



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning

, 2012, and ending

, 20

Name of foundation MARION D BROWN SCHOLARSHIP TRUST C/O OLD NATIONAL TRUST COMPANY		A Employer identification number 35-6050689																																																																																																																																																																																															
Number and street (or P O box number if mail is not delivered to street address)		B Telephone number (see instructions) (812) 464-1397																																																																																																																																																																																															
P.O. BOX 207 EVANSVILLE, IN 47702-0207		C If exemption application is pending, check here ► <input type="checkbox"/>																																																																																																																																																																																															
G Check all that apply <table border="0"> <tr> <td><input type="checkbox"/></td> <td>Initial return</td> <td><input type="checkbox"/></td> <td>Initial return of a former public charity</td> </tr> <tr> <td><input type="checkbox"/></td> <td>Final return</td> <td><input type="checkbox"/></td> <td>Amended return</td> </tr> <tr> <td><input type="checkbox"/></td> <td>Address change</td> <td><input type="checkbox"/></td> <td>Name change</td> </tr> </table>		<input type="checkbox"/>	Initial return	<input type="checkbox"/>	Initial return of a former public charity	<input type="checkbox"/>	Final return	<input type="checkbox"/>	Amended return	<input type="checkbox"/>	Address change	<input type="checkbox"/>	Name change	D 1 Foreign organizations check here ► <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>																																																																																																																																																																																			
<input type="checkbox"/>	Initial return	<input type="checkbox"/>	Initial return of a former public charity																																																																																																																																																																																														
<input type="checkbox"/>	Final return	<input type="checkbox"/>	Amended return																																																																																																																																																																																														
<input type="checkbox"/>	Address change	<input type="checkbox"/>	Name change																																																																																																																																																																																														
H Check type of organization <table border="0"> <tr> <td><input checked="" type="checkbox"/></td> <td>Section 501(c)(3) exempt private foundation</td> </tr> <tr> <td><input type="checkbox"/></td> <td>Section 4947(a)(1) nonexempt charitable trust</td> </tr> <tr> <td><input type="checkbox"/></td> <td>Other taxable private foundation</td> </tr> </table>		<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	E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>																																																																																																																																																																																									
<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																																																																																																																																																																																																
Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 552,449. <i>(Part I, column (d) must be on cash basis)</i>		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>																																																																																																																																																																																															
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)) <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 25%;"></th> <th style="width: 25%; text-align: center;">(a) Revenue and expenses per books</th> <th style="width: 25%; text-align: center;">(b) Net investment income</th> <th style="width: 25%; text-align: center;">(c) Adjusted net income</th> <th style="width: 25%; text-align: center;">(d) Disbursements for charitable purposes (cash basis only)</th> </tr> </thead> <tbody> <tr><td>1 Contributions, gifts, grants, etc., received (attach schedule)</td><td></td><td></td><td></td><td></td></tr> <tr><td>2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch. B</td><td></td><td></td><td></td><td></td></tr> <tr><td>3 Interest on savings and temporary cash investments</td><td style="text-align: right;">4.</td><td style="text-align: right;">4.</td><td></td><td>ATCH 1</td></tr> <tr><td>4 Dividends and interest from securities</td><td style="text-align: right;">16,548.</td><td style="text-align: right;">16,548.</td><td></td><td>ATCH 2</td></tr> <tr><td>5 a Gross rents</td><td></td><td></td><td></td><td></td></tr> <tr><td> b Net rental income or (loss)</td><td></td><td></td><td></td><td></td></tr> <tr><td>6 a Net gain or (loss) from sale of assets not on line 10</td><td></td><td></td><td></td><td></td></tr> <tr><td> b Gross sales price for all assets on line 6a</td><td style="text-align: right;">50,413.</td><td></td><td></td><td></td></tr> <tr><td>7 Capital gain net income (from Part IV, line 2)</td><td></td><td></td><td></td><td></td></tr> <tr><td>8 Net short-term capital gain</td><td style="text-align: right;">1,828.</td><td style="text-align: right;">1,828.</td><td></td><td></td></tr> <tr><td>9 Income modifications</td><td></td><td></td><td></td><td></td></tr> <tr><td>10 a Gross sales less returns and allowances</td><td></td><td></td><td></td><td></td></tr> <tr><td> b Less Cost of goods sold</td><td></td><td></td><td></td><td></td></tr> <tr><td> c Gross profit or (loss) (attach schedule)</td><td></td><td></td><td></td><td></td></tr> <tr><td>11 Other income (attach schedule)</td><td></td><td></td><td></td><td></td></tr> <tr><td>12 Total. Add lines 1 through 11</td><td style="text-align: right;">18,380.</td><td style="text-align: right;">18,380.</td><td></td><td style="text-align: right;">4,904.</td></tr> <tr><td>13 Compensation of officers, directors, trustees, etc.</td><td style="text-align: right;">7,006.</td><td style="text-align: right;">2,102.</td><td></td><td></td></tr> <tr><td>14 Other employee salaries and wages</td><td></td><td></td><td></td><td></td></tr> <tr><td>15 Pension plans, employee benefits</td><td></td><td></td><td></td><td></td></tr> <tr><td>16 a Legal fees (attach schedule)</td><td></td><td></td><td></td><td></td></tr> <tr><td> b Accounting fees (attach schedule)</td><td style="text-align: right;">1,060.</td><td></td><td></td><td style="text-align: right;">1,060.</td></tr> <tr><td> c Other professional fees (attach schedule)</td><td></td><td></td><td></td><td></td></tr> <tr><td>17 Interest</td><td></td><td></td><td></td><td></td></tr> <tr><td>18 Taxes (attach schedule) (see instructions)</td><td style="text-align: right;">1,241.</td><td></td><td></td><td></td></tr> <tr><td>19 Depreciation (attach schedule) and depletion</td><td></td><td></td><td></td><td></td></tr> <tr><td>20 Occupancy</td><td></td><td></td><td></td><td></td></tr> <tr><td>21 Travel, conferences, and meetings</td><td></td><td></td><td></td><td></td></tr> <tr><td>22 Printing and publications</td><td></td><td></td><td></td><td></td></tr> <tr><td>23 Other expenses (attach schedule)</td><td></td><td></td><td></td><td></td></tr> <tr><td>24 Total operating and administrative expenses.</td><td style="text-align: right;">9,307.</td><td style="text-align: right;">2,102.</td><td></td><td style="text-align: right;">5,964.</td></tr> <tr><td>Add lines 13 through 23</td><td></td><td></td><td></td><td></td></tr> <tr><td>25 Contributions, gifts, grants paid</td><td style="text-align: right;">21,500.</td><td></td><td></td><td style="text-align: right;">21,500.</td></tr> <tr><td>26 Total expenses and disbursements. Add lines 24 and 25</td><td style="text-align: right;">30,807.</td><td style="text-align: right;">2,102.</td><td style="text-align: right;">0</td><td style="text-align: right;">27,464.</td></tr> <tr><td>27 Subtract line 26 from line 12</td><td style="text-align: right;">-12,427.</td><td></td><td></td><td></td></tr> <tr><td> a Excess of revenue over expenses and disbursements</td><td></td><td></td><td></td><td></td></tr> <tr><td> b Net investment income (if negative, enter -0-)</td><td></td><td style="text-align: right;">16,278.</td><td></td><td></td></tr> <tr><td> c Adjusted net income (if negative, enter -0-)</td><td></td><td></td><td></td><td></td></tr> </tbody> </table>					(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)					2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch. B					3 Interest on savings and temporary cash investments	4.	4.		ATCH 1	4 Dividends and interest from securities	16,548.	16,548.		ATCH 2	5 a Gross rents					b Net rental income or (loss)					6 a Net gain or (loss) from sale of assets not on line 10					b Gross sales price for all assets on line 6a	50,413.				7 Capital gain net income (from Part IV, line 2)					8 Net short-term capital gain	1,828.	1,828.			9 Income modifications					10 a Gross sales less returns and allowances					b Less Cost of goods sold					c Gross profit or (loss) (attach schedule)					11 Other income (attach schedule)					12 Total. Add lines 1 through 11	18,380.	18,380.		4,904.	13 Compensation of officers, directors, trustees, etc.	7,006.	2,102.			14 Other employee salaries and wages					15 Pension plans, employee benefits					16 a Legal fees (attach schedule)					b Accounting fees (attach schedule)	1,060.			1,060.	c Other professional fees (attach schedule)					17 Interest					18 Taxes (attach schedule) (see instructions)	1,241.				19 Depreciation (attach schedule) and depletion					20 Occupancy					21 Travel, conferences, and meetings					22 Printing and publications					23 Other expenses (attach schedule)					24 Total operating and administrative expenses.	9,307.	2,102.		5,964.	Add lines 13 through 23					25 Contributions, gifts, grants paid	21,500.			21,500.	26 Total expenses and disbursements. Add lines 24 and 25	30,807.	2,102.	0	27,464.	27 Subtract line 26 from line 12	-12,427.				a Excess of revenue over expenses and disbursements					b Net investment income (if negative, enter -0-)		16,278.			c Adjusted net income (if negative, enter -0-)				
	(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)																																																																																																																																																																																																	
2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch. B																																																																																																																																																																																																	
3 Interest on savings and temporary cash investments	4.	4.		ATCH 1																																																																																																																																																																																													
4 Dividends and interest from securities	16,548.	16,548.		ATCH 2																																																																																																																																																																																													
5 a Gross rents																																																																																																																																																																																																	
b Net rental income or (loss)																																																																																																																																																																																																	
6 a Net gain or (loss) from sale of assets not on line 10																																																																																																																																																																																																	
b Gross sales price for all assets on line 6a	50,413.																																																																																																																																																																																																
7 Capital gain net income (from Part IV, line 2)																																																																																																																																																																																																	
8 Net short-term capital gain	1,828.	1,828.																																																																																																																																																																																															
9 Income modifications																																																																																																																																																																																																	
10 a Gross sales less returns and allowances																																																																																																																																																																																																	
b Less Cost of goods sold																																																																																																																																																																																																	
c Gross profit or (loss) (attach schedule)																																																																																																																																																																																																	
11 Other income (attach schedule)																																																																																																																																																																																																	
12 Total. Add lines 1 through 11	18,380.	18,380.		4,904.																																																																																																																																																																																													
13 Compensation of officers, directors, trustees, etc.	7,006.	2,102.																																																																																																																																																																																															
14 Other employee salaries and wages																																																																																																																																																																																																	
15 Pension plans, employee benefits																																																																																																																																																																																																	
16 a Legal fees (attach schedule)																																																																																																																																																																																																	
b Accounting fees (attach schedule)	1,060.			1,060.																																																																																																																																																																																													
c Other professional fees (attach schedule)																																																																																																																																																																																																	
17 Interest																																																																																																																																																																																																	
18 Taxes (attach schedule) (see instructions)	1,241.																																																																																																																																																																																																
19 Depreciation (attach schedule) and depletion																																																																																																																																																																																																	
20 Occupancy																																																																																																																																																																																																	
21 Travel, conferences, and meetings																																																																																																																																																																																																	
22 Printing and publications																																																																																																																																																																																																	
23 Other expenses (attach schedule)																																																																																																																																																																																																	
24 Total operating and administrative expenses.	9,307.	2,102.		5,964.																																																																																																																																																																																													
Add lines 13 through 23																																																																																																																																																																																																	
25 Contributions, gifts, grants paid	21,500.			21,500.																																																																																																																																																																																													
26 Total expenses and disbursements. Add lines 24 and 25	30,807.	2,102.	0	27,464.																																																																																																																																																																																													
27 Subtract line 26 from line 12	-12,427.																																																																																																																																																																																																
a Excess of revenue over expenses and disbursements																																																																																																																																																																																																	
b Net investment income (if negative, enter -0-)		16,278.																																																																																																																																																																																															
c Adjusted net income (if negative, enter -0-)																																																																																																																																																																																																	

Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	12,493.	13,025.	13,025.
	3	Accounts receivable ►			
		Less allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ►			
		Less allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 5	276,268.	288,309.	305,389.
	c	Investments - corporate bonds (attach schedule) ATCH 6	238,791.	213,791.	234,035.
	11	Investments - land, buildings, and equipment basis ►			
		Less accumulated depreciation ►			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis ►			
		Less accumulated depreciation ►			
	15	Other assets (describe ►)			
	16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	527,552.	515,125.	552,449.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ►)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ► <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	527,552.	515,125.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	527,552.	515,125.	
	30	Total net assets or fund balances (see instructions)	527,552.	515,125.	
	31	Total liabilities and net assets/fund balances (see instructions)	527,552.	515,125.	

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	527,552.
2	Enter amount from Part I, line 27a	2	-12,427.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	515,125.
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	515,125.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
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	1,828.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	{ If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }		3	0	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	18,890.	535,499.	0.035276
2010	23,689.	519,662.	0.045585
2009	24,121.	483,120.	0.049928
2008	26,982.	542,574.	0.049730
2007	34,195.	609,523.	0.056101
2 Total of line 1, column (d)			2 0.236620
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 0.047324
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 549,635.
5 Multiply line 4 by line 3			5 26,011.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 163.
7 Add lines 5 and 6			7 26,174.
8 Enter qualifying distributions from Part XII, line 4			8 27,464.
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	1	163.
	Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		
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	
3	Add lines 1 and 2	3	163.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	163.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	796.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	796.
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	633.
11	Enter the amount of line 10 to be Credited to 2013 estimated tax ►	164. Refunded ► 11	469.

Part VII-A Statements Regarding Activities

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?	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	X	
	<i>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</i>		
1c	Did the foundation file Form 1120-POL for this year?	X	
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	X	
	<i>If "Yes," attach a detailed description of the activities</i>		
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	X	
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b	If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	X	
	<i>If "Yes," attach the statement required by General Instruction T</i>		
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either		
	• By language in the governing instrument, or		
	• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► IN,		
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	X	
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X	

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X
Website address ► N/A			
14	The books are in care of ► OLD NATIONAL TRUST COMPANY Located at ► PO BOX 207 EVANSVILLE, IN	Telephone no ► 812-464-1397 ZIP+4 ► 47702-0207	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15		
16	At any time during calendar year 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 ►	16	Yes No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		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"/> X 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"/> X No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	
	Organizations relying on a current notice regarding disaster assistance check here ►		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c X	
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 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"/> X No
	If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X 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	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a X	
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	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 checked="" type="checkbox"/> Yes <input 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)?			5b	X
	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?			6b	X
	If "Yes" to 6b, file Form 8870				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<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?			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
ATCH 7		7,006.	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				

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)
3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

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

Total number of others receiving over \$50,000 for professional services ►
Part IX-A Summary of Direct Charitable Activities

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

1	N/A	Expenses
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

1	NONE	Amount
2		
3	NONE	
Total. Add lines 1 through 3 ►		

Form 990-PF (2012)

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	537,449.
b	Average of monthly cash balances	1b	20,556.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	558,005.
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	
3	Subtract line 2 from line 1d	3	558,005.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	8,370.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	549,635.
6	Minimum investment return. Enter 5% of line 5	6	27,482.

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	27,482.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	163.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	163.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	27,319.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	27,319.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	27,319.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes	1a	27,464.
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1b	
b	Program-related investments - total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	
3	Amounts set aside for specific charitable projects that satisfy the	3b	
a	Suitability test (prior IRS approval required)	4	27,464.
b	Cash distribution test (attach the required schedule)	5	163.
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	6	27,301.
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)		
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

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				27,319.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20 10 20 09 20 08				
3 Excess distributions carryover, if any, to 2012				
a From 2007	4,219.			
b From 2008	255.			
c From 2009	335.			
d From 2010				
e From 2011				
f Total of lines 3a through e	4,809.			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 27,464.				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2012 distributable amount				27,319.
e Remaining amount distributed out of corpus	145.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	4,954.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 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				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	4,219.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	735.			
10 Analysis of line 9				
a Excess from 2008	255.			
b Excess from 2009	335.			
c Excess from 2010				
d Excess from 2011				
e Excess from 2012	145.			

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

NOT APPLICABLE

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

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

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
Name and address (home or business)				
a Paid during the year				
ATCH 8				
Total			► 3a	21,500.
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	4.	
4 Dividends and interest from securities			14	16,548.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	1,828.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				18,380.	
13 Total Add line 12, columns (b), (d), and (e)					18,380.

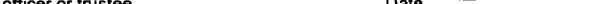
Part VI-B Relationship of Activities to the Accomplishment of Exempt Purposes

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

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

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	<p>Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. I understand that it is my responsibility to supply all information of which preparer has any knowledge</p> <p>OLD NATIONAL TRUST CO. AS TRUSTEE</p> <p>►  5-14-13</p> <p>Signature of officer or trustee</p>		
	Date	Title	<p>May the IRS discuss this return with the preparer shown below (see instructions)?</p> <p><input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>

Paid Preparer Use Only	Print/Type preparer's name GRANT G. GLACKMAN, CPA	Preparer's signature <i>Grant G. Glackman CPA</i>	Date <i>5/4/13</i>	Check <input type="checkbox"/> if self-employed	PTIN P00020286
	Firm's name ► BKD, LLP	Firm's EIN ► 44-0160260			
	Firm's address ► P O BOX 628 EVANSVILLE, IN	47704-0628	Phone no	812-428-6500	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ATTACHMENT 1FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
GOLDMAN SACHS FUND	4.	4.
TOTAL	<u>4.</u>	<u>4.</u>

ATTACHMENT 2FORM 990PE, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
DIVIDENDS INTEREST	5,012. 11,536.	5,012. 11,536.
TOTAL	<u><u>16,548.</u></u>	<u><u>16,548.</u></u>

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
TAX PREPARATION FEES	1,060.		1,060.	
TOTALS	<u>1,060.</u>		<u>1,060.</u>	

ATTACHMENT 3

ATTACHMENT 4FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
2012 ESTIMATES	796.
BALANCE DUE 2011 990-PF	533.
REJECTED 2011 EST TAX PAYMENT	-88.
 TOTALS	 <u>1,241.</u>

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION

SEE ATTACHED

<u>DESCRIPTION</u>	<u>BOOK VALUE</u>	<u>ENDING FMV</u>
	288,309.	305,389.
TOTALS	<u>288,309.</u>	<u>305,389.</u>

ATTACHMENT 5

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION

SEE ATTACHED

TOTALS

<u>DESCRIPTION</u>	<u>BOOK VALUE</u>	<u>ENDING FMV</u>
	213,791.	234,035.
	<u>213,791.</u>	<u>234,035.</u>

ATTACHMENT 6

Marion D. Brown Scholarship Fund
 January 1, 2012 - December 31, 2012

Account Number: 31-0126-01-6

Statement Of Assets

Shares	Description	Market Price	Total Cost	Market Value	% Of Category	Estimated Income	Current Yield	Unrealized Gain / Loss
<i>Cash & Equivalents</i>								
Money Markets								
	13,025.630 Goldman Sachs Financial Square Treasury Obligation #468	1.000	13,025.63	13,025.63	100.00	0	0.0	0 00
	Total Money Markets		13,025.63	13,025.63	100.00	0	0.0	0.00
Cash								
	Principal Cash	-93,983.93	-93,983.93	-721.53		0	0.0	0 00
	Income Cash	93,983.93	93,983.93	721.53		0	0.0	0.00
	Total Cash	0.00	0.00	0.00	0	0.0	0.00	
	Total Cash & Equivalents		13,025.63	13,025.63	100.00	0	0.0	0.00
<i>Fixed Income</i>								
U.S. Governments								
	15,000.000 Fed Nat Mig Assoc 2.2% 03/24/2016	105.651	15,594.75	15,847.65	6.77	330	2.1	252 90
	Total U.S. Governments		15,594.75	15,847.65	6.77	330	2.1	252.90
Corporate Bonds								
	15,000.000 Avon Prods Inc Nt 6.50% Dtd 03/02/2009 Due 03/01/2019 Callable	107.883	15,375.00	16,182.45	6.91	975	6.0	807.45

Marion D. Brown Scholarship Fund
 January 1, 2012 - December 31, 2012

Account Number: 31-0126-01-6

Statement Of Assets

Shares	Description	Market Price	Total Cost	Market Value	% Of Category	Estimated Income	Current Yield	Unrealized Gain / Loss
25,000.000	Goldman Sachs Group Inc 5% 10/01/2014	106.519	24,858.25	26,629.75	11.38	1,250	4.7	1,771.50
10,000.000	JPMorgan Chase & Co 5.25% 05/01/2015	108.783	9,040.20	10,878.30	4.65	525	4.8	1,838.10
25,000.000	Morgan Stanley 4.75% 04/01/2014	103.548	24,375.00	25,887.00	11.06	1,187	4.6	1,512.00
10,000.000	Simon Prop Group LP Nt 6.75% Dtd 05/15/2009 Due 05/15/2014	106.668	10,175.00	10,666.80	4.56	675	6.3	491.80
	Callable							
10,000.000	Wells Fargo & Co 5.625% 12/11/2017	119.270	9,190.00	11,927.00	5.10	562	4.7	2,737.00
10,000.000	Wells Fargo Bk Natl Assn Sb Nt Acrd 4.75% Dtd 02/07/2005 Due 02/09/2015	107.402	9,839.00	10,740.20	4.59	475	4.4	901.20
	Non-Callable							
	Total Corporate Bonds	102,852.45	112,911.50	48.25	5,649	5.0		10,059.05
	Municipals Taxable							
15,000.000	Elkhart IND Pk Dist Taxable Pk Dis Bds 2009b Taxable 4.15% Dtd 12/17/2009 Due 07/01/2015	106.991	15,000.00	16,048.65	6.86	622	3.9	1,048.65
	Non-Callable							
25,000.000	Elkhart IND Pk Dist Taxable Pk Dis Bds 2009b Taxable 5.90% Dtd 12/17/2009 Due 07/01/2024 Callable	112.220	25,000.00	28,055.00	11.99	1,475	5.3	3,055.00
25,000.000	Lanse Creuse Mich Pub Schs Sch Bldg and Site Bds 2010b Taxable 5.482% Dtd 05/18/2010 Due 05/01/2021 Callable	115.895	25,734.25	28,973.75	12.38	1,370	4.7	3,239.50

Marion D. Brown Scholarship Fund
 January 1, 2012 - December 31, 2012

Account Number: 31-0126-01-6

Statement Of Assets

Shares	Description	Market Price	Total Cost	Market Value	% Of Category	Estimated Income	Current Yield	Unrealized Gain / Loss
15,000.000	Missouri Jt Mun Elec Util Comm Pwr Proj Ev Bds 2009 B Taxable 4.693% Dtd 12/17/2009 Due 01/01/2016 Callable	107.300	15,180.00	16,095.00	6.88	703	4.4	915.00
15,000.000	Vigo Cnty IND Redev Auth Econo Ref Bds Taxable 5.30% Dtd 07/28/2005 Due 02/01/2021 Callable	107.353	14,430.00	16,102.95	6.88	795	4.9	1,672.95
	Total Municipal Taxable			95,344.25	105,275.35	44.98	4,965	4.7
	Total Fixed Income			213,791.45	234,034.50	100.00	10,944	4.7
								20,243.05

Equities

Common Stock

Consumer Discretionary

147.000	Directv	7,163.69	7,373.52	2.41	0	0.0	209.83
57.000	McDonalds Corp	5,072.34	5,027.97	1.65	175	3.5	-44.37
56.000	Select Sector SPDR Consumer Discretionary	2,327.53	2,656.59	0.87	43	1.6	329.06
90.000	Tjx Co Inc	2,661.55	3,820.50	1.25	52	1.4	1,158.95
95.000	Target Corp	4,959.04	5,621.15	1.84	136	2.4	662.11
	Total Consumer Discretionary	22,184.15	24,499.73	8.02	406	1.7	2,315.58

Consumer Staples

80.000	Church & Dwight Inc	53.570	3,459.67	4,285.60	1.40	89	2.1	825.93
--------	---------------------	--------	----------	----------	------	----	-----	--------

Marion D. Brown Scholarship Fund
 January 1, 2012 - December 31, 2012

Account Number: 31-0126-01-6

Statement Of Assets

Shares	Description	Market Price	Total Cost	Market Value	% Of Category	Estimated Income	Current Yield	Unrealized Gain / Loss
43,000	Costco Whsl Corp New	98.730	3,619.58	4,245.39	1.39	47	1.1	625.81
83,000	Select Sector SPDR Consumer Staples	34.900	2,819.02	2,896.70	0.95	89	3.1	77.68
88,000	Walmart Stores Inc	68.230	4,964.31	6,004.24	1.97	165	2.8	1,039.93
143,000	Walgreen Co	37.010	5,505.29	5,292.43	1.73	157	3.0	-212.86
Total Consumer Staples		20,367.87	22,724.36	7.44	547	2.4		2,356.49
Energy								
42,000	Chevron Corp	108.140	4,312.55	4,541.88	1.49	168	3.7	229.33
100,000	Exxon Mobil Corp	86.550	4,546.02	8,655.00	2.83	252	2.9	4,108.98
31,000	Noble Energy Inc	101.740	3,058.76	3,153.94	1.03	34	1.1	95.18
52,000	Schlumberger Ltd	69.298	4,795.33	3,603.53	1.18	65	1.8	-1,191.80
Total Energy		16,712.66	19,954.35	6.53	519	2.6		3,241.69
Financials								
92,000	Citigroup Inc	39.560	3,639.14	3,639.52	1.19	3	0.1	0.38
20,000	Franklin Res Inc	125.700	2,675.39	2,514.00	0.82	23	0.9	-161.39
26,000	Goldman Sachs	127.560	3,622.06	3,316.56	1.09	52	1.6	-305.50
144,000	JPMorgan Chase & Co	43.969	5,980.53	6,331.55	2.07	172	2.7	351.02
146,000	Metlife Inc	32.940	5,914.05	4,809.24	1.57	160	3.3	-1,104.81
188,000	Wells Fargo & Co New	34.180	5,637.23	6,425.84	2.10	225	3.5	788.61
Total Financials		27,468.40	27,036.71	8.85	635	2.4		-431.69
Health Care								

Marion D. Brown Scholarship Fund
 January 1, 2012 - December 31, 2012

Account Number: 31-0126-01-6

Statement Of Assets

Shares	Description	Market Price	Total Cost	Market Value	% Of Category	Estimated Income	Current Yield	Unrealized Gain / Loss
107 000	Abbott Labs	65.500	6,027.04	7,008.50	2.29	59	0.9	981.46
48,000	Allergan Inc Com	91.730	4,456.39	4,403.04	1.44	9	0.2	-53.35
45,000	Humana Inc	68.630	3,875.33	3,088.35	1.01	48	1.6	-786.98
23,000	Perrigo Co	104.030	2,370.22	2,392.69	0.78	8	0.3	22.47
98,000	Thermo Fisher Scientific Inc	63.780	6,013.30	6,250.44	2.05	58	0.9	237.14
Total Health Care		22,742.28	23,143.02	7.58	182	0.8		400.74
Industrials								
135 000	Danaher Corp	55.900	6,922.91	7,546.50	2.47	13	0.2	623.59
61,000	Deere & Co	86.420	4,994.50	5,271.62	1.73	124	2.4	277.12
94,000	Emerson Elec Co	52.960	4,280.81	4,978.24	1.63	154	3.1	697.43
147,000	Quanta Svc Inc	27.290	2,972.99	4,011.63	1.31	0	0.0	1,038.64
34,000	Stericycle Inc	93.280	3,116.70	3,171.52	1.04	0	0.0	54.82
Total Industrials		22,287.91	24,979.51	8.18	291	1.2		2,691.60
Information Technology								
21 000	Apple Inc	532.172	8,482.10	11,175.63	3.66	256	2.3	2,693.53
228 000	EMC Corp	25.300	6,266.98	5,768.40	1.89	0	0.0	-498.58
35,000	Intl Business Machs Corp	191.550	6,433.28	6,704.25	2.20	133	2.0	270.97
219,000	Oracle Corp	33.320	6,915.62	7,297.08	2.39	52	0.7	381.46
114,000	Qualcomm Inc	61.859	6,786.63	7,051.99	2.31	159	2.3	265.36
59,000	Visa Inc Cl A	151.580	5,617.76	8,943.22	2.93	77	0.9	3,325.46
Total Information Technology		40,502.37	46,940.57	15.37		677	1.4	6,438.20

Marion D. Brown Scholarship Fund
 January 1, 2012 - December 31, 2012

Account Number: 31-0126-01-6

Statement Of Assets

Shares	Description	Market Price	Total Cost	Market Value	% Of Category	Estimated Income	Current Yield	Unrealized Gain / Loss
Materials								
50,000	Albemarle Corp	62.120	3,356.83	3,106.00	1.02	48	1.5	-250.83
54,000	Praxair Inc	109.450	5,649.71	5,910.30	1.94	129	2.2	260.59
Total Materials		9,006.54	9,016.30	2.95		177	2.0	9.76
Utilities								
78,000	Select Sector SPDR Tr Utils		2,828.73	2,723.80	0.89	113	4.2	-104.93
Total Utilities		2,828.73	2,723.80	0.89		113	4.2	-104.93
Total Common Stock		184,100.91	201,018.35	65.82		3,547	1.8	16,917.44
Equity Mutual Funds								
Mid Cap Funds								
702,461	Goldman Sachs Mid Cap Value Instl Fd #864	39.290	25,838.40	27,599.69	9.04	344	1.2	1,761.29
704,422	Goldman Sachs Growth Opportunities Cl I Fd #1132	24.710	17,374.32	17,406.27	5.70	0	0.0	31.95
Total Mid Cap Funds		43,212.72	45,005.96	14.74		344	0.8	1,793.24
Small Cap Funds								
146,855	Eagle Small Cap Growth Cl I Fd #3933	43.760	6,026.93	6,426.37	2.10	2	0.0	399.44
292,382	Federated Clover Small Value Cl Is Fd #659	20,840	5,894.43	6,093.24	2.00	53	0.9	198.81

Marion D. Brown Scholarship Fund
 January 1, 2012 - December 31, 2012

Account Number: 31-0126-01-6

Statement Of Assets

Shares	Description	Market Price	Total Cost	Market Value	% Of Category	Estimated Income	Current Yield	Unrealized Gain / Loss
Total Small Cap Funds								
International Funds								
514.762	Driehaus Emerging Mkts Growth Fd #3	30.610	16,345.05	15,756.86	5.16	59	0.4	-588.19
551.254	Thornburg Intl Value Cl 1 Fd #209	28.090	16,051.37	15,484.72	5.07	210	1.4	-566.65
	Total International Funds		32,396.42	31,241.58	10.23	269	0.9	-1,154.84
Closed End - Equity Funds								
138 000	Barclays Bk Ipath Indl Commodity Etн	34.870	6,308.16	4,812.07	1.58	0	0.0	-1,496.09
164.000	Vanguard REIT Etн	65.800	10,368.96	10,791.20	3.53	389	3.6	422.24
	Total Closed End - Equity Funds		16,677.12	15,603.27	5.11	389	2.5	-1,073.85
	Total Equity Mutual Funds		104,207.62	104,370.42	34.18	1,057	1.0	162.80
	Total Equities		288,308.53	305,388.77	100.00	4,604	1.5	17,080.24
	Total Assets		515,125.61	552,448.90		15,548	2.8	37,323.29

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

ATTACHMENT 7

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
OLD NATIONAL TRUST COMPANY P.O. BOX 207 EVANSVILLE, IN 47702-0207	TRUSTEE	7,006.	0	0
	GRAND TOTALS	<u><u>7,006.</u></u>	<u><u>0</u></u>	<u><u>0</u></u>

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

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

ATTACHMENT 8

UNIVERSITY OF EVANSVILLE-SCHOLARSHIP AWARDS
1800 LINCOLN AVENUE
EVANSVILLE, IN 47714
NONE
EXEMPT

UNIVERSITY OF SOUTHERN INDIANA-SCHOLARSHIP AWARDS
8600 UNIVERSITY BLVD
EVANSVILLE, IN 47712
NONE
EXEMPT

IVY TECH-SCHOLARSHIP AWARDS
3501 N FIRST AVENUE
EVANSVILLE, IN 47710
NONE
EXEMPT

TOTAL CONTRIBUTIONS PAID

21,500