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Return of Private Foundation
 or Section 4947(a)(1) Nonexempt Charitable Trust
 Treated as a Private Foundation

2009

Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements.

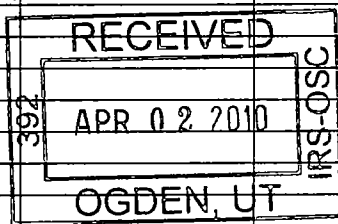
For calendar year **2009**, or tax year beginning **2009**, and ending **20**

G Check all that apply: Initial return Initial return of a former public charity Final return
 Amended return Address change Name change

POSTMARK DATE MAR 29 2010

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation FRANK P. MCCANDLESS 8015002106		A Employer identification number 25-6033691
	Number and street (or P O box number if mail is not delivered to street address) PO BOX 1558 DEPT EA4E86	Room/suite	B Telephone number (see page 10 of the instructions) (614) 331-9547
	City or town, state, and ZIP code COLUMBUS, OH 43216		C If exemption application is pending, check here <input type="checkbox"/> D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 1,170,316.		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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 page 11 of the instructions).)				
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B.				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	24,079.	24,079.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-126,841.			
b Gross sales price for all assets on line 6a 391,464.				
7 Capital gain net income (from Part IV, line 2)				
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	-102,762.	24,079.		
Expenses				
13 Compensation of officers, directors, trustees, etc.	12,952.	6,476.		6,476.
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 2	330.	NONE	NONE	330.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions) STMT 3	3,598.	91.		1,879.
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	16,880.	6,567.	NONE	8,685.
25 Contributions, gifts, grants paid	27,720.			27,720.
26 Total expenses and disbursements. Add lines 24 and 25	44,600.	6,567.	NONE	36,405.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-147,362.			
b Net investment income (if negative, enter -0-)		17,512.		
c Adjusted net income (if negative, enter -0-)				



2 NB

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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	87,110.	12,275.	12,275.
	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 page 16 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			NONE
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)			
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶ Less: accumulated depreciation ▶ (attach schedule)			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)	1,134,532.	1,061,731.	1,158,041.
	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)	1,221,642.	1,074,006.	1,170,316.	
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)			
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	1,221,642.	1,074,006.	
	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 page 17 of the instructions)	1,221,642.	1,074,006.		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,221,642.	1,074,006.		

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)	1,221,642.
2	Enter amount from Part I, line 27a	-147,362.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 4	350.
4	Add lines 1, 2, and 3	1,074,630.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 5	624.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	1,074,006.

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.)
1a SEE PART IV DETAIL					
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					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(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			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	-126,841.	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
{ If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8. }					

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 page 18 of 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))
2008	34,498.	1,268,989.	0.02718542084
2007			
2006			
2005			
2004			
2 Total of line 1, column (d)			2 0.02718542084
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 0.02718542084
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4 1,116,827.
5 Multiply line 4 by line 3			5 30,361.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 175.
7 Add lines 5 and 6			7 30,536.
8 Enter qualifying distributions from Part XII, line 4			8 36,405.

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 on page 18.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the 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 ruling 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	1	175.
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	175.
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	175.
6	Credits/Payments:		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	1,628.
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	1,628.
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	1,453.
11	Enter the amount of line 10 to be: Credited to 2010 estimated tax <input type="checkbox"/> 176. Refunded <input checked="" type="checkbox"/> 1,277.	11	1,277.

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions) 11 X
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 X
Website address N/A
14 The books are in care of HUNTINGTON NATIONAL BANK Telephone no (614) 331-9547
Located at PO BOX 1558 DEPT EA4E86, COLUMBUS, OH ZIP + 4 43216
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

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? Yes No X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? X Yes 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)? Yes No X
(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) Yes No X
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 page 20 of the 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 2009? 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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? Yes No X
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 page 20 of the instructions.) 2b X
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? Yes No X
b If "Yes," did it have excess business holdings in 2009 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 2009.) 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 2009? 4b X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the 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 page 22 of the instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the 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 6		12,952.	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the 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

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 page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE

Total number of others receiving over \$50,000 for professional services **NONE**

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments. See page 24 of the instructions 3 NONE	
Total. Add lines 1 through 3	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,126,751.
b	Average of monthly cash balances	1b	7,084.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	1,133,835.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	1,133,835.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	17,008.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,116,827.
6	Minimum investment return. Enter 5% of line 5	6	55,841.

Part XI Distributable Amount (see page 25 of the 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	55,841.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	175.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	175.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	55,666.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	55,666.
6	Deduction from distributable amount (see page 25 of the instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	55,666.

Part XII Qualifying Distributions (see page 25 of the 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	36,405.
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	36,405.
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 page 26 of the instructions)	5	175.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	36,230.

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				55,666.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			27,326.	
b Total for prior years 20 07, 20 _____, 20 _____		NONE		
3 Excess distributions carryover, if any, to 2009:				
a From 2004	NONE			
b From 2005	NONE			
c From 2006	NONE			
d From 2007	NONE			
e From 2008	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ 36,405.				
a Applied to 2008, but not more than line 2a			27,326.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2009 distributable amount				9,079.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2009 (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 page 27 of the instructions		NONE		
e Undistributed income for 2008. Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010.				46,587.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2005	NONE			
b Excess from 2006	NONE			
c Excess from 2007	NONE			
d Excess from 2008	NONE			
e Excess from 2009	NONE			

Part XIV Private Operating Foundations (see page 27 of the 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 2009, 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) 2009	(b) 2008	(c) 2007	(d) 2006	
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(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 28 of the 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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number 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 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 <i>Paid during the year</i> SEE STATEMENT 7				
Total ▶ 3a				27,720.
b <i>Approved for future payment</i>				
Total ▶ 3b				

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					495.	
40,675.00		3381.108 AIM BASIC VALUE CL A PROPERTY TYPE: SECURITIES 92,107.00					12/14/2007 -51,432.00	01/22/2009
5,897.00		490.167 AIM BASIC VALUE CL A PROPERTY TYPE: SECURITIES 6,230.00					12/12/2008 -333.00	01/22/2009
50,000.00		2617.801 AMERICAN GROWTH FUND OF AMERICA PROPERTY TYPE: SECURITIES 48,544.00					10/31/2002 1,456.00	01/22/2009
20,552.00		597.275 HARBOR INTERNATIONAL FUND PROPERTY TYPE: SECURITIES 41,767.00					12/19/2007 -21,215.00	01/22/2009
49,646.00		2840.149 TURNER MIDCAP GROWTH FUND PROPERTY TYPE: SECURITIES 42,858.00					10/31/2002 6,788.00	01/22/2009
50,000.00		50000. FHLB FEDERAL HOME LOAN BANK 01/23 PROPERTY TYPE: SECURITIES 50,000.00					01/11/2007	01/23/2009
45,297.00		2009.646 DAVIS NEW YORK VENTURE CLASS Y PROPERTY TYPE: SECURITIES 75,000.00					03/24/2008 -29,703.00	02/06/2009
21,523.00		954.882 DAVIS NEW YORK VENTURE CLASS Y PROPERTY TYPE: SECURITIES 40,000.00					06/28/2007 -18,477.00	02/06/2009
10,879.00		789.474 T. ROWE PRICE EMERGING MARKETS S PROPERTY TYPE: SECURITIES 30,000.00					06/28/2007 -19,121.00	03/06/2009
25,000.00		25000. FHLMC MEDIUM TERM NOTE 4% 10/17/2 PROPERTY TYPE: SECURITIES 25,000.00					04/07/2008	04/17/2009

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
10,000.00		399.84 AMERICAN GROWTH FUND OF AMERICA - PROPERTY TYPE: SECURITIES 7,415.00				10/31/2002	08/25/2009	
						2,585.00		
9,000.00		347.893 AMERICAN GROWTH FUND OF AMERICA PROPERTY TYPE: SECURITIES 6,451.00				10/31/2002	10/07/2009	
						2,549.00		
50,000.00		50000. FHLB 5.5% 10/23/2013 PROPERTY TYPE: SECURITIES 50,000.00				10/11/2006	10/23/2009	
2,500.00		163.292 HUNTINGTON SITUS FUND III PROPERTY TYPE: SECURITIES 2,933.00				03/24/2008	12/01/2009	
						-433.00		
TOTAL GAIN(LOSS)						----- -126,841. =====		

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BLACKROCK US OPPORTUNITIES PORTFOLIO - I	19.	19.
DISCOVER BANK GREENWOOD DE CD DTD 03/07/	2,575.	2,575.
EATON VANCE LARGE CAP VALUE FUND - CLASS	2,476.	2,476.
FHLMC MEDIUM TERM NOTE 4% 10/17/2013-200	500.	500.
FHLB 5.5% 10/23/2013	2,750.	2,750.
FHLB FEDERAL HOME LOAN BANK 01/23/2009 @	1,315.	1,315.
FHLB 5.51% 07/20/2012	2,755.	2,755.
FEDERATED TOTAL RETURN BOND FUND - INSTI	2,431.	2,431.
FEDERATED TOTAL RETURN GOVERNMENT BOND F	459.	459.
AMERICAN GROWTH FUND OF AMERICA - CLASS	2,063.	2,063.
HUNTINGTON MID CORP AMERICA FD III	278.	278.
HUNTINGTON INTL EQUITY FUND III	583.	583.
HUNTINGTON SITUS FUND III	124.	124.
HUNTINGTON REAL STRATEGIES FUND III	157.	157.
JANUS PERKINS MID CAP VALUE FUND - CLASS	152.	152.
MFS VALUE FUND - CLASS I	120.	120.
HUNTINGTON MORTGAGE SECURITIES FUND I	332.	332.
HUNTINGTON GROWTH FUND III	20.	20.
HUNTINGTON MONEY MKT IV	3.	3.
HUNTINGTON CONSERVATIVE DEPOSIT ACCOUNT	1,041.	1,041.
OPPENHEIMER DEVELOPING MARKETS FUND - CL	15.	15.
PIMCO TOTAL RETURN FUND INSTL CLASS	3,901.	3,901.
THORNBURG INTERNATIONAL VALUE - I SHARES	10.	10.
TOTAL	24,079.	24,079.

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	330.			330.
TOTALS	330.	NONE	NONE	330.

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER TAXES	200.		200.
FEDERAL TAX PAYMENT - PRIOR YE	1,679.		1,679.
FEDERAL ESTIMATES - PRINCIPAL	1,628.		
FOREIGN TAXES ON QUALIFIED FOR	91.	91.	
TOTALS	3,598.	91.	1,879.

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

=====

DESCRIPTION -----	AMOUNT -----
----------------------	-----------------

2008 INCOME REPORTED IN 2009	350.
------------------------------	------

TOTAL	----- 350. =====
-------	------------------------

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

=====

DESCRIPTION -----	AMOUNT -----
2009 INCOME REPORTED IN 2010	622.
ROUNDING	2.

TOTAL	624.
	=====

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

=====

OFFICER NAME:

HUNTINGTON NATIONAL BANK

ADDRESS:

PO BOX 1558 DEPT EA4E86
COLUMBUS, OH 43216

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 4

COMPENSATION 12,952.

TOTAL COMPENSATION: 12,952.

=====

=====

RECIPIENT NAME:

PORTIUNCULA FOUNDATION
C/O SISTER MARLENE KLINE

ADDRESS:

146 HAWTHORNE ROAD
PITTSBURGH, PA 15209

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

501C3

AMOUNT OF GRANT PAID 13,860.

RECIPIENT NAME:

JAMESON MEMORIAL HOSPITAL

ADDRESS:

ATTN: JAMES AUBEL
NEW CASTLE, PA 16105

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

501C3

AMOUNT OF GRANT PAID 13,860.

TOTAL GRANTS PAID:

27,720.

=====

FRANK P. MCCANDLESS 8015002106
 Schedule D Detail of Long-term Capital Gains and Losses

25-6033691

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES					
3381.108 AIM BASIC VALUE	12/14/2007	01/22/2009	40,675.00	92,107.00	-51,432.00
2617.801 AMERICAN GROWTH FUND OF AMERICA - CLASS	10/31/2002	01/22/2009	50,000.00	48,544.00	1,456.00
597.275 HARBOR INTERNATIONAL	12/19/2007	01/22/2009	20,552.00	41,767.00	-21,215.00
2840.149 TURNER MIDCAP	10/31/2002	01/22/2009	49,646.00	42,858.00	6,788.00
50000. FHLB FEDERAL HOME LOAN BANK 01/23/2009 @ 100 DTD 01/23/2007	01/11/2007	01/23/2009	50,000.00	50,000.00	
954.882 DAVIS NEW YORK	06/28/2007	02/06/2009	21,523.00	40,000.00	-18,477.00
789.474 T. ROWE PRICE EMERGING MARKETS STOCK FUN	06/28/2007	03/06/2009	10,879.00	30,000.00	-19,121.00
25000. FHLB MEDIUM TERM NOTE 4% 10/17/2013-200	04/07/2008	04/17/2009	25,000.00	25,000.00	
399.84 AMERICAN GROWTH FUND OF AMERICA - CLASS	10/31/2002	08/25/2009	10,000.00	7,415.00	2,585.00
347.893 AMERICAN GROWTH FUND OF AMERICA - CLASS	10/31/2002	10/07/2009	9,000.00	6,451.00	2,549.00
50000. FHLB 5.5%	10/11/2006	10/23/2009	50,000.00	50,000.00	
163.292 HUNTINGTON SITUS	03/24/2008	12/01/2009	2,500.00	2,933.00	-433.00
TOTAL CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES			339,775.00	437,075.00	-97,300.00
Totals			339,775.00	437,075.00	-97,300.00

FEDERAL CAPITAL GAIN DIVIDENDS

=====

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

FEDERATED TOTAL RETURN GOVERNMENT BOND FUND -	66.00
HUNTINGTON INTL EQUITY FUND III	98.00
HUNTINGTON SITUS FUND III	136.00
PIMCO TOTAL RETURN FUND INSTL CLASS	196.00

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS 495.00

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS 495.00

=====

JHE HUNTINGTON NATIONAL BANK
PO BOX 1558
COLUMBUS, OH 43216



MICHELE SALISBURY
HUNTINGTON NAT'L BANK TAX DEPT
MAIL CODE - EA4E86 OH 43216

C A S H A C T I V I T Y S T A T E M E N T

ACCOUNTING PERIOD

FROM 12/01/2009 TO 12/31/2009

ACCOUNT NAME: FRANK P. MCCANDLESS

ACCOUNT NUMBER: 8015002106

TRUST ADMINISTRATOR: DIANA NEEL

TELEPHONE NUMBER: 724-561-1019

THE HUNTINGTON FUNDS ARE AFFILIATED WITH THE HUNTINGTON NATIONAL BANK. MUTUAL FUNDS, INCLUDING THE HUNTINGTON FUNDS, ARE NOT INSURED OR GUARANTEED BY THE FEDERAL DEPOSIT INSURANCE CORPORATION OR BY ANY OTHER GOVERNMENT AGENCY OR GOVERNMENT-SPONSORED AGENCY OF THE FEDERAL GOVERNMENT OR THE STATE.

* MARKET VALUE AND ESTIMATED INCOME FIGURES ARE NOT GUARANTEED, BUT DO COME FROM RELIABLE SOURCES.

FORMAT # 12



FRANK P. MCCANDLESS
ACCOUNT NUMBER 8015002106

PAGE 1

CASH STATEMENT FROM 12/01/2009 TO 12/31/2009

-----SUMMARY OF INCOME CASH-----	
ENDING BALANCE LAST ACCOUNTING PERIOD 11/30/2009	\$ 0.00
RECEIPTS FOR THIS PERIOD	
CASH DIVIDENDS	4,273.90
DISBURSEMENTS FOR THIS PERIOD	
OTHER DISBURSEMENTS	3,335.00-
ENDING BALANCE THIS ACCOUNTING PERIOD 12/31/2009	\$ 938.90

-----SUMMARY OF PRINCIPAL CASH-----	
ENDING BALANCE LAST ACCOUNTING PERIOD 11/30/2009	\$ 0.00
RECEIPTS FOR THIS PERIOD	
SALES AND MATURITIES	18,616.40
FROM OTHER SOURCES	900.69
DISBURSEMENTS FOR THIS PERIOD	
PURCHASES	17,900.69-
FOR OTHER PURPOSES	1,616.40-
ENDING BALANCE THIS ACCOUNTING PERIOD 12/31/2009	\$ 0.00

-----SUMMARY OF COST VALUE-----	
ENDING BALANCE LAST ACCOUNTING PERIOD 11/30/2009	\$ 1,070,881.03
ASSETS PURCHASED OR OTHERWISE ACQUIRED	21,235.69
ASSETS SOLD OR OTHERWISE DISPOSED OF	19,049.12-
ENDING BALANCE THIS ACCOUNTING PERIOD 12/31/2009 -COST VALUE-	\$ 1,073,067.60
TOTAL MARKET VALUE OF ACCOUNT	\$ 1,170,316.44



FRANK P. MCCANDLESS
ACCOUNT NUMBER 8015002106
SCHEDULE OF TRANSACTIONS
FROM 12/01/2009 TO 12/31/2009

POSTING DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	COST VALUE
	ENDING BALANCE LAST STATEMENT PERIOD 11/30/2009	\$ 0.00	\$ 0.00	\$ 1,070,881.03
12/01/2009	DIVIDEND ON HUNTINGTON CONSERVATIVE DEPOSIT ACCOUNT PAYABLE 12/01/2009	64.87		
	DIVIDEND ON PIMCO TOTAL RETURN FUND - INSTITUTIONAL CLASS PAYABLE 12/01/2009	284.98		
12/02/2009	PURCHASED 123.839 SHS BLACKROCK US OPPORTUNITIES PORTFOLIO - INSTITUTIONAL ON 12/01/2009 AT 32.30		4,000.00-	4,000.00
	PURCHASED 213.675 SHS EATON VANCE ATLANTA CAPITAL SMID-CAP FUND - CLASS I ON 12/01/2009 AT 11.70		2,500.00-	2,500.00
	PURCHASED 218.531 SHS FEDERATED TOTAL RETURN GOVERNMENT BOND FUND - INSTITUTIONAL CLASS ON 12/01/2009 AT 11.44		2,500.00-	2,500.00



FRANK P. MCCANDLESS
ACCOUNT NUMBER 8015002106
SCHEDULE OF TRANSACTIONS
FROM 12/01/2009 TO 12/31/2009

POSTING DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	COST VALUE
12/02/2009	PURCHASED 35.486 SHS OPPENHEIMER DEVELOPING MARKETS FUND - CLASS Y ON 12/01/2009 AT 28.18		1,000.00-	1,000.00
	PURCHASED 453.721 SHS PIMCO TOTAL RETURN FUND - INSTITUTIONAL CLASS ON 12/01/2009 AT 11.02		5,000.00-	5,000.00
	PURCHASED 77.973 SHS THORNBURG INTERNATIONAL VALUE - I SHARES ON 12/01/2009 AT 25.65		2,000.00-	2,000.00
	SOLD 163.292 UNITS HUNTINGTON SITUS FUND III ON 12/01/2009 AT 15.31		2,500.00	2,932.72-
	DIVIDEND ON FEDERATED TOTAL RETURN BOND FUND - INSTITUTIONAL SHARES PAYABLE 12/01/2009 EFFECTIVE 12/01/2009	202.94		
	DIVIDEND ON FEDERATED TOTAL RETURN GOVERNMENT BOND FUND - INSTITUTIONAL CLASS PAYABLE 12/01/2009 EFFECTIVE 12/01/2009	65.71		



FRANK P. MCCANDLESS
ACCOUNT NUMBER 8015002106
SCHEDULE OF TRANSACTIONS
FROM 12/01/2009 TO 12/31/2009

POSTING DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	COST VALUE
12/07/2009	DIVIDEND ON 279.923 SHS BLACKROCK US OPPORTUNITIES PORTFOLIO - INSTITUTIONAL AT .067702 PER SHARE PAYABLE 12/04/2009 EX DATE 12/04/2009 EFFECTIVE 12/04/2009	18.95		
12/08/2009	DIVIDEND ON HUNTINGTON MORTGAGE SECURITIES FUND I PAYABLE 12/08/2009 MANAGEMENT FEE REBATE OF 50 BASIS POINTS (.50%) TRUSTEE FEE TO THE HUNTINGTON FOR THE PERIOD ENDING 11/30/2009 BASED ON MARKET VALUE <u>1,151,285.74</u>	10.75	1,209.40-	

FRANK P. MCCANDLESS
 ACCOUNT NUMBER 8015002106
 SCHEDULE OF TRANSACTIONS
 FROM 12/01/2009 TO 12/31/2009

POSTING DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	COST VALUE
12/09/2009	DIVIDEND ON 73.933 SHS OPPENHEIMER DEVELOPING MARKETS FUND - CLASS Y AT .17572 PER SHARE PAYABLE 12/08/2009 EX DATE 12/07/2009 EFFECTIVE 12/08/2009	12.99		
12/10/2009	LONG TERM CAPITAL GAINS DIVIDEND ON 8,109.937 SHS PIMCO TOTAL RETURN FUND - INSTITUTIONAL CLASS AT .02417 PER SHARE PAYABLE 12/09/2009 EX DATE 12/09/2009 EFFECTIVE 12/09/2009		196.02	
	PURCHASED 18 SHS PIMCO TOTAL RETURN FUND - INSTITUTIONAL CLASS ON 12/09/2009 AT 10.89 FOR REINVESTMENT		196.02-	196.02
	SHORT TERM CAPITAL GAINS DIVIDEND ON 8,109.937 SHS PIMCO TOTAL RETURN FUND - INSTITUTIONAL CLASS AT .08689 PER SHARE PAYABLE 12/09/2009 EX DATE 12/09/2009 EFFECTIVE 12/09/2009		704.67	



FRANK P. MCCANDLESS
ACCOUNT NUMBER 8015002106
SCHEDULE OF TRANSACTIONS
FROM 12/01/2009 TO 12/31/2009

POSTING DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	COST VALUE
12/10/2009	PURCHASED 64.708 SHS PIMCO TOTAL RETURN FUND - INSTITUTIONAL CLASS ON 12/09/2009 AT 10.89 FOR REINVESTMENT		704.67-	704.67
12/14/2009	DIVIDEND ON 557.448 SHS MFS VALUE FUND - CLASS I AT .11224 PER SHARE PAYABLE 12/10/2009 EX DATE 12/10/2009 EFFECTIVE 12/10/2009	62.57		
12/15/2009	4TH QTR EST TAX HUNTINGTON NATIONAL BANK 990-PF FOR TAX YEAR 2009		407.00-	

FRANK P. MCCANDLESS
 ACCOUNT NUMBER 8015002106
 SCHEDULE OF TRANSACTIONS
 FROM 12/01/2009 TO 12/31/2009

POSTING DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	COST VALUE
12/22/2009	DIVIDEND ON 1,459.131 SHS JANUS PERKINS MID CAP VALUE FUND - CLASS J SHARES AT .0355885 PER SHARE PAYABLE 12/18/2009 EX DATE 12/18/2009 EFFECTIVE 12/18/2009	51.93		
12/23/2009	DIVIDEND ON 9,285.289 SHS AMERICAN GROWTH FUND OF AMERICA - CLASS F-1 AT .2222 PER SHARE PAYABLE 12/22/2009 EX DATE 12/21/2009 EFFECTIVE 12/22/2009	2,063.19		
12/31/2009	DIVIDEND ON 9,577.634 SHS EATON VANCE LARGE CAP VALUE FUND - CLASS I AT .0518 PER SHARE PAYABLE 12/31/2009 EX DATE 12/30/2009	496.12		
	DIVIDEND ON 4,113.858 UNITS HUNTINGTON GROWTH FUND III AT .001584 PER SHARE PAYABLE 12/31/2009 EX DATE 12/30/2009	6.52		



FRANK P. MCCANDLESS
ACCOUNT NUMBER 8015002106
SCHEDULE OF TRANSACTIONS
FROM 12/01/2009 TO 12/31/2009

POSTING DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	COST VALUE
12/31/2009	DIVIDEND ON 4,983.965 UNITS HUNTINGTON INTERNATIONAL EQUITY FUND III AT .064763 PER SHARE PAYABLE 12/31/2009 EX DATE 12/30/2009	322.78		
	DIVIDEND ON 7,617.872 UNITS HUNTINGTON MID CORP AMERICA FUND III AT .036511 PER SHARE PAYABLE 12/31/2009 EX DATE 12/30/2009	278.14		
	DIVIDEND ON 2,818.489 UNITS HUNTINGTON MORTGAGE SECURITIES FUND I AT .01767 PER SHARE PAYABLE 12/31/2009 EX DATE 12/30/2009	49.80		
	DIVIDEND ON 3,734.259 UNITS HUNTINGTON SITUS FUND III AT .033328 PER SHARE PAYABLE 12/31/2009 EX DATE 12/30/2009	124.46		
	DIVIDEND ON 2,432.667 UNITS HUNTINGTON REAL STRATEGIES FUND III AT .064619 PER SHARE PAYABLE 12/31/2009 EX DATE 12/30/2009	157.20		



FRANK P. MCCANDLESS
ACCOUNT NUMBER 8015002106
SCHEDULE OF TRANSACTIONS
FROM 12/01/2009 TO 12/31/2009

POSTING DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	COST VALUE
	NET CASH MANAGEMENT BUYS FOR THE PERIOD			
	DEPOSIT HUNTINGTON CONSERVATIVE DEPOSIT ACCOUNT	3,335.00-		3,335.00
	NET CASH MANAGEMENT SELLS FOR THE PERIOD			
	WITHDRAWAL HUNTINGTON CONSERVATIVE DEPOSIT ACCOUNT		16,116.40	16,116.40-
	ENDING BALANCE THIS STATEMENT PERIOD 12/31/2009	\$ 938.90	\$ 0.00	\$ 1,073,067.60



FRANK P. MCCANDLESS
ACCOUNT NUMBER 8015002106

SCHEDULE OF PRINCIPAL ASSETS
AS OF DECEMBER 31, 2009

	COST VALUE	UNIT PRICE	MARKET VALUE	% MKT	EST INCOME	YIELD MKT
CASH MANAGEMENT FUNDS-TAXABLE						
HUNTINGTON CONSERVATIVE DEPOSIT ACCOUNT	47,036.23		47,036.23	4.1	517	1.1
TOTAL	47,036.23		47,036.23		517	1.1
HUNTINGTON FUNDS-EQUITY						
7,617.872 HUNTINGTON MID CORP AMERICA FUND III	75,000.00	13.14	100,098.84	8.6	84	0.1
4,983.965 HUNTINGTON INTERNATIONAL EQUITY FUND III	51,000.00	10.79	53,776.98	4.6	827	1.5
3,734.259 HUNTINGTON SITUS FUND III	67,067.28	15.95	59,561.43	5.1	99	0.2
2,432.667 HUNTINGTON REAL STRATEGIES FUND III	28,000.00	6.42	15,617.72	1.3	0	
4,113.858 HUNTINGTON GROWTH FUND III	80,000.00	23.16	95,276.95	8.2	152	0.2
TOTAL	301,067.28		324,331.92		1,162	0.4
HUNTINGTON FUNDS-FIXED						
2,818.489 HUNTINGTON MORTGAGE SECURITIES FUND I	25,000.00	8.92	25,140.92	2.2	1,011	4.0
TOTAL	25,000.00		25,140.92		1,011	4.0
U. S. GOVT AGENCIES						



FRANK P. MCCANDLESS
ACCOUNT NUMBER 8015002106

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SCHEDULE OF PRINCIPAL ASSETS
AS OF DECEMBER 31, 2009

MUTUAL FUNDS EQUITY	COST VALUE	UNIT PRICE	MARKET VALUE	% MKT	EST INCOME	YIELD MKT
889.739 EATON VANCE ATLANTA CAPITAL SMID-CAP FUND - CLASS I	10,000.00	12.20	10,854.82	0.9	0	
9,577.634 EATON VANCE LARGE CAP VALUE FUND - CLASS I	140,000.00	16.78	160,712.70	13.9	2,471	1.5
9,285.289 AMERICAN GROWTH FUND OF AMERICA - CLASS F-1	208,264.71	27.15	252,095.60	21.8	2,061	0.8
1,459.131 JANUS PERKINS MID CAP VALUE FUND - CLASS J SHARES	31,089.55	19.80	28,890.79	2.5	53	0.2
557.448 MFS VALUE FUND - CLASS I	10,500.00	20.86	11,628.37	1.0	205	1.8
73.933 OPPENHEIMER DEVELOPING MARKETS FUND - CLASS Y	2,000.00	28.43	2,101.92	0.2	13	0.6
531.954 THORNBURG INTERNATIONAL VALUE - I SHARES	13,000.00	25.37	13,495.67	1.2	163	1.2
TOTAL	423,354.26		489,190.88		4,985	1.0
ASSETS	1,061,731.10		1,158,041.04	100.0	21,549	1.9
CASH	0.00		0.00		0	
TOTAL	1,061,731.10		1,158,041.04		21,549	



FRANK P. MCCANDLESS
ACCOUNT NUMBER 8015002106

SCHEDULE OF INCOME ASSETS
AS OF DECEMBER 31, 2009

	COST VALUE	UNIT PRICE	MARKET VALUE	% MKT	EST INCOME	YIELD MKT
CASH MANAGEMENT FUNDS-TAXABLE						

HUNTINGTON CONSERVATIVE DEPOSIT ACCOUNT	11,336.50		11,336.50	100.0	125	1.1
TOTAL	11,336.50		11,336.50		125	1.1

ASSETS	11,336.50		11,336.50	100.0	125	1.1
CASH	938.90		938.90		0	

TOTAL	12,275.40		12,275.40		125	
