EXTENDED TO NOVEMBER 16, 2015

Form **990-PF** | **Return of Private Foundation** | OMB No 1545-0052

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.

Department of the Treasury
Internal Revenue Service

2014 Open to Public Inspection

For calendar year 2014 or tax year beginning , and ending

Name of foundation: GRIFFITH FAMILY FOUNDATION, INC

A Employer identification number: 26-3922751

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

B Telephone number: 317-655-3110

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

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 2,680,605.

J Accounting method: [X] 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))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	49,029.	49,029.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	254,869.			
	b Gross sales price for all assets on line 6a 818,268.				
	7 Capital gain net income (from Part IV, line 2)		254,869.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	10.	10.		STATEMENT 2
	12 **Total.** Add lines 1 through 11	303,908.	303,908.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	3,400.	0.		0.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 4	4,689.	1,289.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	6,731.	5,996.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	14,820.	7,285.		0.
	25 Contributions, gifts, grants paid	127,700.			127,700.
	26 **Total expenses and disbursements.** Add lines 24 and 25	142,520.	7,285.		127,700.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	161,388.			
	b **Net investment income** (if negative, enter -0-)		296,623.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

SCANNED NOV 05 2015

423501 11-24-14 LHA For Paperwork Reduction Act Notice, see instructions. Form **990-PF** (2014)

09541027 757887 67548GS0000 2014.04030 GRIFFITH FAMILY FOUNDATION, 67548GS1

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	381,913.	427,914.	427,914.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less. allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 6	1,855,862.	1,971,249.	2,252,691.
	c Investments - corporate bonds			
	11 Investments land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	2,237,775.	2,399,163.	2,680,605.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ **and complete lines 27 through 31.**			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	2,237,775.	2,399,163.	
	30 **Total net assets or fund balances**	2,237,775.	2,399,163.	
	31 **Total liabilities and net assets/fund balances**	2,237,775.	2,399,163.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,237,775.
2	Enter amount from Part I, line 27a	2	161,388.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	2,399,163.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,399,163.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	BESSEMER TRUST - SEE ATTACHMENT A	P	12/31/14	12/31/14
b	BESSEMER TRUST - SEE ATTACHMENT A	P	12/31/14	12/31/14
c	CAPITAL GAINS DIVIDENDS			
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	81,289.		88,082.	<6,793.>
b	687,573.		475,317.	212,256.
c	49,406.			49,406.
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				<6,793.>
b				212,256.
c				49,406.
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 } 2 254,869.

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

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2013	127,533.	2,556,226.	.049891
2012	129,622.	2,431,289.	.053314
2011	14,587.	2,597,148.	.005617
2010	51.	400,366.	.000127
2009	0.	4,329.	.000000

2	**Total** of line 1, column (d)	2	.108949
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	.021790
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	2,681,102.
5	Multiply line 4 by line 3	5	58,421.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,966.
7	Add lines 5 and 6	7	61,387.
8	Enter qualifying distributions from Part XII, line 4	8	127,700.

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	2,966.
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	2,966.
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	2,966.
6	Credits/Payments:			
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a 1,696.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 4,500.		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	6,196.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	3,230.
11	Enter the amount of line 10 to be: **Credited to 2015 estimated tax** ▶	3,230. **Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	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. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ IN			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (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 ▶ C. PERRY GRIFFITH, JR. Telephone no. ▶ 317-655-3110
Located at ▶ 663 FOREST BLVD, INDIANAPOLIS, IN ZIP+4 ▶ 46240-2515

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

			Yes	No
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?	16		X
	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 ▶			

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 2014?		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?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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.)*	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 2014?		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 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)? 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.

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

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	2,374,092.
b	Average of monthly cash balances	1b	347,839.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	2,721,931.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	2,721,931.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	40,829.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,681,102.
6	**Minimum investment return.** Enter 5% of line 5	6	134,055.

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	134,055.
2a	Tax on investment income for 2014 from Part VI, line 5 — 2a: 2,966.		
b	Income tax for 2014. (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	2,966.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	131,089.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	131,089.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	131,089.

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	127,700.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	127,700.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	2,966.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	124,734.

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					131,089.
2 Undistributed income, if any, as of the end of 2014					
a Enter amount for 2013 only				0.	
b Total for prior years: ____ , ____ , ____			0.		
3 Excess distributions carryover, if any, to 2014:					
a From 2009	159,021.				
b From 2010	200.				
c From 2011	18,000.				
d From 2012	11,814.				
e From 2013	3,056.				
f **Total** of lines 3a through e		192,091.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ $	127,700.				
a Applied to 2013, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required - see instructions)			0.		
c Treated as distributions out of corpus (Election required - see instructions)		0.			
d Applied to 2014 distributable amount					127,700.
e Remaining amount distributed out of corpus		0.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)		3,389.			3,389.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		188,702.			
b Prior years' undistributed income. Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions			0.		
e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instr.				0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015					0.
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)		0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7		155,632.			
9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a		33,070.			
10 Analysis of line 9:					
a Excess from 2010	200.				
b Excess from 2011	18,000.				
c Excess from 2012	11,814.				
d Excess from 2013	3,056.				
e Excess from 2014					

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

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

	Tax year	Prior 3 years			
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon. a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

C. PERRY GRIFFITH, JR.

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

NONE

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

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

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

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

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

LETTER

c Any submission deadlines:

NONE

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

NONE

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ASPEN CENTER FOR ENVIRONMENTAL STUDIES 100 PUPPY SMITH STREET ASPEN, CO 81611	N/A	PC	CONTRIBUTION TO GENERAL FUND	1,200.
ARTS COUNCIL OF INDIANAPOLIS 924 NORTH PENNSYLVANIA STREET INDIANAPOLIS, IN 46204	N/A	PC	CONTRIBUTION TO GENERAL FUND	2,500.
BREBEUF 2801 W. 86TH STREET INDIANAPOLIS, IN 46268	N/A	PC	CONTRIBUTION TO GENERAL FUND	1,000.
CENTRAL INDIANA LAND TRUST 1500 N. DELAWARE STREET INDIANAPOLIS, IN 46202	N/A	PC	CONTRIBUTION TO GENERAL FUND	1,000.
CHRISTEL HOUSE 10 W. MARKET STREET, SUITE 1990 INDIANAPOLIS, IN 46204	N/A	PC	CONTRIBUTION TO GENERAL FUND	1,000.
Total	SEE CONTINUATION SHEET(S)		▶ 3a	127,700.
b Approved for future payment				
WISHARD HOSPITAL FOUNDATION 1001 W. 10TH STREET INDIANAPOLIS, IN 46202	N/A	PC	CONTRIBUTION TO GENERAL FUND	100,000.
WASHINGTON TOWNSHIP SCHOOLS FOUNDATION 8550 WOODFIELD CROSSING BLVD INDIANAPOLIS, IN 46240	N/A	PC	CONTRIBUTION TO GENERAL FUND	40,000.
GIRL SCOUTS OF CENTRAL INDIANA 2611 WATERFRONT PARKWAY EAST DRIVE INDIANAPOLIS, IN 46214	N/A	PC	CONTRIBUTION TO GENERAL FUND	7,500.
Total	SEE CONTINUATION SHEET(S)		▶ 3b	155,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	49,029.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	10.	
8 Gain or (loss) from sales of assets other than inventory			18	254,869.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		303,908.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 303,908.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee | Date 10/24/15 | Title PRESIDENT

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JOSHUA K. MALARSKY	JOSHUA K. MALARSK	10/27/15		P01259516

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

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

Form 990-PF (2014)

423622
11-24-14

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CROWN HILL HERITAGE FOUNDATION 700 W. 38TH STREET INDIANAPOLIS, IN 46208	N/A	PC	CONTRIBUTION TO GENERAL FUND	1,000.
CULVER EDUCATIONAL FOUNDATION 1300 ACADEMY ROAD NO. 159 CULVER, IN 46511	N/A	PC	CONTRIBUTION TO GENERAL FUND	1,000.
EITELJORG MUSEUM 500 W. WASHINGTON STREET INDIANAPOLIS, IN 46204	N/A	PC	CONTRIBUTION TO GENERAL FUND	1,500.
GOODWILL FOUNDATION 1635 W. MICHIGAN STREET INDIANAPOLIS, IN 46222	N/A	PC	CONTRIBUTION TO GENERAL FUND	1,000.
HARRISON CENTER FOR THE ARTS 1505 N. DELAWARE STREET INDIANAPOLIS, IN 46202	N/A	SO I	CONTRIBUTION TO GENERAL FUND	1,000.
INDIANA HISTORICAL SOCIETY 450 W. OHIO STREET INDIANAPOLIS, IN 46202	N/A	PC	CONTRIBUTION TO GENERAL FUND	3,000.
INDIANA STATE MUSEUM 650 W. WASHINGTON STREET INDIANAPOLIS, IN 46204	N/A	PC	CONTRIBUTION TO GENERAL FUND	1,000.
INDIANAPOLIS ART CENTER 820 E. 67TH STREET INDIANAPOLIS, IN 46220	N/A	PC	CONTRIBUTION TO GENERAL FUND	500.
INDIANAPOLIS PUBLIC LIBRARY FOUNDATION P.O. BOX 6134 INDIANAPOLIS, IN 46206	N/A	PC	CONTRIBUTION TO GENERAL FUND	1,000.
INDY READS 2450 N. MERIDIAN STREET INDIANAPOLIS, IN 46208	N/A	PC	CONTRIBUTION TO GENERAL FUND	1,000.
Total from continuation sheets				121,000.

423631
05-01-14

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
KEEP INDIANAPOLIS BEAUTIFUL 1029 E. FLETCHER AVENUE, SUITE 100 INDIANAPOLIS, IN 46203	N/A	PC	CONTRIBUTION TO GENERAL FUND	7,500.
KURT VONNEGUT MEMORIAL LIBRARY 340 N. SENATE AVENUE INDIANAPOLIS, IN 46204	N/A	PC	CONTRIBUTION TO GENERAL FUND	1,000.
LAKE MAXINKUCKEE ENVIRONMENTAL FUND P.O. BOX 187 CULVER, IN 46511	N/A	PC	CONTRIBUTION TO GENERAL FUND	3,500.
LITTLE RED DOOR CANCER AGENCY 1801 N. MERIDIAN STREET INDIANAPOLIS, IN 46202	N/A	PC	CONTRIBUTION TO GENERAL FUND	1,000.
OAKS ACADEMY 2301 N. PARK AVENUE INDIANAPOLIS, IN 46205	N/A	PC	CONTRIBUTION TO GENERAL FUND	1,000.
PARK TUDOR FOUNDATION 7200 N. COLLEGE AVENUE INDIANAPOLIS, IN 46240	N/A	PC	CONTRIBUTION TO GENERAL FUND	1,000.
ST. VINCENT HOSPITAL FOUNDATION 10330 N. MERIDIAN STREET NO. 430N INDIANAPOLIS, IN 46290	N/A	SO I	CONTRIBUTION TO GENERAL FUND	1,000.
WASHINGTON TOWNSHIP SCHOOLS FOUNDATION 8550 WOODFIELD CROSSING BLVD INDIANAPOLIS, IN 46240	N/A	PC	CONTRIBUTION TO GENERAL FUND	11,000.
WFYI 1630 N. MERIDIAN STREET INDIANAPOLIS, IN 46202	N/A	PC	CONTRIBUTION TO GENERAL FUND	1,000.
YOUNG AUDIENCES OF INDIANA 3921 N. MERIDIAN STREET NO. 210 INDIANAPOLIS, IN 46208	N/A	PC	CONTRIBUTION TO GENERAL FUND	500.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
FAIRBANKS 8102 CLEARVISTA PARKWAY INDIANAPOLIS, IN 46256	N/A	PC	CONTRIBUTION TO GENERAL FUND	1,000.
GOVERNOR'S PUBLIC BUILDING FOUNDATION 300 N. MERIDIAN ST. STE 2700 INDIANAPOLIS, IN 46204	N/A	SO I	CONTRIBUTION TO GENERAL FUND	1,000.
OVERDOSE LIFELINE 7331 LAKESIDE DR INDIANAPOLIS, IN 46278	N/A	PC	CONTRIBUTION TO GENERAL FUND	2,500.
RONALD MCDONALD HOUSE 435 LIMESTONE INDIANAPOLIS, IN 46202	N/A	PC	CONTRIBUTION TO GENERAL FUND	1,000.
WHEELER MISSION MINISTRIES 205 E NEW YORK ST INDIANAPOLIS, IN 46204	N/A	PC	CONTRIBUTION TO GENERAL FUND	1,000.
YMCA - JORDAN 2039 E MORGAN DRIVE MARTINSVILLE, IN 46151	N/A	PC	CONTRIBUTION TO GENERAL FUND	2,500.
PBS FOUNDATION 2100 CRYSTAL DRIVE ARLINGTON, VA 22202	N/A	SO I	CONTRIBUTION TO GENERAL FUND	2,500.
JULIAN CENTER 2011 N MERIDIAN STREET INDIANAPOLIS, IN 46202	N/A	PC	CONTRIBUTION TO GENERAL FUND	2,500.
INDIANAPOLIS JAZZ FOUNDATION P.O. BOX 20857 INDIANAPOLIS, IN 46220	N/A	PC	CONTRIBUTION TO GENERAL FUND	500.
INDIANAPOLIS MUSEUM OF ART 4000 MICHIGAN ROAD INDIANAPOLIS , IN 46208	N/A	PC	CONTRIBUTION TO GENERAL FUND	2,500.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
INDIANAPOLIS ZOO 1200 WEST WASHINGTON STREET INDIANAPOLIS, IN 46222	N/A	PC	CONTRIBUTION TO GENERAL FUND	6,000.
GIRL SCOUTS OF CENTRAL INDIANA 2611 WATERFRONT PARKWAY EAST DRIVE INDIANAPOLIS, IN 46214	N/A	PC	CONTRIBUTION TO GENERAL FUND	2,500.
INDIANAPOLIS SYMPHONY ORCHESTRA FOUNDATION 32 E. WASHINGTON STREET NO. 600 INDIANAPOLIS, IN 46204	N/A	SO III FI	CONTRIBUTION TO GENERAL FUND	5,000.
WISHARD HOSPITAL FOUNDATION 1001 W. 10TH STREET INDIANAPOLIS, IN 46202	N/A	PC	CONTRIBUTION TO GENERAL FUND	50,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
INDIANA HISTORICAL SOCIETY 450 W. OHIO STREET	N/A	PC	CONTRIBUTION TO GENERAL FUND	7,500.
Total from continuation sheets				7,500.

423635
05-01-14

ATTACHMENT A

Bessemer Trust Company N.A.

Proceeds Not Reported to the IRS

Account 8M3547

2014

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

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

Description of property Date sold or disposed	Quantity	Proceeds Shown (G)ross (N)et	Date acquired	Cost or other basis	Adjustments & Code(s), if any	Gain or loss(-) & 7- Loss not allowed(X)	Additional Information
BNP PARIBAS SPON ADR / CUSIP: 05565A202 / Symbol: BNPQ Y							
01/06/14	75.000	2,853.53	03/20/13	2,043.66	...	809.87	Sale
01/07/14	50.000	1,937.36	03/20/13	1,362.45	...	574.91	Sale
Security total:		4,790.89		3,406.11	...	1,384.78	
ILLINOIS TOOL WORKS INC / CUSIP: 452308109 / Symbol: ITW							
2 tax lots for 01/06/14.							
	25.000	*2,070.81*	*03/20/13*	*1,577.63*	...	*493.18*	*Sale*
	50.000	*4,141.62*	*09/23/13*	*3,808.22*	...	*333.40*	*Sale*
01/06/14	75.000	6,212.43	VARIOUS	5,385.85	...	826.58	Total of 2 lots
J SAINSBURY SPN ADR NEW / CUSIP: 466249208 / Symbol: JSAI Y							
2 tax lots for 10/30/14.							
	50.000	*786.32*	*03/17/14*	*1,041.34*	...	*-255.02*	*Sale*
	50.000	*786.33*	*03/18/14*	*1,050.91*	...	*-264.58*	*Sale*
10/30/14	100.000	1,572.65	VARIOUS	2,092.25	...	-519.60	Total of 2 lots
10/31/14	100.000	1,567.37	03/17/14	2,082.68	...	-515.31	Sale
Security total:		3,140.02		4,174.93	...	-1,034.91	
LORILLARD INC COM / CUSIP: 544147101 / Symbol: LO							
06/25/14	50.000	3,054.18	09/24/13	2,239 34	...	814.84	Sale
MYLAN INC / CUSIP: 628530107 / Symbol: MYL							
3 tax lots for 03/14/14.							
	75.000	*3,955.21*	*11/14/13*	*3,143.26*	..	*811.95*	*Sale*
	50.000	*2,636.80*	*11/15/13*	*2,100.62*	...	*536.18*	*Sale*
	25.000	*1,318.40*	*11/18/13*	*1,046.65*	...	*271.75*	*Sale*
03/14/14	150.000	7,910.41	VARIOUS	6,290.53	...	1,619.88	Total of 3 lots
NIKON CORP PLC UNSPON-ADR / CUSIP: 654111202 / Symbol: NINO Y							
03/14/14	100.000	1,720.67	05/10/13	2,498.55	...	-777.88	Sale
OW REAL RETURN FUND / CUSIP: 680414703 / Symbol: OWRR X							
12/12/14	2,440.374	17,448.67	05/21/14	22,183.00	...	-4,734.33	Sale

Bessemer Trust Company N.A.

2014

Proceeds Not Reported to the IRS

(continued)

Account 8M3547

SHORT-TERM TRANSACTIONS

NOT reported on Form 1099-B

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

Date sold or disposed	Quantity	Proceeds Shown (G)ross (N)et	Date acquired	Cost or other basis	Adjustments & Code(s), if any	Gain or loss(-) & 7- Loss not allowed(X)	Additional Information
SWATCH GROUP AG UNSPON ADR / CUSIP: 870123106 / Symbol: SWGA Y							
	2 tax lots for 09/08/14.						
	75.000	*2,005.66*	*09/18/13*	*2,372.85*	...	*-367.19*	*Sale*
	25.000	*668.56*	*09/19/13*	*819.40*	...	*-150.84*	*Sale*
09/08/14	100.000	2,674.22	VARIOUS	3,192.25	...	-518.03	Total of 2 lots
	2 tax lots for 09/09/14.						
	75.000	*2,006.56*	*09/17/13*	*2,342.19*	...	*-335.63*	*Sale*
	25.000	*668.85*	*09/18/13*	*790.95*	...	*-122.10*	*Sale*
09/09/14	100.000	2,675.41	VARIOUS	3,133.14	...	-457.73	Total of 2 lots
	Security total:	5,349.63		6,325.39	...	-975.76	
TELE2 AB ADR / CUSIP: 87952P307 / Symbol: TLTZ Y							
05/15/14	250.000	1,506.59	10/21/13	1,661.57	...	-154.98	Sale
	2 tax lots for 05/19/14.						
	50.000	*300.85*	*10/16/13*	*315.89*	...	*-15.04*	*Sale*
	250.000	*1,504.24*	*10/18/13*	*1,641.02*	...	*-136.78*	*Sale*
05/19/14	300.000	1,805.09	VARIOUS	1,956.91	...	-151.82	Total of 2 lots
05/20/14	150.000	904.75	10/16/13	947.67	...	-42.92	Sale
05/21/14	50.000	301.63	10/16/13	315.89	...	-14.26	Sale
05/23/14	100.000	592.84	07/10/13	596.50	...	-3.66	Sale
	2 tax lots for 05/27/14.						
	100.000	*590.56*	*07/05/13*	*594.15*	...	*-3.59*	*Sale*
	100.000	*590.57*	*07/09/13*	*595.80*	...	*-5.23*	*Sale*
05/27/14	200.000	1,181.13	VARIOUS	1,189.95	...	-8.82	Total of 2 lots
05/30/14	100.000	585.43	07/05/13	594.15	...	-8.72	Sale
06/09/14	125.000	744.98	07/03/13	726.79	...	18.19	Sale
06/10/14	100.000	597.53	07/03/13	581.43	...	16.10	Sale
06/11/14	75.000	444.70	07/03/13	436.07	...	8.63	Sale
	Security total:	8,664.67		9,006.93	...	-342.26	
VIACOM INC CL B NEW / CUSIP: 92553P201 / Symbol: VIAB							
01/06/14	35.000	3,007.01	03/14/13	2,224.95	...	782.06	Sale

Bessemer Trust Company N.A.

Account 8M3547

Proceeds Not Reported to the IRS

(continued)

2014

SHORT-TERM TRANSACTIONS

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

NOT reported on Form 1099-B

Description of property

Date sold or disposed	Quantity	Proceeds Shown (G)ross (N)et	Date acquired	Cost or other basis	Adjustments & Code(s), if any	Gain or loss(-) & 7- Loss not allowed(X)	Additional Information
WEIR GROUP PLC ADR / CUSIP: 94876Q106 / Symbol: WEIG Y							
05/15/14	50.000	1,100.61	09/20/13	963.38	...	137.23	Sale
	2 tax lots for 05/19/14.						
	50.000	*1,055.24*	*09/20/13*	*963.38*	...	*91.86*	*Sale*
	50.000	*1,055.24*	*09/23/13*	*962.14*	...	*93.10*	*Sale*
05/19/14	100.000	2,110.48	VARIOUS	1,925.52	...	184.96	Total of 2 lots
	2 tax lots for 05/20/14.						
	50.000	*1,061.13*	*09/17/13*	*943.20*	...	*117.93*	*Sale*
	50.000	*1,061.13*	*09/23/13*	*962.14*	...	*98.99*	*Sale*
05/20/14	100.000	2,122.26	VARIOUS	1,905.34	...	216.92	Total of 2 lots
05/21/14	50.000	1,054.48	09/17/13	943.19	...	111.29	Sale
09/25/14	50.000	1,030.75	01/07/14	863.29	...	167.46	Sale
	2 tax lots for 09/26/14.						
	50.000	*1,028.25*	*01/07/14*	*863.29*	...	*164.96*	*Sale*
	50.000	*1,028.25*	*01/08/14*	*859.56*	...	*168.69*	*Sale*
09/26/14	100.000	2,056.50	VARIOUS	1,722.85	...	333.65	Total of 2 lots
	Security total:	9,475.08		8,323.57	...	1,151.51	
WHITING PETROLEUM / CUSIP: 966387102 / Symbol: WLL							
12/08/14	50.000	1,637.46	07/31/14	4,426.98	...	-2,789.52	Sale
12/09/14	70.000	2,340.03	06/12/14	5,458.28	...	-3,118.25	Sale
	Security total:	3,977.49		9,885.26	...	-5,907.77	
NXP SEMICONDUCTORS NV / CUSIP: N6596X109 / Symbol: NXPI							
	2 tax lots for 10/24/14.						
	25.000	*1,634.46*	*05/14/14*	*1,503.78*	...	*130.68*	*Sale*
	75.000	*4,903.39*	*07/31/14*	*4,633.98*	...	*269.41*	*Sale*
10/24/14	100.000	6,537.85	VARIOUS	6,137.76	...	400.09	Total of 2 lots
	Totals:	81,289.00		88,082.17	...	-6,793.17	

Bessemer Trust Company N.A.

2014

Account 8M3547

Proceeds Not Reported to the IRS

(continued)

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

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

Description of property

Date sold or disposed	Quantity	Proceeds Shown (G)ross (N)et	Date acquired	Cost or other basis	Adjustments & Code(s), if any	Gain or loss(-) & 7- Loss not allowed(X)	Additional information
CLASS ACTION PROCEEDS / CUSIP: 007515 / Symbol:							
	3 tax lots for 03/21/14.						
	0.000	*66.47*	*N/A*	...	...	*66.47*	*Gain or loss*
	0.000	*107.91*	*N/A*	...	...	*107.91*	*Gain or loss*
	0.000	*258.18*	*N/A*	...	...	*258.18*	*Gain or loss*
03/21/14	0.000	432.56	VARIOUS	...	...	432.56	Total of 3 lots
ALLIANZ AKTIENGES ADR / CUSIP: 018805101 / Symbol: AZSE Y							
03/21/14	300.000	4,977.76	01/13/12	2,961.00	...	2,016.76	Sale
CVS HEALTH CORP / CUSIP: 126650100 / Symbol: CVS							
01/06/14	50.000	3,484.93	01/13/12	2,094.50	...	1,390.43	Sale
CENTURYLINK INC / CUSIP: 156700106 / Symbol: CTL							
	2 tax lots for 07/29/14.						
	50.000	*2,052.26*	*12/07/11*	*1,821.49*	...	*230.77*	*Sale*
	125.000	*5,130.66*	*01/13/12*	*4,557.67*	...	*572.99*	*Sale*
07/29/14	175.000	7,182.92	VARIOUS	6,379.16	...	803.76	Total of 2 lots
07/30/14	5.000	199.25	12/07/11	182.15	...	17.10	Sale
	Security total:	7,382.17		6,561.31	...	820 86	
CHINA CONSTRUCTION ADR / CUSIP: 168919108 / Symbol: CICH Y							
03/21/14	300.000	3,807.34	01/13/12	4,428.00	...	-620.66	Sale
	2 tax lots for 03/24/14.						
	225.000	*2,950.67*	*12/07/11*	*3,282.75*	...	*-332.08*	*Sale*
	50.000	*655.71*	*01/13/12*	*738.00*	...	*-82.29*	*Sale*
03/24/14	275.000	3,606.38	VARIOUS	4,020.75	...	-414.37	Total of 2 lots
03/25/14	75.000	994.05	12/07/11	1,094.25	...	-100.20	Sale
	Security total:	8,407.77		9,543.00	...	-1,135.23	
SINOPEC/CHINA PETE&CHM ADR / CUSIP: 16941R108 / Symbol: SNP							
03/17/14	75.000	6,453.40	01/13/12	6,539.94	...	-86.54	Sale

Bessemer Trust Company N.A. Account 8M3547

Proceeds Not Reported to the IRS

(continued)

2014

LONG-TERM TRANSACTIONS

NOT reported on Form 1099-B

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

Description of property / Date sold or disposed	Quantity	Proceeds Shown (G)ross (N)et	Date acquired	Cost or other basis	Adjustments & Code(s), if any	Gain or loss(-) & 7- Loss not allowed(X)	Additional Information
CHURCH & DWIGHT INC / CUSIP: 171340102 / Symbol: CHD							
09/02/14	363.000	24,883.09	01/01/75	6,576.65	...	18,306.44	Sale
COCA-COLA COMPANY / CUSIP: 191216100 / Symbol: KO							
09/02/14	290.000	12,057.93	01/01/75	9,235.05	...	2,822.88	Sale
COLGATE-PALMOLIVE CO / CUSIP: 194162103 / Symbol: CL							
09/02/14	50.000	3,215.92	01/01/75	1,965.08	...	1,250.84	Sale
COSTCO WHSL CORP NEW / CUSIP: 22160K105 / Symbol: COST							
09/02/14	125.000	15,182.66	01/01/75	7,300.17	...	7,882.49	Sale
DANAHER CORP / CUSIP: 235851102 / Symbol: DHR							
09/02/14	395.000	30,169.43	01/01/75	10,793.37	...	19,376.06	Sale
DEERE & CO / CUSIP: 244199105 / Symbol: DE							
09/02/14	180.000	15,074.66	01/01/75	7,491.92	...	7,582.74	Sale
EMC CORP / CUSIP: 268648102 / Symbol: EMC							
09/02/14	585.000	17,181.06	01/01/75	10,105.29	...	7,075 77	Sale
ENI S.P.A. ADR / CUSIP: 26874R108 / Symbol: E							
	2 tax lots for 05/22/14.						
	25.000	*1,252.51*	*01/13/12*	*1,024.61*	...	*227.90*	*Sale*
	50.000	*2,505.03*	*04/05/13*	*2,285.80*	...	*219.23*	*Sale*
05/22/14	75.000	3,757.54	VARIOUS	3,310.41	...	447.13	Total of 2 lots
06/25/14	100.000	5,424.80	01/13/12	4,098.43	...	1,326.37	Sale
	Security total:	9,182.34		7,408.84	...	1,773.50	
EMERSON ELECTRIC CO / CUSIP: 291011104 / Symbol: EMR							
09/02/14	266.000	17,095.44	01/01/75	11,281.16	...	5,814.28	Sale
IMPERIAL TOBACCO LT ADR / CUSIP: 453142101 / Symbol: ITYB Y							
09/08/14	50.000	4,296.48	12/07/11	3,707.00	...	589.48	Sale

Bessemer Trust Company N.A.

2014

Proceeds Not Reported to the IRS
(continued)

Account 8M3547

LONG-TERM TRANSACTIONS
Report on Form 8949, Part II, with Box F checked

NOT reported on Form 1099-B

Description of property

Date sold or disposed	Quantity	Proceeds Shown (G)ross (N)et	Date acquired	Cost or other basis	Adjustments & Code(s), if any	Gain or loss(-) & 7- Loss not allowed(X)	Additional information
INTEL CORP / CUSIP: 458140100 / Symbol: INTC							
09/02/14	344.000	11,864.29	01/01/75	7,142.67	...	4,721.62	Sale
INTERNATIONAL BUS MACHINES / CUSIP: 459200101 / Symbol: IBM							
02/06/14	45.000	7,846.32	01/01/75	4,216.41	...	3,629.91	Sale
02/24/14	35.000	6,450.58	01/01/75	3,279.43	...	3,171.15	Sale
	Security total:	14,296.90		7,495.84	...	6,801.06	
J SAINSBURY SPN ADR NEW / CUSIP: 466249208 / Symbol: JSAI Y							
	2 tax lots for 10/31/14.						
	50.000	*783.68*	*06/14/13*	*1,164.19*	...	*-380.51*	*Sale*
	50.000	*783.68*	*06/17/13*	*1,184.60*	...	*-400.92*	*Sale*
10/31/14	100.000	1,567.36	VARIOUS	2,348.79	...	-781.43	Total of 2 lots
JPMORGAN CHASE & CO / CUSIP: 46625H100 / Symbol: JPM							
09/02/14	386.000	23,135.92	01/01/75	17,388.16	...	5,747.76	Sale
L Brands Inc / CUSIP: 501797104 / Symbol: LB							
09/08/14	50.000	3,203.56	08/02/13	2,918.16	...	285.40	Sale
	2 tax lots for 10/24/14.						
	50.000	*3,504.92*	*08/06/13*	*2,836.90*	...	*668.02*	*Sale*
	25.000	*1,752.46*	*08/07/13*	*1,419.89*	...	*332.57*	*Sale*
10/24/14	75.000	5,257.38	VARIOUS	4,256.79	...	1,000.59	Total of 2 lots
	Security total:	8,460.94		7,174.95	...	1,285.99	
MARATHON OIL CORP / CUSIP: 565849106 / Symbol. MRO							
	2 tax lots for 10/24/14.						
	95.000	*3,277.43*	*12/07/11*	*2,680.90*	...	*596.53*	*Sale*
	75.000	*2,587.44*	*01/13/12*	*2,270.25*	...	*317.19*	*Sale*
10/24/14	170.000	5,864.87	VARIOUS	4,951.15	...	913.72	Total of 2 lots
MCDONALD'S CORP / CUSIP: 580135101 / Symbol: MCD							
09/02/14	297.000	27,555.05	01/01/75	10,339.52	...	17,215.53	Sale

Bessemer Trust Company N.A. | Account 6M3547

Proceeds Not Reported to the IRS
(continued)

2014

LONG-TERM TRANSACTIONS
Report on Form 8949, Part II, with Box F checked

NOT reported on Form 1099-B

Description of property

Date sold or disposed	Quantity	Proceeds Shown (G)ross (N)et	Date acquired	Cost or other basis	Adjustments & Code(s), if any	Gain or loss(-) & 7- Loss not allowed(X)	Additional information
METLIFE INC COM / CUSIP: 59156R108 / Symbol: MET							
09/02/14	350.000	19,333.57	01/01/75	12,760.08	...	6,573.49	Sale
MUNICH RE GROUP ADR / CUSIP: 626188106 / Symbol: MURG Y							
	2 tax lots for 06/26/14.						
	50.000	*1,087.75*	*12/07/11*	*639.50*	...	*448.25*	*Sale*
	100.000	*2,175.51*	*01/13/12*	*1,204.00*	...	*971.51*	*Sale*
06/26/14	150.000	3,263.26	VARIOUS	1,843.50	...	1,419.76	Total of 2 lots
06/27/14	100.000	2,174.76	01/13/12	1,204.00	...	970.76	Sale
07/31/14	100.000	2,122.88	01/13/12	1,204.00	...	918.88	Sale
08/01/14	100.000	2,081.49	01/13/12	1,204.00	...	877.49	Sale
08/04/14	75.000	1,553.24	01/13/12	903.00	...	650.24	Sale
08/05/14	75.000	1,543.81	01/13/12	903.00	...	640.81	Sale
08/06/14	100.000	2,020.62	01/13/12	1,204.00	...	816.62	Sale
	Security total:	14,760.06		8,465.50	...	6,294.56	
NIKON CORP PLC UNSPON-ADR / CUSIP: 654111202 / Symbol: NINO Y							
03/14/14	50.000	860.33	12/14/12	1,424.90	...	-564.57	Sale
	2 tax lots for 03/17/14.						
	50.000	*841.20*	*12/13/12*	*1,419.43*	...	*-578.23*	*Sale*
	50.000	*841.20*	*12/14/12*	*1,424.90*	...	*-583.70*	*Sale*
03/17/14	100.000	1,682.40	VARIOUS	2,844.33	...	-1,161.93	Total of 2 lots
03/18/14	75.000	1,261.97	12/13/12	2,129.14	...	-867.17	Sale
03/19/14	75.000	1,258.39	12/12/12	2,055.18	...	-796.79	Sale
	Security total:	5,063.09		8,453.55	...	-3,390.46	
NOBLE ENERGY INC / CUSIP: 655044105 / Symbol: NBL							
09/02/14	410.000	28,920.76	01/01/75	8,872.54	...	20,048.22	Sale
OW SMALL & MID CAP FUND / CUSIP: 680414604 / Symbol: OWSM X							
05/21/14	3,395.457	58,300.00	05/08/13	55,685.49	...	2,614.51	Sale

Bessemer Trust Company N.A. — Account 6M3547

2014

Proceeds Not Reported to the IRS
(continued)

LONG-TERM TRANSACTIONS — *NOT reported on Form 1099-B*

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

Description of property / Date sold or disposed	Quantity	Proceeds Shown (G)ross (N)et	Date acquired	Cost or other basis	Adjustments & Code(s), if any	Gain or loss(-) & 7- Loss not allowed(X)	Additional information
OW REAL RETURN FUND / CUSIP: 680414703 / Symbol: OWRR X							
	3 tax lots for 12/12/14.						
	2,136.317	*15,274.67*	*12/07/11*	*21,000.00*	...	*-5,725.33*	*Sale*
	3,684.211	*26,342.11*	*01/13/12*	*35,000.00*	...	*-8,657.89*	*Sale*
	3,521.878	*25,181.43*	*02/06/13*	*33,000.00*	...	*-7,818.57*	*Sale*
12/12/14	9,342.406	66,798.21	VARIOUS	89,000.00	...	-22,201.79	Total of 3 lots
PEPSICO INC / CUSIP: 713448108 / Symbol: PEP							
09/02/14	102.000	9,429.69	01/01/75	6,506.58	...	2,923.11	Sale
PHILIP MORRIS INTL INC / CUSIP: 718172109 / Symbol: PM							
09/02/14	115.000	9,816.67	01/01/75	7,331.82	...	2,484.85	Sale
PRAXAIR INC / CUSIP: 74005P104 / Symbol. PX							
09/02/14	183.000	24,087.75	01/01/75	6,930.21	...	17,157.54	Sale
PROCTER & GAMBLE CO / CUSIP: 742718109 / Symbol: PG							
09/02/14	143.000	11,861.58	01/01/75	8,734.32	...	3,127.26	Sale
SANOFI - ADR / CUSIP: 80105N105 / Symbol: SNY							
	2 tax lots for 10/30/14.						
	120.000	*5,437.96*	*01/01/75*	*4,415.00*	...	*1,022.96*	*Sale*
	150.000	*6,797.44*	*01/13/12*	*5,278.50*	...	*1,518.94*	*Sale*
10/30/14	270.000	12,235.40	VARIOUS	9,693.50	...	2,541.90	Total of 2 lots
STERICYCLE INC / CUSIP: 858912108 / Symbol: SRCL							
09/02/14	98.000	11,678.40	01/01/75	2,922.57	...	8,755.83	Sale
SUMITOMO METAL MIN CO LTD / CUSIP: 86563T104 / Symbol: SMMY Y							
09/08/14	100.000	1,645.04	08/19/13	1,419.46	...	225.58	Sale
09/09/14	100.000	1,627.36	08/19/13	1,419.46	...	207.90	Sale
09/10/14	100.000	1,546.03	08/19/13	1,419.46	...	126.57	Sale
	2 tax lots for 09/11/14.						
	25.000	*389.47*	*08/19/13*	*354.87*	...	*34.60*	*Sale*

Bessemer Trust Company N.A. | Account 8M3547

Proceeds Not Reported to the IRS

(continued)

2014

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

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

Description of property

Date sold or disposed	Quantity	Proceeds Shown (G)ross (N)et	Date acquired	Cost or other basis	Adjustments & Code(s), if any	Gain or loss(-) & 7- Loss not allowed(X)	Additional information
SUMITOMO METAL MIN CO LTD / CUSIP: 86563T104 / Symbol: SMMY Y (cont'd)							
	25.000	*389.47*	*08/20/13*	*350.34*	...	*39.13*	*Sale*
09/11/14	50.000	778.94	VARIOUS	705.21	...	73.73	Total of 2 lots
	Security total:	5,597.37		4,963.59	...	633.78	
TARGET CORP / CUSIP: 87612E106 / Symbol: TGT							
06/25/14	125.000	7,253.23	01/01/75	7,168.44	...	84 79	Sale
	2 tax lots for 06/26/14.						
	10.000	*577.11*	*01/01/75*	*573.47*	...	*3 64*	*Sale*
	45.000	*2,596.99*	*01/01/75*	*2,249.77*	...	*347.22*	*Sale*
06/26/14	55.000	3,174.10	VARIOUS	2,823.24	...	350.86	Total of 2 lots
	Security total:	10,427.33		9,991.68	...	435.65	
TELE2 AB ADR / CUSIP: 87952P307 / Symbol: TLTZ Y							
	2 tax lots for 05/21/14						
	75.000	*452.44*	*12/07/11*	*755.25*	...	*-302.81*	*Sale*
	75.000	*452.44*	*01/17/12*	*705.53*	...	*-253.09*	*Sale*
05/21/14	150.000	904.88	VARIOUS	1,460.78	...	-555.90	Total of 2 lots
05/22/14	100.000	601.55	01/17/12	940.71	...	-339.16	Sale
05/30/14	50.000	292.71	01/17/12	470.36	...	-177.65	Sale
06/02/14	100.000	584.50	01/17/12	940.71	...	-356.21	Sale
06/04/14	50.000	291.17	01/17/12	470.36	...	-179.19	Sale
06/05/14	150.000	879.46	01/17/12	1,411.06	...	-531.60	Sale
06/09/14	25.000	149.00	01/17/12	235.18	...	-86.18	Sale
	Security total:	3,703.27		5,929.16	...	-2,225.89	
THERMO FISHER SCIENTIFIC / CUSIP: 883556102 / Symbol: TMO							
	2 tax lots for 02/06/14.						
	50.000	*5,716.62*	*08/31/12*	*2,866.92*	...	*2,849.70*	*Sale*
	25.000	*2,858.31*	*10/19/12*	*1,463.16*	...	*1,395.15*	*Sale*
02/06/14	75.000	8,574.93	VARIOUS	4,330.08	...	4,244.85	Total of 2 lots

Bessemer Trust Company N.A. — Account 6M3547

Proceeds Not Reported to the IRS
(continued)

2014

LONG-TERM TRANSACTIONS — *NOT reported on Form 1099-B*

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

Date sold or disposed	Quantity	Proceeds Shown (G)ross (N)et	Date acquired	Cost or other basis	Adjustments & Code(s), if any	Gain or loss(-) & 7- Loss not allowed(X)	Additional information
Description of property							
TOTAL SA ADR / CUSIP: 89151E109 / Symbol: TOT							
01/06/14	100.000	5,935.20	01/01/75	5,755.85	...	179.35	Sale
03/18/14	75.000	4,935.36	01/01/75	4,316.89	...	618.47	Sale
03/26/14	87.000	5,669.60	01/01/75	5,007.59	...	662.01	Sale
	Security total:	16,540.16		15,080.33	...	1,459.83	
VISA INC / CUSIP: 92826C839 / Symbol: V							
09/02/14	205.000	44,018.67	01/01/75	14,543.98	...	29,474.69	Sale
VOLKSWAGEN AG ADR / CUSIP: 928662402 / Symbol: VLKP Y							
	2 tax lots for 10/30/14.						
	100.000	*4,180.21*	*07/17/12*	*3,394.50*	...	*785.71*	*Sale*
	25.000	*1,045.05*	*07/18/12*	*845.65*	...	*199.40*	*Sale*
10/30/14	125.000	5,225.26	VARIOUS	4,240.15	...	985.11	Total of 2 lots
WALGREEN CO / CUSIP: 931422109 / Symbol:							
	2 tax lots for 03/18/14.						
	20.000	*1,342.20*	*10/18/12*	*721.29*	...	*620.91*	*Sale*
	55.000	*3,691.04*	*10/23/12*	*1,971.09*	...	*1,719.95*	*Sale*
03/18/14	75.000	5,033.24	VARIOUS	2,692.38	...	2,340.86	Total of 2 lots
09/08/14	70.000	4,436.98	10/23/12	2,508.66	...	1,928.32	Sale
	Security total:	9,470.22		5,201.04	...	4,269.18	
WEIR GROUP PLC ADR / CUSIP: 94876Q106 / Symbol: WEIG Y							
09/08/14	100.000	2,144.25	08/02/13	1,718.91	...	425.34	Sale
	2 tax lots for 09/17/14.						
	50.000	*1,070.38*	*07/30/13*	*823.89*	...	*246.49*	*Sale*
	25.000	*535.19*	*08/01/13*	*413.55*	...	*121.64*	*Sale*
09/17/14	75.000	1,605.57	VARIOUS	1,237.44	...	368.13	Total of 2 lots
	2 tax lots for 09/19/14.						
	50.000	*1,086.81*	*07/30/13*	*823.88*	...	*262.93*	*Sale*
	25.000	*543.40*	*07/31/13*	*410.41*	...	*132.99*	*Sale*
09/19/14	75.000	1,630.21	VARIOUS	1,234.29	...	395.92	Total of 2 lots

Bessemer Trust Company N.A. Account 8M3547

Proceeds Not Reported to the IRS

(continued)

2014

LONG-TERM TRANSACTIONS

NOT reported on Form 1099-B

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

Description of property Date sold or disposed	Quantity	Proceeds Shown (G)ross (N)et	Date acquired	Cost or other basis	Adjustments & Code(s), if any	Gain or loss(-) & 7- Loss not allowed(X)	Additional information
WEIR GROUP PLC ADR / CUSIP: 94876Q106 / Symbol: WEIG Y (cont'd)							
09/22/14	25.000	528.93	07/31/13	410.41	...	118.52	Sale
09/23/14	50.000	1,032.33	07/29/13	803.01	...	229 32	Sale
09/24/14	50.000	1,022.09	07/29/13	803.01	...	219.08	Sale
	Security total:	7,963.38		6,207.07	...	1,756.31	
ZIMMER HLDGS INC / CUSIP: 98956P102 / Symbol: ZMH							
01/06/14	75.000	7,002.41	05/29/12	4,665.78	...	2,336.63	Sale
ACCENTURE PLC CL A / CUSIP: G1151C101 / Symbol ACN							
01/06/14	25.000	2,017.99	01/13/12	1,327.00	...	690.99	Sale
01/07/14	80.000	6,515.02	01/13/12	4,246.40	...	2,268.62	Sale
	Security total.	8,533.01		5,573.40	...	2,959.61	
ACE LIMITED / CUSIP: H0023R105 / Symbol: ACE							
01/06/14	50.000	5,058.81	12/07/11	3,509.00	...	1,549.81	Sale
AVAGO TECHNOLOGIES / CUSIP: Y0486S104 / Symbol: AVGO							
05/14/14	100.000	6,862.98	11/30/12	3,484.26	...	3,378.72	Sale
10/24/14	50.000	4,086.90	08/27/13	1,835.87	...	2,251.03	Sale
	Security total:	10,949.88		5,320.13	...	5,629.75	
	Totals:	**687,572.81**		**475,316.91**	...	**212,255.90**	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
BESSEMER TRUST	98,435.	49,406.	49,029.	49,029.	
TO PART I, LINE 4	98,435.	49,406.	49,029.	49,029.	

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
MISCELLANEOUS INCOME	10.	10.	
TOTAL TO FORM 990-PF, PART I, LINE 11	10.	10.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	3,400.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	3,400.	0.		0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	1,289.	1,289.		0.
FEDERAL TAXES	3,400.	0.		0.
TO FORM 990-PF, PG 1, LN 18	4,689.	1,289.		0.

FORM 990-PF | OTHER EXPENSES | STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEES	5,996.	5,996.		0.
ASSOCIATION OF SMALL FOUNDATIONS DUES	725.	0.		0.
MISCELLANEOUS EXPENSE	10.	0.		0.
TO FORM 990-PF, PG 1, LN 23	6,731.	5,996.		0.

FORM 990-PF | CORPORATE STOCK | STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STOCKS AND MUTUAL FUNDS (SEE ATTACHMENT B)	1,971,249.	2,252,691.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,971,249.	2,252,691.

ATTACHMENT B

Trade date basis

Account Holdings

Cash and Short Term

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
CASH AVAILABLE			$78		$78	< 0 1%			
FED GOVT OBLIG FUND #395 0 010 %	391,200	1.00	391,200	1.000	391,200	100 0		39	0 01
Total cash and short term			**$391,278**		**$391,278**	**100.0%**		**$39**	

Fixed Income

Funds

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
OW FIXED INCOME FUND *(OWFIX)* BOOK COST 241,742	20,872 429	$11 58	$241,742	$11.190	$233,562	100 0%	($8,180)	$3,673	1 57%
Total fixed income			**$241,742**		**$233,562**	**100.0%**	**($8,180)**	**$3,673**	**1.57%**

Large Cap Core - U.S.

Consumer discretionary

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
DOLLAR GENERAL CORP *(DG)*	300	$45 19	$13,556	$70.700	$21,210	4 0%	$7,654		
HOME DEPOT *(HD)*[1]	109	36 23	3,949	104.970	11,441	2 1	7,492	204	1 79
L BRANDS INC *(LB)*	100	55 46	5,546	86 550	8,655	1.6	3,109	136	1 57
MACY'S INC *(M)*	135	34 07	4,600	65 750	8,876	1 7	4,276	168	1.90
NIKE INC CL B *(NKE)*	165	85 85	14,165	96 150	15,864	3.0	1,699	184	1 16
VIACOM INC CL B NEW *(VIAB)*	180	76 78	13,820	75 250	13,545	2.5	(275)	237	1 75

Trade date basis

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
YUM BRANDS INC *(YUM)*	175	71 02	12,429	72 850	12,748	2 4	319	287	2 25
Total consumer discretionary			**$68,065**		**$92,339**	**17.3%**	**$24,274**	**$1,216**	**1.32%**

Consumer staples

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
ALTRIA GROUP INC *(MO)*[1]	137	$25 24	$3,458	$49 270	$6,749	1 3%	$3,291	$284	4 22%
CVS HEALTH CORP *(CVS)*	115	39 20	4,508	96 310	11,075	2 1	6,567	161	1.45
LORILLARD INC COM *(LO)*	100	44.74	4,474	62 940	6,294	1 2	1,820	246	3 91
WAL-MART STORES INC *(WMT)*[1]	293	52.37	15,344	85 880	25,162	4.7	9,818	562	2 24
Total consumer staples			**$27,784**		**$49,280**	**9.2%**	**$21,496**	**$1,253**	**2.54%**

Energy

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
CONOCOPHILLIPS *(COP)*	182	$60.49	$11,009	$69 060	$12,568	2.4%	$1,559	$531	4 23%
EXXON MOBIL CORP *(XOM)*[1]	424	1 64	696	92 450	39,198	7.3	38,502	1,170	2 99
VALERO ENERGY NEW *(VLO)*	100	49 96	4,996	49.500	4,950	0 9	(46)	110	2 22
Total energy			**$16,701**		**$56,716**	**10.6%**	**$40,015**	**$1,811**	**3.19%**

Financials

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
ACE LIMITED *(ACE)*	100	$69 30	$6,930	$114 880	$11,488	2.2%	$4,558	$260	2 26%
AMERICAN INTL GROUP INC *(AIG)*	175	42 39	7,418	56 010	9,801	1.8	2,383	87	0 89
CITIGROUP INC *(C)*	200	29 73	5,945	54 110	10,822	2.0	4,877	8	0.07
KEYCORP NEW *(KEY)*	1,225	13 38	16,387	13 900	17,027	3 2	640	318	1 87
MORGAN STANLEY GRP INC *(MS)*	275	29 63	8,148	38 800	10,670	2 0	2,522	110	1.03
Total financials			**$44,828**		**$59,808**	**11.2%**	**$14,980**	**$783**	**1.31%**

Health care

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
AETNA INC NEW *(AET)*	250	$51 17	$12,792	$88 830	$22,207	4 2%	$9,415	$250	1 13%

Trade date basis

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
MYLAN INC *(MYL)*	350	43 03	15,060	56 370	19,729	3.7	4,669		
PFIZER INC *(PFE)*	675	29 43	19,868	31 150	21,026	3 9	1,158	756	3 60
THERMO FISHER SCIENTIFIC *(TMO)*	75	56.91	4,268	125 290	9,396	1 8	5,128	45	0 48
ZIMMER HLDGS INC *(ZMH)*	150	61 97	9,295	113.420	17,013	3 2	7,718	132	0.78
Total health care			**$61,283**		**$89,371**	**16.7%**	**$28,088**	**$1,183**	**1.32%**

Industrials

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
CUMMINS INC *(CMI)*	40	$128 80	$5,152	$144.170	$5,766	1 1%	$614	$124	2 16%
ILLINOIS TOOL WORKS INC *(ITW)*	70	63.10	4,417	94 700	6,629	1.2	2,212	135	2.05
KIRBY CORP *(KEX)*	80	116 66	9,333	80 740	6,459	1 2	(2,874)		
NIELSEN N V EUR 0 07 *(NLSN)*	150	32 52	4,878	44 730	6,709	1 3	1,831	150	2 24
RAYTHEON CO NEW *(RTN)*	175	98.38	17,217	108 170	18,929	3 5	1,712	423	2 24
UNION PACIFIC CORP *(UNP)*	160	79.12	12,659	119 130	19,060	3 6	6,401	320	1 68
UNITED RENTALS INC *(URI)*	90	95 43	8,589	102 010	9,180	1 7	591		
Total industrials			**$62,245**		**$72,732**	**13.6%**	**$10,487**	**$1,152**	**1.58%**

Information technology

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
APPLE INC *(AAPL)* [1]	406	$12 72	$5,164	$110 380	$44,814	8 4%	$39,650	$763	1 70%
AVAGO TECHNOLOGIES *(AVGO)*	100	34.57	3,457	100.590	10,059	1 9	6,602	140	1.39
NXP SEMICONDUCTORS NV *(NXPI)*	150	58 09	8,714	76 400	11,460	2 2	2,746		
QUALCOMM INC *(QCOM)*	175	62 26	10,895	74 330	13,007	2 4	2,112	294	2 26
TERADATA CORP *(TDC)*	300	42 69	12,806	43 680	13,104	2 5	298		
Total information technology			**$41,036**		**$92,444**	**17.3%**	**$51,408**	**$1,197**	**1.29%**

Trade date basis

Utilities	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
AMERICAN WATER WORKS CO (*AWK*)	**400**	**$40.57**	**$16,227**	**$53.300**	**$21,320**	**4.0%**	**$5,093**	**$496**	**2.33%**
Total large cap core - u.s.			**$338,169**		**$534,010**	**100.0%**	**$195,841**	**$9,091**	**1.70%**

1 Restricted

Large Cap Core - Non U.S.

Consumer discretionary

BRIDGESTONE CORP ADR (*BRDCY*)	560	$17.77	$9,949	$17 511	$9,806	3 7%	($143)	$146	1 49%
DAIHATSU MOTOR CO. LTD ADR (*DHTMY*)	175	38 78	6,786	26 340	4,609	1 7	(2,177)	148	3 22
PANDORA A/S ADR (*PNDZY*)	300	16 22	4,866	20 496	6,148	2 3	1,282	59	0 97
SKY PLC ADR (*SKYAY*)	250	62 72	15,679	56 071	14,017	5.2	(1,662)	513	3 66
Total consumer discretionary			**$37,280**		**$34,580**	**12.9%**	**($2,700)**	**$866**	**2.50%**

Consumer staples

IMPERIAL TOBACCO LT ADR (*ITYBY*)	125	$72 77	$9,096	$88.441	$11,055	4 1%	$1,959	$518	4 69%
J SAINSBURY SPN ADR NEW (*JSAIY*)	525	23 06	12,109	15 387	8,078	3 0	(4,031)	597	7 40
SVENSKA CL AKTIBLGT ADR (*SVCBY*)	400	27 00	10,799	21 576	8,630	3 2	(2,169)	236	2 74
UNILEVER NV	325	38.27	12,439	39 499	12,837	4 8	398	448	3 49
WILMAR INTERNATIONAL ADR (*WLMIY*)	375	26 25	9,844	24 451	9,169	3 4	(675)	201	2 20
Total consumer staples			**$54,287**		**$49,769**	**18.6%**	**($4,518)**	**$2,000**	**4.02%**

Energy

SCHLUMBERGER LTD (*SLB*)[1]	195	$56.37	$10,993	$85 410	$16,654	6 2%	$5,661	$312	1.87%

Trade date basis

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
SINOPEC/CHINA PETE&CHM ADR *(SNP)*	86	80 69	6,939	81.010	6,966	2.6	27	298	4 28
Total energy			**$17,932**		**$23,620**	**8.8%**	**$5,688**	**$610**	**2.58%**
Financials									
BNP PARIBAS SPON ADR *(BNPQY)*	250	$26 08	$6,520	$29 804	$7,451	2 8%	$931	$178	2.40%
DBS GROUP HLDGS LTD ADR *(DBSDY)*	275	52 30	14,382	62 184	17,100	6 4	2,718	495	2 89
HSBC HLDGS PLC ADR *(HSBC)*	275	50 56	13,904	47 230	12,988	4 8	(916)	673	5 19
ORIX CORP	725	15 72	11,400	12 676	9,189	3 4	(2,211)	150	1 64
RSA INS GRP INC SPON ADR *(RSNAY)*	1,600	9 32	14,917	6 783	10,852	4 0	(4,065)	267	2 46
SKANDINAVISKA ENSKILDA ADR *(SKVKY)*	400	11.71	4,685	12 717	5,086	1 9	401	187	3 69
WHARF HOLDINGS ADR *(WARFY)*	525	12 55	6,588	14 443	7,582	2 8	994	212	2 80
Total financials			**$72,396**		**$70,248**	**26.2%**	**($2,148)**	**$2,162**	**3.08%**
Health care									
ASTRAZENECA PLC	**175**	**$72.49**	**$12,686**	**$70.989**	**$12,423**	**4.6%**	**($263)**	**$463**	**3.73%**
Industrials									
ITOCHU CORP ADR *(ITOCY)*	**625**	**$21.23**	**$13,268**	**$21.552**	**$13,470**	**5.0%**	**$202**	**$427**	**3.17%**
Information technology									
HITACHI LTD ADR *(HTHIY)*	**200**	**$77.20**	**$15,439**	**$75.124**	**$15,024**	**5.6%**	**($415)**	**$178**	**1.19%**
Materials									
SUMITOMO METAL MIN CO LTD *(SMMYY)*	**450**	**$14.11**	**$6,349**	**$15.097**	**$6,793**	**2.5%**	**$444**	**$137**	**2.03%**

Trade date basis

Telecom services

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
CHINA TELECOM ADR *(CHA)*	275	$53.06	$14,592	$58 710	$16,145	6 0%	$1,553	$303	1.88%
KDDI CORP ADR *(KDDIY)*	700	8 63	6,043	15 924	11,146	4 2	5,103	184	1 65
TIM PARTICIPACOES SA ADR *(TSU)*	300	21 19	6,356	22 210	6,663	2 5	307	221	3 32
Total telecom services			**$26,991**		**$33,954**	**12.7%**	**$6,963**	**$708**	**2.09%**

Utilities

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
TOKYO GAS LTD ADR *(TKGSY)*	**387**	**$19.69**	**$7,619**	**$21.756**	**$8,419**	**3.1%**	**$800**	**$102**	**1.22%**
Total large cap core - non u.s.			**$264,247**		**$268,300**	**100.0%**	**$4,053**	**$7,653**	**2.85%**

1 Restricted

Large Cap Strategies

Large cap strategies funds

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
OW LARGE CAP STRATEGIES FD *(OWLSX)* BOOK COST 531,116	46,309.488	$11 47	$531,116	$12.910	$597,855	100 0%	$66,739	$4,496	0 75%
Total large cap strategies			**$531,116**		**$597,855**	**100.0%**	**$66,739**	**$4,496**	**0.75%**

Trade date basis

Small & Mid Cap

Small & mid cap funds

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
OW SMALL & MID CAP FUND *(OWSMX)* BOOK COST 263,473	17,327 227	$14.96	$259,267	$16 220	$281,047	100.0%	$21,780	$2,252	0 80%
Total small & mid cap			**$259,267**		**$281,047**	**100.0%**	**$21,780**	**$2,252**	**0.80%**

Strategic Opportunities

Strategic Opportunities funds

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
OW STRATEGIC OPPTYS FUND *(OWSOX)* BOOK COST 336,708	44,521 429	$7.56	$336,708	$7 590	$337,917	100 0%	$1,209	$7,746	2.29%
Total strategic opportunities			**$336,708**		**$337,917**	**100.0%**	**$1,209**	**$7,746**	**2.29%**
Total value of account			**$2,362,527**		**$2,643,969**		**$281,442**	**$34,950**	**1.32%**

	Market value
Total interest and dividends accrued	811
Total value of account including accruals	**$2,644,780**

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

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