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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No. 1545-0052

2009

Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2009, or tax year beginning

11/01, 2009, and ending

10/31, 2010

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeUse the IRS
label.Otherwise,
print
or type.
See Specific
Instructions.

Name of foundation

JOHN B. GOODRICH CHARITABLE TRUST DATED
12/15/69, AMENDED 1015015634

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

Room/suite

320 S. HIGH STREET

City or town, state, and ZIP code

MUNCIE, IN 47305

A Employer identification number

35-6214045

B Telephone number (see page 10 of the instructions)

(765) 213-1252

C If exemption application is
pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the
85% test, check here and attach
computation ☐E If private foundation status was terminated
under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ☐H Check type of organization: ☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end

of year (from Part II, col. (c), line

16) $\$$ 9,452,394.J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify) _____

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

Part I Analysis of Revenue and Expenses (The
total of amounts in columns (b), (c), and (d)
may not necessarily equal the amounts in
column (a) (see page 11 of the instructions).)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B.				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	235,605.	235,357.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	535,231.			
b Gross sales price for all assets on line 6a 3,801,552.				
7 Capital gain net income (from Part IV, line 2)		535,231.		
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	770,836.	770,588.		
13 Compensation of officers, directors, trustees, etc.	66,188.	66,188.		
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) STMT 1	1,600.	NONE	NONE	1,600.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions) STMT 2	6,716.	1,088.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule)				
24 Total operating and administrative expenses. Add lines 13 through 23	74,504.	67,276.	NONE	1,600.
25 Contributions, gifts, grants paid	510,925.			510,925.
26 Total expenses and disbursements. Add lines 24 and 25	585,429.	67,276.	NONE	512,525.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	185,407.			
b Net investment income (if negative, enter -0-)		703,312.		
c Adjusted net income (if negative, enter -0-)				

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

JSA

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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			
	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 page 16 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶	NONE		
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U.S. and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule)			
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment: basis ▶			
Less: accumulated depreciation ▶ (attach schedule)				
12 Investments - mortgage loans				
13 Investments - other (attach schedule)	7,793,943.	7,979,348.	9,452,394.	
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)	7,793,943.	7,979,348.	9,452,394.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	7,793,943.	7,979,348.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds				
30 Total net assets or fund balances (see page 17 of the instructions)	7,793,943.	7,979,348.		
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	7,793,943.	7,979,348.		

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	7,793,943.
2 Enter amount from Part I, line 27a	2	185,407.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	7,979,350.
5 Decreases not included in line 2 (itemize) ▶	5	2.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	7,979,348.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV DETAIL					
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	535,231.	
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 pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8.			3		

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	500,528.	8,239,971.	0.06074390310
2007	NONE	NONE	NONE
2006	NONE	NONE	NONE
2005	NONE	NONE	NONE
2004	NONE	NONE	NONE
2 Total of line 1, column (d)			2 0.06074390310
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 0.01214878062
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4 9,192,290.
5 Multiply line 4 by line 3			5 111,675.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 7,033.
7 Add lines 5 and 6			7 118,708.
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 on page 18.			8 512,525.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1.			
Date of ruling or determination letter: _____ (attach copy of ruling letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	7,033.
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	7,033.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	7,033.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	1,876.	
b Exempt foreign organizations-tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	1,876.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	5,157.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for 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. ▶ \$ _____ (2) On foundation managers. ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		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?		
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 page 19 of the instructions) ▶ _____ STMT 4		
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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	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 OLD NATIONAL TRUST COMPANY	Telephone no.	(765) 213-1252	
Located at 320 S. HIGH STREET, MUNCIE, IN		ZIP + 4	47305	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	<input type="checkbox"/>		
and enter the amount of tax-exempt interest received or accrued during the year		15		

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.

<p>1a During the year did the foundation (either directly or indirectly):</p> <p>(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>			
<p>b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? <input type="checkbox"/></p> <p>Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/></p>		1b	<input checked="" type="checkbox"/>
<p>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 2009? <input type="checkbox"/></p>		1c	<input checked="" type="checkbox"/>
<p>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)):</p>			
<p>a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>If "Yes," list the years <input type="checkbox"/></p>			
<p>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 page 20 of the instructions.) <input type="checkbox"/></p>		2b	
<p>c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <input type="checkbox"/></p>			
<p>3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>			
<p>b If "Yes," did it have excess business holdings in 2009 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 2009.) <input type="checkbox"/></p>		3b	
<p>4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/></p>		4a	<input checked="" type="checkbox"/>
<p>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 2009? <input type="checkbox"/></p>		4b	<input checked="" type="checkbox"/>

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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 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the 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 page 22 of the instructions)? **5b** ☐
 Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** ☐
 If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** ☐

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 5		66,188.	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the 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		NONE	NONE	NONE

Total number of other employees paid over \$50,000 ☐ NONE

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 page 23 of the instructions). If none, enter "NONE."

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

Total number of others receiving over \$50,000 for professional services **NONE****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 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the 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 page 24 of the 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 page 24 of the 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	9,332,274.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	9,332,274.
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	NONE
3	Subtract line 2 from line 1d	3	9,332,274.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	139,984.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,192,290.
6	Minimum investment return. Enter 5% of line 5	6	459,615.

Part XI Distributable Amount (see page 25 of the 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	459,615.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	7,033.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	7,033.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	452,582.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	452,582.
6	Deduction from distributable amount (see page 25 of the instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	452,582.

Part XII Qualifying Distributions (see page 25 of the 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	512,525.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	512,525.
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 page 26 of the instructions)	5	7,033.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	505,492.

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				452,582.
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only			NONE	
b Total for prior years: 20 07, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2009:				
a From 2004	NONE			
b From 2005	NONE			
c From 2006	NONE			
d From 2007	NONE			
e From 2008	92,281.			
f Total of lines 3a through e	92,281.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ 512,525.				
a Applied to 2008, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2009 distributable amount				452,582.
e Remaining amount distributed out of corpus	59,943.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	152,224.			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions			NONE	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010.				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	152,224.			
10 Analysis of line 9:				
a Excess from 2005	NONE			
b Excess from 2006	NONE			
c Excess from 2007	NONE			
d Excess from 2008	92,281.			
e Excess from 2009	59,943.			

Part XIV Private Operating Foundations (see page 27 of the 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 2009, 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(i)(5)

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

⑨ 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 invest-
ment 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 (i)(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 page 28 of the instructions.)**

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

c Any submission deadlines:

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

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

<div>Recipient</div> <div>Name and address (home or business)</div>	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE STATEMENT 6				
Total			▶ 3a	510,925.
b Approved for future payment				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions.)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities				14	235,605.	
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property .						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory				18	535,231.	
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)					770,836.	
13 Total. Add line 12, columns (b), (d), and (e)						770,836.

(See worksheet in line 13 instructions on page 28 to verify calculations.)

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

OLD NATIONAL TRUST

OLD NATIONAL TRUST COMPANY

Run on 12/09/2010 02:08:05 PM

Asset Details

As of 10/31/2010

Combined Portfolios

Settlement Date Basis

Account: 1015015634

JOHN B GOODRICH CHARITABLE
TRUST DTD 12/15/69

AMENDED 12/18/70

Administrator: DEBRA BUTCHER, CTFA @ 765-254-4312

Investment Officer: DAVID ODA CFA MATT HENRY @ 765-254-4338

Investment Authority: Sole

Investment Objective: GROWTH AND INCOME

Lot Select Method: LTHC

Sort By: CUSIP

Ticker	CUSIP/ Description	Units	Price	Tax Cost	Book Value	Market Value	Unrealized Gain/Loss	% of Portfolio	Est. Yield	Income	Pri
	CASH								0.00		
ABT	002824100 ABBOTT LABS	1,570.000000	51.320	84,346.52	84,346.52	80,572	3,774-	0.85	2,763	3.43	10/31/10
AAPL	037833100 APPLE INC	528.000000	300.980	51,589.85	51,589.85	158,917	107,328	1.68		0.00	10/31/10
JJM	06738G407 BARCLAYS BK IPATH INDL COMMODITY ETN	2,999.000000	42.350	84,084.15	84,084.15	127,008	42,924	1.34		0.00	10/31/10
14912L2M	14912L2M2 CATERPILLAR FIN SERV CORP 4.75% 02/17/2015	250,000.000000	112.460	253,772.50	253,772.50	281,150	27,378	2.97	11,875	4.22	10/31/10
CHD	171340102 CHURCH & DWIGHT INC	1,890.000000	65.850	82,868.76	82,868.76	124,457	41,588	1.32	1,285	1.03	10/31/10
172967EA	172967EA5 CITIGROUP INC FLTG RT .42844% 03/07/2014	150,000.000000	94.760	137,943.00	137,943.00	142,140	4,197	1.50	643	0.45	10/31/10
COST	22160K105 COSTCO WHSL CORP NEW	1,320.000000	62.770	74,385.49	74,385.49	82,856	8,471	0.88	1,082	1.31	10/31/10
22541LAB	22541LAB9 CS FIRST BOSTON INC 6.125% 11/15/2011	50,000.000000	105.548	49,794.50	49,794.50	52,774	2,980	0.56	3,063	5.80	10/31/10
DHR	235851102 DANAHER CORP	2,930.000000	43.360	65,851.29	65,851.29	127,045	61,194	1.34	234	0.18	10/31/10
DE	244199105 DEERE & CO	1,336.000000	76.800	58,878.89	58,878.89	102,605	43,726	1.09	1,603	1.56	10/31/10
244199BC	244199BC8 DEERE & CO 4.375% 10/16/2019	90,000.000000	109.900	89,452.80	89,452.80	98,910	9,457	1.05	3,938	3.98	10/31/10

DREGX	262028301 DRIEHAUS EMERGING MKTS GROWTH FD #3	5,610.146000	34.920	113,141.75	113,141.75	195,906	82,765	2.07	438	0.22	10/31/10
EMC	268648102 EMC CORP	4,940.000000	21.020	85,815.21	85,815.21	103,839	18,024	1.10		0.00	10/31/10
ECL	278865100 ECOLAB INC	2,258.000000	49.320	93,334.99	93,334.99	111,365	18,030	1.18	1,400	1.26	10/31/10
EMR	291011104 EMERSON ELEC CO	1,610.000000	54.900	63,933.81	63,933.81	88,389	24,455	0.94	2,157	2.44	10/31/10
XOM	30231G102 EXXON MOBIL CORP	2,170.000000	66.490	145,867.83	145,867.83	144,283	1,585-	1.53	3,819	2.65	10/31/10
3128X7HK	3128X7HK3 FED HOME LN MTG 5% 04/14/2023-2011	250,000.000000	101.972	248,500.00	248,500.00	254,931	6,431	2.70	12,500	4.90	10/31/10
31331VNE	31331VNE2 FED FARM CR BK 4.875% 01/11/2016	150,000.000000	116.181	151,000.50	151,000.50	174,272	23,271	1.84	7,313	4.20	10/31/10
3133XPCT	3133XPCT9 FED HOME LN BK 4.25% 03/09/2018	250,000.000000	113.430	253,785.00	253,785.00	283,574	29,789	3.00	10,625	3.75	10/31/10
3133XTY6	3133XTY67 FED HOME LN BK STEP CPN 3% 07/07/2016-2011	200,000.000000	101.666	200,000.00	200,000.00	203,332	3,332	2.15	6,000	2.95	10/31/10
3133XVRK	3133XVRK9 FED HOME LN BK 4.125% 12/13/2019	100,000.000000	110.105	106,745.00	106,745.00	110,105	3,360	1.16	4,125	3.75	10/31/10
3133XY2H	3133XY2H7 FED HOME LN BK SER 5K-2017 CL 1 2.9% 04/20/2017 OFV 220,000	184,866.760000	104.271	188,564.10	188,564.10	192,762	4,198	2.04	5,361	2.78	10/31/10
3134A4UK	3134A4UK8 FED HOME LN MTG 4.875% 11/15/2013	100,000.000000	112.832	101,197.00	101,197.00	112,832	11,635	1.19	4,875	4.32	10/31/10
31359M4D	31359M4D2 FED NAT MTG ASSOC 5% 02/13/2017	100,000.000000	118.108	99,618.00	99,618.00	118,108	18,490	1.25	5,000	4.23	10/31/10
3136FJCA	3136FJCA7 FED NAT MTG ASSOC STEP CPN 3.4% 09/11/2024- 2013	300,000.000000	106.628	300,000.00	300,000.00	319,885	19,885	3.38	10,200	3.19	10/31/10
BEN	354613101 FRANKLIN RES	726.000000	114.700	64,734.65	64,734.65	83,272	18,538	0.88	639	0.77	10/31/10

INC

354730WA	354730WA7 FRANKLIN TN GO *TAXABLE BAB* 4.8% 03/01/2021- 2019	75,000.000000	108.464	76,388.25	76,388.25	81,348	4,960	0.86	3,600	4.43	10/31/
GS	38141G104 GOLDMAN SACHS	645.000000	161.130	92,422.44	92,422.44	103,929	11,506	1.10	903	0.87	10/31/
FSMXX	38141W232 GOLDMAN SACHS FS MM FD #474			191,220.35	191,220.35	191,220		2.02	325	0.17	01/01/
GSMCX	38141W398 GOLDMAN SACHS MID CAP VALUE INSTL FD #864	16,799.490000	33.380	350,941.35	350,941.35	560,767	209,826	5.93	6,401	1.14	10/31/
GGOIX	38142Y401 GOLDMAN SACHS GROWTH OPPORTUNITIES CL I FD #1132	15,183.810000	22.770	306,864.80	306,864.80	345,735	38,871	3.66		0.00	10/31/
HRS	413875105 HARRIS CORP	1,859.000000	45.190	54,283.35	54,283.35	84,008	29,725	0.89	1,859	2.21	10/31/
HPQ	428236103 HEWLETT PACKARD CO	1,970.000000	42.040	80,722.69	80,722.69	82,819	2,096	0.88	630	0.76	10/31/
IBM	459200101 INTL BUSINESS MACHS CORP	860.000000	143.600	80,819.28	80,819.28	123,496	42,677	1.31	2,236	1.81	10/31/
JPM	46625H100 JPMORGAN CHASE & CO	2,865.000000	37.630	125,311.76	125,311.76	107,810	17,502-	1.14	573	0.53	10/31/
478366AQ	478366AQ0 JOHNSON CTLS INC 5.25% 01/15/2011	250,000.000000	100.931	251,017.50	251,017.50	252,328	1,310	2.67	13,125	5.20	10/31/
MCD	580135101 MCDONALDS CORP	1,703.000000	77.770	73,481.58	73,481.58	132,442	58,961	1.40	4,155	3.14	10/31/
MHS	58405U102 MEDCO HEALTH SOLUTIONS INC	1,680.000000	52.530	74,842.87	74,842.87	88,250	13,408	0.93		0.00	10/31/
59018YTZ	59018YTZ4 MERRILL LYNCH 5.45% 07/15/2014	200,000.000000	106.866	194,446.00	194,446.00	213,732	19,286	2.26	10,900	5.10	10/31/
MET	59156R108 METLIFE INC	2,590.000000	40.330	103,658.03	103,658.03	104,455	797	1.11	1,917	1.83	10/31/
MSFT	594918104 MICROSOFT CORP	4,850.000000	26.665	130,034.81	130,034.81	129,325	710-	1.37	3,104	2.40	10/31/
61745EK4	61745EK42 MORGAN	150,000.000000	100.130	150,000.00	150,000.00	150,195	195	1.59	8,063	5.37	10/31/

STANLEY STEP
CPN 5.375%
05/26/2025-2011

637432DC	637432DC6 NATL RURAL UTILS 4.75% 03/01/2014	100,000.000000	111.365	98,041.00	98,041.00	111,365	13,324	1.18	4,750	4.27	10/31/:
NBL	655044105 NOBLE ENERGY INC	1,510.000000	81.480	65,101.46	65,101.46	123,035	57,933	1.30	1,087	0.88	10/31/:
PEP	713448108 PEPSICO INC	1,505.000000	65.300	84,827.25	84,827.25	98,277	13,449	1.04	2,890	2.94	10/31/:
PX	74005P104 PRAXAIR INC	1,355.000000	91.340	67,812.94	67,812.94	123,766	55,953	1.31	2,439	1.97	10/31/:
PG	742718109 PROCTER & GAMBLE CO	1,430.000000	63.570	81,325.43	81,325.43	90,905	9,580	0.96	2,756	3.03	10/31/:
PWR	74762E102 QUANTA SVCS INC	3,182.000000	19.660	66,847.31	66,847.31	62,558	4,289-	0.66		0.00	10/31/:
PENNX	780905840 ROYCE PENNSYLVANIA MUT CL I FD #260	23,019.588000	10.550	145,818.52	145,818.52	242,857	97,038	2.57	184	0.08	10/31/:
SLB	806857108 SCHLUMBERGER LTD	2,140.000000	69.890	130,063.60	130,063.60	149,565	19,501	1.58	1,798	1.20	10/31/:
XLY	81369Y407 SELECT SECTOR SPDR CONSUMER DISCRETIONARY	1,205.000000	35.260	23,075.74	23,075.74	42,488	19,413	0.45	522	1.23	10/31/:
SRCL	858912108 STERICYCLE INC	1,040.000000	71.740	35,591.23	35,591.23	74,610	39,018	0.79		0.00	10/31/:
TJX	872540109 TJX CO INC	1,595.000000	45.890	71,669.41	71,669.41	73,195	1,525	0.77	957	1.31	10/31/:
TGT	87612E106 TARGET CORP	1,520.000000	51.940	80,957.79	80,957.79	78,949	2,009-	0.84	1,520	1.93	10/31/:
TEVA	881624209 TEVA PHARMACEUTICAL INDS LTD SP ADR	1,760.000000	51.880	97,337.70	97,337.70	91,309	6,029-	0.97	1,091	1.20	10/31/:
TMO	883556102 THERMO FISHER SCIENTIFIC INC	2,110.000000	51.420	104,211.06	104,211.06	108,496	4,285	1.15		0.00	10/31/:
TGVIX	885215566 THORNBURG INTL VALUE CL I FD #209	15,527.211000	27.710	398,738.80	398,738.80	430,259	31,520	4.55	3,944	0.92	10/31/:
912828HR	912828HR4 US TREASURY N/B	150,000.000000	110.227	156,796.88	156,796.88	165,340	8,543	1.75	5,250	3.18	10/31/:

3.5% 02/15/2018

912828MK	912828MK3 US TREASURY N/B 3.125% 01/31/2017	100,000.000000	108.672	99,492.19	99,492.19	108,672	9,180	1.15	3,125	2.88	10/31/
912828MR	912828MR8 US TREASURY N/B 2.375% 02/28/2015	100,000.000000	105.945	99,328.13	99,328.13	105,945	6,617	1.12	2,375	2.24	10/31/
VNQ	922908553 VANGUARD REIT ETF	3,565.000000	54.550	157,863.55	157,863.55	194,471	36,607	2.06	6,702	3.45	10/31/
V	92826C839 VISA INC CL A	1,506.000000	78.160	104,721.67	104,721.67	117,709	12,987	1.24	904	0.77	10/31/
WMT	931142103 WALMART STORES INC	920.000000	54.170	49,620.63	49,620.63	49,836	216	0.53	1,113	2.23	10/31/
WAG	931422109 WALGREEN CO	2,500.000000	33.880	67,006.29	67,006.29	84,700	17,694	0.90	1,750	2.07	10/31/
WFC	949746101 WELLS FARGO & CO NEW	3,720.000000	26.060	107,439.10	107,439.10	96,943	10,496-	1.02	744	0.77	10/31/

Total Portfolio

7,979,348.33 7,979,348.33 9,452,394 1,473,046 100.00 204,628 2.16

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

Kind of Property		Description				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)	
11,232.00		50. APPLE COMPUTER INC PROPERTY TYPE: SECURITIES 7,148.00				09/21/2007 4,084.00	03/10/2010
9,708.00		240. BARCLAYS BK IPATH INDL COMMODITY ET PROPERTY TYPE: SECURITIES 6,729.00				07/09/2009 2,979.00	03/10/2010
214.00		5. BARCLAYS BK IPATH INDL COMMODITY ETN PROPERTY TYPE: SECURITIES 140.00				07/09/2009 74.00	10/08/2010
211,320.00		200000. BEAR STEARNS COS 5.35% 02/01/201 PROPERTY TYPE: SECURITIES 200,364.00				01/22/2007 10,956.00	09/17/2010
9,065.00		120. BECTON DICKINSON & CO PROPERTY TYPE: SECURITIES 7,898.00				10/29/2008 1,167.00	11/24/2009
44,100.00		580. BECTON DICKINSON & CO PROPERTY TYPE: SECURITIES 45,824.00				03/10/2010 -1,724.00	10/15/2010
39,538.00		520. BECTON DICKINSON & CO PROPERTY TYPE: SECURITIES 34,226.00				10/29/2008 5,312.00	10/15/2010
23,127.00		395. CHURCH & DWIGHT INC PROPERTY TYPE: SECURITIES 21,071.00				01/04/2008 2,056.00	11/24/2009
8,124.00		315. CISCO SYSTEMS INC PROPERTY TYPE: SECURITIES 8,466.00				01/25/2007 -342.00	03/10/2010
80,444.00		3610. CISCO SYSTEMS INC PROPERTY TYPE: SECURITIES 88,745.00				03/24/2009 -8,301.00	10/08/2010
16,621.00		275. COSTCO WHSL CORP NEW PROPERTY TYPE: SECURITIES 18,843.00				12/13/2007 -2,222.00	11/24/2009

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)	
8,892.00		165. COVANCE INC PROPERTY TYPE: SECURITIES 7,536.00					04/22/2005 1,356.00	11/24/2009
3,887.00		95. COVANCE INC PROPERTY TYPE: SECURITIES 5,672.00					03/10/2010 -1,785.00	08/06/2010
29,663.00		725. COVANCE INC PROPERTY TYPE: SECURITIES 31,605.00					03/24/2009 -1,942.00	08/06/2010
21,529.00		300. DANAHER CORP PROPERTY TYPE: SECURITIES 10,911.00					03/11/2002 10,618.00	11/24/2009
14,335.00		275. DEERE & COMPANY PROPERTY TYPE: SECURITIES 11,446.00					10/20/2006 2,889.00	11/24/2009
379.00		5. DEERE & COMPANY PROPERTY TYPE: SECURITIES 227.00					08/06/2009 152.00	10/08/2010
84,645.00		2850. DRIEHAUS EMERGING MKTS GROWTH FD # PROPERTY TYPE: SECURITIES 43,976.00					02/17/2009 40,669.00	03/11/2010
348.00		10. DRIEHAUS EMERGING MKTS GROWTH FD #3 PROPERTY TYPE: SECURITIES 225.00					07/01/2009 123.00	10/08/2010
98.00		5. EMC CORPORATION PROPERTY TYPE: SECURITIES 86.00					09/16/2009 12.00	10/08/2010
20,713.00		460. ECOLAB INC PROPERTY TYPE: SECURITIES 22,927.00					01/04/2008 -2,214.00	11/24/2009
13,916.00		330. EMERSON ELEC CO PROPERTY TYPE: SECURITIES 13,995.00					10/05/2006 -79.00	11/24/2009

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

Kind of Property		Description				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)	
34,114.00		450. EXXON MOBIL CORP PROPERTY TYPE: SECURITIES 29,004.00				07/21/2006 5,110.00	11/24/2009
100,063.00		100000. FED HOME LN MTG 4.15% 04/01/2010 PROPERTY TYPE: SECURITIES 100,035.00				05/16/2005 28.00	03/24/2010
102,922.00		100000. FED HOME LN BK 4.25% 11/15/2010 PROPERTY TYPE: SECURITIES 101,551.00				02/06/2004 1,371.00	01/28/2010
208,754.00		200000. FED HOME LN BK 5.25% 06/10/2011 PROPERTY TYPE: SECURITIES 197,976.00				06/30/2006 10,778.00	07/06/2010
104,062.00		100000. FED HOME LN BK 5.25% 06/10/2011 PROPERTY TYPE: SECURITIES 98,988.00				06/30/2006 5,074.00	07/30/2010
3,765.00		3764.94 FED HOME LN BK SER 5K-2017 CL 1 PROPERTY TYPE: SECURITIES 3,840.00				07/06/2010 -75.00	08/12/2010
4,074.00		4074.12 FED HOME LN BK SER 5K-2017 CL 1 PROPERTY TYPE: SECURITIES 4,156.00				07/06/2010 -82.00	08/20/2010
5,313.00		5313.46 FED HOME LN BK SER 5K-2017 CL 1 PROPERTY TYPE: SECURITIES 5,420.00				07/06/2010 -107.00	09/20/2010
6,350.00		6349.71 FED HOME LN BK SER 5K-2017 CL 1 PROPERTY TYPE: SECURITIES 6,477.00				07/06/2010 -127.00	10/20/2010
100,549.00		100000. FED NAT MTG ASSOC MULTI CPN 4.5% PROPERTY TYPE: SECURITIES 100,000.00				07/12/2005 549.00	05/21/2010
100,000.00		100000. FED NAT MTG ASSOC STEP CPN 3.25% PROPERTY TYPE: SECURITIES 100,000.00				05/20/2009	08/30/2010

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

Kind of Property		Description				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)	
34,990.00		1260. FIDELITY DIVERSIFIED INTL FD #325 PROPERTY TYPE: SECURITIES 22,466.00				03/12/2009 12,524.00	03/11/2010
398,490.00		14221.64 FIDELITY DIVERSIFIED INTL FD #3 PROPERTY TYPE: SECURITIES 253,572.00				03/12/2009 144,918.00	03/18/2010
30,936.00		928.452 FIRST AMERN MID CAP GROWTH OPP C PROPERTY TYPE: SECURITIES 33,220.00				03/11/2010 -2,284.00	08/26/2010
277,064.00		8315.239 FIRST AMERN MID CAP GROWTH OPP PROPERTY TYPE: SECURITIES 206,124.00				07/01/2009 70,940.00	08/26/2010
16,710.00		150. FRANKLIN RES INC PROPERTY TYPE: SECURITIES 20,252.00				07/06/2007 -3,542.00	11/24/2009
41,852.00		1335. GOLDMAN SACHS MID CAP VALUE INSTL PROPERTY TYPE: SECURITIES 27,888.00				03/26/2009 13,964.00	03/11/2010
823.00		25. GOLDMAN SACHS MID CAP VALUE INSTL FD PROPERTY TYPE: SECURITIES 522.00				03/26/2009 301.00	10/08/2010
2,699.00		120. GOLDMAN SACHS GROWTH OPPORTUNITIES PROPERTY TYPE: SECURITIES 2,425.00				08/26/2010 274.00	10/08/2010
7,630.00		165. HARRIS CORP PROPERTY TYPE: SECURITIES 5,427.00				12/03/2008 2,203.00	03/10/2010
9,293.00		180. HEWLETT PACKARD CO PROPERTY TYPE: SECURITIES 8,973.00				11/16/2007 320.00	03/10/2010
9,426.00		75. INTERNATIONAL BUSINESS MACHS CORP PROPERTY TYPE: SECURITIES 7,852.00				05/31/2007 1,574.00	03/10/2010

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

Kind of Property		Description				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)	
16,932.00		400. JP MORGAN CHASE & CO PROPERTY TYPE: SECURITIES 20,187.00				01/25/2007 -3,255.00	11/24/2009
15,233.00		400. JACOBS ENGR GROUP INC PROPERTY TYPE: SECURITIES 16,634.00				12/03/2008 -1,401.00	11/18/2009
39,035.00		1025. JACOBS ENGR GROUP INC PROPERTY TYPE: SECURITIES 45,803.00				03/20/2007 -6,768.00	11/18/2009
95,757.00		1515. JOHNSON & JOHNSON PROPERTY TYPE: SECURITIES 95,488.00				03/20/2008 269.00	11/24/2009
7,797.00		120. JOHNSON & JOHNSON PROPERTY TYPE: SECURITIES 7,726.00				03/10/2010 71.00	04/30/2010
56,204.00		865. JOHNSON & JOHNSON PROPERTY TYPE: SECURITIES 51,069.00				03/24/2009 5,135.00	04/30/2010
233,324.00		19525.001 JP MORGAN US REAL ESTATE SELEC PROPERTY TYPE: SECURITIES 124,960.00				02/19/2009 108,364.00	12/04/2009
28,858.00		450. MCDONALDS CORP PROPERTY TYPE: SECURITIES 15,666.00				07/24/2006 13,192.00	11/24/2009
35,031.00		460. MCDONALDS CORP PROPERTY TYPE: SECURITIES 28,673.00				08/19/2009 6,358.00	10/08/2010
19,835.00		315. MEDCO HEALTH SOLUTIONS INC PROPERTY TYPE: SECURITIES 14,511.00				05/13/2009 5,324.00	11/24/2009
262.00		5. MEDCO HEALTH SOLUTIONS INC PROPERTY TYPE: SECURITIES 210.00				04/08/2009 52.00	10/08/2010

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

Kind of Property		Description				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)	
14,247.00		415. METLIFE INC PROPERTY TYPE: SECURITIES 20,029.00				09/27/2005 -5,782.00	11/24/2009
391.00		10. METLIFE INC PROPERTY TYPE: SECURITIES 483.00				09/27/2005 -92.00	10/08/2010
12,274.00		425. MICROSOFT CORP PROPERTY TYPE: SECURITIES 14,126.00				01/10/2008 -1,852.00	03/10/2010
123.00		5. MICROSOFT CORP PROPERTY TYPE: SECURITIES 145.00				11/08/2006 -22.00	10/08/2010
20,657.00		315. NOBLE ENERGY INC PROPERTY TYPE: SECURITIES 8,838.00				08/03/2004 11,819.00	11/24/2009
11,472.00		240. NORTHERN TRUST CORPORATION PROPERTY TYPE: SECURITIES 14,848.00				04/15/2009 -3,376.00	11/24/2009
6,093.00		125. NORTHERN TRUST CORPORATION PROPERTY TYPE: SECURITIES 6,740.00				03/10/2010 -647.00	08/09/2010
44,599.00		915. NORTHERN TRUST CORPORATION PROPERTY TYPE: SECURITIES 51,410.00				05/14/2009 -6,811.00	08/09/2010
21,243.00		340. PEPSICO INC PROPERTY TYPE: SECURITIES 19,275.00				05/10/2005 1,968.00	11/24/2009
23,239.00		280. PRAXAIR INC PROPERTY TYPE: SECURITIES 18,108.00				11/10/2008 5,131.00	11/24/2009
452.00		5. PRAXAIR INC PROPERTY TYPE: SECURITIES 304.00				01/02/2009 148.00	10/08/2010

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

Kind of Property		Description				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)	
18,843.00		300. PROCTER & GAMBLE CO PROPERTY TYPE: SECURITIES 16,812.00				01/26/2005 2,031.00	11/24/2009
100.00		5. QUANTA SVCS INC PROPERTY TYPE: SECURITIES 116.00				07/23/2009 -16.00	10/08/2010
47,433.00		4715. ROYCE PENNSYLVANIA MUT CL I FD #26 PROPERTY TYPE: SECURITIES 36,023.00				07/01/2009 11,410.00	03/11/2010
313.00		30. ROYCE PENNSYLVANIA MUT CL I FD #260 PROPERTY TYPE: SECURITIES 229.00				07/01/2009 84.00	10/08/2010
88,426.00		770. SPDR TR UNIT SER 1 PROPERTY TYPE: SECURITIES 86,225.00				12/16/2009 2,201.00	03/10/2010
23,188.00		355. SCHLUMBERGER LTD PROPERTY TYPE: SECURITIES 21,964.00				09/16/2009 1,224.00	11/24/2009
317.00		5. SCHLUMBERGER LTD PROPERTY TYPE: SECURITIES 309.00				09/16/2009 8.00	10/08/2010
7,200.00		250. SELECT SECTOR SPDR CONSUMER DISCRET PROPERTY TYPE: SECURITIES 4,348.00				03/11/2009 2,852.00	11/24/2009
171.00		5. SELECT SECTOR SPDR CONSUMER DISCRETIO PROPERTY TYPE: SECURITIES 87.00				03/11/2009 84.00	10/08/2010
17,526.00		320. STERICYCLE INC PROPERTY TYPE: SECURITIES 9,543.00				12/27/2005 7,983.00	11/24/2009
35,899.00		500. STERICYCLE INC PROPERTY TYPE: SECURITIES 19,383.00				03/24/2009 16,516.00	10/08/2010

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

Kind of Property		Description				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)	
14,909.00		315. TARGET CORP PROPERTY TYPE: SECURITIES 19,246.00				01/25/2007 -4,337.00	11/24/2009
271.00		5. TARGET CORP PROPERTY TYPE: SECURITIES 305.00				01/25/2007 -34.00	10/08/2010
20,855.00		440. THERMO FISHER SCIENTIFIC INC PROPERTY TYPE: SECURITIES 25,009.00				02/14/2008 -4,154.00	11/24/2009
2,457.00		90. THORNBURG INTL VALUE CL I FD #209 PROPERTY TYPE: SECURITIES 2,311.00				03/18/2010 146.00	10/08/2010
77,235.00		75000. US TREASURY N/B 4.25% 10/15/2010 PROPERTY TYPE: SECURITIES 74,660.00				10/14/2005 2,575.00	01/04/2010
153,369.00		150000. US TREASURY N/B 4.25% 01/15/2011 PROPERTY TYPE: SECURITIES 147,938.00				02/21/2006 5,431.00	06/21/2010
80,579.00		1700. VANGUARD REIT ETF PROPERTY TYPE: SECURITIES 75,279.00				12/04/2009 5,300.00	03/10/2010
1,871.00		35. VANGUARD REIT ETF PROPERTY TYPE: SECURITIES 1,550.00				12/04/2009 321.00	10/08/2010
7,310.00		80. VISA INC CL A PROPERTY TYPE: SECURITIES 5,396.00				05/27/2009 1,914.00	03/10/2010
11,499.00		210. WALMART STORES INC PROPERTY TYPE: SECURITIES 11,333.00				11/18/2009 166.00	11/24/2009
14,155.00		360. WALGREEN CO PROPERTY TYPE: SECURITIES 7,954.00				03/09/2009 6,201.00	11/24/2009

**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)	
168.00		5. WALGREEN CO PROPERTY TYPE: SECURITIES 110.00					03/09/2009 58.00	10/08/2010
10,121.00		365. WELLS FARGO & CO NEW PROPERTY TYPE: SECURITIES 11,394.00					10/27/2008 -1,273.00	11/24/2009
108,000.00		100000. WEYERHAEUSER CO 6.75% 03/15/2012 PROPERTY TYPE: SECURITIES 105,262.00					04/26/2007 2,738.00	06/22/2010
18,077.00		430. XTO ENERGY INC PROPERTY TYPE: SECURITIES 15,967.00					11/01/2006 2,110.00	11/24/2009
40,108.00		845. XTO ENERGY INC PROPERTY TYPE: SECURITIES 32,275.00					02/06/2009 7,833.00	12/16/2009
45,804.00		965. XTO ENERGY INC PROPERTY TYPE: SECURITIES 35,832.00					11/01/2006 9,972.00	12/16/2009
TOTAL GAIN(LOSS)							----- 535,231. =====	

FORM 990PF, PART I - ACCOUNTING FEES
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DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE (NON-ALLOC	1,600.			1,600.
TOTALS	1,600.	NONE	NONE	1,600.
	=====	=====	=====	=====

FORM 990PF, PART I - TAXES

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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
FOREIGN TAXES	36.	36.
FEDERAL TAX PAYMENT - PRIOR YE	3,752.	
FEDERAL ESTIMATES - INCOME	1,876.	
FOREIGN TAXES ON QUALIFIED FOR	1,052.	1,052.
	-----	-----
TOTALS	6,716.	1,088.
	=====	=====

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES
=====DESCRIPTION
-----AMOUNT

ROUNDING

2.

TOTAL

2.
=====

STATE(S) WHERE THE FOUNDATION IS REGISTERED
=====

IN

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

=====

OFFICER NAME:

OLD NATIONAL TRUST COMPANY

ADDRESS:

320 S. HIGH STREET

MUNCIE, IN 47305

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 2

COMPENSATION 66,188.

TOTAL COMPENSATION: 66,188.

=====

RECIPIENT NAME:
WABASH COLLEGE
ADDRESS:
PO BOX 352
CRAWFORDSVILLE, IN 47933
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SERVICES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 268,346.

RECIPIENT NAME:
J B GOODRICH PARK
C/O CITY OF WINCHESTER
ADDRESS:
PO BOX 408
WINCHESTER, IN 47394
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SERVICES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 114,400.

RECIPIENT NAME:
TRUSTEES OF THE PRESBYTERIAN
ADDRESS:
CHURCH
WINCHESTER, IN 47394
AMOUNT OF GRANT PAID 128,179.

TOTAL GRANTS PAID: 510,925.
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