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Form **990-PF**Department of the Treasury  
Internal Revenue Service**Return of Private Foundation**

or Section 4947(a)(1) Trust Treated as Private Foundation

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▶ Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

OMB No 1545-0052

**2013**

Open to Public Inspection

For calendar year 2013 or tax year beginning

, 2013, and ending

, 20

Name of foundation <b>THE HARLAN FAMILY FOUNDATION</b>		<b>A Employer identification number</b> 20-3994043
Number and street (or P O box number if mail is not delivered to street address)  7597 EAST US HIGHWAY 36		<b>B Telephone number (see instructions)</b> (317) 894-7025
City or town, state or province, country, and ZIP or foreign postal code  AVON, IN 46123		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G Check all that apply</b>	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change
<b>H Check type of organization</b> <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>D</b> 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 6,159,668.</b>		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<b>J Accounting method</b> <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)		<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)	73,317.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	112,634.	112,609.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	489,809.			
b Gross sales price for all assets on line 6a 4,411,772.				
7 Capital gain net income (from Part IV, line 2)		489,809.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	675,760.	602,418.		
13 Compensation of officers, directors, trustees, etc.				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)	45,816.	45,816.		
17 Interest				
18 Taxes (attach schedule) (see instructions) ATCH. 2	2,700.			
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	800.			800.
22 Printing and publications				
23 Other expenses (attach schedule)				
24 Total operating and administrative expenses. Add lines 13 through 23	49,316.	45,816.		800.
25 Contributions, gifts, grants paid	223,199.			223,199.
26 Total expenses and disbursements. Add lines 24 and 25	272,515.	45,816.		223,999.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	403,245.			
b Net investment income (if negative, enter -0-)		556,602.		
c Adjusted net income (if negative, enter -0-)				

<b>Part II Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1	Cash - non-interest-bearing . . . . .				
	2	Savings and temporary cash investments . . . . .	25,778.	113,023.	113,023.	
	3	Accounts receivable ▶ . . . . .				
		Less allowance for doubtful accounts ▶ . . . . .				
	4	Pledges receivable ▶ . . . . .				
		Less allowance for doubtful accounts ▶ . . . . .				
	5	Grants receivable . . . . .				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .				
	7	Other notes and loans receivable (attach schedule) ▶ . . . . .				
		Less allowance for doubtful accounts ▶ . . . . .				
	8	Inventories for sale or use . . . . .				
	9	Prepaid expenses and deferred charges . . . . .				
	10 a	Investments - U S and state government obligations (attach schedule) . . . . .				
	b	Investments - corporate stock (attach schedule) ATCH 3 . . . . .	3,896,087.	4,876,471.	5,813,633.	
	c	Investments - corporate bonds (attach schedule) ATCH 4 . . . . .	856,342.	191,958.	233,012.	
	11	Investments - land, buildings, and equipment basis . . . . .				
	Less accumulated depreciation (attach schedule) ▶ . . . . .					
12	Investments - mortgage loans . . . . .					
13	Investments - other (attach schedule) . . . . .					
14	Land, buildings, and equipment basis . . . . .					
	Less accumulated depreciation (attach schedule) ▶ . . . . .					
15	Other assets (describe ▶ . . . . .)					
16	<b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .	4,778,207.	5,181,452.	6,159,668.		
<b>Liabilities</b>	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	<b>Total liabilities</b> (add lines 17 through 22) . . . . .	0	0			
<b>Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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, . . . ▶ <input checked="" type="checkbox"/> check here and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds . . . . .				
	28	Paid-in or capital surplus, or land, bldg , and equipment fund . . . . .				
	29	Retained earnings, accumulated income, endowment, or other funds . . . . .	4,778,207.	5,181,452.		
	30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	4,778,207.	5,181,452.		
	31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	4,778,207.	5,181,452.		

**Part III Analysis of Changes in Net Assets or Fund Balances**

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) . . . . .	1	4,778,207.
2	Enter amount from Part I, line 27a . . . . .	2	403,245.
3	Other increases not included in line 2 (itemize) ▶ . . . . .	3	
4	Add lines 1, 2, and 3 . . . . .	4	5,181,452.
5	Decreases not included in line 2 (itemize) ▶ . . . . .	5	
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	5,181,452.

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**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
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	489,809.	
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))
2012	223,087.	5,094,691.	0.043788
2011	224,554.	4,138,959.	0.054254
2010	193,552.	4,366,808.	0.044323
2009	219,909.	3,894,880.	0.056461
2008	162,507.	4,608,480.	0.035263
2 Total of line 1, column (d)			2 0.234089
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 0.046818
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 5,597,900.
5 Multiply line 4 by line 3			5 262,082.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 5,566.
7 Add lines 5 and 6			7 267,648.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			8 223,999.

**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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .	1	11,132.
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	11,132.
4	Substitute A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . . . .	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- . . . . .	5	11,132.
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 . . . . .	6a	1,765.
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	11,765.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> 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	633.
11	Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> 633. Refunded <input type="checkbox"/> <input type="checkbox"/>	11	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? . . . . . If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year? . . . . .		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ 0 (2) On foundation managers <input type="checkbox"/> \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . . .		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		X
b If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> IN, _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation. . . . .	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV. . . . .		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses. . . . .		X

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**Part VII-A Statements Regarding Activities (continued)**

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions).	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <input type="text"/> N/A				
14	The books are in care of <input type="text"/> HAL P. HARLAN, TRUSTEE Telephone no <input type="text"/> 317-894-7025			
Located at <input type="text"/> 7597 EAST US HIGHWAY 36, AVON, IN ZIP+4 <input type="text"/> 46123				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <input type="text"/> 15 N/A			
16	At any time during calendar year 2013, 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country <input type="text"/> N/A	16	Yes	No
				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	N/A
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 2013? <input type="checkbox"/>	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <input type="text"/>		
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) <input type="checkbox"/>	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <input type="text"/>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2013 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 2013) <input type="checkbox"/>	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/>	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 2013? <input type="checkbox"/>	4b	X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No

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? ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

**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 5		0	0	0

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

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

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

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

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

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

**Part IX-A Summary of Direct Charitable Activities**

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

	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 . . . . . ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	5,606,282.
b	Average of monthly cash balances	1b	76,865.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	5,683,147.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	5,683,147.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	85,247.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	5,597,900.
6	Minimum investment return. Enter 5% of line 5	6	279,895.

**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	279,895.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	11,132.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	11,132.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	268,763.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	268,763.
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	268,763.

**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	223,999.
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	223,999.
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	223,999.

**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.

Form 990-PF (2013)

Page 9

**Part XIII Undistributed Income (see instructions)**

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7 . . . . .				268,763.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only . . . . .			222,122.	
b Total for prior years 20 <u>11</u> , 20 <u>10</u> , 20 <u>09</u> . . . . .				
3 Excess distributions carryover, if any, to 2013				
a From 2008 . . . . .				
b From 2009 . . . . .				
c From 2010 . . . . .				
d From 2011 . . . . .				
e From 2012 . . . . .				
f Total of lines 3a through e . . . . .	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>223,999.</u>				
a Applied to 2012, but not more than line 2a . . . . .			222,122.	
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 2013 distributable amount . . . . .				1,877.
e Remaining amount distributed out of corpus . . . . .				
5 Excess distributions carryover applied to 2013 . (If an amount appears in column (d), the same amount must be shown in column (a) )				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .				
d Subtract line 6c from line 6b Taxable amount - see instructions . . . . .				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014 . . . . .				266,886.
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 2008 not applied on line 5 or line 7 (see instructions) . . . . .				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a . . . . .	0			
10 Analysis of line 9				
a Excess from 2009 . . . . .				
b Excess from 2010 . . . . .				
c Excess from 2011 . . . . .				
d Excess from 2012 . . . . .				
e Excess from 2013 . . . . .				

Form 990-PF (2013)

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

NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, 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)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .

Tax year

Prior 3 years

(e) Total

(a) 2013

(b) 2012

(c) 2011

(d) 2010

b 85% of line 2a . . . . .

c Qualifying distributions from Part XII, line 4 for each year listed . . . . .

d Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .

e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .

3 Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test - enter

(1) Value of all assets . . . . .

(2) Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .

c "Support" alternative test - enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .

(3) Largest amount of support from an exempt organization . . . . .

(4) Gross investment income . . . . .

**Part XV Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2) )

HAL P. HARLAN

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed  
N/A

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

N/A

c Any submission deadlines

N/A

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

N/A

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

Recipient		If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)					
a Paid during the year					
ATCH 6					
Total . . . . .				▶ 3a	223,199.
b Approved for future payment					
ATCH 7					
Total . . . . .				▶ 3b	700,000.

Form 990-PF (2013)

## Enter gross amounts unless otherwise indicated

## Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

N/A

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



- |          |                                                                                                                                                                                                                                                                                                                                                                                              | Yes          | No |
|----------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------|----|
| <b>1</b> | 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?                                                                                                                                          |              |    |
| <b>a</b> | Transfers from the reporting foundation to a noncharitable exempt organization of                                                                                                                                                                                                                                                                                                            |              |    |
|          | (1) Cash                                                                                                                                                                                                                                                                                                                                                                                     | <b>1a(1)</b> | X  |
|          | (2) Other assets                                                                                                                                                                                                                                                                                                                                                                             | <b>1a(2)</b> | X  |
| <b>b</b> | Other transactions                                                                                                                                                                                                                                                                                                                                                                           |              |    |
|          | (1) Sales of assets to a noncharitable exempt organization                                                                                                                                                                                                                                                                                                                                   | <b>1b(1)</b> | X  |
|          | (2) Purchases of assets from a noncharitable exempt organization                                                                                                                                                                                                                                                                                                                             | <b>1b(2)</b> | X  |
|          | (3) Rental of facilities, equipment, or other assets                                                                                                                                                                                                                                                                                                                                         | <b>1b(3)</b> | X  |
|          | (4) Reimbursement arrangements                                                                                                                                                                                                                                                                                                                                                               | <b>1b(4)</b> | X  |
|          | (5) Loans or loan guarantees                                                                                                                                                                                                                                                                                                                                                                 | <b>1b(5)</b> | X  |
|          | (6) Performance of services or membership or fundraising solicitations                                                                                                                                                                                                                                                                                                                       | <b>1b(6)</b> | X  |
| <b>c</b> | Sharing of facilities, equipment, mailing lists, other assets, or paid employees                                                                                                                                                                                                                                                                                                             | <b>1c</b>    | X  |
| <b>d</b> | 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. |              |    |

[illegible]

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

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

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.

**Sign Here**  9/12/14 

Signature of officer or trustee Date Title

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

<b>Paid Preparer Use Only</b>	Print/type preparer's name Jennifer L Lynch	Preparer's signature <i>Jennifer L Lynch</i>	Date	Check <input type="checkbox"/> if self-employed	PTIN P01255855
	Firm's name ▶ ERNST & YOUNG U.S. LLP			Firm's EIN ▶ 34-6565596	
	Firm's address ▶ 111 MONUMENT CIRCLE, SUITE 4000 INDIANAPOLIS, IN 46204			Phone no 317-681-7000	

**Schedule B**  
(Form 990, 990-EZ,  
or 990-PF)

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

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

▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

OMB No 1545-0047

**2013**

Name of the organization

THE HARLAN FAMILY FOUNDATION

Employer identification number

20-3994043

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

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

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

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

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

☐ 501(c)(3) taxable private foundation

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

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

**General Rule**

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

**Special Rules**

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

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

For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization THE HARLAN FAMILY FOUNDATION

Employer identification number  
20-3994043**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	HAL P. HARLAN CHARITABLE LEAD TRUST 7597 EAST US HIGHWAY 36 AVON, IN 46123	\$ 73,317.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)



Name of organization THE HARLAN FAMILY FOUNDATION

Employer identification number

20-3994043

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

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

Name of organization THE HARLAN FAMILY FOUNDATION

Employer identification number

20-3994043

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

Use duplicate copies of Part III if additional space is needed

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

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
4,411,772.		PUBLICLY-TRADED SECURITIES PROPERTY TYPE: SECURITIES 3,921,963.				P	VARIOUS  489,809.	VARIOUS
TOTAL GAIN(LOSS) .....							<u>489,809.</u>	

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT MGMT FEES	45,816.	45,816.
TOTALS	<u>45,816.</u>	<u>45,816.</u>

ATTACHMENT 2FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
EXCISE TAX ON INVSTMT INCOME	2,700.
TOTALS	<u>2,700.</u>

ATTACHMENT 3FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
CORPORATE STOCK - SEE ATTACHED	4,876,471.	5,813,633.
TOTALS	<u>4,876,471.</u>	<u>5,813,633.</u>

Account Name. HAL & HUGH & DOUG HARLAN TTEES  
HARLAN FAMILY FOUNDATION TRUST

# Client Statement

<u>Cash Balances</u>	<u>Current Month</u>	<u>11/29/13</u>
Cash Account	12,449.11	508.60
Total cash balance as of 12/31/12 was \$0.00		

**Total cash balance as of 12/31/12 was \$0.00**

## Security Listing

1. The first part of the document is a title page. It contains the title "THE HISTORY OF THE UNITED STATES OF AMERICA" and the author "BY JAMES M. SMITH".

2. The second part of the document is a preface. It contains the text "PREFACE" and "BY JAMES M. SMITH".

3. The third part of the document is a list of contents. It contains the text "CONTENTS" and "BY JAMES M. SMITH".

4. The fourth part of the document is a list of names. It contains the text "LIST OF NAMES" and "BY JAMES M. SMITH".

5. The fifth part of the document is a list of dates. It contains the text "LIST OF DATES" and "BY JAMES M. SMITH".

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THE UNIVERSITY OF CHICAGO

# William Blair

Account Number 452-51359-1-1-435  
Account Name HAL & HUGH & DOUG HARLAN TTEES  
HARLAN FAMILY FOUNDATION TRUST

## Client Statement

### Security Listing - continued

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### Equities & Options

Equities & Options									
APPLE INC	AAPL	950	439.08	417,131	561.02	532,969	115,838	11,590	
AT&T INC	T	500	27.82	13,910	35.16	17,580	3,670	920	
BANK OF AMERICA CORP	BAC	4,000	13.48	53,920	15.57	62,280	8,360	160	
BERKSHIRE HATHAWAY INC DEL CL B	BRKB	1,100	111.28	122,415	118.56	130,416	8,001		
BLACKSTONE GROUP L P UNIT REPTG LTD PARTNERSHIP INT	BX	1,500	26.26	39,404	31.50	47,250	7,846	1,770	
BRISTOL MYERS SQUIBB CO	BMJ	1,000	47.42	47,430	53.15	53,150	5,721	1,440	
CELGENE CORP	CELG	2,100	130.28	273,604	168.97	354,833	81,229		
CHEVRON CORPORATION	CVX	475	99.67	47,344	124.91	59,332	11,988	1,900	
COSTCO WHOLESALE CORP-NEW	COST	100	111.19	11,120	119.02	11,902	782	124	
CVS CAREMARK CORPORATION	CVS	545	51.84	28,256	71.57	39,006	10,750	600	
DUNKIN BRANDS GROUP INC	DNKN	1,000	45.94	45,950	48.20	48,200	2,250	760	
EXXON MOBIL CORP	XOM	480	80.98	38,872	101.20	48,576	9,704	1,210	
GENERAL ELECTRIC CO	GE	2,335	20.56	48,014	28.03	65,450	17,436	2,055	
GOLDMAN SACHS GROUP INC	GS	2,000	159.94	319,885	177.26	354,520	34,635	4,400	
HALLIBURTON COMPANY	HAL	520	42.09	21,888	50.75	26,390	4,502	312	
HELMERICH & PAYNE INC	HP	355	64.35	22,846	84.08	29,848	7,002	888	
HERSHEY COMPANY (THE)	HSY	490	56.20	27,540	97.23	47,643	20,103	951	

WMBT32  
REV 01/2012



## Client Statement

### Security Listing - continued



#### Equities & Options

HOME DEPOT INC	HD	510	43 20	22,032	82 34	41,993	19,961	796
ISHARES CORE TOTAL U S BOND MARKET ETF	AGG	350	104 07	36,425	106 43	37,251	827	861
ISHARES RUSSELL 2000 ETF	IWM	2,155	81.31	175,228	115 36	248,601	73,373	3,047
ISHARES RUSSELL 2000 GROWTH ETF	IWO	200	112 07	22,416	135 51	27,102	4,686	194
ISHARES RUSSELL 2000 VALUE ETF	IWN	100	86 75	8,676	99 50	9,950	1,274	176
ISHARES RUSSELL MID CAP ETF	IWR	928	107 28	99,565	149 98	139,181	39,616	1,829
ISHARES RUSSELL MID CAP VALUE ETF	IWS	200	59 61	11,922	65 71	13,142	1,220	225
ISHARES SELECT DIVIDEND ETF	DVY	100	66 28	6,629	71 35	7,135	506	219
JOHNSON & JOHNSON	JNJ	525	66 42	34,872	91 59	48,085	13,213	1,386
JPMORGAN CHASE & CO	JPM	1,020	45 18	46,089	58 48	59,650	13,561	1,550
M & T BANK CORP	MTB	210	88 51	18,589	116 42	24,448	5,859	588
MACYS INC	M	735	28 27	20,784	53 40	39,249	18,465	735
MICROSOFT CORP	MSFT	685	24 79	16,987	37 41	25,626	8,639	767
MONSANTO CO	MON	200	102 80	20,560	116 55	23,310	2,750	344
MYLAN INC	MYL	800	23 86	19,092	43 40	34,720	15,628	
NIKE INC-CL B	NKE	360	54 64	19,672	78 64	28,310	8,638	346
ORACLE CORPORATION	ORCL	1,055	33 60	35,458	38 26	40,364	4,906	506

Bond

## Client Statement

### Security Listing - continued



#### Equities & Options

PARKER HANFIFIN CORP	PH	100	96.35	9,636	128.64	12,864	3,228	180
PFIZER INC	PFE	800	19.11	15,288	30.63	24,504	9,216	832
PHILIP MORRIS INTERNATIONAL INC	PM	340	91.58	31,139	87.13	29,624	(1,515)	1,278
POWERSHARES EXCHANGE TRADE FD TRUST DYNAMIC MARKET PORTFOLIO	PWC	100	58.06	5,807	68.26	6,826	1,019	53
PRICE T ROWE GROUP INC	TROW	1,000	75.97	75,970	83.77	83,770	7,800	1,520
PROCTER & GAMBLE CO	PG	760	65.19	49,547	81.41	61,872	12,325	1,829
PVH CORP	PVH	210	97.95	20,570	136.02	28,564	7,994	32
QUALCOMM INC	QCOM	560	55.72	31,205	74.25	41,580	10,375	784
RESMED INC	RMD	530	31.07	16,468	47.08	24,952	8,484	530
ROBERT HALF INTERNATIONAL INC	RHI	350	35.24	12,337	41.99	14,697	2,360	224
SCOTTS MIRACLE GRO CO	SMG	1,500	48.49	72,747	62.22	93,330	20,583	2,625
SELECT SECTOR SPDR FUND SHS BEN INT HEALTH CARE	XLV	300	49.08	14,727	55.44	16,632	1,905	253
SMUCKER J M COMPANY	SJM	200	104.67	20,935	103.62	20,724	(211)	464

#### Bond

SPDR BARCLAYS HIGH YIELD BOND ETF	JNK	773	39.49	30,533	40.56	31,353	820	1,897
SPDR S&P 500 ETF TRUST	SPY	200	165.05	33,012	184.69	36,938	3,926	670
SPDR SER TR S&P DIVIDEND ETF	SDY	3,000	69.42	208,285	72.62	217,860	9,575	4,920

Client Statement

Security Listing - continued

**Equities & Options**

STARBUCKS CORP	SBUX	1,510	73.38	110,810	78.39	118,369	7,559	1,570
STATE STREET CORP	STT	330	56.56	18,666	73.39	24,219	5,553	343
STERICYCLE INC	SRCL	200	110.64	22,129	116.17	23,234	1,105	
UNITED TECHNOLOGIES CORP	UTX	295	83.71	24,694	113.80	33,571	8,877	696
VALERO ENERGY CORP NEW	VLO	495	41.83	20,711	50.40	24,948	4,237	446
VANGUARD FTSE EMERGING MARKETS ETF FTSE EMERGING INDEX	VWO	1,500	46.85	70,277	41.14	61,710	(8,567)	1,688
VANGUARD INDEX FUNDS VANGUARD GROWTH ETF	VUG	6,596	83.09	548,071	93.05	613,758	65,687	7,322
VANGUARD INDEX FUNDS VANGUARD VALUE ETF	VTV	6,900	69.26	477,895	76.39	527,091	49,196	11,647
VANGUARD INDEX FUNDS VANGUARD HIGH DIVIDEND YIELD ETF	VYM	1,000	57.69	57,699	62.32	62,320	4,621	1,749
VANGUARD INTL EQUITY INDEX FD FTSE EUROPE ETF	VGK	1,565	45.52	71,241	58.80	92,022	20,781	2,549
VANGUARD SECTOR INDEX FDS VANGUARD CONSUMER STAPLES ETF	VDC	1,000	106.03	106,037	110.08	110,080	4,043	2,428
VANGUARD SECTOR INDEX FDS VANGUARD REIT ETF	VNQ	1,440	64.64	93,083	64.56	92,966	(117)	4,019
VISA INC CL A COMMON STOCK	V	1,043	182.40	190,248	222.68	232,255	42,007	1,669
WALT DISNEY CO	DIS	375	44.58	16,721	76.40	28,650	11,929	323

# Client Statement

## Security Listing - continued

Equities & Options									
Equities & Options	Equity	Options	Equity	Options	Equity	Options	Equity	Options	Equity
WISCONSIN ENERGY CORP	WEC	895	29.78	26,660	41.34	36,999	10,339	1,369	
Foreign Equities									
NESTLE SA-SPONSORED ADR REPSTG REGD ORD (SF 10 PAR)	NSRGY	200	70.07	14,014	73.42	14,685	671	363	
NOVO NORDISK A/S-ADR REPSTG 1/2 CL B SH	NVO	100	174.82	17,482	184.76	18,476	994	226	
SHIRE PLC AMERICAN DEPOSITARY SHARES	SHPG	180	87.85	15,815	141.29	25,432	9,617	95	
Total Equities & Options				4,857,513		5,783,856	926,345	101,835	
Mutual Funds									
Mutual Funds	Equity	Options	Equity	Options	Equity	Options	Equity	Options	Equity
HARBOR INTERNATIONAL FUND INSTITUTIONAL	HAIX	599,612	57.81	34,664	71.01	42,578	7,914	896	
VANGUARD DIVIDEND GROWTH FUND	VDIGX	2,612,496	19.61	51,252	21.36	55,803	4,551	1,003	
Total Mutual Funds				85,916		98,381	12,465	1,899	
Total									
STOCK				= \$4,943,429		= \$5,882,237		STOCK	
GRAND TOTAL				- \$36,425 (bond)		- \$37,251		GRAND TOTAL	
BOOK VALUE				- \$30,533 (bond)		- \$31,353		FAIR MARKET VALUE	
				= \$4,876,471		= \$5,813,633			

ATTACHMENT 4

FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
GOLDMAN SACHS EQUITY NOTE	25,000.	33,878.
HSBC EQUITY NOTE	100,000.	130,530.
SPDR BARCLAYS HIGH YIELD	30,533.	31,353.
ISHARES CORE TOTAL US BOND	36,425.	37,251.
TOTALS	<u>191,958.</u>	<u>233,012.</u>

THE HARLAN FAMILY FOUNDATION

20-3994043

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

ATTACHMENT 5

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
HAL P. HARLAN 7597 EAST US HIGHWAY 36 AVON, IN 46123	TRUSTEE 1.00	0	0	0
HUGH HARLAN 298 SOUTH CARROLL ROAD INDIANAPOLIS, IN 46229	TRUSTEE 1.00	0	0	0
DOUG HARLAN 298 SOUTH CARROLL ROAD INDIANAPOLIS, IN 46229	TRUSTEE 1.00	0	0	0
GRAND TOTALS		0	0	0

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 6

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
WASHINGTON TOWNSHIP / AVON FIRE DEPARTMENT 311 PRODUCTION DRIVE AVON, IN 46123	N/A PC		PROGRAM SUPPORT	10,000.
PIKE TOWNSHIP FIRE DEPARTMENT 4881 W 71ST STREET INDIANAPOLIS, IN 46268	N/A PC		FIRE EQUIPMENT	2,500
INDIANAPOLIS ZOO 1200 WEST WASHINGTON STREET INDIANAPOLIS, IN 46222	N/A PC		GENERAL SUPPORT	33,000
THE ORCHARD SCHOOL 615 WEST 64TH STREET INDIANAPOLIS, IN 46260	N/A PC		EDUCATION	5,000
AMERICAN LEADERSHIP ACADEMY PO BOX 245 ZIONSVILLE, IN 46345	N/A PC		GENERAL SUPPORT	10,000
LUBAVITCH OF INDIANA / RABBI GROSSBAUM 1031 GOLF LANE INDIANAPOLIS, IN 46260	N/A PC		GENERAL SUPPORT	5,000

FORM 990BPF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 6 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
INDIANAPOLIS CHILDREN'S MUSEUM 3000 NORTH MERIDIAN STREET INDIANAPOLIS, IN 46208	N/A PC		GENERAL SUPPORT	30,000.
INDIANA UNIVERSITY FOUNDATION/SCHOOL OF MEDICINE PO BOX 500 BLOOMINGTON, IN 47402	N/A PC		GENERAL SUPPORT	25,000
PHI KAPPA PSI FOUNDATION 5395 EMERSON WAY INDIANAPOLIS, IN 46226	N/A PC		GENERAL SUPPORT	41,665
BOYS & GIRLS CLUB OF INDIANAPOLIS 3530 SOUTH KEYSTONE AVENUE SUITE 200 INDIANAPOLIS, IN 46227	N/A PC		GENERAL SUPPORT	500
BUILDING BAJA'S FUTURE CAMINO DEL PEDEMAL 160 CABO SAN LUCAS LOS CABOS BCS MEXICO	N/A PC		GENERAL SUPPORT	15,000.
CAW INNERCITY FOOTBALL LEAGUE FALL FUNDRAISER 2013 10291 N MERIDIAN ST SUITE 200 INDIANAPOLIS, IN 46290	N/A PC		GENERAL SUPPORT	250



FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 6 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GEIST LAKE COALITION P O. BOX 103 FISHERS, IN 46038	N/A PC	GENERAL SUPPORT	1,500
ORLEANS CONSERVATION TRUST/SANDRA GADOMSKI P O. BOX 1078 EAST ORLEANS, MA 02643	N/A PC	GENERAL SUPPORT	1,000.
ST VINCENT FOUNDATION 8402 HARCOURT RD, SUITE 210 INDIANAPOLIS, IN 46260	N/A SO I	GENERAL SUPPORT	42,784.
TOTAL CONTRIBUTIONS PAID			223,199.

FORM 990BF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTATTACHMENT 7

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
INDIANA UNIVERSITY FOUNDATION/SCHOOL OF MEDICINE PO BOX 500 BLOOMINGTON, IN 47402	N/A PC		GENERAL SUPPORT	550,000.
INDIANAPOLIS ZOO 1200 WEST WASHINGTON STREET INDIANAPOLIS, IN 46222	N/A PC		GENERAL SUPPORT	90,000.
INDIANAPOLIS CHILDREN'S MUSEUM 3000 NORTH MERIDIAN STREET INDIANAPOLIS, IN 46208	N/A PC		GENERAL SUPPORT	60,000

TOTAL CONTRIBUTIONS APPROVED

700,000.

Form **8868**

(Rev. January 2014)

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.

► Information about Form 8868 and its instructions is at [www.irs.gov/form8868](http://www.irs.gov/form8868).

OMB No 1545-1709

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**• 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](http://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 HARLAN FAMILY FOUNDATION

Employer identification number (EIN) or

20-3994043

Number, street, and room or suite no. If a P.O. box, see instructions

7597 EAST US HIGHWAY 36

Social security number (SSN)

City, town or post office, state, and ZIP code. For a foreign address, see instructions

AVON, IN 46123

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

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 (other than individual)	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 ► HAL P. HARLAN, TRUSTEE

Telephone No ► 317 894-7025

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 14, to file the exempt organization return for the organization named above. The extension is for the organization's return for
- ☒ calendar year 20 13 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** \$ 11,058.
- 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** \$ 11,765.
- 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** \$ 0

**Caution.** If you are going to make an electronic funds withdrawal (direct debit) 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. 1-2014)

JSA

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