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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

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

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning

07/01, 2016, and ending

06/30, 2017

Name of foundation

THE CARSON AND ROSEMARY NOECKER FAMILY FND

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 foundation

I Fair market value of all assets at

end of year (from Part II, col. (c), line

16) \$ 2,826,601.

J Accounting method:

☒ Cash☐ Accrual☐ Other (specify)

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

A Employer identification number

38-6826742

B Telephone number (see instructions)

812-464-1584

C If exemption application is
pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the
85% test, check here and attach
computation ☐E If private foundation status was terminated
under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ☐**Part I Analysis of Revenue and Expenses** (The
total of amounts in columns (b), (c), and (d)
may not necessarily equal the amounts in
column (a) (see instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)	376,845.			
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	57,843.	57,672.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	113,008.			
b Gross sales price for all assets on line 6a 278,437				
7 Capital gain net income (from Part IV, line 2)		113,008.		
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	547,696.	170,680.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	7,789.	1,474.		6,315.
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	900.	NONE	NONE	900.
c Other professional fees (attach schedule) STMT 2	12,496.	12,496.		
17 Interest				
18 Taxes (attach schedule) (see instructions) STMT 3	927.	36.		
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.	22,112.	14,006.	NONE	7,215.
25 Contributions, gifts, grants paid	383,720.			383,720.
26 Total expenses and disbursements Add lines 24 and 25	405,832.	14,006.	NONE	390,935.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	141,864.			
b Net investment income (if negative, enter -0-)		156,674.		
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 ▶ <u>NONE</u>				
	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 ▶ (attach schedule)				
	12 Investments - mortgage loans				
	13 Investments - other (attach schedule)		1,930,502.	2,067,700.	2,826,601.
	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)		1,930,502.	2,067,700.	2,826,601.
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, check here ▶ <input checked="" type="checkbox"/> check here and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds		1,930,502.	2,067,700.	
	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)		1,930,502.	2,067,700.	
	31 Total liabilities and net assets/fund balances (see instructions)		1,930,502.	2,067,700.	

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	1,930,502.
2 Enter amount from Part I, line 27a	2	141,864.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	2,072,366.
5 Decreases not included in line 2 (itemize) ▶ <u>SEE STATEMENT 4</u>	5	4,666.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,067,700.

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.)
1 a 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 278,437.		165,429.	113,008.		
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			113,008.		
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	113,008.	
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.

(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	311,570.	2,371,233.	0.131396
2014	318,833.	2,254,857.	0.141398
2013	373,240.	1,846,181.	0.202169
2012	330,894.	1,650,265.	0.200510
2011	297,294.	1,458,333.	0.203859
2 Total of line 1, column (d)			2 0.879332
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 0.175866
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 2,566,997.
5 Multiply line 4 by line 3.			5 451,447.
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 1,567.
7 Add lines 5 and 6.			7 453,014.
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			8 390,935.

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	3,133.
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	3,133.
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	3,133.
6 Credits/Payments			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a		
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		NONE
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		3,133.
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 2017 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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X	

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Part VII-A Statements Regarding Activities (continued)

	Yes	No
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? Website address ► N/A	13	X
14 The books are in care of ► OLD NATIONAL WEALTH MANAGEMENT Telephone no. ► (812) 464-1584 Located at ► P.O. BOX 207, EVANSVILLE, IN ZIP+4 ► 47702		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	
16 At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►	16	X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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 2016?	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 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 ►		
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 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)	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 2016?	4b	X

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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 4945(d)(4)(A)? (see instructions). ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐ **5b****c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

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

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

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No **7b****Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 5		7,789.		

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

Part IX-A Summary of Direct Charitable Activities

Expenses

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

Amount

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:	
a	Average monthly fair market value of securities	1a 2,606,088.
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 2,606,088.
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 2,606,088.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4 39,091.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5 2,566,997.
6	Minimum investment return. Enter 5% of line 5	6 128,350.

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	1 128,350.
2a	Tax on investment income for 2016 from Part VI, line 5	2a 3,133.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b
c	Add lines 2a and 2b	2c 3,133.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3 125,217.
4	Recoveries of amounts treated as qualifying distributions	4 NONE
5	Add lines 3 and 4.	5 125,217.
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.	7 125,217.

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 390,935.
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	4 390,935.
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	6 390,935.

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				125,217.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			NONE	
b Total for prior years 20 <u>14</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2016:				
a From 2011	224,995.			
b From 2012	249,063.			
c From 2013	283,400.			
d From 2014	207,961.			
e From 2015	195,779.			
f Total of lines 3a through e	1,161,198.			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>390,935.</u>				
a Applied to 2015, 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 2016 distributable amount				125,217.
e Remaining amount distributed out of corpus.	265,718.			
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	1,426,916.			
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			NONE	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017.				NONE
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)	224,995.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	1,201,921.			
10 Analysis of line 9				
a Excess from 2012	249,063.			
b Excess from 2013	283,400.			
c Excess from 2014	207,961.			
d Excess from 2015	195,779.			
e Excess from 2016	265,718.			

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 2016, enter the date of the ruling

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

4942(1)(3) or

4942(1)(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.

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(i)(3)(B)(i). . . .

b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . .

C "Support" alternative test - enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).

(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization. . . .

(4) Gross investment income .

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

SEE STATEMENT 7

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines

N/A

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

N/A

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				
AUDIENCES UNLIMITED INC 227 E WASHINGTON BLVD #301 FORT WAYNE IN 468	NONE	PC	OPERATING SUPPORT	15,000.
FORT WAYNE CHILDREN'S ZOO 3411 SHERMAN BLVD FORT WAYNE IN 46808	NONE	PC	OPERATING SUPPORT	20,000.
FORT WAYNE PHILHARMONIC ORCHESTRAS INC 4901 FULLER DR FORT WAYNE IN 46835	NONE	PC	OPERATING SUPPORT	100,000.
TURNSTONE CENTER FOR DISABLED 3320 N CLINTON ST FORT WAYNE IN 46805	NONE	PC	OPERATING SUPPORT	175,000.
COMMUNITY TRANSPORTATION NETWORK 5601 INDUSTRIAL ROAD FORT WAYNE IN 46825	NONE	PC	PAYMENT OF MORTGAGE BALANCE	28,720.
COMMUNITY HARVEST FOOD BANK 999 E TILLMAN ROAD FORT WAYNE IN 46816	NONE	PC	OPERATING SUPPORT	25,000.
EASTER SEALS ARC OF NE INDIANA 4919 COLDWATER ROAD FORT WAYNE IN 46825	NONE	PC	OPERATING SUPPORT	20,000.
Total			3a	383,720.
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations)

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)
▼	

17 -

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

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

▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990

OMB No 1545-0047

2016

Name of the organization

Employer identification number

THE CARSON AND ROSEMARY NOECKER FAMILY FND

38-6826742

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note:** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒
- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ▶ \$ _____

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

Name of organization THE CARSON AND ROSEMARY NOECKER FAMILY FND	Employer identification number 38-6826742
---------------------------------------------------------------------------	-----------------------------------------------------

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ROSEMARY NOECKER 2209 ST JOE CENTER FORT WAYNE, IN 46825	\$ 376,845.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Employer identification number

38-6826742

Part II

[illegible]

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	NONE	900.
	=====	=====	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
INVESTMENT MGMT FEES-SUBJECT T	12,496.	12,496.
TOTALS	12,496.	12,496.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FEDERAL TAX PAYMENT - PRIOR YE	891.	
FOREIGN TAXES ON QUALIFIED FOR	18.	18.
FOREIGN TAXES ON NONQUALIFIED	18.	18.
	-----	-----
TOTALS	927.	36.
	=====	=====

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

=====

DESCRIPTION

AMOUNT

RETURN OF CAPITAL ADJUSTMENT
ACCRUED INTEREST PAID

4,436.

230.

TOTAL

4,666.

=====

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

OFFICER NAME:

OLD NATIONAL WEALTH MANAGEMENT

ADDRESS:

P.O. BOX 207

EVANSVILLE, IN 47702

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 7,789.

OFFICER NAME:

ROSEMARY NOECKER C/O DEBRA BREUNLIN

ADDRESS:

612 INDEPENDENCE LANE

WAUSAU, WI 54403

TITLE:

TRUST ADVISOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

DEBRA L BREUNLING

ADDRESS:

612 INDEPENDENCE LANE

WAUSAU, WI 54403

TITLE:

COMMITTEE MEMBER

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

GEORGE R DONNER

ADDRESS:

127 WEST BERRY STREET SUITE 402

FORT WAYNE, IN 46802

TITLE:

COMMITTEE MEMBER

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

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

OFFICER NAME:

ROBERT A WAGNER

ADDRESS:

202 WEST BERRY STREET SUITE 300

FORT WAYNE, IN 46802

TITLE:

COMMITTEE MEMBER

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

MONARCH CAPITAL

ADDRESS:

127 WEST BERRY STREET SUITE 402

FORT WAYNE, IN 46802

TITLE:

INVESTMENT MANAGER

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

TOTAL COMPENSATION:

7,789.

=====

THE CARSON AND ROSEMARY NOECKER FAMILY FND
FORM 990PF, PART XV - LINES 2a - 2d
=====

38-6826742

RECIPIENT NAME:

OLD NATIONAL WEALTH MANAGEMENT

ADDRESS:

P.O. BOX 207

EVANSVILLE, IN 47702

FORM, INFORMATION AND MATERIALS:

WRITTEN APPLICATION DESCRIBING THE PURPOSE AND USE FOR
THE GRANT AMOUNT. A COPY OF THE ORGANIZATION'S IRS
TAX EXEMPT STATUS LETTER.

STATEMENT 7

FEDERAL FOOTNOTES

=====

ELECTION TO AMORTIZE BOND PREMIUM

-

TAXPAYER HEREBY ELECTS TO AMORTIZE BOND PREMIUM PURSUANT TO IRC SEC.
171(C) AND TREASURY REGULATION 1.171-4(A).

Carson and Rosemary Noecker Fam FDN
June 1, 2017 - June 30, 2017

Page 8 of 15

Account Number 31-0160-01-5

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>
Total Information Technology								
			57,152.61	142,162.69	7.42	2,428	1.7	85,010.08
Materials								
1,600,000	Bemis Co	46.250	49,373.52	74,000.00	3.86	1,920	2.6	24,626.48
250,000	Praxair Inc	132.550	29,919.00	33,137.50	1.73	787	2.4	3,218.50
	Total Materials		79,292.52	107,137.50	5.59	2,707	2.5	27,844.98
	Total Common Stock		882,314.79	1,585,435.93	82.79	42,289	2.7	703,121.14
Foreign Stock								
2,500,000	Medtronic PLC	88.750	183,351.20	221,875.00	11.59	4,600	2.1	38,523.80
601,000	Chubb Ltd	145.380	66,759.09	87,373.38	4.56	1,706	2.0	20,614.29
	Total Foreign Stock		250,110.29	309,248.38	16.15	6,306	2.0	59,138.09
Equity Mutual Funds								
Closed End - Equity Funds								
500,000	Vanguard Ftse Emerging Mkts Etf	40.830	22,265.00	20,415.00	1.07	472	2.3	-1,850.00
	Total Closed End - Equity Funds		22,265.00	20,415.00	1.07	472	2.3	-1,850.00
Total Equity Mutual Funds								
	Total Equity Mutual Funds		22,265.00	20,415.00	1.07	472	2.3	-1,850.00
	Total Equities		1,154,690.08	1,915,099.31	100.00	49,067	2.6	760,409.23
	Total Assets		2,067,699.56	2,826,601.04		66,523	2.4	758,901.48

Carson and Rosemary Noecker Fam FDN
June 1, 2017 - June 30, 2017

Page 5 of 15

Account Number: 31-0160-01-5

Statement Of Assets

Shares	Description	Market Price	Total Cost	Market Value	% Of Category	Estimated Current Income	Current Yield	Unrealized Gain / Loss
Cash & Equivalents								
Money Markets								
233,174.730	Federated Treasury Obligation Fund #68	1.000	233,174.73	233,174.73	100.00	1,948	0.8	0.00
	Total Money Markets		233,174.73	233,174.73	100.00	1,948	0.8	0.00
Cash								
	Principal Cash		0.00	0.00	0.00	0	0.0	0.00
	Income Cash		0.00	0.00	0.00	0	0.0	0.00
	Total Cash		0.00	0.00	0.00	0	0.0	0.00
	Total Cash & Equivalents		233,174.73	233,174.73	100.00	1,948	0.8	0.00

Fixed Income
Corporate Bonds

75,000.000	Abbvie Inc 2.9% 11/06/2022	100.941	76,215.00	75,705.75	11.16	2,175	2.9	-509.25
50,000.000	Amgen Inc 1.85% 08/19/2021 Callable	97.768	50,152.50	48,884.00	7.21	925	1.9	-1,268.50
50,000.000	Caterpillar Finl Corp 2.250% 9/15/18	99.708	50,313.50	49,854.00	7.35	1,125	2.3	-459.50
50,000.000	Chevron Corp 2.419% 11/17/2020 Callable	101.240	50,185.50	50,620.00	7.46	1,209	2.4	434.50
50,000.000	Cisco Sys Inc 2.125% 03/01/2019	100.811	50,197.00	50,405.50	7.43	1,062	2.1	208.50
75,000.000	Colgate Palmolive Co 2.3% 05/03/2022	100.884	76,064.25	75,663.00	11.15	1,725	2.3	-401.25
50,000.000	John Deere Cap Corp 2.25% 04/17/2019	100.967	50,204.50	50,483.50	7.44	1,125	2.2	279.00

Carson and Rosemary Noecker Fam FDN
June 1, 2017 - June 30, 2017

Page 6 of 15

Account Number 31-0160-01-5

Statement Of Assets

Shares	Description	Market Price	Total Cost	Market Value	% Of Category	Estimated Income	Current Yield	Unrealized Gain / Loss
50,000.000	Fedex Corp 2 3% 02/01/2020	100.770	50,428.50	50,385.00	7.43	1,150	2.3	-43.50
75,000.000	Pfizer Inc 2 1% 05/15/2019	100.899	75,295.50	75,674.25	11.16	1,575	2.1	378.75
50,000.000	Total System Svcs Inc 2 375% 6/01/18	100.415	50,032.00	50,207.50	7.40	1,187	2.4	175.50
50,000.000	Toyota Mtr Cr Corp 2% 10/24/2018	100.543	50,073.50	50,271.50	7.41	1,000	2.0	198.00
50,000.000	Wells Fargo & Co 2.5% 03/04/2021	100.346	50,673.00	50,173.00	7.40	1,250	2.5	-500.00
	Total Corporate Bonds		679,834.75	678,327.00	100.00	15,508	2.3	-1,507.75
	Total Fixed Income		679,834.75	678,327.00	100.00	15,508	2.3	-1,507.75

Equities

Common Stock

Consumer Discretionary

1,307.000	Gannett Co Inc	8.720	5,394.55	11,397.04	0.60	836	7.3	6,002.49
1,150.000	Genuine Parts Co	92.760	51,455.35	106,674.00	5.57	3,105	2.9	55,218.65
2,615.000	Tegna Inc	14.410	14,830.77	37,682.15	1.97	732	1.9	22,851.38
	Total Consumer Discretionary		71,680.67	155,753.19	8.13	4,673	3.0	84,072.52

Consumer Staples

1,830.000	Coca Cola Co	44.850	39,507.85	82,075.50	4.29	2,708	3.3	42,567.65
500.000	Kimberly Clark Corp	129.110	53,656.72	64,555.00	3.37	1,940	3.0	10,898.28
5,000.000	Kroger Co	23.320	108,250.00	116,600.00	6.09	2,500	2.1	8,350.00
700.000	Procter & Gamble Co	87.150	38,218.00	61,005.00	3.19	1,930	3.2	22,787.00
2,000.000	Sysco Corp	50.330	53,315.00	100,660.00	5.26	2,640	2.6	47,345.00
300.000	Walmart Stores Inc	75.680	22,524.00	22,704.00	1.19	612	2.7	180.00

Carson and Rosemary Noecker Fam FDN
June 1, 2017 - June 30, 2017

Page 7 of 15

Account Number: 31-0160-01-5

Statement Of Assets

Shares	Description	Market Price	Total Cost	Market Value	% Of Category	Estimated Income	Current Yield	Unrealized Gain / Loss
1,250,000	Walgreens Boots Alliance Inc	78.310	50,857.00	97,887.50	5.11	1,875	1.9	47,030.50
	Total Consumer Staples		366,328.57	545,487.00	28.48	14,205	2.6	179,158.43
	Energy							
1,200,000	Exxon Mobil Corp	80.730	87,247.75	96,876.00	5.06	3,696	3.8	9,628.25
	Total Energy		87,247.75	96,876.00	5.06	3,696	3.8	9,628.25
	Financials							
1,050,000	Cincinnati Finl Corp	72.450	46,453.30	76,072.50	3.97	2,100	2.8	29,619.20
	Total Financials		46,453.30	76,072.50	3.97	2,100	2.8	29,619.20
	Health Care							
675,000	Johnson & Johnson	132.290	40,044.75	89,295.75	4.66	2,268	2.5	49,251.00
1,175,000	Merck & Co Inc	64.090	35,976.25	75,305.75	3.93	2,209	2.9	39,329.50
	Total Health Care		76,021.00	164,601.50	8.59	4,477	2.7	88,580.50
	Industrials							
1,885,000	Emerson Elec Co	59.620	0.00	112,383.70	5.87	3,619	3.2	112,383.70
200,000	Grainger Ww Inc	180.530	47,210.00	36,106.00	1.89	1,024	2.8	-11,104.00
715,000	3m Co	208.190	50,928.37	148,855.85	7.77	3,360	2.3	97,927.48
	Total Industrials		98,138.37	297,345.55	15.53	8,003	2.7	199,207.18
	Information Technology							
1,000,000	Automatic Data Processing Inc	102.460	45,236.59	102,460.00	5.35	2,280	2.2	57,223.41
266,000	Cdk Global Inc	62.060	3,494.93	16,507.96	0.86	148	0.9	13,013.03
871,000	Cars Com	26.630	8,421.09	23,194.73	1.21	0	0.0	14,773.64