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## Return of Private Foundation

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

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2016

Open to Public Inspection

For calendar year 2016 or tax year beginning , 2016, and ending , 20

Name of foundation

MARION D. BROWN SCHOLARSHIP FUND

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

Room/suite

PO BOX 207

City or town, state 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 foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 581,042. J Accounting method:  Cash  Accrual  
 Other (specify) \_\_\_\_\_

Part I Operating and Administrative Expenses Revenue	(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	Disbursements
1 Contributions, gifts, grants, etc., received (attach schedule)						
2 Check ► <input checked="" 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 . . . . .	11,400.		11,237.			
5a Gross rents . . . . .						
b Net rental income or (loss) _____						
6a Net gain or (loss) from sale of assets not on line 10	1,454.					
b Gross sales price for all assets on line 6a	230,189.					
7 Capital gain net income (from Part IV, line 2) . . . . .		1,454.				
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 . . . . .	12,854.	MAY 12,691.	1,372.	IRS-OSC		5,881.
13 Compensation of officers, directors, trustees, etc. . . . .						
14 Other employee salaries and wages . . . . .				NONE		NONE
15 Pension plans, employee benefits . . . . .				ODGEN NONE		NONE
16a Legal fees (attach schedule) . . . . .						
b Accounting fees (attach schedule) STM. 1 . . . . .	900.					900.
c Other professional fees (attach schedule) . . . . .						
17 Interest . . . . .						
18 Taxes (attach schedule) (see instructions) STM. 2 . . . . .	1,137.		73.			
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. . . . .	9,291.		1,445.			6,781.
25 Contributions, gifts, grants paid . . . . .	23,000.					23,000.
26 Total expenses and disbursements. Add lines 24 and 25	32,291.		1,445.			29,781.
27 Subtract line 26 from line 12:						
a Excess of revenue over expenses and disbursements . . . . .	-19,437.					
b Net investment income (if negative, enter -0-) . . . . .			11,246.			
c Adjusted net income (if negative, enter -0-) . . . . .						

	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
<b>Part II Balance Sheets</b>				
1	Cash - non-interest-bearing . . . . .			
2	Savings and temporary cash investments . . . . .			
3	Accounts receivable ►			
	Less allowance for doubtful accounts ►			
4	Pledges receivable ►			
	Less allowance for doubtful accounts ►			
5	Grants receivable . . . . .			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
7	Other notes and loans receivable (attach schedule) ►			
	Less allowance for doubtful accounts ►	NONE		
8	Inventories for sale or use . . . . .			
9	Prepaid expenses and deferred charges . . . . .			
10a	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 ►			
12	Investments - mortgage loans . . . . .			
13	Investments - other (attach schedule) . . . . .	546,517.	527,123.	581,042.
14	Land, buildings, and equipment basis ►			
	Less accumulated depreciation ►			
15	Other assets (describe ►) . . . . .			
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .	546,517.	527,123.	581,042.
Assets				
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 ►) . . . . .			
Liabilities				
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, check here and complete lines 27 through 31. ► <input checked="" type="checkbox"/>			
27	Capital stock, trust principal, or current funds . . . . .	546,517.	527,123.	
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) . . . . .	546,517.	527,123.	
31	Total liabilities and net assets/fund balances (see instructions) . . . . .	546,517.	527,123.	

**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	546,517.
2	Enter amount from Part I, line 27a . . . . .	2	-19,437.
3	Other increases not included in line 2 (itemize) ► <u>ROUNDING &amp; RETURN OF CAPITAL ADJUSTMENT</u>	3	43.
4	Add lines 1, 2, and 3 . . . . .	4	527,123.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	527,123.

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr)	(d) Date sold (mo., day, yr)
<b>1 a PUBLICLY TRADED SECURITIES</b>					
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 230,189.		228,735.	1,454.		
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			1,454.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	1,454.	
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))
2015	20,620.	603,746.	0.034153
2014	49,018.	633,852.	0.077334
2013	13,681.	580,107.	0.023584
2012	27,301.	549,635.	0.049671
2011	18,890.	535,499.	0.035276
2 Total of line 1, column (d)			2 0.220018
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years.			3 0.044004
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 571,757.
5 Multiply line 4 by line 3.			5 25,160.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 112.
7 Add lines 5 and 6			7 25,272.
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 29,781.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1 . . . . .	1	112.
Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b). . . . .		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . . . .	2	
3 Add lines 1 and 2 . . . . .	3	112.
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	112.
6 Credits/Payments		
a 2016 estimated tax payments and 2015 overpayment credited to 2016 . . . . .	6a	760.
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	760.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . . . .	8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .	9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . . .	10	648.
11 Enter the amount of line 10 to be Credited to 2017 estimated tax ►	11	536.
<b>Part VII-A Statements Regarding Activities</b>		

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

IN

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

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If "Yes," complete Part XIV. . . . .

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

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

11	Yes	No
11		X
12		X
13	X	
Website address ► <u>N/A</u>		
14	The books are in care of ► <u>OLD NATIONAL WEALTH MANAGEMENT</u> Telephone no ► <u>(812) 464-1584</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. ► <u>15</u>	
16	Yes	No
16		X
See the instructions for exceptions and filing requirements for FinCEN Form 114. 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? ► <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 type="checkbox"/> Yes <input checked="" 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)? ► <input type="checkbox"/>	
	Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	
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 2016? ► <input type="checkbox"/>	
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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► <u>      </u> , <u>      </u> , <u>      </u> , <u>      </u> , <u>      </u>	
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) ► <input type="checkbox"/>	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► <u>      </u> , <u>      </u> , <u>      </u> , <u>      </u> , <u>      </u>	
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If "Yes," did it have excess business holdings in 2016 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 2016.) ► <input type="checkbox"/>	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? ► <input type="checkbox"/>	
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 2016? ► <input type="checkbox"/>	

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

5a	During the year did the foundation pay or incur any amount to:	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	5b	
	Organizations relying on a current notice regarding disaster assistance check here . . . . . ► <input type="checkbox"/>			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	If "Yes," attach the statement required by <i>Regulations section 53.4945-5(d)</i> .			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	X
	If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	7b	

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
OLD NATIONAL WEALTH MANAGEMENT P.O. BOX 207, EVANSVILLE, IN 47702-0207	TRUSTEE 2	7,254 .	-0-	-0-

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

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

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

NONE

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

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

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

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
<b>1</b>	<u>NONE</u>	
<b>2</b>		
<b>3</b>		
<b>4</b>		

**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
<b>1</b>	<u>NONE</u>	
<b>2</b>		
<b>3</b>	<u>NONE</u>	
<b>Total.</b> 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	580,464.
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	580,464.
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	580,464.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) . . . . .	4	8,707.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	571,757.
6 Minimum investment return. Enter 5% of line 5 . . . . .	6	28,588.

**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	28,588.
2a Tax on investment income for 2016 from Part VI, line 5 . . . . .	2a	112.
b Income tax for 2016. (This does not include the tax from Part VI) . . . . .	2b	
c Add lines 2a and 2b . . . . .	2c	112.
3 Distributable amount before adjustments. Subtract line 2c from line 1 . . . . .	3	28,476.
4 Recoveries of amounts treated as qualifying distributions . . . . .	4	NONE
5 Add lines 3 and 4 . . . . .	5	28,476.
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	28,476.

**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	29,781.
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	29,781.
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	112.
6 Adjusted qualifying distributions. Subtract line 5 from line 4 . . . . .	6	29,669.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7 . . . . .				28,476.
2 Undistributed income, if any, as of the end of 2016:				
a Enter amount for 2015 only. . . . .			7,618.	
b Total for prior years 20 14 ,20 ____ ,20 ____		NONE		
3 Excess distributions carryover, if any, to 2016				
a From 2011 . . . . .	NONE			
b From 2012 . . . . .	NONE			
c From 2013 . . . . .	NONE			
d From 2014 . . . . .	NONE			
e From 2015 . . . . .	NONE			
f Total of lines 3a through e . . . . .	NONE			
4 Qualifying distributions for 2016 from Part XII, line 4 ► \$ 29,781.				7,618.
a Applied to 2015, but not more than line 2a . . . . .				
b Applied to undistributed income of prior years (Election required - see instructions) . . . . .		NONE		
c Treated as distributions out of corpus (Election required - see instructions) . . . . .	NONE			
d Applied to 2016 distributable amount . . . . .				22,163.
e Remaining amount distributed out of corpus. . . . .	NONE			
5 Excess distributions carryover applied to 2016 . (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b. . . . .		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .			NONE	
d Subtract line 6c from line 6b. Taxable amount - see instructions . . . . .			NONE	
e Undistributed income for 2015. Subtract line 4a from line 2a Taxable amount - see instructions . . . . .				
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017 . . . . .				6,313.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions) . . . . .	NONE			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions) . . . . .	NONE			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a . . . . .	NONE			
10 Analysis of line 9				
a Excess from 2012 . . . . .	NONE			
b Excess from 2013 . . . . .	NONE			
c Excess from 2014 . . . . .	NONE			
d Excess from 2015 . . . . .	NONE			
e Excess from 2016 . . . . .	NONE			

**Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)****NOT APPLICABLE**

a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling . . . . . ►

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

Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed. . . . .				
b 85% of line 2a . . . . .				
c Qualifying distributions from Part XI, 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)(ii) . . . . .				
(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:

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

c Any submission deadlines:

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

**Part XV Supplementary Information (continued)****3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>Name and address (home or business)</b>				
<b>a Paid during the year</b>				
UNIVERSITY OF SOUTHERN INDIANA 8600 UNIVERSITY BLVD EVANSTVILLE IN 47712	NONE	PC	SCHOLARSHIPS	16,000.
IVY TECH COMMUNITY COLLEGE 3501 N 1ST AVE EVANSTVILLE IN 47710	NONE	PC	SCHOLARSHIPS	4,000.
UNIVERSITY OF EVANSTVILLE 1800 LINCOLN AVE EVANSTVILLE IN 47714	NONE	PC	SCHOLARSHIPS	3,000.
<b>Total . . . . .</b>			► 3a	23,000.
<b>b Approved for future payment</b>				
<b>Total . . . . .</b>			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities				14	11,400.
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income				18	1,454.
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)					12,854.
13 Total Add line 12, columns (b), (d), and (e)				13	12,854.

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

**Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes**

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)

**NOT APPLICABLE**

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

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

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

b If "Yes," complete the following schedule.

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

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

Old National Wealth Management  
by: G. Michael Pitts  
Securities and Insurance Products

05/01/2017

**► TRUSTEE**

May the IRS discuss this return with the preparer shown below

Signature of officer or trustee		Date	Title	(see instructions) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
OLD NATIONAL WEALTH MANAG						
<b>Paid Preparer Use Only</b>	Print/Type preparer's name		Preparer's Signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	KELLY KOWALCZYK		<i>Kelly Kowalczyk</i>	05/01/2017		P01387686
	Firm's name ► ERNST & YOUNG U.S. LLP			Firm's EIN ►	34-6565596	
Firm's address ► 155 N. WACKER DRIVE CHICAGO, IL		60606	Phone no.	312-879-2000		

**Marion D. Brown Scholarship Fund**  
January 1, 2016 - December 31, 2016  
Account Number: 31-0126-01-6

<b>Statement Of Assets</b>		<i>Shares</i>	<i>Description</i>	<i>Market Price</i>	<i>Total Cost</i>	<i>Market Value</i>	<i>% Of Category</i>	<i>Estimated Income</i>	<i>Current Yield</i>	<i>Unrealized Gain / Loss</i>
<b><i>Cash &amp; Equivalents</i></b>										
<b>Money Markets</b>										
	33,527.370	Goldman Sachs Financial Square Treasury Obligation #468	1.000	33,527.37	33,527.37	99.67	129	0.4	0.00	
<b>Total Money Markets</b>				<b>33,527.37</b>	<b>33,527.37</b>	<b>99.67</b>	<b>129</b>	<b>0.4</b>	<b>0.00</b>	
<b>Cash</b>										
	Principal Cash			-138,645.85	-138,645.85	-412.17	0	0.0	0.00	
	Income Cash			138,756.19	138,756.19	412.50	0	0.0	0.00	
<b>Total Cash</b>				<b>110.34</b>	<b>110.34</b>	<b>0.33</b>	<b>0</b>	<b>0.0</b>	<b>0.00</b>	
<b>Total Cash &amp; Equivalents</b>				<b>33,637.71</b>	<b>33,637.71</b>	<b>100.00</b>	<b>129</b>	<b>0.4</b>	<b>0.00</b>	

***Fixed Income***

<b>U.S. Governments</b>										
10,000.000	Fed Farm Cr Bk 2.02%	10/27/2022	99.075	9,934.40	9,907.50	6.95	202	2.0	-26.90	
15,000.000	Fed Farm Cr Bk 2.75%	06/26/2023	102.146	15,120.30	15,321.90	10.74	412	2.7	201.60	
10,000.000	Federal Home Loan Bks Deb 1.250%	12/13/19	99.129	9,865.70	9,912.90	6.95	125	1.3	47.20	
10,000.000	Fed Home Ln Mtg 1.55%	07/30/2020	98.504	9,983.00	9,850.40	6.91	155	1.6	-132.60	
10,000.000	Fed Nat Mtg Assoc 2.125%	04/24/2026	94.688	10,254.40	9,468.80	6.64	212	2.2	-785.60	
10,000.000	Fed Nat Mtg Assoc 1.625%	11/27/2018	100.773	10,087.30	10,077.30	7.06	162	1.6	-10.00	
10,000.000	US Treasury N/B 0.5%	07/31/2017	99.906	9,951.95	9,990.60	7.00	50	0.5	38.65	
<b>Total U.S. Governments</b>				<b>75,197.05</b>	<b>74,529.40</b>	<b>52.25</b>	<b>1,318</b>	<b>1.8</b>	<b>-667.65</b>	

**Marion D. Brown Scholarship Fund**  
January 1, 2016 - December 31, 2016

Account Number: 31-0126-01-6

**Statement Of Assets**

<i>Shares</i>	<i>Description</i>	<i>Market Price</i>	<i>Total Cost</i>	<i>Market Value</i>	<i>% Of Category</i>	<i>Estimated Income</i>	<i>Current Yield</i>	<i>Unrealized Gain / Loss</i>
<b>Corporate Bonds</b>								
10,000.000	Walmart Stores Inc 3.25% 10/25/2020	104.221	10,503.80	10,422.10	7.31	325	3.1	-81.70
10,000.000	Wells Fargo & Co 5.625% 12/11/2017	103.676	9,465.19	10,367.60	7.27	562	5.4	902.41
	<b>Total Corporate Bonds</b>		<b>19,968.99</b>	<b>20,789.70</b>	<b>14.57</b>	<b>887</b>	<b>4.3</b>	<b>820.71</b>
<b>Municipals Taxable</b>								
25,000.000	Elkhart IND Pk Dist Taxable Pk Dis Bds 2009b Taxable 5.90% Dtd 12/17/2009 Due 07/01/2024 Callable	108.533	25,000.00	27,133.25	9.02	1,475	5.4	2,133.25
10,000.000	Vigo Cnty In Redev Auth Econ Dev Lease Rental Rev Taxabl 5.3% 02/01/2021 Callable	100.231	9,698.47	10,023.10	7.03	530	5.3	324.63
	<b>Total Municipals Taxable</b>		<b>34,698.47</b>	<b>37,156.35</b>	<b>26.05</b>	<b>2,005</b>	<b>5.4</b>	<b>2,457.88</b>
<b>Fixed Income Mutual Funds</b>								
	1,202.878 Voya GNMA Income Cl I Fd #2159	8.460	10,465.04	10,176.35	7.13	293	2.9	-288.69
	<b>Total Fixed Income Mutual Funds</b>		<b>10,465.04</b>	<b>10,176.35</b>	<b>7.13</b>	<b>293</b>	<b>2.9</b>	<b>-288.69</b>
	<b>Total Fixed Income</b>							
<b>Equities</b>								
<b>Common Stock</b>								
<b>Consumer Discretionary</b>								
111	22.000 Disney Walt Co	104.220	2,654.87	2,292.84	0.57	34	1.5	-362.03
	41.000 Home Depot Inc	134.080	5,154.48	5,497.28	1.36	113	2.1	342.80

**Marion D. Brown Scholarship Fund**  
January 1, 2016 - December 31, 2016

Account Number: 31-0126-01-6

**Statement Of Assets**

<i>Shares</i>	<i>Description</i>	<i>Market Price</i>	<i>Total Cost</i>	<i>Market Value</i>	<i>% Of Category</i>	<i>Estimated Income</i>	<i>Current Yield</i>	<i>Unrealized Gain / Loss</i>
141,000	Select Sector SPDR Consumer Discretionary	81.400	9,339.80	11,477.40	2.84	195	1.7	2,137.60
109,000	Starbucks Corp	55.520	6,219.99	6,051.68	1.50	109	1.8	-168.31
88,000	Tjx Co Inc	75.130	3,546.44	6,611.44	1.63	91	1.4	3,065.00
126,000	Twenty-First Century Fox Inc	28.040	4,207.75	3,533.04	0.87	45	1.3	-674.71
<b>Total Consumer Discretionary</b>		<b>31,123.33</b>	<b>35,463.68</b>	<b>8.76</b>		<b>587</b>	<b>1.7</b>	<b>4,340.35</b>
<b>Consumer Staples</b>								
73,000	CVS Health Corp	78.910	5,503.09	5,760.43	1.42	146	2.5	257.34
54,000	Church & Dwight Inc	44.190	1,289.59	2,386.26	0.59	38	1.6	1,096.67
44,000	Costco Whsl Corp New	160.110	4,249.32	7,044.84	1.74	79	1.1	2,795.52
88,000	Kroger Co	34.510	3,224.66	3,036.88	0.75	42	1.4	-187.78
68,000	Select Sector SPDR Consumer Staples	51.710	2,337.07	3,516.28	0.87	88	2.5	1,179.21
<b>Total Consumer Staples</b>		<b>16,603.73</b>	<b>21,744.69</b>	<b>5.37</b>		<b>393</b>	<b>1.8</b>	<b>5,140.96</b>
<b>Energy</b>								
23,000	Chevron Corp	117.700	2,337.51	2,707.10	0.67	99	3.7	369.59
40,000	Eog Resources Inc	101.100	3,314.16	4,044.00	1.00	26	0.7	729.84
73,000	Exxon Mobil Corp	90.260	5,908.21	6,588.98	1.63	219	3.3	680.77
22,000	Pioneer Nat Res Co	180.070	3,465.42	3,961.54	0.98	1	0.0	496.12
<b>Total Energy</b>		<b>15,025.30</b>	<b>17,301.62</b>	<b>4.27</b>		<b>345</b>	<b>2.0</b>	<b>2,276.32</b>
<b>Financials</b>								
26,000	Berkshire Hathaway Inc Cl B	162.980	3,852.78	4,237.48	1.05	0	0.0	384.70
21,000	Blackrock Inc	380.540	6,814.90	7,991.34	1.97	192	2.4	1,176.44
31,000	Goldman Sachs	239.450	4,976.44	7,422.95	1.83	80	1.1	2,446.51

Marion D. Brown Scholarship Fund  
January 1, 2016 - December 31, 2016

Account Number: 31-0126-01-6

**Statement Of Assets**

Shares	Description	Market Price	Total Cost	Market Value	% Of Category	Estimated Income	Current Yield	Unrealized Gain / Loss
87,000	JPMorgan Chase & Co	86.290	4,562.24	7,507.23	1.85	167	2.2	2,944.99
104,000	Suntrust Bks Inc	54.850	4,837.04	5,704.40	1.41	108	1.9	867.36
	<b>Total Financials</b>		<b>25,043.40</b>	<b>32,863.40</b>	<b>8.12</b>	<b>547</b>	<b>1.7</b>	<b>7,820.00</b>
	<b>Health Care</b>							
50,000	Danaher Corp	77.840	2,744.83	3,892.00	0.96	25	0.6	1,147.17
45,000	Edwards Lifesciences Corp	93.700	3,415.56	4,216.50	1.04	0	0.0	800.94
62,000	Eli Lilly & Co	73.550	4,784.48	4,560.10	1.13	128	2.8	-224.38
161,000	Pfizer Inc	32.480	4,471.85	5,229.28	1.29	206	3.9	757.43
46,000	Stryker Corp	119.810	4,592.53	5,511.26	1.36	78	1.4	918.73
37,000	Thermo Fisher Scientific Inc	141.100	2,245.22	5,220.70	1.29	22	0.4	2,975.48
	<b>Total Health Care</b>		<b>22,254.47</b>	<b>28,629.84</b>	<b>7.07</b>	<b>459</b>	<b>1.6</b>	<b>6,375.37</b>
	<b>Industrials</b>							
9,000	Acuity Brands Inc	230.860	2,289.87	2,077.74	0.51	4	0.2	-212.13
36,000	Equifax Inc	118.230	3,666.80	4,256.28	1.05	47	1.1	589.48
27,000	Fedex Corp	186.200	4,363.22	5,027.40	1.24	43	0.9	664.18
64,000	Fortive Corp	53.630	2,484.45	3,432.32	0.85	17	0.5	947.87
129,000	Gen Elec Co	31.600	3,498.18	4,076.40	1.01	123	3.0	578.22
18,000	Lennox Intl Inc	153.170	2,476.64	2,757.06	0.68	30	1.1	280.42
26,000	Northrop Grumman Corp	232.580	4,902.43	6,047.08	1.49	93	1.5	1,144.65
	<b>Total Industrials</b>		<b>23,681.59</b>	<b>27,674.28</b>	<b>6.84</b>	<b>357</b>	<b>1.3</b>	<b>3,992.69</b>
	<b>Information Technology</b>							
13,000	Alphabet Inc Cl A	792.450	7,028.79	10,301.85	2.55	0	0.0	3,273.06
57,000	Apple Inc	115,820	3,905.41	6,601.74	1.63	129	2.0	2,696.33
46,000	Facebook Inc Cl A	115,050	5,052.99	5,292.30	1.31	0	0.0	239.31

**Marion D. Brown Scholarship Fund**  
January 1, 2016 - December 31, 2016

Account Number: 31-0126-01-6

**Statement Of Assets**

<i>Shares</i>	<i>Description</i>	<i>Market Price</i>	<i>Total Cost</i>	<i>Market Value</i>	<i>% Of Category</i>	<i>Estimated Income</i>	<i>Current Yield</i>	<i>Unrealized Gain / Loss</i>
116,000	Oracle Corp	38.450	3,677.74	4,460.20	1.10	69	1.6	782.46
76,000	Paypal Hldgs Inc	39.470	2,491.23	2,999.72	0.74	0	0.0	508.49
93,000	Qualcomm Inc	65.200	5,639.62	6,063.60	1.50	197	3.3	423.98
101,000	Visa Inc Cl A	78.020	2,556.15	7,880.02	1.95	66	0.8	5,323.87
	<b>Total Information Technology</b>		<b>30,351.93</b>	<b>43,599.43</b>	<b>10.77</b>	<b>461</b>	<b>1.1</b>	<b>13,247.50</b>
	<b>Materials</b>							
12,000	Sherwin Williams Co	268.740	3,524.09	3,224.88	0.80	40	1.3	-299.21
	<b>Total Materials</b>		<b>3,524.09</b>	<b>3,224.88</b>	<b>0.80</b>	<b>40</b>	<b>1.3</b>	<b>-299.21</b>
	<b>Real Estate</b>							
51,000	Crown Castle Intl Corp	86.770	4,370.18	4,425.27	1.09	193	4.4	55.09
48,000	Extra Space Storage Inc	77.240	3,990.83	3,707.52	0.92	149	4.0	-283.31
	<b>Total Real Estate</b>		<b>8,361.01</b>	<b>8,132.79</b>	<b>2.01</b>	<b>342</b>	<b>4.2</b>	<b>-228.22</b>
	<b>Utilities</b>							
81,000	Select Sector SPDR Tr Utils	48.570	3,693.12	3,934.17	0.97	134	3.4	241.05
	<b>Total Utilities</b>		<b>3,693.12</b>	<b>3,934.17</b>	<b>0.97</b>	<b>134</b>	<b>3.4</b>	<b>241.05</b>
	<b>Total Common Stock</b>							
	<b>Foreign Stock</b>							
12,000	Allergan PLC	210.010	3,679.50	2,520.12	0.62	33	1.3	-1,159.38
42,000	Aon PLC	111.530	4,602.28	4,684.26	1.16	55	1.2	81.98
74,000	Medtronic PLC	71.230	5,472.43	5,271.02	1.30	127	2.4	-201.41
	<b>Total Foreign Stock</b>		<b>13,754.21</b>	<b>12,475.40</b>	<b>3.08</b>	<b>215</b>	<b>1.7</b>	<b>-1,278.81</b>

**Marion D. Brown Scholarship Fund**  
January 1, 2016 - December 31, 2016

Account Number: 31-0126-01-6

<b>Statement Of Assets</b>		<i>Shares</i>	<i>Description</i>	<i>Market Price</i>	<i>Total Cost</i>	<i>Market Value</i>	<i>% Of Category</i>	<i>Estimated Income</i>	<i>Current Yield</i>	<i>Unrealized Gain / Loss</i>
<b>Equity Mutual Funds</b>										
<b>Large Cap Funds</b>										
	975,085	Boston Partners All-Cap Value Instl Fd #81		23,480	20,338.28	22,895.00	5.66	266	1.2	2,556.72
					<b>20,338.28</b>	<b>22,895.00</b>	<b>5.66</b>	<b>266</b>	<b>1.2</b>	<b>2,556.72</b>
<b>Total Large Cap Funds</b>										
<b>Mid Cap Funds</b>										
	211,846	Janus Enterprise Cl I Fd #102		95,220	19,019.54	20,171.98	4.98	34	0.2	1,152.44
	854,378	Victory Sycamore Established Value Cl I Fd #203		36,160	27,391.34	30,894.31	7.63	236	0.8	3,502.97
					<b>46,410.88</b>	<b>51,066.29</b>	<b>12.62</b>	<b>270</b>	<b>0.5</b>	<b>4,655.41</b>
<b>Total Mid Cap Funds</b>										
<b>Small Cap Funds</b>										
	238,699	Eagle Small Cap Growth Cl I Fd #3933		54,700	11,305.23	13,056.84	3.23	0	0.0	1,751.61
	537,998	Federated Clover Small Value Cl I Is Fd #659		27,100	11,922.35	14,579.75	3.60	110	0.8	2,657.40
					<b>18,300</b>	<b>8,326.08</b>	<b>9,262.45</b>	<b>2.29</b>	<b>43</b>	<b>0.5</b>
					<b>31,553.66</b>	<b>36,899.04</b>	<b>9.12</b>	<b>153</b>	<b>0.4</b>	<b>936.37</b>
<b>Total Small Cap Funds</b>										
<b>International Funds</b>										
	605,224	Driehaus Emerging Mkts Growth Fd #3		27,980	18,733.70	16,934.17	4.18	65	0.4	-1,799.53
	781,514	Oakmark Intl Fd #109		22,700	19,540.09	17,740.37	4.38	262	1.5	-1,799.72
	444,927	Oppenheimer Intl Growth Cl I Fd #1961		34,680	16,496.66	15,430.07	3.81	239	1.6	-1,066.59

**Marion D. Brown Scholarship Fund**  
January 1, 2016 - December 31, 2016

Account Number: 31-0126-01-6

**Statement Of Assets**

<i>Shares</i>	<i>Description</i>	<i>Market Price</i>	<i>Total Cost</i>	<i>Market Value</i>	<i>% Of Category</i>	<i>Estimated Income</i>	<i>Current Yield</i>	<i>Unrealized Gain / Loss</i>
	<b>Total International Funds</b>		<b>54,770.45</b>	<b>50,104.61</b>	<b>12.38</b>		<b>566</b>	<b>1.1</b>
	<b>Closed End - Equity Funds</b>							<b>-4,665.84</b>
94,000	Vanguard Value Etf	6,665.90	6,665.90	8,742.94	2.16	213	2.4	2,077.04
	<b>Total Closed End - Equity Funds</b>			<b>8,742.94</b>	<b>2.16</b>	<b>213</b>	<b>2.4</b>	<b>2,077.04</b>
	<b>Total Equity Mutual Funds</b>							
	<b>Total Equities</b>		<b>353,155.35</b>	<b>404,752.06</b>	<b>100.00</b>	<b>5,348</b>	<b>1.3</b>	<b>51,596.71</b>
	<b>Total Assets</b>			<b>527,122.61</b>	<b>58,041.57</b>	<b>9,980</b>	<b>1.7</b>	<b>53,918.96</b>

**Purchase Activity**

<i>Date</i>	<i>Description</i>	<i>Unit Price</i>	<i>Broker Commission</i>	<i>Other Costs</i>	<i>Cash</i>
	<b>Cash and Equivalents</b>				
12/31/16	Goldman Sachs Financial Square Purchases (129) 01/01/16 To 12/31/16	1,000	0.00	0 00	-94,323.08
	<b>Total Cash and Equivalents</b>				<b>\$ -94,323.08</b>

## FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	900.			900.
TOTALS	900.		NONE	900.

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## FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL TAX PAYMENT - PRIOR YE	304.	
FEDERAL ESTIMATES - PRINCIPAL	760.	
FOREIGN TAXES ON QUALIFIED FOR	73.	
TOTALS	1,137.	