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Form **990-PF**

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

OMB No 1545-0052

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

Name of foundation
WALTER E. AND BASHIA E. BEST TRUST 300512019

Number and street (or P O box number if mail is not delivered to street address) Room/suite
PO BOX 207

City or town, state, and ZIP code
EVANSVILLE, IN 47702

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

Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ **1,844,910.**

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____

(Part I, column (d) must be on cash basis.)

A Employer identification number
35-6221411

B Telephone number (see instructions)
812-464-1399

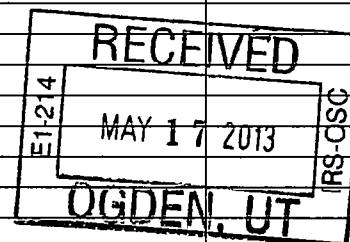
C If exemption application is pending, check here ☐

D 1 Foreign organizations, check here ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	43,294.	42,579.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	62,821.			
	b Gross sales price for all assets on line 6a	399,172.			
	7 Capital gain net income (from Part IV, line 2)		62,821.		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
Operating and Administrative Expenses	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	106,115.	105,400.		
	13 Compensation of officers, directors, trustees, etc.	20,760.	18,684.		2,076.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT. 1	825.	NONE	NONE	825.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT. 2	130.	86.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule) STMT. 3	150.			150.
	24 Total operating and administrative expenses. Add lines 13 through 23	21,865.	18,770.	NONE	3,051.
	25 Contributions, gifts, grants paid	131,647.			131,647.
	26 Total expenses and disbursements Add lines 24 and 25	153,512.	18,770.	NONE	134,698.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-47,397.			
	b Net investment income (if negative, enter -0-)		86,630.		
	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			
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶ NONE			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)			
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶ (attach schedule)			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)	1,601,573.	1,554,112.	1,844,910.
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶ (attach schedule)			
	15	Other assets (describe ▶)			
	16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	1,601,573.	1,554,112.	1,844,910.
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)			NONE
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒				
	27	Capital stock, trust principal, or current funds	1,601,573.	1,554,112.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	1,601,573.	1,554,112.	
	31	Total liabilities and net assets/fund balances (see instructions)	1,601,573.	1,554,112.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,601,573.
2	Enter amount from Part I, line 27a	2	-47,397.
3	Other increases not included in line 2 (itemize) ▶ ROUNDING - SALES	3	17.
4	Add lines 1, 2, and 3	4	1,554,193.
5	Decreases not included in line 2 (itemize) ▶ ACCRUED INTEREST PAID	5	81.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,554,112.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 399,172.		336,351.	62,821.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			62,821.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	62,821.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

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

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

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

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

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

(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	93,318.	1,831,029.	0.050965
2010	76,328.	1,775,613.	0.042987
2009	87,573.	1,633,791.	0.053601
2008	97,327.	1,842,434.	0.052825
2007	91,621.	2,002,848.	0.045745
2 Total of line 1, column (d)			2 0.246123
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 0.049225
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 1,801,120.
5 Multiply line 4 by line 3			5 88,660.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 866.
7 Add lines 5 and 6			7 89,526.
8 Enter qualifying distributions from Part XII, line 4			8 134,698.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)	1	866.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3 Add lines 1 and 2	3	866.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	866.
6 Credits/Payments		
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	732.
b Exempt foreign organizations - tax withheld at source	6b	NONE
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE
d Backup withholding erroneously withheld	6d	
7 Total credits and payments. Add lines 6a through 6d	7	732.
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	134.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax ☐ Refunded ☐	11	

Part VII-A Statements Regarding Activities

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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address N/A				
14	The books are in care of OLD NATIONAL TRUST COMPANY Telephone no. (812) 464-1399			
Located at 320 S HIGH STREET, MUNCIE, IN ZIP+4 47305				
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?	16	Yes	No X
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?	☐ Yes	☒ No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☒ No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes	☒ No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes	☐ No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes	☒ No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes	☒ No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		X
Organizations relying on a current notice regarding disaster assistance check here ☐		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		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?	☐ Yes	☒ No
If "Yes," list the years		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes	☒ 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)		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		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(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐ **5b****c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No **6b**

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No **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 320 SOUTH HIGH STREET, MUNCIE, IN 47305	TRUSTEE 1	20,760.	-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
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,828,548.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	1,828,548.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	1,828,548.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	27,428.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,801,120.
6	Minimum investment return. Enter 5% of line 5	6	90,056.

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	90,056.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	866.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	866.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	89,190.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	89,190.
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	89,190.

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	134,698.
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	134,698.
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	866.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	133,832.

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				89,190.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			38,701.	
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 ▶ \$ <u>134,698.</u>				
a Applied to 2011, but not more than line 2a			38,701.	
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				89,190.
e Remaining amount distributed out of corpus . . .	6,807.			
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	6,807.			
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				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 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	6,807.			
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	6,807.			

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

NOT APPLICABLE

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

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

4942(j)(3) or

4942(j)(5)

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

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

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

NONE

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

NONE

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

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

a The name, address, and telephone number 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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
WINCHESTER FRIENDS CHURCH ATTN: TRUSTEES 124 E WASHINGTON ST WINCHESTER IN 47394	NONE	PUBLIC CHA	GERNERAL GENERAL	49,368.
RANDOLPH CENTRAL SCHOOL CORP 103 N EAST ST WINCHESTER IN 47394	NONE	PUBLIC CHA	GENERAL FUNDING	32,911.
ST VINCENT RANDOLPH HOSPITAL ATTN: JOHN ARTHUR WINCHESTER IN 47394	NONE	PUBLIC CHA	GENERAL FUNDING	49,368.
Total			3a	131,647.
b Approved for future payment				
Total			3b	

[illegible]

NOT APPLICABLE

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 ESTIMATES - PRINCIPAL	44.	
FOREIGN TAXES ON QUALIFIED FOR	86.	86.
	-----	-----
TOTALS	130.	86.
	=====	=====

WALTER E. AND BASHIA E. BEST TRUST 300512019

35-6221411

FORM 990PF, PART I - OTHER EXPENSES
=====

REVENUE
AND
EXPENSES
PER BOOKS

CHARITABLE
PURPOSES

DESCRIPTION

ACCOUNT FILING FEE

150.

150.

TOTALS

150.

150.

REPORT PTR207 5M OLD NATIONAL TRUST COMPANY
 30-0512-01-9 WALTER E AND BASHIA E BEST TRUST

AS OF ACCOUNT HOLDINGS

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CUSIP NUMBER	SECURITY DESCRIPTION	UNITS	CARRYING VALUE	PRICE DATE 12/31/2012	MARKET VALUE
002824-10-0	ABBOTT LABS	320.000	17,525.35	65.500 12/31/2012	20,960.00
012653-10-1	ALBEMARLE CORP	150.000	9,055.08	62.120 12/31/2012	9,318.00
018490-10-2	ALLERGAN INC COM	145.000	13,556.71	91.730 12/31/2012	13,300.85
037833-10-0	APPLE INC	65.000	8,085.50	532.172 12/31/2012	34,591.24
06738G-40-7	BARCLAYS BK IPATH INDL COMMODITY ETN	415.000	11,680.95	34.870 12/31/2012	14,471.09
075887-AS-8	BECTON DICKINSON & CO 4.55% 04/15/2013	50,000.000	47,844.50	101.150 12/31/2012	50,575.00
166764-10-0	CHEVRON CORP	125.000	13,173.11	108.140 12/31/2012	13,517.50
171340-10-2	CHURCH & DWIGHT INC	240.000	5,051.09	53.570 12/31/2012	12,856.80
172967-ES-6	CITIGROUP INC 6.125% 05/15/2018	25,000.000	29,957.50	119.841 12/31/2012	29,960.25
172967-42-4	CITIGROUP INC	277.000	12,356.75	39.560 12/31/2012	10,958.12
22160K-10-5	COSTCO WHSL CORP NEW	125.000	6,480.15	98.730 12/31/2012	12,341.25
235851-10-2	DANAHER CORP	405.000	13,277.86	55.900 12/31/2012	22,639.50
244199-10-5	DEERE & CO	185.000	8,030.00	86.420 12/31/2012	15,987.70
250847-EF-3	DETROIT EDISON 3.45% 10/01/2020-2020	30,000.000	30,307.80	109.630 12/31/2012	32,889.00
25490A-30-9	DIRECTV	445.000	20,950.14	50.160 12/31/2012	22,321.20
262028-30-1	DRIEHAUS EMERGING MKTS GROWTH FD #3	1,534.407	37,470.75	30.610 12/31/2012	46,968.20
268648-10-2	EMC CORP	680.000	11,750.66	25.300 12/31/2012	17,204.00

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AS OF DATE: 12/31/12

CUSIP NUMBER	SECURITY DESCRIPTION	UNITS	CARRYING VALUE	PRICE DATE	MARKET VALUE
269858-30-4	EAGLE SMALL CAP GROWTH CL I FD #3933	439.981	18,730.00	43.760 12/31/2012	19,253.57
291011-10-4	EMERSON ELEC CO	280.000	7,907.34	52.960 12/31/2012	14,828.80
30231G-10-2	EXXON MOBIL CORP	300.000	22,524.77	86.550 12/31/2012	25,965.00
302570-BJ-4	FPL GROUP CAP INC 2.6% 09/01/2015	20,000.000	19,993.40	104.188 12/31/2012	20,837.60
3133XV-RK-9	FED HOME LN BK 4.125% 12/13/2019	75,000.000	75,397.50	118.688 12/31/2012	89,016.00
313371-ZX-7	FED HOME LN BK 2.625% 12/08/2017	50,000.000	52,706.00	108.840 12/31/2012	54,420.00
313376-AV-7	FED HOME LN BK 2.78% 11/04/2021	25,000.000	26,482.40	108.607 12/31/2012	27,151.75
3135G0-BY-8	FED NAT MTG ASSOC 0.875% 08/28/2014	65,000.000	65,375.70	101.049 12/31/2012	65,681.85
31359M-Z2-2	FED NAT MTG ASSOC 5.45% 10/18/2021-2016	100,000.000	118,436.00	117.385 12/31/2012	117,385.00
3137EA-DB-2	FED HOME LN MTG 2.375% 01/13/2022	20,000.000	19,912.80	104.467 12/31/2012	20,893.40
31398A-4M-1	FED NAT MTG ASSOC 1.625% 10/26/2015	30,000.000	30,388.50	103.523 12/31/2012	31,056.90
314172-26-3	FEDERATED CLOVER SMALL VALUE CL IS FD #659	872.380	18,730.00	20.840 12/31/2012	18,180.40
354613-10-1	FRANKLIN RES INC	65.000	3,580.20	125.700 12/31/2012	8,170.50
354730-WA-7	FRANKLIN TN GO *TAXABLE BAB* 4.8% 03/01/2021-2019	50,000.000	50,841.00	115.857 12/31/2012	57,928.50
38141G-FW-1	GOLDMAN SACHS 6.15% 04/01/2018	20,000.000	21,850.00	117.477 12/31/2012	23,495.40
38141G-10-4	GOLDMAN SACHS	90.000	14,216.45	127.560 12/31/2012	11,480.40
38141W-39-8	GOLDMAN SACHS MID CAP VALUE INSTL FD #864	2,093.693	45,352.67	39.290 12/31/2012	82,261.20

REPORT PTR207 5M OLD NATIONAL TRUST COMPANY
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AS OF ACCOUNT HOLDINGS

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CUSIP NUMBER	SECURITY DESCRIPTION	UNITS	CARRYING VALUE	PRICE DATE	MARKET VALUE
38142Y-40-1	GOLDMAN SACHS GROWTH OPPORTUNITIES CL I FD #1132	2,243.621	46,474.42	24.710 12/31/2012	55,439.87
38143A-JX-4	GOLDMAN SACHS BK USA, NEW YORK NY CTF DEP 0.7% 02/18/2014	50,000.000	50,000.00	100.411 12/31/2012	50,205.50
438516-AY-2	HONEYWELL INTL INC 3.875% 02/15/2014	30,000.000	30,540.00	103.809 12/31/2012	31,142.70
444859-10-2	HUMANA INC	130.000	9,847.38	68.630 12/31/2012	8,921.90
459200-10-1	INTL BUSINESS MACHS CORP	120.000	12,181.36	191.550 12/31/2012	22,986.00
46625H-HP-8	JPMORGAN CHASE & CO 3.7% 01/20/2015	40,000.000	39,930.00	105.288 12/31/2012	42,115.20
46625H-10-0	JPMORGAN CHASE & CO	435.000	16,280.81	43.969 12/31/2012	19,126.56
580135-10-1	MCDONALDS CORP	170.000	6,538.20	88.210 12/31/2012	14,995.70
59018Y-N6-4	MERRILL LYNCH 6.875% 04/25/2018	40,000.000	41,376.40	120.545 12/31/2012	48,218.00
59156R-10-8	METLIFE INC	440.000	16,946.79	32.940 12/31/2012	14,493.60
60934N-10-4	FEDERATED GOVERNMENT OBLIGATION FUND #5	13,889.890	13,889.89	1.000 12/31/2012	13,889.89
655044-10-5	NOBLE ENERGY INC	105.000	5,899.45	101.740 12/31/2012	10,682.70
68389X-10-5	ORACLE CORP	655.000	22,054.56	33.320 12/31/2012	21,824.60
714290-10-3	PERRIGO CO	75.000	7,762.33	104.030 12/31/2012	7,802.25
717081-AR-4	PFIZER INC 4.5% 02/15/2014	50,000.000	50,109.50	104.516 12/31/2012	52,258.00
74005P-10-4	PRAXAIR INC	160.000	9,384.10	109.450 12/31/2012	17,512.00
747525-10-3	QUALCOMM INC	340.000	18,829.60	61.859 12/31/2012	21,032.26

CUSIP NUMBER	SECURITY DESCRIPTION	UNITS	CARRYING VALUE	PRICE DATE	MARKET VALUE
74762E-10-2	QUANTA SVCS INC	440.000	8,817.56	27.290 12/31/2012	12,007.60
806857-10-8	SCHLUMBERGER LTD	155.000	8,738.48	69.298 12/31/2012	10,741.28
81369Y-30-8	SELECT SECTOR SPDR CONSUMER STAPLES	250.000	8,582.48	34.900 12/31/2012	8,725.00
81369Y-40-7	SELECT SECTOR SPDR CONSUMER DISCRETIONARY	165.000	3,128.06	47.439 12/31/2012	7,827.45
81369Y-88-6	SELECT SECTOR SPDR TR UTILS	235.000	8,654.86	34.920 12/31/2012	8,206.32
858912-10-8	STERICYCLE INC	115.000	4,185.77	93.280 12/31/2012	10,727.20
872540-10-9	TJX CO INC	270.000	6,279.89	42.450 12/31/2012	11,461.50
87612E-10-6	TARGET CORP	285.000	7,428.38	59.170 12/31/2012	16,863.45
883556-10-2	THERMO FISHER SCIENTIFIC INC	290.000	14,629.85	63.780 12/31/2012	18,496.20
885215-56-6	THORNBURG INTL VALUE CL I FD #209	1,642.391	42,143.80	28.090 12/31/2012	46,134.76
912828-LP-3	US TREASURY N/B 3% 09/30/2016	35,000.000	35,880.47	109.305 12/31/2012	38,256.75
912828-QY-9	US TREASURY N/B 2.25% 07/31/2018	20,000.000	21,103.13	107.727 12/31/2012	21,545.40
922908-55-3	VANGUARD REIT ETF	495.000	22,329.92	65.800 12/31/2012	32,571.00
92826C-83-9	VISA INC CL A	175.000	12,500.24	151.580 12/31/2012	26,526.50
931142-10-3	WALMART STORES INC	265.000	15,554.05	68.230 12/31/2012	18,080.95
931422-10-9	WALGREEN CO	430.000	13,717.36	37.010 12/31/2012	15,914.30
949746-10-1	WELLS FARGO & CO NEW	565.000	13,414.74	34.180 12/31/2012	19,311.70

REPORT PTR207 5M OLD NATIONAL TRUST COMPANY
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CUSIP NUMBER SECURITY DESCRIPTION

AS OF ACCOUNT HOLDINGS

AS OF DATE: 12/31/12

	UNITS	CARRYING VALUE	PRICE PRICE DATE	MARKET VALUE
TOTAL HOLDINGS		1,554,112.46		1,844,910.06
TOTAL INCOME CASH		349,920.85-		349,920.85-
TOTAL PRINCIPAL CASH		349,920.85		349,920.85
TOTAL ACCOUNT		1,554,112.46		1,844,910.06

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