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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ **Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.**

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation
Allen Whitehill Clowes
Charitable Foundation Inc
% BKD LLP

A Employer identification number
35-1812631

Number and street (or P O box number if mail is not delivered to street address)
320 N Meridian Street
Suite 811

Room/suite

B Telephone number (see instructions)
(317) 955-0138

City or town, state or province, country, and ZIP or foreign postal code
Indianapolis, IN 46204

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)*▶$ 103,499,442

J Accounting method ☑ Cash ☐ Accrual ☐ Other (specify) ________
(Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	0			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	62	62		
	4	Dividends and interest from securities	3,569,143	3,569,143		
	5a	Gross rents				
	b	Net rental income or (loss) ________				
	6a	Net gain or (loss) from sale of assets not on line 10	-5,597,694			
	b	Gross sales price for all assets on line 6a 15,287,895				
	7	Capital gain net income (from Part IV, line 2)		0		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	-2,028,489	3,569,205		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	150,500	15,050		135,450
	14	Other employee salaries and wages	34,944	3,494		31,450
	15	Pension plans, employee benefits	11,088	1,109		9,979
	16a	Legal fees (attach schedule)	78,850	7,885	0	70,965
	b	Accounting fees (attach schedule)	52,039	5,204	0	46,835
	c	Other professional fees (attach schedule)	47,697	47,261		436
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	79,594	9,347		
	19	Depreciation (attach schedule) and depletion	989			
	20	Occupancy	15,984	1,598		14,386
	21	Travel, conferences, and meetings	2,120			2,120
	22	Printing and publications	1,077			1,077
	23	Other expenses (attach schedule)	18,143	654		17,489
	24	**Total operating and administrative expenses.** Add lines 13 through 23	493,025	91,602	0	330,187
	25	Contributions, gifts, grants paid	4,042,312			4,042,312
	26	**Total expenses and disbursements.** Add lines 24 and 25	4,535,337	91,602	0	4,372,499
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-6,563,826			
	b	**Net investment income** (if negative, enter -0-)		3,477,603		
	c	**Adjusted net income** (if negative, enter -0-)				

Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash—non-interest-bearing	300,253	114,912	114,911
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	144,840,506	138,496,861	103,383,833
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ 10,914 Less accumulated depreciation (attach schedule) ▶ 10,216	1,687	698	698
	15	Other assets (describe ▶)	37,193	0	0
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	145,179,639	138,612,471	103,499,442
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)	3,342	0	
	23	**Total liabilities** (add lines 17 through 22)	3,342	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	223,594	223,594	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	144,952,703	138,388,877	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	145,176,297	138,612,471	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	145,179,639	138,612,471	

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	145,176,297
2	Enter amount from Part I, line 27a	2	-6,563,826
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	138,612,471
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	138,612,471

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	See Additional Data Table			
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
a	See Additional Data Table			
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	-5,597,694
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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 page 18 of 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	3,546,801	86,097,332	0 041195
2011	3,324,591	73,870,437	0 045006
2010	3,599,801	68,707,908	0 052393
2009	4,419,554	67,943,787	0 065047
2008	5,485,958	91,307,324	0 060082

2	**Total** of line 1, column (d).	2	0 263723
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 052745
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	102,035,624
5	Multiply line 4 by line 3.	5	5,381,869
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	34,776
7	Add lines 5 and 6.	7	5,416,645
8	Enter qualifying distributions from Part XII, line 4.	8	4,372,499

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 page 18 of the 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	69,552
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	
3	Add lines 1 and 2			3	69,552
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	69,552
6	Credits/Payments				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	70,000		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	20,000		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	90,000
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	20,448
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 20,448 **Refunded** ▶			11	

Part VII-A **Statements Regarding Activities**

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
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		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
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	Yes	
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	Yes	
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	Yes	
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		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶

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

Located at ▶201 N ILLINOIS ST STE 700 Indianapolis IN ZIP+4 ▶46204

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here . . . ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year . . . ▶ 15

		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		No
	See 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.

		Line	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 page 20 of the instructions)?	1b		No
	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		No
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 ▶ 20___, 20___, 20___, 20___			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20___, 20___, 20___, 20___			
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.).*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ **Yes** ☑ **No**			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ **Yes** ☑ **No**			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ **Yes** ☑ **No**			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions). ☐ **Yes** ☑ **No**			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ **Yes** ☑ **No**			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ **Yes** ☐ **No**			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ **Yes** ☑ **No**			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		**No**
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ **Yes** ☑ **No**			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

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

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

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
Total number of other employees paid over $50,000 ▶				

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
Total number of others receiving over $50,000 for professional services. . . . . ▶		

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

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3 . . . . ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	103,189,536
b	Average of monthly cash balances	1b	399,930
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	103,589,466
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	103,589,466
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,553,842
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	102,035,624
6	**Minimum investment return.** Enter 5% of line 5	6	5,101,781

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	5,101,781
2a	Tax on investment income for 2013 from Part VI, line 5	2a	69,552		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	69,552
3	Distributable amount before adjustments Subtract line 2c from line 1			3	5,032,229
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	5,032,229
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	5,032,229

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	4,372,499
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	4,372,499
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	4,372,499

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				5,032,229
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			3,714,374	
b Total for prior years 2011 , 2010 , 2009				
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012. 0				
f **Total** of lines 3a through e.	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 4,372,499				
a Applied to 2012, but not more than line 2a			3,714,374	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2013 distributable amount.				658,125
e Remaining amount distributed out of corpus	0			
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	0			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount —see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				4,374,104
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . .				
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . .				
c Excess from 2011. . . .				
d Excess from 2012. . . .				
e Excess from 2013. . . . 0				

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

1a 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 organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Part XV Supplementary Information (Complete this part only if the organization 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))

NONE

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

WILLIAM H MARSHALL
320 N MERIDIAN STREET SUITE 811
INDIANAPOLIS,IN 46204
(317) 955-0138

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

LETTER

c Any submission deadlines

JANUARY 31

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

NONE

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHED SEE ATTACHED LISTING INDIANAPOLIS,IN 46204	NONE	PC	SEE ATTACHED	4,042,312
Total . . . . ▶ **3a**				4,042,312
b *Approved for future payment*				
SUMMER YOUTH PROGRAM FUND 615 N ALABAMA ST SUITE 119 INDIANAPOLIS,IN 46204	NONE	PC	OPERATIONS	40,000
Total . . . . ▶ **3b**				40,000

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	62	
4 Dividends and interest from securities. . . .			14	3,569,143	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	-5,597,694	
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). .				-2,028,489	

13 **Total.** Add line 12, columns (b), (d), and (e). . . . . 13 -2,028,489

(See worksheet in line 13 instructions to verify calculations)

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

Line No.	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
1-13	NOT APPLICABLE

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)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

******	2014-08-15	******
Signature of officer or trustee	Date	Title

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
HOLLY M PANTZER				
Firm's name ▶	BKD LLP		Firm's EIN ▶	
Firm's address ▶	201 N Illinois Street Indianapolis, IN 46204		Phone no (317) 383-4000	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
JPM #0009 - SEE ATTACHED			
JPM #0009 - SEE ATTACHED			
JPM #5006 - SEE ATTACHED			
UBS #177 - SEE ATTACHED			
UBS #178 - SEE ATTACHED			
UBS #178 - SEE ATTACHED			
JPM #0009 - SEE ATTACHED			

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
898,226		901,799	-3,573
313,112		290,963	22,149
9,212,975		13,854,551	-4,641,576
2,515,174		3,965,240	-1,450,066
780,050		751,732	28,318
1,478,784		1,114,607	364,177
89,574		6,697	82,877

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-3,573
			22,149
			-4,641,576
			-1,450,066
			28,318
			364,177
			82,877

Form 990PF Part VIII Line 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
WILLIAM H MARSHALL 320 N Meridian Street Indianapolis, IN 46204	PRESIDENT 40 0	110,000	0	0
BETTY ROBERTS 320 N Meridian Street Indianapolis, IN 46204	DIRECTOR 2 3	8,100	0	0
BETH SLANINKA 320 N Meridian Street Indianapolis, IN 46204	DIRECTOR 2 3	8,100	0	0
ANNA SEIM WHITE 320 N Meridian Street Indianapolis, IN 46204	DIRECTOR 2 3	8,100	0	0
JAMES B LEMLER 320 N Meridian Street Indianapolis, IN 46204	DIRECTOR 2 3	8,100	0	0
BEN W BLANTON 320 N Meridian Street Indianapolis, IN 46204	DIRECTOR 2 3	0	0	0
DANNY R DEAN 320 N Meridian Street Indianapolis, IN 46204	DIRECTOR 2 3	8,100	0	0
THOMAS M LOFTON 320 N Meridian Street Indianapolis, IN 46204	DIRECTOR 2 3	0	0	0

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Form **4562**

Department of the Treasury
Internal Revenue Service (99)

Depreciation and Amortization
(Including Information on Listed Property)

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

OMB No 1545-0172

2013

Attachment Sequence No **179**

Name(s) shown on return	Business or activity to which this form relates	Identifying number
Allen Whitehill Clowes Charitable Foundation Inc	GENERAL DEPRECIATION	35-1812631

Part I **Election To Expense Certain Property Under Section 179**
Note: *If you have any listed property, complete Part V before you complete Part I.*

1	Maximum amount (see instructions)	1	
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	$ 2,600,000
4	Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	

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

7	Listed property Enter the amount from line 29	7	
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2012 Form 4562	10	
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11	
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2014 Add lines 9 and 10, less line 12 ▶	13	

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

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

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

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

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2013	17	989
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ▶ ☐		

Section B—Assets Placed in Service During 2013 Tax Year Using the General Depreciation System

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

Section C—Assets Placed in Service During 2013 Tax Year Using the Alternative Depreciation System

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

Part IV **Summary** (see instructions.)

21	Listed property Enter amount from line 28	21	
22	**Total.** Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations—see instructions	22	989
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

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

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

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

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

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

28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1 . . . **28**

29 Add amounts in column (i), line 26 Enter here and on line 7, page 1 . . . . **29**

Section B—Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person

If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

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

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

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

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

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

Part VI **Amortization**

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2013 tax year (see instructions)					

43 Amortization of costs that began before your 2013 tax year **43**

44 Total. Add amounts in column (f) See the instructions for where to report **44**

TY 2013 Accounting Fees Schedule

Name: Allen Whitehill Clowes
Charitable Foundation Inc

EIN: 35-1812631

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BKD, LLP	52,039	5,204		46,835

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 Depreciation Schedule

Name: Allen Whitehill Clowes
Charitable Foundation Inc

EIN: 35-1812631

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
PRINTER/FAX/SCAN	2002-07-31	500	500	M5D	5				
CONFERENCE TABLES	2002-11-09	900	900	M7D					
CONFERENCE TABLES	2003-04-04	878	878	M7D					
OFFICE FURNITURE	2003-04-21	522	522	M7D					
ALL IN ONE PRINTER	2004-12-29	350	349	M5D					
ALL IN ONE PRINTER	2005-01-31	68	67	M5D					
BOOKCASE	2005-10-06	400	400	M7D					
BOOKCASE	2006-01-03	423	398	M7D		25			
ALL IN ONE PRINTER	2008-03-26	1,190	1,090	M5D		99			
CONFERENCE TABLES	2008-02-21	300	208	M7D		37			
CONFERENCE CHAIRS	2008-02-29	1,389	964	M7D		170			
DELL COMPUTER	2009-03-25	3,844	2,883	M5D	5	640			
OFFICE FURNITURE	2010-04-05	150	68	M7D		18			

TY 2013 Investments Corporate Stock Schedule

Name: Allen Whitehill Clowes Charitable Foundation Inc

EIN: 35-1812631

Name of Stock	End of Year Book Value	End of Year Fair Market Value
BLACK ROCK CAPITAL	288,942	405,229
JPMORGAN #5006	0	0
JPMORGAN #0009	0	0
UBS #14177	131,440,308	94,252,566
UBS #14178	6,767,611	8,726,038

TY 2013 Investments - Land Schedule

Name: Allen Whitehill Clowes
Charitable Foundation Inc

EIN: 35-1812631

TY 2013 Land, Etc. Schedule

Name: Allen Whitehill Clowes
Charitable Foundation Inc

EIN: 35-1812631

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
PRINTER/FAX/SCAN	500	500		
CONFERENCE TABLES	900	900		
CONFERENCE TABLES	878	878		
OFFICE FURNITURE	522	522		
ALL IN ONE PRINTER	350	349	1	
ALL IN ONE PRINTER	68	67	1	
BOOKCASE	400	400		
BOOKCASE	423	423		
ALL IN ONE PRINTER	1,190	1,189	1	
CONFERENCE TABLES	300	245	55	
CONFERENCE CHAIRS	1,389	1,134	255	
DELL COMPUTER	3,844	3,523	321	
OFFICE FURNITURE	150	86	64	

TY 2013 Legal Fees Schedule

Name: Allen Whitehill Clowes
Charitable Foundation Inc

EIN: 35-1812631

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BAKER & DANIELS	78,850	7,885		70,965

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TY 2013 Other Assets Schedule

Name: Allen Whitehill Clowes
Charitable Foundation Inc

EIN: 35-1812631

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
OTHER RECIEVABLES	37,193	0	0

TY 2013 Other Expenses Schedule

Name: Allen Whitehill Clowes
Charitable Foundation Inc

EIN: 35-1812631

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
UTILITIES	2,537	254		2,283
BANK FEES	1,405	141		1,264
PARKING	2,589	259		2,330
DUES AND SUBSCRIPTIONS	725			725
INSURANCE	2,706			2,706
OFFICE SUPPLIES	1,020			1,020
POSTAGE AND DELIVERY	430			430
MEMBERSHIP DUES	6,050			6,050
MEETING EXPENSE	681			681

TY 2013 Other Liabilities Schedule

Name: Allen Whitehill Clowes
Charitable Foundation Inc

EIN: 35-1812631

Description	Beginning of Year - Book Value	End of Year - Book Value
PAYROLL TAX LIABILITY	3,342	0

TY 2013 Other Professional Fees Schedule

Name: Allen Whitehill Clowes
Charitable Foundation Inc

EIN: 35-1812631

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	47,212	47,212		
CONSULTING	485	49		436

TY 2013 Taxes Schedule

Name: Allen Whitehill Clowes Charitable Foundation Inc

EIN: 35-1812631

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX	70,247			
FOREIGN TAX	9,347	9,347		

Allen Whitehill Clowes Charitable Foundation
Indianapolis, Indiana
35-1812631
2013

Organization	Foundation Status	Purpose	Grant Amount
Actors Theatre of Indiana, Inc 510 3rd Avenue SW, Suite D Carmel, IN 46032	PC 501(c)(3)	Operations	20,000
American Cabaret Theatre, Inc 121 Monument Circle, Ste 516 Indianapolis, IN 46204	PC 501(c)(3)	Operations	21,000
American Pianists Association, Inc 4603 Clarendon Road No 30 Indianapolis, IN 46208	PC 501(c)(3)	Operations & Capital Project	32,500
Arts Council of Indianapolis, Inc 924 North Pennsylvania Street Indianapolis, IN 46204	PC 501(c)(3)	Operations	60,000
Athenaeum Turners School for Physical Education and the Performing Arts, Inc 401 East Michigan Street Indianapolis, IN 46204	PC 501(c)(3)	Operations	16,000
Benjamin Harrison Presidential Site, Inc 1230 North Delaware Street Indianapolis, IN 46202	PC 501(c)(3)	Operations	5,000
Bethel College, Inc 1001 Bethel Circle Mishawaka, IN 46545	PC 501(c)(3)	Operations	4,000
Big Car Media Inc 615 N Alabama Street Indianapolis, IN 46204	PC 501(c)(3)	Operations	35,000
Booth Tarkington Civic Theatre of Indianapolis, Inc 3 Center Green No 2000 Carmel, IN 46032	PC 501(c)(3)	Operations	18,500
Butler University 4600 Sunset Ave Indianapolis, IN 46208	PC 501(c)(3)	Operations	1,800,000
Cathedral Arts, Inc 32 E Washington Street, Suite 1320 Indianapolis, IN 46204	PC 501(c)(3)	Operations	77,500
Claude McNeal's Musical Theatre Training 320 North Meridian Street, Ste 818 Indianapolis, IN 46204	PC 501(c)(3)	Operations	20,000
Conner Prairie Museum, Inc 13400 Allisonville Road Fishers, IN 46308	PC 501(c)(3)	Operations	50,000
Covenant Christian Schools of Indianapolis 7525 W 21st St Indianapolis, IN 46214	PC 501(c)(3)	Operations	20,312
Dance Kaleidoscope, Inc 4603 Clarendon Road, Rm 32 Indianapolis, IN 46208	PC 501(c)(3)	Operations	25,000
Doctors Without Borders USA, Inc 333 Seventh Ave, 2nd Floor New York, NY 10001	PC 501(c)(3)	Operations & Earthquake Relief	27,500

Organization	Foundation Status	Purpose	Grant Amount
Echoing Air, Inc 123 E Westfield Blvd Indianapolis, IN 46220	PC 501(c)(3)	Operations	10,000
Encore Vocal Arts PO Box 30963 Indianapolis, IN 46230	PC 501(c)(3)	Operations	7,500
Festival Music Society of Indiana 3646 Bay Road, South Drive Indianapolis, IN 46240	PC 501(c)(3)	Operations	11,000
Fine Arts Society of Indianapolis P O Box 1706 Indianapolis, IN 46206-1706	PC 501(c)(3)	Operations	38,500
Friends of Holiday Park, Inc 6363 Spring Mill Road Indianapolis, IN 46260	PC 501(c)(3)	Operations	100,000
Freetown Village, Inc PO Box 1041 Indianapolis, IN 46206-1041	PC 501(c)(3)	Operations	15,000
Girl Scouts of Central Indiana 2611 Waterfront Parkway East Drive, Suite 1000 Indianapolis, IN 46214	PC 501(c)(3)	Operations	50,000
Harrison Center for the Arts, Inc 1505 N Delaware St Indianapolis, IN 46202	SO I 509(a)(3)	Operations & Capital Project	45,000
Heartland Truly Moving Pictures, Inc 200 S Meridian St Ste 220, Indianapolis, IN 46225	PC 501(c)(3)	Capital Project	75,000
Herron High School 110 East 16th Street Indianapolis, IN 46202	PC 501(c)(3)	Operations	275,000
Historic Landmarks Foundation of Indiana, Inc 1201 Central Avenue Indianapolis, IN 46202	PC 501(c)(3)	Operations	145,000
Hoosier Salon Patrons Association 714 E 65th St Indianapolis, IN 46220	PC 501(c)(3)	Operations	30,000
Indiana Black Expo, Inc 3145 N Meridian St Indianapolis, IN 46208	PC 501(c)(3)	Project	16,000
Indiana Historical Society 450 W Ohio St Indianapolis, IN 46202	PC 501(c)(3)	Operations	42,000
Indiana Opera Society, Inc 250 East 38th St Indianapolis, IN 46205	PC 501(c)(3)	Operations	75,000
Indiana Performing Arts Center, Inc PO Box 1695 Indianapolis, IN 46206-1695	PC 501(c)(3)	Operations	15,000
Indiana Repertory Theatre, Inc 140 W Washington Street Indianapolis, IN 46204	PC 501(c)(3)	Operations	18,000
Indiana University Foundation			

Organization	Foundation Status	Purpose	Grant Amount
950 North Meridian St, Suite 250 Indianapolis, IN 46204	PC 501(c)(3)	Operations	32,000
Indianapolis Ballet Incorporated 502 N Capital Avenue, Suite B Indianapolis, IN 46204	PC 501(c)(3)	Operations	27,500
Indianapolis Chamber Orchestra, Inc 4603 Clarendon Road, Suite 36 Indianapolis, IN 46208	PC 501(c)(3)	Operations	33,500
Indianapolis Children's Choir, Inc 4600 Sunset Avenue Indianapolis, IN 46208	PC 501(c)(3)	Operations	27,500
Indianapolis City Ballet, Inc P O Box 40567 Indianapolis, IN 46240	PC 501(c)(3)	Operations	50,000
Indianapolis Jazz Foundations, Inc P O Box 20857 Indianapolis, IN 46220	PC 501(c)(3)	Operations	7,500
Indianapolis Museum of Contemporary Art Inc 1043 Virginia Avenue Suite 5 Indianapolis, IN 46203	PC 501(c)(3)	Operations	12,000
Indianapolis Professional Assn , Inc P O 20712 Indianapolis, IN 46220	PC 501(c)(3)	Operations	5,000
Indianapolis Symphonic Choir, Inc 4600 Sunset Ave Box 83 Indianapolis, IN 46208	PC 501(c)(3)	Operations	23,000
Indianapolis Theatre Fringe Festival, Inc P O Box 44121 Indianapolis, IN 46244	PC 501(c)(3)	Capital Project	11,000
Indianapolis Zoological Society, Inc 1200 W Washington Street Indianapolis, IN 46222	PC 501(c)(3)	Operations	25,000
IndyBaroque Music, Inc 401 E Michigan St Indianapolis, IN 46204	PC 501(c)(3)	Operations	25,000
James Whitcomb Riley Memorial Association 30 South Meridian Street, Suite 200 Indianapolis, IN 46204-3509	PC 501(c)(3)	Operations	50,000
Jewish Comm Center Association of Indpls, Inc 6701 Hoover Road Indianapolis, IN 46260	PC 501(c)(3)	Operations	10,000
Keep Indianapolis Beautiful, Inc 1029 Fletcher Ave Indianapolis, IN 46203	PC 501(c)(3)	Operations	20,000
Kurt Vonnegut Memorial Library, Inc The Emelie Building, 340 North Senate Avenue Indianapolis, IN 46204	PC 501(c)(3)	Capital Project	50,000
Lafayette Symphony, Inc P O Box 52 Lafayette, IN 47902	PC 501(c)(3)	Operations	25,000
Metropolitan Indpls Public Broadcasting 1630 N Meridian St	PC		

Organization	Foundation Status	Purpose	Grant Amount
Indianapolis, IN 46202	501(c)(3)	Operations	35,000
M S D Lawrence Township Foundation 6501 Sunnyside Rd , Suite A219 Indianapolis, IN 46236	PC 501(c)(3)	Operations	21,000
New Harmony Project, Inc P O Box 441062 Indianapolis, IN 46244	PC 501(c)(3)	Operations	20,000
Philharmonic Orchestra of Indianapolis, Inc 32 E Washington St Ste 950 Indianapolis, IN 46204	PC 501(c)(3)	Operations	15,000
Ronald McDonald House of Indiana 435 Limestone Street Indianapolis, IN 46202	PC 501(c)(3)	Operations	25,000
St Joseph Institute for the Deaf-Indpls 9192 Waldemar Rd Indianapolis, IN 46268	PC 501(c)(3)	Operations	10,000
Taylor University 236 W Reade Ave Upland, IN 46989	PC 501(c)(3)	Operations	20,000
The Athenaeum Foundation, Inc 401 E Michigan Street Indianapolis, IN 46204	SO I 509(a)(3)	Operations	50,000
The Bach Chorale Singers, Inc 839 Main St , Ste 540 Lafayette, IN 47901	PC 501(c)(3)	Operations	9,000
The Ensemble Music Society of Indpls Inc P O Box 40188 Indianapolis, IN 46240	PC 501(c)(3)	Operations	17,500
United Way of Central Indiana, Inc 3901 N Meridian St Indianapolis, IN 46208	PC 501(c)(3)	Operations	55,000
University of the Cumberland, Inc 816 Walnut Street Williamsburg, KY 40769	PC 501(c)(3)	Operations	10,000
USA International Harp Competition, Inc P O Box 5008 Bloomington, IN 47407	PC 501(c)(3)	Operations	16,500
VSA Indiana Inc 1505 North Delaware Street Indianapolis, IN 46202	PC 501(c)(3)	Operations	20,000
White's Residential and Family Services 5233 S 50 E Wabash, IN 46992	PC 501(c)(3)	Operations	25,000
Young Audiences of Indiana, Inc 3921 N Meridian Street, Suite 210 Indianapolis, IN 46208	PC 501(c)(3)	Operations	49,000
Zionsville Center for Art, History, & Genealogy, Inc 225 W Hawthorne St Zionsville, IN 46077	PC 501(c)(3)	Operations	10,000
			4,042,312

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ALLEN WHITEHILL CLOWES CHAR FND INC
WILLIAM H MARSHALL
320 N MERIDIAN ST STE 811
INDIANAPOLIS, IN 46204-1731
Account Number A 68900-00-9

2013 Proceeds from Broker and Barter Exchange Transactions (Form 1099-B)

OMB No 1545-0715

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ABBOTT LABORATORIES	ABT 002824-10-0	03/14/2013 Various	572 000	20,046 38		17,501 79		2,544 59
ABBOTT LABORATORIES	ABT 002824-10-0	03/14/2013 05/17/2012	419 000	14,662 32		12,614 43		2,047 89
ABBOTT LABORATORIES	ABT 002824-10-0	03/15/2013 05/17/2012	71 000	2,476 42		2,137 53		338 89
ABBOTT LABORATORIES	ABT 002824-10-0	03/15/2013 05/17/2012	733 000	25,233 17		22,067 73		3,165 44
ABBOTT LABORATORIES	ABT 002824-10-0	03/18/2013 Various	616 000	20,708 10		18,511 03		2,197 07
APPLE INC	AAPL 037833-10-0	03/11/2013 Various	198 000	84,509 52		113,952 55		-29,443 03
EMERSON ELECTRIC CO	EMR 291011-10-4	06/27/2013 07/13/2012	148 000	8,201 93		6,608 67		1,593 26

Department of the Treasury-Internal Revenue Service

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EMERSON ELECTRIC CO	EMR 291011-10-4	06/28/2013 07/13/2012	34 000	1,864 90		1,518 21		346 69
HOME DEPOT INC	HD 437076-10-2	04/03/2013 Various	544 000	38,329 71		27,671 60		10,658 11
LIMITED BRANDS INC	LTD 532716-10-7	01/15/2013 08/03/2012	344 000	15,873 52		16,937 01		-1,063 49
LINEAR TECHNOLOGY CORP	LLTC 535678-10-6	03/08/2013 07/13/2012	183 000	7,026 33		5,514 98		1,511 35
LINEAR TECHNOLOGY CORP	LLTC 535678-10-6	03/11/2013 Various	408 000	15,597 45		12,197 97		3,399 48
LINEAR TECHNOLOGY CORP	LLTC 535678-10-6	03/12/2013 05/17/2012	654 000	24,959 28		19,430 21		5,529 07
LINEAR TECHNOLOGY CORP	LLTC 535678-10-6	03/13/2013 05/17/2012	736 000	28,009 25		21,866 42		6,142 83

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LINEAR TECHNOLOGY CORP	LLTC 535678-10-6	03/14/2013 Various	167 000	6,422 28		4,923 90		1,498 38
LINEAR TECHNOLOGY CORP	LLTC 535678-10-6	03/15/2013 05/25/2012	214 000	8,075 79		6,259 69		1,816 10
LINEAR TECHNOLOGY CORP	LLTC 535678-10-6	03/18/2013 05/25/2012	84 000	3,140 01		2,457 08		682 93
LORILLARD INC	LO 544147-10-1	04/29/2013 07/31/2012	42 000	1,804 75		1,800 82		3 93
LORILLARD INC	LO 544147-10-1	04/29/2013 Various	506 000	21,750 12		21,581 49		168 63
LORILLARD INC	LO 544147-10-1	04/30/2013 Various	792 000	34,041 38		33,533 69		507 69
LORILLARD INC	LO 544147-10-1	05/01/2013 05/17/2012	725 000	31,006 97		30,691 57		315 40

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LORILLARD INC	LO 544147-10-1	05/02/2013 05/17/2012	879 000	37,755 28		37,210 88		544 40
LORILLARD INC	LO 544147-10-1	05/03/2013 Various	704 000	30,031 76		29,789 59		242 17
LORILLARD INC	LO 544147-10-1	05/06/2013 05/25/2012	336 000	14,277 70		14,208 66		69 04
M & T BANK CORP	MTB 55261F-10-4	04/03/2013 Various	182 000	18,373 49		15,016 65		3,356 84
M & T BANK CORP	MTB 55261F-10-4	04/04/2013 05/17/2012	185 000	18,781 71		15,222 78		3,558 93
M & T BANK CORP	MTB 55261F-10-4	04/05/2013 05/17/2012	120 000	12,063 87		9,874 24		2,189 63
MCGRAW-HILL COMPANIES INC	MHP 580645-10-9	02/08/2013 12/11/2012	93 000	3,966 36		5,256 93		-1,290 57

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MCGRAW-HILL COMPANIES INC	MHP 580645-10-9	02/08/2013 Various	864 000	36,647 81		48,820 91		-12,173 10
MCGRAW-HILL COMPANIES INC	MHP 580645-10-9	02/11/2013 Various	890 000	38,976 77		50,204 68		-11,227 91
SPECTRA ENERGY CORPORATION	SE 847560-10-9	01/17/2013 Various	1,285 000	35,032 17		37,510 87		-2,478 70
SPECTRA ENERGY CORPORATION	SE 847560-10-9	01/17/2013 05/17/2012	249 000	6,817 47		7,170 05		-352 58
SPECTRA ENERGY CORPORATION	SE 847560-10-9	01/18/2013 05/17/2012	176 000	4,792 58		5,067 99		-275 41
SPECTRA ENERGY CORPORATION	SE 847560-10-9	01/18/2013 05/17/2012	125 000	3,396 17		3,599 43		-203 26
SPECTRA ENERGY CORPORATION	SE 847560-10-9	01/18/2013 05/17/2012	32 000	869 74		921 45		-51 71

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SPECTRA ENERGY CORPORATION	SE 847560-10-9	01/18/2013 05/17/2012	65 000	1,763 53		1,871 70		-108 17
SPECTRA ENERGY CORPORATION	SE 847560-10-9	01/18/2013 05/17/2012	66 000	1,794 25		1,900 50		-106 25
SPECTRA ENERGY CORPORATION	SE 847560-10-9	01/22/2013 05/17/2012	210 000	5,745 11		6,047 03		-301 92
SPECTRA ENERGY CORPORATION	SE 847560-10-9	01/22/2013 05/17/2012	58 000	1,587 46		1,670 13		-82 67
SPECTRA ENERGY CORPORATION	SE 847560-10-9	01/22/2013 05/17/2012	657 000	17,967 30		18,918 58		-951 28
SPECTRA ENERGY CORPORATION	SE 847560-10-9	01/23/2013 05/17/2012	224 000	6,102 78		6,450 17		-347 39
SPECTRA ENERGY CORPORATION	SE 847560-10-9	01/23/2013 05/17/2012	300 000	8,151 12		8,638 62		-487 50

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SPECTRA ENERGY CORPORATION	SE 847560-10-9	01/23/2013 05/17/2012	137 000	3,727 22		3,944 97		-217 75
SPECTRA ENERGY CORPORATION	SE 847560-10-9	01/23/2013 05/17/2012	137 000	3,744 16		3,944 97		-200 81
SPECTRA ENERGY CORPORATION	SE 847560-10-9	01/23/2013 05/17/2012	192 000	5,218 44		5,528 72		-310 28
TIME WARNER INC NEW	TWX 887317-30-3	02/25/2013 12/20/2012	177 000	9,349 76		8,481 45		868 31
TUPPERWARE CORP	TUP 899896-10-4	01/04/2013 Various	88 000	5,710 30		5,712 03		-1 73
TUPPERWARE CORP	TUP 899896-10-4	01/04/2013 Various	177 000	11,479 54		11,419 55		59 99
TUPPERWARE CORP	TUP 899896-10-4	01/07/2013 Various	208 000	13,519 80		13,214 65		305 15

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TUPPERWARE CORP	TUP 899896-10-4	01/08/2013 Various	137 000	8,890 73		7,737 88		1,152 85
TUPPERWARE CORP	TUP 899896-10-4	01/08/2013 05/17/2012	72 000	4,669 10		3,987 10		682 00
TUPPERWARE CORP	TUP 899896-10-4	01/09/2013 05/17/2012	31 000	2,014 42		1,716 67		297 75
TUPPERWARE CORP	TUP 899896-10-4	01/10/2013 Various	167 000	10,776 42		9,151 26		1,625 16
TUPPERWARE CORP	TUP 899896-10-4	01/11/2013 Various	184 000	11,778 61		9,926 32		1,852 29
V F CORP	VFC 918204-10-8	01/24/2013 10/24/2012	22 000	3,148 69		3,402 42		-253 73
V F CORP	VFC 918204-10-8	01/24/2013 10/24/2012	16 000	2,335 86		2,474 48		-138 62

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V F CORP	VFC 918204-10-8	01/25/2013 10/24/2012	16 000	2,336 89		2,474 48		-137 59
WILLIAMS COMPANIES INC	WMB 969457-10-0	05/31/2013 Various	696 000	24,669 57		26,493 81		-1,824 24
WILLIAMS COMPANIES INC	WMB 969457-10-0	06/03/2013 Various	888 000	31,029 98		32,354 16		-1,324 18
WILLIAMS COMPANIES INC	WMB 969457-10-0	06/03/2013 01/18/2013	119 000	4,156 60		4,063 55		93 05
WILLIAMS COMPANIES INC	WMB 969457-10-0	06/04/2013 Various	608 000	21,035 83		20,620 49		415 34
Total Short-Term Covered				**898,225.93**		**901,799.17**		**-3,573.24**

Department of the Treasury-Internal Revenue Service

* GROSS PROCEEDSLESS COMMISSIONS AND OPTION PREMIUMS ARE BEING REPORTED
IF APPLICABLE, FEDERALAND STATE INCOME TAX WITHHELDIS PRESENTEDON THE FINAL PAGE OF FORM 1099-B

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JPMorgan Chase Bank, N.A.
270 Park Avenue, New York, NY 10017-2014

Federal Identification Number: 13-4994650
877/576-2207

ALLEN WHITEHILL CLOWES CHAR FND INC
WILLIAM H MARSHALL
320 N MERIDIAN ST STE 811
INDIANAPOLIS, IN 46204-1731
Account Number A 68900-00-9

2013 Proceeds from Broker and Barter Exchange Transactions (Form 1099-B)

OMB No 1545-0715

Copy B For Recipient - (Keep for your records) RECIPIENT`S Identification Number 35-1812631

Box 1c: Long-Term Covered - Box 6b: Basis Reported to IRS

Box 8 Description	Box 1d Stock or Other Symbol Cusip	Box 1a Date of sale or exchange Box 1b Date of acquisition	Box 1e Quantity Sold	Box 2a Stocks bonds etc*	Box 2b Check if loss not allowed based on amount in Box 2a	Box 3 Cost or other basis	Box 5 Wash sale loss disallowed	Gain or loss
AT&T INC	T 00206R-10-2	06/07/2013 05/25/2012	142 000	5,034 25		4,795 33		238 92
AT&T INC	T 00206R-10-2	06/07/2013 Various	1,477 000	52,391 82		49,562 87		2,828 95
AT&T INC	T 00206R-10-2	06/07/2013 05/17/2012	990 000	35,076 08		33,125 30		1,950 78
AT&T INC	T 00206R-10-2	06/10/2013 05/17/2012	182 000	6,551 89		6,089 70		462 19
AT&T INC	T 00206R-10-2	06/10/2013 05/17/2012	299 000	10,743 12		10,004 51		738 61
AT&T INC	T 00206R-10-2	06/10/2013 05/17/2012	215 000	7,700 29		7,193 88		506 41
CENTURYLINK INC	CTL 156700-10-6	06/21/2013 Various	954 000	32,663 44		37,047 78		-4,384 34

Department of the Treasury-Internal Revenue Service

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Box 8 Description	Box 1d Stock or Other Symbol / Cusip	Box 1a Date of sale or exchange / Box 1b Date of acquisition	Box 1e Quantity Sold	Box 2a Stocks bonds etc*	Box 2b Check if loss not allowed based on amount in Box 2a	Box 3 Cost or other basis	Box 5 Wash sale loss disallowed	Gain or loss
CENTURYLINK INC	CTL 156700-10-6	06/24/2013 05/17/2012	253 000	8,657 51		9,781 44		-1,123 93
CENTURYLINK INC	CTL 156700-10-6	06/24/2013 05/17/2012	90 000	3,060 41		3,479 56		-419 15
CENTURYLINK INC	CTL 156700-10-6	06/24/2013 05/17/2012	56 000	1,901 56		2,165 06		-263 50
CENTURYLINK INC	CTL 156700-10-6	06/24/2013 05/17/2012	231 000	7,891 49		8,930 88		-1,039 39
CENTURYLINK INC	CTL 156700-10-6	06/24/2013 05/17/2012	146 000	4,969 25		5,644 62		-675 37
CENTURYLINK INC	CTL 156700-10-6	06/25/2013 05/17/2012	545 000	18,729 03		21,070 68		-2,341 65
EMERSON ELECTRIC CO	EMR 291011-10-4	06/26/2013 05/25/2012	66 000	3,647 46		3,130 58		516 88

Department of the Treasury-Internal Revenue Service

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Box 8 Description	Box 1d Stock or Other Symbol Cusip	Box 1a Date of sale or exchange Box 1b Date of acquisition	Box 1e Quantity Sold	Box 2a Stocks bonds etc*	Box 2b Check if loss not allowed based on amount in Box 2a	Box 3 Cost or other basis	Box 5 Wash sale loss disallowed	Gain or loss
EMERSON ELECTRIC CO	EMR 291011-10-4	06/26/2013 05/25/2012	43 000	2,379 14		2,039 62		339 52
EMERSON ELECTRIC CO	EMR 291011-10-4	06/27/2013 05/25/2012	252 000	13,965 44		11,953 15		2,012 29
PPG INDUSTRIES INC	PPG 693506-10-7	06/25/2013 05/25/2012	6 000	888 91		618 77		270 14
PPG INDUSTRIES INC	PPG 693506-10-7	06/25/2013 05/25/2012	98 000	14,519 12		10,106 59		4,412 53
PPG INDUSTRIES INC	PPG 693506-10-7	06/26/2013 05/25/2012	14 000	2,069 58		1,443 80		625 78
PPG INDUSTRIES INC	PPG 693506-10-7	06/26/2013 05/25/2012	79 000	11,772 35		8,147 14		3,625 21
PPG INDUSTRIES INC	PPG 693506-10-7	06/26/2013 Various	85 000	12,695 35		8,612 98		4,082 37

Department of the Treasury-Internal Revenue Service

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2013 Proceeds from Broker and Barter Exchange Transactions (Form 1099-B)

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Box 1c: Long-Term Covered - Box 6b: Basis Reported to IRS

Box 8 Description	Box 1d Stock or Other Symbol Cusip	Box 1a Date of sale or exchange Box 1b Date of acquisition	Box 1e Quantity Sold	Box 2a Stocks bonds etc*	Box 2b Check if loss not allowed based on amount in Box 2a	Box 3 Cost or other basis	Box 5 Wash sale loss disallowed	Gain or loss
PPG INDUSTRIES INC	PPG 693506-10-7	06/27/2013 05/17/2012	16 000	2,382 17		1,616 53		765 64
PPG INDUSTRIES INC	PPG 693506-10-7	06/27/2013 05/17/2012	62 000	9,249 36		6,264 07		2,985 29
PPG INDUSTRIES INC	PPG 693506-10-7	06/28/2013 05/17/2012	32 000	4,701 71		3,233 07		1,468 64
WILLIAMS COMPANIES INC	WMB 969457-10-0	06/04/2013 05/17/2012	49 000	1,695 32		1,482 10		213 22
WILLIAMS COMPANIES INC	WMB 969457-10-0	06/05/2013 05/17/2012	747 000	25,509 46		22,594 51		2,914 95

Department of the Treasury-Internal Revenue Service

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Federal Identification Number: 13-4994650
877/576-2207

ALLEN WHITEHILL CLOWES CHAR FND INC
WILLIAM H MARSHALL
320 N MERIDIAN ST STE 811
INDIANAPOLIS, IN 46204-1731
Account Number A 68900-00-9

2013 Proceeds from Broker and Barter Exchange Transactions (Form 1099-B)

OMB No 1545-0715

Copy B For Recipient - (Keep for your records) RECIPIENT'S Identification Number 35-1812631

Box 1c: Long-Term Covered - Box 6b: Basis Reported to IRS

Box 8 Description	Box 1d Stock or Other Symbol Cusip	Box 1a Date of sale or exchange Box 1b Date of acquisition	Box 1e Quantity Sold	Box 2a Stocks bonds etc*	Box 2b Check if loss not allowed based on amount in Box 2a	Box 3 Cost or other basis	Box 5 Wash sale loss disallowed	Gain or loss
WILLIAMS COMPANIES INC	WMB 969457-10-0	06/06/2013 05/17/2012	358 000	12,266 02		10,828 42		1,437 60
Total Long-Term Covered				**313,111.53**		**290,962.94**		**22,148.59**
Total Long-Term & Short-Term Covered				**1,211,337.46**		**1,192,762.11**		**18,575.35**

Department of the Treasury-Internal Revenue Service

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ALLEN WHITEHILL CLOWES CHAR FND INC
WILLIAM H MARSHALL
320 N MERIDIAN ST STE 811
INDIANAPOLIS, IN 46204-1731
Account Number A 68900-00-9

2013 Proceeds from Broker and Barter Exchange Transactions (Form 1099-B)

OMB No 1545-0715

Copy B For Recipient - (Keep for your records) RECIPIENT`S Identification Number 35-1812631

Box 6a: Non Covered - Basis not reported to IRS

Box 8 Description	Box 1d Stock or Other Symbol	Cusip	Box 1a Date of sale or exchange	Box 1e Quantity Sold	Box 2a Stocks bonds etc*	Box 2b check if loss not allowed based on amount in Box 2a	
EMERSON ELECTRIC CO	EMR	291011-10-4	06/28/2013	390 000	21,391 44	1 608	
EMERSON ELECTRIC CO	EMR	291011-10-4	06/28/2013	249 000	13,572 75	1,027	
EMERSON ELECTRIC CO	EMR	291011-10-4	07/01/2013	758 000	41,959 72	3,125	
EMERSON ELECTRIC CO	EMR	291011-10-4	07/02/2013	227 000	12,650 56	936	
Total Non Covered					**89,574.47**	**6,696**	**82,878**

Department of the Treasury-Internal Revenue Service

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JPMorgan Chase Bank, N.A.
270 Park Avenue, New York, NY 10017-2014

Federal Identification Number: 13-4994650
877/576-2207

ALLEN WHITEHILL CLOWES CHAR FND INC
WILLIAM H MARSHALL
320 N MERIDIAN ST STE 811
INDIANAPOLIS, IN 46204-1731
Account Number W 52395-00-6

2013 Proceeds from Broker and Barter Exchange Transactions (Form 1099-B)

OMB No 1545-0715

Copy B For Recipient - (Keep for your records) RECIPIENT`S Identification Number 35-1812631

Box 6a: Non Covered - Basis not reported to IRS

Box 8 Description	Box 1d Stock or Other Symbol	Cusip	Box 1a Date of sale or exchange	Box 1e Quantity Sold	Box 2a Stocks bonds etc*	Box 2b check if loss not allowed based on amount in Box 2a	
ELI LILLY & CO	LLY	532457-10-8	01/15/2013	50,100 000	2,659,989 30	3,973,171	
ELI LILLY & CO	LLY	532457-10-8	04/10/2013	50,100 000	2,881,219 97	3,973,171	
ELI LILLY & CO	LLY	532457-10-8	06/25/2013	74,500 000	3,671,765 42	5,908,208	
Total Non Covered					**9,212,974.69**	**13,854,550**	**<4,641,575>**

Department of the Treasury-Internal Revenue Service

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UBS Financial Services Inc.
1000 Harbor Boulevard
Weehawken, NJ 07086-6790
Federal ID 13-2638166

Your Financial Advisor:
THE ESPOSITO GREEN GROUP
317-816-0800/800-469-4639

Recipient:
ALLEN WHITEHILL CLOWES
CHARITABLE FOUNDATION INC
320 N MERIDIAN ST
STE 811
INDIANAPOLIS IN 46204-1731

2013 Informational Statement

Account Number: IP 14178 M2
Tax Identification Number. 35-1812631

Proceeds from Broker Transactions

Short-term transactions for covered securities; included in Box 2a

Activity type	Quantity / face value (Box 1e)	Original cost basis ($)	Date acquired (Box 1b)	Date of sale / exchange (Box 1a)	Sale amount (Box 2a) ($)	Cost or other basis (Box 3) ($)	Wash sale loss disallowed (Box 5) ($)	Federal income tax withheld (Box 4) ($)	Loss not allowed (Box 2b)	Gain/Loss ($)
Description (Box 8) ACCENTURE PLC IRELAND CL A					*CUSIP* G1151C101	*Symbol (Box 1d)* ACN				
Sell	536 0000		11/15/12	08/07/13	39,161 57	34,601.27				4,560 30
Sell	44 0000		11/15/12	08/07/13	3,214 75	2,839 95				374 80
Sell	120 0000		11/15/12	08/07/13	8,767 52	7,741 18				1,026.34
Sell	79 0000		11/16/12	08/07/13	5,771 95	5,184 22				587 73
Sell	42 0000		11/16/12	08/07/13	3,068 63	2,777 78				290 85
Sub Total	**821.0000**				**59,984.42**	**53,144.40**				**6,840.02**
Description (Box 8) BRISTOL MYERS SQUIBB CO					*CUSIP* 110122108	*Symbol (Box 1d)* BMY				
Sell	102 0000		06/21/13	08/19/13	4,287 25	4,673 64				(386 39)
Sell	6 0000		06/21/13	08/19/13	252 19	274 29				(22 10)
Sell	381 0000		06/21/13	08/19/13	16,014 10	17,456 12				(1,442 02)
Sell	793 0000		06/21/13	08/19/13	33,331 20	36,305 44				(2,974 24)
Sell	31 0000		06/21/13	08/19/13	1,302 98	1,420 89				(117 91)
Sell	33 0000		06/24/13	08/19/13	1,387 05	1,496 16				(109 11)
Sell	368 0000		06/24/13	08/19/13	15,467 69	16,667 75				(1,200 06)
Sub Total	**1,714 0000**				**72,042.46**	**78,294 29**				**(6,251.83)**
Description (Box 8) CLIFFS NAT RESOURCES INC					*CUSIP* 18683K101	*Symbol (Box 1d)* CLF				
Sell	**500 0000**		07/30/13	10/02/13	**10,645.20**	**9,810.00**				**835.20**

continued next page

Proceeds from Broker Transactions (continued)

Short-term transactions for covered securities, included in Box 2a (continued)

Activity type	Quantity / face value (Box 1e)	Original cost basis ($)	Date acquired (Box 1b)	Date of sale / exchange (Box 1a)	Sale amount (Box 2a) ($)	Cost or other basis (Box 3) ($)	Wash sale loss disallowed (Box 5) ($)	Federal income tax withheld (Box 4) ($)	Loss not allowed (Box 2b)	Gain/Loss ($)
Description (Box 8) CME GROUP INC					*CUSIP* 12572Q105	*Symbol (Box 1d)* CME				
Sell	245 0000		09/05/12	08/07/13	17,594 01	13,543 97				4,050 04
Sell	593 0000		09/17/12	08/07/13	42,584 66	34,859 56				7,725 10
Sub Total	**838.0000**				**60,178.67**	**48,403.53**				**11,775.14**
Description (Box 8) EDISON INTL					*CUSIP* 281020107	*Symbol (Box 1d)* EIX				
Sell	30 0000		06/07/13	12/20/13	1,393 02	1,422 27				(29 25)
Sell	29 0000		06/07/13	12/20/13	1,346.58	1,372 50				(25 92)
Sell	16 0000		06/07/13	12/20/13	742 94	756 17				(13 23)
Sell	6 0000		06/07/13	12/20/13	278 60	283 83				(5 23)
Sell	85 0000		06/07/13	12/20/13	3,946 87	4,014 13				(67 26)
Sell	11 0000		06/10/13	12/20/13	510 77	518 92				(8 15)
Sell	7,0000		06/10/13	12/20/13	325,04	330 57				(5 53)
Sell	3 0000		06/10/13	12/20/13	139 31	141 28				(1,97)
Sell	38 0000		06/10/13	12/20/13	1,764,49	1,796 07				(31 58)
Sell	19 0000		06/10/13	12/20/13	882.24	897 66				(15 42)
Sell	30 0000		06/10/13	12/20/13	1,393 01	1,412 25				(19,24)
Sell	82 0000		06/10/13	12/20/13	3,807,57	3,876 55				(68 98)
Sell	6 0000		06/10/13	12/20/13	278 60	282 09				(3 49)
Sell	49 0000		06/10/13	12/20/13	2,275 26	2,306 32				(31 06)
Sell	1 0000		06/11/13	12/20/13	46 43	46 87				(0 44)
Sell	7 0000		06/11/13	12/20/13	325 04	328 65				(3 61)
Sell	8 0000		06/11/13	12/20/13	371 47	374 63				(3 16)
Sell	14,0000		06/12/13	12/20/13	650 07	651 66				(1 59)
Sell	15.0000		06/12/13	12/20/13	696 50	697 50				(1 00)

continued next page

Proceeds from Broker Transactions (continued)

Short-term transactions for covered securities, included in Box 2a (continued)

Activity type	Quantity / face value (Box 1e)	Original cost basis ($)	Date acquired (Box 1b)	Date of sale / exchange (Box 1a)	Sale amount (Box 2a) ($)	Cost or other basis (Box 3) ($)	Wash sale loss disallowed (Box 5) ($)	Federal income tax withheld (Box 4) ($)	Loss not allowed (Box 2b)	Gain/Loss ($)
Description (Box 8) EDISON INTL					*CUSIP* 281020107		*Symbol (Box 1d)* EIX			
Sell	28 0000		06/12/13	12/20/13	1,300 15	1,301 43				(1 28)
Sell	7 0000		06/13/13	12/20/13	325 04	325 16				(0 12)
Sell	51 0000		06/13/13	12/20/13	2,368 13	2,372 89				(4 76)
Sell	4 0000		06/14/13	12/20/13	185 74	189 43				(3 69)
Sell	40 0000		06/14/13	12/20/13	1,857.36	1,887 68				(30 32)
Sell	4.0000		06/14/13	12/20/13	185.73	188 80				(3 07)
Sell	49 0000		06/17/13	12/20/13	2,275 26	2,341 07				(65 81)
Sell	25 0000		06/17/13	12/20/13	1,160 84	1,184 57				(23 73)
Sell	2 0000		06/18/13	12/20/13	92 86	94 90				(2 04)
Sell	3.0000		06/18/13	12/20/13	139.30	143 04				(3 74)
Sell	8 0000		06/18/13	12/20/13	371 47	380 43				(8 96)
Sell	12 0000		06/18/13	12/20/13	557 20	570 80				(13 60)
Sell	11 0000		06/19/13	12/20/13	510 78	522 48				(11 70)
Sell	28 0000		06/19/13	12/20/13	1,300.14	1,321 36				(21.22)
Sell	21 0000		06/19/13	12/20/13	975.11	990 08				(14 97)
Sell	8.0000		06/20/13	12/20/13	371.47	367 07				4 40
Sell	7 0000		06/20/13	12/20/13	325 04	316 76				8 28
Sell	21 0000		06/20/13	12/20/13	975 11	953 58				21 53
Sell	4 0000		06/20/13	12/20/13	185 74	182 70				3 04
Sell	2 0000		06/20/13	12/20/13	92 86	91 03				1 83
Sell	35 0000		06/21/13	12/20/13	1,625 18	1,598 73				26 45
Sell	8 0000		06/21/13	12/20/13	371 47	363 85				7 62
Sub Total	**834 0000**				**38,725 79**	**39,197 76**				**(471.97)**

continued next page

Proceeds from Broker Transactions (continued)

Short-term transactions for covered securities, included in Box 2a (continued)

Activity type	Quantity / face value (Box 1e)	Original cost basis ($)	Date acquired (Box 1b)	Date of sale / exchange (Box 1a)	Sale amount (Box 2a) ($)	Cost or other basis (Box 3) ($)	Wash sale loss disallowed (Box 5) ($)	Federal income tax withheld (Box 4) ($)	Loss not allowed (Box 2b)	Gain/Loss ($)
Description (Box 8) JOHNSON & JOHNSON COM					*CUSIP* 478160104		*Symbol (Box 1d)* JNJ			
Sell	589.0000		03/11/13	12/20/13	54,412 43	46,179 37				8,233 06
Sell	159 0000		03/14/13	12/20/13	14,688 59	12,549 98				2,138 61
Sell	128 0000		03/14/13	12/20/13	11,824 77	10,099 43				1,725 34
Sell	15 0000		03/15/13	12/20/13	1,385 72	1,179 60				206 12
Sell	281 0000		03/15/13	12/20/13	25,959 07	22,204 20				3,754 87
Sub Total	**1,172 0000**				**108,270 58**	**92,212.58**				**16,058 00**
Description (Box 8) NEWMONT MINING CORP (HOLDING CO)					*CUSIP* 651639106		*Symbol (Box 1d)* NEM			
Sell	**3,670.0000**		08/19/13	09/10/13	**108,760.28**	**118,789 76**				**(10,029.48)**
Description (Box 8) NTHN TRUST CORP					*CUSIP* 665859104		*Symbol (Box 1d)* NTRS			
Sell	**1,354.0000**		01/17/13	09/27/13	**74,092.01**	**67,764.72**				**6,327 29**
Description (Box 8) OCCIDENTAL PETROLEUM CRP					*CUSIP* 674599105		*Symbol (Box 1d)* OXY			
Sell	273 0000		05/31/13	08/19/13	23,557 82	25,305 60				(1,747 78)
Sell	257 0000		06/03/13	08/19/13	22,177 14	24,078 30				(1,901 16)
Sell	240 0000		06/04/13	08/19/13	20,710 18	22,686 38				(1,976 20)
Sell	244 0000		06/05/13	08/19/13	21,055 35	22,824 61				(1,769 26)
Sell	117 0000		06/06/13	08/19/13	10,096 21	10,828 44				(732 23)
Sub Total	**1,131.0000**				**97,596.70**	**105,723.33**				**(8,126.63)**

continued next page

Proceeds from Broker Transactions (continued)

Short-term transactions for covered securities, included in Box 2a (continued)

Activity type	Quantity / face value (Box 1e)	Original cost basis ($)	Date acquired (Box 1b)	Date of sale / exchange (Box 1a)	Sale amount (Box 2a) ($)	Cost or other basis (Box 3) ($)	Wash sale loss disallowed (Box 5) ($)	Federal income tax withheld (Box 4) ($)	Loss not allowed (Box 2b)	Gain/Loss ($)
Description (Box 8) PHILIP MORRIS INTL INC					*CUSIP* 718172109	*Symbol (Box 1d)* PM				
Sell	453 0000		01/07/13	08/07/13	39,919.25	39,075 92				843 33
Sell	48 0000		04/29/13	08/07/13	4,229 85	4,600 80				(370 95)
Sell	46 0000		04/29/13	08/07/13	4,053 61	4,415 94				(362 33)
Sell	1 0000		04/29/13	08/07/13	88 13	96 03				(7 90)
Sell	35 0000		04/30/13	08/07/13	3,084 27	3,348 60				(264 33)
Sell	87 0000		04/30/13	08/07/13	7,666 62	8,318 22				(651 60)
Sell	13 0000		05/01/13	08/07/13	1,145 58	1,252 03				(106 45)
Sell	49 0000		05/01/13	08/07/13	4,317 98	4,694 38				(376 40)
Sell	25 0000		05/01/13	08/07/13	2,203 05	2,410 76				(207 71)
Sell	14 0000		05/02/13	08/07/13	1,233 70	1,339 28				(105 58)
Sell	14 0000		05/02/13	08/07/13	1,233 70	1,334.26				(100 56)
Sell	15 0000		05/02/13	08/07/13	1,321 83	1,422 39				(100 56)
Sell	30 0000		05/02/13	08/07/13	2,643 66	2,851 16				(207 50)
Sell	14 0000		05/03/13	08/07/13	1,233 71	1,324 28				(90 57)
Sell	15 0000		05/03/13	08/07/13	1,321 83	1,420 07				(98 24)
Sell	8 0000		05/03/13	08/07/13	704 98	759 58				(54 60)
Sell	16 0000		05/03/13	08/07/13	1 409 95	1,521 10				(111.15)
Sell	35 0000		05/06/13	08/07/13	3,084 26	3,273 38				(189 12)
Sub Total	**918.0000**				**81,895.96**	**83,458 18**				**(2,562.22)**
Description (Box 8) WILLIAMS SONOMA INC					*CUSIP* 969904101	*Symbol (Box 1d)* WSM				
Sell	64 0000		12/10/12	09/27/13	3,571 25	2,843 68				727 57
Sell	425 0000		12/10/12	09/27/13	23,715 31	18,870 38				4,844 93

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Proceeds from Broker Transactions (continued)

Short-term transactions for covered securities, included in Box 2a (continued)

Activity type	Quantity / face value (Box 1e)	Original cost basis ($)	Date acquired (Box 1b)	Date of sale / exchange (Box 1a)	Sale amount (Box 2a) ($)	Cost or other basis (Box 3) ($)	Wash sale loss disallowed (Box 5) ($)	Federal income tax withheld (Box 4) ($)	Loss not allowed (Box 2b)	Gain/Loss ($)
Description (Box 8) WILLIAMS SONOMA INC						*CUSIP* 969904101	*Symbol (Box 1d)* WSM			
Sell	155 0000		12/11/12	09/27/13	8,649.11	6,923 01				1,726 10
Sell	590 0000		12/11/12	09/27/13	32,922 43	26,296 24				6,626.19
Sub Total	**1,234.0000**				**68,858.10**	**54,933.31**				**13,924.79**
Total	**14,186 0000**				**$780,050.17**	**$751,731 86**				**$28,318.31**

Long-term transactions for covered securities, included in Box 2a.

Activity type	Quantity / face value (Box 1e)	Original cost basis ($)	Date acquired (Box 1b)	Date of sale / exchange (Box 1a)	Sale amount (Box 2a) ($)	Cost or other basis (Box 3) ($)	Wash sale loss disallowed (Box 5) ($)	Federal income tax withheld (Box 4) ($)	Loss not allowed (Box 2b)	Gain/Loss ($)
Description (Box 8) CINEMARK HOLDINGS INC						*CUSIP* 17243V102	*Symbol (Box 1d)* CNK			
Sell	2,918 0000		05/17/12	09/27/13	92,761 31	68,944 76				23,816.55
Sell	965 0000		05/25/12	09/27/13	30,676 72	22,542 98				8,133 74
Sub Total	**3,883 0000**				**123,438.03**	**91,487 74**				**31,950.29**
Description (Box 8) CINN FINANCIAL CORP						*CUSIP* 172062101	*Symbol (Box 1d)* CINF			
Sell	1,875 0000		05/17/12	08/19/13	88,893 51	65,950 88				22,942 63
Sell	417 0000		05/25/12	08/19/13	19,769 92	14,933 69				4,836.23
Sub Total	**2,292.0000**				**108,663.43**	**80,884.57**				**27,778.86**

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Proceeds from Broker Transactions (continued)

Long-term transactions for covered securities, included in Box 2a (continued)

Activity type	Quantity / face value (Box 1c)	Original cost basis ($)	Date acquired (Box 1b)	Date of sale / exchange (Box 1a)	Sale amount (Box 2a) ($)	Cost or other basis (Box 3) ($)	Wash sale loss disallowed (Box 5) ($)	Federal income tax withheld (Box 4) ($)	Loss not allowed (Box 2b)	Gain/Loss ($)
Description (Box 8) CME GROUP INC					*CUSIP* 12572Q105		*Symbol (Box 1d)* CME			
Sell	1,490 0000		05/17/12	08/07/13	107,000 25	77,234 95				29,765 30
Sell	335 0000		05/25/12	08/07/13	24,057 10	17,631 71				6,425 39
Sell	180 0000		07/12/12	08/07/13	12,926 21	9,259 61				3,666 60
Sub Total	**2,005.0000**				**143,983.56**	**104,126.27**				**39,857.29**
Description (Box 8) CMS ENERGY CORP					*CUSIP*· 125896100		*Symbol (Box 1d)* CMS			
Sell	2,414 0000		05/17/12	09/27/13	63,212 15	55,088 44				8,123.71
Sell	538 0000		05/25/12	09/27/13	14,087 87	12,462 99				1,624 88
Sell	331 0000		07/13/12	09/27/13	8,667 45	8,041 61				625 84
Sub Total	**3,283.0000**				**85,967 47**	**75,593.04**				**10,374.43**
Description (Box 8) CULLEN FROST BANI ERS INC					*CUSIP* 229899109		*Symbol (Box 1d)* CFR			
Sell	1,136 0000		05/17/12	08/19/13	81,579 21	64,586 48				16,992 73
Sell	253 0000		05/25/12	08/19/13	18,168 61	14,605 89				3,562 72
Sub Total	**1,389.0000**				**99,747.82**	**79,192.37**				**20,555.45**
Description (Box 8) HOME DEPOT INC					*CUSIP* 437076102		*Symbol (Box 1d)* HD			
Sell	735.0000		05/17/12	09/27/13	55,744 29	35,096 10				20,648 19
Sell	355.0000		05/25/12	09/27/13	26,924 12	17,662 14				9,261 98
Sub Total	**1,090.0000**				**82,668.41**	**52,758.24**				**29,910.17**

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Proceeds from Broker Transactions (continued)

Long-term transactions for covered securities, included in Box 2a. (continued)

Activity type	Quantity / face value (Box 1e)	Original cost basis ($)	Date acquired (Box 1b)	Date of sale / exchange (Box 1a)	Sale amount (Box 2a) ($)	Cost or other basis (Box 3) ($)	Wash sale loss disallowed (Box 5) ($)	Federal income tax withheld (Box 4) ($)	Loss not allowed (Box 2b)	Gain/Loss ($)
Description (Box 8) MERCK & CO INC NEW COM					*CUSIP* 58933Y105		*Symbol (Box 1d)* MRK			
Sell	890 0000		05/17/12	12/20/13	43,924 56	34,180 01				9,744 55
Sell	371 0000		07/16/12	12/20/13	18,310 13	15,978 49				2,331 64
Sub Total	**1,261 0000**				**62,234 69**	**50,158.50**				**12,076.19**
Description (Box 8) MOLEX INC **MERGER EFF 12/2013**					*CUSIP* 608554101					
Exchange	3,285.0000		05/17/12	12/10/13	127,063 80	78,158 03				48,905 77
Exchange	732 0000		05/25/12	12/10/13	28,313 76	17,096 45				11,217 31
Sub Total	**4,017.0000**				**155,377.56**	**95,254.48**				**60,123 08**
Description (Box 8) PFIZER INC					*CUSIP* 717081103		*Symbol (Box 1d)* PFE			
Sell	1,583.0000		05/17/12	12/20/13	48,380 54	36,062 32				12,318 22
Sell	886 0000		07/16/12	12/20/13	27,078 44	20,279 03				6,799 41
Sub Total	**2,469.0000**				**75,458 98**	**56,341.35**				**19,117.63**
Description (Box 8) PHILIP MORRIS INTL INC					*CUSIP* 718172109		*Symbol (Box 1d)* PM			
Sell	1,202 0000		05/17/12	08/07/13	105,922 60	101,927 92				3,994 68
Sell	268 0000		05/25/12	08/07/13	23,616 69	22,938 68				678 01
Sell	110 0000		07/12/12	08/07/13	9,693 42	9,964 16				(270 74)
Sub Total	**1,580 0000**				**139,232.71**	**134,830.76**				**4,401.95**

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Proceeds from Broker Transactions (continued)

Long-term transactions for covered securities, included in Box 2a (continued)

Activity type	Quantity / face value (Box 1e)	Original cost basis ($)	Date acquired (Box 1b)	Date of sale / exchange (Box 1a)	Sale amount (Box 2a) ($)	Cost or other basis (Box 3) ($)	Wash sale loss disallowed (Box 5) ($)	Federal income tax withheld (Box 4) ($)	Loss not allowed (Box 2b)	Gain/Loss ($)
Description (Box 8) PRICE T ROWE GROUP INC						*CUSIP* 74144T108	*Symbol (Box 1d)* TROW			
Sell	1,586 0000		05/17/12	09/27/13	114,845 28	93,640 61				21,204 67
Sell	353 0000		05/25/12	09/27/13	25,561 40	20,415 51				5,145 89
Sell	418 0000		07/16/12	09/27/13	30,268 17	25,968 50				4,299 67
Sub Total	**2,357 0000**				**170,674.85**	**140,024.62**				**30,650 23**
Description (Box 8) WELLS FARGO & CO NEW						*CUSIP* 949746101	*Symbol (Box 1d)* WFC			
Sell	1,503 0000		05/17/12	12/20/13	67,700 40	48,352 11				19,348 29
Sell	328 0000		07/16/12	12/20/13	14,774 27	11,215 37				3,558 90
Sub Total	**1,831.0000**				**82,474 67**	**59,567 48**				**22,907.19**
Description (Box 8) WILLIAMS SONOMA INC						*CUSIP* 969904101	*Symbol (Box 1d)* WSM			
Sell	1,131 0000		05/17/12	09/27/13	63,110 62	40,318 57				22,792.05
Sell	496 0000		05/25/12	09/27/13	27,677 16	17,917 80				9,759 36
Sub Total	**1,627.0000**				**90,787.78**	**58,236 37**				**32,551.41**
Description (Box 8) 3M CO						*CUSIP* 88579Y101	*Symbol (Box 1d)* MMM			
Sell	294 0000		05/17/12	12/20/13	40,363.38	25,070 53				15,292 85
Sell	129 0000		07/12/12	12/20/13	17,710 46	11,080 71				6,629 75
Sub Total	**423 0000**				**58,073.84**	**36,151.24**				**21,922.60**
Total	**29,507.0000**				**$1,478,783 80**	**$1,114,607.03**				**$364,176.77**
Total					**$2,258,833.97**					

UBS Financial Services Inc.
1000 Harbor Boulevard
Weehawken, NJ 07086-6790
Federal ID 13-2638166

Your Financial Advisor:
THE ESPOSITO GREEN GROUP
317-816-0800/800-469-4639

Recipient:
ALLEN WHITEHILL CLOWES
CHARITABLE FOUNDATION INC
320 N MERIDIAN ST
STE 811
INDIANAPOLIS IN 46204-1731

2013 Informational Statement

Account Number: IP 14177 M2
Tax Identification Number: 35-1812631

Proceeds from Broker Transactions

Long-term transactions for noncovered securities; included in Box 2a

Activity type	Quantity / face value (Box 1e)	Original cost basis ($)	Date acquired (Box 1b)	Date of sale / exchange (Box 1a)	Sale amount (Box 2a) ($)	Cost or other basis (Box 3) ($)	Wash sale loss disallowed (Box 5) ($)	Federal income tax withheld (Box 4) ($)	Loss not allowed (Box 2b)	Gain/Loss ($)
Description (Box 8) LILLY ELI & CO					CUSIP 532457108	Symbol (Box 1d) LLY				
Sell	50,000.0000		11/01/00	10/01/13	2,515,173.70	3,965,240.00				(1,450,066 30)
Total	50,000 0000				$2,515,173 70	$3,965,240 00				$(1,450,066.30)
Total					$2,515,173.70					