

Report of Organizational Actions
Affecting Basis of Securities

► See separate instructions.

Part I Reporting Issuer

1 Issuer's name		2 Issuer's employer identification number (EIN)	
Old National Bancorp		35-1539838	
3 Name of contact for additional information	4 Telephone No. of contact	5 Email address of contact	
Shareholder Services	812-464-1296	ShareholderServices@oldnational.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact		7 City, town, or post office, state, and Zip code of contact	
P.O. Box 718		Evansville, IN 47705-0718	
8 Date of action		9 Classification and description	
January 1, 2015		See Attachment	
10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
680033107	N/A	ONB	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 January 1, 2015 Founders Financial Corporation 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 ► See Attachment.

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 (See Attachment). The December 31, 2014 closing price of a single share of ONB common stock on the NASDAQ stock exchange was \$14.88.

Part II **Organizational Action (continued)**

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ► Old National Bancorp and Founders Financial Corporation have structured the merger to qualify as a reorganization within the meaning of Section 368(a)(1) of the Internal Revenue Code, as amended. Relevant Internal Revenue Code provisions include sections 354, 356, 358, and 1001.

18 Can any resulting loss be recognized? ► Gain, but not loss, will be recognized by those holders that receive shares of Old National Bancorp ("ONB") stock and cash in exchange for shares of Founders Financial Corporation ("Founders") stock pursuant to the merger, in an amount equal to the lesser of (1) the amount by which the sum of the fair market value of the ONB common stock and cash received by a holder of Founders common stock exceeds such holder's cost basis in its Founders common stock, and (2) the amount of cash received by such holder of Founders common stock.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ► The transaction was consummated on January 1, 2015. Consequently, the reportable tax year of the Founders shareholders for reporting the tax effect of the share exchange is the tax year that includes the January 1, 2015 date. This is the 2015 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.

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.

Sign Here

Signature ►



Date ►

2-13-2015

Print your name ► Douglas C. Gregurich

Title ► SVP-Tax & Real Estate

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check if self-employed

Firm's EIN ►

Phone no.

Firm's name ►

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 Founders Financial Corporation (“Founders”) as a result of the merger of Founders with and into ONB on January 1, 2015.

Form 8937 – Report of Organizational Actions Affecting Basis of Securities, Part II, Line 15:

As a result of the foregoing merger transaction, Founders Financial Corporation (“Founders”) merged with and into Old National Bancorp (“ONB”) and each share of Founders common stock was converted into a right to receive 3.25 shares of ONB common stock and \$38.00 in cash. 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 will equal the aggregate tax basis in the original Founders common stock surrendered in the transaction, decreased by the amount of cash received, and increased by the amount of gain, if any, recognized.