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Form **990-PF****Return of Private Foundation**

OMB No 1545-0052

Department of the Treasury  
Internal Revenue Service

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

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Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).**2014**

Open to Public Inspection

For calendar year 2014 or tax year beginning

, 2014, and ending

, 20

Name of foundation

THE HARLAN FAMILY FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

7597 EAST US HIGHWAY 36

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

AVON, IN 46123

A Employer identification number

20-3994043

B Telephone number (see instructions)

(317) 894-7025

C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

G Check all that apply

☐ Initial return☐ Final return☐ Address change☐ Initial return of a former public charity☐ Amended return☐ Name change

H Check type of organization.

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 6,824,954.

J Accounting method ☒ Cash ☐ Accrual☐ Other (specify) \_\_\_\_\_

(Part I, column (d) must be on cash basis)

**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)
<b>Revenue</b>				
1 Contributions, gifts, grants, etc., received (attach schedule)	85,893.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	97,214.	97,214.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	323,300.			
b Gross sales price for all assets on line 6a 2,214,182.				
7 Capital gain net income (from Part IV, line 2)		323,300.		
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	506,407.	420,514.		
<b>Operating and Administrative Expenses</b>				
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)				
c Other professional fees (attach schedule) [1]	54,327.	54,327.		
17 Interest				
18 Taxes (attach schedule) (see instructions) [2]	21,420.	220.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	2,960.			2,960.
22 Printing and publications				
23 Other expenses (attach schedule)				
24 Total operating and administrative expenses. Add lines 13 through 23.	78,707.	54,547.		2,960.
25 Contributions, gifts, grants paid	327,165.			327,165.
26 Total expenses and disbursements. Add lines 24 and 25	405,872.	54,547.		330,125.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	100,535.			
b Net investment income (if negative, enter -0-)		365,967.		
c Adjusted net income (if negative, enter -0-)				

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Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash - non-interest-bearing . . . . .				
	2 Savings and temporary cash investments . . . . .	113,023.	-11,099.	-11,099.	
	3 Accounts receivable ▶ . . . . .				
	Less allowance for doubtful accounts ▶ . . . . .				
	4 Pledges receivable ▶ . . . . .				
	Less allowance for doubtful accounts ▶ . . . . .				
	5 Grants receivable . . . . .				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .				
	7 Other notes and loans receivable (attach schedule) ▶ . . . . .				
	Less allowance for doubtful accounts ▶ . . . . .				
	8 Inventories for sale or use . . . . .				
	9 Prepaid expenses and deferred charges . . . . .				
	10 a Investments - U.S. and state government obligations (attach schedule) . . . . .				
	b Investments - corporate stock (attach schedule) ATCH 3 . . . . .	4,876,471.	4,083,924.	5,626,678.	
	c Investments - corporate bonds (attach schedule) ATCH 4 . . . . .	191,958.	9,154.	9,367.	
	11 Investments - land, buildings, and equipment basis . . . . .				
Less accumulated depreciation (attach schedule) ▶ . . . . .					
12 Investments - mortgage loans . . . . .					
13 Investments - other (attach schedule) . . . . . ATCH 5		1,200,008.	1,200,008.		
14 Land, buildings, and equipment basis . . . . .					
Less accumulated depreciation (attach schedule) ▶ . . . . .					
15 Other assets (describe ▶ . . . . .)					
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .	5,181,452.	5,281,987.	6,824,954.		
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 ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted . . . . .				
	25 Temporarily restricted . . . . .				
	26 Permanently restricted . . . . .				
	Foundations that do not follow SFAS 117, . . . ▶ <input checked="" type="checkbox"/> check here and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds . . . . .				
	28 Paid-in or capital surplus, or land, bldg., and equipment fund . . . . .				
	29 Retained earnings, accumulated income, endowment, or other funds . . . . .	5,181,452.	5,281,987.		
	30 Total net assets or fund balances (see instructions) . . . . .	5,181,452.	5,281,987.		
	31 Total liabilities and net assets/fund balances (see instructions) . . . . .	5,181,452.	5,281,987.		

## 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	5,181,452.
2 Enter amount from Part I, line 27a . . . . .	2	100,535.
3 Other increases not included in line 2 (itemize) ▶ . . . . .	3	
4 Add lines 1, 2, and 3 . . . . .	4	5,281,987.
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	5,281,987.

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
<b>1a</b> SEE PART IV SCHEDULE					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(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)		
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2</b> Capital gain net income or (net capital loss) <span style="float: right;">{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }</span>			<b>2</b>	323,300.	
<b>3</b> 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			<b>3</b>	0	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2013	223,999.	5,597,900.	0.040015
2012	223,087.	5,094,691.	0.043788
2011	224,554.	4,138,959.	0.054254
2010	193,552.	4,366,808.	0.044323
2009	219,909.	3,894,880.	0.056461
<b>2</b> Total of line 1, column (d)			<b>2</b> 0.238841
<b>3</b> 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			<b>3</b> 0.047768
<b>4</b> Enter the net value of noncharitable-use assets for 2014 from Part X, line 5			<b>4</b> 6,212,182.
<b>5</b> Multiply line 4 by line 3			<b>5</b> 296,744.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b> 3,660.
<b>7</b> Add lines 5 and 6			<b>7</b> 300,404.
<b>8</b> Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			<b>8</b> 330,125.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 . . . Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)	1	3,660.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		
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	3,660.
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	3,660.
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014 . . . . .	6a	11,833.
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	11,833.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . . . .	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . . .	10	8,173.
11	Enter the amount of line 10 to be Credited to 2015 estimated tax <input type="checkbox"/> 8,173. Refunded <input type="checkbox"/> <input type="checkbox"/>	11	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? . . . . . If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year? . . . . .		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . . .		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		X
b If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> IN, _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation . . . . .	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV . . . . .		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . . . .		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions).	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>HAL P. HARLAN, TRUSTEE</u> Telephone no <u>317-894-7025</u> Located at <u>7597 EAST US HIGHWAY 36, AVON, IN</u> ZIP+4 <u>46123</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year. <u>N/A</u>	15		
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1) if "Yes," enter the name of the foreign country <u>N/A</u>	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <u>N/A</u>	1b	N/A
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014? <u>N/A</u>	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <u>N/A</u>		
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	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>N/A</u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2014 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 2014)	3b	N/A
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 2014?	4b	X

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**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)****5a** During the year did the foundation pay or incur any amount to:(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐ N/A ☒ **5b** N/A**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

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

If "Yes" to 6b, file Form 8870

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**7b** N/A**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 6		0	0	0

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

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

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

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

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

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

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

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

	Expenses
1 N/A	
2	
3	
4	

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a	Average monthly fair market value of securities	1a	5,028,611.
b	Average of monthly cash balances	1b	78,165.
c	Fair market value of all other assets (see instructions)	1c	1,200,008.
d	Total (add lines 1a, b, and c)	1d	6,306,784.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	6,306,784.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	94,602.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,212,182.
6	Minimum investment return. Enter 5% of line 5	6	310,609.

**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	310,609.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	3,660.
b	Income tax for 2014 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	3,660.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	306,949.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	306,949.
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	306,949.

**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	330,125.
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	330,125.
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	3,660.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	326,465.

**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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7 . . . . .				306,949.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only . . . . .			266,886.	
b Total for prior years 20 <u>12</u> , 20 <u>11</u> , 20 <u>10</u> . . . . .				
3 Excess distributions carryover, if any, to 2014				
a From 2009 . . . . .				
b From 2010 . . . . .				
c From 2011 . . . . .				
d From 2012 . . . . .				
e From 2013 . . . . .				
f Total of lines 3a through e . . . . .	0			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ <u>330,125.</u>				
a Applied to 2013, but not more than line 2a . . . . .			266,886.	
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 2014 distributable amount . . . . .				63,239.
e Remaining amount distributed out of corpus . . . . .				
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a) ) . . . . .				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5 . . . . .				
b Prior years' undistributed income Subtract line 4b from line 2b . . . . .				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .				
d Subtract line 6c from line 6b Taxable amount - see instructions . . . . .				
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .				
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015 . . . . .				243,710.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions) . . . . .				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions) . . . . .				
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a . . . . .	0			
10 Analysis of line 9				
a Excess from 2010 . . . . .				
b Excess from 2011 . . . . .				
c Excess from 2012 . . . . .				
d Excess from 2013 . . . . .				
e Excess from 2014 . . . . .				

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

NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling . . . . .

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

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

Tax year	Prior 3 years			(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011
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)(ii) . . . . .				
(3) Largest amount of support from an exempt organization . . . . .				
(4) Gross investment income . . . . .				

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

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

HAL P. HARLAN

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

NONE

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

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

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

N/A

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

N/A

c Any submission deadlines

N/A

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

N/A

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

Recipient 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
<b>a Paid during the year</b>  ATCH 7				
<b>Total</b> . . . . .			<b>3a</b>	327,165.
<b>b Approved for future payment</b>  ATCH 8				
<b>Total</b> . . . . .			<b>3b</b>	742,000.

## Enter gross amounts unless otherwise indicated

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

JSA  
4E1492 1 000

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

		Yes	No
<b>1</b>	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
<b>a</b>	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
<b>b</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
<b>c</b>	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
<b>d</b>	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received		

[illegible]

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

**b. If "Yes," complete the following schedule**

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

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

**Sign  
Here**

► 2nd m


5/28/2015

► Trustee

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

**Paid  
Preparer  
Use Only**

Print/Type preparer's name  
Jennifer L. Lynch

Preparer's signature 

Date 05/06/15

Check ☐ self-employed

PTIN	P01255855
------	-----------

Firm's name ▶ ERNST & YOUNG U.S. LLP

Firm's EIN ▶ 34-6565596

Firm's address ► 111 MONUMENT CIRCLE, SUITE 2600  
INDIANAPOLIS, IN

Phone no 317-681-7000

**Schedule B**(Form 990, 990-EZ,  
or 990-PF)  
Department of the Treasury  
Internal Revenue Service**Schedule of Contributors**

OMB No 1545-0047

**2014**▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).**Name of the organization**

THE HARLAN FAMILY FOUNDATION

**Employer identification number**

20-3994043

**Organization type (check one):****Filers of:****Section:**

Form 990 or 990-EZ

☐ 501(c)( ) (enter number) organization☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒
- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

**Special Rules**

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year . . . . . ▶ \$ \_\_\_\_\_

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

Name of organization THE HARLAN FAMILY FOUNDATION

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	HAL P. HARLAN CHARITABLE LEAD TRUST 7597 EAST US HIGHWAY 36 AVON, IN 46123	\$ 85,893.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)



Name of organization THE HARLAN FAMILY FOUNDATION

Employer identification number

20-3994043

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

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

Name of organization THE HARLAN FAMILY FOUNDATION

Employer identification number

20-3994043

**Part III** Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$ \_\_\_\_\_  
Use duplicate copies of Part III if additional space is needed.

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

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT MGMT FEES	54,327.	54,327.
TOTALS	<u>54,327.</u>	<u>54,327.</u>

ATTACHMENT 2

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
EXCISE TAX ON INVSTMT INCOME	21,200.	
FOREIGN TAXES	220.	220.
TOTALS	<u>21,420.</u>	<u>220.</u>

ATTACHMENT 3FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
CORPORATE STOCK - SEE ATTACHED	4,083,924.	5,626,678.
TOTALS	<u>4,083,924.</u>	<u>5,626,678.</u>

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
2,214,182.		PUBLICLY-TRADED SECURITIES 1,890,882.					VARIOUS 323,300.	VARIOUS
TOTAL GAIN (LOSS) .....							<u>323,300.</u>	



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

## Client Statement

	<u>Current Month</u>	<u>Year to Date</u>
Taxable Dividends	23,002.45	98,170.19
Money Market Earnings	1.30	8.04
Capital Gains	4,062.75	4,104.55
MLP Distributions	0.00	2,076.00
Foreign Tax Withholding	(34.83)	(219.84)
Other Income or Expense	0.00	(2.60)
<b>Total Income</b>	<b>27,031.67</b>	<b>104,136.34</b>

This summary presented for reference only. Please consult Form 1099 issued at year-end for tax reporting purposes.

## DETAIL

### Security Listing

CASH		1.00	(2,732)		
CASH ACCOUNT TR GOVT & AGENCY SECS PORT DWS GOVT CASH	DCMXX	1.00	211,633		
<b>Total Cash &amp; Equivalents</b>			<b>208,901</b>		
<b>Equities &amp; Options</b>					
ABBOTT LABORATORIES	ABT	45.02	6,753	1,148	144
ALLERGAN INC	AGN	212.59	30,826	18,811	29
ALTRIA GROUP INC	MO	49.27	4,434	1,095	187



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

## Client Statement

### Security Listing - continued

#### Equities & Options

AMGEN INC	AMGN	100	108.91	10,892	159.29	15,929	5,037	316
APPLE INC	AAPL	8,000	65.63	525,090	110.38	883,040	357,950	15,040
AT&T INC	T	100	27.82	2,782	33.59	3,359	577	188
BERKSHIRE HATHAWAY INC DEL CL B	BRKB	1,228	113.65	139,564	150.15	184,384	44,820	
BLACKSTONE GROUP L P UNIT REPSTG LTD PARTNERSHIP INT	BX	900	26.26	23,643	33.83	30,447	6,804	1,728
BRISTOL MYERS SQUIBB CO	BMJ	320	47.42	15,177	59.03	18,890	3,713	474
CELGENE CORP	CELG	2,582	66.35	171,328	111.86	288,823	117,495	
COSTCO WHOLESALE CORP-NEW	COST	16	111.19	1,779	141.75	2,268	489	23
EXXON MOBIL CORP	XOM	100	80.98	8,098	92.45	9,245	1,147	276
GILEAD SCIENCES INC	GILD	1,336	78.70	105,145	94.26	125,931	20,786	
GOLDMAN SACHS GROUP INC	GS	2,600	165.47	430,239	193.83	503,958	73,719	6,240
HOME DEPOT INC	HD	200	43.20	8,640	104.97	20,994	12,354	376
ISHARES CORE HIGH DIVIDEND ETF	HDV	548	74.10	40,610	76.54	41,944	1,334	1,343
ISHARES CORE U S AGGREGATE BD ETF	AGG	50	104.07	5,204	110.12	5,506	303	127

ISHARES RUSSELL 2000 ETF	IWM	2,000	81.26	162,539	119.62	239,240	76,701	3,022
ISHARES RUSSELL 2000 VALUE ETF	IWN	100	86.75	8,676	101.68	10,168	1,492	191





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

## Client Statement

### Security Listing - continued

#### Equities & Options

ISHARES RUSSELL MID CAP ETF	IWR	928	107.28	99,565	167.04	155,013	55,448	2,248
ISHARES RUSSELL MID CAP VALUE ETF	IWS	200	59.61	11,922	73.76	14,752	2,830	272
ISHARES SELECT DIVIDEND ETF	DVY	100	66.28	6,629	79.40	7,940	1,311	241
JOHNSON & JOHNSON	JNJ	525	66.42	34,872	104.57	54,899	20,027	1,470
JPMORGAN CHASE & CO	JPM	500	44.97	22,487	62.58	31,290	8,803	800
MICROSOFT CORP	MSFT	185	24.79	4,588	46.45	8,593	4,005	229
MONSANTO CO	MON	100	102.67	10,268	119.47	11,947	1,679	196
NIKE INC-CL B	NKE	200	54.64	10,929	96.15	19,230	8,301	224
POWERSHARES EXCHANGE TRADE FD TRUST DYNAMIC MARKET PORTFOLIO	PWC	100	58.06	5,807	73.86	7,386	1,579	61
SELECT SECTOR SPDR FUND	XLV	831	60.97	50,669	68.38	56,824	6,155	765
HEALTH CARE SECTOR SPDR FUND	SJM	85	104.67	8,897	100.98	8,583	(314)	218
SMUCKER J M COMPANY	JNK	100	38.49	3,950	38.61	3,861	(89)	231
SPDR BARCLAYS HIGH YIELD BOND ETF	SPY	200	165.05	33,012	205.54	41,108	8,096	767
SPDR S&P 500 ETF TRUST	SDY	3,000	69.42	208,285	78.80	236,400	28,115	5,358
SPDR S&P DIVIDEND ETF	SBUX	900	67.36	60,630	82.05	73,845	13,215	1,152
STARBUCKS CORP	STT	330	56.56	18,666	78.50	25,905	7,239	396
STATE STREET CORP								

#### Bond



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

## Client Statement

### Security Listing - continued

<b>Equities &amp; Options</b>									
UNDER ARMOUR INC CL A	UA	716	56.13	40,192	67.90	48,616	8,424		
UNITED TECHNOLOGIES CORP	UTX	295	83.71	24,694	115.00	33,925	9,231	696	
VANGUARD INDEX FUNDS VANGUARD GROWTH ETF	VUG	7,600	84.64	643,332	104.39	793,364	150,032	9,576	
VANGUARD INDEX FUNDS VANGUARD VALUE ETF	VTV	8,149	70.45	574,120	84.49	688,509	114,389	15,263	
VANGUARD INDEX FUNDS VANGUARD HIGH DIVIDEND YIELD ETF	VYM	1,259	59.84	75,340	68.75	86,556	11,216	2,402	
VANGUARD INTL EQUITY INDEX FD FTSE EUROPE ETF	VGK	1,565	45.52	71,241	52.41	82,022	10,781	3,789	
VANGUARD SECTOR INDEX FDS - VANGUARD CONSUMER STAPLES ETF	VDC	1,000	106.03	106,037	125.24	125,240	19,203	2,417	
VANGUARD SECTOR INDEX FDS VANGUARD REIT ETF	VNQ	1,440	63.96	92,110	81.00	116,640	24,530	4,203	
VISA INC CL A COMMON STOCK	V	270	169.57	45,785	262.20	70,794	25,009	518	
WALT DISNEY CO	DIS	479	51.34	24,596	94.19	45,117	20,521	551	
<b>Foreign Equities</b>									
GRIFOLS S A SPONSORED ADR REPSTG 1/2 CL B NON VTG NEW	GRFS	536	45.81	24,556	33.99	18,219	(6,337)	237	

# William Blair

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

## Client Statement

### Security Listing - continued

<b>Foreign Equities</b>					
NESTLE SA-SPONSORED ADR REPSTG REGD ORD (SF 10 PAR)	NSRGY	186	74.10	13,783	73.42
				13,655	(128)
NOVO NORDISK A/S-ADR REPSTG 1/2 CL B SH	NVO	475	34.96	16,608	42.32
				20,102	3,494
SHIRE PLC AMERICAN DEPOSITORY SHARES	SHPG	180	87.85	15,815	212.54
				38,257	22,442
<b>Total Equities &amp; Options</b>				<b>4,039,750</b>	<b>1,324,982</b>
				<b>5,364,731</b>	<b>84,761</b>

VANGUARD DIVIDEND GROWTH FUND	VDIGX	2,703 043	19.72	53,328	23.09
				62,413	9,085
<b>Total Mutual Funds</b>				<b>53,328</b>	<b>9,085</b>
				<b>62,413</b>	<b>1,189</b>
<b>Totals for the Account</b>				<b>4,093,078</b>	<b>1,334,067</b>
				<b>5,636,045</b>	<b>85,950</b>

The security listing may contain unpriced positions (denoted by N/A) due to unavailable price information. Please contact your financial advisor if you need further information. The cost information contained herein has not been verified for accuracy. Total values may not be the exact sum of the individual parts due to rounding. Please refer to your original trade confirmations to verify your cost for tax purposes. Results that cannot be calculated because of insufficient data are not included in summary or total value calculations.

	- \$5,204	(bond)	- \$5,506
	- \$3,950	(bond)	- \$3,861
<b>Book Value</b>	<b>=\$4,083,924</b>		<b>= \$5,626,678</b>
			<b>Fair Market Value</b>

ATTACHMENT 4FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ISHARES CORE US AGGREGATE BD	5,204.	5,506.
SPDR BARCLAYS HIGH YEILD	3,950.	3,861.
TOTALS	<u>9,154.</u>	<u>9,367.</u>

ATTACHMENT 5FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
LION HOLDINGS INVESTMENT	1,200,008.	1,200,008.
TOTALS	<u>1,200,008.</u>	<u>1,200,008.</u>

THE HARLAN FAMILY FOUNDATION

20-3994043

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

ATTACHMENT 6

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
HAL P. HARLAN 298 SOUTH CARROLL ROAD INDIANAPOLIS, 47229	TRUSTEE 1.00	0	0	0
HUGH P. HARLAN 7597 EAST US HIGHWAY 36 AVON, IN 46123	TRUSTEE 1.00	0	0	0
DOUG H. HARLAN 7597 EAST US HIGHWAY 36 AVON, IN 46123	TRUSTEE 1.00	0	0	0
GRAND TOTALS		0	0	0

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 7

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
WASHINGTON TOWNSHIP / AVON FIRE DEPARTMENT 311 PRODUCTION DRIVE AVON, IN 46123	N/A	PC	PROGRAM SUPPORT	5,000.
PIKE TOWNSHIP FIRE DEPARTMENT 4881 W 71ST STREET INDIANAPOLIS, IN 46268	N/A	PC	FIRE EQUIPMENT	2,500.
INDIANAPOLIS ZOO 1200 WEST WASHINGTON STREET INDIANAPOLIS, IN 46222	N/A	PC	GENERAL SUPPORT	113,740.
THE ORCHARD SCHOOL 615 WEST 64TH STREET INDIANAPOLIS, IN 46260	N/A	PC	EDUCATION	5,000.
AMERICAN LEADERSHIP ACADEMY PO BOX 245 ZIONSVILLE, IN 46345	N/A	PC	GENERAL SUPPORT	5,000.
LUBAVITCH OF INDIANA / RABBI GROSSBAUM 1031 GOLF LANE INDIANAPOLIS, IN 46260	N/A	PC	GENERAL SUPPORT	5,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 7 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
INDIANAPOLIS CHILDREN'S MUSEUM 3000 NORTH MERIDIAN STREET INDIANAPOLIS, IN 46208	N/A PC		GENERAL SUPPORT	30,000.
INDIANA UNIVERSITY FOUNDATION/SCHOOL OF MEDICINE PO BOX 500 BLOOMINGTON, IN 47402	N/A PC		GENERAL SUPPORT	125,000.
BOYS & GIRLS CLUB OF INDIANAPOLIS 3530 SOUTH KEYSTONE AVENUE SUITE 200 INDIANAPOLIS, IN 46227	N/A PC		GENERAL SUPPORT	500.
BUILDING BAJA'S FUTURE CAMINO DEL PEDEMAL 160 CABO SAN LUCAS LOS CABOS BCS MEXICO	N/A PC		GENERAL SUPPORT	5,000.
CAW INNERCITY FOOTBALL LEAGUE FALL FUNDRAISER 2013 10291 N MERIDIAN ST SUITE 200 INDIANAPOLIS, IN 46290	N/A PC		GENERAL SUPPORT	500.
GEIST LAKE COALITION P.O. BOX 103 FISHERS, IN 46038	N/A PC		GENERAL SUPPORT	4,500.



FORM 990FE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 7 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ST VINCENT FOUNDATION 8402 HARCOURT RD, SUITE 210 INDIANAPOLIS, IN 46260	N/A SO I		GENERAL SUPPORT	4,725.
AALAS FOUNDATION 9190 CRESTWYN HILLS DRIVE MEMPHIS, TN 38125	N/A PC		GENERAL SUPPORT	10,000.
AVON POLICE DEPARTMENT 6550 E US HIGHWAY 36 AVON, IN 46123	N/A PC		GENERAL SUPPORT	2,500.
CHRISTAMORE HOUSE 502 N TREMONT STREET INDIANAPOLIS, IN 46222	N/A PC		GENERAL SUPPORT	2,500.
OUTRUN THE SUN 8435 KEYSTONE CROSSING, SUITE 175 INDIANAPOLIS, IN 46240	N/A PC		GENERAL SUPPORT	2,000.
PARK TUDOR SCHOOL 7200 NORTH COLLEGE AVE INDIANAPOLIS, IN 46240	N/A PC		GENERAL SUPPORT	2,500.

FORM 990EF, PART XV -- GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 7 (CONT'D)

## RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENTRECIPIENT NAME AND ADDRESSPURPOSE OF GRANT OR CONTRIBUTIONAMOUNT

ST. MARY'S CHILD CENTER

N/A

GENERAL SUPPORT

1,000.

901 DR. MARTIN LUTHER KING JR. STREET

PC

INDIANAPOLIS, IN 46202

UNIVERSITY OF WISCONSIN SCHOOL OF VETERINARY MED

N/A

GENERAL SUPPORT

200.

2015 LINDEN DRIVE

PC

MADISON, WI 53706

TOTAL CONTRIBUTIONS PAID

327,165

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTATTACHMENT A

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
INDIANA UNIVERSITY FOUNDATION/SCHOOL OF MEDICINE PO BOX 500 BLOOMINGTON, IN 47402	N/A	PC	GENERAL SUPPORT	425,000.
INDIANAPOLIS ZOO 1200 WEST WASHINGTON STREET INDIANAPOLIS, IN 46222	N/A	PC	GENERAL SUPPORT	287,000.
INDIANAPOLIS CHILDREN'S MUSEUM 3000 NORTH MERIDIAN STREET INDIANAPOLIS, IN 46208	N/A	PC	GENERAL SUPPORT	30,000.
TOTAL CONTRIBUTIONS APPROVED				<u>742,000.</u>