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

2012

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

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

For calendar year 2012 or tax year beginning

, 2012, and ending

, 20

Missing  
mark

<p>Name of foundation <b>RICE MEMORIAL HOSPITAL &amp; WELFARE 310006010</b></p> <p>Number and street (or P O box number if mail is not delivered to street address) <b>PO BOX 207</b></p> <p>City or town, state, and ZIP code <b>EVANSVILLE, IN 47702</b></p>		<p>Room/suite</p>	<p><b>A Employer identification number</b> <b>35-6015582</b></p> <p><b>B Telephone number (see instructions)</b> <b>812- 464-1399</b></p>				
<p><b>G Check all that apply:</b></p> <table border="0" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 15%; vertical-align: top;"> <input type="checkbox"/> Initial return  <input type="checkbox"/> Final return  <input type="checkbox"/> Address change         </td> <td style="width: 15%; vertical-align: top;"> <input type="checkbox"/> Initial return of a former public charity  <input type="checkbox"/> Amended return  <input type="checkbox"/> Name change         </td> </tr> </table> <p><b>H Check type of organization:</b> <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</p> <p><b>I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 947,959.</b></p> <p><b>J Accounting method:</b> <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual  <input type="checkbox"/> Other (specify) _____</p> <p style="font-size: small;">(Part I, column (d) must be on cash basis.)</p>						<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
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<p><b>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).)</b></p>		<p><b>(a) Revenue and expenses per books</b></p>	<p><b>(b) Net investment income</b></p>	<p><b>(c) Adjusted net income</b></p>	<p><b>(d) Disbursements for charitable purposes (cash basis only)</b></p>		
Revenue	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						
	4 Dividends and interest from securities						
	5a Gross rents						
	b Net rental income or (loss)						
	6a Net gain or (loss) from sale of assets not on line 10						
	b Gross sales price for all assets on line 6a	<b>149,267.</b>					
	7 Capital gain net income (from Part IV, line 2)			<b>17,970.</b>			
	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	<b>RECEIVED</b>	<b>43,666.</b>	<b>43,670.</b>			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	<b>C</b>	<b>11,115.</b>	<b>10,003.</b>	<b>1,111.</b>		
	14 Other employee salaries and wages	<b>SO</b>		<b>NONE</b>	<b>NONE</b>		
	15 Pension plans, employee benefits	<b>SO</b>		<b>NONE</b>	<b>NONE</b>		
	16a Legal fees (attach schedule)	<b>RE</b>					
	b Accounting fees (attach schedule)	<b>UT</b>	<b>825.</b>	<b>NONE</b>	<b>825.</b>		
	c Other professional fees (attach schedule)						
	17 Interest						
	18 Taxes (attach schedule) (see instructions)	<b>STMT. 2.</b>	<b>521.</b>	<b>50.</b>			
	19 Depreciation (attach schedule) and depletion						
	20 Occupancy						
	21 Travel, conferences, and meetings			<b>NONE</b>	<b>NONE</b>		
	22 Printing and publications			<b>NONE</b>	<b>NONE</b>		
	23 Other expenses (attach schedule)						
	24 Total operating and administrative expenses.						
	Add lines 13 through 23		<b>12,461.</b>	<b>10,053.</b>	<b>NONE</b>		
	25 Contributions, gifts, grants paid		<b>75,790.</b>		<b>75,790.</b>		
	26 Total expenses and disbursements. Add lines 24 and 25		<b>88,251.</b>	<b>10,053.</b>	<b>NONE</b>		
	27 Subtract line 26 from line 12:		<b>-44,585.</b>				
	a Excess of revenue over expenses and disbursements						
	b Net Investment Income (if negative, enter -0-)			<b>33,617.</b>			
	c Adjusted net income (if negative, enter -0-)						

<b>Part II Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		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 . . . . .			
	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) . . . . .			
<b>Liabilities</b>	11 Investments - land, buildings, and equipment: basis ► . . . . .			
	Less: accumulated depreciation ► (attach schedule) . . . . .			
	12 Investments - mortgage loans . . . . .			
	13 Investments - other (attach schedule) . . . . .	854,241.	809,659.	947,959.
	14 Land, buildings, and equipment: basis ► . . . . .			
<b>Net Assets or Fund Balances</b>	Less: accumulated depreciation ► (attach schedule) . . . . .			
	15 Other assets (describe ► . . . . .)			
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .	854,241.	809,659.	947,959.
	17 Accounts payable and accrued expenses . . . . .			
	18 Grants payable . . . . .			
<b>Liabilities</b>	19 Deferred revenue . . . . .			
	20 Loans from officers, directors, trustees, and other disqualified persons . . . . .			
	21 Mortgages and other notes payable (attach schedule) . . . . .			
	22 Other liabilities (describe ► . . . . .)			
	23 Total liabilities (add lines 17 through 22) . . . . .		NONE	
Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
<b>Net Assets or Fund Balances</b>	24 Unrestricted . . . . .			
	25 Temporarily restricted . . . . .			
	26 Permanently restricted . . . . .			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ► <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds . . . . .	854,241.	809,659.	
<b>Net Assets or Fund Balances</b>	28 Paid-in or capital surplus, or land, bldg., and equipment fund . . . . .			
	29 Retained earnings, accumulated income, endowment, or other funds . . . . .			
	30 Total net assets or fund balances (see instructions) . . . . .	854,241.	809,659.	
	31 Total liabilities and net assets/fund balances (see instructions) . . . . .	854,241.	809,659.	

**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	854,241.
2 Enter amount from Part I, line 27a . . . . .	2	-44,585.
3 Other increases not included in line 2 (itemize) ► ROUNDING - SALES	3	3.
4 Add lines 1, 2, and 3 . . . . .	4	809,659.
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	809,659.

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**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a PUBLICLY TRADED SECURITIES</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>(e) Gross sales price</b>	<b>(f) Depreciation allowed (or allowable)</b>	<b>(g) Cost or other basis plus expense of sale</b>	<b>(h) Gain or (loss) (e) plus (f) minus (g)</b>		
<b>a</b> 149,267.		131,297.	17,970.		
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
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))		
<b>(I) F.M.V. as of 12/31/69</b>	<b>(J) Adjusted basis as of 12/31/69</b>	<b>(k) Excess of col. (i) over col. (j), if any</b>			
<b>a</b>			17,970.		
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2 Capital gain net income or (net capital loss)</b>	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		<b>2</b>	17,970.	
<b>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 . . . . .</b>			<b>3</b>		

**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))
2011	56,436.	947,067.	0.059590
2010	30,409.	942,055.	0.032279
2009	34,517.	884,922.	0.039006
2008	27,825.	949,400.	0.029308
2007			
<b>2 Total of line 1, column (d)</b>			<b>2</b> 0.160183
<b>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</b>			<b>3</b> 0.040046
<b>4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5</b>			<b>4</b> 938,935.
<b>5 Multiply line 4 by line 3</b>			<b>5</b> 37,601.
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>			<b>6</b> 336.
<b>7 Add lines 5 and 6</b>			<b>7</b> 37,937.
<b>8 Enter qualifying distributions from Part XII, line 4</b>			<b>8</b> 77,726.
If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1. . . .	(attach copy of letter if necessary - see instructions)	1	336.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . .			
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0) . . . .	2	336.	
3	Add lines 1 and 2 . . . .			
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0) . . . .			
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . .			
6	<b>Credits/Payments:</b>			
a	2012 estimated tax payments and 2011 overpayment credited to 2012 . . . .	6a	440.	
b	Exempt foreign organizations - tax withheld at source . . . .			
c	Tax paid with application for extension of time to file (Form 8868) . . . .			
d	Backup withholding erroneously withheld . . . .			
7	Total credits and payments. Add lines 6a through 6d . . . .	6b	NONE	
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . . .			
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ► . . . .			
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ► . . . .	6c	NONE	
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax ► . . . .			
	104. Refunded ► 11	6d	440.	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a	X	
1b	X	
1c	X	
2	X	
3	X	
4a	X	
4b	X	
5	X	
6	X	
7	X	
8b	X	
9	X	
10	X	

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . .

1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? . . . .

If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.

1c Did the foundation file Form 1120-POL for this year? . . . .

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:

(1) On the foundation. ► \$ \_\_\_\_\_ (2) On foundation managers. ► \$ \_\_\_\_\_

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ \_\_\_\_\_

2 Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . .

If "Yes," attach a detailed description of the activities.

3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . .

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . .

b If "Yes," has it filed a tax return on Form 990-T for this year? . . . .

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . .

If "Yes," attach the statement required by General Instruction T.

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:

- By language in the governing instrument, or
- By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . .

7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

IN

b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation . . . .

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV . . . .

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . . .

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

11		X
12		X
13	X	
Website address ► <u>N/A</u>		
14	Telephone no. ► <u>(812) 464-1399</u>	ZIP+4 ► <u>47702</u>
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ► <u>15</u>	
16	Yes	No
At any time during calendar year 2012, 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►		

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		
	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . .	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> 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)? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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.) . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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 ► <u>      </u>		
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 2012? . . . . .		
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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years ► <u>      </u>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) . . . . .		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► <u>      </u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2012 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 2012.) . . . . .		
3b		
4a		X
4b		X

**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:	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? . . . . .		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? . . . . .		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Provide a grant to an individual for travel, study, or other similar purposes? . . . . .		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) . . . . .		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? . . . . .		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? . . . . .	<input type="checkbox"/> Yes			5b
Organizations relying on a current notice regarding disaster assistance check here . . . . . ► <input type="checkbox"/>					
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? . . . . .	<input type="checkbox"/> Yes <input type="checkbox"/> 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? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			6b
If "Yes" to 6b, file Form 8870.					X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			7b

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see 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
OLD NATIONAL TRUST COMPANY P.O. BOX 207, EVANSVILLE, IN 47702	TRUSTEE 1	11,115.	-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**

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**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

---

**1NONE**

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**

**1NONE**

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.)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities . . . . .	1a	953,234.
b Average of monthly cash balances . . . . .	1b	NONE
c Fair market value of all other assets (see instructions) . . . . .	1c	NONE
d Total (add lines 1a, b, and c) . . . . .	1d	953,234.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . . .	1e	
2 Acquisition indebtedness applicable to line 1 assets . . . . .	2	NONE
3 Subtract line 2 from line 1d . . . . .	3	953,234.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) . . . . .	4	14,299.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 . . . . .	5	938,935.
6 Minimum investment return. Enter 5% of line 5 . . . . .	6	46,947.

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

1 Minimum investment return from Part X, line 6 . . . . .	1	46,947.
2a Tax on investment income for 2012 from Part VI, line 5 . . . . .	2a	336.
b Income tax for 2012. (This does not include the tax from Part VI.) . . . . .	2b	
c Add lines 2a and 2b . . . . .	2c	336.
3 Distributable amount before adjustments. Subtract line 2c from line 1 . . . . .	3	46,611.
4 Recoveries of amounts treated as qualifying distributions . . . . .	4	NONE
5 Add lines 3 and 4 . . . . .	5	46,611.
6 Deduction from distributable amount (see instructions) . . . . .	6	NONE
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 . . . . .	7	46,611.

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

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26 . . . . .	1a	77,726.
b Program-related investments - total from Part IX-B . . . . .	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes . . . . .	2	NONE
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required) . . . . .	3a	NONE
b Cash distribution test (attach the required schedule) . . . . .	3b	NONE
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 . . . . .	4	77,726.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions) . . . . .	5	336.
6 Adjusted qualifying distributions. Subtract line 5 from line 4 . . . . .	6	77,390.

**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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7 . . . . .				46,611.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only . . . . .			34,797.	
b Total for prior years: 20 ____, 20 ____ 20 ____		NONE		
3 Excess distributions carryover, if any, to 2012:				
a From 2007 . . . . .	NONE			
b From 2008 . . . . .	NONE			
c From 2009 . . . . .	NONE			
d From 2010 . . . . .	NONE			
e From 2011 . . . . .	NONE			
f Total of lines 3a through e . . . . .	NONE			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 77,726.			34,797.	
a Applied to 2011, but not more than line 2a . . . . .				
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 2012 distributable amount . . . . .				42,929.
e Remaining amount distributed out of corpus . . . . .	NONE			
5 Excess distributions carryover applied to 2012 . (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions . . . . .		NONE		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instructions . . . . .				
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013 . . . . .				3,682.
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 2007 not applied on line 5 or line 7 (see instructions) . . . . .	NONE			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a . . . . .	NONE			
10 Analysis of line 9:				
a Excess from 2008 . . . . .	NONE			
b Excess from 2009 . . . . .	NONE			
c Excess from 2010 . . . . .	NONE			
d Excess from 2011 . . . . .	NONE			
e Excess from 2012 . . . . .	NONE			

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

NOT APPLICABLE

**1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling . . . . . ►

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

	Prior 3 years				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
b 85% of line 2a . . . . .					
c Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
d Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets . . . . .					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i). . . . .					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties). . . . .					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(III) . . . . .					
(3) Largest amount of support from an exempt organization . . . . .					
(4) Gross investment income . . . . .					

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

**1 Information Regarding Foundation Managers:**

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

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 or e-mail 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	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
<b>Name and address (home or business)</b>				
<b>a Paid during the year</b>				
INDIANA UNIVERSITY BURSAR OFFICE-FRANKLIN HALL 601 E KIRKWOOD AVE BLOOMINGTON IN 47405-1223	NONE	NONE	SCHOLARSHIP	42,105.
PURDUE UNIVERSITY BURSAR OFFICE-OUTSIDE AWARD 1060 HOVDE HALL OF ADMIN W LAFAYETTE IN 4790	NONE	NONE	SCHOLARSHIP	29,474.
IUPUI OFFICE OF THE BURSAR - PAYMENT P P.O. BOX 66144 INDIANAPOLIS IN 46266-6144	NONE	NONE	SCHOLARSHIP	4,211.
<b>Total</b>			► 3a	75,790.
<b>b Approved for future payment</b>				
<b>Total</b>			► 3b	

Part XVI-A Analysis of Income-Producing Activities

**Enter gross amounts unless otherwise indicated.**

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1 Program service revenue:</b>						
a						
b						
c						
d						
e						
f						
g Fees and contracts from government agencies						
<b>2 Membership dues and assessments</b>	.....					
<b>3 Interest on savings and temporary cash investments</b>						
<b>4 Dividends and interest from securities</b>	.....					
<b>5 Net rental income or (loss) from real estate:</b>						
a Debt-financed property	.....					
b Not debt-financed property	.....					
<b>6 Net rental income or (loss) from personal property</b>	.....					
<b>7 Other investment income</b>	.....					
<b>8 Gain or (loss) from sales of assets other than inventory</b>				18	17,970.	
<b>9 Net income or (loss) from special events</b>	.....					
<b>10 Gross profit or (loss) from sales of inventory</b>	.....					
<b>11 Other revenue: a</b>	.....					
b						
c						
d						
e						
<b>12 Subtotal. Add columns (b), (d), and (e)</b>	.....				43,666.	
<b>13 Total. Add line 12, columns (b), (d), and (e)</b>	.....				13	43,666.

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

**NOT APPLICABLE**

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

1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?	Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
(1)	Cash . . . . .	1a(1)	X
(2)	Other assets . . . . .	1a(2)	X
b	Other transactions:		
(1)	Sales of assets to a noncharitable exempt organization . . . . .	1b(1)	X
(2)	Purchases of assets from a noncharitable exempt organization . . . . .	1b(2)	X
(3)	Rental of facilities, equipment, or other assets . . . . .	1b(3)	X
(4)	Reimbursement arrangements . . . . .	1b(4)	X
(5)	Loans or loan guarantees . . . . .	1b(5)	X
(6)	Performance of services or membership or fundraising solicitations . . . . .	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees . . . . .	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

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

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

**Sign  
Here**

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

Signature of officer or trustee

05/02/2013

Date

► TRUSTEE

**Title**

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

<b>Paid Preparer Use Only</b>	Print/Type preparer's name <b>WESLEY HIRSCHBERG</b>	Preparer's signature <i>Wesley Hirschberg</i>	Date <b>05/02/2013</b>	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ► <b>THOMSON REUTERS (TAX &amp; ACCOUNTING)</b>		Firm's EIN ►		
	Firm's address ► <b>ONE N. DEARBORN ST., 5TH FL. CHICAGO, IL 60602</b>		Phone no. <b>312-873-6900</b>		

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

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

## FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL TAX PAYMENT - PRIOR YE	31.	
FEDERAL ESTIMATES - PRINCIPAL	440.	
FOREIGN TAXES ON QUALIFIED FOR	50.	50.
TOTALS	521.	50.

REPORT PTR207 5M OLD NATIONAL TRUST COMPANY  
31-0006-011-0 RICE MEMORIAL HOSPITAL & WELFARE

AS OF ACCOUNT HOLDINGS

04/23/13 PAGE 1

CUSIP NUMBER	SECURITY DESCRIPTION	UNITS	CARRYING VALUE	PRICE	PRICE DATE	MARKET VALUE
002824-10-0	ABBOTT LABS	185.000	10,047.90	65.500	12/31/2012	12,117.50
012653-10-1	ALBEMARLE CORP	92.000	5,257.68	62.120	12/31/2012	5,715.04
018490-10-2	ALLERGAN INC COM	83.000	7,742.53	91.730	12/31/2012	7,613.59
037833-10-0	APPLE INC	35.000	7,023.90	532.172	12/31/2012	18,626.05
06738G-40-7	BARCLAYS BK I PATH INDL COMMODITY ETN	241.000	7,803.08	34.870	12/31/2012	8,403.69
166764-10-0	CHEVRON CORP	73.000	7,471.42	108.140	12/31/2012	7,894.22
171340-10-2	CHURCH & DWIGHT INC	138.000	3,803.65	53.570	12/31/2012	7,392.66
172967-42-4	CITIGROUP INC	160.000	6,224.71	39.560	12/31/2012	6,329.60
22160K-10-5	COSTCO WHSL CORP NEW	72.000	4,785.91	98.730	12/31/2012	7,108.56
235851-10-2	DANAHER CORP	236.000	7,311.88	55.900	12/31/2012	13,192.40
244199-10-5	DEERE & CO	107.000	6,034.19	86.420	12/31/2012	9,246.94
25490A-30-9	DIRECTV	264.000	12,159.23	50.160	12/31/2012	13,242.24
262028-30-1	DRIEHAUS EMERGING MKTS GROWTH FD #3	900.537	24,324.97	30.610	12/31/2012	27,565.44
268648-10-2	EMC CORP	404.000	8,077.17	25.300	12/31/2012	10,221.20
269858-30-4	EAGLE SMALL CAP GROWTH CL I FD #3933	252.360	10,356.84	43.760	12/31/2012	11,043.27
291011-10-4	EMERSON ELEC CO	163.000	7,233.84	52.960	12/31/2012	8,632.48
30231G-10-2	EXXON MOBIL CORP	174.000	11,876.47	86.550	12/31/2012	15,059.70

31-0006-011-0 RICE MEMORIAL HOSPITAL &amp; WELFARE

AS OF DATE: 12/31/12

CUSIP NUMBER	SECURITY DESCRIPTION	UNITS	CARRYING VALUE	PRICE	PRICE DATE	MARKET VALUE
3133XD-TC-5	PED HOME LN BK 5* 12/11/2015	50,000.000	50,131.35	113.441	12/31/2012	56,720.50
3133X5-2U-1	PED HOME LN BK 4.5% 03/17/2014	50,000.000	48,502.45	105.207	12/31/2012	52,603.50
3133V-JS-6	PED FARM CR BK 4.95% 07/08/2016	50,000.000	49,917.00	115.346	12/31/2012	57,673.00
314172-26-3	FEDERATED CLOVER SMALL VALUE CL 1S FD #659	502.438	10,129.15	20.840	12/31/2012	10,470.81
354613-10-1	FRANKLIN RES INC	35.000	2,417.52	125.700	12/31/2012	4,399.50
36962G-3H-5	GB CAP CORP 5.625% 09/15/2017	25,000.000	24,274.00	117.972	12/31/2012	29,493.00
38141G-DQ-4	GOLDMAN SACHS 5.25% 10/15/2013	25,000.000	24,580.25	103.501	12/31/2012	25,875.25
38141G-10-4	GOLDMAN SACHS	52.000	6,310.59	127.560	12/31/2012	6,633.12
38141W-32-3	GOLDMAN SACHS FINANCIAL SQUARE TREASURY OBLIGATION #468	45,473.770	45,473.77	1.000	12/31/2012	45,473.77
38141W-39-8	GOLDMAN SACHS MID CAP VALUE INSTL FD #864	1,235.673	39,945.40	39.290	12/31/2012	48,549.59
38142Y-40-1	GOLDMAN SACHS GROWTH OPPORTUNITIES CL I FD #1132	1,238.838	26,320.04	24.710	12/31/2012	30,611.69
444859-10-2	HUMANA INC	77.000	5,996.97	68.630	12/31/2012	5,284.51
459200-10-1	INTL BUSINESS MACHS CORP	70.000	9,460.51	191.550	12/31/2012	13,408.50
46625H-HW-3	JPMORGAN CHASE & CO 2.6% 01/15/2016	20,000.000	19,750.00	103.957	12/31/2012	20,791.40
46625H-10-0	JPMORGAN CHASE & CO	251.000	9,779.26	43.969	12/31/2012	11,036.24
548661-CS-4	LOWE'S COMPANIES INC 2.125% 04/15/2016-2016	20,000.000	19,990.00	103.736	12/31/2012	20,747.20
580135-10-1	MCDONALDS CORP	101.000	7,384.91	88.210	12/31/2012	8,909.21

## REPORT PTR207 5M OLD NATIONAL TRUST COMPANY

AS OF ACCOUNT HOLDINGS

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## 31-0006-01-0 RICE MEMORIAL HOSPITAL &amp; WELFARE

AS OF DATE: 12/31/12

CUSIP NUMBER	SECURITY DESCRIPTION	UNITS	CARRYING VALUE	PRICE	DATE	MARKET VALUE
59156R-10-8	METLIFE INC	255.000	9,180.85	32.940	12/31/2012	8,399.70
655044-10-5	NOBLE ENERGY INC	62.000	4,842.46	101.740	12/31/2012	6,307.88
68389X-10-5	ORACLE CORP	386.000	12,282.78	33.320	12/31/2012	12,861.52
714290-10-3	PERRIGO CO	44.000	4,534.33	104.030	12/31/2012	4,577.32
72447X-AC-1	PITNEY BOWES INC 5.75%	20,000.000	20,281.80	106.911	12/31/2012	21,382.20
74005P-10-4	PRAXAIR INC	96.000	7,285.89	109.450	12/31/2012	10,507.20
747525-10-3	QUALCOMM INC	197.000	10,925.92	61.859	12/31/2012	12,186.34
74762E-10-2	QUANTA SVCS INC	255.000	5,182.84	27.290	12/31/2012	6,958.95
806857-10-8	SCHLUMBERGER LTD	93.000	6,037.53	69.298	12/31/2012	6,444.77
81369Y-30-8	SELECT SECTOR SPDR CONSUMER STAPLES	149.000	5,030.24	34.900	12/31/2012	5,200.10
81369Y-40-7	SELECT SECTOR SPDR CONSUMER DISCRETIONARY	97.000	2,463.45	47.439	12/31/2012	4,601.59
81369Y-88-6	SELECT SECTOR SPDR TR UTILS	140.000	5,070.80	34.920	12/31/2012	4,888.87
858912-10-8	STERICYCLE INC	66.000	3,593.69	93.280	12/31/2012	6,156.48
872540-10-9	TJX CO INC	157.000	4,284.06	42.450	12/31/2012	6,664.65
87612E-10-6	TARGET CORP	165.000	8,695.08	59.170	12/31/2012	9,763.05
883556-10-2	THERMO FISHER SCIENTIFIC INC	168.000	8,482.00	63.780	12/31/2012	10,715.04
885215-56-6	THORNBURG INTL VALUE CL I FD #209	964.761	24,660.76	28.090	12/31/2012	27,100.14

REPORT PTR207 5M OLD NATIONAL TRUST COMPANY AS OF ACCOUNT HOLDINGS 04/23/13 PAGE 4

31-0006-01-0 RICE MEMORIAL HOSPITAL & WELFARE

CUSIP NUMBER SECURITY DESCRIPTION AS OF DATE: 12/31/12

CUSIP NUMBER	SECURITY DESCRIPTION	UNITS	CARRYING VALUE	PRICE	PRICE DATE	MARKET VALUE
912828-GH-7	US TREASURY N/B 4.625% 02/15/2017	25,000.000	23,835.93	116.579	12/31/2012	29,144.75
912828-NP-3	US TREASURY N/B 2.125% 05/31/2015	20,000.000	20,310.94	104.352	12/31/2012	20,870.40
922908-55-3	VANGUARD REIT ETF	291.000	14,617.35	65.800	12/31/2012	19,147.80
92826C-83-9	VISA INC CL A	102.000	8,119.07	151.580	12/31/2012	15,461.16
931142-10-3	WALMART STORES INC	154.000	9,069.34	68.230	12/31/2012	10,507.42
931422-AB-9	WALGREEN CO 5.25% 01/15/2019	25,000.000	25,207.00	117.292	12/31/2012	29,323.00
931422-10-9	WALGREEN CO	250.000	8,691.73	37.010	12/31/2012	9,252.50
949746-10-1	WELLS FARGO & CO NEW	335.000	9,074.38	34.180	12/31/2012	11,450.30
	TOTAL HOLDINGS		809,658.76			947,958.50
	TOTAL INCOME CASH			.00		.00
	TOTAL PRINCIPAL CASH			.00		.00
	TOTAL ACCOUNT		809,658.76			947,958.50