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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

For calendar year **2012** or tax year beginning **07/01, 2012**, and ending **06/30, 2013**

Name of foundation **OLIN CORPORATION CHARITABLE TRUST**
496-1019009420

A Employer identification number
43-6022750

Number and street (or P O box number if mail is not delivered to street address) Room/suite
1525 W W.T. HARRIS BLVD. D1114-044

B Telephone number (see instructions)
800- 352-3705

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

C If exemption application is pending, check here

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

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

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

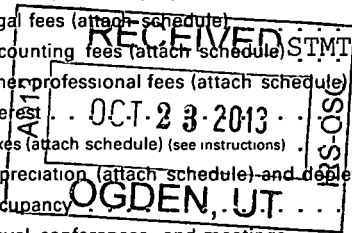
E If private foundation status was terminated under section 507(b)(1)(A), check here

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 1,092,389.**

J Accounting method: Cash Accrual
 Other (specify) _____
(Part I, column (d) must be on cash basis.)

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) | 500,000. | | | |
| | 2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B | | | | |
| | 3 Interest on savings and temporary cash investments | | | | |
| | 4 Dividends and interest from securities | 101. | 101. | | STMT 1 |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | 3. | | | |
| | b Gross sales price for all assets on line 6a | 3. | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | 3. | | |
| | 8 Net short-term capital gain | | | | |
| | 9 Income modifications | | | | |
| | 10a Gross sales less returns and allowances | | | | |
| b Less Cost of goods sold | | | | | |
| c Gross profit or (loss) (attach schedule) | | | | | |
| 11 Other income (attach schedule) | | | | | |
| 12 Total Add lines 1 through 11 | 500,104. | 104. | | | |
| Operating and Administrative Expenses | 13 Compensation of officers, directors, trustees, etc | 15,953. | 11,965. | | 3,988. |
| | 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 2 | 2,000. | NONE | NONE | 2,000. |
| | c Other professional fees (attach schedule) | | | | |
| | 17 Interest | | | | |
| | 18 Taxes (attach schedule) (see instructions) | | | | |
| | 19 Depreciation (attach schedule) and depletion | | | | |
| | 20 Occupancy | | | | |
| | 21 Travel, conferences, and meetings | | NONE | NONE | |
| | 22 Printing and publications | | NONE | NONE | |
| | 23 Other expenses (attach schedule) STMT 3 | 3,000. | | | 3,000. |
| | 24 Total operating and administrative expenses. Add lines 13 through 23 | 20,953. | 11,965. | NONE | 8,988. |
| | 25 Contributions, gifts, grants paid | 344,468. | | | 344,468. |
| 26 Total expenses and disbursements Add lines 24 and 25 | 365,421. | 11,965. | NONE | 353,456. | |
| 27 Subtract line 26 from line 12 | a Excess of revenue over expenses and disbursements | 134,683. | | | |
| | b Net investment income (if negative, enter -0-) | | -0- | | |
| | 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 | 957,707. | 1,092,389. | 1,092,389. |
| | 3 | Accounts receivable | | | |
| | | Less: allowance for doubtful accounts | | | |
| | 4 | Pledges receivable | | | |
| | | Less: allowance for doubtful accounts | | | |
| | 5 | Grants receivable | | | |
| | 6 | Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) | | | |
| | 7 | Other notes and loans receivable (attach schedule) | | | |
| | | Less: allowance for doubtful accounts | NONE | | |
| | 8 | Inventories for sale or use | | | |
| | 9 | Prepaid expenses and deferred charges | | | |
| | 10 a | Investments - U S and state government obligations (attach schedule) | | | |
| | b | Investments - corporate stock (attach schedule) | | | |
| | c | Investments - corporate bonds (attach schedule) | | | |
| | 11 | Investments - land, buildings, and equipment basis | | | |
| | Less accumulated depreciation (attach schedule) | | | | |
| 12 | Investments - mortgage loans | | | | |
| 13 | Investments - other (attach schedule) | | | | |
| 14 | Land, buildings, and equipment basis | | | | |
| | Less accumulated depreciation (attach schedule) | | | | |
| 15 | Other assets (describe) | | | | |
| 16 | Total assets (to be completed by all filers - see the instructions Also, see page 1, item I) | 957,707. | 1,092,389. | 1,092,389. | |
| 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 | 957,707. | 1,092,389. | |
| | 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) | 957,707. | 1,092,389. | | |
| 31 | Total liabilities and net assets/fund balances (see instructions) | 957,707. | 1,092,389. | | |

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 | 957,707. |
| 2 | Enter amount from Part I, line 27a | 2 | 134,683. |
| 3 | Other increases not included in line 2 (itemize) MUTUAL FUND TAX EFFECTIVE DATE BEFORE TYE | 3 | 8. |
| 4 | Add lines 1, 2, and 3 | 4 | 1,092,398. |
| 5 | Decreases not included in line 2 (itemize) MUTUAL FUND TAX EFFECTIVE DATE AFTER TYE | 5 | 9. |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 1,092,389. |

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 3. | | | 3. | | | |
| 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 | | | 3. | | | |
| 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 | 3. | |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 | | | | 3 | | |

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

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

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

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

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

| (a) Base period years Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio (col (b) divided by col (c)) |
|--|--|--|---|
| 2011 | 479,365. | 887,800. | 0.539947 |
| 2010 | 261,309. | 996,556. | 0.262212 |
| 2009 | 303,136. | 1,022,818. | 0.296373 |
| 2008 | 242,480. | 860,291. | 0.281858 |
| 2007 | 189,634. | 853,430. | 0.222202 |
| 2 Total of line 1, column (d) | | | 1.602592 |
| 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 | | | 0.320518 |
| 4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 | | | 833,802. |
| 5 Multiply line 4 by line 3 | | | 267,249. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | | | |
| 7 Add lines 5 and 6 | | | 267,249. |
| 8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions. | | | 353,456. |

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

Table with 11 rows for excise tax calculations. Includes categories like 'Exempt operating foundations', 'Domestic foundations', and 'Tax based on investment income'. Total amount owed is NONE.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political influence, tax on political expenditures, and substantial contributors. Includes 'MO' and 'STMT 4' entries.

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 Wells Fargo Bank NA Telephone no (800) 352-3705
Located at 1 WEST 4TH STREET, WINSTON-SALEM, NC ZIP+4 27101
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here 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.

1a During the year did the foundation (either directly or indirectly):
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? X Yes No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? X 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 X No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) Yes X No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 1b 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? 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? Yes X No
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) 2b X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes X No
b If "Yes," did it have excess business holdings in 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:
- (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)? **5b**
- Organizations relying on a current notice regarding disaster assistance check here
- c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
- If "Yes," attach the statement required by Regulations section 53.4945-5(d)
- 6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No
- b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No **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? 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 |
|----------------------|---|---|---|---------------------------------------|
| SEE STATEMENT 5 | | 15,953. | -0- | -0- |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

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

| (a) Name and address of each employee paid more than \$50,000 | (b) Title, and average hours per week devoted to position | (c) Compensation | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---|---|------------------|---|---------------------------------------|
| NONE | | NONE | NONE | NONE |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

Total number of other employees paid over \$50,000 **NONE**

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

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

| (a) Name and address of each person paid more than \$50,000 | (b) Type of service | (c) Compensation |
|---|---------------------|------------------|
| NONE | | NONE |
| | | |
| | | |
| | | |
| | | |
| Total number of others receiving over \$50,000 for professional services | | NONE |

Part IX-A Summary of Direct Charitable Activities

| List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc. | Expenses |
|--|----------|
| 1 NONE | |
| | |
| 2 | |
| | |
| 3 | |
| | |
| 4 | |
| | |

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

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

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

| | | | |
|----------|---|-----------|----------|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes: | | |
| a | Average monthly fair market value of securities | 1a | NONE |
| b | Average of monthly cash balances | 1b | 846,500. |
| c | Fair market value of all other assets (see instructions) | 1c | NONE |
| d | Total (add lines 1a, b, and c) | 1d | 846,500. |
| 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 | 846,500. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 12,698. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 833,802. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 41,690. |

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 | 41,690. |
| 2a | Tax on investment income for 2012 from Part VI, line 5 | 2a | NONE |
| b | Income tax for 2012. (This does not include the tax from Part VI.) | 2b | |
| c | Add lines 2a and 2b | 2c | NONE |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 41,690. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | NONE |
| 5 | Add lines 3 and 4 | 5 | 41,690. |
| 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 | 41,690. |

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 | 353,456. |
| 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 | 353,456. |
| 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 | |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 353,456. |

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 | | | | 41,690. |
| 2 Undistributed income, if any, as of the end of 2012 | | | | |
| a Enter amount for 2011 only | | | NONE | |
| b Total for prior years 20____, 20____, 20____ | | NONE | | |
| 3 Excess distributions carryover, if any, to 2012 | | | | |
| a From 2007 | 269,249. | | | |
| b From 2008 | 147,241. | | | |
| c From 2009 | 251,995. | | | |
| d From 2010 | 207,656. | | | |
| e From 2011 | 434,975. | | | |
| f Total of lines 3a through e | 1,311,116. | | | |
| 4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 353,456. | | | | |
| a Applied to 2011, but not more than line 2a | | | NONE | |
| b Applied to undistributed income of prior years (Election required - see instructions) | | NONE | | |
| c Treated as distributions out of corpus (Election required - see instructions) | NONE | | | |
| d Applied to 2012 distributable amount | | | | 41,690. |
| e Remaining amount distributed out of corpus | 311,766. | | | |
| 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 | 1,622,882. | | | |
| 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 | | | NONE | |
| 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) | 269,249. | | | |
| 9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a | 1,353,633. | | | |
| 10 Analysis of line 9: | | | | |
| a Excess from 2008 | 147,241. | | | |
| b Excess from 2009 | 251,995. | | | |
| c Excess from 2010 | 207,656. | | | |
| d Excess from 2011 | 434,975. | | | |
| e Excess from 2012 | 311,766. | | | |

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

NOT APPLICABLE

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

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

Table with columns: Tax year (a) 2012, (b) 2011, (c) 2010, (d) 2009, (e) Total. Rows include: 2a Adjusted net income, b 85% of line 2a, c Qualifying distributions, d Exempt activities, e Qualifying distributions for active conduct, 3 Alternative tests (Assets, Endowment, Support).

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 ATTACHED DETAIL

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.

SEE ATTACHED DETAIL

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:

SEE STATEMENT 7

b The form in which applications should be submitted and information and materials they should include:

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

| Recipient Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|--|---|--------------------------------|----------------------------------|----------|
| a Paid during the year | | | | |
| SEE ATTACHED SCHEDULE VARIOUS VARIOUS MO | NONE | PUBLIC CHA | SUPPORT | 344,468. |
| Total ▶ 3a | | | | 344,468. |
| b Approved for future payment | | | | |
| Total ▶ 3b | | | | |

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

| | |
|--|--|
| Name of the organization OLIN CORPORATION CHARITABLE TRUST | Employer identification number 43-6022750 |
|--|--|

Organization type (check one):

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

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

General Rule

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

Special Rules

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

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

| | |
|--|---|
| Name of organization OLIN CORPORATION CHARITABLE TRUST | Employer identification number 43-6022750 |
|--|---|

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

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

| Organization | Tax ID | Tax Status | Grant Purpose | Payment Date | Amount |
|---|--|---------------|---------------|--------------|--------|
| Repertory Theatre of St Louis Post Office Box 191730 St. Louis, MO 63119 | 430970273 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported | Matching Gift | 7/19/2012 | \$1,000.00 | |
| St. Joseph College Corporation 1678 Asylum Avenue West Hartford, CT 06117 | 060646829 501(c)(3) FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School | Matching Gift | 7/19/2012 | \$5,000.00 | |
| Syracuse University Comptroller's Office 122 Skytop Office Building Syracuse, NY 13244 | 150532081 501(c)(3) FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School | Matching Gift | 7/19/2012 | \$50.00 | |
| York College of Pennsylvania Grantley Hall 125 441 Country Club Road York, PA 17403 | 231352698 501(c)(3) FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School | Matching Gift | 7/19/2012 | \$1,557.25 | |
| National Merit Scholarship Corporation 1560 Sherman Avenue, Suite 200 Evanston, IL 60201-4897 | 362307745 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported | Matching Gift | 7/24/2012 | \$1,240.00 | |
| Lee University 1120 North Ocoee Street Cleveland, TN 37311 | 620502739 501(c)(3) FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School | Matching Gift | 8/6/2012 | \$1,200.00 | |
| American Cancer Society, Inc. 6221 Shallowford Road, Suite 102 Chattanooga, TN 37421 | 131788491 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported | Matching Gift | 9/10/2012 | \$5,000.00 | |
| Boys & Girls Clubs of North Mississippi, Inc. Post Office Box 1098 Tupelo, MS 38802 | 640880602 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported | Matching Gift | 9/10/2012 | \$2,500.00 | |
| Cleveland/Bradley County Chamber Foundation Post Office Box 2275 Cleveland, TN 37320 | 51-0168660 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported | Matching Gift | 9/10/2012 | \$2,300.00 | |

| Organization | Tax ID | Tax Status | Grant Purpose | Payment Date | Amount |
|---|-------------------------|---|---------------|--------------|------------|
| FIRST NV - Basic High School Robotics Team 2620 Golfside Drive Las Vegas, NV 89134 | 222990908 501(c)(3) | FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported | | 9/10/2012 | \$5,000.00 |
| McCaw School of Mines Foundation Post Office Box 91208 Henderson, NV 89009-1208 | 88-0366126 501(c)(3) | FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported | | 9/10/2012 | \$5,000.00 |
| Sweetwater-Monroe County United Fund Post Office Box 7422 Sweetwater, TN 37384-0722 | 237433635 501(c)(3) | FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported | | 9/10/2012 | \$270.00 |
| Tennessee Association of Business Foundation 611 Commerce Street, Suite 3030 Nashville, TN 37203-3742 | 581750875 501(c)(3) | FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported | | 9/10/2012 | \$250.00 |
| United Community Fund of Calhoun Post Office Box 22 Calhoun, TN 37309 | 621212785 501(c)(3) | FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported | | 9/10/2012 | \$1,080.00 |
| United Way of Bradley County Post Office Box 193 Cleveland, TN 37364-0193 | 620548418 501(c)(3) | FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported | | 9/10/2012 | \$5,450.00 |
| United Way of Chattanooga Post Office Box 4027 Chattanooga, TN 37405 | 620565962 501(c)(3) | FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported | | 9/10/2012 | \$540.00 |
| United Way of McMinn & Meigs Counties Post Office Box 1681 Athens, TN 37371-1681 | 237127376 501(c)(3) | FC16-509(a)(2) under 170(b)(1)(A)(vii) | | 9/10/2012 | \$2,160.00 |

| Organization | Tax ID Tax Status | Grant Purpose | Payment Date | Amount |
|---|---|----------------------------|--------------|-------------|
| United Way of Oxford-Lafayette County, Inc. 440 North Lamar Boulevard, Suite 5 Oxford, MS 38655 | 640676151 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported | | 9/10/2012 | \$10,000.00 |
| United Way of Southwest Alabama Post Office Drawer 89 Mobile, AL 36601 | 630351568 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported | | 9/10/2012 | \$9,800.00 |
| Buffalo Area Engineering Awareness for Minorities, Inc Box 900 Buffalo, NY 14072 | 16-1900480 501(c)(3) | | 10/1/2012 | \$200.00 |
| International Rett Syndrome Foundation 4600 Devitt Drive Cincinnati, OH 45246 | 311682518 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported | | 10/1/2012 | \$2,500.00 |
| Salvation Army Post Office Box 28369 Las Vegas, NV 89126 | 222406433 501(c)(3) FC10 - 509(a)(1) in 170(b)(1)(A)(i) - Church | | 10/1/2012 | \$5,000.00 |
| American Red Cross Rio Hondo Chapter 6706 South Friends Avenue Whittier, CA 90601 | 530196605 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported | General Operating Support | 10/11/2012 | \$5,000.00 |
| Career Compass of Louisiana 17425 Jefferson Highway, Suite G Baton Rouge, LA 70817 | 204511965 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported | General Operating Support | 10/11/2012 | \$4,000.00 |
| Iberville Math, Science & Arts Academy East 1825 Hwy. 30 St. Gabriel, LA 70776 | School (not found on guidestar.org) | General Operating Expenses | 10/11/2012 | \$5,000.00 |
| Lafayette County School District 100 Commodore Drive Oxford, MS 38655 | 64-6000561 School (not found on guidestar.org) | General Operating Support | 10/11/2012 | \$10,000.00 |

| Organization | Tax ID | Tax Status | Grant Purpose | Payment Date | Amount |
|---|---|--|---------------------------|--------------|------------|
| Susan G. Komen for the Cure 9151 Interline Avenue, Suite 8A Baton Rouge, LA 70809 | 751835298 501(c)(3) FC16-509(a)(2) under 170(b)(1)(A)(vii) | 170(c)(1) - Government Entity (not found on guidestar.org) | General Operating Support | 10/11/2012 | \$1,000.00 |
| Tacoma Fire Department c/o City of Tacoma 901 Fawcett Avenue Tacoma, WA 98402-5699 | 431143899 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported | 170(c)(1) - Government Entity (not found on guidestar.org) | General Operating Support | 10/11/2012 | \$1,000.00 |
| The Alliance on Mental Illness - NAMI St Louis Chapter 1750 South Brentwood Boulevard, Suite 511 Saint Louis, MO 63144-1341 | 636001138 501(c)(3) FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School | 170(c)(1) - Government Entity (not found on guidestar.org) | Matching Gift - Education | 10/23/2012 | \$53.50 |
| Board of Trustees for the University of Alabama Post Office Box 870142 Tuscaloosa, AL 35487-0142 | School (not found on guidestar.org) | 170(c)(1) - Government Entity (not found on guidestar.org) | Library | 10/23/2012 | \$1,500.00 |
| McIntosh Elementary School Post Office Box 357 8945 Hwy 43 North McIntosh, AL 36553 | School (not found on guidestar.org) | 170(c)(1) - Government Entity (not found on guidestar.org) | Agri-Science Class | 10/23/2012 | \$2,000.00 |
| McIntosh High School Post Office Box 359 7010 Hwy 43 McIntosh, AL 36553 | 386006309 501(c)(3) FC13 - 509(a)(1) in 170(b)(1)(A)(iv) - Educational for the Benefit of State or Municipal Colleges or Universities | 170(c)(1) - Government Entity (not found on guidestar.org) | Mathing Gift - Education | 10/23/2012 | \$50.00 |
| Regents of the University of Michigan 3003 South State Street G395 Ann Arbor, MI 48109-1276 | School (not found on guidestar.org) | 170(c)(1) - Government Entity (not found on guidestar.org) | General Support | 10/23/2012 | \$5,000.00 |
| Robert Taylor Elementary School 144 Westminster Way Henderson, NV 89015 | | | | | |

| Organization | Tax ID | Tax Status | Grant Purpose | Payment Date | Amount |
|---|---|------------|---------------------------------------|--------------|-------------|
| Salvation Army 1015 North Lamar Boulevard Oxford, MS 38655 | 58-0660607 501(c)(3) FC10 - 509(a)(1) in 170(b)(1)(A)(i) - Church | | General Operating Expenses | 10/23/2012 | \$2,500.00 |
| St. Louis University Office of Student Services 221 North Grand Boulevard, Room 121 Saint Louis, MO 63103-2097 | 430654872 501(c)(3) FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School | | Mathing Gift - Glennon Education Fund | 10/23/2012 | \$50.00 |
| St. Louis Zoo Foundation 1 Government Drive Saint Louis, MO 63110-1332 | 431727309 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported | | Matching Gift - Arts & Culture | 10/23/2012 | \$60.00 |
| The University of Texas at Austin 1 University Station Austin, TX 78712 | School (not found on guidestar.org) | | Matching Gift - Education | 10/23/2012 | \$50.00 |
| Trinity Catholic High School 1720 Redman Road St. Louis, MO 63138 | School (not found on guidestar.org) | | Matching Gift - Education | 10/23/2012 | \$500.00 |
| University of Mississippi Foundation Post Office Box 249 University, MS 38677 | 237310293 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported | | Matching Gift - Education | 10/23/2012 | \$280.00 |
| William Marsh Rice University Post Office Box 1892 Houston, TX 77251 | 741109620 501(c)(3) FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School | | Matching Gift - Education | 10/23/2012 | \$5,000.00 |
| Alabama High School of Mathematics and Science Foundation 1255 Dauphin Street Mobile, AL 36604 | 57-0902925 501(c)(3) FC17-509(a)(3) under 170(b)(1)(A)(viii) | | General Operating Expenses | 11/5/2012 | \$4,000.00 |
| United Way of Greater St. Louis Inc. 910 North 11th Street Saint Louis, MO 63101-1018 | 430714167 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported | | 2012 Campaign Pledge | 11/15/2012 | \$88,000.00 |

| Organization | Tax ID | Tax Status | Grant Purpose | Payment Date | Amount |
|--|---|--------------------------------|---------------|--------------|--------|
| Chesapeake Conservancy Inc. 410 Severn Avenue, Suite 405 Annapolis, MD 21403-2570 | 262271377 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported | Matching Gift - Arts & Culture | 12/14/2012 | \$500.00 | |
| Curators of the University of Missouri - Missouri University of Science & Technology 1870 Miner Circle Rolla, MO 65409 | 351410757 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported | Matching Gift - Education | 12/14/2012 | \$125.00 | |
| Girls Preparatory School Inc. 205 Island Avenue Chattanooga, TN 37405 | 620475682 501(c)(3) FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School | Matching Gift - Education | 12/14/2012 | \$300.00 | |
| Harvard University 1033 Massachusetts Avenue, Suite 3 Cambridge, MA 02138 | 53-0199180 501(c)(3) FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School | Matching Gift - Education | 12/14/2012 | \$175.00 | |
| Louisiana State University Foundation 3838 West Lakeshore Drive Baton Rouge, LA 70808 | 726020969 501(c)(3) FC13 - 509(a)(1) in 170(b)(1)(A)(iv) - Educational for the Benefit of State or Municipal Colleges or Universities | Matching Gift - Education | 12/14/2012 | \$500.00 | |
| Northwest Mississippi Community College Foundation 4975 Highway 51 North Senatobia, MS 38668-1714 | 510161757 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported | Scholarship Endowment | 12/14/2012 | \$20,000.00 | |
| Rose-Hulman Institute of Technology 5500 Wabash Avenue Terre Haute, IN 47803 | 350868149 501(c)(3) FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School | Matching Gift - Education | 12/14/2012 | \$62.50 | |
| Swarthmore College 500 College Avenue Swarthmore, PA 19081 | 231352683 501(c)(3) FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School | Matching Gift - Education | 12/14/2012 | \$500.00 | |
| Synetic Theatre Inc. 2611 Jefferson Davis Hwy., Suite 103 Arlington, VA 22202-4016 | 522001215 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported | Matching Gift - Arts & Culture | 12/14/2012 | \$250.00 | |

| Organization | Tax ID | Tax Status | Grant Purpose | Payment Date | Amount |
|--|-------------------------|---|--------------------------------|--------------|------------|
| The Conservation Fund A Nonprofit Corporation 1655 North Fort Myer Drive Suite 1300 Arlington, VA 22209 | 521388917 501(c)(3) | FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported | Matching Gift - Arts & Culture | 12/14/2012 | \$1,000.00 |
| The University of Tennessee Foundation Inc. 1345 Circle Park Drive Knoxville, TN 37996-0332 | 62-1844686 501(c)(3) | FC13 - 509(a)(1) in 170(b)(1)(A)(iv) - Educational for the Benefit of State or Municipal Colleges or Universities | Matching Gift - Education | 12/14/2012 | \$50.00 |
| University of Iowa Foundation Post Office Box 4550 Iowa City, IA 52244-4550 | 420796760 501(c)(3) | FC13 - 509(a)(1) in 170(b)(1)(A)(iv) - Educational for the Benefit of State or Municipal Colleges or Universities | Matching Gift - Education | 12/14/2012 | \$50.00 |
| Washington University 700 Rosedale Avenue Box 1000 St. Louis, MO 63112-0000 | 430653611 501(c)(3) | FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School | Matching Gift - Education | 12/14/2012 | \$62.50 |
| American Cancer Society Inc. 4207 Lindell Boulevard, Suite 2 St. Louis, MO 63108 | 131788491 501(c)(3) | FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported | General Operating Expenses | 4/5/2013 | \$3,000.00 |
| American Cancer Society Inc. 5 Schiber Court, Building A Maryville, IL 62062 | 131788491 501(c)(3) | FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported | General Operating Expenses | 4/5/2013 | \$1,000.00 |
| Arts & Education Council of Greater St. Louis 3547 Olive Street St. Louis, MO 63103-1014 | 430790672 501(c)(3) | FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported | General Operating Expenses | 4/5/2013 | \$1,000.00 |

| Organization | Tax ID Tax Status | Grant Purpose | Payment Date | Amount |
|---|---|---|--------------|-------------|
| Buffalo Bill Historical Center 720 Sheridan Avenue Cody, WY 82414 | 830180403 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported | General Operating Expenses | 4/5/2013 | \$50,000.00 |
| Central Illinois Honor Flight Inc. 712 East Jefferson Avenue Effingham, IL 62401-3407 | 943450169 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported | General Operating Expenses | 4/5/2013 | \$2,000.00 |
| Chemical Educational Foundation 1555 Wilson Boulevard, Suite 700 Arlington, VA 22209 | 52-1780515 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported | General Operating Expenses (\$4,000) and "You be the Chemist" Program (\$1,000) | 4/5/2013 | \$5,000.00 |
| Cleveland State Community College Foundation Post Office Box 3570 Cleveland, TN 37320-0000 | 237148122 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported | General Operating Expenses | 4/5/2013 | \$500.00 |
| Junior Achievement of Southwestern Illinois 315 South Central Avenue Post Office Box 12 Roxana, IL 62084-9998 | 841267604 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported | General Operating Expenses | 4/5/2013 | \$1,000.00 |
| Junior Achievement of the Ocoee Region, Inc. Post Office Box 2202 Cleveland, TN 37320 | 841267604 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported | General Operating Expenses | 4/5/2013 | \$750.00 |
| Lewis and Clark Community College Foundation 5800 Godfrey Road Godfrey, IL 62035 | 371000402 501(c)(3) FC13 - 509(a)(1) in 170(b)(1)(A)(iv) - Educational for the Benefit of State or Municipal Colleges or Universities | Minority Scholarship | 4/5/2013 | \$1,000.00 |
| Missouri Colleges Fund, Inc. 3401 West Truman Boulevard, Suite 202 Jefferson City, MO 65109 | 430680952 501(c)(3) FC16-509(a)(2) under 170(b)(1)(A)(vii) | General Operating Expenses | 4/5/2013 | \$2,000.00 |

| Organization | Tax ID | Tax Status | Grant Purpose | Payment Date | Amount |
|---|---|-------------------------------------|------------------------------|--------------|------------|
| Missouri University of Science and Technology G-4 Parker Hall Rolla, MO 65409-0970 | | School (not found on guidestar.org) | Women in Engineering Program | 4/5/2013 | \$2,000.00 |
| National Multiple Sclerosis Society - Greater Connecticut Chapter 659 Tower Avenue, 1st Floor Hartford, CT 06112-1269 | 060792055 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported | | General Operating Expenses | 4/5/2013 | \$750.00 |
| Saint Anthony's Health Center Post Office Box 340 Alton, IL 62002-0340 | 370661234 501(c)(3) FC12 - 509(a)(1) in 170(b)(1)(A)(iii) - Hospital/Medical Research | | General Operating Expenses | 4/5/2013 | \$3,000.00 |
| Saltville Volunteer Fire Department Inc. Post Office Box 930 Saltville, VA 24370-0930 | 541143501 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported | | General Operating Expenses | 4/5/2013 | \$375.00 |
| Saltville Rescue Squad Inc. 126 Battleground Avenue Saltville, VA 24370-3387 | 311638300 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported | | General Operating Expenses | 4/5/2013 | \$375.00 |
| Salvation Army 1130 Hampton Avenue St. Louis, MO 63139 | 440545998 501(c)(3) FC10 - 509(a)(1) in 170(b)(1)(A)(i) - Church | | Program Sponsorships | 4/5/2013 | \$5,000.00 |
| Special Olympics Illinois 1318 Mercantile Drive Highland, IL 62249 | 362922811 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported | | Event Sponsorships | 4/5/2013 | \$3,500.00 |
| Tax Foundation 529 14th Street NW, Suite 420 Washington, DC 20045-1414 | 521703065 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported | | General Operating Expenses | 4/5/2013 | \$3,000.00 |

| Organization | Tax ID | Tax Status | Grant Purpose | Payment Date | Amount |
|---|---|----------------------------|---------------|---------------------|--------|
| Tennessee Overhill Heritage Association Post Office Box 143 Etowah, TN 37331-0143 | 311509382 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported | General Operating Expenses | 4/5/2013 | \$20,000.00 | |
| USO of Missouri 10701 Lambert International Boulevard St. Louis, MO 63145-0367 | 431237410 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported | General Operating Expenses | 4/5/2013 | \$1,000.00 | |
| American Red Cross 786 Delaware Avenue Buffalo, NY 14209 | 530196605 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported | Student Swim-A-Cross Event | 5/3/2013 | \$1,500.00 | |
| Career Compass of Louisiana 17425 Jefferson Highway, Suite G Baton Rouge, LA 70817 | 204511965 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported | General Operating Expenses | 5/3/2013 | \$4,000.00 | |
| Southeastern Natural Sciences Academy Inc. 1858 Lock & Dam Road Augusta, GA 30906-9613 | 582247999 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported | General Operating Expenses | 5/17/2013 | \$2,500.00 | |
| Grand Totals (87 items) | | | | \$344,467.75 | |

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

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|---------------------------|---|-----------------------------|
| FEDERATED TREAS OBL FD 68 | 101. | 101. |
| TOTAL | 101. | 101. |

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) | 2,000. | | | 2,000. |
| TOTALS | 2,000. | NONE | NONE | 2,000. |

OLIN CORPORATION CHARITABLE TRUST

43-6022750

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

REVENUE
AND
EXPENSES
PER BOOKS

CHARITABLE
PURPOSES

DESCRIPTION

QUARTERLY PROCESSING FEE BY JK

3,000.

3,000.

TOTALS

3,000.

3,000.

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

NAME AND ADDRESS

OLIN CORP
PO BOX 4500
NORWALK, CT 06856-4500

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

=====

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

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

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

OFFICER NAME:
 Wells Fargo Bank NA
 ADDRESS:
 1525 WEST WT HARRIS BLVD D1114-044
 CHARLOTTE, NC 28288
 TITLE:
 TRUSTEE
 AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40
 COMPENSATION 15,953.

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

=====

OFFICER NAME:

Brenda M Pantalone

ADDRESS:

PO Box 4500

Norwalk, CT 06886-4500

TITLE:

Secretary

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40

TOTAL COMPENSATION:

15,953.

=====

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

43-6022750

RECIPIENT NAME:

Susan Dona/OLIN CORP

ADDRESS:

427 N Shamrock Street
East Alton, IL 62024

RECIPIENT'S PHONE NUMBER: 618-258-2961

FORM, INFORMATION AND MATERIALS:

No Specific Form Required

SUBMISSION DEADLINES:

None

RESTRICTIONS OR LIMITATIONS ON AWARDS:

None

STATEMENT 7

Tax Return Attachment

24 September 2013

Olin Corporation Charitable Trust

| Organization | Tax ID | Tax Status | Grant Purpose | Payment Date | Amount |
|--|---|------------|---------------|--------------|------------|
| American Red Cross 2079 Sawyer Drive Niagara Falls, NY 14304 | 53-0196605 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported | | | 7/19/2012 | \$1,500.00 |
| Board of Trustees for the University of Alabama Post Office Box 870142 Tuscaloosa, AL 35487-0142 | 636001138 501(c)(3) FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School | | Matching Gift | 7/19/2012 | \$52.00 |
| Bucknell University Marts Hall, Room 120 Lewisburg, PA 17837 | 240772407 501(c)(3) FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School | | Matching Gift | 7/19/2012 | \$500.00 |
| Curators of the University of Missouri - Missouri University of Science & Technology 1870 Miner Circle Rolla, MO 65409 | 351410757 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported | | Matching Gift | 7/19/2012 | \$50.00 |
| Louisiana State University Foundation 3838 West Lakeshore Drive Baton Rouge, LA 70808 | 726020969 501(c)(3) FC13 - 509(a)(1) in 170(b)(1)(A)(iv) - Educational for the Benefit of State or Municipal Colleges or Universities | | Matching Gift | 7/19/2012 | \$50.00 |
| Moundsville-Marshall County Public Library 700 5th Street Moundsville, WV 26041 | 170(c)(1) - Government Entity (not found on guidestar.org) | | Matching Gift | 7/19/2012 | \$50.00 |
| Pheasants Forever, Inc. 1783 Buerkle Circle Saint Paul, MN 55110 | 411429149 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported | | Matching Gift | 7/19/2012 | \$300.00 |