113508 05/08/2014

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: AYRES FOUNDATION, INC.

A Employer identification number: 35-6018437

Number and street (or P O box number if mail is not delivered to street address): 545 W. 93RD STREET | Room/suite:

B Telephone number (see instructions): 317-443-1868

City or town, state or province, country, and ZIP or foreign postal code: INDIANAPOLIS IN 46260

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) ▶ $ 0

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

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

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)				
	2	Check ▶ ☒ if the foundation is not required to attach Sch. B				
	3	Interest on savings and temporary cash investments	36,671	36,671		
	4	Dividends and interest from securities	82,932	81,832		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10 STMT 1	283,148			
	b	Gross sales price for all assets on line 6a 2,338,358				
	7	Capital gain net income (from Part IV, line 2)		14,495		
	8	Net short-term capital gain			0	
	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) STMT 2	-17,961		-17,961	
	12	**Total.** Add lines 1 through 11	384,790	132,998	-17,961	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) STMT 3	4,826	4,826		
	c	Other professional fees (attach schedule) STMT 4	214	214		
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 5	5,463	5,463		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (att sch) STMT 6	2,021	2,021		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	12,524	12,524	0	0
	25	Contributions, gifts, grants paid	203,650			203,650
	26	**Total expenses and disbursements.** Add lines 24 and 25	216,174	12,524	0	203,650
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	168,616			
	b	**Net investment income** (if negative, enter -0-)		120,474		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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Part II Balance Sheets

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

			Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash – non-interest-bearing			
	2	Savings and temporary cash investments	110,515	166,632	
	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 (att schedule) ▶			
		Less allowance for doubtful accounts ▶ 0			
	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) SEE STMT 7	2,334,494	1,949,914	
	c	Investments – corporate bonds (attach schedule) SEE STMT 8	478,800	1,026,310	
	11	Investments – land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule) SEE STATEMENT 9	646,289	789,549	
	14	Land, buildings, and equipment. basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	3,570,098	3,932,405	0
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	3,570,098	3,932,405	
	30	**Total net assets or fund balances** (see instructions)	3,570,098	3,932,405	
	31	**Total liabilities and net assets/fund balances** (see instructions)	3,570,098	3,932,405	

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	3,570,098
2	Enter amount from Part I, line 27a	2	168,616
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 10	3	193,691
4	Add lines 1, 2, and 3	4	3,932,405
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	3,932,405

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	MERRILL LYNCH			
b	ENERGY TRANSFER PARTNERS			
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	14,209			14,209
b	286			286
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				14,209
b				286
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	14,495
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 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	168,600	3,516,292	0.047948
2011	177,552	3,387,652	0.052412
2010	158,207	3,296,144	0.047998
2009	103,980	2,712,423	0.038335
2008	171,251	3,154,791	0.054283

2	**Total** of line 1, column (d)	2	0.240976
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	0.048195
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	3,729,216
5	Multiply line 4 by line 3	5	179,730
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,205
7	Add lines 5 and 6	7	180,935
8	Enter qualifying distributions from Part XII, line 4	8	203,650

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 ▶ [X] and enter 1% of Part I, line 27b	1	1,205
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	1,205
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	1,205
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 2,700		
b	Exempt foreign organizations – tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments. Add lines 6a through 6d	7	2,700
8	Enter any **penalty** for underpayment of estimated tax Check here [X] if Form 2220 is attached	8	1
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	1,494
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 1,494 **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ ______ **(2)** On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? 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) ▶ NONE			
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)

			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 ▶ JOHN E.D. PEACOCK, JR. Telephone no. ▶ 317-443-1868
545 W. 93RD STREET
Located at ▶ INDIANAPOLIS IN ZIP+4 ▶ 46260

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

			Yes	No
16	At any time during calendar year 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 ▶ 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)	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 ▶ 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)	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)? (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)? 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 | No: 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 (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 STATEMENT 11				

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		

Part IX-A Summary of Direct Charitable Activities

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See 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	3,585,934
b	Average of monthly cash balances	1b	200,072
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	3,786,006
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	3,786,006
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)	4	56,790
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,729,216
6	**Minimum investment return.** Enter 5% of line 5	6	186,461

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	186,461
2a	Tax on investment income for 2013 from Part VI, line 5 2a 1,205		
b	Income tax for 2013 (This does not include the tax from Part VI) 2b		
c	Add lines 2a and 2b	2c	1,205
3	Distributable amount before adjustments Subtract line 2c from line 1	3	185,256
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	185,256
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	185,256

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	203,650
b	Program-related investments – total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	203,650
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	1,205
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	202,445

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				185,256
2	Undistributed income, if any, as of the end of 2013:				
a	Enter amount for 2012 only			11,827	
b	Total for prior years 20____ , 20____ , 20____				
3	Excess distributions carryover, if any, to 2013:				
a	From 2008				
b	From 2009				
c	From 2010				
d	From 2011				
e	From 2012				
f	**Total** of lines 3a through e				
4	Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 203,650				
a	Applied to 2012, but not more than line 2a			11,827	
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				185,256
e	Remaining amount distributed out of corpus	6,567			
5	Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))				
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	6,567			
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				0
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	6,567			
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 6,567				

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

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

1 **Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

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

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

JOHN E.D. PEACOCK JR. 317-443-1868
545 W. 93RD STREET INDPLS IN 46260

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

SEE STATEMENT 12

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:

SEE STATEMENT 13

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 STATEMENT 14				203,650
Total			▶ **3a**	203,650
b Approved for future payment N/A				
Total			▶ **3b**	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See instructions.)
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	36,671	
4 Dividends and interest from securities			14	81,832	1,100
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	14,495	268,653
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b SEE STATEMENT 15		-25,874		7,913	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		-25,874		140,911	269,753

13 **Total.** Add line 12, columns (b), (d), and (e) 13 384,790

(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.)
N/A	

DAA

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

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

Signature of officer or trustee | Date 5/9/14 | Title PRESIDENT ~~TREASURER~~

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed
THOMAS L. COMISSO, CPA	Thomas L. Comisso CPA THOMAS L. COMISSO, CPA	05/08/14	

Firm's name ▶	ASPIRE CPAS, PC	PTIN	P00048003
Firm's address ▶	8425 WOODFIELD CROSSING #110	Firm's EIN ▶	35-1841044
	INDIANAPOLIS, IN 46240-7316	Phone no	317-469-4500

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets

Description: Whom Sold	Date Acquired	Date Sold	How Received	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
AFLAC INC	3/12/13	5/14/13	PURCHASE	$ 16,160	$ 15,420	$	$	$ 740
ALLISON TRANSMISSION	1/09/13	6/14/13	PURCHASE	50,918	45,603			5,315
AUST NW Z B G	5/21/13	9/17/13	PURCHASE	45,065	47,052			-1,987
CENTURYLINK INC	9/17/13	12/09/13	PURCHASE	12,538	13,154			-616
CREDIT WUISSE GP SP	9/25/12	5/31/13	PURCHASE	14	10			4
CREDIT SUISSE GP SP	9/25/12	6/14/13	PURCHASE	49,430	38,328			11,102
CANADIAN IMPERIAL BANK OF COMM	1/09/13	11/07/13	PURCHASE	33,757	33,436			321
CANADIAN IMPERIAL BANK OF COMM	3/11/13	11/07/13	PURCHASE	16,878	16,393			485
CANADIAN IMPERIAL BANK OF COMM	5/21/13	11/22/13	PURCHASE	60,181	54,388			5,793
CATERPILLAR INC DEL	5/08/12	1/09/13	PURCHASE	32,819	33,464			-645
DEERE CO	1/09/13	12/10/13	PURCHASE	35,147	35,836			-689
DEERE CO	4/08/13	12/10/13	PURCHASE	17,574	17,381			193
HOME DEPOT INC	8/14/12	6/14/13	PURCHASE	60,821	43,519			17,302
NUVEEN INTER DURATION MUN TERM FD	12/05/12	6/14/13	PURCHASE	49,816	60,000			-10,184
JPMORGAN CHASE	1/29/13	8/13/13	PURCHASE	37,408	33,234			4,174
JPMORGAN CHASE	3/12/13	8/13/13	PURCHASE	16,032	15,336			696
JOHNSON AND JOHNSON	2/07/12	1/25/13	PURCHASE	72,953	65,533			7,420

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description Whom Sold	Date Acquired	Date Sold	How Received Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
NEWMONT MINING CORP	5/14/13	12/10/13	PURCHASE $ 36,193	$ 49,625	$	$	$ -13,432
QUEST DIAGNOSTICS INC	4/08/13	5/21/13	PURCHASE 18,217	17,252			965
ROYAL DUTCH SHEL PLC	11/13/12	2/01/13	PURCHASE 43,049	42,589			460
REPSOL YPF S A	2/01/13	11/07/13	PURCHASE 50,623	45,037			5,586
TAL INTL GROUP INC	2/13/13	10/01/13	PURCHASE 56,167	50,130			6,037
TAL INTL GROUP INC	5/21/13	10/01/13	PURCHASE 51,487	46,696			4,791
VALERO ENERGY ENERGY CORP	8/05/13	12/09/13	PURCHASE 46,537	35,095			11,442
VEOLIA ENVIRONNEMENT	6/29/12	1/25/13	PURCHASE 37,500	38,040			-540
ABB LTD	10/10/11	1/09/13	PURCHASE 46,264	41,768			4,496
AFLAC INC	5/08/12	5/14/13	PURCHASE 37,707	30,473			7,234
AMN ELEC POWER CO	1/10/11	5/21/13	PURCHASE 48,998	36,024			12,974
BOEING COMPANY	11/03/11	2/07/13	PURCHASE 53,470	46,104			7,366
FIRSTENERGY CORP	5/03/11	1/09/13	PURCHASE 31,948	33,704			-1,756
HARRIS PREFERRED CAP	1/20/11	4/30/13	PURCHASE 75,000	75,840			-840
MARATHON OIL CORP	1/05/11	8/07/13	PURCHASE 20,779	13,478			7,301
MARATHON OIL CORP	8/05/11	8/07/13	PURCHASE 20,779	15,515			5,264
QUEST DIAGNOSTICS	1/20/11	5/21/13	PURCHASE 36,435	32,976			3,459

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Whom Sold (Description)	Date Acquired	Date Sold	How Received	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
STATE STREET CORP	3/19/12	7/18/13	PURCHASE	$ 48,299	$ 32,641	$	$	$ 15,658
SOUTHERN COMPANY	8/05/11	5/21/13	PURCHASE	36,685	31,789			4,896
TELUS CORP	3/21/11	2/14/13	PURCHASE	52,799	37,905			14,894
VENTAS INC	1/23/12	3/12/13	PURCHASE	34,896	28,618			6,278
VENTAS INC	1/23/12	6/14/13	PURCHASE	35,040	28,618			6,422
VADAFONE GROUP PLC SP	2/15/12	12/26/13	PURCHASE	38,706	27,685			11,021
VODAFONE GROUP PLC SP	12/03/12	12/26/13	PURCHASE	38,706	26,063			12,643
NM GENL MOTORS ACCEPT CO	3/18/04	2/07/13	PURCHASE	99,513	100,000			-487
BANK OF AMERICA CLD	4/22/08	5/28/13	PURCHASE	50,000	50,000			
CENTURYLINK INC	11/23/10	12/09/13	PURCHASE	25,075	33,914			-8,839
KIMBERLY CLARK	10/31/06	3/12/13	PURCHASE	9,321	6,616			2,705
KIMBERLY CLARK	10/13/06	3/12/13	PURCHASE	27,964	19,851			8,113
KIMBERLY CLARK	10/31/06	5/14/13	PURCHASE	20,733	13,234			7,499
KIMBERLY CLARK	10/02/08	5/14/13	PURCHASE	20,733	12,974			7,759
PPL CORPORATION	8/11/10	5/21/13	PURCHASE	34,683	28,980			5,703
PPL CORPORATION	9/15/10	5/21/13	PURCHASE	12,612	10,934			1,678
PPL CORPORATION	9/15/10	5/21/13	PURCHASE	18,918	16,403			2,515

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description: Whom Sold	Date Acquired	Date Sold	How Received	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
PEPSICO INC	10/14/04	3/12/13	PURCHASE	$ 30,529	$ 19,244	$	$	$ 11,285
PEPSICO INC	10/14/04	6/14/13	PURCHASE	24,548	14,433			10,115
PEPSICO INC	10/02/08	6/14/13	PURCHASE	16,366	14,380			1,986
QUALCOMM INC	2/08/08	10/11/13	PURCHASE	46,643	29,008			17,635
VECTREN CORP	11/26/10	3/21/13	PURCHASE	41,588	31,970			9,618
NM GENERAL MTRS ACCPT	6/19/03	2/07/13	PURCHASE	79,437	80,000			-563
BUCKEYE PARTNERS	9/15/10	7/16/13	PURCHASE	78,990	69,932			9,058
TC PIPELINES	10/04/11	7/16/13	PURCHASE	82,415	71,474			10,941
ATLAS PIPELINE PARTNERS	1/01/13	12/31/13	PURCHASE		111			-111
TOTAL				$ 2,323,863	$ 2,055,210	$ 0	$ 0	$ 268,653

Federal Statements

Statement 2 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
BUCKEYE PARTNERS, LP	$ 63	$	$ 63
ENERGY TRANFER PARTNERS	96		96
TC PIPELINES, LP	-36		-36
ATLAS PIPELINE PARTNERS	-4		-4
ML RETURN OF CAPITAL	7,490		7,490
MISC INCOME	304		304
BUCKEYE PARTNERS, LP	-796		-796
ENERGY TRANSFER PARTNERS LP	-3,183		-3,183
TC PIPELINES, LP	-2,958		-2,958
ATLAS PIPELINE PARTNERS	-8,799		-8,799
TRANSMONTAIGNE PARTNERS	-10,138		-10,138
TOTAL	$ -17,961	$ 0	$ -17,961

Statement 3 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ACCOUNTING FEES	$ 4,826	$ 4,826	$	$
TOTAL	$ 4,826	$ 4,826	$ 0	$ 0

Statement 4 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
BROKERAGE FEES	$ 214	$ 214	$	$
TOTAL	$ 214	$ 214	$ 0	$ 0

Federal Statements

Statement 5 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FOREIGN TAX	$ 1,371	$ 1,371	$	$
FEDERAL EXCISE TAX	4,092	4,092		
TOTAL	$ 5,463	$ 5,463	$ 0	$ 0

Statement 6 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
EXPENSES				
MISCELLANEOUS EXPENSE	15	15		
BOND PEMIUM/DISCOUNT AMORTIZA	2,006	2,006		
TOTAL	$ 2,021	$ 2,021	$ 0	$ 0

Statement 7 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
	$ 2,334,494	$ 1,949,914		$
TOTAL	$ 2,334,494	$ 1,949,914		$ 0

Statement 8 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
	$ 478,800	$ 1,026,310		$
TOTAL	$ 478,800	$ 1,026,310		$ 0

Federal Statements

Statement 9 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
	$ 646,289	$ 789,549		$
TOTAL	$ 646,289	$ 789,549		$ 0

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Statement 10 - Form 990-PF, Part III, Line 3 - Other Increases

Description	Amount
CHANGE IN UNREALIZED GAIN, OTHER MISC	$ 193,691
TOTAL	$ 193,691

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Statement 11 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees, Etc.

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
JOHN E.D. PEACOCK 8140 TOWNSHIP LINE RD. APT 5307 INDIANAPOLIS IN 46260	TREASURER	10.00	0	0	0
JOHN E.D. PEACOCK JR. 545 WEST 93RD STREET INDIANAPOLIS IN 46260	PRESIDENT	5.00	0	0	0
DAVID S. EVANS 6463 N. ILLINOIS STREET INDIANAPOLIS IN 46260	ASST SEC./TR	1.00	0	0	0
BERT M. WILHOITE 7248 HAVERHILL COURT INDIANAPOLIS IN 46250	SECRETARY	1.00	0	0	0
NANCY AYRES 8999 PICKWICK DRIVE INDIANAPOLIS IN 46260	VICE PRES	1.00	0	0	0
ALMA LATHROP 1250 S. 950 EAST ZIONSVILLE IN 46077	DIRECTOR	1.00	0	0	0

Federal Statements

Statement 12 - Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description
1. NAME/ADDRESS/TELEPHONE NUMBER 2. EXEMPT FOUNDATION STATUS. 3. NATURE OF REQUEST. 4. FINANCIAL DATA.

Form 990-PF, Part XV, Line 2c - Submission Deadlines

Description
NONE

Statement 13 - Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description
RESTRICTIONS AND LIMITATIONS WHICH WOULD JEOPARDIZE THE EXEMPT FOUNDATION STATUS.

Statement 14 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name / Address	Address / Relationship	Status	Purpose	Amount
ALZHEIMER ASSOCIATION INDIANAPOLIS IN 46240	50 EAST 91ST STREET		OPERATING FUND	250
ASSISTANCE LEAGUE OF INDIANAPOLIS INDIANAPOLIS IN 46260	1475 W. 86TH STREET		OPERATING FUND	2,500
BOSMA INDUSTRIES INDIANAPOLIS IN 46268	8020 ZIONSVILLE RD		OPERATING FUND	12,300
CENTER FOR LEADERSHIP DEV INDIANAPOLIS IN 46208	2425 DR. MARTIN LUTHER		OPERATING FUND	2,000
CHARLES A TINDEY SCHOOL INDIANAPOLIS IN 46205	3960 MEADOWS DRIVE		OPERATING FUND	5,000
CROWN HILL FOUNDATION INDIANAPOLIS IN 46208	700 WEST 38TH STREET		OPERATING FUND	1,000
COBURN PLACE INDIANAPOLIS IN 46205	604 E 38TH STREET		OPERATING FUND	2,000
COLLEGE MENTOR FOR KIDS INDIANAPOLIS IN 46244	P.O. BOX 441516		OPERATING FUND	2,500
DAMAR INDIANAPOLIS IN 46241	6067 DECATUR BLVD		OPERATING FUND	3,000
DAY NURSERY ASSN INDIANAPOLIS IN 46204	615 N ALABAMA STREET		OPERATING FUND	5,000
DAYSPRING CENTER INDIANAPOLIS IN 46244	P.O. BOX 44105		OPERATING FUND	5,000
DELTA TAU DELTA FOUNDATION FISHERS IN 46038	10000 ALLISONVILLE ROAD		OPERATING FUND	200
DEPAUW UNIVERSITY GREENCASTLE IN 46135	300 SEMINARY ST		OPERATING FUND	400
DRESS FOR SUCCESS INDIANAPOLIS IN 46204	820 NORTH MERIDIAN STREET		OPERATING FUND	5,000
DYSLEXIA INSTITUTE INDIANAPOLIS IN 46205	2511 E 46TH STREET		OPERATING FUND	2,000
E 10TH ST UM CHILDREN & YOUTH INDIANAPOLIS IN 46201	2327 E 10TH STREET		OPERATING FUND	5,000
EITELJORG MUSEUM INDIANAPOLIS IN 46204	500 W WASHINGTON STREET		OPERATING FUND	8,000

Federal Statements

Statement 14 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Address / Relationship	Status	Purpose	Amount
ESKENAZI HEALTH INDIANAPOLIS IN 46202	1001 W. 10TH STREET		OPERATING FUND	5,000
GENNESARET INDIANAPOLIS IN 46204	615 N ALABAMA STREET		OPERATING FUND	175
GLEANERS FOOD BANK INDIANAPOLIS IN 46241	3737 WALDEMERE AVE		OPERATING FUND	15,000
GOODWILL FOUNDATION DURHAM NC 27703	4808 CHIN PAGE ROAD		OPERATING FUND	100
GREAT LAKES BOAT BUILDING CEDARVILLE MI 49719	485 S MERIDIAN ROAD		OPERATING FUND	2,500
HAPPY HOLLOW CAMP INDIANAPOLIS IN 46204	615 N ALABAMA ST ROOM 228		OPERATING FUND	2,000
HARRISON CENTER INDIANAPOLIS IN 46202	1505 N DELAWARE ST		OPERATING FUND	1,000
HORIZON HOUSE INDIANAPOLIS IN 46202	1033 EAST WASHINGTON ST		OPERATING FUND	4,000
IND. BLIND CHILDREN'S FUND INDIANAPOLIS IN 46240	7725 N COLLEGE AVE		OPERATING FUND	5,000
INDIANA HISTORICAL SOCIETY INDIANAPOLIS IN 46202	450 WEST OHIO STREET		OPERATING FUND	5,000
INDIANA STATE MUSEUM FOUNDATION INDIANAPOLIS IN 46204	650 W WASHINGTON STREET		OPERATING FUND	6,600
INDIANA SYMPHONY SOCIETY INC INDIANAPOLIS IN 46204	32 E WASHINGTON STREET		OPERATING FUND	500
INDIANAPOLIS PARKS FOUNDATION INDIANAPOLIS IN 46204	615 N ALABAMA STREET		OPERATING FUND	2,500
INDIANAPOLIS PUBLIC LIBRARY INDIANAPOLIS IN 46204	40 E ST CLAIR STREET		OPERATING FUND	2,500
INDIANAPOLIS ZOOLOGICAL SOCIETY INDIANAPOLIS IN 46222	1200 W WASHINGTON STREET		OPERATING FUND	1,500
JACKSON CENTER MOORESVILLE IN 46158	802 N SAMUEL MOORE PRKWY		OPERATING FUND	1,000
JAMISON CAMP INDIANAPOLIS IN 46231	2001 BRIDGEPORT ROAD		OPERATING FUND	5,000

Statement 14 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Address / Relationship	Status	Purpose	Amount
JOY'S HOUSE INDIANAPOLIS IN 46220	2028 E BROAD RIPPLE AVE		OPERATIONG FUND	22,500
LEUKEMIA AND LYMPHOMA SOCIETY INDIANAPOLIS IN 46260	9075 NORTH MERIDIAN		OPERATING FUND	50
LITTLE RED DOOR INDIANAPOLIS IN 46202	1801 N MERIDIAN STREET		OPERATING FUND	5,000
MERIDIAN STREET METHODIST INDIANAPOLIS IN 46208	5500 N MERIDIAN ST		OPERATING FUND	2,300
METHODIST HEALTH FOUNDATION INDIANAPOLIS IN 46202	1800 N CAPITAL AVE # 6		OPERATING FUND	5,000
NOBLE OF INDIANA INDIANAPOLIS IN 46219	7701 E 21ST STREET		OPERATING FUND	5,000
OAKS ACADEMY INDIANAPOLIS IN 46205	2301 N PARK AVENUE		OPERATING FUND	5,000
PROGRESS HOUSE INDIANAPOLIS IN 46202	201 S SHELBY STREET		OPERATING FUND	10,000
RILEY CHILDREN'S FOUNDATION INDIANAPOLIS IN 46204	30 S MERIDIAN ST STE 200		OPERATING FUND	700
RONALD MCDONALD HOUSE INDIANAPOLIS IN 46202	435 LIMESTONE STREET		OPERATING FUND	2,000
SECOND HELPINGS INDIANAPOLIS IN 46202	1121 SOUTHEASTERN AVENUE		OPERATING FUND	10,500
ST JUDE INDIANAPOLIS IN 46227	5353 MCFARLAND ROAD		OPERATING FUND	250
ST MARY'S CHILD CENTER INDIANAPOLIS IN 46202	901 DR MARTIN LUTHER KING		OPERATING FUND	2,000
ST VINCENT FOUNDATION INDIANAPOLIS IN 46260	8402 HARTCOURT ROAD		OPERATING FUND	250
SULLIVAN MUNCE CULTURAL CENTER ZIONSVILLE IN 46077	205 W HAWTHORNE STREET		OPERATING FUND	6,075
VISITING NURSE FOUNDATION HOME CARE INDIANAPOLIS IN 46205	4701 N KEYSTONE AVE		OPERATING FUND	3,000
VSA INDIANA INDIANAPOLIS IN 46202	1505 N DELAWARE ST # 100		OPERATING FUND	2,500

Federal Statements

Statement 14 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Address / Relationship	Status	Purpose	Amount
WOMEN'S FUND INDIANAPOLIS IN 46204	615 ALABAMA ST SUITE 119		OPERATING FUND	500
WORLD COMMUNITY SERVICE FOUNDATION NOBLESVILLE IN 46061	P.O. BOX 141		OPERATING FUND	500
TOTAL				203,650

Statement 15 - Form 990-PF, Part XVI-A, Line 11 - Other Revenue

Description	Business Code	Unrelated Amount	Exclusion Code	Exclusion Amount	Related Income
BUCKEYE PARTNERS, LP		$	14	$ 63	$
ENERGY TRANFER PARTNERS			14	96	
TC PIPELINES, LP			14	-36	
ATLAS PIPELINE PARTNERS			14	-4	
ML RETURN OF CAPITAL			14	7,490	
MISC INCOME			14	304	
BUCKEYE PARTNERS, LP	211110	-796			
ENERGY TRANSFER PARTNERS LP	211110	-3,183			
TC PIPELINES, LP	211110	-2,958			
ATLAS PIPELINE PARTNERS	211110	-8,799			
TRANSMONTAIGNE PARTNERS	211110	-10,138			
TOTAL		$ -25,874		$ 7,913	$ 0