

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name Old National Bancorp		2 Issuer's employer identification number (EIN) 35-1539838	
3 Name of contact for additional information Shareholder Services	4 Telephone No. of contact 812-464-1296	5 Email address of contact ShareholderServices@oldnational.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact P.O. Box 718		7 City, town, or post office, state, and Zip code of contact Evansville, IN 47705-0718	
8 Date of action September 15, 2012		9 Classification and description See Attachment	
10 CUSIP number 680033107	11 Serial number(s) N/A	12 Ticker symbol ONB	13 Account number(s) N/A

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ On September 15, 2012, Indiana Community Bancorp merged with and into Old National Bancorp.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ As a result of the foregoing merger transaction, Indiana Community Bancorp ("ICB") merged with and into Old National Bancorp ("ONB") and each share of ICB common stock was converted into a right to receive 1.9455 shares of ONB common stock. In addition, each ICB shareholder received cash in lieu of any fractional shares at a rate of \$13.356 per share of ONB common stock. The merger transaction qualifies as a "Reorganization" within the meaning of Section 368(a)(1) of the IRS Code. Under Section 368, the shareholder's aggregate tax basis in ONB common stock received pursuant to the transaction (including any fractional ONB common stock shares deemed received and exchanged for cash) will equal the aggregate tax basis in the original ICB common stock surrendered in the transaction, decreased by the amount of cash received (excluding any cash received for fractional shares), and increased by the amount of gain, if any, recognized (excluding any gain recognized with respect to cash received for fractional shares).

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ Refer to the description of the basis calculation in Part II, Box 15 above.

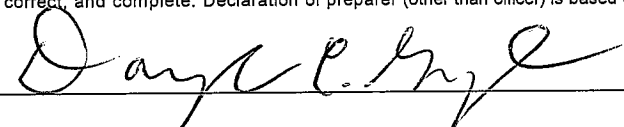
Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based **►** _____
IRC sections 354, 356, 358 and 1001.

18 Can any resulting loss be recognized? **►** ICB shareholders generally will not recognize gain or loss with respect to the exchange of ICB common stock for shares of ONB common stock in the transaction, but will, however, have to recognize gain in connection with any cash received in lieu of a fractional share interest in ONB common stock.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year **►** The transaction was consummated on September 15, 2012. Consequently, the reportable tax year of the ICB shareholders for reporting the tax effect of the share exchange is the tax year that includes the September 15, 2012 date. This is the 2012 calendar year for those shareholders who report taxable income on the basis of a calendar year.

Any information disclosed in this information return should not be considered, used or relied upon as tax advice on the tax treatment of the transaction, and each shareholder should consult his, her or its tax advisor as to the resulting tax consequences of the transaction.

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.			
	Signature ►		Date ►	10-25-12
Paid Preparer Use Only	Print your name ►	Douglas C. Gregurich	Title ►	SVP, Tax and Real Estate
	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed <input type="checkbox"/> PTIN
	Firm's name ►	Firm's EIN ►		Phone no.
	Firm's address ►			

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054

**Old National Bancorp
35-1539838
Attachment to Form 8937**

REPORT OF ORGANIZATIONAL ACTIONS AFFECTING BASIS OF SECURITIES

Form 8937 Part I, Box 9:

Common Stock of Old National Bancorp ("ONB") issued in exchange for the outstanding common stock of Indiana Community Bancorp ("ICB") as a result of the merger of ICB with and into ONB on September 15, 2012.