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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 07/01, 2011, and ending 06/30, 2012

Name of foundation  
**OLIN CORPORATION CHARITABLE TRUST**

Number and street (or P O box number if mail is not delivered to street address) Room/suite  
1525 WEST WT HARRIS BLVD

City or town, state, and ZIP code  
CHARLOTTE, NC 28288-5709

**A Employer identification number**  
43-6022750

**B Telephone number (see instructions)**  
(855) 739-2920

**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

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

**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) **\$** 957,707.

**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 instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)		500,000.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		114.	114.		STMT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		2.			
b Gross sales price for all assets on line 6a		2.			
7 Capital gain net income (from Part IV, line 2)			2.		
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		500,116.			
13 Compensation of officers, directors, trustees, etc.		13,088.			5,235.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule)					
c Other professional fees (attach schedule)		3,750.			3,750.
17 Interest					
18 Taxes (attach schedule) (see instructions)					
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		16,838.	7,853.	NONE	8,985.
25 Contributions, gifts, grants paid		470,380.			470,380.
26 Total expenses and disbursements Add lines 24 and 25		487,218.	7,853.	NONE	479,365.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		12,898.			
b Net investment income (if negative, enter -0-)			-0-		
c Adjusted net income (if negative, enter -0-)					

RECEIVED  
 NOV 21 2012  
 JSA  
 NONE  
 NONE  
 NONE  
 GIDEN, NONE

SCANNED NOV 29 2012

19

<b>Part II Balance Sheets</b>		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 . . . . .	944,789.	957,707.	957,707.	
	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) . . . . .				
	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) . . . . .	944,789.	957,707.	957,707.		
<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) . . . . .					
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/></b> <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. ▶ <input checked="" type="checkbox"/></b>					
	27	Capital stock, trust principal, or current funds . . . . .	944,789.	957,707.		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .				
	29	Retained earnings, accumulated income, endowment, or other funds . . . . .				
30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	944,789.	957,707.			
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	944,789.	957,707.			

<b>Part III Analysis of Changes in Net Assets or Fund Balances</b>		
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) . . . . .	1 944,789.
2	Enter amount from Part I, line 27a . . . . .	2 12,898.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 3	3 28.
4	Add lines 1, 2, and 3 . . . . .	4 957,715.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 4	5 8.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6 957,707.

**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						
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) 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	2.		
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			

**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	261,309.	996,556.	0.262212
2009	303,136.	1,022,818.	0.296373
2008	242,480.	860,291.	0.281858
2007	189,634.	853,430.	0.222202
2006	300,405.	608,797.	0.493440
2 Total of line 1, column (d)			2 1.556085
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 0.311217
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 887,800.
5 Multiply line 4 by line 3			5 276,298.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6
7 Add lines 5 and 6			7 276,298.
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.			8 479,365.

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 items like 'Exempt operating foundations', 'Domestic foundations that meet the section 4940(e) requirements', 'Tax under section 511', 'Add lines 1 and 2', 'Subtitle A (income) tax', 'Tax based on investment income', 'Credits/Payments', 'Total credits and payments', 'Enter any penalty for underpayment of estimated tax', 'Tax due', 'Overpayment', and 'Enter the amount of line 10 to be Credited to 2012 estimated tax'.

Part VII-A Statements Regarding Activities

Table with 10 rows for statements regarding activities. Includes questions like 'During the tax year, 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?', 'Enter the amount of tax on political expenditures...', 'Enter the reimbursement paid by the foundation...', 'Has the foundation engaged in any activities that have not previously been reported to the IRS?', 'Has the foundation made any changes, not previously reported to the IRS...', 'Did the foundation have unrelated business gross income of \$1,000 or more during the year?', 'If "Yes," has it filed a tax return on Form 990-T for this year?', 'Was there a liquidation, termination, dissolution, or substantial contraction during the year?', 'Are the requirements of section 508(e) satisfied either...', 'Did the foundation have at least \$5,000 in assets at any time during the year?', 'Enter the states to which the foundation reports or with which it is registered...', 'If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General...', 'Is the foundation claiming status as a private operating foundation...', 'Did any persons become substantial contributors during the tax year?'.

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 Wells Fargo Bank NA Telephone no. (855) 739-2920
Located at 1 WEST 4TH STREET, WINSTON-SALEM, NC ZIP + 4 27101
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here
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?

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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(6) Agree to pay money or property to a government official?
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)?
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?
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?
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?
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?
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, 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  No

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?  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		13,088.	-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	
-----	
<b>Total.</b> 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>	NONE
<b>b</b>	Average of monthly cash balances	<b>1b</b>	901,320.
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	NONE
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	901,320.
<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>	NONE
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	901,320.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	13,520.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	887,800.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	44,390.

**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>	44,390.
<b>2a</b>	Tax on investment income for 2011 from Part VI, line 5	<b>2a</b>	NONE
<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>	NONE
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	44,390.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	NONE
<b>5</b>	Add lines 3 and 4	<b>5</b>	44,390.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	NONE
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	44,390.

**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>	479,365.
<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>	NONE
<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>	NONE
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	NONE
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	479,365.
<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>	
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	479,365.

**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 . . . . .				44,390.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only . . . . .			NONE	
b Total for prior years: 20 <u>09</u> , 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2011				
a From 2006 . . . . .	236,664.			
b From 2007 . . . . .	269,249.			
c From 2008 . . . . .	147,241.			
d From 2009 . . . . .	251,995.			
e From 2010 . . . . .	207,656.			
f Total of lines 3a through e . . . . .	1,112,805.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ <u>479,365.</u>				
a Applied to 2010, but not more than line 2a . . . . .			NONE	
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 . . . . .				44,390.
e Remaining amount distributed out of corpus . . . . .	434,975.			
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	1,547,780.			
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 . . . . .			NONE	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012 . . . . .				NONE
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) . . . . .	236,664.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a . . . . .	1,311,116.			
10 Analysis of line 9.				
a Excess from 2007 . . . . .	269,249.			
b Excess from 2008 . . . . .	147,241.			
c Excess from 2009 . . . . .	251,995.			
d Excess from 2010 . . . . .	207,656.			
e Excess from 2011 . . . . .	434,975.			

**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		Prior 3 years		(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
<b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test - enter					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i). . . . .					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .					
<b>c</b> "Support" alternative test - enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties). . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . . .					
<b>(3)</b> Largest amount of support from an exempt organization . . . . .					
<b>(4)</b> 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:  
SEE STATEMENT 8

**b** The form in which applications should be submitted and information and materials they should include:  
SEE ATTACHED STATEMENT FOR LINE 2

**c** Any submission deadlines:  
SEE ATTACHED STATEMENT FOR LINE 2

**d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:  
SEE ATTACHED STATEMENT FOR LINE 2

**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>a <i>Paid during the year</i></p> <p>SEE STATEMENT 33</p>				
<b>Total</b> .....				470,380.
<p>b <i>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.

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

Table with 3 columns: (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. Wells Fargo Bank, N.A. 10/26/2012 Trustee

Paid Preparer Use Only Print/Type preparer's name Preparer's signature Date Check if self-employed PTIN Firm's name Firm's address Firm's EIN Phone no

**Schedule of Contributors**  
 ► Attach to Form 990, Form 990-EZ, or Form 990-PF.

Name of the organization  <u>OLIN CORPORATION CHARITABLE TRUST</u>	Employer identification number  43-6022750
--	--

Organization type (check one):

- | Filers of:         | Section:   |
|--------------------|--|
| Form 990 or 990-EZ | <input type="checkbox"/> 501(c)( ) (enter number) organization<br><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust <b>not</b> treated as a private foundation<br><input type="checkbox"/> 527 political organization         |
| Form 990-PF        | <input checked="" type="checkbox"/> 501(c)(3) exempt private foundation<br><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation<br><input type="checkbox"/> 501(c)(3) taxable private foundation |

Check if your organization is covered by the **General Rule** or a **Special Rule**.

**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

**General Rule**

- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

**Special Rules**

- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year . . . . . ► \$ \_\_\_\_\_

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization <b>OLIN CORPORATION CHARITABLE TRUST</b>	Employer identification number <b>43-6022750</b>
--	---

**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	OLIN CORP ----- PO BOX 4500 ----- NORWALK, CT 06856-4500 -----	\$ 500,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERATED TREAS OBL FD 68	69.	69.
WF ADV HERITAGE MM FD-INSTL #3106	45.	45.
TOTAL	114.	114.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
GRANTS ADMIN FEES	3,750.	3,750.
TOTALS	3,750.	3,750.

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

=====

DESCRIPTION

AMOUNT

-----

-----

MUTUAL FUND TAX EFFECTIVE DATE BEFORE TYE

28.

-----

TOTAL

28.

=====

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

=====

DESCRIPTION -----	AMOUNT -----
MUTUAL FUND TAX EFFECTIVE DATE AFTER TYE	8.
	-----
TOTAL	8.
	=====

OLIN CORPORATION CHARITABLE TRUST

43-6022750

FORM 990PF, PART VII-A - NEW SUBSTANTIAL CONTRIBUTORS  
=====

NAME AND ADDRESS  
-----

OLIN CORP  
PO BOX 4500  
NORWALK, CT 06856-4500

STATEMENT 5

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

OFFICER NAME:  
Dennis R MGough  
ADDRESS:  
PO Box 4500  
Norwalk, CT 06886-4500  
TITLE:  
Trustee  
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40

OFFICER NAME:  
George H Pain  
ADDRESS:  
PO Box 4500  
Norwalk, CT 06856-4500  
TITLE:  
Trustee  
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40

OFFICER NAME:  
Thomas J Fitzgerald  
ADDRESS:  
PO Box 4500  
Norwalk, CT 06886-4500  
TITLE:  
Administrator  
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40

OFFICER NAME:  
Wells Fargo Bank NA  
ADDRESS:  
1525 WEST WT HARRIS BLVD D1114-044  
CHARLOTTE, NC 28288-5709  
TITLE:  
TRUSTEE  
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40  
COMPENSATION ..... 13,088.

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

=====

OFFICER NAME:

Brenda M Pantalone

ADDRESS:

PO Box 4500

Norwalk, CT 06886-4500

TITLE:

Secretary

TOTAL COMPENSATION:

13,088.

=====

OLIN CORPORATION CHARITABLE TRUST  
FORM 990PF, PART XV - LINES 2a - 2d  
=====

43-6022750

RECIPIENT NAME:

Susan Dona/OLIN CORP

ADDRESS:

427 N Shamrock Street

East Alton, IL 62024

RECIPIENT'S PHONE NUMBER: 618-258-2961

FORM, INFORMATION AND MATERIALS:

No Specific Form Required

SUBMISSION DEADLINES:

None

RESTRICTIONS OR LIMITATIONS ON AWARDS:

None

=====

RECIPIENT NAME:  
WASHINGTON COUNTY BOARD  
OF EDUCATION  
ADDRESS:  
PO BOX 1359  
CHATOMHAGERSTOEN, AL 3651821740  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
CONTRIBUTION  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 3,500.

RECIPIENT NAME:  
CLARK COUNTY SCHOOL DISTRICT  
ADDRESS:  
144 WESTMINSTER WAY  
HENDERSON, NV 89015  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 4,650.

RECIPIENT NAME:  
MISSOURI S and T  
ADDRESS:  
1870 MINTER CIRCLE  
ROLLA, MO 65409-0970  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 17,900.

RECIPIENT NAME:  
ALTON COMMUNITY UNIT SCHOOL  
DSTRIC # 11  
ADDRESS:  
1854 EAST BROADWAY  
ALTON, IL 62002  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 250.

RECIPIENT NAME:  
MEDICAL COLLEGE OF  
GEORGIA  
ADDRESS:  
545 15TH STREET  
AUGUSTA, GA 30901  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 2,500.

RECIPIENT NAME:  
UNIVERSITY OF KANSAS  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 2,500.

=====

RECIPIENT NAME:  
ST LOUIS COMMUNITY COLLEGE  
MERAMEC  
ADDRESS:  
11333 BLG BEND ROAD  
ST LOUIS, MO 63122  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 2,500.

RECIPIENT NAME:  
AMERICAN CANCER SOCIETY  
ADDRESS:  
250 WILLIAMS STREET  
Atlanta, GA 30303  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
CONTRIBUTION  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:  
UNIVERSITY OF ROCHESTER  
ADDRESS:  
910 GENESEE STREET, STE 200  
ROCHESTER, NY 14611  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
CONTRIBUTION  
FOUNDATION STATUS OF RECIPIENT:  
EXEMPT  
AMOUNT OF GRANT PAID ..... 2,500.

=====

RECIPIENT NAME:

UNITED WAY OF NIAGARA INC

ADDRESS:

3000 MILITARY DRIVE  
NIAGARA FALLS, NY 14304

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CONTRIBUTION

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID ..... 9,000.

RECIPIENT NAME:

BUFFALO AREA ENGINEERING  
AWARENESS FOR MINORITIES, INC.

ADDRESS:

PO BOX 900  
Buffalo, NY 14226

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CONTRIBUTION

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID ..... 200.

RECIPIENT NAME:

BOYS SCOUT OF AMERICA

ADDRESS:

1325 WEST WALNUT HILL LANE  
Irving, TX 75038

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CONTRIBUTION

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID ..... 1,090.

RECIPIENT NAME:  
MARY BIRD PERKINS CANCER CENTER  
ADDRESS:  
4950 ESSEN LANE  
BATON ROUGE, LA 70809  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
CONTRIBUTION  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:  
UNITED WAY OF MCMINN COUNTY  
ADDRESS:  
111 CHURCH STREET  
ATHENS, TN 37303  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
CONTRIBUTION  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 2,160.

RECIPIENT NAME:  
CLEVELAND ST COMMUNITY  
COLLEGE FDN  
ADDRESS:  
ADKISSON DRIVE  
Cleveland, TN 37311  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
CONTRIBUTION  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:  
SWEETWATER MONROE COUNTY  
UNITED FUND  
ADDRESS:  
PO BOX 722  
SWEETWATER, TN 37874  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
CONTRIBUTION  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 270.

RECIPIENT NAME:  
UNITED WAY OF GREATER NIAGARA  
ADDRESS:  
3000 MILITARY ROAD  
NIAGARA FALLS, NY 14304  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 9,000.

RECIPIENT NAME:  
TENNESSEE OVERHILL HERITAGE  
ASSOCIATE  
ADDRESS:  
PO BOX 143  
ETOWAH, TN 37331  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
CONTRIBUTION  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 40,000.

=====

RECIPIENT NAME:  
SALTVILLE RESCUE SQUAD INC  
ADDRESS:  
126 BATTLEGROUND AVE  
SALTVILLE, VA 24370  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 750.

RECIPIENT NAME:  
ROSE-HILMAN  
INSTITUTE OF TECHNOLOGY  
ADDRESS:  
5500 WABASH AVENUE  
Terre Haute, IN 47803  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
CONTRIBUTION  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 2,550.

RECIPIENT NAME:  
PURDUE UNIVERSITY  
ADDRESS:  
1281 WIN HENTSCHEL BLVD.  
West Lafayette, IN 47906  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 7,500.

RECIPIENT NAME:  
ROSE-HULMAN INSTITUTE OF TECHNOLOGY  
ADDRESS:  
PO BOX 540  
Terre Haute, IN 47808  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 2,500.

RECIPIENT NAME:  
NATIONAL MERIT SCHOLARSHIP CORP.  
ADDRESS:  
1560 SHERMAN AVENUE, STE 200  
EVANSTON, IL 60201  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
CONTRIBUTION  
FOUNDATION STATUS OF RECIPIENT:  
EXEMPT  
AMOUNT OF GRANT PAID ..... 1,240.

RECIPIENT NAME:  
SPECIAL OLYMPICS ILLINOIS  
ADDRESS:  
605 E WILLOW STREET  
NORMAL, IL 61761-2682  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 7,000.

RECIPIENT NAME:  
MILLIKEN UNIVERSITY  
ADDRESS:  
1184 WEST MAIN STREET  
DECATUR, IL 62522  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
CONTRIBUTION  
FOUNDATION STATUS OF RECIPIENT:  
EXEMPT  
AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
LEWIS AND CLARK COMMUNITY COLLEGE  
FOUNDATION  
ADDRESS:  
5800 GODFREY ROAD  
GODFREY, IL 62035  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
ALTON MEMORIAL HEALTH  
SERVICES FDN.  
ADDRESS:  
1109 N OXFORDSHIRE LN  
Edwardsville, IL 65025-3875  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
CONTRIBUTION  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 33,000.

RECIPIENT NAME:  
ST ANTHONY'S HEALTH CENTER FDN  
ADDRESS:  
PO BOX 340  
ALTON, IL 62002  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 3,000.

RECIPIENT NAME:  
UNIVERSITY OF ILLINOIS  
FOUNDATION  
ADDRESS:  
620 EAST JOHN ST  
CHAMPAIGN, IL 61801  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
CONTRIBUTION  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
UNIVERSITY OF MICHIGAN  
ADDRESS:  
3003 SOUTH STATE STREET G395  
ANN ARBOR, MI 48109-1276  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
UNIVERSITY OF IOWA FDN  
ADDRESS:  
PO BOX 4550  
IOWA CITY, IA 52244-4550  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 50.

RECIPIENT NAME:  
ST. LOUIS UNIVERSITY  
ADDRESS:  
221 NORTH GRAND BLVD ROO  
ST. LOUIS, MO 63103-2097  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 7,500.

RECIPIENT NAME:  
MISSOURI COLLEGES FUND I  
ADDRESS:  
3401 W TRUMAN BLVD  
JEFFERSON CITY, MO 64109-6892  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 4,000.

RECIPIENT NAME:  
UNITED WAY OF GREATER ST  
INC  
ADDRESS:  
910 NORTH 11TH STREET  
ST. LOUIS, MO 63101  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
CONTRIBUTION  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 63,000.

RECIPIENT NAME:  
NATIONAL MULTIPLE SCLEROSIS  
SOCIETY  
ADDRESS:  
659 TOWER AVE FIRST FLOOR  
HARTFORD, CT 06112-1269  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
CONTRIBUTION  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 1,500.

RECIPIENT NAME:  
ARTS AND EDUCATION COUNCIL  
ADDRESS:  
3547 OLIVE STREET  
ST. LOUIS, MO 63103-1014  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 2,000.

=====

RECIPIENT NAME:  
FAIR ST LOUIS FOUNDATION  
ADDRESS:  
301 PROSPECT AVE  
SAINT LOUIS, MO 63110  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
USO OF MISSOURI  
ADDRESS:  
10701 LAMBERT INTERNATIONAL BLVD  
ST LOUIS, MO 63145-0367  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 3,000.

RECIPIENT NAME:  
SALVATION ARMY ST LOUIS  
ADDRESS:  
1130 HAMPTON AVE  
ST LOUIS, MO 63138  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:  
CLEVELAND BRADLEY COUNTY  
FDN  
ADDRESS:  
PO BOX 2275  
CLEVELAND, TN 37320  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
CONTRIBUTION  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 21,400.

RECIPIENT NAME:  
COUNCIL FOR ADVANCEMENT AND SUPPORT  
ADDRESS:  
1307 NEW YORK AVENUE NW  
WASHINGTON, DC 2005-4701  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:  
TAX FOUNDATION  
ADDRESS:  
529 14TH ST NW STE 420  
WASHINGTON, DC 20045-1414  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 6,000.

RECIPIENT NAME:  
CHEMICAL EDUCATIONAL FDN  
ADDRESS:  
1555 WILSON BLVD STE 700  
ARLINGTON, VA 22209  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
AMERICAN RED CROSS  
ADDRESS:  
2079 SAWYER DRIVE  
NIAGARA FALLS, NY 14304  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 9,500.

RECIPIENT NAME:  
SALTVILLE VOLUNTEER FIRE  
ADDRESS:  
POST OFFICE 930  
SALTVILLE, VA 24370  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 750.

RECIPIENT NAME:  
UNITED WAY OF THE CENTRAL SAVANNAH  
RIVER AREA INC  
ADDRESS:  
PO BOX 1724  
AUGUSTA, GA 30903  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 3,840.

RECIPIENT NAME:  
HOSPICE OF CHATTANOOGA  
ADDRESS:  
4411 OAKWOOD DRIVE PO BOX 19269  
CHATTANOOGA, TN 37416  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY

RECIPIENT NAME:  
AUGUSTA TECHNICAL INSTITUTE FND  
ADDRESS:  
3116 DEANS BRIDGE ROAD  
AUGUSTA, GA 30906  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 500.

RECIPIENT NAME:  
TENNESSEE ASSOC. OF BUSINESS FDN.  
ADDRESS:  
611 COMMERCE STREET  
NASHVILLE, TN 37203  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
CONTRIBUTION  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 250.

RECIPIENT NAME:  
CLEVERLAND BRADLEY COUNTY CHAMBER  
FOUNDATION  
ADDRESS:  
PO BOX 2275  
CLEVERLAND, TN 37320  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 2,300.

RECIPIENT NAME:  
SOUTHEASTERN NATURAL  
SCIENCES ACADEMY  
ADDRESS:  
1858 LOCK AND DAM ROAD  
AUGUSTA, GA 30906  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 2,500.

RECIPIENT NAME:  
GIRLS PREPARATORY SCHOOL INC  
ADDRESS:  
205 ISLAND AVE  
CHATTANOOGA, TN 37405  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 125.

RECIPIENT NAME:  
GIRL SCOUTS HEART OF THE SOUTH  
ADDRESS:  
PO BOX 240246  
MEMPHIS, TN 38124-0246  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL PURPOSE  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 2,500.

RECIPIENT NAME:  
UNITED WAY OF BRADLEY COUNTY  
ADDRESS:  
85 OCOEE STREET SE  
CLEVELAND, TN 37364  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
CONTRIBUTION  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 5,450.

RECIPIENT NAME:  
UNITED WAY OF GREATER  
CHATTANOOGA  
ADDRESS:  
PO BOX 4027  
CHATTANOOGA, TN 37405  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
CONTRIBUTION  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 540.

RECIPIENT NAME:  
UNITED COMMUNITY FUND OF  
CALHOUN  
ADDRESS:  
PO BOX 22  
CALHOUN, TN 37309  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
CONTRIBUTION  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 1,080.

RECIPIENT NAME:  
JUNIOR ACHIEVEMENT OF  
OCOEE REGION  
ADDRESS:  
PO BOX 2202  
CLEVELAND, TN 37320  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 700.

RECIPIENT NAME:  
UNITED WAY OF SOUTHWEST ALA., INC.  
ADDRESS:  
PO DRAWER 89  
MOBILE, AL 36601  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
CONTRIBUTION  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 8,000.

RECIPIENT NAME:  
DEEP SOUTH GIRL SCOUT COUNCIL  
ADDRESS:  
3483 SPRINGHILL AVENUE  
Mobile, AL 36608  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
CONTRIBUTION  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 415.

RECIPIENT NAME:  
YOCONA AREA COUNCIL BOY  
SCOUTS OF AMERICA  
ADDRESS:  
505 AUPACK ROAD  
TUPELO, MS 38001  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 2,500.

RECIPIENT NAME:  
UNITED OF OXFORD AND LA  
COUNTY  
ADDRESS:  
4400 LAMAR NUMBER 5  
OXFORD, MS 38655  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 1,200.

RECIPIENT NAME:  
BOYS AND GIRLS CLUBS OF  
TRACY  
ADDRESS:  
753 WEST LOWELL AVENUE  
TRACY, CA 95376  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
CONTRIBUTION  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 4,000.

RECIPIENT NAME:  
McHENRY HOUSE FOR THE HOMELESS  
ADDRESS:  
1030 CENTRAL AVENUE  
TRACY, CA 95376  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 4,000.

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RECIPIENT NAME:

CAPITAL AREA UNITED WAY  
ADDRESS:

700 LAUREL STREET  
Baton Rouge, LA 70802

RELATIONSHIP:  
NONE

PURPOSE OF GRANT:  
CONTRIBUTION

FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY

AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:

BUFFALO BILL HISTORICAL CENTER  
ADDRESS:

720 SHERIDAN AVE  
CODY, WY 82414

RELATIONSHIP:  
NONE

PURPOSE OF GRANT:  
GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY

AMOUNT OF GRANT PAID ..... 50,000.

RECIPIENT NAME:

COLORADA OF MINES RESEARCH  
ADDRESS:

1500 ILLINOIS STREET  
GOLDEN, CO 80401

RELATIONSHIP:  
NONE

PURPOSE OF GRANT:  
GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY

AMOUNT OF GRANT PAID ..... 1,200.

RECIPIENT NAME:  
JUNIOR ACHIEVEMENT USA  
ADDRESS:  
315 SOUTH CENTRAL AVENUE  
ROXANA, IL 62084-9998  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
CONTRIBUTION  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
MCCAW SCHOOL OF MINES FDN.  
ADDRESS:  
57 LYNN LANE  
HENDERSON, NV 89015  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
CONTRIBUTION  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 5,350.

RECIPIENT NAME:  
GOOD SAMARITAN COMMUNITY  
SERVICES FBO BRIGTHER CHRISTMAS  
ADDRESS:  
PO BOX 650  
Tracy, CA 95378  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
CONTRIBUTION  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 2,000.

RECIPIENT NAME:  
HONOR FLIGHT FOR VETERANS  
ADDRESS:  
712 EAST JEFFERSON  
EFFINGHAM, IL 62401  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 7,000.

RECIPIENT NAME:  
UNIVERSITY OF SOUTHERN CALIF.  
ADDRESS:  
700 CHILDS WAY  
LOS ANGELES, CA 90089-0914  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
CONTRIBUTION  
FOUNDATION STATUS OF RECIPIENT:  
EXEMPT  
AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
CITY OF SANTA FE SPRINGS  
ADDRESS:  
11710 TELEGRAPH ROAD  
SANTA FE SPRINGS, CA 90670-9928  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 2,000.

RECIPIENT NAME:  
SEE ATTACHED SCHEDULE  
MATCHED GRANTS  
ADDRESS:  
VARIOUS  
VARIOUS, MO  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
CONTRIBUTION  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 20,670.

TOTAL GRANTS PAID: 470,380.  
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**SCHEDULE D  
(Form 1041)**

**Capital Gains and Losses**

OMB No 1545-0092

**2011**

Department of the Treasury  
Internal Revenue Service

▶ **Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).**

Name of estate or trust

Employer identification number

OLIN CORPORATION CHARITABLE TRUST

43-6022750

**Note:** Form 5227 filers need to complete *only* Parts I and II.

**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
<b>1a</b> SHORT-TERM CAPITAL GAIN DIVIDENDS					2.

<b>b</b> Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b . . . . .	<b>1b</b>	
<b>2</b> Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824 . . . . .	<b>2</b>	
<b>3</b> Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .	<b>3</b>	
<b>4</b> Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet . . . . .	<b>4</b>	( )
<b>5</b> <b>Net short-term gain or (loss).</b> Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back . . . . . ▶	<b>5</b>	2.

**Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year**

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
<b>6a</b>					

<b>b</b> Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b . . . . .	<b>6b</b>	
<b>7</b> Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824 . . . . .	<b>7</b>	
<b>8</b> Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .	<b>8</b>	
<b>9</b> Capital gain distributions . . . . .	<b>9</b>	
<b>10</b> Gain from Form 4797, Part I . . . . .	<b>10</b>	
<b>11</b> Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet . . . . .	<b>11</b>	( )
<b>12</b> <b>Net long-term gain or (loss).</b> Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back . . . . . ▶	<b>12</b>	

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2011

<b>Part III Summary of Parts I and II</b> <i>Caution: Read the instructions before completing this part.</i>		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
<b>13</b>	<b>Net short-term gain or (loss)</b> . . . . .	<b>13</b>		2.
<b>14</b>	<b>Net long-term gain or (loss):</b>			
a	Total for year . . . . .	<b>14a</b>		
b	Unrecaptured section 1250 gain (see line 18 of the wrksh.) . . . . .	<b>14b</b>		
c	28% rate gain . . . . .	<b>14c</b>		
<b>15</b>	<b>Total net gain or (loss).</b> Combine lines 13 and 14a . . . . . ▶	<b>15</b>		2.

**Note:** If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary

**Part IV Capital Loss Limitation**

<b>16</b>	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of: a The loss on line 15, column (3) or b \$3,000 . . . . .	<b>16</b>	( )
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**Note:** If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover

**Part V Tax Computation Using Maximum Capital Gains Rates**

**Form 1041 filers.** Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

**Caution:** Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if:

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

**Form 990-T trusts.** Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

<b>17</b>	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . . . .	<b>17</b>		
<b>18</b>	Enter the smaller of line 14a or 15 in column (2) but not less than zero . . . . .	<b>18</b>		
<b>19</b>	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . . . . .	<b>19</b>		
<b>20</b>	Add lines 18 and 19 . . . . .	<b>20</b>		
<b>21</b>	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- . . . ▶	<b>21</b>		
<b>22</b>	Subtract line 21 from line 20. If zero or less, enter -0- . . . . .	<b>22</b>		
<b>23</b>	Subtract line 22 from line 17. If zero or less, enter -0- . . . . .	<b>23</b>		
<b>24</b>	Enter the smaller of the amount on line 17 or \$2,300 . . . . .	<b>24</b>		
<b>25</b>	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> <b>Yes.</b> Skip lines 25 and 26; go to line 27 and check the "No" box. <input type="checkbox"/> <b>No.</b> Enter the amount from line 23 . . . . .	<b>25</b>		
<b>26</b>	Subtract line 25 from line 24 . . . . .	<b>26</b>		
<b>27</b>	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> <b>Yes.</b> Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> <b>No.</b> Enter the smaller of line 17 or line 22 . . . . .	<b>27</b>		
<b>28</b>	Enter the amount from line 26 (If line 26 is blank, enter -0-) . . . . .	<b>28</b>		
<b>29</b>	Subtract line 28 from line 27 . . . . .	<b>29</b>		
<b>30</b>	Multiply line 29 by 15% (.15) . . . . .			<b>30</b>
<b>31</b>	Figure the tax on the amount on line 23. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . . .			<b>31</b>
<b>32</b>	Add lines 30 and 31 . . . . .			<b>32</b>
<b>33</b>	Figure the tax on the amount on line 17. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . . .			<b>33</b>
<b>34</b>	<b>Tax on all taxable income.</b> Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) . . . . .			<b>34</b>

OS