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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf

OMB No 1545-0052

2013**Open to Public Inspection**

For calendar year 2013 or tax year beginning

, 2013, and ending

, 20

Name of foundation

CHARLES EADES SCHOLARSHIP TRUST 310109012

Number and street (or P O box number if mail is not delivered to street address)

PO BOX 207

City or town, state or province, country, and ZIP or foreign postal code

EVANSVILLE, IN 47702

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationI Fair market value of all assets at
end of year (from Part II, col. (c), line
16) ▶ \$ 1,450,987.J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify) _____

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

A Employer identification number

20-7217388

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)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	31,890.	31,356.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	73,726.			
b Gross sales price for all assets on line 6a 338,141.				
7 Capital gain net income (from Part IV, line 2)		73,726.		
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	105,616.	105,082.		
13 Compensation of officers, directors, trustees, etc.	16,118.	14,507.		1,612.
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	1,115.	84.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule)				
24 Total operating and administrative expenses Add lines 13 through 23	18,058.	14,591.	NONE	2,437.
25 Contributions, gifts, grants paid	77,800.			77,800.
26 Total expenses and disbursements Add lines 24 and 25	95,858.	14,591.	NONE	80,237.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	9,758.			
b Net investment income (if negative, enter -0-)		90,491.		
c Adjusted net income (if negative, enter -0-)				

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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)			1,096,541.	1,117,463.	1,450,987.
	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)			1,096,541.	1,117,463.	1,450,987.
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 ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, . . . ▶ <input checked="" type="checkbox"/> check here and complete lines 27 through 31.					
	27 Capital stock, trust principal, or current funds			1,096,541.	1,117,463.	
	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)			1,096,541.	1,117,463.	
	31 Total liabilities and net assets/fund balances (see instructions)			1,096,541.	1,117,463.	

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	1,096,541.
2 Enter amount from Part I, line 27a	2	9,758.
3 Other increases not included in line 2 (itemize) ▶ REFUND OF UNUSED SCHOLARSHIPS	3	11,551.
4 Add lines 1, 2, and 3	4	1,117,850.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 3	5	387.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,117,463.

Form 990-PF (2013)

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.)

(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 338,141.		264,415.	73,726.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			73,726.
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	73,726.
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))
2012			
2011			
2010			
2009			
2008			

2 Total of line 1, column (d)	2	
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	
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions	8	

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	1,810.
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	1,810.
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	1,810.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	892.	
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	892.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	918.	
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 2014 estimated tax <input type="checkbox"/> NONE Refunded <input type="checkbox"/>	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 <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
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) <input type="checkbox"/> 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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV.		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶ <u>N/A</u>				
14	The books are in care of ▶ <u>OLD NATIONAL TRUST COMPANY</u> Telephone no ▶ <u>(812) 464-1399</u>			
	Located at ▶ <u>P.O. BOX 207, EVANSVILLE, IN</u> ZIP+4 ▶ <u>47702</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here			<input type="checkbox"/>
	and enter the amount of tax-exempt interest received or accrued during the year	15		
16	At any time during calendar year 2013, 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
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years ▶ _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2013 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 2013)	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 2013?	4b	X

Form 990-PF (2013)

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 ☐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 ☒ Nob Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
If "Yes" to 6b, file Form 8870.7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ Nob If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Old National Bank P.O. Box 207, Evansville, IN 47702	Trustee 1	16,118.	-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		-0-	-0-	-0-

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

NONE

Form 990-PF (2013)

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	

Form 990-PF (2013)

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	1,373,622.
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	1,373,622.
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	1,373,622.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	20,604.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	1,353,018.
6	Minimum investment return. Enter 5% of line 5	6	67,651.

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	67,651.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,810.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,810.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	65,841.
4	Recoveries of amounts treated as qualifying distributions	4	11,551.
5	Add lines 3 and 4	5	77,392.
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	77,392.

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	80,237.
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	80,237.
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	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	80,237.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				77,392.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			NONE	
b Total for prior years 20 <u>11</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	NONE			
b From 2009	NONE			
c From 2010	NONE			
d From 2011	NONE			
e From 2012	1,763.			
f Total of lines 3a through e	1,763.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ <u>80,237.</u>				
a Applied to 2012, 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 2013 distributable amount				77,392.
e Remaining amount distributed out of corpus	2,845.			
5 Excess distributions carryover applied to 2013 (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	4,608.			
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 2012 Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				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 2008 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	4,608.			
10 Analysis of line 9:				
a Excess from 2009	NONE			
b Excess from 2010	NONE			
c Excess from 2011	NONE			
d Excess from 2012	1,763.			
e Excess from 2013	2,845.			

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 2013, 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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization.					
(4) Gross investment income					

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

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

N/A

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

N/A

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

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

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

SEE STATEMENT 4

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				
UNIVERSITY OF KENTUCKY 128E W.D. FUNKHOUSER BLDG. LEXINGTON KY 4050	NONE	PC	SCHOLARSHIP	6,600.
WESTERN KENTUCKY UNIVERSITY 1906 COLLEGE HEIGHTS BLVD BOWLING GREEN KY 4	NONE	PC	SCHOLARSHIP	6,400.
UNIVERSITY OF LOUISVILLE 2301 S 3RD ST LOUISVILLE KY 40292	NONE	PC	SCHOLARSHIP	4,000.
SOUTHCENTRAL KENTUCKY COMMUNITY 1845 LOOP DR BOWLING GREEN KY 42101	NONE	PC	SCHOLARSHIP	1,200.
LINDSEY WILSON COLLEGE 210 LINDSEY WILSON STREET Columbia KY 42728	NONE	PC	SCHOLARSHIPS	4,000.
BRESCIA UNIVERSITY 717 FREDERICA STREET Owensboro KY 42301	NONE	PC	SCHOLARSHIP	4,000.
MURRAY STATE UNIVERSITY 102 CURRIS CENTER MURRAY KY 420271	NONE	PC	SCHOLARSHIP	16,000.
OWENSBORO COMMUNITY AND TECHNICAL 4800 NEW HARTFORD ROAD Owensboro KY 42303	NONE	PC	SCHOLARSHIP	4,000.
MADISONVILLE COMMUNITY COLLEGE 2000 COLLEGE DRIVE Madisonville KY 42431	NONE	PC	SCHOLARSHIP	31,600.
Total			3a	77,800.
b Approved for future payment				
Total			3b	

16 -

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

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

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule.

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

**Sign
Here**

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


Signature of officer or trustee

05/13/2014
Date

▶ TRUSTEE
Title

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

OLD NATIONAL TRUST COMPAN

**Paid
Preparer
Use Only**

Print/Type preparer's name

WESLEY HIRSCHBERG

Preparer's signature

Wesley Kunkley
U.S. LLP

Date _____

05/13/2014

Check		if	PTIN
-------	--	----	------

☐ self-employed

P00162244

Firm's name ▶ ERNST & YOUNG U.S. LLP

Firm's EIN ► 34-6565596

Firm's address ► 155 N. WACKER DRIVE
CHICAGO, IL

Phone no 312-879-2000

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

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

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FEDERAL TAX PAYMENT - PRIOR YE	139.	
FEDERAL ESTIMATES - PRINCIPAL	892.	
FOREIGN TAXES ON QUALIFIED FOR	84.	84.
	-----	-----
TOTALS	1,115.	84.
	=====	=====

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES
=====DESCRIPTION
-----AMOUNT
-----ROUNDING - SALES
ADJUST FOR ROC6.
381.

TOTAL

387.
=====

RECIPIENT NAME:

JEFF JACKSON

ADDRESS:

OLD NATIONAL TRUST COMPANY

PO BOX 207, IN 47702

FORM, INFORMATION AND MATERIALS:

WRITTEN APPLICATION

SUBMISSION DEADLINES:

NONE

RESTRICTIONS OR LIMITATIONS ON AWARDS:

STUDENTS RESIDING IN HUGHES KIRK AREA OF
MUHLENBERG COUNTY

AS OF DATE: 12/31/13

CUSIP NUMBER	SECURITY DESCRIPTION	UNITS	CARRYING VALUE	PRICE DATE	MARKET VALUE
G97822-10-3	PERRIGO CO PLC	159.000	24,200.60	153.460 12/31/2013	24,400.14
002824-10-0	ABBOTT LABS	292.000	7,593.14	38.330 12/31/2013	11,192.36
00287Y-10-9	ABBVIE INC	292.000	8,234.12	52.810 12/31/2013	15,420.52
012653-10-1	ALBEMARLE CORP	137.000	8,002.70	63.390 12/31/2013	8,684.43
018490-10-2	ALLERGAN INC COM	208.000	19,468.60	111.080 12/31/2013	23,104.64
037833-10-0	APPLE INC	60.000	8,355.65	561.020 12/31/2013	33,661.20
079860-AG-7	BELLSOUTH CORP 5.2% 09/15/2014	35,000.000	34,420.75	103.261 12/31/2013	36,141.35
126650-10-0	CVS/CAREMARK CORP	132.000	7,836.58	71.570 12/31/2013	9,447.24
149123-BM-2	CATERPILLAR INC 5.7% 08/15/2016	35,000.000	36,200.50	111.489 12/31/2013	39,021.15
166764-10-0	CHEVRON CORP	164.000	18,008.59	124.910 12/31/2013	20,485.24
171340-10-2	CHURCH & DWIGHT INC	218.000	5,449.33	66.280 12/31/2013	14,449.04
172967-42-4	CITIGROUP INC	313.000	13,757.38	52.110 12/31/2013	16,310.43
20825C-10-4	CONOCOPHILLIPS	263.000	18,041.25	70.650 12/31/2013	18,580.95
22160K-10-5	COSTCO WHSL CORP NEW	114.000	6,518.21	119.020 12/31/2013	13,568.28
235851-10-2	DANAHER CORP	319.000	11,719.57	77.200 12/31/2013	24,626.80
25490A-30-9	DIRECTV	307.000	13,866.23	69.060 12/31/2013	21,201.42
260003-AE-8	DOVER CORP 4.875% 10/15/2015	35,000.000	33,534.55	107.193 12/31/2013	37,517.55

AS OF DATE: 12/31/13

CUSIP NUMBER	SECURITY DESCRIPTION	UNITS	CARRYING VALUE	PRICE DATE 12/31/2013	MARKET VALUE
31-0109-01-2	CHARLES EADES SCHOLARSHIP TRUST				
262028-30-1	DRIEHAUS EMERGING MKTS GROWTH FD #3	1,386.387	36,070.12	32.530 12/31/2013	45,099.17
269858-30-4	EAGLE SMALL CAP GROWTH CL I FD #3933	401.203	16,465.38	58.150 12/31/2013	23,329.95
278642-10-3	EBAY INC	271.000	14,759.93	54.865 12/31/2013	14,868.42
291011-10-4	EMERSON ELEC CO	254.000	11,359.55	70.180 12/31/2013	17,825.72
3133XF-PR-1	FED HOME LN BK 5.375% 06/10/2016	50,000.000	49,457.00	111.792 12/31/2013	55,896.00
313378-DY-4	FED HOME LN BK 1.9% 02/24/2020	25,000.000	25,569.20	96.857 12/31/2013	24,214.25
3136FP-TQ-0	FED NAT MTG ASSOC 2.2% 10/27/2017	25,000.000	26,436.65	102.850 12/31/2013	25,712.50
314172-26-3	FEDERATED CLOVER SMALL VALUE CL IS FD #659	792.603	15,978.88	25.970 12/31/2013	20,583.90
354613-10-1	FRANKLIN RES INC	249.000	7,629.56	57.730 12/31/2013	14,374.77
38141G-ER-1	GOLDMAN SACHS 5.75% 10/01/2016	25,000.000	25,393.75	111.599 12/31/2013	27,899.75
38141G-10-4	GOLDMAN SACHS	83.000	11,881.31	177.260 12/31/2013	14,712.58
38141W-32-3	GOLDMAN SACHS FINANCIAL SQUARE TREASURY OBLIGATION #468	93,163.790	93,163.79	1.000 12/31/2013	93,163.79
38141W-39-8	GOLDMAN SACHS MID CAP VALUE INSTL FD #864	1,892.060	62,249.63	44.430 12/31/2013	84,064.23
38142Y-40-1	GOLDMAN SACHS GROWTH OPPORTUNITIES CL I FD #1132	1,897.342	38,587.83	30.450 12/31/2013	57,774.06
46625H-HN-3	JPMORGAN CHASE & CO 4.65% 06/01/2014	35,000.000	36,683.85	101.751 12/31/2013	35,612.85
46625H-10-0	JPMORGAN CHASE & CO	394.000	14,924.57	58.480 12/31/2013	23,041.12
580135-10-1	MCDONALDS CORP	94.000	4,679.66	97.030 12/31/2013	9,120.82

04/22/14

AS OF ACCOUNT HOLDINGS

AS OF DATE: 12/31/13

REPORT PTR207 5M OLD NATIONAL TRUST COMPANY

31-0109-01-2 CHARLES EADES SCHOLARSHIP TRUST

CUSIP NUMBER SECURITY DESCRIPTION

59156R-10-8 METLIFE INC

CARRYING VALUE

10,333.81

PRICE

PRICE DATE

53.920

12/31/2013

MARKET VALUE

17,470.08

637432-KT-1 NATL RURAL UTILS 5.45%

02/01/2018

35,169.40

112.790

12/31/2013

39,476.50

655044-10-5 NOBLE ENERGY INC

5,781.53

68.110

12/31/2013

12,804.68

68389X-10-5 ORACLE CORP

11,972.00

38.260

12/31/2013

14,691.84

717081-10-3 PFIZER INC

18,919.63

30.630

12/31/2013

21,379.74

74005P-10-4 PRAXAIR INC

5,144.40

130.030

12/31/2013

10,142.34

747525-10-3 QUALCOMM INC

17,075.38

74.250

12/31/2013

23,091.75

74762E-10-2 QUANTA SVCS INC

7,858.94

31.560

12/31/2013

9,499.56

806857-10-8 SCHLUMBERGER LTD

12,866.43

90.110

12/31/2013

17,661.56

81369Y-30-8 SELECT SECTOR SPDR CONSUMER
STAPLES

7,764.80

42.980

12/31/2013

9,885.40

81369Y-40-7 SELECT SECTOR SPDR CONSUMER
DISCRETIONARY

9,588.37

66.830

12/31/2013

17,576.29

81369Y-70-4 SELECT SECTOR SPDR INDUSTRIAL
ETF

22,909.12

52.260

12/31/2013

25,973.22

81369Y-88-6 SELECT SECTOR SPDR TR UTILS

7,751.08

37.970

12/31/2013

8,125.58

858912-10-8 STERICYCLE INC

4,709.79

116.170

12/31/2013

12,314.02

872540-10-9 TJX CO INC

5,742.98

63.730

12/31/2013

15,805.04

87612E-10-6 TARGET CORP

13,611.08

63.270

12/31/2013

16,450.20

883556-10-2 THERMO FISHER SCIENTIFIC INC

9,218.63

111.350

12/31/2013

21,490.55

04/22/14

PAGE

AS OF ACCOUNT HOLDINGS

REPORT PTR207 5M OLD NATIONAL TRUST COMPANY

AS OF DATE: 12/31/13

31-0109-01-2 CHARLES EADES SCHOLARSHIP TRUST

CUSIP NUMBER	SECURITY DESCRIPTION	UNITS	CARRYING VALUE	PRICE PRICE DATE	MARKET VALUE
885215-56-6	THORNBURG INTL VALUE CL I FD #209	1,484.700	37,549.21	32.060 12/31/2013	47,599.48
912828-RY-8	US TREASURY N/B 1.375% 12/31/2018	15,000.000	15,281.84	98.352 12/31/2013	14,752.80
922908-55-3	VANGUARD REIT ETF	449.000	20,330.43	64.560 12/31/2013	28,987.44
922908-74-4	VANGUARD VALUE ETF	245.000	17,287.62	76.390 12/31/2013	18,715.55
92826C-83-9	VISA INC CL A	128.000	8,751.08	222.680 12/31/2013	28,503.04
928563-40-2	VMWARE INC CL A	182.000	16,176.12	89.710 12/31/2013	16,327.22
931142-10-3	WALMART STORES INC	156.000	8,813.00	78.690 12/31/2013	12,275.64
931422-10-9	WALGREEN CO	201.000	6,423.25	57.440 12/31/2013	11,545.44
949746-10-1	WELLS FARGO & CO NEW	514.000	13,935.11	45.400 12/31/2013	23,335.60
	TOTAL HOLDINGS		1,117,463.44		1,450,987.18
	TOTAL INCOME CASH		270,058.40-		270,058.40-
	TOTAL PRINCIPAL CASH		270,058.39		270,058.39
	TOTAL ACCOUNT		1,117,463.43		1,450,987.17