporation	$25,000			$20,000		$5,000					
5/14/2011	Local Initiatives Support Corporation (LISC)	$210,000			$140,000		$70,000					
5/7/2010	Marine Biological Laboratory	$250,000	E		$150,000		$50,000	$50,000				
5/14/2011	Mary Rigg Neighborhood Center, Inc	$45,000			$30,000		$15,000					
5/18/2012	MCCOY, Inc	$52,500					$52,500					
5/18/2012	Mills College	$30,000			$15,000		$15,000					
5/18/2012	Neighborhood Christian Legal Clinic	$50,000			$25,000		$25,000					
5/18/2012	The Neighborhood Developers Inc	$40,000			$20,000		$20,000					
5/18/2012	New England Youth Theatre (NEYT)	$30,000			$15,000		$15,000					
5/7/2010	Noble of Indiana	$80,000			$60,000		$20,000					
5/18/2012	North Bennet Street School	$20,000			$10,000		$10,000					
5/18/2012	Oberlin College	$150,000	E		$30,000		$30,000	$30,000	$30,000	$30,000		
5/18/2012	Planned Parenthood of Indiana, Inc	$100,000			$34,000		$33,000	$33,000				
3/28/2012	Purdue University	$20,000			$10,000		$10,000					
5/14/2011	RecycleForce	$60,000			$35,000		$15,000	$10,000				
5/29/2009	Seattle Opera	$500,000	M		$300,000		$100,000	$100,000				
5/14/2011	Seattle Youth Symphony Orchestras (SYSO)	$90,000			$60,000		$30,000					
5/14/2011	Second Helpings, Inc	$45,000			$35,000		$10,000					
5/18/2012	Vermont Law School/South Royalton Legal Clinic	$50,000			$25,000		$25,000					
5/14/2011	Women's Fund of New Hampshire (WFNH)	$120,000	M		$80,000		$40,000					
Totals:		$3,927,000		$0	$2,039,500	$0	$1,199,500	$388,000	$150,000	$150,000	$0	$0

Program key C=Challenge, E=Endowment, M=Matching

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041.*

OMB No 1545-0092

2012

Name of estate or trust: THE CLOWES FUND, INCORPORATED

Employer identification number: 35-1079679

Note: *Form 5227 filers need to complete **only** Parts I and II*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

	(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a						

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	45,806.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	45,806.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

	(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a						

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	215,283.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	30,701.
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	245,984.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2012

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Part III Summary of Parts I and II

Caution: *Read the instructions* ***before*** *completing this part.*

			(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			45,806.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			245,984.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			291,790.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and* **do not** *complete Part IV If line 15, column (3), is a net loss, complete Part IV and the* **Capital Loss Carryover Worksheet**, *as necessary*

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:
a The loss on line 15, column (3) **or** b $3,000 ..... 16 (   )

Note: *If the loss on line 15, column (3), is more than $3,000,* **or** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* ***Capital Loss Carryover Worksheet*** *in the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero.

Caution: *Skip this part and complete the* ***Schedule D Tax Worksheet*** *in the instructions if*

- *Either line 14b, col (2) or line 14c, col (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col (2) or line 14c, col. (2) is more than zero.

17 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) 17

18 Enter the **smaller** of line 14a or 15 in column (2) but not less than zero 18

19 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) 19

20 Add lines 18 and 19 20

21 If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶ 21

22 Subtract line 21 from line 20 If zero or less, enter -0- 22

23 Subtract line 22 from line 17 If zero or less, enter -0- 23

24 Enter the **smaller** of the amount on line 17 or $2,400 24

25 Is the amount on line 23 equal to or more than the amount on line 24?
☐ **Yes.** Skip lines 25 and 26; go to line 27 and check the "No" box.
☐ **No.** Enter the amount from line 23 25

26 Subtract line 25 from line 24 26

27 Are the amounts on lines 22 and 26 the same?
☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22 27

28 Enter the amount from line 26 (If line 26 is blank, enter -0-) 28

29 Subtract line 28 from line 27 29

30 Multiply line 29 by 15% (15) 30

31 Figure the tax on the amount on line 23. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) 31

32 Add lines 30 and 31 32

33 Figure the tax on the amount on line 17 Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) 33

34 **Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) 34

THE CLOWES FUND, INCORPORATED

2012

35-1079675

Description of Property

GENERAL DEPRECIATION

DEPRECIATION

Asset description	Date placed in service	Unadjusted Cost or basis	Bus %	179 exp reduction in basis	Basis Reduction	Basis for depreciation	Beginning Accumulated depreciation	Ending Accumulated depreciation	Me-thod	Conv	Life	ACRS class	MA CRS class	Current-year 179 expense	Current-year depreciation
OFFICE FURNITURE	12/19/1999	3,319	100 000			3,319	3,319	3,319.	DDB		7 000				
OFFICE FURNITURE	03/31/2000	3,319.	100.000			3,319	3,319.	3,319	DDB		7.000				
OFFICE FURNITURE	09/18/2000	1,718	100 000			1,718	1,718	1,718	DDB		7 000				
OFFICE FURNITURE	06/30/2000	2,074	100 000			2,074	2,074	2,074	DDB		7.000				
CON ROOM FURNITUR	06/30/2001	5,071.	100 000			5,071	5,071	5,071	DDB		7.000				
LATERAL FILE	10/31/2001	790.	100.000			790	790.	790	DDB		7 000				
ROLLING FILE CART	02/17/2005	45	100 000			45	45	45.	DDB		7 000				
DIGITAL CAMERA	03/23/2005	253	100 000			253.	253	253.	DDB		5 000				
ROLLING FILE CART	08/16/2005	40	100 000			40	40.	40.	DDB		7 000				
WORK STATION	09/30/2005	1,129.	100.000			1,129.	1,129	1,129	DDB		7 000				
COMPUTER LAPTOP	03/14/2006	1,414	100 000			1,414	1,341	1,341	DDB		5 000				
OFFICE FURNISHINGS	09/19/2007	720	100 000			720.	546.	596.	DDB		7.000				50
OFFICE FURNISHINGS	10/22/2007	983	100 000			983.	739.	809	DDB		7.000				70
REFRIGERATOR	08/13/2007	391	100 000			391	368.	391	200DB	HY			5		23
COMPUTER EQUIPMENT	08/13/2008	1,142.	100 000			1,142	936.	1,018.	DDB		5 000				82
OFFICE EQUIPMENT	07/08/2008	1,000	100 000			1,000	827	896.	DDB		5 000				69.
COMPUTER	08/17/2009	2,813.	100 000			2,813	1,935	2,286	DDB		5.000				351
LAPTOP	09/14/2009	768	100 000			768	528	624.	DDB		5 000				96
Less Retired Assets															
Subtotals		26,989				26,989.	24,978	25,719							741.
Listed Property															
Less Retired Assets															
Subtotals															
TOTALS		26,989				26,989.	24,978	25,719.							741

AMORTIZATION

Asset description	Date placed in service	Cost or basis	Accumulated amortization	Ending Accumulated amortization	Code	Life	Current-year amortization
TOTALS							

*Assets Retired

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FEDERAL FOOTNOTES

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

VALUES AND MISSION - THE CLOWES FUND, A FAMILY FOUNDATION, SEEKS TO ENHANCE THE COMMON GOOD BY ENCOURAGING ORGANIZATIONS AND PROJECTS THAT HELP TO BUILD A JUST AND EQUITABLE SOCIETY, CREATE OPPORTUNITIES FOR INITIATIVE, FOSTER CREATIVITY AND THE GROWTH OF KNOWLEDGE, AND PROMOTE APPRECIATION OF THE NATURAL ENVIRONMENT. WE PURSUE THESE GOALS BY AWARDING GRANTS IN THREE AREAS: THE ARTS, EDUCATION AND SOCIAL SERVICES. WE ALSO RECOGNIZE THE SPECIAL VALUE OF EFFORTS THAT CREATE LINKS AMONG THESE AREAS. THE CLOWES FUND HAS A SPECIAL INTEREST IN SUPPORTING PROJECTS THAT STRENGTHEN THE COMMUNITIES IN WHICH CLOWES FAMILY MEMBERS AND THE FOUNDATION'S DIRECTORS LIVE AND WORK.

PRIORITIES - FUNDING IS CONCENTRATED IN THE STATES OF INDIANA, WASHINGTON, MASSACHUSETTS AND PARTS OF NORTHERN NEW ENGLAND. PROGRAM INTEREST AREAS AND PRIORITIES VARY AMONG THE DIFFERENT GEOGRAPHIC AREAS. FOR EXAMPLE: IN WASHINGTON WE GIVE PRIORITY TO THE ARTS AND ART EDUCATION IN THE GREATER SEATTLE AREA. IN INDIANA WE GIVE PRIORITY TO SOCIAL SERVICES AND EDUCATION IN GREATER INDIANAPOLIS, DEFINED AS MARION COUNTY AND THE SEVEN CONTIGUOUS COUNTIES. OUR EDUCATION FOCUS IS ON PRIMARY AND SECONDARY SCHOOLS WITH AN EMPHASIS ON CLASSROOM INSTRUCTION. IN MASSACHUSETTS WE GIVE PRIORITY IN THE GREATER BOSTON AREA TO SUPPORT FOR THE ARTS, EDUCATION AND SOCIAL SERVICES.

SOCIAL SERVICES PRIORITIES FOR NEW GRANT SEEKERS - IN THE AREA OF SOCIAL SERVICES (APPLICABLE IN INDIANA, MASSACHUSETTS AND NORTHERN NEW ENGLAND) WE MAY GIVE PRIORITY TO PRELIMINARY PROPOSALS FOR PROJECTS OR PROGRAMS THAT ADDRESS THE NEEDS OF IMMIGRANT AND REFUGEE POPULATIONS, OR WORKFORCE DEVELOPMENT. WE ARE INTERESTED IN SUPPORTING EFFORTS TO ADDRESS THE ECONOMIC, LEGAL, CULTURAL AND PSYCHOLOGICAL HURDLES THAT IMMIGRANTS, REFUGEES AND ASYLEES FACE DURING INTEGRATION INTO AMERICAN SOCIETY. OUR INTEREST IN WORKFORCE DEVELOPMENT IS TO ASSURE THAT ALL INDIVIDUALS HAVE AVAILABLE THE SUPPORT AND SERVICES NECESSARY TO ENABLE THEM TO PARTICIPATE FULLY IN THE ECONOMIC LIFE OF THEIR COMMUNITIES.

WHILE PREVIOUS SUPPORT FROM THE FUND NEITHER PRECLUDES NOR GUARANTEES

Form **4562**

Department of the Treasury
Internal Revenue Service (99)

Depreciation and Amortization
(Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

OMB No 1545-0172

2012

Attachment Sequence No **179**

Name(s) shown on return: THE CLOWES FUND, INCORPORATED

Identifying number: 35-1079679

Business or activity to which this form relates: GENERAL DEPRECIATION

Part I Election To Expense Certain Property Under Section 179

Note: *If you have any listed property, complete Part V before you complete Part I.*

1	Maximum amount (see instructions)	1	
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	
4	Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	

6 (a) Description of property	(b) Cost (business use only)	(c) Elected cost

7	Listed property Enter the amount from line 29	7			
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7			8	
9	Tentative deduction Enter the **smaller** of line 5 or line 8			9	
10	Carryover of disallowed deduction from line 13 of your 2011 Form 4562			10	
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions)			11	
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11			12	
13	Carryover of disallowed deduction to 2013 Add lines 9 and 10, less line 12 ▶	13			

Note: *Do not use Part II or Part III below for listed property Instead, use Part V*

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See instructions)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	718.

Part III MACRS Depreciation (Do not include listed property) (See instructions)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2012	17	23.
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ▶ ☐		

Section B - Assets Placed in Service During 2012 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27 5 yrs	MM	S/L	
			27 5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	
				MM	S/L	

Section C - Assets Placed in Service During 2012 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV Summary (See instructions.)

21	Listed property Enter amount from line 28			21	
22	**Total.** Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations - see instructions			22	741.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23			

JSA **For Paperwork Reduction Act Notice, see separate instructions.**
2X2300 2 000

35-1079679

Part V **Listed Property** (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)

Note: *For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete* ***only*** *24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.*

Section A - Depreciation and Other Information (Caution: *See the instructions for limits for passenger automobiles.*)

24a Do you have evidence to support the business/investment use claimed? ☐ Yes ☐ No **24b** If "Yes," is the evidence written? ☐ Yes ☐ No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions) 25								
26 Property used more than 50% in a qualified business use								
		%						
		%						
		%						
27 Property used 50% or less in a qualified business use								
		%				S/L -		
		%				S/L -		
		%				S/L -		
28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1 28								
29 Add amounts in column (i), line 26 Enter here and on line 7, page 1 29								

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

	(a) Vehicle 1		(b) Vehicle 2		(c) Vehicle 3		(d) Vehicle 4		(e) Vehicle 5		(f) Vehicle 6	
30 Total business/investment miles driven during the year (**do not** include commuting miles)												
31 Total commuting miles driven during the year . . .												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year Add lines 30 through 32												
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
34 Was the vehicle available for personal use during off-duty hours?												
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who **are not** more than 5% owners or related persons (see instructions)

	Yes	No
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions)		

Note: *If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles*

Part VI **Amortization**

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2012 tax year (see instructions)					
43 Amortization of costs that began before your 2012 tax year				43	
44 **Total.** Add amounts in column (f) See the instructions for where to report				44	

Form 8868
(Rev January 2013)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . ▶ ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only . . . . ▶ ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions THE CLOWES FUND, INCORPORATED	Employer identification number (EIN) or 35-1079679
	Number, street, and room or suite no. If a P O box, see instructions 320 NORTH MERIDIAN STREET	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions INDIANAPOLIS, IN 46204	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720- (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ BKD LLP

Telephone No. ▶ 317 383-4000 FAX No ▶

- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box . . . . . . ▶ ☐ . If it is for part of the group, check this box . . . . ▶ ☐ and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15 , 20 13 , to file the exempt organization return for the organization named above. The extension is for the organization's return for

▶ ☒ calendar year 2012 or

▶ ☐ tax year beginning ______, 20___, and ending ______, 20___

2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return

☐ Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	$ 10,000.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	$ 0
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	3c	$ 10,000.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

For Privacy Act and Paperwork Reduction Act Notice, see Instructions. Form **8868** (Rev 1-2013)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box . . . . ▶ ☒

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions. THE CLOWES FUND, INCORPORATED	Employer identification number (EIN) or 35-1079679
	Number, street, and room or suite no If a P O box, see instructions 320 NORTH MERIDIAN STREET	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions INDIANAPOLIS, IN 46204	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ BKD LLP

  Telephone No ▶ 317 383-4000 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ________ If this is for the whole group, check this box . . . . . . ▶ ☐ . If it is for part of the group, check this box . . . . ▶ ☐ and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until 11/15 , 20 13 .

5 For calendar year 2012 , or other tax year beginning ________ , 20 ____ , and ending ________ , 20 ____

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension ADDITIONAL TIME IS REQUIRED TO ACCUMULATE THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	8a	$ 10,000.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	$ 0
c	**Balance Due.** Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	$

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ Title ▶ Date ▶