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

OMB No 1545-0052

2016Department 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.

Open to Public Inspection

For calendar year 2016 or tax year beginning

, 2016, and ending

, 20

Name of foundation

THE HARLAN FAMILY FOUNDATION

A Employer identification number

20-3994043

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

Room/suite

B Telephone number (see instructions)

7597 EAST US HIGHWAY 36

(317) 894-7025

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

AVON, IN 46123

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 changeD 1 Foreign organizations, check here. ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationE 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) \$ 7,071,501.

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify)F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here. ☐

(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)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)	93,804.			
2 Check ☐ if the foundation is not required to attach Sch. B.				
3 Interest on savings and temporary cash investments.				
4 Dividends and interest from securities	84,237.	85,533.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	67,827.			
b Gross sales price for all assets on line 6a 809,610.				
7 Capital gain net income (from Part IV, line 2)		67,827.		
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	245,868.	153,360.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	0.			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule) [1]	48,734.	48,734.		
17 Interest				
18 Taxes (attach schedule) (see instructions) [2]	5,715.	194.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)				
24 Total operating and administrative expenses. Add lines 13 through 23.	54,449.	48,928.		
25 Contributions, gifts, grants paid	293,800.			293,800.
26 Total expenses and disbursements. Add lines 24 and 25	348,249.	48,928.		293,800.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-102,381.			
b Net investment income (if negative, enter -0-)		104,432.		
c Adjusted net income (if negative, enter -0-)				

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)		Beginning of year	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		459,230.	26,484.	26,484.
	3	Accounts receivable ▶				
		Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less allowance for doubtful accounts ▶				
	5	Grants receivable.				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use.				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U S and state government obligations (attach schedule).				
	b	Investments - corporate stock (attach schedule) <u>ATCH 3</u>		3,661,615.	3,991,980.	5,426,201.
	c	Investments - corporate bonds (attach schedule) <u>ATCH 4</u>		9,154.	9,154.	9,048.
	Liabilities	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶				
12		Investments - mortgage loans.				
13		Investments - other (attach schedule) <u>ATCH 5</u>		1,200,009.	1,200,009.	1,609,768.
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)		5,330,008.	5,227,627.	7,071,501.
17		Accounts payable and accrued expenses				
18		Grants payable.				
Net Assets or Fund Balances	19	Deferred revenue.				
	20	Loans from officers, directors, trustees, and other disqualified persons.				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)		0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here. ☐ and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ☒					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund.				
	29	Retained earnings, accumulated income, endowment, or other funds		5,330,008.	5,227,627.	
	30	Total net assets or fund balances (see instructions).		5,330,008.	5,227,627.	
31	Total liabilities and net assets/fund balances (see instructions)		5,330,008.	5,227,627.		

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	5,330,008.
2	Enter amount from Part I, line 27a.	2	-102,381.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	5,227,627.
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	5,227,627.

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.)
1 a SEE PART IV SCHEDULE				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0- or Losses (from col (h)))	
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	67,827.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	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.

(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))
2015	280,900.	6,662,167.	0.042163
2014	326,465.	6,212,182.	0.052552
2013	223,999.	5,597,900.	0.040015
2012	223,087.	5,094,691.	0.043788
2011	224,554.	4,138,959.	0.054254
2 Total of line 1, column (d)			2 0.232772
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years.			3 0.046554
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 6,699,979.
5 Multiply line 4 by line 3.			5 311,911.
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 1,044.
7 Add lines 5 and 6.			7 312,955.
8 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.			8 293,800.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1			
Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	2,089.
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	2,089.
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	2,089.
6 Credits/Payments			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	4,850.	
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	4,850.	
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	2,761.	
11 Enter the amount of line 10 to be: Credited to 2017 estimated tax ☐ 2,761. Refunded ☐ ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?		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?		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?		X
If "Yes," attach a detailed description of the activities		
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?		X
If "Yes," attach the statement required by General Instruction T		
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) ☐ 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 2016 or the taxable year beginning in 2016 (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)

	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? Website address ► N/A	13	X
14 The books are in care of ► HAL P. HARLAN, TRUSTEE Telephone no ► 317-894-7025 Located at ► 7597 EAST US HIGHWAY 36, AVON, IN ZIP+4 ► 46123		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here N/A ► ☐ and enter the amount of tax-exempt interest received or accrued during the year 15 N/A		
16 At any time during calendar year 2016, 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 Yes No See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		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? ☐ 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)? 1b N/A Organizations relying on a current notice regarding disaster assistance check here 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 2016? 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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ 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) 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. ►		
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 2016 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 2016) 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 2016? 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 ☒**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**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	5,117,671.
b	Average of monthly cash balances	1b	74,570.
c	Fair market value of all other assets (see instructions).	1c	1,609,768.
d	Total (add lines 1a, b, and c)	1d	6,802,009.
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	6,802,009.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	102,030.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,699,979.
6	Minimum investment return. Enter 5% of line 5	6	334,999.

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	334,999.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	2,089.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,089.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	332,910.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	332,910.
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	332,910.

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	293,800.
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	293,800.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	293,800.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				332,910.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			291,107.	
b Total for prior years 20 <u>14</u> , 20 <u>13</u> , 20 <u>12</u>				
3 Excess distributions carryover, if any, to 2016				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2016 from Part XII, line 4 ► \$ <u>293,800.</u>				
a Applied to 2015, but not more than line 2a			291,107.	
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 2016 distributable amount.				2,693.
e Remaining amount distributed out of corpus.				
5 Excess distributions carryover applied to 2016 . (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 2015. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017.				330,217.
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 2011 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

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

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, 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			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets.					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization.					
(4) Gross investment income.					

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

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

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
a Paid during the year				
ATCH 7				
Total			3a	293,800.
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated

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

JSA
6E1492 1 000

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)	
537,188.		LT CAPITAL GAIN 264,713.					VARIOUS 272,475.	VARIOUS
270,101.		ST CAPITAL GAIN 477,070.					VARIOUS -206,969.	VARIOUS
2,321.		CAPITAL GAIN DISTRIBUTION					VARIOUS 2,321.	VARIOUS
TOTAL GAIN(LOSS)							<u>67,827.</u>	

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

OMB No 1545-0047

2016▶ **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.**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 for 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. Don't 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 isn't covered by the General Rule and/or the Special Rules doesn't 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 doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization **THE HARLAN FAMILY FOUNDATION**

Employer identification number

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	\$ 93,543.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization THE HARLAN FAMILY FOUNDATION

Employer identification number

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
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization THE HARLAN FAMILY FOUNDATION

Employer identification number

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	48,734.	48,734.
TOTALS	<u>48,734.</u>	<u>48,734.</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	5,521.	
FOREIGN TAXES	194.	194.
TOTALS	<u>5,715.</u>	<u>194.</u>



Statement for the Period December 1, 2016 to December 31, 2016

HARLAN FAMILY FOUNDATION TRUST - Trust Under Agreement
Account Number: GEF-010298

Separate Acc't Manager: DISCRETIONARY CUSTOM
Investment Discipline

William Blair

Holdings

NFS-provided cost basis, realized gain (loss), and holding period information may not reflect all adjustments necessary for tax purposes. Please refer to Footnotes and Cost Basis Information at the end of this statement for more information.

For additional information regarding your holdings, please refer to the footnotes at the end of the statement.

CASH AND CASH EQUIVALENTS - 4.28% of Total Account Value

Description	Symbol/Cusip Account Type	Quantity	Price on 12/31/16	Current Market Value	Estimated Annual Income	Unrealized Gain (Loss)
Money Markets						
FIDELITY GOVERNMENT CASH RESERVES	FDRXX	243,027.73	\$1.00	\$243,027.73		
7 DAY YIELD 23%	CASH					
Dividend Option Cash						
Capital Gain Option Cash						
Total Cash and Cash Equivalents				\$243,027.73		

HOLDINGS > EQUITIES - 61.99% of Total Account Value

Description	Symbol/Cusip Account Type	Quantity	Price on 12/31/16	Current Market Value	Estimated Annual Income	Original/Adjusted Cost Basis	Unrealized Gain (Loss)
Equity							
ALLERGAN PLC. COM USD0.0001	AGN	36	\$210.01	\$7,560.36		\$10,980.00	(\$3,419.64)
Dividend Option Cash	MARGIN						
Capital Gain Option Cash							
Average Unit Cost							
ALPHABET INC CAP STK CL C	GOOG	199	\$771.82	\$153,592.18		\$152,834.54	\$757.64
Dividend Option Cash	MARGIN						
Capital Gain Option Cash							
Average Unit Cost							
AMAZON COM INC	AMZN	335	\$749.87	\$251,206.45		\$235,146.47	\$16,059.98
Dividend Option Cash	MARGIN						
Capital Gain Option Cash							
Average Unit Cost							

HOLDINGS > EQUITIES *continued*

Description	Symbol/Cusip Account Type	Quantity	Price on 12/31/16	Current Market Value	Estimated Annual Income	Original/Adjusted Cost Basis	Unrealized Gain (Loss)
AMGEN INC	AMGN	50	\$146.21	\$7,310.50	\$230.00	\$5,445.92 T	\$1,864.58
Estimated Yield 3.14%	MARGIN						
Dividend Option Cash							
Capital Gain Option Cash							
Next Dividend Payable 03/08/17							
Average Unit Cost \$108.92							
APPLE INC	AAPL	9,325	\$115.82	\$1,080,021.50	\$21,281.00	\$653,389.87 T	\$426,631.63
Estimated Yield 1.96%	MARGIN						
Dividend Option Cash							
Capital Gain Option Cash							
Average Unit Cost \$70.07							
BERKSHIRE HATHAWAY INC DEL CL B NEW	BRKB	982	\$162.98	\$160,046.36		\$109,154.27 T	\$50,892.09
Dividend Option Cash	MARGIN						
Capital Gain Option Cash							
Average Unit Cost \$111.16							
CH GENIE CORP	CELG	2,182	\$115.75	\$252,566.50		\$141,708.83 T	\$110,859.67
Dividend Option Cash	MARGIN						
Capital Gain Option Cash							
Average Unit Cost \$64.94							
CLOROX CO DEL	CLX	529	\$120.02	\$63,480.58	\$1,692.80	\$67,957.82 T	(\$4,467.24)
Estimated Yield 2.66%	MARGIN						
Dividend Option Cash							
Capital Gain Option Cash							
Next Dividend Payable 02/10/17							
Average Unit Cost \$128.46							
COSTCO WHOLESALE CORP	COST	16	\$160.11	\$2,561.76	\$28.80	\$1,779.19 T	\$782.57
Estimated Yield 1.12%	MARGIN						
Dividend Option Cash							
Capital Gain Option Cash							
Average Unit Cost \$111.20							

Account carried with National Financial Services LLC Member:
NFSF SIPC



Statement for the Period December 1, 2016 to December 31, 2016

HARLAN FAMILY FOUNDATION TRUST - Trust: Under Agreement
Account Number: GEF-010298

Separate Acc't Manager: DISCRETIONARY CUSTOM
Investment Discipline

William Blair

HOLDINGS > EQUITIES *continued*

Description	Symbol/Cusip Account Type	Quantity	Price on 12/31/16	Current Market Value	Estimated Annual Income	Original/Adjusted Cost Basis	Unrealized Gain (Loss)
DISNEY WALT CO	DIS MARGIN	1,131	\$104.22	\$117,872.82	\$1,764.36	\$95,643.62 T	\$22,229.20
Estimated Yield 1.49%							
Dividend Option Cash							
Capital Gain Option Cash							
Next Dividend Payable: 01/11/17							
Average Unit Cost \$64.57							
GOLDMAN SACHS GROUP INC	GS MARGIN	3,000	\$239.45	\$718,350.00	\$7,800.00	\$502,739.77 T	\$215,610.23
Estimated Yield 1.08%							
Dividend Option Cash							
Capital Gain Option Cash							
Average Unit Cost \$167.58							
HILTON WORLDWIDE HLOGS INC COM	HLT MARGIN	3,092	\$27.20	\$84,102.40		\$72,328.44	\$11,773.96
Dividend Option Cash							
Capital Gain Option Cash							
Average Unit Cost \$23.39							
JPMORGAN CHASE & CO	JPM MARGIN	1,295	\$86.29	\$111,745.55	\$2,486.40	\$83,874.07 T	\$27,871.48
Estimated Yield 2.22%							
Dividend Option Cash							
Capital Gain Option Cash							
Next Dividend Payable: 01/31/17							
Average Unit Cost \$84.77							
NIKE INC CLASS B	NKE MARGIN	489	\$50.83	\$24,855.87	\$352.08	\$16,222.12 T	\$8,633.75
Estimated Yield 1.41%							
Dividend Option Cash							
Capital Gain Option Cash							
Next Dividend Payable: 01/03/17							
Average Unit Cost \$33.17							
PJT PARTNERS INC COM CL A	PJT MARGIN	25	\$30.88	\$772.00	\$5.00	\$95.23 T	\$676.77
Estimated Yield 0.64%							
Dividend Option Cash							
Capital Gain Option Cash							
Average Unit Cost \$3.81							

HOLDINGS > EQUITIES *continued*

Description	Symbol/Cusip Account Type	Quantity	Price on 12/31/16	Current Market Value	Estimated Annual Income	Original/Adjusted Cost Basis	Unrealized Gain (Loss)
SHIRE PLC SPONSORED ADR	SHPG MARGIN	180	\$170.38	\$30,668.40	\$144.67	\$15,814.71 T	\$14,853.69
Estimated Yield 0.47%							
Dividend Option Cash							
Capital Gain Option Cash							
Average Unit Cost \$87.86							
SMUCKER J M CO COM NEW	SJMI MARGIN	137	\$128.06	\$17,544.22	\$411.00	\$15,035.83 T	\$2,508.39
Estimated Yield 2.34%							
Dividend Option Cash							
Capital Gain Option Cash							
Average Unit Cost \$109.75							
STARBUCKS CORP COM USDD.001	SBUX MARGIN	1,505	\$55.52	\$83,557.60	\$1,505.00	\$49,551.30 T	\$34,006.30
Estimated Yield 1.80%							
Dividend Option Cash							
Capital Gain Option Cash							
Average Unit Cost \$32.92							
STATE STR CORP COM	STT MARGIN	330	\$77.72	\$25,647.60	\$501.60	\$18,665.86 T	\$6,981.74
Estimated Yield 1.95%							
Dividend Option Cash							
Capital Gain Option Cash							
Next Dividend Payable 01/18/17							
Average Unit Cost \$56.56							
UNITED TECHNOLOGIES CORP COM USD1	UTX MARGIN	295	\$109.62	\$32,337.90	\$778.80	\$24,694.45 T	\$7,643.45
Estimated Yield 2.40%							
Dividend Option Cash							
Capital Gain Option Cash							
Average Unit Cost \$83.71							
VISA INC COM CL A	V MARGIN	1,229	\$78.02	\$95,886.58	\$811.14	\$57,219.46 T	\$38,667.12
Estimated Yield 0.84%							
Dividend Option Cash							
Capital Gain Option Cash							
Average Unit Cost \$46.56							



Statement for the Period December 1, 2016 to December 31, 2016

HARLAN FAMILY FOUNDATION TRUST - Trust: Under Agreement
Account Number: GEF-010298

Separate Acc't Manager: DISCRETIONARY CUSTOM
Investment Discipline: -

William Blair

HOLDINGS > EQUITIES continued

Description	Symbol/Cusip Account Type	Quantity	Price on 12/31/16	Current Market Value	Estimated Annual Income	Original/Adjusted Cost Basis	Unrealized Gain (Loss)
WASTE MANAGEMENT INC	WM MARGIN	2,258	\$70.91	\$160,114.78	\$3,703.12	\$153,821.49	\$6,293.29
Estimated Yield 2.31%							
Dividend Option Cash							
Capital Gain Option Cash							
Average Unit Cost \$68.12							
WELLS FARGO & COMPANY COM USD1.666	WFC MARGIN	700	\$55.11	\$38,577.00	\$1,064.00	\$38,289.65 T	\$287.35
Estimated Yield 2.75%							
Dividend Option Cash							
Capital Gain Option Cash							
Average Unit Cost \$54.70							
Total Equity				\$3,520,388.91	\$44,539.77	\$2,527,390.91	\$997,998.00
Total Equities				\$3,520,388.91	\$44,539.77	\$2,527,390.91	\$997,998.00

HOLDINGS > MUTUAL FUNDS - 1.21% of Total Account Value

Description	Symbol/Cusip Account Type	Quantity	Price on 12/31/16	Current Market Value	Estimated Annual Income	Original/Adjusted Cost Basis	Unrealized Gain (Loss)
VANGUARD DIVIDEND GROWTH INVESTOR CL	VDIGX MARGIN	2,939.587	\$23.43	\$68,874.52	\$881.88	\$58,766.98 T	\$10,107.54
Estimated Yield 1.28%							
Dividend Option Reinvest							
Capital Gain Option Reinvest							
Average Unit Cost \$19.99							
Total Mutual Funds				\$68,874.52	\$881.88	\$58,766.98	\$10,107.54

HOLDINGS > EXCHANGE TRADED PRODUCTS - 32.52% of Total Account Value

Description	Symbol/Cusip Account Type	Quantity	Price on 12/31/16	Current Market Value	Estimated Annual Income	Original/Adjusted Cost Basis	Unrealized Gain (Loss)
ISHARES RUSSELL MIDCAP VALUE ETF	IWS MARGIN	200	\$80.43	\$16,086.00	\$337.66	\$11,922.00 T	\$4,164.00
Estimated Yield 2.03%							

HOLDINGS > EXCHANGE TRADED PRODUCTS *continued*

Description	Symbol/Cusip Account Type	Quantity	Price on 12/31/16	Current Market Value	Estimated Annual Income	Original/Adjusted Cost Basis	Unrealized Gain (Loss)
ISHARES RUSSELL 2000 ETF	IWM	1,000	\$134.85	\$134,850.00	\$1,854.40	\$81,040.00 T	\$53,810.00
Estimated Yield 1.37%	MARGIN						
Dividend Option Cash							
Capital Gain Option Cash							
Average Unit Cost \$81.04							
ISHARES SELECT DIVIDEND ETF	DIV	100	\$88.57	\$8,857.00	\$269.53	\$6,628.92 T	\$2,228.08
Estimated Yield 3.04%	MARGIN						
Dividend Option Cash							
Capital Gain Option Cash							
Average Unit Cost \$66.29							
ISHARES TR RUS MID-CAP ETF	IWR	800	\$178.86	\$143,088.00	\$2,458.77	\$85,831.76 T	\$57,256.24
Estimated Yield 1.71%	MARGIN						
Dividend Option Cash							
Capital Gain Option Cash							
Average Unit Cost \$107.29							
ISHARES TRUST ISHARES CORE HIGH DIVIDEND	HQV	173	\$82.25	\$14,229.25	\$467.02	\$12,736.26 T	\$1,492.99
Estimated Yield 3.28%	MARGIN						
Dividend Option Cash							
Capital Gain Option Cash							
Average Unit Cost \$73.62							
POWERSHARES DYNAMIC MKRT PORTFOLIO EXCH	PWC	100	\$80.743	\$8,074.30	\$108.78	\$5,806.87 T	\$2,267.43
TRADED FUND	MARGIN						
Estimated Yield 1.34%							
Dividend Option Cash							
Capital Gain Option Cash							
Average Unit Cost \$58.07							
SELECT SECTOR SPDR TR HEALTH CARE	XLV	831	\$68.94	\$57,289.14	\$918.94	\$50,668.84 T	\$6,620.30
FORMERLY CONSUMER SVCS TO 06/24/2002	MARGIN						
Estimated Yield 1.60%							
Dividend Option Cash							
Capital Gain Option Cash							
Average Unit Cost \$60.97							



Statement for the Period December 1, 2016 to December 31, 2016

HARLAN FAMILY FOUNDATION TRUST - Trust: Under Agreement
Account Number: GEF-010298

Separate Acc't Manager: DISCRETIONARY CUSTOM
Investment Discipline -

William Blair

HOLDINGS > EXCHANGE TRADED PRODUCTS *continued*

Description	Symbol/Cusip Account Type	Quantity	Price on 12/31/16	Current Market Value	Estimated Annual Income	Original/Adjusted Cost Basis	Unrealized Gain (Loss)
SPDR S&P 500 ETF TRUST UNIT SER 1 S&P	SPY MARGIN	200	\$223.53	\$44,706.00	\$907.81	\$33,011.92 T	\$11,694.08
Estimated Yield 2.03%							
Dividend Option Cash							
Capital Gain Option Cash							
Next Dividend Payable: 01/31/17							
Average Unit Cost \$165.06							
SPDR SER TR S&P DIVID ETF	SDY MARGIN	2,000	\$85.56	\$171,120.00	\$4,471.15	\$138,858.43 T	\$32,263.57
Estimated Yield 2.61%							
Dividend Option Cash							
Capital Gain Option Cash							
Average Unit Cost \$69.43							
VANGUARD INDEX FDS VANGUARD GROWTH ETF	VUG MARGIN	6,812	\$111.48	\$759,401.76	\$10,538.16	\$588,940.04 T	\$190,461.72
FORMERLY VANGUARD INDEX TR VIPERS							
Estimated Yield 1.38%							
Dividend Option Cash							
Capital Gain Option Cash							
Average Unit Cost \$83.52							
VANGUARD INDEX FDS VANGUARD SMALL CAP	VBK	155	\$133.14	\$20,636.70	\$223.05	\$20,623.41	\$13.29
GROWTH VIPERS FORMERLY VANGUARD INDEX TR							
MARGIN							
Estimated Yield 1.08%							
Dividend Option Cash							
Capital Gain Option Cash							
Average Unit Cost \$133.05							
VANGUARD INDEX FDS VANGUARD VALUE ETF	VTV MARGIN	323	\$93.01	\$30,042.23	\$734.18	\$28,081.62	\$1,960.61
FORMERLY VANGUARD INDEX TR							
Estimated Yield 2.44%							
Dividend Option Cash							
Capital Gain Option Cash							
Average Unit Cost \$86.94							
VANGUARD INTL EQUITY INDEX FDS FTSE	VGK MARGIN	1,565	\$47.94	\$75,026.10	\$2,540.16	\$71,240.52 T	\$3,785.58
EUROPE ETF							

Investment Discipline: -

HOLDINGS > EXCHANGE TRADED PRODUCTS *continued*

Description	Symbol/Cusip Account Type	Quantity	Price on 12/31/16	Current Market Value	Estimated Annual Income	Original/Adjusted Cost Basis	Unrealized Gain (Loss)
VANGUARD SECTOR INDEX FDS VANGUARD	VDC	500	\$133.99	\$66,995.00	\$1,604.50	\$53,018.71 T	\$13,976.29
CONSUMER STAPLES VIPERS	MARGIN						
Estimated Yield 2.39%							
Dividend Option Cash							
Capital Gain Option Cash							
Average Unit Cost \$106.04							
VANGUARD SPECIALIZED PORTFOLIOS DIV	VIG	228	\$85.18	\$19,421.04	\$416.33	\$19,430.78	(\$9.74)
APPRECIATION INDEX FD VIPER SHS	MARGIN						
Estimated Yield 2.14%							
Dividend Option Cash							
Capital Gain Option Cash							
Average Unit Cost \$85.22							
VANGUARD WHITEHALL FDS HIGH DIVIDEND	VYM	2,660	\$75.77	\$201,548.20	\$5,867.96	\$176,544.30 T	\$25,003.90
YIELD ETF SHS	MARGIN						
Estimated Yield 2.91%							
Dividend Option Cash							
Capital Gain Option Cash							
Average Unit Cost \$66.37							
Total Equity				\$1,771,370.72	\$33,818.40	\$1,364,362.38	\$406,988.34
Fixed Income							
Bonds							
ISHARES CORE U.S. AGGREGATE BOND ETF	AGG	50	\$108.06	\$5,403.00	\$129.28	\$5,203.50 T	\$199.50
Estimated Yield 2.39%	MARGIN						
Dividend Option Cash							
Capital Gain Option Cash							
Average Unit Cost \$104.07							
SPDR SERIES TRUST BLOOMBERG BRCLYS	JNK	100	\$36.45	\$3,645.00	\$220.94	\$3,949.99 T	(\$304.99)
Estimated Yield 6.06%	MARGIN						
Dividend Option Cash							
Capital Gain Option Cash							
Next Dividend Payable 01/06/17							
Average Unit Cost \$39.50							
Total Fixed Income				\$9,048.00	\$350.22	\$9,153.49	(\$105.49)

Account carried with National Financial Services LLC, Member
NYSE, SIPC



Statement for the Period December 1, 2016 to December 31, 2016

HARLAN FAMILY FOUNDATION TRUST - Trust: Under Agreement
Account Number: GEF-010298

Separate Acc't Manager DISCRETIONARY CUSTOM
Investment Discipline -

William Blair

HOLDINGS > EXCHANGE TRADED PRODUCTS continued

Description	Symbol/Cusip Account Type	Quantity	Price on 12/31/16	Current Market Value	Estimated Annual Income	Original/Adjusted Cost Basis	Unrealized Gain (Loss)
Other							
VANGUARD INDEX FDS VANGUARD REIT ETF	VNO	800	\$82.53	\$66,024.00	\$3,180.80	\$47,036.08	\$18,987.92
FORMERLY VANGUARD INDEX TR TO 05/24/01	MARGIN						
REIT VIPER SHS							
Estimated Yield 4.81%							
Dividend Option Cash							
Capital Gain Option Cash							
Average Unit Cost \$58.80							
Total Exchange Traded Products			\$1,846,442.72	\$5,435,706.15	\$37,349.42	\$1,420,571.95	\$425,870.17
Total Securities					\$82,771.07	\$4,001,729.84	\$1,433,976.31

TOTAL PORTFOLIO VALUE

Activity

Market Value =

\$5,678,733.88	\$82,771.07	\$4,001,729.84
\$5,403	(bond)	-\$5,203.50
\$3,645	(bond)	-\$3,949.99
\$457	(Dec sale)	-\$596
\$243,027.73	(cash)	
\$5,426,201		\$3,991,981

= Book Value

NFS-provided cost basis, realized gain (loss) and holding period information may not reflect all adjustments necessary for tax purposes. Please refer to Footnotes and Cost Basis Information at the end of this statement for more information.

PURCHASES, SALES, AND REDEMPTIONS

Settlement Date	Account Type	Transaction	Description	Quantity	Amount	Total Cost Basis	Realized Gain (Loss)
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Securities Purchased

12/01/16	MARGIN	YOU BOUGHT	JPMORGAN CHASE & CO DISCRETION EXERCISED WE MAKE A MARKET IN THIS SECURITY AVERAGE PRICE TRADE DETAILS ON REQUEST	156	(\$12,247.17)	\$12,247.17	
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ATTACHMENT 3FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
CORPORATE STOCK - SEE ATTACHED	3,991,980.	5,426,201.
TOTALS	<u>3,991,980.</u>	<u>5,426,201.</u>

FORM 990PF, PART II - CORPORATE BONDSATTACHMENT 4

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ISHARES CORE US AGGREGATE BD	5,204.	5,403.
SPDR BARCLAYS HIGH YEILD	3,950.	3,645.
TOTALS	<u>9,154.</u>	<u>9,048.</u>

FORM 990PF, PART II - OTHER INVESTMENTS

ATTACHMENT 5

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ENVIGO INVESTMENT	1,200,009.	1,609,768.
TOTALS	<u>1,200,009.</u>	<u>1,609,768.</u>

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 6

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	CONTRIBUTIONS			EXPENSE ACCT AND OTHER ALLOWANCES
		COMPENSATION	TO EMPLOYEE BENEFIT PLANS		
HAL P. HARLAN 298 SOUTH CARROLL ROAD INDIANAPOLIS, IN 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	115,500
LUBAVITCH OF INDIANA / RABBI GROSSBAUM 1031 GOLF LANE INDIANAPOLIS, IN 46260	N/A	PC	GENERAL SUPPORT	5,000
ST MARY'S CHILD CENTER 901 DR MARTIN LUTHER KING JR STREET INDIANAPOLIS, IN 46202	N/A	PC	GENERAL SUPPORT	1,000
INDIANA UNIVERSITY FOUNDATION/SCHOOL OF MEDICINE PO BOX 500 BLOOMINGTON, IN 47402	N/A	PC	GENERAL SUPPORT	100,000.

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

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
BUILDING BAJA'S FUTURE CAMINO DEL PEDENAL 160 CABO SAN LUCAS LOS CABOS BCS MEXICO	N/A PC	SCHOLARSHIPS	10,000
GEIST LAKE COALITION P.O BOX 103 FISHERS, IN 46038	N/A PC	GENERAL SUPPORT	3,600
ST VINCENT FOUNDATION 8402 HARCOURT RD, SUITE 210 INDIANAPOLIS, IN 46260	N/A SO I	GENERAL SUPPORT	27,500
PARK TUDOR SCHOOL 7200 NORTH COLLEGE AVE INDIANAPOLIS, IN 46240	N/A PC	GENERAL SUPPORT	5,000
THE ORCHARD SCHOOL 615 W 64TH ST. INDIANAPOLIS, IN 46260	N/A PC	GENERAL SUPPORT	7,500
INDIANAPOLIS FOR HIM PO BOX 4102 CARMEL, IN 46082	N/A PC	GENERAL SUPPORT	1,000

FORM 990PF, 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
FRIENDS OF CASA HOGAR 100 W LIBERTY ST STE 890 RENO, NV 89501	N/A PC		GENERAL SUPPORT	1,000
BOYS & GIRLS CLUBS OF INDIANAPOLIS 1949 E TROY AVE INDIANAPOLIS, IN 46203	N/A PC		GENERAL SUPPORT	200
AIDAN BROWN FOUNDATION 497 BOLDERWOOD LANE CARMEL, IN 46032	N/A PC		GENERAL SUPPORT	1,000.
CAW INNER CITY FOOTBALL PO BOX 20399 INDIANAPOLIS, IN 46220	N/A PC		GENERAL SUPPORT	500
LOYOLA UNIVERSITY-MARYLAND 501 N CHARLES ST BALTIMORE, MD 21210	N/A PC		GENERAL SUPPORT	5,000
METROPOLITAN YOUTH ORCHESTRA HILBERT CIRCLE THEATRE 45 MONUMENT CIRCLE INDIANAPOLIS, IN 46204	N/A PC		GENERAL SUPPORT	2,500.
TOTAL CONTRIBUTIONS PAID				<u>293,800.</u>