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

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning 11/01 **, 2010, and ending** 10/31, 20 11

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

Name of foundation
JOHN B GOODRICH CHARITABLE TRUST 320038011

A Employer identification number
35-6214045

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

Room/suite

B Telephone number (see page 10 of the instructions)
(765) 213-1252

City or town, state, and ZIP code
MUNCIE, IN 47305

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)* ▶ $ 9,180,861.

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)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	221,229.	219,197.		
	5a	Gross rents				
	b	Net rental income or (loss) ________				
	6a	Net gain or (loss) from sale of assets not on line 10	285,369.			
	b	Gross sales price for all assets on line 6a 3,418,030.				
	7	Capital gain net income (from Part IV, line 2)		285,369.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	506,598.	504,566.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	66,089.	59,480.		6,609.
	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	825.	NONE	NONE	825.
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions) STMT 2	13,094.	901.		
	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	80,008.	60,381.	NONE	7,434.
	25	Contributions, gifts, grants paid	573,352.			573,352.
	26	**Total expenses and disbursements** Add lines 24 and 25	653,360.	60,381.	NONE	580,786.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-146,762.			
	b	**Net investment income** (if negative, enter -0-)		444,185.		
	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			
	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 15 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)	7,979,348.	7,830,743.	9,180,861.
	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)	7,979,348.	7,830,743.	9,180,861.
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 ▶ ☐ 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	7,979,348.	7,830,743.	
	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)	7,979,348.	7,830,743.	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	7,979,348.	7,830,743.	

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	7,979,348.
2	Enter amount from Part I, line 27a	2	-146,762.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 3	3	6.
4	Add lines 1, 2, and 3	4	7,832,592.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 4	5	1,849.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	7,830,743.

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	285,369.
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))
2009	505,492.	9,192,290.	0.05499086735
2008	500,528.	8,239,971.	0.06074390310
2007			
2006			
2005			

2 **Total** of line 1, column (d)	2	0.11573477045
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	0.05786738523
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	9,635,851.
5 Multiply line 4 by line 3	5	557,602.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,442.
7 Add lines 5 and 6	7	562,044.
8 Enter qualifying distributions from Part XII, line 4	8	580,786.

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.

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 ▶ ☐ 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 ▶ ☒ and enter 1% of Part I, line 27b			1	4,442.
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	4,442.
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	4,442.
6	Credits/Payments:				
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	7,036.		
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	7,036.
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	2,594.
11	Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶ 2,594. **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. **(1)** On the foundation ▶$ ______ **(2)** On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ STMT 5			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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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 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 ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ 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 page 22 of the instructions)	2b		X
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 2010 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 2010)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	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 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** No: X

If "Yes" to 6b, file Form 8870.

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **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 6		66,089.	-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
1NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1NONE	
2	
All other program-related investments See page 24 of the instructions 3NONE	
Total. Add lines 1 through 3 ▶	

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	9,782,590.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see page 25 of the instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	9,782,590.
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	9,782,590.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	146,739.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,635,851.
6	**Minimum investment return.** Enter 5% of line 5	6	481,793.

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	481,793.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	4,442.		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	4,442.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	477,351.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	477,351.
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	477,351.

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	580,786.
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	580,786.
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	4,442.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	576,344.

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.

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Part XIII Undistributed Income (see page 26 of the instructions)

			(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1	Distributable amount for 2010 from Part XI, line 7					477,351.
2	Undistributed income, if any, as of the end of 2010					
a	Enter amount for 2009 only				NONE	
b	Total for prior years 20 08 ,20____,20____			NONE		
3	Excess distributions carryover, if any, to 2010					
a	From 2005	NONE				
b	From 2006	NONE				
c	From 2007	NONE				
d	From 2008	92,281.				
e	From 2009	59,943.				
f	**Total** of lines 3a through e		152,224.			
4	Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 580,786.					
a	Applied to 2009, 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 2010 distributable amount					477,351.
e	Remaining amount distributed out of corpus		103,435.			
5	Excess distributions carryover applied to 2010 *(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		255,659.			
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 2009. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions				NONE	
f	Undistributed income for 2010. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011					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 2005 not applied on line 5 or line 7 (see page 27 of the instructions)		NONE			
9	**Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a		255,659.			
10	Analysis of line 9					
a	Excess from 2006	NONE				
b	Excess from 2007	NONE				
c	Excess from 2008	92,281.				
d	Excess from 2009	59,943.				
e	Excess from 2010	103,435.				

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 2010, enter the date of the ruling . . . . ▶

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

	Tax year	Prior 3 years			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed .					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test - enter (1) Value of all assets . . .					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . .					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income .					

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 7				
Total . . . . ▶ **3a**				573,352.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) 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	221,229.	
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	285,369.	
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)				506,598.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 506,598.

(See worksheet in line 13 instructions on page 29 to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions.)
	NOT APPLICABLE

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

▶ Linda Thompson | 03/14/2012 ▶ TRUSTEE

Signature of officer or trustee OLD NATIONAL TRUST COMPAN Date Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
WESLEY HIRSCHBERG	Wesley Hirschberg	03/14/2012		

Firm's name ▶ THOMSON REUTERS (TAX & ACCOUNTING) Firm's EIN ▶

Firm's address ▶ ONE N. DEARBORN ST., 5TH FL.
CHICAGO, IL 60602 Phone no 312-873-6900

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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)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					9,622.	
		40. ABBOTT LABS PROPERTY TYPE: SECURITIES					10/15/2010	06/13/2011
2,058.00		2,149.00					-91.00	
		35. ABBOTT LABS PROPERTY TYPE: SECURITIES					10/15/2010	06/28/2011
1,821.00		1,880.00					-59.00	
		180. ABBOTT LABS PROPERTY TYPE: SECURITIES					10/15/2010	09/12/2011
8,991.00		9,670.00					-679.00	
		60. ALBEMARLE CORP PROPERTY TYPE: SECURITIES					04/06/2011	06/13/2011
3,910.00		3,622.00					288.00	
		30. ALBEMARLE CORP PROPERTY TYPE: SECURITIES					04/06/2011	06/28/2011
1,996.00		1,811.00					185.00	
		160. ALBEMARLE CORP PROPERTY TYPE: SECURITIES					04/06/2011	09/12/2011
7,032.00		9,659.00					-2,627.00	
		15. APPLE COMPUTER INC PROPERTY TYPE: SECURITIES					03/24/2009	06/13/2011
4,915.00		1,738.00					3,177.00	
		10. APPLE COMPUTER INC PROPERTY TYPE: SECURITIES					03/24/2009	06/28/2011
3,357.00		1,091.00					2,266.00	
		100. APPLE COMPUTER INC PROPERTY TYPE: SECURITIES					03/24/2009	09/12/2011
37,581.00		10,909.00					26,672.00	
		80. BARCLAYS BK IPATH INDL COMMODITY ETN PROPERTY TYPE: SECURITIES					07/09/2009	06/13/2011
3,466.00		2,243.00					1,223.00	

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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)	
		60. BARCLAYS BK IPATH INDL COMMODITY ETN PROPERTY TYPE: SECURITIES					07/09/2009	06/28/2011
2,599.00		1,682.00					917.00	
		345. BARCLAYS BK IPATH INDL COMMODITY ET PROPERTY TYPE: SECURITIES					07/09/2009	09/12/2011
14,202.00		9,673.00					4,529.00	
		110. CHURCH & DWIGHT INC PROPERTY TYPE: SECURITIES					03/10/2010	06/13/2011
4,372.00		3,709.00					663.00	
		75. CHURCH & DWIGHT INC PROPERTY TYPE: SECURITIES					03/10/2010	06/28/2011
3,013.00		2,529.00					484.00	
		1045. CHURCH & DWIGHT INC PROPERTY TYPE: SECURITIES					03/10/2010	09/12/2011
43,452.00		29,683.00					13,769.00	
		45. CITIGROUP INC PROPERTY TYPE: SECURITIES					04/13/2011	06/13/2011
1,764.00		2,048.00					-284.00	
		35. CITIGROUP INC PROPERTY TYPE: SECURITIES					04/13/2011	06/28/2011
1,391.00		1,593.00					-202.00	
		230. CITIGROUP INC PROPERTY TYPE: SECURITIES					04/13/2011	09/12/2011
6,086.00		10,465.00					-4,379.00	
		400. COSTCO WHSL CORP NEW PROPERTY TYPE: SECURITIES					12/13/2007	02/08/2011
29,840.00		24,018.00					5,822.00	
		30. COSTCO WHSL CORP NEW PROPERTY TYPE: SECURITIES					03/10/2010	06/13/2011
2,358.00		1,796.00					562.00	
		20. COSTCO WHSL CORP NEW PROPERTY TYPE: SECURITIES					03/10/2010	06/28/2011
1,597.00		1,198.00					399.00	

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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)	
		105. COSTCO WHSL CORP NEW					03/10/2010	09/12/2011
		PROPERTY TYPE: SECURITIES						
8,294.00		6,287.00					2,007.00	
		80. DANAHER CORP					03/10/2010	06/13/2011
		PROPERTY TYPE: SECURITIES						
4,101.00		3,116.00					985.00	
		55. DANAHER CORP					03/10/2010	06/28/2011
		PROPERTY TYPE: SECURITIES						
2,836.00		2,142.00					694.00	
		340. DANAHER CORP					03/10/2010	09/12/2011
		PROPERTY TYPE: SECURITIES						
14,589.00		11,862.00					2,727.00	
		35. DEERE & COMPANY					03/10/2010	06/13/2011
		PROPERTY TYPE: SECURITIES						
2,809.00		2,049.00					760.00	
		25. DEERE & COMPANY					03/10/2010	06/28/2011
		PROPERTY TYPE: SECURITIES						
2,028.00		1,464.00					564.00	
		155. DEERE & COMPANY					03/10/2010	09/12/2011
		PROPERTY TYPE: SECURITIES						
11,456.00		8,349.00					3,107.00	
		45. DIRECTV CL A					05/18/2011	06/13/2011
		PROPERTY TYPE: SECURITIES						
2,097.00		2,256.00					-159.00	
		30. DIRECTV CL A					05/18/2011	06/28/2011
		PROPERTY TYPE: SECURITIES						
1,489.00		1,504.00					-15.00	
		205. DRIEHAUS EMERGING MKTS GROWTH FD #3					07/01/2009	06/14/2011
		PROPERTY TYPE: SECURITIES						
6,640.00		4,615.00					2,025.00	
		150. DRIEHAUS EMERGING MKTS GROWTH FD #3					07/01/2009	06/28/2011
		PROPERTY TYPE: SECURITIES						
4,796.00		3,377.00					1,419.00	

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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)	
		860. DRIEHAUS EMERGING MKTS GROWTH FD #3					07/01/2009	09/12/2011
		PROPERTY TYPE: SECURITIES						
25,594.00		19,359.00					6,235.00	
		135. EMC CORPORATION					03/10/2010	06/13/2011
		PROPERTY TYPE: SECURITIES						
3,534.00		2,535.00					999.00	
		100. EMC CORPORATION					03/10/2010	06/28/2011
		PROPERTY TYPE: SECURITIES						
2,684.00		1,878.00					806.00	
		565. EMC CORPORATION					03/10/2010	09/12/2011
		PROPERTY TYPE: SECURITIES						
12,063.00		10,291.00					1,772.00	
		590. ECOLAB INC					07/12/2007	02/08/2011
		PROPERTY TYPE: SECURITIES						
29,676.00		25,493.00					4,183.00	
		1668. ECOLAB INC					03/10/2010	04/06/2011
		PROPERTY TYPE: SECURITIES						
86,008.00		67,842.00					18,166.00	
		70. EL PASO CORP					06/16/2011	06/28/2011
		PROPERTY TYPE: SECURITIES						
1,382.00		1,342.00					40.00	
		340. EL PASO CORP					06/16/2011	09/12/2011
		PROPERTY TYPE: SECURITIES						
6,201.00		6,517.00					-316.00	
		45. EMERSON ELEC CO					03/10/2010	06/13/2011
		PROPERTY TYPE: SECURITIES						
2,302.00		2,162.00					140.00	
		30. EMERSON ELEC CO					03/10/2010	06/28/2011
		PROPERTY TYPE: SECURITIES						
1,627.00		1,441.00					186.00	
		55. EXXON MOBIL CORP					12/09/2008	06/13/2011
		PROPERTY TYPE: SECURITIES						
4,361.00		4,319.00					42.00	

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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)	
		45. EXXON MOBIL CORP PROPERTY TYPE: SECURITIES					12/09/2008	06/28/2011
3,560.00		3,534.00					26.00	
		250. EXXON MOBIL CORP PROPERTY TYPE: SECURITIES					12/09/2008	09/12/2011
17,682.00		19,633.00					-1,951.00	
		250000. FED HOME LN MTG 5% 04/14/2023-20 PROPERTY TYPE: SECURITIES					04/04/2008	04/14/2011
250,000.00		248,500.00					1,500.00	
		50000. FED FARM CR BK 4.875% 01/11/2016 PROPERTY TYPE: SECURITIES					01/19/2006	04/06/2011
55,100.00		50,334.00					4,766.00	
		280000. FED HOME LN BK 3.25% 03/09/2018 PROPERTY TYPE: SECURITIES					06/09/2011	08/08/2011
298,729.00		291,945.00					6,784.00	
		250000. FED HOME LN BK 3.625% 09/16/2011 PROPERTY TYPE: SECURITIES					02/15/2011	09/16/2011
250,000.00		254,918.00					-4,918.00	
		200000. FED HOME LN BK STEP CPN 3% 07/07 PROPERTY TYPE: SECURITIES					06/11/2009	07/07/2011
200,000.00		200,000.00						
		6441.09 FED HOME LN BK SER 5K-2017 CL 1 PROPERTY TYPE: SECURITIES					07/06/2010	11/22/2010
6,441.00		6,570.00					-129.00	
		6522.4 FED HOME LN BK SER 5K-2017 CL 1 2 PROPERTY TYPE: SECURITIES					07/06/2010	12/20/2010
6,522.00		6,653.00					-131.00	
		6536.22 FED HOME LN BK SER 5K-2017 CL 1 PROPERTY TYPE: SECURITIES					07/06/2010	01/20/2011
6,536.00		6,667.00					-131.00	
		4476.28 FED HOME LN BK SER 5K-2017 CL 1 PROPERTY TYPE: SECURITIES					07/06/2010	02/22/2011
4,476.00		4,566.00					-90.00	

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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)	
		3597.52 FED HOME LN BK SER 5K-2017 CL 1 PROPERTY TYPE: SECURITIES					07/06/2010	03/21/2011
3,598.00		3,669.00					-71.00	
		3355.15 FED HOME LN BK SER 5K-2017 CL 1 PROPERTY TYPE: SECURITIES					07/06/2010	04/20/2011
3,355.00		3,422.00					-67.00	
		2500.44 FED HOME LN BK SER 5K-2017 CL 1 PROPERTY TYPE: SECURITIES					07/06/2010	05/20/2011
2,500.00		2,550.00					-50.00	
		2485.02 FED HOME LN BK SER 5K-2017 CL 1 PROPERTY TYPE: SECURITIES					07/06/2010	06/20/2011
2,485.00		2,535.00					-50.00	
		3205.32 FED HOME LN BK SER 5K-2017 CL 1 PROPERTY TYPE: SECURITIES					07/06/2010	07/20/2011
3,205.00		3,269.00					-64.00	
		2674.11 FED HOME LN BK SER 5K-2017 CL 1 PROPERTY TYPE: SECURITIES					07/06/2010	08/20/2011
2,674.00		2,728.00					-54.00	
		3162.08 FED HOME LN BK SER 5K-2017 CL 1 PROPERTY TYPE: SECURITIES					07/06/2010	09/20/2011
3,162.00		3,225.00					-63.00	
		3531.68 FED HOME LN BK SER 5K-2017 CL 1 PROPERTY TYPE: SECURITIES					07/06/2010	10/20/2011
3,532.00		3,602.00					-70.00	
		100000. FED HOME LN MTG 4.875% 11/15/201 PROPERTY TYPE: SECURITIES					01/06/2006	03/10/2011
109,750.00		101,197.00					8,553.00	
		20. FRANKLIN RES INC PROPERTY TYPE: SECURITIES					07/06/2007	06/13/2011
2,460.00		2,700.00					-240.00	
		10. FRANKLIN RES INC PROPERTY TYPE: SECURITIES					07/06/2007	06/28/2011
1,258.00		1,350.00					-92.00	

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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)	
		285. FRANKLIN RES INC PROPERTY TYPE: SECURITIES					03/10/2010	09/12/2011
31,739.00		34,773.00					-3,034.00	
		20. GOLDMAN SACHS GROUP INC PROPERTY TYPE: SECURITIES					03/10/2010	06/13/2011
2,749.00		3,438.00					-689.00	
		10. GOLDMAN SACHS GROUP INC PROPERTY TYPE: SECURITIES					03/10/2010	06/28/2011
1,296.00		1,719.00					-423.00	
		75. GOLDMAN SACHS GROUP INC PROPERTY TYPE: SECURITIES					03/10/2010	09/12/2011
7,628.00		12,893.00					-5,265.00	
		1620. GOLDMAN SACHS MID CAP VALUE INSTL PROPERTY TYPE: SECURITIES					03/26/2009	02/08/2011
61,511.00		33,842.00					27,669.00	
		405. GOLDMAN SACHS MID CAP VALUE INSTL F PROPERTY TYPE: SECURITIES					03/26/2009	06/14/2011
15,058.00		8,460.00					6,598.00	
		305. GOLDMAN SACHS MID CAP VALUE INSTL F PROPERTY TYPE: SECURITIES					03/26/2009	06/28/2011
11,505.00		6,371.00					5,134.00	
		1735. GOLDMAN SACHS MID CAP VALUE INSTL PROPERTY TYPE: SECURITIES					03/26/2009	09/12/2011
55,190.00		36,244.00					18,946.00	
		405. GOLDMAN SACHS GROWTH OPPORTUNITIES PROPERTY TYPE: SECURITIES					02/08/2011	06/14/2011
9,987.00		8,376.00					1,611.00	
		305. GOLDMAN SACHS GROWTH OPPORTUNITIES PROPERTY TYPE: SECURITIES					08/26/2010	06/28/2011
7,613.00		6,164.00					1,449.00	
		1740. GOLDMAN SACHS GROWTH OPPORTUNITIES PROPERTY TYPE: SECURITIES					08/26/2010	09/12/2011
37,514.00		35,165.00					2,349.00	

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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)	
		50. HARRIS CORP PROPERTY TYPE: SECURITIES					12/03/2008	06/13/2011
2,255.00		1,644.00					611.00	
		35. HARRIS CORP PROPERTY TYPE: SECURITIES					12/03/2008	06/28/2011
1,552.00		1,151.00					401.00	
		1774. HARRIS CORP PROPERTY TYPE: SECURITIES					12/03/2008	07/13/2011
76,549.00		51,488.00					25,061.00	
		5. HEWLETT PACKARD CO PROPERTY TYPE: SECURITIES					02/08/2011	05/18/2011
180.00		241.00					-61.00	
		1970. HEWLETT PACKARD CO PROPERTY TYPE: SECURITIES					03/24/2009	05/18/2011
71,096.00		80,723.00					-9,627.00	
		20. INTERNATIONAL BUSINESS MACHS CORP PROPERTY TYPE: SECURITIES					03/24/2009	06/13/2011
3,265.00		1,986.00					1,279.00	
		20. INTERNATIONAL BUSINESS MACHS CORP PROPERTY TYPE: SECURITIES					03/24/2009	06/28/2011
3,390.00		1,961.00					1,429.00	
		100. INTERNATIONAL BUSINESS MACHS CORP PROPERTY TYPE: SECURITIES					12/07/2006	09/12/2011
16,029.00		9,434.00					6,595.00	
		75. JP MORGAN CHASE & CO PROPERTY TYPE: SECURITIES					01/25/2007	06/13/2011
3,115.00		3,785.00					-670.00	
		60. JP MORGAN CHASE & CO PROPERTY TYPE: SECURITIES					01/25/2007	06/28/2011
2,354.00		3,028.00					-674.00	
		105. JP MORGAN CHASE & CO PROPERTY TYPE: SECURITIES					01/25/2007	09/12/2011
3,340.00		5,299.00					-1,959.00	

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)	
		250000. JOHNSON CTLS INC 5.25% 01/15/201					12/07/2006	01/15/2011
		PROPERTY TYPE: SECURITIES						
250,000.00		251,018.00					-1,018.00	
		50. MCDONALDS CORP					03/10/2010	06/13/2011
		PROPERTY TYPE: SECURITIES						
4,041.00		3,248.00					793.00	
		35. MCDONALDS CORP					03/10/2010	06/28/2011
		PROPERTY TYPE: SECURITIES						
2,918.00		2,273.00					645.00	
		190. MCDONALDS CORP					03/10/2010	09/12/2011
		PROPERTY TYPE: SECURITIES						
16,256.00		12,203.00					4,053.00	
		45. MEDCO HEALTH SOLUTIONS INC					03/10/2010	06/13/2011
		PROPERTY TYPE: SECURITIES						
2,521.00		2,832.00					-311.00	
		30. MEDCO HEALTH SOLUTIONS INC					03/10/2010	06/28/2011
		PROPERTY TYPE: SECURITIES						
1,666.00		1,888.00					-222.00	
		5. MEDCO HEALTH SOLUTIONS INC					02/08/2011	07/21/2011
		PROPERTY TYPE: SECURITIES						
319.00		317.00					2.00	
		1605. MEDCO HEALTH SOLUTIONS INC					03/10/2010	07/21/2011
		PROPERTY TYPE: SECURITIES						
102,402.00		70,122.00					32,280.00	
		70. METLIFE INC					09/27/2005	06/13/2011
		PROPERTY TYPE: SECURITIES						
2,864.00		3,378.00					-514.00	
		50. METLIFE INC					09/27/2005	06/28/2011
		PROPERTY TYPE: SECURITIES						
2,084.00		2,413.00					-329.00	
		10. MICROSOFT CORP					02/08/2011	04/27/2011
		PROPERTY TYPE: SECURITIES						
262.00		284.00					-22.00	

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)	
		4850. MICROSOFT CORP PROPERTY TYPE: SECURITIES					03/24/2009	04/27/2011
127,212.00		130,035.00					-2,823.00	
		40. NOBLE ENERGY INC PROPERTY TYPE: SECURITIES					03/10/2010	06/13/2011
3,416.00		2,944.00					472.00	
		30. NOBLE ENERGY INC PROPERTY TYPE: SECURITIES					03/10/2010	06/28/2011
2,618.00		2,208.00					410.00	
		175. NOBLE ENERGY INC PROPERTY TYPE: SECURITIES					03/10/2010	09/12/2011
13,798.00		11,615.00					2,183.00	
		90. ORACLE CORPORATION PROPERTY TYPE: SECURITIES					04/27/2011	06/13/2011
2,850.00		3,156.00					-306.00	
		75. ORACLE CORPORATION PROPERTY TYPE: SECURITIES					04/27/2011	06/28/2011
2,380.00		2,630.00					-250.00	
		415. ORACLE CORPORATION PROPERTY TYPE: SECURITIES					04/27/2011	09/12/2011
10,935.00		14,551.00					-3,616.00	
		40. PEPSICO INC PROPERTY TYPE: SECURITIES					03/10/2010	06/13/2011
2,766.00		2,578.00					188.00	
		30. PEPSICO INC PROPERTY TYPE: SECURITIES					03/10/2010	06/28/2011
2,086.00		1,856.00					230.00	
		1435. PEPSICO INC PROPERTY TYPE: SECURITIES					12/19/2008	09/12/2011
85,957.00		80,393.00					5,564.00	
		35. PRAXAIR INC PROPERTY TYPE: SECURITIES					03/10/2010	06/13/2011
3,520.00		2,765.00					755.00	

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)	
		30. PRAXAIR INC					03/10/2010	06/28/2011
		PROPERTY TYPE: SECURITIES						
3,137.00		2,370.00					767.00	
		155. PRAXAIR INC					03/10/2010	09/12/2011
		PROPERTY TYPE: SECURITIES						
14,457.00		11,248.00					3,209.00	
		5. PROCTER & GAMBLE CO					02/08/2011	04/13/2011
		PROPERTY TYPE: SECURITIES						
315.00		324.00					-9.00	
		1430. PROCTER & GAMBLE CO					03/10/2010	04/13/2011
		PROPERTY TYPE: SECURITIES						
89,996.00		81,325.00					8,671.00	
		90. QUANTA SVCS INC					07/23/2009	06/13/2011
		PROPERTY TYPE: SECURITIES						
1,674.00		2,085.00					-411.00	
		60. QUANTA SVCS INC					07/23/2009	06/28/2011
		PROPERTY TYPE: SECURITIES						
1,185.00		1,390.00					-205.00	
		365. QUANTA SVCS INC					07/23/2009	09/12/2011
		PROPERTY TYPE: SECURITIES						
6,376.00		8,454.00					-2,078.00	
		615. ROYCE PENNSYLVANIA MUT CL I FD #260					07/01/2009	06/14/2011
		PROPERTY TYPE: SECURITIES						
7,392.00		4,699.00					2,693.00	
		465. ROYCE PENNSYLVANIA MUT CL I FD #260					07/01/2009	06/28/2011
		PROPERTY TYPE: SECURITIES						
5,710.00		3,553.00					2,157.00	
		2635. ROYCE PENNSYLVANIA MUT CL I FD #26					07/01/2009	09/12/2011
		PROPERTY TYPE: SECURITIES						
27,457.00		20,131.00					7,326.00	
		55. SCHLUMBERGER LTD					03/10/2010	06/13/2011
		PROPERTY TYPE: SECURITIES						
4,538.00		3,524.00					1,014.00	

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)	
		700. SCHLUMBERGER LTD PROPERTY TYPE: SECURITIES					03/10/2010	06/16/2011
57,578.00		44,856.00					12,722.00	
		10. SCHLUMBERGER LTD PROPERTY TYPE: SECURITIES					03/10/2010	06/28/2011
832.00		641.00					191.00	
		165. SCHLUMBERGER LTD PROPERTY TYPE: SECURITIES					03/10/2010	09/12/2011
11,735.00		10,319.00					1,416.00	
		90. SELECT SECTOR SPDR HLTH CARE ETF PROPERTY TYPE: SECURITIES					04/27/2011	06/13/2011
3,145.00		3,145.00						
		45. SELECT SECTOR SPDR HLTH CARE ETF PROPERTY TYPE: SECURITIES					04/27/2011	06/28/2011
1,579.00		1,572.00					7.00	
		590. SELECT SECTOR SPDR HLTH CARE ETF PROPERTY TYPE: SECURITIES					07/21/2011	09/12/2011
18,703.00		21,070.00					-2,367.00	
		35. SELECT SECTOR SPDR CONSUMER DISCRETI PROPERTY TYPE: SECURITIES					03/10/2010	06/13/2011
1,321.00		1,120.00					201.00	
		20. SELECT SECTOR SPDR CONSUMER DISCRETI PROPERTY TYPE: SECURITIES					03/10/2010	06/28/2011
787.00		640.00					147.00	
		140. SELECT SECTOR SPDR CONSUMER DISCRET PROPERTY TYPE: SECURITIES					03/10/2010	09/12/2011
4,953.00		3,750.00					1,203.00	
		30. STERICYCLE INC PROPERTY TYPE: SECURITIES					03/10/2010	06/13/2011
2,555.00		1,637.00					918.00	
		20. STERICYCLE INC PROPERTY TYPE: SECURITIES					03/10/2010	06/28/2011
1,752.00		1,091.00					661.00	

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)	
		305. STERICYCLE INC					03/10/2010	09/12/2011
		PROPERTY TYPE: SECURITIES						
24,389.00		12,435.00					11,954.00	
		40. TJX CO INC					02/08/2011	06/13/2011
		PROPERTY TYPE: SECURITIES						
1,984.00		1,822.00					162.00	
		35. TJX CO INC					10/08/2010	06/28/2011
		PROPERTY TYPE: SECURITIES						
1,793.00		1,573.00					220.00	
		185. TJX CO INC					10/08/2010	09/12/2011
		PROPERTY TYPE: SECURITIES						
9,603.00		8,313.00					1,290.00	
		55. TARGET CORP					01/25/2007	06/13/2011
		PROPERTY TYPE: SECURITIES						
2,547.00		3,360.00					-813.00	
		40. TARGET CORP					01/25/2007	06/28/2011
		PROPERTY TYPE: SECURITIES						
1,877.00		2,392.00					-515.00	
		235. TARGET CORP					11/14/2006	09/12/2011
		PROPERTY TYPE: SECURITIES						
11,654.00		13,747.00					-2,093.00	
		1765. TEVA PHARMACEUTICAL INDS LTD SP AD					02/08/2011	04/27/2011
		PROPERTY TYPE: SECURITIES						
81,026.00		97,598.00					-16,572.00	
		50. THERMO FISHER SCIENTIFIC INC					02/14/2008	06/13/2011
		PROPERTY TYPE: SECURITIES						
3,127.00		2,842.00					285.00	
		45. THERMO FISHER SCIENTIFIC INC					02/14/2008	06/28/2011
		PROPERTY TYPE: SECURITIES						
2,871.00		2,558.00					313.00	
		245. THERMO FISHER SCIENTIFIC INC					02/14/2008	09/12/2011
		PROPERTY TYPE: SECURITIES						
12,345.00		13,925.00					-1,580.00	

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)	
		415. THORNBURG INTL VALUE CL I FD #209					03/18/2010	06/14/2011
		PROPERTY TYPE: SECURITIES						
12,409.00		10,657.00					1,752.00	
		315. THORNBURG INTL VALUE CL I FD #209					03/18/2010	06/28/2011
		PROPERTY TYPE: SECURITIES						
9,233.00		8,089.00					1,144.00	
		1775. THORNBURG INTL VALUE CL I FD #209					03/18/2010	09/12/2011
		PROPERTY TYPE: SECURITIES						
43,186.00		45,582.00					-2,396.00	
		100000. US TREASURY N/B 3.125% 01/31/201					03/24/2010	04/06/2011
		PROPERTY TYPE: SECURITIES						
102,625.00		99,492.00					3,133.00	
		100. VANGUARD REIT ETF					12/04/2009	06/13/2011
		PROPERTY TYPE: SECURITIES						
5,834.00		4,428.00					1,406.00	
		70. VANGUARD REIT ETF					12/04/2009	06/28/2011
		PROPERTY TYPE: SECURITIES						
4,118.00		3,100.00					1,018.00	
		405. VANGUARD REIT ETF					12/04/2009	09/12/2011
		PROPERTY TYPE: SECURITIES						
22,075.00		17,934.00					4,141.00	
		55. VISA INC CL A					05/27/2009	06/13/2011
		PROPERTY TYPE: SECURITIES						
4,114.00		3,710.00					404.00	
		35. VISA INC CL A					05/27/2009	06/28/2011
		PROPERTY TYPE: SECURITIES						
2,634.00		2,361.00					273.00	
		400. VISA INC CL A					05/27/2009	09/12/2011
		PROPERTY TYPE: SECURITIES						
34,569.00		26,981.00					7,588.00	
		20. WALMART STORES INC					11/18/2009	06/13/2011
		PROPERTY TYPE: SECURITIES						
1,053.00		1,079.00					-26.00	

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)	
		25. WALMART STORES INC					11/18/2009	06/28/2011
		PROPERTY TYPE: SECURITIES						
1,306.00		1,349.00					-43.00	
		100. WALMART STORES INC					11/18/2009	09/12/2011
		PROPERTY TYPE: SECURITIES						
5,130.00		5,397.00					-267.00	
		65. WALGREEN CO					03/10/2010	06/13/2011
		PROPERTY TYPE: SECURITIES						
2,822.00		2,229.00					593.00	
		55. WALGREEN CO					03/10/2010	06/28/2011
		PROPERTY TYPE: SECURITIES						
2,274.00		1,886.00					388.00	
		100. WELLS FARGO & CO NEW					10/27/2008	06/13/2011
		PROPERTY TYPE: SECURITIES						
2,685.00		3,122.00					-437.00	
		75. WELLS FARGO & CO NEW					10/27/2008	06/28/2011
		PROPERTY TYPE: SECURITIES						
2,041.00		2,341.00					-300.00	
		115. WELLS FARGO & CO NEW					10/27/2008	09/12/2011
		PROPERTY TYPE: SECURITIES						
2,728.00		3,590.00					-862.00	

TOTAL GAIN(LOSS)							285,369.	
							==========	

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	825.			825.
TOTALS	825.	NONE	NONE	825.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	30.	30.
FEDERAL TAX PAYMENT - PRIOR YE	5,157.	
FEDERAL ESTIMATES - INCOME	3,518.	
FEDERAL ESTIMATES - PRINCIPAL	3,518.	
FOREIGN TAXES ON QUALIFIED FOR	871.	871.
TOTALS	13,094.	901.

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
ROUNDING		6.
	TOTAL	6.

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

DESCRIPTION	AMOUNT
ACCRUED INTEREST	1,841.
AMORTIZATION	8.
TOTAL	1,849.

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STATE(S) WHERE THE FOUNDATION IS REGISTERED
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     IN
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STATEMENT 5

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 .... 66,089.

TOTAL COMPENSATION: 66,089.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID
==

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 .... 285,763.

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 .... 158,555.

RECIPIENT NAME:
TRUSTEES OF THE PRESBYTERIAN CHURCH
ADDRESS:
201 E FRANKLIN STREET
WINCHESTER, IN 47394
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SERVICES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 129,034.

TOTAL GRANTS PAID: 573,352.
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STATEMENT 7

REPORT PTR207 5M OLD NATIONAL TRUST COMPANY AS OF ACCOUNT HOLDINGS 03/14/12 PAGE 1

32-0038-01-1 JOHN B GOODRICH CHARITABLE TRUST AS OF DATE: 10/31/11

CUSIP NUMBER	SECURITY DESCRIPTION	UNITS	CARRYING VALUE	PRICE PRICE DATE	MARKET VALUE
002824-10-0	ABBOTT LABS	1,320.000	70,875.42	53.870 10/31/2011	71,108.40
012653-10-1	ALBEMARLE CORP	1,200.000	72,440.64	53.290 10/31/2011	63,948.00
037833-10-0	APPLE INC	403.000	37,851.49	404.780 10/31/2011	163,126.34
06738G-40-7	BARCLAYS BK IPATH INDL COMMODITY ETN	2,519.000	70,732.27	37.469 10/31/2011	94,386.68
14912L-2M-2	CATERPILLAR FIN SERV CORP 4.75% 02/17/2015	250,000.000	253,772.50	110.934 10/31/2011	277,335.00
171340-10-2	CHURCH & DWIGHT INC	2,560.000	47,306.90	44.180 10/31/2011	113,100.80
172967-EA-5	CITIGROUP INC FLTG RT .377% 03/07/2014	150,000.000	137,943.00	94.095 10/31/2011	141,142.50
172967-42-4	CITIGROUP INC	1,685.000	76,667.50	31.590 10/31/2011	53,229.15
22160K-10-5	COSTCO WHSL CORP NEW	765.000	41,086.19	83.250 10/31/2011	63,686.25
22541L-AB-9	CS FIRST BOSTON INC 6.125% 11/15/2011	50,000.000	49,794.50	100.178 10/31/2011	50,089.00
235851-10-2	DANAHER CORP	2,460.000	48,981.08	48.350 10/31/2011	118,941.00
244199-BC-8	DEERE & CO 4.375% 10/16/2019	90,000.000	89,452.80	112.869 10/31/2011	101,582.10
244199-10-5	DEERE & CO	1,126.000	47,484.30	75.900 10/31/2011	85,463.40
25490A-10-1	DIRECTV CL A	1,575.000	77,076.20	45.460 10/31/2011	71,599.50
262028-30-1	DRIEHAUS EMERGING MKTS GROWTH FD #3	6,307.934	146,982.10	29.000 10/31/2011	182,930.09
268648-10-2	EMC CORP	4,150.000	71,373.05	24.510 10/31/2011	101,716.50
28336L-10-9	EL PASO CORP	2,520.000	48,301.09	25.010 10/31/2011	63,025.20

32-0038-01-1 JOHN B GOODRICH CHARITABLE TRUST AS OF DATE: 10/31/11

CUSIP NUMBER	SECURITY DESCRIPTION	UNITS	CARRYING VALUE	PRICE PRICE DATE	MARKET VALUE
291011-10-4	EMERSON ELEC CO	1,700.000	67,565.85	48.120 10/31/2011	81,804.00
30231G-10-2	EXXON MOBIL CORP	1,825.000	118,797.54	78.090 10/31/2011	142,514.25
3133XP-CT-9	FED HOME LN BK 4.25% 03/09/2018	250,000.000	253,785.00	114.151 10/31/2011	285,377.50
3133XS-P9-3	FED HOME LN BK 3.125% 12/13/2013	175,000.000	184,231.25	105.611 10/31/2011	184,819.25
3133XV-RK-9	FED HOME LN BK 4.125% 12/13/2019	100,000.000	106,745.00	113.354 10/31/2011	113,354.00
3133XY-2H-7	FED HOME LN BK SER 5K-2017 CL 1 2.9% 04/20/2017	136,379.450	139,107.05	104.102 10/31/2011	141,973.82
31331J-FZ-1	FED FARM CR BK 3.375% 03/08/2017	150,000.000	153,835.50	110.120 10/31/2011	165,180.00
31331V-NE-2	FED FARM CR BK 4.875% 01/11/2016	100,000.000	100,667.00	115.458 10/31/2011	115,458.00
313371-ZX-7	FED HOME LN BK 2.625% 12/08/2017	250,000.000	263,530.00	105.385 10/31/2011	263,462.50
3135G0-BY-8	FED NAT MTG ASSOC 0.875% 08/28/2014	280,000.000	281,618.40	100.761 10/31/2011	282,130.80
31359M-4D-2	FED NAT MTG ASSOC 5% 02/13/2017	100,000.000	99,618.00	118.276 10/31/2011	118,276.00
3136FJ-CA-7	FED NAT MTG ASSOC STEP CPN 3.4% 09/11/2024-2013	300,000.000	300,000.00	104.392 10/31/2011	313,176.00
354613-10-1	FRANKLIN RES INC	411.000	25,911.66	106.630 10/31/2011	43,824.93
354730-WA-7	FRANKLIN TN GO *TAXABLE BAB* 4.8% 03/01/2021-2019	75,000.000	76,380.75	111.241 10/31/2011	83,430.75
38141G-10-4	GOLDMAN SACHS	545.000	75,215.68	109.550 10/31/2011	59,704.75
38141W-23-2	GOLDMAN SACHS FINANCIAL SQUARE MONEY MARKET #474	645,306.550	645,306.55	1.000 10/31/2011	645,306.55
38141W-39-8	GOLDMAN SACHS MID CAP VALUE INSTL FD #864	12,734.490	266,023.50	34.480 10/31/2011	439,085.22

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CUSIP NUMBER	SECURITY DESCRIPTION	UNITS	CARRYING VALUE	PRICE PRICE DATE	MARKET VALUE
38142Y-40-1	GOLDMAN SACHS GROWTH OPPORTUNITIES CL I FD #1132	12,770.876	258,099.40	23.450 10/31/2011	299,477.04
444859-10-2	HUMANA INC	810.000	59,407.43	84.890 10/31/2011	68,760.90
459200-10-1	INTL BUSINESS MACHS CORP	720.000	67,437.51	184.630 10/31/2011	132,933.60
46625H-10-0	JPMORGAN CHASE & CO	2,630.000	113,428.84	34.760 10/31/2011	91,418.80
580135-10-1	MCDONALDS CORP	1,428.000	55,757.57	92.850 10/31/2011	132,589.80
59018Y-TZ-4	MERRILL LYNCH 5.45% 07/15/2014	200,000.000	194,446.00	102.085 10/31/2011	204,170.00
59156R-10-8	METLIFE INC	2,675.000	104,175.20	35.160 10/31/2011	94,053.00
61745E-K4-2	MORGAN STANLEY STEP CPN 5.375% 05/26/2025-2011	150,000.000	150,000.00	94.142 10/31/2011	141,213.00
637432-DC-6	NATL RURAL UTILS 4.75% 03/01/2014	100,000.000	98,041.00	108.372 10/31/2011	108,372.00
655044-10-5	NOBLE ENERGY INC	1,265.000	48,334.71	89.340 10/31/2011	113,015.10
68389X-10-5	ORACLE CORP	3,050.000	106,938.80	32.770 10/31/2011	99,948.50
74005P-10-4	PRAXAIR INC	1,140.000	51,906.81	101.670 10/31/2011	115,903.80
747525-10-3	QUALCOMM INC	1,790.000	99,229.80	51.600 10/31/2011	92,364.00
74762E-10-2	QUANTA SVCS INC	2,677.000	55,154.28	20.890 10/31/2011	55,922.53
780905-84-0	ROYCE PENNSYLVANIA MUT CL I FD #260	19,354.998	118,050.92	11.340 10/31/2011	219,485.68
806857-10-8	SCHLUMBERGER LTD	1,215.000	71,169.08	73.470 10/31/2011	89,266.05
81369Y-20-9	SELECT SECTOR SPDR HLTH CARE ETF	4,475.000	158,108.03	33.560 10/31/2011	150,181.00

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AS OF DATE: 10/31/11

CUSIP NUMBER	SECURITY DESCRIPTION	UNITS	CARRYING VALUE	PRICE PRICE DATE	MARKET VALUE
81369Y-40-7	SELECT SECTOR SPDR CONSUMER DISCRETIONARY	1,015.000	17,760.93	39.020 10/31/2011	39,605.30
858912-10-8	STERICYCLE INC	690.000	20,853.62	83.580 10/31/2011	57,670.20
872540-10-9	TJX CO INC	1,340.000	60,211.30	58.930 10/31/2011	78,966.20
87612E-10-6	TARGET CORP	1,735.000	91,670.87	54.750 10/31/2011	94,991.25
883556-10-2	THERMO FISHER SCIENTIFIC INC	1,770.000	84,886.17	50.270 10/31/2011	88,977.90
885215-56-6	THORNBURG INTL VALUE CL I FD #209	13,060.411	335,535.40	26.150 10/31/2011	341,529.75
912828-HR-4	US TREASURY N/B 3.5% 02/15/2018	150,000.000	156,796.88	112.672 10/31/2011	169,008.00
912828-LP-3	US TREASURY N/B 3% 09/30/2016	155,000.000	158,899.22	109.711 10/31/2011	170,052.05
912828-MR-8	US TREASURY N/B 2.375% 02/28/2015	100,000.000	99,328.13	106.180 10/31/2011	106,180.00
922908-55-3	VANGUARD REIT ETF	3,000.000	132,980.90	58.140 10/31/2011	174,420.00
92826C-83-9	VISA INC CL A	1,451.000	104,049.70	93.260 10/31/2011	135,320.26
931142-10-3	WALMART STORES INC	775.000	41,795.15	56.720 10/31/2011	43,958.00
931422-10-9	WALGREEN CO	2,615.000	71,272.16	33.200 10/31/2011	86,818.00
949746-10-1	WELLS FARGO & CO NEW	3,435.000	98,557.14	25.910 10/31/2011	89,000.85
	TOTAL HOLDINGS		7,830,742.71		9,180,860.79
	TOTAL INCOME CASH		778,531.85-		778,531.85-
	TOTAL PRINCIPAL CASH		778,531.85		778,531.85
	TOTAL ACCOUNT		7,830,742.71		9,180,860.79