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**Return of Private Foundation**  
 or Section 4947(a)(1) Nonexempt Charitable Trust  
 Treated as a Private Foundation

**2011**

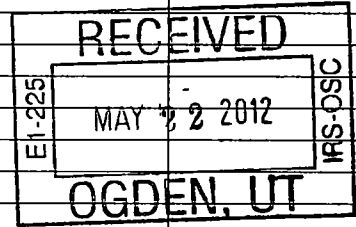
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

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

RECORDED - DATE MAY 15 2012

Name of foundation WALTER C. DOEBLING TRUST B		<b>A</b> Employer identification number 35-6425623
Number and street (or P O box number if mail is not delivered to street address) Room/suite P.O. BOX 207		<b>B</b> Telephone number (see instructions) (812) 464-1397
City or town, state, and ZIP code EVANSVILLE, IN 47702-0207		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		<b>D</b> 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>H</b> Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) $\blacktriangleright$ \$ 722,339.	<b>J</b> Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))				
<b>Revenue</b>				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	37.	37.		ATCH 1
4 Dividends and interest from securities	18,341.	18,341.		ATCH 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	14,702.			
b Gross sales price for all assets on line 6a 222,482.				
7 Capital gain net income (from Part IV, line 2)		14,702.		
8 Net short-term capital gain				
9 Income modifications				
10 a 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 <b>Total.</b> Add lines 1 through 11	33,080.	33,080.		
<b>Operating and Administrative Expenses</b>				
13 Compensation of officers, directors, trustees, etc.	8,808.	8,808.		
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16 a Legal fees (attach schedule)				
b Accounting fees (attach schedule) ATCH 3	1,235.			1,235.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions) *	438.			
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)				
24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23	10,481.	8,808.		1,235.
25 Contributions, gifts, grants paid	35,700.			35,700.
26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	46,181.	8,808.	0	36,935.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-13,101.			
b <b>Net investment income</b> (if negative, enter -0-)		24,272.		
c <b>Adjusted net income</b> (if negative, enter -0-)				



SCANNED MAY 23 2012

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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
<b>Assets</b>				
1 Cash - non-interest-bearing				
2 Savings and temporary cash investments	13,349.	51,813.	51,813.	
3 Accounts receivable				
Less allowance for doubtful accounts				
4 Pledges receivable				
Less allowance for doubtful accounts				
5 Grants receivable				
6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
7 Other notes and loans receivable (attach schedule)				
Less allowance for doubtful accounts				
8 Inventories for sale or use				
9 Prepaid expenses and deferred charges				
10 a Investments - U S and state government obligations (attach schedule) **	241,346.	150,746.	165,133.	
b Investments - corporate stock (attach schedule) <b>ATCH 6</b>	188,718.	231,494.	290,907.	
c Investments - corporate bonds (attach schedule) <b>ATCH 7</b>	86,627.	61,800.	63,821.	
11 Investments - land, buildings, and equipment basis				
Less accumulated depreciation (attach schedule)				
12 Investments - mortgage loans				
13 Investments - other (attach schedule) <b>ATCH 8</b>	119,390.	140,476.	150,665.	
14 Land, buildings, and equipment basis				
Less accumulated depreciation (attach schedule)				
15 Other assets (describe)				
16 <b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I)	649,430.	636,329.	722,339.	
<b>Liabilities</b>				
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 <b>Total liabilities</b> (add lines 17 through 22)	0	0		
<b>Net Assets or Fund Balances</b>				
<b>Foundations that follow SFAS 117, check here</b> <input type="checkbox"/>				
<b>and complete lines 24 through 26 and lines 30 and 31.</b>				
24 Unrestricted				
25 Temporarily restricted				
26 Permanently restricted				
<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b> <input checked="" type="checkbox"/>				
27 Capital stock, trust principal, or current funds				
28 Paid-in or capital surplus, or land, bldg, and equipment fund				
29 Retained earnings, accumulated income, endowment, or other funds	649,430.	636,329.		
30 <b>Total net assets or fund balances</b> (see instructions)	649,430.	636,329.		
31 <b>Total liabilities and net assets/fund balances</b> (see instructions)	649,430.	636,329.		

**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	649,430.
2 Enter amount from Part I, line 27a	2	-13,101.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	636,329.
5 Decreases not included in line 2 (itemize)	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	636,329.

\*\* ATCH 5

**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 SCHEDULE						
b						
c						
d						
e						
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)			
a						
b						
c						
d						
e						
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any				
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	14,702.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8				3	0	

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

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

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

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

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	32,664.	723,082.	0.045173
2009	42,556.	680,741.	0.062514
2008	17,264.	762,285.	0.022648
2007	19,128.	843,627.	0.022674
2006			
2 Total of line 1, column (d)			2 0.153009
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 0.038252
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 745,128.
5 Multiply line 4 by line 3			5 28,503.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 243.
7 Add lines 5 and 6			7 28,746.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions.			8 36,935.

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

Table with 11 rows for excise tax calculations. Includes categories like 'Exempt operating foundations', 'Domestic foundations', 'Tax under section 511', 'Credits/Payments', and 'Tax due'. Total amount overpaid is 37.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Questions include 'Did the foundation attempt to influence any national, state, or local legislation?', 'Did it spend more than \$100 during the year for political purposes?', 'Did the foundation file Form 1120-POL for this year?', etc.

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)
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
Website address N/A
14 The books are in care of OLD NATIONAL TRUST COMPANY Telephone no 812-464-1397
Located at P.O. BOX 207 EVANSVILLE, IN ZIP + 4 47702-0207
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
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? Yes No X

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

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

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 X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes X 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 X 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 X 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)?
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?
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 X No
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)
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 X 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)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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?

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... (2) Influence the outcome of any specific public election... (3) Provide a grant to an individual for travel, study, or other similar purposes... (4) Provide a grant to an organization other than a charitable, etc., organization... (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes... 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... 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? 6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? 6b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? 7b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

Table with 5 columns: (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. Row 1: ATTACHMENT 9, 8,808., 0, 0.

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

Table with 5 columns: (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. Row 1: NONE.

Total number of other employees paid over \$50,000

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

**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

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

**Total number of others receiving over \$50,000 for professional services** . . . . . ▶

**Part IX-A Summary of Direct Charitable Activities**

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

	Expenses
1 N/A	
-----	
-----	
2	
-----	
-----	
3	
-----	
-----	
4	
-----	
-----	

**Part IX-B Summary of Program-Related Investments (see instructions)**

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

	Amount
1 NONE	
-----	
-----	
2	
-----	
-----	
All other program-related investments See instructions	
3 NONE	
-----	
-----	

**Total. Add lines 1 through 3** . . . . . ▶

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	723,176.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	33,299.
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d</b>	Total (add lines 1a, b, and c)	<b>1d</b>	756,475.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	756,475.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	<b>4</b>	11,347.
<b>5</b>	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	745,128.
<b>6</b>	Minimum investment return. Enter 5% of line 5	<b>6</b>	37,256.

**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)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	37,256.
<b>2a</b>	Tax on investment income for 2011 from Part VI, line 5	<b>2a</b>	243.
<b>b</b>	Income tax for 2011 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	243.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	37,013.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	37,013.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	37,013.

**Part XII Qualifying Distributions**(see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	36,935.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	36,935.
<b>5</b>	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)	<b>5</b>	243.
<b>6</b>	Adjusted qualifying distributions. Subtract line 5 from line 4	<b>6</b>	36,692.

**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 . . . . .				37,013.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only . . . . .			35,430.	
b Total for prior years 20 09, 20 08, 20 07 . . . . .				
3 Excess distributions carryover, if any, to 2011				
a From 2006 . . . . .				
b From 2007 . . . . .				
c From 2008 . . . . .				
d From 2009 . . . . .				
e From 2010 . . . . .				
f Total of lines 3a through e . . . . .				
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 36,935.				
a Applied to 2010, but not more than line 2a . . . . .			35,430.	
b Applied to undistributed income of prior years (Election required - see instructions) . . . . .				
c Treated as distributions out of corpus (Election required - see instructions) . . . . .				
d Applied to 2011 distributable amount . . . . .				1,505.
e Remaining amount distributed out of corpus . . . . .				
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a) )				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b . . . . .				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. . . . .				
d Subtract line 6c from line 6b Taxable amount - see instructions . . . . .				
e Undistributed income for 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 . . . . .				35,508.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions) . . . . .				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a . . . . .		0		
10 Analysis of line 9				
a Excess from 2007 . . . . .				
b Excess from 2008 . . . . .				
c Excess from 2009 . . . . .				
d Excess from 2010 . . . . .				
e Excess from 2011 . . . . .				

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

NOT APPLICABLE

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

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

1 **Information Regarding Foundation Managers:**

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

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 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
<p><i>a Paid during the year</i></p> <p>ATTACHMENT 10</p>				
<b>Total</b> .....				<b>3a</b> 35,700.
<p><i>b Approved for future payment</i></p>				
<b>Total</b> .....				<b>3b</b>



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... 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...

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains 'N/A' for (b) and (d).

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 [X] No

b If "Yes," complete the following schedule.

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. All cells are empty.

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. I understand that this declaration will be subject to the penalties for furnishing false or fraudulent information of which preparer has any knowledge.

Sign Here: Signature of officer or trustee: GRANT G. GLACKMAN, CPA; Date: 5-7-12; Title: TRUSTEE. May the IRS discuss this return with the preparer shown below (see instructions)? [X] Yes [ ] No

Paid Preparer Use Only: Prnt/Type preparer's name: GRANT G. GLACKMAN, CPA; Preparer's signature: [Signature]; Date: 4/30/12; Check [ ] if self-employed; PTIN: P00020286; Firm's name: BKD, LLP; Firm's address: P O BOX 628, EVANSVILLE, IN 47704-0628; Firm's EIN: 44-0160260; Phone no: 812-428-6500

**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)	
		TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS					990.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					2,241.	
219,251.		PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES 207,780.				P	VARIOUS  11,471.	VARIOUS
TOTAL GAIN (LOSS) .....							<u>14,702.</u>	

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
GOLDMAN SACHS MONEY MARKET FUND	37.	37.
TOTAL	<u>37.</u>	<u>37.</u>

ATTACHMENT 2

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
DIVIDENDS	5,518.	5,518.
INTEREST	12,823.	12,823.
TOTAL	<u>18,341.</u>	<u>18,341.</u>

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
TAX PREPARATION FEE	1,235.			1,235.
TOTALS	<u>1,235.</u>			<u>1,235.</u>

ATTACHMENT 4

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
BALANCE DUE 2010 990-PF	158.
2011 ESTIMATES	280.
TOTALS	<u>438.</u>

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

ATTACHMENT 5

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE ATTACHED	150,746.	165,133.
US OBLIGATIONS TOTAL	<u>150,746.</u>	<u>165,133.</u>

ATTACHMENT 6

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE ATTACHED	231,494.	290,907.
TOTALS	<u>231,494.</u>	<u>290,907.</u>

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE ATTACHED	61,800.	63,821.
TOTALS	<u>61,800.</u>	<u>63,821.</u>

ATTACHMENT 8

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE ATTACHED	140,476.	150,665.
TOTALS	<u>140,476.</u>	<u>150,665.</u>

**Walter C Doebling Trust B**  
**0, 2000 - 0, 2000**

Account Number: 30-0424-01-7

**Statement Of Assets**

Shares	Description	Market Price	Total Cost	Market Value	% Of Category	Estimated Current Income Yield	Unrealized Gain / Loss
<b>Cash &amp; Equivalents</b>							
<b>Money Markets</b>							
	Goldman Sachs Financial Square Money Market #474	1.000	0.00	0.00	0.00	0 0.0	0.00
51,813.310	Goldman Sachs Financial Square Treasury Obligation #468	1.000	51,813.31	51,813.31	100.00	3 0.0	0.00
	<b>Total Money Markets</b>		<b>51,813.31</b>	<b>51,813.31</b>	<b>100.00</b>	<b>3 0.0</b>	<b>0.00</b>
<b>Cash</b>							
	Principal Cash		65,448.21	65,448.21	126.32	0 0.0	0.00
	Income Cash		-65,448.21	-65,448.21	-126.32	0 0.0	0.00
	<b>Total Cash</b>		<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0 0.0</b>	<b>0.00</b>
	<b>Total Cash &amp; Equivalents</b>		<b>51,813.31</b>	<b>51,813.31</b>	<b>100.00</b>	<b>3 0.0</b>	<b>0.00</b>

**Fixed Income**

**U.S. Governments**

30,000.000	Fed Home Ln Bk 5.125% 08/14/2013	107.733	30,297.00	32,319.90	14.12	1,537 4.8	2,022.90
25,000.000	Fed Farm Cr Bk 4.41% 01/18/2018	116.708	24,943.50	29,177.00	12.74	1,102 3.8	4,233.50
30,000.000	Fed Home Ln Mfg 5% 07/15/2014	111.126	30,156.60	33,337.80	14.56	1,500 4.5	3,181.20
25,000.000	Fed Nat Mfg Assoc 5% 04/15/2015	113.805	25,078.00	28,451.25	12.43	1,250 4.4	3,373.25

**Walter C Doebling Trust B**  
 0, 2000 - 0, 2000

Account Number: 30-0424-01-7

**Statement Of Assets**

Shares	Description	Market Price	Total Cost	Market Value	% Of Category	Estimated Income	Current Yield	Unrealized Gain / Loss
20,000.000	US Treasury N/B 2.375% 03/31/2016	107.102	20,231.25	21,420.40	9.36	475	2.2	1,189.15
20,000.000	US Treasury N/B 1.25% 03/15/2014	102.133	20,039.06	20,426.60	8.92	250	1.2	387.54
	<b>Total U.S. Governments</b>		<b>150,745.41</b>	<b>165,132.95</b>	<b>72.12</b>	<b>6,114</b>	<b>3.7</b>	<b>14,387.54</b>
	<b>Corporate Bonds</b>							
15,000.000	Bk Of Amer Corp 5.75% 12/01/2017	94.452	15,373.65	14,167.80	6.19	862	6.1	-1,205.85
30,000.000	Bellsouth Corp 5.2% 12/15/2016	114.301	30,682.80	34,290.30	14.98	1,560	4.5	3,607.50
15,000.000	Goldman Sachs 5.95% 01/18/2018	102.422	15,744.00	15,363.30	6.71	892	5.8	-380.70
	<b>Total Corporate Bonds</b>		<b>61,800.45</b>	<b>63,821.40</b>	<b>27.88</b>	<b>3,314</b>	<b>5.2</b>	<b>2,020.95</b>
	<b>Total Fixed Income</b>		<b>212,545.86</b>	<b>228,954.35</b>	<b>100.00</b>	<b>9,428</b>	<b>4.1</b>	<b>16,408.49</b>
	<b>Equities</b>							
	<b>Common Stock</b>							
	<b>Consumer Discretionary</b>							
143.000	Directv Cl A	42.760	6,844.99	6,114.68	1.38	0	0.0	-730.31
130.000	McDonalds Corp	100.330	7,847.54	13,042.90	2.95	364	2.8	5,195.36
93.000	Select Sector SPDR Consumer Discretionary	39.020	1,850.73	3,628.86	0.82	57	1.6	1,778.13
121.000	Tjx Co Inc	64.550	5,559.09	7,810.55	1.77	55	0.7	2,251.46
156.000	Target Corp	51.220	6,297.53	7,990.32	1.81	187	2.3	1,692.79

**Walter C Doebbling Trust B**  
 0, 2000 - 0, 2000

Account Number: 30-0424-01-7

**Statement Of Assets**

<i>Shares</i>	<i>Description</i>	<i>Market Price</i>	<i>Total Cost</i>	<i>Market Value</i>	<i>% Of Category</i>	<i>Estimated Income</i>	<i>Current Yield</i>	<i>Unrealized Gain / Loss</i>
	<b>Total Consumer Discretionary</b>		<b>28,399.88</b>	<b>38,587.31</b>	<b>8.74</b>	<b>663</b>	<b>1.7</b>	<b>10,187.43</b>
	<b>Consumer Staples</b>							
232.000	Church & Dwight Inc	45.760	6,952.33	10,616.32	2.40	222	2.1	3,663.99
69.000	Costco Whsl Corp New	83.320	3,733.84	5,749.08	1.30	66	1.2	2,015.24
72.000	Walmart Stores Inc	59.760	3,900.56	4,302.72	0.97	114	2.7	402.16
237.000	Walgreen Co	33.060	7,266.10	7,835.22	1.77	213	2.7	569.12
	<b>Total Consumer Staples</b>		<b>21,852.83</b>	<b>28,503.34</b>	<b>6.45</b>	<b>615</b>	<b>2.2</b>	<b>6,650.51</b>
	<b>Energy</b>							
52.000	Chevron Corp	106.400	5,508.84	5,532.80	1.25	168	3.0	23.96
164.000	Exxon Mobil Corp	84.760	13,135.45	13,900.64	3.15	308	2.2	765.19
112.000	Noble Energy Inc	94.390	6,190.78	10,571.68	2.39	98	0.9	4,380.90
109.000	Schlumberger Ltd	68.310	6,757.16	7,445.79	1.69	119	1.6	688.63
	<b>Total Energy</b>		<b>31,592.23</b>	<b>37,450.91</b>	<b>8.48</b>	<b>693</b>	<b>1.9</b>	<b>5,858.68</b>
	<b>Financials</b>							
37.000	Franklin Res Inc	96.060	2,652.35	3,554.22	0.80	39	1.1	901.87
17.000	Goldman Sachs	90.430	2,547.08	1,537.31	0.35	31	2.0	-1,009.77
168.000	JPMorgan Chase & Co	33.250	5,051.53	5,586.00	1.27	201	3.6	534.47
243.000	Metlife Inc	31.180	7,575.50	7,576.74	1.72	179	2.4	1.24
1,217.000	Select Sector SPDR Finl	13.000	15,568.59	15,821.00	3.58	283	1.8	252.41
45.000	Wells Fargo & Co New	27.560	1,047.27	1,240.20	0.28	21	1.7	192.93

**Walter C Doebling Trust B**  
**0, 2000 - 0, 2000**

Account Number: 30-0424-01-7

**Statement Of Assets**

Shares	Description	Market Price	Total Cost	Market Value	% Of Category	Estimated Income	Current Yield	Unrealized Gain / Loss
<b>Total Financials</b>			<b>34,442.32</b>	<b>35,315.47</b>	<b>8.00</b>	<b>754</b>	<b>2.1</b>	<b>873.15</b>
<b>Health Care</b>								
116.000	Abbott Labs	56.230	6,180.14	6,522.68	1.48	236	3.6	342.54
74.000	Humana Inc	87.610	5,605.43	6,483.14	1.47	74	1.1	877.71
405.000	Select Sector SPDR Hlth Care Etf	34.690	14,333.84	14,049.45	3.18	292	2.1	-284.39
160.000	Thermo Fisher Scientific Inc	44.970	6,067.27	7,195.20	1.63	83	1.2	1,127.93
<b>Total Health Care</b>			<b>32,186.68</b>	<b>34,250.47</b>	<b>7.76</b>	<b>685</b>	<b>2.0</b>	<b>2,063.79</b>
<b>Industrials</b>								
221.000	Danaher Corp	47.040	6,691.05	10,395.84	2.35	22	0.2	3,704.79
104.000	Deere & Co	77.350	4,474.10	8,044.40	1.82	191	2.4	3,570.30
154.000	Emerson Elec Co	46.590	5,826.55	7,174.86	1.62	246	3.4	1,348.31
241.000	Quanta Svcs Inc	21.540	4,938.63	5,191.14	1.18	0	0.0	252.51
63.000	Stericycle Inc	77.920	3,741.76	4,908.96	1.11	0	0.0	1,167.20
<b>Total Industrials</b>			<b>25,672.09</b>	<b>35,715.20</b>	<b>8.09</b>	<b>459</b>	<b>1.3</b>	<b>10,043.11</b>
<b>Information Technology</b>								
37.000	Apple Inc	405.000	3,513.88	14,985.00	3.39	0	0.0	11,471.12
376.000	EMC Corp	21.540	6,927.56	8,099.04	1.83	0	0.0	1,171.48
67.000	Intl Business Machs Corp	183.880	6,128.47	12,319.96	2.79	201	1.6	6,191.49
275.000	Oracle Corp	25.650	9,606.92	7,053.75	1.60	66	0.9	-2,553.17
163.000	Qualcomm Inc	54.700	8,947.70	8,916.10	2.02	163	1.8	-31.60
132.000	Visa Inc Cl A	101.530	9,406.94	13,401.96	3.04	116	0.9	3,995.02

**Walter C Doebbling Trust B**  
 0, 2000 - 0, 2000

Account Number: 30-0424-01-7

**Statement Of Assets**

Shares	Description	Market Price	Total Cost	Market Value	% Of Category	Estimated Income	Current Yield	Unrealized Gain / Loss
	<b>Total Information Technology</b>		<b>44,531.47</b>	<b>64,775.81</b>	<b>14.67</b>	<b>546</b>	<b>0.8</b>	<b>20,244.34</b>
	<b>Materials</b>							
107,000	Albemarle Corp	51.510	6,570.42	5,511.57	1.25	85	1.6	-1,058.85
101,000	Praxair Inc	106.900	6,245.61	10,796.90	2.45	222	2.1	4,551.29
	<b>Total Materials</b>		<b>12,816.03</b>	<b>16,308.47</b>	<b>3.69</b>	<b>307</b>	<b>1.9</b>	<b>3,492.44</b>
	<b>Total Common Stock</b>		<b>231,493.53</b>	<b>290,906.98</b>	<b>65.88</b>	<b>4,722</b>	<b>1.6</b>	<b>59,413.45</b>
	<b>Equity Mutual Funds</b>							
	<b>Mid Cap Funds</b>							
1,154.622	Goldman Sachs Mid Cap Value Instl Fd #864	33.570	38,592.12	38,760.66	8.78	369	1.0	168.54
1,157.837	Goldman Sachs Growth Opportunities Cl I Fd #1132	22.080	24,065.61	25,565.04	5.79	0	0.0	1,499.43
	<b>Total Mid Cap Funds</b>		<b>62,657.73</b>	<b>64,325.70</b>	<b>14.57</b>	<b>369</b>	<b>0.6</b>	<b>1,667.97</b>
	<b>Small Cap Funds</b>							
1,755.085	Royce Pennsylvania Mut Cl I Fd #260	10.760	13,388.15	18,884.71	4.28	33	0.2	5,496.56
	<b>Total Small Cap Funds</b>		<b>13,388.15</b>	<b>18,884.71</b>	<b>4.28</b>	<b>33</b>	<b>0.2</b>	<b>5,496.56</b>
	<b>International Funds</b>							

**Walter C Doebling Trust B**  
 0, 2000 - 0, 2000

Account Number: 30-0424-01-7

**Statement Of Assets**

Shares	Description	Market Price	Total Cost	Market Value	% Of Category	Estimated Income	Current Yield	Unrealized Gain / Loss
571.843	Driehaus Emerging Mkts Growth Fd #3	25.710	14,028.29	14,702.08	3.33	0	0.0	673.79
1,183.859	Thornburg Intl Value Cl I Fd #209	24.580	31,069.69	29,099.25	6.59	486	1.7	-1,970.44
	<b>Total International Funds</b>		<b>45,097.98</b>	<b>43,801.33</b>	<b>9.92</b>	<b>486</b>	<b>1.1</b>	<b>-1,296.65</b>
	<b>Closed End - Equity Funds</b>							
227.000	Barclays Bk Ipath Intl Commodity Etn	34.700	6,789.15	7,876.90	1.78	0	0.0	1,087.75
272.000	Vanguard REIT Etf	58.000	12,543.13	15,776.00	3.57	582	3.7	3,232.87
	<b>Total Closed End - Equity Funds</b>		<b>19,332.28</b>	<b>23,652.90</b>	<b>5.36</b>	<b>582</b>	<b>2.5</b>	<b>4,320.62</b>
	<b>Total Equity Mutual Funds</b>		<b>140,476.14</b>	<b>150,664.64</b>	<b>34.12</b>	<b>1,470</b>	<b>1.0</b>	<b>10,188.50</b>
	<b>Total Equities</b>		<b>371,969.67</b>	<b>441,571.62</b>	<b>100.00</b>	<b>6,192</b>	<b>1.4</b>	<b>69,601.95</b>

**Total Assets**

			<b>636,328.84</b>	<b>722,539.28</b>		<b>15,653</b>	<b>2.2</b>	<b>86,010.44</b>
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FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 9

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>
OLD NATIONAL TRUST COMPANY PO BOX 207 EVANSVILLE, IN 47702-0207	TRUSTEE	8,808.
GRAND TOTALS		<u>8,808.</u>

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 10

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
AMERICAN HEART ASSOCIATION PO BOX 22249 ST PETERSBURG, FL 46131	NONE TAX EXEMPT	CHARITABLE	8,925.
INDIANA MASONIC HOME 690 STATE STREET FRANKLIN, IN 46131	NONE TAX EXEMPT	CHARITABLE	8,925
SHRINERS HOSPITAL FOR CHILDREN PO BOX 31356 TAMPA, FL 33631-3356	NONE TAX EXEMPT	CHARITABLE	8,925
AMERICAN CANCER SOCIETY PO BOX 720366 OKLAHOMA CITY, OK 73162	NONE TAX EXEMPT	CHARITABLE	8,925

TOTAL CONTRIBUTIONS PAID

35,700.