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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

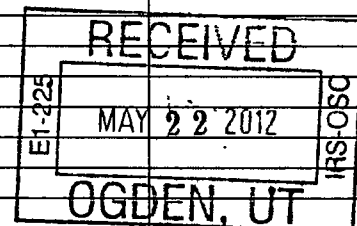
2011

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

For calendar year 2011 or tax year beginning , 2011, and ending , 20

Name of foundation WALTER E. AND BASHIA E. BEST TRUST 300512019		A Employer identification number 35-6221411
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (812) 464-1399
City or town, state, and ZIP code EVANSVILLE, IN 47702		C If exemption application is pending, check here ☐
G Check all that apply:	Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change ☐	D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization. ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 1,805,391.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	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	46,131.	45,978.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	45,554.			
	b Gross sales price for all assets on line 6a	695,326.			
	7 Capital gain net income (from Part IV, line 2)		45,554.		
	8 Net short-term capital gain				
	9 Income modifications				
Operating and Administrative Expenses	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	91,685.	91,532.		
	13 Compensation of officers, directors, trustees, etc.	20,203.	18,183.		2,020.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule) STMT. 1	1,073.	NONE	NONE	1,073.
	b Accounting fees (attach schedule) STMT. 2	825.	NONE	NONE	825.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT. 3	2,632.	148.		
	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	24,733.	18,331.	NONE	3,918.
	25 Contributions, gifts, grants paid	90,132.			90,132.
	26 Total expenses and disbursements. Add lines 24 and 25	114,865.	18,331.	NONE	94,050.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-23,180.			
	b Net investment income (if negative, enter -0-)		73,201.		
	c Adjusted net income (if negative, enter -0-)				



For Paperwork Reduction Act Notice, see instructions.

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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 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)	1,625,378.	1,601,573.	1,805,391.
	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)	1,625,378.	1,601,573.	1,805,391.	
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. ▶ ☒ X			
	27 Capital stock, trust principal, or current funds	1,625,378.	1,601,573.	
	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 instructions)	1,625,378.	1,601,573.		
31 Total liabilities and net assets/fund balances (see instructions)	1,625,378.	1,601,573.		

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	1,625,378.
2 Enter amount from Part I, line 27a	2	-23,180.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 4	3	8.
4 Add lines 1, 2, and 3	4	1,602,206.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 5	5	633.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,601,573.

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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 PUBLICLY TRADED SECURITIES					
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 690,811.		649,772.	41,039.		
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			41,039.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	45,554.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	76,328.	1,775,613.	0.042987
2009	87,573.	1,633,791.	0.053601
2008	97,327.	1,842,434.	0.052825
2007	91,621.	2,002,848.	0.045745
2006	49,109.	1,882,579.	0.026086
2 Total of line 1, column (d)			2 0.221244
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 0.044249
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 1,831,029.
5 Multiply line 4 by line 3			5 81,021.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 732.
7 Add lines 5 and 6			7 81,753.
8 Enter qualifying distributions from Part XII, line 4			8 94,050.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	732.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3 Add lines 1 and 2		3	732.
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	732.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	1,420.	
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	1,420.
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	688.
11 Enter the amount of line 10 to be Credited to 2012 estimated tax ☒ 688. Refunded ☐		11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☒ \$ _____ (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		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ IN		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <u>N/A</u>				
14	The books are in care of <u>OLD NATIONAL TRUST COMPANY</u> Telephone no <u>(812) 464-1399</u> Located at <u>320 S HIGH STREET, MUNCIE, IN</u> ZIP + 4 <u>47305</u>			
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 <u>15</u>			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country <u></u>				

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes	☒ No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☒ No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes	☒ No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes	☐ No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes	☒ No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).	☐ Yes	☒ No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	☐ Yes	☒ No
If "Yes," list the years <u></u>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	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. <u></u>		
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 2011 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 2011)	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 2011?	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 instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
If "Yes" to 6b, file Form 8870**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 6		20,203.	-0-	-0-

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

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

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

Amount

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,858,913.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	1,858,913.
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	1,858,913.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	27,884.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,831,029.
6	Minimum investment return. Enter 5% of line 5	6	91,551.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	91,551.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	732.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	732.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	90,819.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	90,819.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	90,819.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	94,050.
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	94,050.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	732.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	93,318.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				90,819.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			41,932.	
b Total for prior years 20 09, 20 , 20		NONE		
3 Excess distributions carryover, if any, to 2011				
a From 2006	NONE			
b From 2007	NONE			
c From 2008	NONE			
d From 2009	NONE			
e From 2010	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2011 from Part XII, line 4 ► \$ 94,050.				
a Applied to 2010, but not more than line 2a			41,932.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2011 distributable amount				52,118.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2011 (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	NONE			
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 instructions		NONE		
e Undistributed income for 2010 Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				38,701.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2007	NONE			
b Excess from 2008	NONE			
c Excess from 2009	NONE			
d Excess from 2010	NONE			
e Excess from 2011	NONE			

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

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

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

NONE

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

NONE

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

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

a The name, address, and telephone number 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	90,132.
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 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	46,131.	
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	45,554.	
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)				91,685.	
13	Total. Add line 12, columns (b), (d), and (e)					91,685.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

- | | | | |
|---|--------------|-----|----|
| 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
(2) Other assets

b Other transactions:
(1) Sales of assets to a noncharitable exempt organization
(2) Purchases of assets from a noncharitable exempt organization
(3) Rental of facilities, equipment, or other assets
(4) Reimbursement arrangements
(5) Loans or loan guarantees
(6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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. | | Yes | No |
| | | | |
| | 1a(1) | | X |
| | 1a(2) | | X |
| | | | |
| | 1b(1) | | X |
| | 1b(2) | | X |
| | 1b(3) | | X |
| | 1b(4) | | X |
| | 1b(5) | | X |
| | 1b(6) | | X |
| | 1c | | X |

[illegible]

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

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

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

**Sign
Here**

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


Signature of officer or trustee

05/02/2012
Date

TRUSTEE
Title

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

OLD NATIONAL TRUST COMPANY

**Paid
Preparer
Use Only**

Print/Type preparer's name

WESLEY HIRSCHBERG

Preparer's Signature _____

Wesley K. Smith
S (TAX & ACCOUNTING)

Date _____

05/02/2012

Check ☐ if
2 self-employed

PTIN

Firm's name ► THOMSON REUTERS (TAX & ACCOUNTING)

Firm's address ► ONE N. DEARBORN ST., 5TH FL.

CHICAGO, IL

60602

Phone no 312-873-6900

04/25/12

AS OF ACCOUNT HOLDINGS

REPORT PTR207 5M OLD NATIONAL TRUST COMPANY

30-0512-01-9 WALTER E AND BASHIA E BEST TRUST

AS OF DATE: 12/31/11

CUSIP NUMBER	SECURITY DESCRIPTION	UNITS	CARRYING VALUE	PRICE DATE 12/31/2011	MARKET VALUE
002824-10-0	ABBOTT LABS	240.000	12,893.73	56.230 12/31/2011	13,495.20
012653-10-1	ALBEMARLE CORP	220.000	13,280.79	51.510 12/31/2011	11,332.20
037833-10-0	APPLE INC	75.000	10,232.95	405.000 12/31/2011	30,375.00
06738G-40-7	BARCLAYS BK IPATH INDL COMMODITY ETN	460.000	12,973.16	34.700 12/31/2011	15,962.00
07370S-JD-8	BEAL BK, LAS VEGAS NV CTF DEP .4% 02/22/2012	40,000.000	40,000.00	99.995 12/31/2011	39,998.00
075887-AS-8	BECTON DICKINSON & CO 4.55% 04/15/2013	50,000.000	47,844.50	104.370 12/31/2011	52,185.00
166764-10-0	CHEVRON CORP	105.000	11,123.61	106.400 12/31/2011	11,172.00
171340-10-2	CHURCH & DWIGHT INC	470.000	9,739.65	45.760 12/31/2011	21,507.20
172967-42-4	CITIGROUP INC	307.000	13,968.50	26.310 12/31/2011	8,077.17
22160K-10-5	COSTCO WHSL CORP NEW	140.000	7,374.00	83.320 12/31/2011	11,664.80
235851-10-2	DANAHER CORP	450.000	14,602.78	47.040 12/31/2011	21,168.00
244199-10-5	DEERE & CO	205.000	8,782.57	77.350 12/31/2011	15,856.75
250847-EF-3	DETROIT EDISON 3.45% 10/01/2020-2020	30,000.000	30,307.80	105.619 12/31/2011	31,685.70
25490A-10-1	DIRECTV CL A	290.000	13,993.56	42.760 12/31/2011	12,400.40
262028-30-1	DRIEHAUS EMERGING MKTS GROWTH FD #3	1,225.362	28,885.62	25.710 12/31/2011	31,504.06
268648-10-2	EMC CORP	755.000	12,862.71	21.540 12/31/2011	16,262.70
291011-10-4	EMERSON ELEC CO	310.000	8,504.74	46.590 12/31/2011	14,442.90

04/25/12

AS OF ACCOUNT HOLDINGS

REPORT PTR207 5M OLD NATIONAL TRUST COMPANY

30-0512-01-9 WALTER E AND BASHIA E BEST TRUST

AS OF DATE: 12/31/11

CUSIP NUMBER	SECURITY DESCRIPTION	UNITS	CARRYING VALUE	PRICE DATE	MARKET VALUE
30231G-10-2	EXXON MOBIL CORP	330.000	24,661.89	84.760 12/31/2011	27,970.80
302570-BJ-4	FPL GROUP CAP INC 2.6% 09/01/2015	20,000.000	19,993.40	100.912 12/31/2011	20,182.40
3133XV-RK-9	FED HOME LN BK 4.125% 12/13/2019	75,000.000	75,397.50	115.826 12/31/2011	86,869.50
313371-ZX-7	FED HOME LN BK 2.625% 12/08/2017	50,000.000	52,706.00	106.173 12/31/2011	53,086.50
3135G0-BY-8	FED NAT MTG ASSOC 0.875% 08/28/2014	65,000.000	65,375.70	100.554 12/31/2011	65,360.10
31359M-Z2-2	FED NAT MTG ASSOC 5.45% 10/18/2021-2016	100,000.000	118,436.00	118.263 12/31/2011	118,263.00
3136P8-R5-6	FED NAT MTG ASSOC 5% 02/07/2023-2012	50,000.000	49,937.50	100.380 12/31/2011	50,190.00
31398A-4M-1	FED NAT MTG ASSOC 1.625% 10/26/2015	30,000.000	30,388.50	102.576 12/31/2011	30,772.80
354613-10-1	FRANKLIN RES INC	75.000	4,352.95	96.060 12/31/2011	7,204.50
354730-WA-7	FRANKLIN TN GO *TAXABLE BAB* 4.8% 03/01/2021-2019	50,000.000	50,920.50	112.507 12/31/2011	56,253.50
38141G-10-4	GOLDMAN SACHS	100.000	16,002.25	90.430 12/31/2011	9,043.00
38141W-39-8	GOLDMAN SACHS MID CAP VALUE INSTL FD #864	2,318.528	49,636.20	33.570 12/31/2011	77,832.98
38142Y-40-1	GOLDMAN SACHS GROWTH OPPORTUNITIES CL I FD #1132	2,472.132	50,285.09	22.080 12/31/2011	54,584.67
438516-AY-2	HONEYWELL INTL INC 3.875% 02/15/2014	30,000.000	30,540.00	106.691 12/31/2011	32,007.30
444859-10-2	HUMANA INC	145.000	10,983.62	87.610 12/31/2011	12,703.45
459200-10-1	INTL BUSINESS MACHS CORP	130.000	12,656.55	183.880 12/31/2011	23,904.40
46625H-HP-8	JPMORGAN CHASE & CO 3.7% 01/20/2015	40,000.000	39,930.00	103.680 12/31/2011	41,472.00

04/25/12

AS OF ACCOUNT HOLDINGS

REPORT PTR207 5M OLD NATIONAL TRUST COMPANY

AS OF DATE: 12/31/11

30-0512-01-9 WALTER E AND BASHIA E BEST TRUST

CUSIP NUMBER	SECURITY DESCRIPTION	UNITS	CARRYING VALUE	PRICE DATE	MARKET VALUE
46625H-10-0	JPMORGAN CHASE & CO	480.000	18,182.06	33.250 12/31/2011	15,960.00
580135-10-1	MCDONALDS CORP	260.000	10,433.92	100.330 12/31/2011	26,085.80
59018Y-N6-4	MERRILL LYNCH 6.875% 04/25/2018	40,000.000	41,376.40	98.594 12/31/2011	39,437.60
59156R-10-8	METLIFE INC	490.000	20,679.59	31.180 12/31/2011	15,278.20
60934N-10-4	FEDERATED GOVERNMENT OBLIGATION FUND #5	24,806.440	24,806.44	1.000 12/31/2011	24,806.44
655044-10-5	NOBLE ENERGY INC	230.000	14,897.75	94.390 12/31/2011	21,709.70
68389X-10-5	ORACLE CORP	555.000	19,459.35	25.650 12/31/2011	14,235.75
717081-AR-4	PFIZER INC 4.5% 02/15/2014	50,000.000	50,109.50	107.812 12/31/2011	53,906.00
74005P-10-4	PRAXAIR INC	210.000	12,844.00	106.900 12/31/2011	22,449.00
747525-10-3	QUALCOMM INC	325.000	17,944.60	54.700 12/31/2011	17,777.50
74762E-10-2	QUANTA SVCS INC	490.000	9,900.84	21.540 12/31/2011	10,554.60
780905-84-0	ROYCE PENNSYLVANIA MUT CL I FD #260	3,681.821	25,781.73	10.760 12/31/2011	39,616.39
806857-10-8	SCHLUMBERGER LTD	220.000	12,791.91	68.310 12/31/2011	15,028.20
81369Y-20-9	SELECT SECTOR SPDR HLTH CARE ETF	815.000	28,831.04	34.690 12/31/2011	28,272.35
81369Y-40-7	SELECT SECTOR SPDR CONSUMER DISCRETIONARY	185.000	3,361.06	39.020 12/31/2011	7,218.70
858912-10-8	STERICYCLE INC	125.000	4,241.45	77.920 12/31/2011	9,740.00
872540-10-9	TJX CO INC	245.000	11,008.77	64.550 12/31/2011	15,814.75

04/25/12

AS OF ACCOUNT HOLDINGS

REPORT PTR207 5M OLD NATIONAL TRUST COMPANY

30-0512-01-9 WALTER E AND BASHIA E BEST TRUST

AS OF DATE: 12/31/11

CUSIP NUMBER	SECURITY DESCRIPTION	UNITS	CARRYING VALUE	PRICE DATE 12/31/2011	MARKET VALUE 12/31/2011
87612E-10-6	TARGET CORP	315.000	9,074.94	51.220	16,134.30
883556-10-2	THERMO FISHER SCIENTIFIC INC	325.000	16,569.30	44.970	14,615.25
885215-56-6	THORNBURG INTL VALUE CL I FD #209	2,378.411	61,077.60	24.580	58,461.34
912828-JT-8	US TREASURY N/B 2% 11/30/2013	50,000.000	50,406.25	103.317	51,658.50
912828-LP-3	US TREASURY N/B 3% 09/30/2016	35,000.000	35,880.47	110.258	38,590.30
912828-QY-9	US TREASURY N/B 2.25% 07/31/2018	20,000.000	21,103.13	106.375	21,275.00
922908-55-3	VANGUARD REIT ETF	545.000	24,133.42	58.000	31,610.00
92826C-83-9	VISA INC CL A	265.000	18,945.74	101.530	26,905.45
931142-10-3	WALMART STORES INC	140.000	7,555.62	59.760	8,366.40
931422-10-9	WALGREEN CO	480.000	15,480.36	33.060	15,868.80
949746-10-1	WELLS FARGO & CO NEW	625.000	15,121.74	27.560	17,225.00
TOTAL HOLDINGS			1,601,573.30		1,805,391.30
TOTAL INCOME CASH			250,279.07		250,279.07
TOTAL PRINCIPAL CASH			250,279.07		250,279.07
TOTAL ACCOUNT			1,601,573.30		1,805,391.30

FORM 990PF, PART I - LEGAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
LEGAL FEES - INCOME (ALLOCABLE	1,073.			1,073.
TOTALS	1,073.	NONE	NONE	1,073.
	=====	=====	=====	=====

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 -----
FEDERAL TAX PAYMENT - PRIOR YE	1,064.	
FEDERAL ESTIMATES - INCOME	355.	
FEDERAL ESTIMATES - PRINCIPAL	1,065.	
FOREIGN TAXES ON QUALIFIED FOR	148.	148.
	-----	-----
TOTALS	2,632.	148.
	=====	=====

WALTER E. AND BASHIA E. BEST TRUST 300512019

35-6221411

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

DESCRIPTION

AMOUNT

ROUNDING

8.

TOTAL

8.

STATEMENT 4

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

DESCRIPTION -----	AMOUNT -----
ACCRUED INTEREST PAID	628.
BOND PREMIUM AMORTIZATION	5.

TOTAL	633.
	=====

WALTER E. AND BASHIA E. BEST TRUST 300512019

35-6221411

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

=====

OFFICER NAME:

OLD NATIONAL TRUST

ADDRESS:

320 SOUTH HIGH STREET

MUNCIE, IN 47305

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 20,203.

TOTAL COMPENSATION:

20,203.

=====

=====

RECIPIENT NAME:

WINCHESTER FRIENDS CHURCH

ADDRESS:

ATTN: TRUSTEES

WINCHESTER, IN 47394

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GERNERAL GENERAL

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 33,800.

RECIPIENT NAME:

RANDOLPH CENTRAL SCHOOL CORP

ADDRESS:

103 N EAST ST

WINCHESTER, IN 47394

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL FUNDING

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 22,533.

RECIPIENT NAME:

ST VINCENT RANDOLPH HOSPITAL

ADDRESS:

ATTN: JOHN ARTHUR

WINCHESTER, IN 47394

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL FUNDING

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 33,799.

TOTAL GRANTS PAID:

90,132.

=====