Form **990-PF** | Department of the Treasury Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation: GRIFFITH FAMILY FOUNDATION, INC

A Employer identification number: 26-3922751

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

B Telephone number: 317-655-3110

City or town, state or province, country, and ZIP or foreign postal code: INDIANAPOLIS, IN 46240

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 2,715,729.

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))

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received			N/A	
	2	Check ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	50,067.	50,067.		STATEMENT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	124,043.			
	b	Gross sales price for all assets on line 6a 605,590.				
	7	Capital gain net income (from Part IV, line 2)		124,043.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income	49.	49.		STATEMENT 2
	12	Total. Add lines 1 through 11	174,159.	174,159.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees STMT 3	3,850.	0.		0.
	c	Other professional fees				
	17	Interest				
	18	Taxes STMT 4	2,916.	1,596.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 5	6,660.	5,856.		0.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	13,426.	7,452.		0.
	25	Contributions, gifts, grants paid	129,200.			129,200.
	26	**Total expenses and disbursements.** Add lines 24 and 25	142,626.	7,452.		129,200.
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	31,533.			
	b	**Net investment income** (if negative, enter -0-)		166,707.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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323501 10-10-13 LHA For Paperwork Reduction Act Notice, see instructions. Form **990-PF** (2013)

10180729 757887 67548GS0000 2013.04010 GRIFFITH FAMILY FOUNDATION, 67548GS1

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets			
1 Cash - non-interest-bearing	770,341.	381,913.	381,913.
2 Savings and temporary cash investments			
3 Accounts receivable ▶			
Less allowance for doubtful accounts ▶			
4 Pledges receivable ▶			
Less allowance for doubtful accounts ▶			
5 Grants receivable			
6 Receivables due from officers, directors, trustees, and other disqualified persons			
7 Other notes and loans receivable ▶			
Less allowance for doubtful accounts ▶			
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges			
10a Investments - U S and state government obligations			
b Investments - corporate stock STMT 6	1,435,901.	1,855,862.	2,333,816.
c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶			
12 Investments - mortgage loans			
13 Investments - other			
14 Land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶			
15 Other assets (describe ▶)			
16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	2,206,242.	2,237,775.	2,715,729.
Liabilities			
17 Accounts payable and accrued expenses			
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, and other disqualified persons			
21 Mortgages and other notes payable			
22 Other liabilities (describe ▶)			
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	0.	0.	
28 Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	2,206,242.	2,237,775.	
30 **Total net assets or fund balances**	2,206,242.	2,237,775.	
31 **Total liabilities and net assets/fund balances**	2,206,242.	2,237,775.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,206,242.
2 Enter amount from Part I, line 27a	2	31,533.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	2,237,775.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,237,775.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	BESSEMER TRUST - SEE ATTACHMENT A	P	12/31/13	12/31/13
b	BESSEMER TRUST - SEE ATTACHMENT A	P	12/31/13	12/31/13
c	CAPITAL GAINS DIVIDENDS			
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	148,061.		125,989.	22,072.
b	432,922.		355,558.	77,364.
c	24,607.			24,607.
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				22,072.
b				77,364.
c				24,607.
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 } 2 124,043.

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

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	129,622.	2,431,289.	.053314
2011	14,587.	2,597,148.	.005617
2010	51.	400,366.	.000127
2009	0.	4,329.	.000000
2008			

2	Total of line 1, column (d)	2	.059058
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	.014765
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	2,556,226.
5	Multiply line 4 by line 3	5	37,743.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,667.
7	Add lines 5 and 6	7	39,410.
8	Enter qualifying distributions from Part XII, line 4	8	129,200.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ______ (attach copy of letter if necessary-see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	1,667.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0.
3	Add lines 1 and 2			3	1,667.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	1,667.
6	Credits/Payments				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a			
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	3,400.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	3,400.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	37.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	1,696.
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶	1,696.	Refunded ▶	11	0.

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

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ C. PERRY GRIFFITH, JR. Telephone no ▶317-655-3110

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

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

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

		Line	Yes	No
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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?		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?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?		4b		X

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

5a During the year did the foundation pay or incur any amount to			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?	☐ Yes ☒ No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	N/A	**5b**	
Organizations relying on a current notice regarding disaster assistance check here	▶ ☐		
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	☐ Yes ☐ No		
If "Yes," attach the statement required by Regulations section 53 4945-5(d).			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		**6b**	X
If "Yes" to 6b, file Form 8870			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	**7b**	

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

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

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

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

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

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

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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. If none, enter "NONE."

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

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

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes			
a	Average monthly fair market value of securities		1a	2,127,883.
b	Average of monthly cash balances		1b	467,270.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	2,595,153.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	2,595,153.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	38,927.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	2,556,226.
6	**Minimum investment return.** Enter 5% of line 5		6	127,811.

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	127,811.
2a	Tax on investment income for 2013 from Part VI, line 5	2a 1,667.		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	1,667.
3	Distributable amount before adjustments Subtract line 2c from line 1		3	126,144.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	126,144.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	126,144.

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	129,200.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	129,200.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	1,667.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	127,533.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				126,144.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009 159,021.				
c From 2010 200.				
d From 2011 18,000.				
e From 2012 11,814.				
f Total of lines 3a through e	189,035.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 129,200.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				126,144.
e Remaining amount distributed out of corpus	3,056.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	192,091.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	192,091.			
10 Analysis of line 9				
a Excess from 2009 159,021.				
b Excess from 2010 200.				
c Excess from 2011 18,000.				
d Excess from 2012 11,814.				
e Excess from 2013 3,056.				

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

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

	Tax year	Prior 3 years			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

C. PERRY GRIFFITH, JR.

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

NONE

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

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

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

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

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

LETTER

c Any submission deadlines

NONE

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

NONE

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ASPEN CENTER FOR ENVIRONMENTAL STUDIES 100 PUPPY SMITH STREET ASPEN, CO 81611	N/A	PC	CONTRIBUTION TO GENERAL FUND	1,200.
AMERICAN LUNG ASSOCIATION 14 WALL STREET NEW YORK, NY 10005	N/A	PC	CONTRIBUTION TO GENERAL FUND	500.
BREBEUF 2801 W. 86TH STREET INDIANAPOLIS, IN 46268	N/A	PC	CONTRIBUTION TO GENERAL FUND	1,000.
BUILDING TOMORROW 407 FULTON STREET INDIANAPOLIS, IN 46202	N/A	PC	CONTRIBUTION TO GENERAL FUND	500.
CENTRAL INDIANA LAND TRUST 1500 N. DELAWARE STREET INDIANAPOLIS, IN 46202	N/A	PC	CONTRIBUTION TO GENERAL FUND	500.
Total SEE CONTINUATION SHEET(S)			▶ 3a	129,200.
b Approved for future payment				
WISHARD HOSPITAL FOUNDATION 1001 W. 10TH STREET INDIANAPOLIS, IN 46202	N/A	PC	CONTRIBUTION TO GENERAL FUND	150,000.
WASHINGTON TOWNSHIP SCHOOLS FOUNDATION 8550 WOODFIELD CROSSING BLVD INDIANAPOLIS, IN 46240	N/A	PC	CONTRIBUTION TO GENERAL FUND	30,000.
INDIANAPOLIS SYMPHONY ORCHESTRA FOUNDATION 32 E. WASHINGTON STREET NO. 600 INDIANAPOLIS, IN 46204	N/A	SO III FI	CONTRIBUTION TO GENERAL FUND	5,000.
Total SEE CONTINUATION SHEET(S)			▶ 3b	190,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	50,067.	
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	49.	
8 Gain or (loss) from sales of assets other than inventory			18	124,043.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		174,159.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 174,159.

(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)

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Signature of officer or trustee | Date 8/6/14 | Title PRESIDENT

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self- employed	PTIN
JOSHUA K. MALARSKY	JOSHUA K. MALARSK	07/31/14		P01259516

Firm's name ▶ KSM BUSINESS SERVICES, INC. Firm's EIN ▶ 35-2123203

Firm's address ▶ P.O. BOX 40857 INDIANAPOLIS, IN 46240-0857 Phone no. (317) 580-2000

323622
10-10-13

ATTACHMENT A

Bessemer Trust Company N.A. | Account 8M3547
2013 **Proceeds Not Reported to the IRS**

SHORT-TERM TRANSACTIONS ***NOT reported on Form 1099-B***

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

Description / CUSIP / Symbol

Date of Sale or exchange	Quantity	Proceeds of # stocks, bonds, etc.	Date of acquisition	Cost or other basis	Wash sale loss disallowed	Gain or loss(-)	Additional Information
AETNA INC NEW / CUSIP: 00817Y108 / Symbol: AET							
	2 tax lots for 02/06/13.						
	25.000	*1,236.47*	*11/01/12*	*1,108.09*	*0.00*	*128.38*	*Sale*
	75.000	*3,709.41*	*01/04/13*	*3,402.94*	*0 00*	*306.47*	*Sale*
02/06/13	100.000	4,945.88	VARIOUS	4,511.03	0.00	434.85	Total of 2 lots
	2 tax lots for 06/12/13.						
	50.000	*3,081.50*	*11/01/12*	*2,216.17*	*0.00*	*865 33*	*Sale*
	25.000	*1,540 75*	*11/02/12*	*1,101.32*	*0.00*	*439.43*	*Sale*
06/12/13	75.000	4,622.25	VARIOUS	3,317 49	0.00	1,304.76	Total of 2 lots
	Security total:	9,568.13		7,828.52	0.00	1,739.61	
AIR PRODUCTS & CHEMICALS / CUSIP. 009158106 / Symbol: APD							
07/25/13	50.000	5,305.40	03/08/13	4,455.05	0.00	850.35	Sale
AKZO NOBEL NV ADR / CUSIP· 010199305 / Symbol: AKZO Y							
01/07/13	25.000	541.81	01/13/12	413.25	0.00	128.56	Sale
01/08/13	100.000	2,137.01	01/13/12	1,653.00	0.00	484 01	Sale
01/09/13	50.000	1,056 55	01/13/12	826 50	0 00	230.05	Sale
	Security total:	3,735.37		2,892.75	0.00	842.62	
BNP PARIBAS SPON ADR / CUSIP: 05565A202 / Symbol. BNPQ Y							
	2 tax lots for 09/24/13.						
	50.000	*1,714 69*	*03/20/13*	*1,362.44*	*0.00*	*352.25*	*Sale*
	50 000	*1,714.70*	*03/21/13*	*1,366.30*	*0.00*	*348.40*	*Sale*
09/24/13	100 000	3,429.39	VARIOUS	2,728.74	0.00	700.65	Total of 2 lots
BARRICK GOLD CORP / CUSIP: 067901108 / Symbol.							
02/06/13	75.000	2,470.44	05/25/12	2,996 12	0.00	-525.68	Sale
	2 tax lots for 02/13/13.						
	50.000	*1,594 16*	*05/25/12*	*1,997.42*	*0.00*	*-403.26*	*Sale*
	25 000	*797.08*	*05/29/12*	*983.85*	*0.00*	*-186.77*	*Sale*
02/13/13	75.000	2,391.24	VARIOUS	2,981.27	0.00	-590.03	Total of 2 lots
	Security total:	4,861.68		5,977.39	0.00	-1,115.71	

Less commissions.

Bessemer Trust Company N.A. Account 8M3547

Proceeds Not Reported to the IRS
(continued)

2013

SHORT-TERM TRANSACTIONS NOT reported on Form 1099-B

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

Description / CUSIP / Symbol Date of Sale or exchange	Quantity	Proceeds of # stocks, bonds, etc.	Date of acquisition	Cost or other basis	Wash sale loss disallowed	Gain or loss(-)	Additional information
CITIGROUP INC / CUSIP. 172967424 / Symbol: C							
02/06/13	75.000	3,200.17	08/20/12	2,237.08	0.00	963.09	Sale
COACH INC / CUSIP: 189754104 / Symbol: COH							
02/06/13	50.000	2,449.44	08/30/12	2,869.81	0.00	-420.37	Sale
DAIHATSU MOTOR CO. LTD ADR / CUSIP: 23381A108 / Symbol: DHTM Y							
	2 tax lots for 02/06/13.						
	25.000	*1,022.73*	*12/21/12*	*999.88*	*0.00*	*22.85*	*Sale*
	50 000	*2,045.45*	*12/26/12*	*2,013.95*	*0.00*	*31.50*	*Sale*
02/06/13	75.000	3,068.18	VARIOUS	3,013.83	0.00	54 35	Total of 2 lots
DOLLAR GENERAL CORP / CUSIP· 256677105 / Symbol· DG							
02/06/13	125 000	5,744.87	01/04/13	5,570.41	0.00	174 46	Sale
	2 tax lots for 09/16/13.						
	25.000	*1,428.81*	*12/12/12*	*1,077.95*	*0.00*	*350.86*	*Sale*
	50.000	*2,857.62*	*01/04/13*	*2,228.17*	*0.00*	*629.45*	*Sale*
09/16/13	75.000	4,286.43	VARIOUS	3,306.12	0.00	980.31	Total of 2 lots
	Security total:	10,031.30		8,876.53	0.00	1,154.77	
EMBRAER SA ADR / CUSIP: 29082A107 / Symbol. ERJ							
02/06/13	100.000	3,321.92	03/21/12	3,130.78	0.00	191.14	Sale
KDDI CORP ADR / CUSIP· 48667L106 / Symbol: KDDI Y							
	3 tax lots for 02/06/13.						
	200.000	*3,689.91*	*01/23/13*	*3,467.90*	*0.00*	*222.01*	*Sale*
	50.000	*922.48*	*01/24/13*	*866.48*	*0.00*	*56.00*	*Sale*
	50.000	*922.48*	*01/25/13*	*882.20*	*0.00*	*40.28*	*Sale*
02/06/13	300.000	5,534.87	VARIOUS	5,216.58	0.00	318.29	Total of 3 lots
05/10/13	450.000	5,154.36	01/24/13	3,899.16	0.00	1,255.20	Sale
	2 tax lots for 05/13/13.						
	150.000	*1,713.52*	*01/22/13*	*1,295.06*	*0.00*	*418.46*	*Sale*
	50.000	*571.17*	*01/24/13*	*433.24*	*0.00*	*137.93*	*Sale*
05/13/13	200.000	2,284.69	VARIOUS	1,728.30	0 00	556.39	Total of 2 lots

Less commissions.

Bessemer Trust Company N.A. Account 8M3547

2013

Proceeds Not Reported to the IRS (continued)

SHORT-TERM TRANSACTIONS ***NOT reported on Form 1099-B***

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

Description / CUSIP / Symbol Date of Sale or exchange	Quantity	Proceeds of # stocks, bonds, etc.	Date of acquisition	Cost or other basis	Wash sale loss disallowed	Gain or loss(-)	Additional information
KDDI CORP ADR / CUSIP: 48667L106 / Symbol: KDDI Y (cont'd)							
07/03/13	300.000	3,728.70	01/22/13	2,590.11	0.00	1,138.59	Sale
07/05/13	50.000	618 10	01/22/13	431.68	0.00	186.42	Sale
	Security total:	17,320.72		13,865.83	0.00	3,454.89	
WT KINDER MORGAN INC DEL / CUSIP· 49456B119 / Symbol.							
01/29/13	259.000	1,129.21	05/25/12	493 40	0.00	635.81	Sale
KON AHOLD ADR / CUSIP: 500467402 / Symbol: AHON Y							
02/06/13	175.000	2,491.94	04/02/12	2,448.69	0.00	43.25	Sale
LOWES COS INC / CUSIP: 548661107 / Symbol: LOW							
01/04/13	100.000	3,558.45	06/21/12	2,797.87	0.00	760 58	Sale
01/07/13	25.000	867.78	06/21/12	699.47	0.00	168 31	Sale
02/06/13	75.000	2,885.18	06/21/12	2,098.40	0.00	786.78	Sale
	Security total:	7,311.41		5,595.74	0.00	1,715.67	
QUALCOMM INC / CUSIP: 747525103 / Symbol: QCOM							
02/06/13	75.000	5,019 63	11/27/12	4,669.42	0.00	350.21	Sale
THERMO FISHER SCIENTIFIC / CUSIP: 883556102 / Symbol. TMO							
02/06/13	75.000	5,524.37	10/18/12	4,416 84	0.00	1,107.53	Sale
04/25/13	25.000	2,006.36	10/18/12	1,472.28	0.00	534.08	Sale
	Security total:	7,530.73		5,889.12	0.00	1,641.61	
TIM PARTICIPACOES SA ADR / CUSIP: 88706P205 / Symbol: TSU							
10/16/13	100.000	2,693.88	03/27/13	2,185.63	0 00	508.25	Sale
	2 tax lots for 10/17/13.						
	50.000	*1,352.25*	*03/27/13*	*1,092.81*	*0.00*	*259 44*	*Sale*
	50.000	*1,352.24*	*03/28/13*	*1,091.16*	*0.00*	*261.08*	*Sale*
10/17/13	100.000	2,704 49	VARIOUS	2,183.97	0.00	520.52	Total of 2 lots
	Security total:	5,398 37		4,369.60	0.00	1,028.77	
VIACOM INC CL B NEW / CUSIP: 92553P201 / Symbol: VIAB							
09/16/13	25.000	2,075.55	04/08/13	1,624.77	0.00	450.78	Sale

\# Less commissions.

Bessemer Trust Company N.A. | Account 8M3547

2013

Proceeds Not Reported to the IRS
(continued)

SHORT-TERM TRANSACTIONS NOT reported on Form 1099-B
Report on Form 8949, Part I, with Box C checked

Date of Sale or exchange	Quantity	Proceeds of # stocks, bonds, etc.	Date of acquisition	Cost or other basis	Wash sale loss disallowed	Gain or loss(-)	Additional Information
Description / CUSIP / Symbol							
VIACOM INC CL B NEW / CUSIP: 92553P201 / Symbol: VIAB (cont'd)							
	2 tax lots for 09/17/13.						
	50.000	*4,163 05*	*03/14/13*	*3,178.50*	*0.00*	*984.55*	*Sale*
	50.000	*4,163.05*	*04/08/13*	*3,249.55*	*0.00*	*913.50*	*Sale*
09/17/13	100.000	8,326 10	VARIOUS	6,428.05	0.00	1,898.05	Total of 2 lots
	Security total:	10,401.65		8,052.82	0.00	2,348.83	
VODAFONE GP PLC NEW ADR / CUSIP: 92857W209 / Symbol: VOD							
02/06/13	150 000	4,013.90	06/21/12	4,176.68	0.00	-162.78	Sale
03/08/13	100.000	2,768.79	06/21/12	2,784.45	0.00	-15.66	Sale
	Security total:	6,782.69		6,961.13	0.00	-178.44	
VOLKSWAGEN AG ADR / CUSIP: 928662402 / Symbol: VLKP Y							
02/06/13	50.000	2,380.44	07/17/12	1,697.25	0.00	683.19	Sale
WALGREEN CO / CUSIP: 931422109 / Symbol: WAG							
04/25/13	55.000	2,730.79	10/18/12	1,983.54	0 00	747.25	Sale
WASTE MANAGEMENT INC NEW / CUSIP: 94106L109 / Symbol: WM							
	2 tax lots for 02/06/13.						
	50.000	*1,799.46*	*08/02/12*	*1,709.79*	*0.00*	*89.67*	*Sale*
	25.000	*899.73*	*08/03/12*	*871.68*	*0.00*	*28.05*	*Sale*
02/06/13	75.000	2,699.19	VARIOUS	2,581.47	0.00	117.72	Total of 2 lots
	2 tax lots for 04/05/13.						
	25.000	*960.94*	*06/21/12*	*817.48*	*0.00*	*143.46*	*Sale*
	75.000	*2,882.83*	*08/02/12*	*2,564.68*	*0.00*	*318.15*	*Sale*
04/05/13	100.000	3,843.77	VARIOUS	3,382.16	0.00	461.61	Total of 2 lots
	Security total:	6,542.96		5,963.63	0.00	579.33	
SEAGATE TECHNOLOGY PLC / CUSIP: G7945M107 / Symbol: STX							
	2 tax lots for 01/22/13.						
	125.000	*4,623.61*	*04/02/12*	*3,438.81*	*0.00*	*1,184.80*	*Sale*
	50.000	*1,849.45*	*04/03/12*	*1,398 71*	*0.00*	*450.74*	*Sale*
01/22/13	175.000	6,473.06	VARIOUS	4,837.52	0.00	1,635.54	Total of 2 lots

Less commissions.

Bessemer Trust Company N.A. Account 8M3547
2013

Proceeds Not Reported to the IRS (continued)

SHORT-TERM TRANSACTIONS NOT reported on Form 1099-B
Report on Form 8949, Part I, with Box C checked

Description / CUSIP / Symbol Date of Sale or exchange	Quantity	Proceeds of # stocks, bonds, etc.	Date of acquisition	Cost or other basis	Wash sale loss disallowed	Gain or loss(-)	Additional information
SEAGATE TECHNOLOGY PLC / CUSIP: G7945M107 / Symbol: STX (cont'd)							
01/24/13	150.000	5,533.67	04/02/12	4,126.58	0.00	1,407.09	Sale
	Security total:	12,006.73		8,964.10	0.00	3,042.63	
NIELSEN HOLDINGS BV / CUSIP: N63218106 / Symbol. NLSN							
02/06/13	75.000	2,417.93	02/01/13	2,443.70	0.00	-25.77	Sale
11/11/13	25.000	997.98	06/13/13	850.50	0.00	147.48	Sale
	2 tax lots for 11/12/13.						
	50.000	*1,984 30*	*06/12/13*	*1,699.22*	*0.00*	*285.08*	*Sale*
	25.000	*992.15*	*06/13/13*	*850.49*	*0.00*	*141.66*	*Sale*
11/12/13	75.000	2,976 45	VARIOUS	2,549 71	0.00	426.74	Total of 2 lots
11/13/13	75.000	2,997 39	06/12/13	2,548.84	0.00	448.55	Sale
	Security total	9,389.75		8,392.75	0.00	997.00	
AVAGO TECHNOLOGIES / CUSIP: Y0486S104 / Symbol: AVGO							
02/06/13	75.000	2,653.43	09/21/12	2,631.59	0.00	21.84	Sale
	Totals:	**148,061.43**		**125,989.09**	**0.00**	**22,072.34**	

LONG-TERM TRANSACTIONS NOT reported on Form 1099-B
Report on Form 8949, Part II, with Box F checked

Description / CUSIP / Symbol Date of Sale or exchange	Quantity	Proceeds of # stocks, bonds, etc.	Date of acquisition	Cost or other basis	Wash sale loss disallowed	Gain or loss(-)	Additional information
AKZO NOBEL NV ADR / CUSIP: 010199305 / Symbol: AKZO Y							
01/04/13	25.000	543.81	12/07/11	395.75	0.00	148.06	Sale
01/07/13	50.000	1,083.61	12/07/11	791.50	0.00	292.11	Sale
	Security total:	1,627.42		1,187.25	0.00	440.17	
ALLIANZ AKTIENGES ADR / CUSIP. 018805101 / Symbol. AZSE Y							
02/06/13	50.000	687.48	12/07/11	536.50	0 00	150.98	Sale
05/09/13	75.000	1,146.57	12/07/11	804.75	0.00	341.82	Sale
	2 tax lots for 05/10/13.						
	25 000	*378.43*	*12/07/11*	*268.25*	*0.00*	*110 18*	*Sale*

Less commissions.

Bessemer Trust Company N.A. Account 8M3547

2013 **Proceeds Not Reported to the IRS** (continued)

LONG-TERM TRANSACTIONS NOT reported on Form 1099-B

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

Description / CUSIP / Symbol Date of Sale or exchange	Quantity	Proceeds of # stocks, bonds, etc.	Date of acquisition	Cost or other basis	Wash sale loss disallowed	Gain or loss(-)	Additional Information
ALLIANZ AKTIENGES ADR / CUSIP: 018805101 / Symbol. AZSE Y (cont'd)							
	50.000	*756.87*	*01/13/12*	*493.50*	*0.00*	*263.37*	*Sale*
05/10/13	75.000	1,135 30	VARIOUS	761.75	0.00	373.55	Total of 2 lots
Security total:		2,969.35		2,103.00	0.00	866.35	
AB FOODS LTD ADR / CUSIP: 045519402 / Symbol: ASBF Y							
02/19/13	200.000	5,688.21	01/17/12	3,504.56	0.00	2,183.65	Sale
02/20/13	150.000	4,271.46	01/17/12	2,628.42	0.00	1,643.04	Sale
02/21/13	150.000	4,191.29	01/17/12	2,628.42	0.00	1,562.87	Sale
02/22/13	150.000	4,191.90	01/17/12	2,628.42	0 00	1,563.48	Sale
02/25/13	175.000	4,786.89	12/07/11	3,064 25	0.00	1,722.64	Sale
02/26/13	75.000	2,057.81	12/07/11	1,313.25	0.00	744.56	Sale
Security total:		25,187.56		15,767.32	0.00	9,420 24	
BHP BILLITON PLC-ADR / CUSIP: 05545E209 / Symbol: BBL							
02/06/13	125.000	8,534.80	01/01/75	9,920.32	0.00	-1,385.52	Sale
2 tax lots for 08/02/13							
	55.000	*3,179 50*	*01/01/75*	*4,364.94*	*0.00*	*-1,185.44*	*Sale*
	50.000	*2,890.45*	*01/13/12*	*3,094.50*	*0.00*	*-204.05*	*Sale*
08/02/13	105 000	6,069 95	VARIOUS	7,459.44	0.00	-1,389.49	Total of 2 lots
Security total:		14,604 75		17,379.76	0 00	-2,775.01	
BARRICK GOLD CORP / CUSIP: 067901108 / Symbol:							
2 tax lots for 02/14/13.							
	70.000	*2,284 91*	*12/07/11*	*3,584.70*	*0 00*	*-1,299.79*	*Sale*
	5.000	*163.21*	*01/13/12*	*238.55*	*0.00*	*-75.34*	*Sale*
02/14/13	75.000	2,448.12	VARIOUS	3,823 25	0.00	-1,375.13	Total of 2 lots
04/25/13	170.000	3,241.54	01/13/12	8,110 70	0.00	-4,869.16	Sale
Security total:		5,689.66		11,933.95	0.00	-6,244.29	
CVS/CAREMARK CORP / CUSIP: 126650100 / Symbol: CVS							
02/06/13	150.000	7,672.31	01/13/12	6,283.50	0.00	1,388.81	Sale
CENTURYLINK INC / CUSIP: 156700106 / Symbol: CTL							
02/06/13	25.000	1,014.72	01/13/12	911.53	0.00	103.19	Sale

Less commissions.

Bessemer Trust Company N.A. Account 8M3547

2013 **Proceeds Not Reported to the IRS** (continued)

LONG-TERM TRANSACTIONS NOT reported on Form 1099-B

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

Description / CUSIP / Symbol

Date of Sale or exchange	Quantity	Proceeds of # stocks, bonds, etc.	Date of acquisition	Cost or other basis	Wash sale loss disallowed	Gain or loss(-)	Additional information
CHINA CONSTRUCTION ADR / CUSIP: 168919108 / Symbol: CICH Y							
02/06/13	400 000	6,659.85	01/13/12	5,904.00	0.00	755.85	Sale
SINOPEC/CHINA PETE&CHM ADR / CUSIP: 16941R108 / Symbol: SNP							
07/02/13	0.500	35.63	01/13/12	43.60	0.00	-7.97	Sale
CHINA TELECOM ADR / CUSIP: 169426103 / Symbol: CHA							
	2 tax lots for 02/06/13.						
	100.000	*5,415.74*	*12/07/11*	*6,001.00*	*0.00*	*-585.26*	*Sale*
	75.000	*4,061.80*	*01/13/12*	*4,077.75*	*0.00*	*-15.95*	*Sale*
02/06/13	175.000	9,477 54	VARIOUS	10,078.75	0.00	-601.21	Total of 2 lots
COACH INC / CUSIP: 189754104 / Symbol: COH							
	2 tax lots for 10/16/13.						
	45.000	*2,423.88*	*08/30/12*	*2,582.83*	*0.00*	*-158.95*	*Sale*
	55.000	*2,962.52*	*09/27/12*	*2,983.08*	*0.00*	*-20.56*	*Sale*
10/16/13	100.000	5,386.40	VARIOUS	5,565.91	0.00	-179.51	Total of 2 lots
10/17/13	70.000	3,794.30	09/27/12	3,796 64	0.00	-2.34	Sale
	Security total:	9,180.70		9,362.55	0.00	-181.85	
CONOCOPHILLIPS / CUSIP: 20825C104 / Symbol: COP							
02/06/13	50.000	2,871 43	01/01/75	2,864.24	0.00	7 19	Sale
DETROIT ENERGY CO / CUSIP: 233331107 / Symbol: DTE							
02/06/13	50.000	3,185.93	01/13/12	2,662.00	0 00	523 93	Sale
	2 tax lots for 09/23/13						
	40.000	*2,703.83*	*12/07/11*	*2,098 40*	*0.00*	*605.43*	*Sale*
	50.000	*3,379.78*	*01/13/12*	*2,661.99*	*0.00*	*717.79*	*Sale*
09/23/13	90.000	6,083.61	VARIOUS	4,760.39	0.00	1,323 22	Total of 2 lots
	Security total:	9,269.54		7,422.39	0.00	1,847.15	
ENI S.P.A. ADR / CUSIP: 26874R108 / Symbol: E							
	2 tax lots for 02/06/13.						
	125.000	*6,134.86*	*12/07/11*	*5,429.98*	*0.00*	*704 88*	*Sale*

Less commissions

Bessemer Trust Company N.A. Account 8M3547
2013
Proceeds Not Reported to the IRS (continued)

LONG-TERM TRANSACTIONS NOT reported on Form 1099-B
Report on Form 8949, Part II, with Box F checked

Description / CUSIP / Symbol Date of Sale or exchange	Quantity	Proceeds of # stocks, bonds, etc.	Date of acquisition	Cost or other basis	Wash sale loss disallowed	Gain or loss(-)	Additional Information
ENI S.P.A. ADR / CUSIP: 26874R108 / Symbol: E (cont'd)							
	100.000	*4,907 89*	*01/13/12*	*4,098.43*	*0.00*	*809.46*	*Sale*
02/06/13	225.000	11,042.75	VARIOUS	9,528.41	0.00	1,514.34	Total of 2 lots
09/24/13	125.000	5,801.94	01/13/12	5,123.04	0.00	678.90	Sale
	Security total:	16,844.69		14,651.45	0.00	2,193.24	
EAST JAPAN RAIL ADR / CUSIP: 273202101 / Symbol: EJPR Y							
02/06/13	1,000.000	11,039.75	01/13/12	10,380 00	0.00	659.75	Sale
03/21/13	250.000	3,438.92	01/13/12	2,595.00	0.00	843.92	Sale
03/22/13	250.000	3,414.47	01/13/12	2,595.00	0.00	819.47	Sale
04/08/13	400.000	5,863.03	12/07/11	4,088.00	0 00	1,775.03	Sale
04/09/13	200.000	2,861.82	12/07/11	2,044.00	0.00	817.82	Sale
04/10/13	50 000	719.16	12/07/11	511 00	0.00	208.16	Sale
	Security total.	27,337.15		22,213.00	0.00	5,124.15	
EL PASO CORP / CUSIP: 28336L109 / Symbol:							
12/27/13	0.000	48.77	N/A	0.00	0.00	48.77	Gain or loss
EMBRAER SA ADR / CUSIP: 29082A107 / Symbol: ERJ							
	2 tax lots for 04/01/13.						
	50.000	*1,737.01*	*03/21/12*	*1,565.39*	*0.00*	*171.62*	*Sale*
	50.000	*1,737.00*	*03/22/12*	*1,545.65*	*0.00*	*191.35*	*Sale*
04/01/13	100 000	3,474 01	VARIOUS	3,111.04	0.00	362 97	Total of 2 lots
08/26/13	25 000	839.07	03/22/12	772 82	0.00	66.25	Sale
08/29/13	25.000	817.06	03/22/12	772.82	0.00	44.24	Sale
	2 tax lots for 08/30/13						
	50.000	*1,645.09*	*03/22/12*	*1,545.65*	*0.00*	*99.44*	*Sale*
	25.000	*822.54*	*07/16/12*	*600.46*	*0.00*	*222.08*	*Sale*
08/30/13	75.000	2,467.63	VARIOUS	2,146.11	0.00	321.52	Total of 2 lots
09/03/13	50.000	1,652.15	07/16/12	1,200.93	0.00	451.22	Sale
	Security total:	9,249.92		8,003.72	0.00	1,246.20	
EXELON CORP / CUSIP: 30161N101 / Symbol. EXC							
	2 tax lots for 06/12/13.						
	65.000	*1,995.66*	*01/01/75*	*2,729.54*	*0.00*	*-733.88*	*Sale*

Less commissions.

Bessemer Trust Company N.A. — Account 8M3547

2013 **Proceeds Not Reported to the IRS** (continued)

LONG-TERM TRANSACTIONS NOT reported on Form 1099-B

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

Description / CUSIP / Symbol

Date of Sale or exchange	Quantity	Proceeds of # stocks, bonds, etc.	Date of acquisition	Cost or other basis	Wash sale loss disallowed	Gain or loss(-)	Additional Information
EXELON CORP / CUSIP· 30161N101 / Symbol: EXC (cont'd)							
	85.000	*2,609 72*	*01/13/12*	*3,385.98*	*0.00*	*-776.26*	*Sale*
06/12/13	150.000	4,605.38	VARIOUS	6,115.52	0.00	-1,510.14	Total of 2 lots
06/13/13	65.000	1,981.54	01/13/12	2,589.27	0 00	-607.73	Sale
	Security total:	6,586.92		8,704.79	0.00	-2,117.87	
GENERAL DYNAMICS CORP / CUSIP: 369550108 / Symbol. GD							
02/06/13	10.000	660.78	01/01/75	743.25	0.00	-82.47	Sale
	2 tax lots for 03/20/13.						
	29.000	*2,027.55*	*01/01/75*	*2,155.42*	*0 00*	*-127.87*	*Sale*
	55.000	*3,845.35*	*01/13/12*	*3,880.25*	*0.00*	*-34.90*	*Sale*
03/20/13	84.000	5,872 90	VARIOUS	6,035.67	0.00	-162 77	Total of 2 lots
	Security total·	6,533.68		6,778.92	0.00	-245.24	
INTERNATIONAL BUS MACHINES / CUSIP: 459200101 / Symbol: IBM							
02/06/13	150.000	30,056.16	01/01/75	14,054.69	0 00	16,001.47	Sale
ITOCHU CORP ADR / CUSIP: 465717106 / Symbol: ITOC Y							
	2 tax lots for 02/06/13.						
	100.000	*2,317.95*	*12/07/11*	*2,030.00*	*0.00*	*287.95*	*Sale*
	100.000	*2,317.94*	*01/17/12*	*1,997.47*	*0.00*	*320.47*	*Sale*
02/06/13	200.000	4,635.89	VARIOUS	4,027.47	0.00	608 42	Total of 2 lots
JOHNSON & JOHNSON / CUSIP: 478160104 / Symbol. JNJ							
02/06/13	75.000	5,629.37	01/01/75	4,472.92	0.00	1,156.45	Sale
04/25/13	50.000	4,252.97	01/01/75	2,981 95	0 00	1,271 02	Sale
05/09/13	25.000	2,129.84	01/01/75	1,490.97	0 00	638.87	Sale
06/12/13	80.000	6,762.53	01/01/75	4,771.11	0.00	1,991.42	Sale
	Security total:	18,774.71		13,716.95	0.00	5,057 76	
KON AHOLD ADR / CUSIP: 500467402 / Symbol: AHON Y							
	2 tax lots for 02/06/13.						
	225.000	*3,203.93*	*12/07/11*	*2,922.75*	*0.00*	*281 18*	*Sale*

Less commissions.

Bessemer Trust Company N.A. Account 8M3547

2013 **Proceeds Not Reported to the IRS (continued)**

LONG-TERM TRANSACTIONS NOT reported on Form 1099-B

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

Description / CUSIP / Symbol

Date of Sale or exchange	Quantity	Proceeds of # stocks, bonds, etc.	Date of acquisition	Cost or other basis	Wash sale loss disallowed	Gain or loss(-)	Additional Information
KON AHOLD ADR / CUSIP: 500467402 / Symbol: AHON Y (cont'd)							
	550 000	*7,831.82*	*01/13/12*	*6,957.50*	*0.00*	*874.32*	*Sale*
02/06/13	775.000	11,035.75	VARIOUS	9,880.25	0.00	1,155.50	Total of 2 lots
06/12/13	150.000	2,360.12	04/02/12	2,098.88	0.00	261.24	Sale
	2 tax lots for 06/17/13.						
	25.000	*398.14*	*04/02/12*	*349.81*	*0.00*	*48.33*	*Sale*
	175.000	*2,787.00*	*04/04/12*	*2,404.97*	*0.00*	*382.03*	*Sale*
06/17/13	200.000	3,185 14	VARIOUS	2,754.78	0 00	430.36	Total of 2 lots
08/26/13	100.000	1,717.32	04/04/12	1,374.27	0.00	343.05	Sale
08/27/13	100.000	1,682.74	04/04/12	1,374.27	0.00	308.47	Sale
	3 tax lots for 09/25/13.						
	25.000	*435.25*	*04/04/12*	*343.57*	*0 00*	*91.68*	*Sale*
	100.000	*1,741 00*	*04/04/12*	*1,374.27*	*0 00*	*366.73*	*Sale*
	50.000	*870.50*	*04/05/12*	*674.61*	*0 00*	*195.89*	*Sale*
09/25/13	175.000	3,046.75	VARIOUS	2,392.45	0.00	654.30	Total of 3 lots
09/26/13	125.000	2,171.61	04/05/12	1,686.54	0.00	485.07	Sale
09/27/13	75 000	1,299.65	04/05/12	1,011.92	0 00	287.73	Sale
	Security total:	26,499.08		22,573.36	0.00	3,925.72	
LOWES COS INC / CUSIP: 548661107 / Symbol· LOW							
07/02/13	200.000	8,472.97	06/21/12	5,595.74	0.00	2,877.23	Sale
MAGNA INTERNATIONAL INC / CUSIP: 559222401 / Symbol:							
03/01/13	75.000	4,139.50	01/13/12	2,959.50	0.00	1,180.00	Sale
04/05/13	100.000	5,723 31	01/13/12	3,946.00	0.00	1,777.31	Sale
	Security total:	9,862.81		6,905.50	0.00	2,957.31	
MARATHON OIL CORP / CUSIP· 565849106 / Symbol· MRO							
09/23/13	50.000	1,775 22	01/13/12	1,513.50	0.00	261.72	Sale
09/24/13	100.000	3,556.97	01/13/12	3,027.00	0.00	529.97	Sale
	Security total:	5,332.19		4,540.50	0.00	791.69	
MICROSOFT CORP / CUSIP: 594918104 / Symbol· MSFT							
	2 tax lots for 02/06/13.						
	75.000	*2,043.76*	*01/01/75*	*1,882.01*	*0.00*	*161.75*	*Sale*

Less commissions.

Bessemer Trust Company N.A. Account 8M3547
2013
Proceeds Not Reported to the IRS (continued)

LONG-TERM TRANSACTIONS NOT reported on Form 1099-B
Report on Form 8949, Part II, with Box F checked

Description / CUSIP / Symbol Date of Sale or exchange	Quantity	Proceeds of # stocks, bonds, etc.	Date of acquisition	Cost or other basis	Wash sale loss disallowed	Gain or loss(-)	Additional Information
MICROSOFT CORP / CUSIP: 594918104 / Symbol: MSFT (cont'd)							
	25.000	*681.25*	*01/13/12*	*701.00*	*0.00*	*-19 75*	*Sale*
02/06/13	100.000	2,725.01	VARIOUS	2,583 01	0.00	142.00	Total of 2 lots
09/16/13	175.000	5,785.80	01/01/75	4,391.36	0.00	1,394.44	Sale
10/22/13	125.000	4,315.68	01/01/75	3,136.68	0.00	1,179.00	Sale
10/23/13	159 000	5,395.99	01/01/75	3,989.86	0.00	1,406.13	Sale
	Security total:	18,222.48		14,100.91	0.00	4,121.57	
MUNICH RE GROUP ADR / CUSIP: 626188106 / Symbol: MURG Y							
02/06/13	200.000	3,693.91	12/07/11	2,558 00	0.00	1,135.91	Sale
NEWMONT MINING CORP / CUSIP: 651639106 / Symbol: NEM							
02/13/13	100.000	4,493.61	01/13/12	6,283.00	0.00	-1,789.39	Sale
02/14/13	55.000	2,450.28	01/13/12	3,455.65	0.00	-1,005.37	Sale
	Security total:	6,943.89		9,738 65	0 00	-2,794.76	
NORDEA BK SWEDEN AB ADR / CUSIP: 65557A206 / Symbol. NRBA Y							
	2 tax lots for 02/06/13.						
	175.000	*1,991.45*	*12/07/11*	*1,424.50*	*0.00*	*566.95*	*Sale*
	575 000	*6,543 35*	*01/17/12*	*4,415.43*	*0 00*	*2,127.92*	*Sale*
02/06/13	750.000	8,534.80	VARIOUS	5,839.93	0.00	2,694.87	Total of 2 lots
04/25/13	350.000	3,917.60	01/17/12	2,687.65	0.00	1,229.95	Sale
08/02/13	275 000	3,504.10	01/17/12	2,111.72	0.00	1,392.38	Sale
08/05/13	100.000	1,274.37	01/17/12	767.90	0.00	506.47	Sale
	Security total:	17,230.87		11,407.20	0.00	5,823.67	
SSE PLC ADR / CUSIP. 78467K107 / Symbol: SSEZ Y							
06/12/13	50.000	1,180.09	12/07/11	999.50	0 00	180.59	Sale
06/13/13	25.000	589.63	01/13/12	485.00	0.00	104 63	Sale
06/14/13	100.000	2,361.56	01/13/12	1,940.00	0.00	421.56	Sale
	Security total:	4,131.28		3,424.50	0.00	706 78	
SANOFI - ADR / CUSIP: 80105N105 / Symbol: SNY							
02/06/13	50.000	2,352.44	01/01/75	1,839.58	0.00	512.86	Sale

Less commissions.

Bessemer Trust Company N.A. Account 8M3547

2013

Proceeds Not Reported to the IRS (continued)

LONG-TERM TRANSACTIONS NOT reported on Form 1099-B

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

Description / CUSIP / Symbol Date of Sale or exchange	Quantity	Proceeds of # stocks, bonds, etc.	Date of acquisition	Cost or other basis	Wash sale loss disallowed	Gain or loss(-)	Additional information
SUMITOMO MITSUI FIN ADR / CUSIP: 86562M209 / Symbol: SMFG							
02/13/13	50.000	411 24	01/13/12	290.00	0.00	121.24	Sale
02/14/13	350.000	2,807.22	01/13/12	2,030.00	0.00	777.22	Sale
	2 tax lots for 03/21/13.						
	100.000	*832.55*	*12/07/11*	*578.00*	*0.00*	*254.55*	*Sale*
	600.000	*4,995.31*	*01/13/12*	*3,480.00*	*0.00*	*1,515.31*	*Sale*
03/21/13	700.000	5,827.86	VARIOUS	4,058.00	0.00	1,769.86	Total of 2 lots
03/22/13	300.000	2,482.41	12/07/11	1,734.00	0.00	748.41	Sale
	Security total·	11,528 73		8,112.00	0.00	3,416.73	
SUNCORP GROUP ADR / CUSIP: 86723Y100 / Symbol· SNMY Y							
04/09/13	100.000	1,200.64	12/07/11	884.00	0.00	316.64	Sale
	2 tax lots for 04/10/13.						
	75.000	*905.82*	*12/07/11*	*663.00*	*0.00*	*242.82*	*Sale*
	75.000	*905.81*	*01/17/12*	*633.92*	*0.00*	*271.89*	*Sale*
04/10/13	150.000	1,811.63	VARIOUS	1,296.92	0.00	514.71	Total of 2 lots
04/11/13	150.000	1,854.35	01/17/12	1,267 83	0.00	586.52	Sale
04/12/13	100 000	1,238.43	01/17/12	845.22	0.00	393.21	Sale
	2 tax lots for 04/15/13.						
	25.000	*307.30*	*01/17/12*	*211.30*	*0.00*	*96.00*	*Sale*
	50.000	*614.59*	*01/17/12*	*422.61*	*0.00*	*191.98*	*Sale*
04/15/13	75.000	921.89	VARIOUS	633.91	0.00	287.98	Total of 2 lots
04/16/13	50.000	610.21	01/17/12	422.61	0 00	187.60	Sale
	Security total:	7,637.15		5,350.49	0.00	2,286 66	
TELE2 AB ADR / CUSIP: 87952P307 / Symbol: TLTZ Y							
02/06/13	150.000	1,193.97	12/07/11	1,510.50	0.00	-316.53	Sale
TEVA PHARM INDS LTD ADR / CUSIP: 881624209 / Symbol: TEVA							
02/06/13	25.000	944.72	01/13/12	1,111.75	0.00	-167.03	Sale
10/31/13	125.000	4,675.62	01/13/12	5,558.75	0.00	-883.13	Sale
11/08/13	75.000	2,798.07	01/13/12	3,335.25	0.00	-537.18	Sale
11/11/13	90.000	3,342.87	12/07/11	3,604.50	0.00	-261.63	Sale
	Security total:	11,761.28		13,610.25	0.00	-1,848.97	

Less commissions.

Bessemer Trust Company N.A. Account 8M3547

2013 **Proceeds Not Reported to the IRS** (continued)

LONG-TERM TRANSACTIONS NOT reported on Form 1099-B

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

Date of Sale or exchange	Quantity	Proceeds of # stocks, bonds, etc.	Date of acquisition	Cost or other basis	Wash sale loss disallowed	Gain or loss(-)	Additional information
Description / CUSIP / Symbol							
TOKYO GAS LTD ADR / CUSIP: 889115101 / Symbol: TKGS Y							
02/06/13	100.000	1,856.95	01/17/12	1,816.73	0.00	40.22	Sale
TOTAL SA ADR / CUSIP: 89151E109 / Symbol: TOT							
02/06/13	50.000	2,640.94	01/01/75	2,877.92	0.00	-236.98	Sale
UNITEDHEALTH GROUP INC / CUSIP: 91324P102 / Symbol: UNH							
02/06/13	75.000	4,286.90	01/13/12	3,926.25	0 00	360.65	Sale
	2 tax lots for 07/18/13.						
	25.000	*1,748.45*	*12/07/11*	*1,209 25*	*0.00*	*539.20*	*Sale*
	75.000	*5,245.35*	*01/13/12*	*3,926.24*	*0.00*	*1,319.11*	*Sale*
07/18/13	100.000	6,993.80	VARIOUS	5,135.49	0.00	1,858.31	Total of 2 lots
08/26/13	75.000	5,444.68	07/26/12	3,903.61	0 00	1,541.07	Sale
08/27/13	35.000	2,507.15	12/07/11	1,692.94	0.00	814.21	Sale
	Security total:	19,232.53		14,658.29	0.00	4,574 24	
VODAFONE GP PLC NEW ADR / CUSIP: 92857W209 / Symbol: VOD							
	2 tax lots for 09/03/13						
	90.000	*2,858.85*	*05/29/12*	*2,438.82*	*0.00*	*420.03*	*Sale*
	10.000	*317.65*	*06/21/12*	*278.44*	*0.00*	*39.21*	*Sale*
09/03/13	100.000	3,176.50	VARIOUS	2,717.26	0.00	459.24	Total of 2 lots
09/09/13	25.000	826 59	05/29/12	677.45	0.00	149.14	Sale
	2 tax lots for 09/11/13						
	15.000	*496.25*	*05/24/12*	*405.90*	*0.00*	*90.35*	*Sale*
	35.000	*1,157.93*	*05/29/12*	*948 43*	*0.00*	*209.50*	*Sale*
09/11/13	50 000	1,654.18	VARIOUS	1,354.33	0.00	299.85	Total of 2 lots
09/12/13	85.000	2,824.63	05/24/12	2,300.10	0.00	524.53	Sale
	Security total:	8,481.90		7,049.14	0.00	1,432.76	
WALGREEN CO / CUSIP: 931422109 / Symbol. WAG							
02/06/13	300.000	12,384.98	01/01/75	7,923.37	0.00	4,461.61	Sale
04/25/13	70.000	3,475 55	01/01/75	1,848.79	0.00	1,626.76	Sale
11/08/13	100.000	5,943.30	10/18/12	3,606.44	0.00	2,336.86	Sale
11/11/13	25.000	1,489.32	10/18/12	901.61	0.00	587.71	Sale
	Security total:	23,293.15		14,280.21	0.00	9,012.94	

Less commissions.

Bessemer Trust Company N.A. Account 8M3547
2013
Proceeds Not Reported to the IRS (continued)

LONG-TERM TRANSACTIONS NOT reported on Form 1099-B
Report on Form 8949, Part II, with Box F checked

Description / CUSIP / Symbol Date of Sale or exchange	Quantity	Proceeds of # stocks, bonds, etc.	Date of acquisition	Cost or other basis	Wash sale loss disallowed	Gain or loss(-)	Additional information
WASTE MANAGEMENT INC NEW / CUSIP: 94106L109 / Symbol. WM							
08/26/13	50.000	2,102.72	06/21/12	1,634 96	0.00	467.76	Sale
	2 tax lots for 08/27/13.						
	40.000	*1,654.40*	*06/21/12*	*1,307.97*	*0.00*	*346.43*	*Sale*
	50.000	*2,067.99*	*06/21/12*	*1,634.96*	*0.00*	*433 03*	*Sale*
08/27/13	90.000	3,722.39	VARIOUS	2,942.93	0.00	779.46	Total of 2 lots
	Security total:	5,825.11		4,577.89	0.00	1,247.22	
WHARF HOLDINGS ADR / CUSIP: 962257408 / Symbol. WARFY							
02/06/13	125.000	2,182.45	01/17/12	1,271.10	0.00	911.35	Sale
ACCENTURE PLC CL A / CUSIP: G1151C101 / Symbol: ACN							
02/06/13	50.000	3,619.41	12/07/11	2,925.99	0.00	693.42	Sale
	2 tax lots for 03/20/13.						
	5.000	*382.15*	*12/07/11*	*292.60*	*0.00*	*89.55*	*Sale*
	45.000	*3,439.31*	*01/13/12*	*2,388.60*	*0.00*	*1,050.71*	*Sale*
03/20/13	50.000	3,821.46	VARIOUS	2,681.20	0.00	1,140.26	Total of 2 lots
	Security total:	7,440.87		5,607.19	0.00	1,833.68	
ACE LIMITED / CUSIP: H0023R105 / Symbol: ACE							
02/06/13	75.000	6,389.10	12/07/11	5,263.50	0.00	1,125.60	Sale
AVAGO TECHNOLOGIES / CUSIP: Y0486S104 / Symbol. AVGO							
	2 tax lots for 11/08/13.						
	75.000	*3,290.75*	*09/21/12*	*2,631.58*	*0.00*	*659.17*	*Sale*
	25.000	*1,096.91*	*09/24/12*	*864.33*	*0.00*	*232.58*	*Sale*
11/08/13	100.000	4,387.66	VARIOUS	3,495.91	0.00	891.75	Total of 2 lots
	Totals:	**432,922.06**		**355,557.89**	**0.00**	**77,364.17**	

Less commissions.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
CHALLENGE FOUNDATION ACADEMY 3980 MEADOWS DRIVE INDIANAPOLIS, IN 46205	N/A	PC	CONTRIBUTION TO GENERAL FUND	1,000.
CHICAGO COALITION FOR THE HOMELESS 70 E. LAKE STREET CHICAGO , IL 60601	N/A	PC	CONTRIBUTION TO GENERAL FUND	1,500.
CHRISTEL HOUSE 10 W. MARKET STREET, SUITE 1990 INDIANAPOLIS, IN 46204	N/A	PC	CONTRIBUTION TO GENERAL FUND	1,000.
COLLEGE MENTORS FOR KIDS 212 W. 10TH STREET, B260 INDIANAPOLIS, IN 46202	N/A	PC	CONTRIBUTION TO GENERAL FUND	1,000.
CROWN HILL HERITAGE FOUNDATION 700 W. 38TH STREET INDIANAPOLIS, IN 46208	N/A	PC	CONTRIBUTION TO GENERAL FUND	1,000.
CULVER EDUCATIONAL FOUNDATION 1300 ACADEMY ROAD NO. 159 CULVER, IN 46511	N/A	PC	CONTRIBUTION TO GENERAL FUND	1,000.
DOWN SYNDROME INDIANA 2927 JEWETT AVENUE HIGHLAND, IN 46322	N/A	PC	CONTRIBUTION TO GENERAL FUND	500.
EITELJORG MUSEUM 500 W. WASHINGTON STREET INDIANAPOLIS, IN 46204	N/A	PC	CONTRIBUTION TO GENERAL FUND	1,500.
F.A.C.E. LOW-COST SPAY/NEUTER CLINIC 1505 MASSACHUSETTS AVENUE INDIANAPOLIS, IN 46201	N/A	PC	CONTRIBUTION TO GENERAL FUND	500.
FAIRBANKS 8102 CLEARVISTA PARKWAY INDIANAPOLIS, IN 46256	N/A	PC	CONTRIBUTION TO GENERAL FUND	1,000.
Total from continuation sheets				125,500.

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05-01-13

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
FIRST LADY'S CHARITABLE FOUNDATION 4750 N. MERIDIAN STREET INDIANAPOLIS, IN 46208	N/A	PC	CONTRIBUTION TO GENERAL FUND	1,000.
FRIEDMAN FOUNDATION FOR EDUCATIONAL CHOICE ONE AMERICA SQUARE, SUITE 2420 INDIANAPOLIS, IN 46282	N/A	PC	CONTRIBUTION TO GENERAL FUND	500.
FRIENDS OF HOLLIDAY PARK 6363 SPRING MILL ROAD INDIANAPOLIS, IN 46260	N/A	SO III FI	CONTRIBUTION TO GENERAL FUND	1,000.
GLEANERS FOOD BANK 3737 WALDEMERE AVENUE INDIANAPOLIS, IN 46241	N/A	PC	CONTRIBUTION TO GENERAL FUND	1,000.
GLENWOOD ACADEMY 500 W. 187TH STREET GLENWOOD, IL 60425	N/A	PC	CONTRIBUTION TO GENERAL FUND	1,500.
GOODWILL FOUNDATION 1635 W. MICHIGAN STREET INDIANAPOLIS, IN 46222	N/A	PC	CONTRIBUTION TO GENERAL FUND	1,000.
HARRISON CENTER FOR THE ARTS 1505 N. DELAWARE STREET INDIANAPOLIS, IN 46202	N/A	SO I	CONTRIBUTION TO GENERAL FUND	1,000.
INDIANA HISTORICAL SOCIETY 450 W. OHIO STREET INDIANAPOLIS, IN 46202	N/A	PC	CONTRIBUTION TO GENERAL FUND	500.
INDIANA HUMANITIES COUNCIL 1500 N. DELAWARE STREET INDIANAPOLIS, IN 46202	N/A	PC	CONTRIBUTION TO GENERAL FUND	500.
INDIANA NATIONAL GUARD RELIEF FUND 2002 S. HOLT ROAD INDIANAPOLIS, IN 46241	N/A	SO I	CONTRIBUTION TO GENERAL FUND	1,000.
Total from continuation sheets				

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05-01-13

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
INDIANA STATE MUSEUM 650 W. WASHINGTON STREET INDIANAPOLIS, IN 46204	N/A	PC	CONTRIBUTION TO GENERAL FUND	500.
INDIANAPOLIS ART CENTER 820 E. 67TH STREET INDIANAPOLIS, IN 46220	N/A	PC	CONTRIBUTION TO GENERAL FUND	500.
INDIANAPOLIS PUBLIC LIBRARY FOUNDATION P.O. BOX 6134 INDIANAPOLIS, IN 46206	N/A	PC	CONTRIBUTION TO GENERAL FUND	1,000.
INDIANAPOLIS SYMPHONY ORCHESTRA FOUNDATION 32 E. WASHINGTON STREET NO. 600 INDIANAPOLIS, IN 46204	N/A	SO III FI	CONTRIBUTION TO GENERAL FUND	5,000.
INDY READS 2450 N. MERIDIAN STREET INDIANAPOLIS, IN 46208	N/A	PC	CONTRIBUTION TO GENERAL FUND	1,000.
KEEP INDIANAPOLIS BEAUTIFUL 1029 E. FLETCHER AVENUE, SUITE 100 INDIANAPOLIS, IN 46203	N/A	PC	CONTRIBUTION TO GENERAL FUND	10,000.
KURT VONNEGUT MEMORIAL LIBRARY 340 N. SENATE AVENUE INDIANAPOLIS, IN 46204	N/A	PC	CONTRIBUTION TO GENERAL FUND	1,000.
LAKE MAXINKUCKEE ENVIRONMENTAL FUND P.O. BOX 187 CULVER , IN 46511	N/A	PC	CONTRIBUTION TO GENERAL FUND	2,500.
LITTLE RED DOOR CANCER AGENCY 1801 N. MERIDIAN STREET INDIANAPOLIS, IN 46202	N/A	PC	CONTRIBUTION TO GENERAL FUND	1,000.
OAKS ACADEMY 2301 N. PARK AVENUE INDIANAPOLIS, IN 46205	N/A	PC	CONTRIBUTION TO GENERAL FUND	1,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
PAWS CHICAGO 1997 N. CLYBOURN AVENUE CHICAGO, IL 60614	N/A	PC	CONTRIBUTION TO GENERAL FUND	3,000.
PARK TUDOR FOUNDATION 7200 N. COLLEGE AVENUE INDIANAPOLIS, IN 46240	N/A	PC	CONTRIBUTION TO GENERAL FUND	1,000.
RILEY CHILDREN'S FOUNDATION 30 S. MERIDIAN STREET NO. 200 INDIANAPOLIS, IN 46204	N/A	PC	CONTRIBUTION TO GENERAL FUND	2,500.
NOBLE OF INDIANA 7701 E. 21ST STREET INDIANAPOLIS, IN 46219	N/A	PC	CONTRIBUTION TO GENERAL FUND	1,000.
SAARA OF VIRGINIA 306 TURNER ROAD L RICHMOND, VA 23225	N/A	PC	CONTRIBUTION TO GENERAL FUND	2,000.
SPARK 223 W. JACKSON, SUITE 600 CHICAGO, IL 60606	N/A	PC	CONTRIBUTION TO GENERAL FUND	1,000.
ST. VINCENT HOSPITAL FOUNDATION 10330 N. MERIDIAN STREET NO. 430N INDIANAPOLIS, IN 46290	N/A	SO I	CONTRIBUTION TO GENERAL FUND	5,000.
THE MIND TRUST 1630 N. MERIDIAN STREET INDIANAPOLIS, IN 46202	N/A	SO I	CONTRIBUTION TO GENERAL FUND	5,000.
WASHINGTON TOWNSHIP SCHOOLS FOUNDATION 8550 WOODFIELD CROSSING BLVD INDIANAPOLIS, IN 46240	N/A	PC	CONTRIBUTION TO GENERAL FUND	11,000.
WFYI 1630 N. MERIDIAN STREET INDIANAPOLIS, IN 46202	N/A	PC	CONTRIBUTION TO GENERAL FUND	1,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
WISHARD HOSPITAL FOUNDATION 1001 W. 10TH STREET INDIANAPOLIS, IN 46202	N/A	PC	CONTRIBUTION TO GENERAL FUND	50,000.
YOUNG AUDIENCES OF INDIANA 3921 N. MERIDIAN STREET NO. 210 INDIANAPOLIS, IN 46208	N/A	PC	CONTRIBUTION TO GENERAL FUND	500.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)

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
INDIANAPOLIS ZOO 1200 W. WASHINGTON STREET INDIANAPOLIS, IN 46222	N/A	PC	CONTRIBUTION TO GENERAL FUND	5,000.
Total from continuation sheets				5,000.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BESSEMER TRUST	74,674.	24,607.	50,067.	50,067.	
TO PART I, LINE 4	74,674.	24,607.	50,067.	50,067.	

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MISCELLANEOUS INCOME	49.	49.	
TOTAL TO FORM 990-PF, PART I, LINE 11	49.	49.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	3,850.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	3,850.	0.		0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	1,596.	1,596.		0.
FEDERAL TAXES	1,320.	0.		0.
TO FORM 990-PF, PG 1, LN 18	2,916.	1,596.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEES	5,856.	5,856.		0.
ASSOCIATION OF SMALL FOUNDATIONS DUES	725.	0.		0.
MISCELLANEOUS EXPENSE	79.	0.		0.
TO FORM 990-PF, PG 1, LN 23	6,660.	5,856.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STOCKS AND MUTUAL FUNDS (SEE ATTACHMENT B)	1,855,862.	2,333,816.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,855,862.	2,333,816.

ATTACHMENT B

Trade date basis

ACCOUNT HOLDINGS

Cash and Short Term

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
CASH AVAILABLE			$238		$238	< 0 1%			
FED GOVT OBLIG FUND #395 0.010 %	374,600	1 00	374,600	1.000	374,600	99 9		37	0.01
Total cash and short term			**$374,838**		**$374,838**	**100.0%**		**$37**	

Fixed Income

Funds

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
OW FIXED INCOME FUND BOOK COST 161,742	13,703.970	$11 80	$161,742	$11.200	$153,484	100.0%	($8,258)	$3,179	2 07%
Total fixed income			**$161,742**		**$153,484**	**100.0%**	**($8,258)**	**$3,179**	**2.07%**

Large Cap Core - U.S.

Consumer discretionary

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
DOLLAR GENERAL CORP *(DG)*	250	$43 12	$10,779	$60.320	$15,080	1.9%	$4,301		
HOME DEPOT *(HD)*[1]	109	36 23	3,949	82 340	8,975	1.1	5,026	170	1.89
L BRANDS INC *(LB)*	175	57.21	10,011	61 850	10,823	1 4	812	210	1 94
MACY'S INC *(M)*	135	34 07	4,600	53 400	7,209	0.9	2,609	135	1 87
MCDONALD'S CORP *(MCD)*[1]	297	34 81	10,339	97 030	28,817	3.6	18,478	962	3.34
TARGET CORP *(TGT)*	180	55 51	9,991	63.270	11,388	1.4	1,397	309	2 72

Trade date basis

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
VIACOM INC CL B NEW *(VIAB)*	90	63 10	5,679	87 340	7,860	1 0	2,181	108	1.37
Total consumer discretionary			**$55,348**		**$90,152**	**11.3%**	**$34,804**	**$1,894**	**2.10%**

Consumer staples

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
ALTRIA GROUP INC *(MO)*[1]	137	$25 24	$3,458	$38 390	$5,259	0 7%	$1,801	$263	5 00%
CHURCH & DWIGHT INC *(CHD)*[1]	363	18.12	6,576	66.280	24,059	3.0	17,483	406	1.69
COCA-COLA COMPANY *(KO)*[1]	290	31.84	9,235	41.310	11,979	1 5	2,744	324	2 71
COLGATE-PALMOLIVE CO *(CL)*[1]	50	39.30	1,965	65.210	3,260	0 4	1,295	68	2.09
COSTCO WHSL CORP NEW *(COST)*[1]	125	58.40	7,300	119.020	14,877	1 9	7,577	155	1 04
CVS/CAREMARK CORP *(CVS)*	165	40.01	6,602	71.570	11,809	1 5	5,207	181	1 54
LORILLARD INC COM *(LO)*	150	44.75	6,713	50 680	7,602	1.0	889	330	4.34
PEPSICO INC *(PEP)*[1]	102	63.78	6,506	82 940	8,459	1 1	1,953	231	2.74
PHILIP MORRIS INTL INC *(PM)*[1]	115	63.75	7,331	87 130	10,019	1.3	2,688	432	4 32
PROCTER & GAMBLE CO *(PG)*[1]	143	61.08	8,734	81 410	11,641	1.5	2,907	344	2 96
WAL-MART STORES INC *(WMT)*[1]	293	52 37	15,344	78 690	23,056	2 9	7,712	550	2 39
WALGREEN CO *(WAG)*	145	35.87	5,201	57 440	8,328	1 0	3,127	182	2.19
Total consumer staples			**$84,965**		**$140,348**	**17.5%**	**$55,383**	**$3,466**	**2.47%**

Energy

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
CONOCOPHILLIPS *(COP)*	132	$57 28	$7,561	$70 650	$9,325	1.2%	$1,764	$364	3.91%
EXXON MOBIL CORP *(XOM)*[1]	424	1.64	696	101 200	42,908	5 4	42,212	1,068	2.49
MARATHON OIL CORP *(MRO)*	170	29 12	4,951	35 300	6,001	0.8	1,050	129	2 15
NOBLE ENERGY INC *(NBL)*[1]	410	21.64	8,872	68.110	27,925	3.5	19,053	229	0 82
Total energy			**$22,080**		**$86,159**	**10.8%**	**$64,079**	**$1,790**	**2.08%**

Trade date basis

Financials	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
ACE LIMITED	150	$69 59	$10,439	$103.530	$15,529	1 9%	$5,090	$378	2 43%
AMERICAN INTL GROUP INC *(AIG)*	175	42.39	7,418	51.050	8,933	1.1	1,515	70	0.78
CITIGROUP INC *(C)*	200	29 73	5,945	52.110	10,422	1 3	4,477	8	0 08
JPMORGAN CHASE & CO *(JPM)*[1]	388	44.81	17,388	58 480	22,690	2.8	5,302	589	2 60
KEYCORP NEW *(KEY)*	375	12 66	4,748	13 420	5,032	0.6	284	82	1.64
METLIFE INC COM *(MET)*[1]	350	36 46	12,760	53.920	18,872	2 4	6,112	385	2.04
MORGAN STANLEY GRP INC *(MS)*	175	29 26	5,120	31.360	5,488	0.7	368	35	0.64
Total financials			**$63,818**		**$86,966**	**10.9%**	**$23,148**	**$1,547**	**1.78%**

Health care	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
AETNA INC NEW *(AET)*	175	$43 03	$7,530	$68.590	$12,003	1 5%	$4,473	$157	1.31%
MYLAN INC *(MYL)*	400	41.37	16,547	43 400	17,360	2 2	813		
PFIZER INC *(PFE)*	525	29 51	15,495	30.630	16,080	2 0	585	546	3 40
THERMO FISHER SCIENTIFIC *(TMO)*	150	57 32	8,598	111.350	16,702	2 1	8,104	90	0 54
ZIMMER HLDGS INC *(ZMH)*	225	62.04	13,960	93 190	20,967	2.6	7,007	180	0 86
Total health care			**$62,130**		**$83,112**	**10.4%**	**$20,982**	**$973**	**1.17%**

Industrials	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
CUMMINS INC *(CMI)*	40	$128.80	$5,152	$140 970	$5,638	0 7%	$486	$100	1.77%
DANAHER CORP *(DHR)*[1]	395	27 32	10,793	77.200	30,494	3.8	19,701	39	0.13
DEERE & CO *(DE)*[1]	180	41 62	7,491	91.330	16,439	2 1	8,948	367	2.23
EMERSON ELECTRIC CO *(EMR)*[1]	266	42.41	11,281	70.180	18,667	2 3	7,386	457	2.45
ILLINOIS TOOL WORKS INC *(ITW)*	145	67.61	9,803	84.080	12,191	1 5	2,388	243	2 00
NIELSEN HOLDINGS BV	150	32.52	4,878	45 890	6,883	0 9	2,005	120	1 74
STERICYCLE INC *(SRCL)*[1]	98	29.82	2,922	116 170	11,384	1 4	8,462		

Trade date basis

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
UNION PACIFIC CORP *(UNP)*	80	158 24	12,659	168 000	13,440	1.7	781	252	1 88
Total industrials			**$64,979**		**$115,136**	**14.4%**	**$50,157**	**$1,578**	**1.37%**

Information technology

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
ACCENTURE PLC CL A	105	$53 08	$5,573	$82.220	$8,633	1.1%	$3,060	$195	2.26%
APPLE INC *(AAPL)*[1]	58	89.03	5,164	561 020	32,539	4 1	27,375	707	2 17
AVAGO TECHNOLOGIES	250	35 11	8,777	52 879	13,219	1 7	4,442	250	1 89
EMC CORP *(EMC)*[1]	585	17 27	10,105	25 150	14,712	1 8	4,607	234	1 59
INTEL CORP *(INTC)*[1]	344	20 76	7,142	25.955	8,928	1.1	1,786	309	3 47
INTERNATIONAL BUS MACHINES *(IBM)*	80	93.69	7,495	187.570	15,005	1 9	7,510	304	2.03
QUALCOMM INC *(QCOM)*	175	62.26	10,895	74 250	12,993	1.6	2,098	245	1.89
VISA INC *(V)*[1]	205	70.94	14,543	222.680	45,649	5.7	31,106	328	0.72
Total information technology			**$69,694**		**$151,678**	**19.0%**	**$81,984**	**$2,572**	**1.70%**

Materials

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
PRAXAIR INC *(PX)*[1]	**183**	**$37.87**	**$6,930**	**$130.030**	**$23,795**	**3.0%**	**$16,865**	**$439**	**1.85%**

Telecom services

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
CENTURYLINK INC *(CTL)*	**180**	**$36.45**	**$6,561**	**$31.850**	**$5,733**	**0.7%**	**($828)**	**$388**	**6.78%**

Utilities

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
AMERICAN WATER WORKS CO *(AWK)*	**400**	**$40.57**	**$16,227**	**$42.260**	**$16,904**	**2.1%**	**$677**	**$448**	**2.65%**
Total large cap core - u.s.			**$452,732**		**$799,983**	**100.0%**	**$347,251**	**$15,095**	**1.89%**

1 Restricted

Trade date basis

Large Cap Core - Non U.S.

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
Consumer discretionary									
BRIDGESTONE CORP ADR	560	$17 77	$9,949	$18 933	$10,602	3.5%	$653	$101	0.96%
DAIHATSU MOTOR CO. LTD ADR	175	38 78	6,786	33 909	5,934	1.9	(852)	164	2.77
NIKON CORP PLC UNSPON-ADR	400	27.38	10,952	19.114	7,645	2.5	(3,307)	64	0.84
SWATCH GROUP AG UNSPON ADR	200	31.63	6,325	33.142	6,628	2 2	303	41	0 63
VOLKSWAGEN AG ADR	125	33.92	4,240	56 261	7,032	2.3	2,792	85	1.21
Total consumer discretionary			**$38,252**		**$37,841**	**12.4%**	**($411)**	**$455**	**1.20%**
Consumer staples									
IMPERIAL TOBACCO LT ADR	175	$73.16	$12,803	$77.447	$13,553	4.4%	$750	$644	4.75%
J SAINSBURY SPN ADR NEW	625	23 13	14,458	24.181	15,113	5 0	655	649	4.30
SVENSKA CL AKTIBLGT ADR	400	27 00	10,799	30.829	12,331	4.0	1,532	224	1.82
Total consumer staples			**$38,060**		**$40,997**	**13.4%**	**$2,937**	**$1,517**	**3.70%**
Energy									
ENI S P A. ADR	175	$42 33	$7,408	$48.490	$8,485	2 8%	$1,077	$404	4 77%
SCHLUMBERGER LTD [1]	195	56.37	10,993	90 110	17,571	5.8	6,578	243	1 39
SINOPEC/CHINA PETE&CHM ADR	161	83.72	13,479	82.170	13,229	4 3	(250)	525	3 97
TOTAL SA ADR	262	57.56	15,080	61.270	16,052	5 3	972	688	4 29
Total energy			**$46,960**		**$55,337**	**18.1%**	**$8,377**	**$1,860**	**3.36%**
Financials									
ALLIANZ AKTIENGES ADR	300	$9.87	$2,961	$17.962	$5,388	1.8%	$2,427	$130	2 42%
BNP PARIBAS SPON ADR	375	26.47	9,926	39 030	14,636	4.8	4,710	254	1.74
CHINA CONSTRUCTION ADR	650	14 68	9,543	15.090	9,808	3 2	265	475	4.84

Trade date basis

Financials - continued	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
MUNICH RE GROUP ADR	700	12.09	8,465	22 068	15,447	5 1	6,982	434	2 81
RSA INS GRP INC SPON ADR	1,600	9.32	14,917	7 569	12,110	4 0	(2,807)	692	5.72
SKANDINAVISKA ENSKILD ADR	400	11.71	4,685	13 170	5,268	1 7	583		
WHARF HOLDINGS ADR	275	10 17	2,796	15 296	4,206	1.4	1,410	108	2.59
Total financials			**$53,293**		**$66,863**	**21.9%**	**$13,570**	**$2,093**	**3.13%**
Health care									
SANOFI - ADR	**270**	**$35.90**	**$9,693**	**$53.630**	**$14,480**	**4.7%**	**$4,787**	**$338**	**2.34%**
Industrials									
ITOCHU CORP ADR	625	$21.23	$13,268	$24.718	$15,448	5.1%	$2,180	$417	2 70%
WEIR GROUP PLC ADR	675	17.69	11,944	17.656	11,917	3 9	(27)	192	1.61
Total industrials			**$25,212**		**$27,365**	**9.0%**	**$2,153**	**$609**	**2.23%**
Materials									
SUMITOMO METAL MIN CO LTD	**800**	**$14.14**	**$11,312**	**$13.101**	**$10,480**	**3.4%**	**($832)**	**$109**	**1.05%**
Telecom services									
CHINA TELECOM ADR	275	$53.06	$14,592	$50.570	$13,906	4.6%	($686)	$271	1.95%
KDDI CORP ADR	700	8.63	6,043	15 389	10,772	3 5	4,729	225	2.09
TELE2 AB ADR	2,075	7 20	14,936	5 671	11,767	3.9	(3,169)	825	7.02
TIM PARTICIPACOES SA ADR	300	21 19	6,356	26 240	7,872	2 6	1,516	199	2 54
Total telecom services			**$41,927**		**$44,317**	**14.5%**	**$2,390**	**$1,520**	**3.43%**

Trade date basis

Utilities	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
TOKYO GAS LTD ADR	**387**	**$19.69**	**$7,619**	**$19.714**	**$7,629**	**2.5%**	**$10**	**$133**	**1.76%**
Total large cap core - non u.s.			**$272,328**		**$305,309**	**100.0%**	**$32,981**	**$8,634**	**2.83%**

[1] Restricted

Large Cap Strategies

Large cap strategies funds

OW LARGE CAP STRATEGIES FD BOOK COST 235,000	23,751 564	$9.89	$235,000	$12.470	$296,182	100.0%	$61,182	$1,971	0.67%
Total large cap strategies			**$235,000**		**$296,182**	**100.0%**	**$61,182**	**$1,971**	**0.67%**

Global Small & Mid Cap

Global small & mid cap funds

OW GLOBAL SML & MID CAP FD BOOK COST 308,352	20,338 293	$15 16	$308,352	$17 180	$349,411	100.0%	$41,059	$2,704	0.77%
Total global small & mid cap			**$308,352**		**$349,411**	**100.0%**	**$41,059**	**$2,704**	**0.77%**

Trade date basis

Global Opportunities

Global opportunities funds

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
OW GLOBAL OPPORTUNITIES FD BOOK COST 336,708	44,521 429	$7 56	$336,708	$7 900	$351,719	100.0%	$15,011	$11,976	3 41%
Total global opportunities			**$336,708**		**$351,719**	**100.0%**	**$15,011**	**$11,976**	**3.40%**

Real Return / Commodities

Real return funds

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
OW REAL RETURN FUND BOOK COST 89,000	9,342.406	$9.53	$89,000	$8 320	$77,728	100 0%	($11,272)	$214	0.28%
Total real return / commodities			**$89,000**		**$77,728**	**100.0%**	**($11,272)**	**$214**	**0.28%**
Total value of account			**$2,230,700**		**$2,708,654**		**$477,954**	**$43,810**	**1.62%**

	Market value
Total interest and dividends accrued	1,102
Total value of account including accruals	**$2,709,756**

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

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

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***

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* 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

Type or print		
File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions. GRIFFITH FAMILY FOUNDATION, INC	Employer identification number (EIN) or 26-3922751
	Number, street, and room or suite no. If a P.O. box, see instructions. 663 FOREST BLVD	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. INDIANAPOLIS, IN 46240	

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 (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 ▶ C. PERRY GRIFFITH, JR. 663 FOREST BLVD - INDIANAPOLIS, IN 46240-2515
  Telephone No. ▶ 317-655-3110 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 AUGUST 15, 2014, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [X] calendar year 2013 or
▶ [ ] tax year beginning __________, and ending __________.

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 Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	**3a**	$ 3,400.
b	If this application is for Forms 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**	$ 3,400.

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.