Form **990-PF** Department of the Treasury Internal Revenue Service

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

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

OMB No 1545-0052

2009

MAY 07 2010

ENVELOPE POSTMARK DATE

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation: LYDIA M. TAYLOR TRUST 7220000579

Number and street (or P O box number if mail is not delivered to street address): PO BOX 1558 DEPT EA4E86 Room/suite

City or town, state, and ZIP code: COLUMBUS, OH 43216

A Employer identification number: 31-6307982

B Telephone number (see page 10 of the instructions): (330) 438-1180

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 ▶ ☐

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)* ▶ $ 4,067,191.

J Accounting method: ☐ Cash ☒ Accrual
☐ Other (specify) ______
(Part I, column (d) must be on cash basis.)

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).)*

		(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)				
	2 Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	109,270.	109,270.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-170,694.			
	b Gross sales price for all assets on line 6a 1,515,362.				
	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)	1,938.			STMT 4
	12 **Total.** Add lines 1 through 11	-59,486.	109,270.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	16,250.	8,125.		8,125.
	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 5	400.	NONE	NONE	400.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) STMT 6	1,582.	1,382.		
	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	18,232.	9,507.	NONE	8,525.
	25 Contributions, gifts, grants paid	204,962.			204,962.
	26 **Total expenses and disbursements** Add lines 24 and 25	223,194.	9,507.	NONE	213,487.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-282,680.			
	b **Net investment income** (if negative, enter -0-)		99,763.		
	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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets			
1 Cash - non-interest-bearing	2,773.	109.	109.
2 Savings and temporary cash investments	340,067.	42,167.	42,167.
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)	648,625.		
b Investments - corporate stock (attach schedule)	1,616,405.		
c Investments - corporate bonds (attach schedule)	354,228.		
11 Investments - land, buildings, and equipment basis ▶			
Less: accumulated depreciation (attach schedule) ▶			
12 Investments - mortgage loans			
13 Investments - other (attach schedule)	1,212,996.	3,849,399.	4,024,915.
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)	4,175,094.	3,891,675.	4,067,191.
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 ▶ ☐ 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. ▶ X			
27 Capital stock, trust principal, or current funds	4,175,094.	3,891,675.	
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)	4,175,094.	3,891,675.	
31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	4,175,094.	3,891,675.	

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	4,175,094.
2 Enter amount from Part I, line 27a	2	-282,680.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	3,892,414.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	739.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,891,675.

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) 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				
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	-170,694.
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 pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8		3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? . . . . ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see 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	107,473.	4,204,835.	0.02555938580
2007	111,234.	4,587,891.	0.02424512701
2006	112,549.	4,215,076.	0.02670153516
2005	86,396.	3,972,940.	0.02174611245
2004	94,580.	3,763,650.	0.02512986064

2 **Total** of line 1, column (d)	2	0.12338202106
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	0.02467640421
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	3,689,175.
5 Multiply line 4 by line 3	5	91,036.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	998.
7 Add lines 5 and 6	7	92,034.
8 Enter qualifying distributions from Part XII, line 4	8	213,487.

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 ▶ ☐ 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 ▶ [X] and enter 1% of Part I, line 27b		1	998.
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	998.
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	998.
6	Credits/Payments:			
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a 2,420.		
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	2,420.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ 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	1,422.
11	Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ 1,000. **Refunded** ▶		11	422.

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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	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			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6	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.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ STMT 8			
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*	8b	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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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 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 ▶ (740)588-6470

Located at ▶ 422 MAIN ST, ZANESVILLE, OH ZIP + 4 ▶ 43702

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ [X]

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 257.

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?	[ ] Yes [X] No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	[ ] Yes [X] No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	[ ] Yes [X] No			
	(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 [X] 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.)	[ ] Yes [X] 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 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 [X] 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 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 [X] No			
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)*

		Yes	No
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)?	5b		
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?	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?	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 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 9		16,250.	-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	3,560,745.
b	Average of monthly cash balances	1b	184,610.
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	3,745,355.
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	3,745,355.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	56,180.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,689,175.
6	**Minimum investment return.** Enter 5% of line 5	6	184,459.

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	184,459.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	998.		
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	998.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	183,461.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	183,461.
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	183,461.

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	213,487.
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	213,487.
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	998.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	212,489.

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				183,461.
2	Undistributed income, if any, as of the end of 2009				
a	Enter amount for 2008 only			204,962.	
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: ▶ $ 213,487.				
a	Applied to 2008, but not more than line 2a			204,962.	
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				8,525.
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				174,936.
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			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
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 *Paid during the year* SEE STATEMENT 10				
Total . . . . ▶ **3a**				204,962.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	109,270.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-170,694.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b			14	1,938.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				-59,486.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 -59,486.

(See worksheet in line 13 instructions on page 28 to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions.)
	NOT APPLICABLE

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

			Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule

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

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 taxpayer or fiduciary) is based on all information of which preparer has any knowledge

Signature of officer or trustee: HUNTINGTON NATIONAL BANK — Date: 04/22/2010 — Title

Paid Preparer's Use Only

Preparer's signature	Date 04/22/2010	Check if self-employed ☐	Preparer's identifying number (See Signature on page 30 of the instructions)
Firm's name (or yours if self-employed), address, and ZIP code	FIDUCIARY SOLUTIONS, LTD. 6135 TRUST DRIVE, STE. 118 HOLLAND, OH 43528	EIN ▶ 34-1809728 Phone no 419-861-2300	

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					1,641.	
		1897.86 FEDERATED INTERNATIONAL SMALL CO PROPERTY TYPE: SECURITIES					12/27/2001	01/07/2009
40,956.00		35,031.00					5,925.00	
		2592.595 FIRST AMERICAN MID CAP GROWTH O PROPERTY TYPE: SECURITIES					06/23/2005	01/23/2009
59,189.00		106,737.00					-47,548.00	
		50000. FHLB 5.5% 02/09/2012-2009 PROPERTY TYPE: SECURITIES					07/03/2007	02/09/2009
50,000.00		49,906.00					94.00	
		375. DOW CHEMICAL CO PROPERTY TYPE: SECURITIES					12/11/2007	02/12/2009
3,634.00		16,111.00					-12,477.00	
		330. MERCK & CO INC PROPERTY TYPE: SECURITIES					03/05/2008	02/12/2009
9,516.00		14,917.00					-5,401.00	
		445. MERCK & CO INC PROPERTY TYPE: SECURITIES					07/06/2007	02/12/2009
12,833.00		22,068.00					-9,235.00	
		345. SCHLUMBERGER LTD PROPERTY TYPE: SECURITIES					02/04/2008	02/12/2009
14,171.00		30,142.00					-15,971.00	
		100000. FHLMC MEDIUM TERM NOTE 5.25% 02/ PROPERTY TYPE: SECURITIES					08/03/2007	02/24/2009
100,000.00		99,835.00					165.00	
		1350. HARTFORD MIDCAP FUND - CLASS A PROPERTY TYPE: SECURITIES					12/23/2008	03/09/2009
14,999.00		17,658.00					-2,659.00	
		100000. FHLB DTD 3/17/05 4.25% 03/17/200 PROPERTY TYPE: SECURITIES					02/22/2005	03/17/2009
100,000.00		100,000.00						

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)	
		3980. VANGUARD INTERNATIONAL VALUE FUND PROPERTY TYPE: SECURITIES					01/07/2009	03/18/2009
80,117.00		93,587.00					-13,470.00	
		110. APACHE CORP W/1 RT/SH PROPERTY TYPE: SECURITIES					06/27/2007	03/20/2009
7,114.00		8,846.00					-1,732.00	
		180. CANADIAN NATL RAILWAY COM PROPERTY TYPE: SECURITIES					12/11/2007	03/20/2009
6,059.00		9,308.00					-3,249.00	
		535. CISCO SYSTEMS W/1 RT/SH PROPERTY TYPE: SECURITIES					12/24/2007	03/20/2009
8,616.00		15,397.00					-6,781.00	
		250. MEDTRONIC INC W/1 RT/SH PROPERTY TYPE: SECURITIES					12/11/2007	03/20/2009
6,900.00		12,575.00					-5,675.00	
		115. OCCIDENTAL PETROLEUM CORP PROPERTY TYPE: SECURITIES					02/04/2008	03/20/2009
6,548.00		8,059.00					-1,511.00	
		565. ORACLE CORPORATION W/1 RT/SH PROPERTY TYPE: SECURITIES					08/31/2007	03/20/2009
9,820.00		11,515.00					-1,695.00	
		470. SCHERING PLOUGH DIST W/1 RT/SH PROPERTY TYPE: SECURITIES					06/27/2007	03/20/2009
11,023.00		14,227.00					-3,204.00	
		305. ACCENTURE LTD PROPERTY TYPE: SECURITIES					07/10/2007	03/20/2009
9,231.00		12,761.00					-3,530.00	
		50000. FHLB DTD 3/30/04 3.625% 03/30/200 PROPERTY TYPE: SECURITIES					02/09/2005	03/30/2009
50,000.00		49,473.00					527.00	
		100000. FHLMC 5.25% 04/03/2012-2009 PROPERTY TYPE: SECURITIES					08/03/2007	04/03/2009
100,000.00		99,686.00					314.00	

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)	
		1. AMGEN INC PUT ON 04/2009 45 PROPERTY TYPE: SECURITIES					03/06/2009	04/17/2009
		-228.00					228.00	
		3. CISCO SYSTEMS PUT ON 04/2009 14 PROPERTY TYPE: SECURITIES					03/06/2009	04/17/2009
		-261.00					261.00	
		1. EXXON MOBIL CORP PUT ON 04/2009 60 PROPERTY TYPE: SECURITIES					03/06/2009	04/17/2009
		-274.00					274.00	
		1. GOLDMAN SACHS GROUP INC CALL ON 04/20 PROPERTY TYPE: SECURITIES					04/01/2009	04/17/2009
		-100.00					100.00	
		50000. FHLB 3.375% 10/21/2011-2009 PROPERTY TYPE: SECURITIES					04/16/2008	04/21/2009
50,000.00		49,975.00					25.00	
		755. ABBOTT LABS PROPERTY TYPE: SECURITIES					04/07/2008	05/07/2009
32,608.00		41,399.00					-8,791.00	
		380. CHUBB CORP W/1 RT/SH PROPERTY TYPE: SECURITIES					03/14/2008	05/07/2009
15,485.00		19,801.00					-4,316.00	
		525. HEINZ H J CO PROPERTY TYPE: SECURITIES					06/27/2007	05/07/2009
18,496.00		24,738.00					-6,242.00	
		375. TRAVELERS COS INC PROPERTY TYPE: SECURITIES					06/27/2007	05/07/2009
14,458.00		19,725.00					-5,267.00	
		2. JP MORGAN CHASE & CO CALL ON 05/2009 PROPERTY TYPE: SECURITIES					05/06/2009	05/13/2009
-28.00		-232.00					204.00	
		5. CANADIAN NATL RAILWAY CALL ON 05/2009 PROPERTY TYPE: SECURITIES					05/05/2009	05/15/2009
		-95.00					95.00	

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)	
		7. GENERAL DYNAMICS CORP CALL ON 05/2009 PROPERTY TYPE: SECURITIES					05/06/2009	05/15/2009
-301.00		-483.00					182.00	
		1. GOLDMAN SACHS GROUP INC CALL ON 05/20 PROPERTY TYPE: SECURITIES					04/24/2009	05/15/2009
		-112.00					112.00	
		3. OCCIDENTAL PETROLEUM CALL ON 05/2009 PROPERTY TYPE: SECURITIES					05/06/2009	05/15/2009
		-252.00					252.00	
		2. PRUDENTIAL FINANCIAL INC CALL ON 05/2 PROPERTY TYPE: SECURITIES					05/06/2009	05/15/2009
		-304.00					304.00	
		50000. FHLB 4% 05/26/2009-2006 PROPERTY TYPE: SECURITIES					12/02/2004	05/26/2009
50,000.00		49,750.00					250.00	
		50000. FHLB 5.3% 06/15/2010-2009 PROPERTY TYPE: SECURITIES					06/27/2007	06/15/2009
50,000.00		50,000.00						
		7. GENERAL DYNAMICS CORP CALL ON 06/2009 PROPERTY TYPE: SECURITIES					05/15/2009	06/19/2009
		-427.00					427.00	
		50000. FHLB 5.52% 07/06/2011-2009 PROPERTY TYPE: SECURITIES					06/26/2007	07/06/2009
50,000.00		50,000.00						
		50000. FHLB 5.7% 07/20/2012-2009 PROPERTY TYPE: SECURITIES					07/09/2007	07/20/2009
50,000.00		50,000.00						
		3. APACHE CORP CALL ON 08/2009 85 PROPERTY TYPE: SECURITIES					07/23/2009	08/20/2009
-513.00		-237.00					-276.00	
		2. JP MORGAN CHASE & CO CALL ON 08/2009 PROPERTY TYPE: SECURITIES					07/22/2009	08/20/2009
-472.00		-66.00					-406.00	

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)	
		3. CISCO SYSTEMS CALL ON 08/2009 23 PROPERTY TYPE: SECURITIES					07/23/2009	08/21/2009
		-90.00					90.00	
		1. GOLDMAN SACHS GROUP INC CALL ON 08/20 PROPERTY TYPE: SECURITIES					07/14/2009	08/21/2009
		-111.00					111.00	
		2. PROCTER & GAMBLE CO CALL ON 08/2009 5 PROPERTY TYPE: SECURITIES					07/22/2009	08/21/2009
		-78.00					78.00	
		3. APACHE CORP CALL ON 09/2009 90 PROPERTY TYPE: SECURITIES					08/20/2009	09/16/2009
-1,449.00		-525.00					-924.00	
		2. JP MORGAN CHASE & CO CALL ON 09/2009 PROPERTY TYPE: SECURITIES					08/20/2009	09/16/2009
-387.00		-340.00					-47.00	
		3. APACHE CORP CALL ON 10/2009 95 PROPERTY TYPE: SECURITIES					09/16/2009	10/15/2009
-1,473.00		-1,056.00					-417.00	
		2. JP MORGAN CHASE & CO CALL ON 10/2009 PROPERTY TYPE: SECURITIES					09/16/2009	10/15/2009
-232.00		-255.00					23.00	
		598.969 SCHERING PLOUGH DIST W/1 RT/SH PROPERTY TYPE: SECURITIES					03/05/2008	11/05/2009
14,858.00		12,936.00					1,922.00	
		275. AT&T INC PROPERTY TYPE: SECURITIES					08/08/2007	11/06/2009
7,120.00		11,085.00					-3,965.00	
		505. EMERSON ELEC CO W/1 RT/SH PROPERTY TYPE: SECURITIES					03/05/2008	11/06/2009
20,740.00		24,695.00					-3,955.00	
		435. EXELON CORP PROPERTY TYPE: SECURITIES					10/13/2008	11/06/2009
20,431.00		28,343.00					-7,912.00	

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)	
		340. FPL GROUP INC W/1 RT/SH PROPERTY TYPE: SECURITIES					03/05/2008	11/06/2009
16,935.00		20,669.00					-3,734.00	
		155. GENERAL DYNAMICS W/1 RT/SH PROPERTY TYPE: SECURITIES					07/06/2007	11/06/2009
10,155.00		12,407.00					-2,252.00	
		210. HEWLETT PACKARD PROPERTY TYPE: SECURITIES					12/24/2007	11/06/2009
10,288.00		10,956.00					-668.00	
		6676.403 HUNTINGTON SITUS FUND III PROPERTY TYPE: SECURITIES					05/29/2009	11/06/2009
100,947.00		71,802.00					29,145.00	
		460. JOHNSON & JOHNSON PROPERTY TYPE: SECURITIES					04/29/2008	11/06/2009
27,691.00		30,398.00					-2,707.00	
		80. MEDTRONIC INC W/1 RT/SH PROPERTY TYPE: SECURITIES					03/05/2008	11/06/2009
3,038.00		4,012.00					-974.00	
		345. PEPSICO INC PROPERTY TYPE: SECURITIES					12/24/2007	11/06/2009
21,124.00		25,192.00					-4,068.00	
		220. PROCTER & GAMBLE CO PROPERTY TYPE: SECURITIES					06/27/2007	11/06/2009
13,428.00		13,486.00					-58.00	
		95. 3M CO PROPERTY TYPE: SECURITIES					12/11/2007	11/06/2009
7,185.00		8,188.00					-1,003.00	
		590. VERIZON COMMUNICATIONS PROPERTY TYPE: SECURITIES					05/28/2008	11/06/2009
17,310.00		22,166.00					-4,856.00	
		985. WASTE MANAGEMENT INC NEW PROPERTY TYPE: SECURITIES					08/08/2007	11/06/2009
30,878.00		37,601.00					-6,723.00	

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)	
		2. JP MORGAN CHASE & CO CALL ON 11/2009 PROPERTY TYPE: SECURITIES					10/15/2009	11/16/2009
-4.00		-226.00					222.00	
		.031 MERCK & CO INC PROPERTY TYPE: SECURITIES					06/27/2007	11/17/2009
1.00		1.00						
		3. APACHE CORP CALL ON 11/2009 100 PROPERTY TYPE: SECURITIES					10/15/2009	11/18/2009
-512.00		-1,239.00					727.00	
		1500. APPLIED MATLS INC PROPERTY TYPE: SECURITIES					02/14/2008	12/11/2009
19,995.00		28,099.00					-8,104.00	
		230. DISNEY WALT HOLDING CO NEW PROPERTY TYPE: SECURITIES					06/27/2007	12/11/2009
7,272.00		7,861.00					-589.00	
		270. EMERSON ELEC CO W/1 RT/SH PROPERTY TYPE: SECURITIES					08/09/2007	12/11/2009
11,302.00		12,657.00					-1,355.00	
		30. FPL GROUP INC W/1 RT/SH PROPERTY TYPE: SECURITIES					06/27/2007	12/11/2009
1,681.00		1,721.00					-40.00	
		90. GENERAL DYNAMICS W/1 RT/SH PROPERTY TYPE: SECURITIES					07/06/2007	12/11/2009
6,211.00		7,204.00					-993.00	
		40. GENERAL MILLS INC W/1 RT/SH PROPERTY TYPE: SECURITIES					12/11/2007	12/11/2009
2,754.00		2,363.00					391.00	
		415. JOHNSON CTLS INC W/1 RT/SH PROPERTY TYPE: SECURITIES					12/24/2007	12/11/2009
11,342.00		15,923.00					-4,581.00	
		978.898 ROYCE SPECIAL EQUITY FUND PROPERTY TYPE: SECURITIES					12/09/2009	12/11/2009
16,700.00		13,208.00					3,492.00	

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)	
		25. SEMPRA ENERGY PROPERTY TYPE: SECURITIES					11/06/2009	12/11/2009
1,387.00		1,271.00					116.00	
		3. APACHE CORP CALL ON 12/2009 105 PROPERTY TYPE: SECURITIES					11/18/2009	12/18/2009
		-612.00					612.00	
		3717.472 HUNTINGTON INTERMEDIATE GOVERNM PROPERTY TYPE: SECURITIES					12/08/2009	12/29/2009
40,000.00		40,101.00					-101.00	
		80. OCCIDENTAL PETROLEUM CORP PROPERTY TYPE: SECURITIES					12/11/2009	12/29/2009
6,546.00		6,090.00					456.00	
		3253.036 PIMCO TOTAL RETURN FUND - CLASS PROPERTY TYPE: SECURITIES					12/09/2009	12/29/2009
35,165.00		35,355.00					-190.00	
		447.242 PIMCO TOTAL RETURN FUND - CLASS PROPERTY TYPE: SECURITIES					11/05/2008	12/29/2009
4,835.00		4,642.00					193.00	
TOTAL GAIN(LOSS)		....					-170,694.	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AT&T INC	1,476.	1,476.
ABBOTT LABS	574.	574.
AMERICAN EXPRESS 5.25% 09/12/2011	2,625.	2,625.
APACHE CORP W/1 RT/SH	209.	209.
APPLIED MATLS INC	360.	360.
BALL CORP W/1 RT/SH	154.	154.
BRISTOL MYERS SQUIBB CO	375.	375.
CANADIAN NATL RAILWAY COM	514.	514.
CENTURYTEL INC	305.	305.
CHUBB CORP W/1 RT/SH	969.	969.
COLGATE PALMOLIVE CO SERIES MTN 4.2% 05/	2,100.	2,100.
CONOCOPHILLIPS	516.	516.
DISNEY WALT HOLDING CO NEW	324.	324.
WALT DISNEY CO 4.7% 12/01/2012	2,350.	2,350.
DOW CHEMICAL CO	158.	158.
EMERSON ELEC CO W/1 RT/SH	1,832.	1,832.
EXELON CORP	685.	685.
EXXON MOBIL CORP	979.	979.
FPL GROUP INC W/1 RT/SH	1,162.	1,162.
FHLMC MEDIUM TERM NOTE 5.25% 02/24/2011	2,625.	2,625.
FHLMC 5.25% 04/03/2012-2009	2,625.	2,625.
FHLB DTD 3/30/04 3.625% 03/30/2009-2006	906.	906.
FHLB 4% 05/26/2009-2006	1,000.	1,000.
FHLB DTD 3/17/05 4.25% 03/17/2009-2006	2,125.	2,125.
FHLB 5.5% 02/09/2012-2009	1,375.	1,375.
FHLB 5.3% 06/15/2010-2009	1,325.	1,325.
FHLB 5.52% 07/06/2011-2009	2,760.	2,760.
FHLB 5.7% 07/20/2012-2009	2,850.	2,850.
FHLB 3.375% 10/21/2011-2009	844.	844.
GENERAL DYNAMICS W/1 RT/SH	1,043.	1,043.
GENERAL MILLS INC W/1 RT/SH	810.	810.
GOLDMAN SACHS GROUP INC	281.	281.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
HEINZ H J CO	436.	436.
HEWLETT PACKARD	352.	352.
HEWLETT PACKARD CO 4.5% 03/01/2013	2,250.	2,250.
HUNTINGTON MID CORP AMERICA FUND II	19.	19.
HUNTINGTON MID CORP AMERICA FD IV	474.	474.
HUNTINGTON INTL EQUITY FUND I	500.	500.
HUNTINGTON INTERNATIONAL EQUITY FUND II	99.	99.
HUNTINGTON INTL EQUITY FUND III	699.	699.
HUNTINGTON INTL EQUITY FUND IV	2,946.	2,946.
HUNTINGTON SITUS FUND II	128.	128.
HUNTINGTON SITUS FUND IV	281.	281.
ITT INDUSTRIES INC	496.	496.
IBM CORP	527.	527.
JP MORGAN CHASE & CO	416.	416.
JANUS PERKINS MID CAP VALUE FUND - CLASS	852.	852.
JOHNSON & JOHNSON	662.	662.
JOHNSON CTLS INC W/1 RT/SH	627.	627.
MCDONALDS CORP W/1 RT/SH	718.	718.
MEDTRONIC INC W/1 RT/SH	636.	636.
MERCK & CO INC	295.	295.
MICROSOFT CORP	832.	832.
HUNTINGTON CONSERVATIVE DEPOSIT ACCOUNT	2,294.	2,294.
HUNTINGTON OHIO MUNI MONEY MKT IV	281.	281.
HUNTINGTON INTERMEDIATE GOVERNMENT INCOM	7,615.	7,615.
NIKE INC CL B	265.	265.
OCCIDENTAL PETROLEUM CORP	516.	516.
ORACLE CORPORATION W/1 RT/SH	255.	255.
OPPENHEIMER DEVELOPING MARKET FUND - CLA	841.	841.
ORACLE CORP 5% 01/15/2011	2,500.	2,500.
PIMCO TOTAL RETURN FUND - CLASS A	17,922.	17,922.
PEPSICO INC	1,208.	1,208.
PRAXAIR INC	198.	198.
PROCTER & GAMBLE CO	989.	989.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PRUDENTIAL FINANCIAL INC	378.	378.
ROYCE SPECIAL EQUITY FUND	832.	832.
SCHERING PLOUGH DIST W/1 RT/SH	398.	398.
SCHLUMBERGER LTD	72.	72.
TEMPLETON GLOBAL BOND FUND CLASS A	12,396.	12,396.
TEVA PHARMACEUTICAL INDS ADR	125.	125.
THORNBURG INTERNATIONAL VALUE - I SHARES	2,223.	2,223.
3M CO	696.	696.
TRAVELERS COS INC	1,127.	1,127.
VERIZON COMMUNICATIONS	1,094.	1,094.
WAL MART STORES INC	317.	317.
WASTE MANAGEMENT INC NEW	857.	857.
ACCENTURE PLC CL A	683.	683.
NOBLE CORP	23.	23.
ALCON INC	601.	601.
NOBLE CORP	83.	83.
TOTAL	109,270.	109,270.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
	TOTALS	1,938.

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	400.			400.
TOTALS	400.	NONE	NONE	400.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	313.	313.
OTHER TAXES	200.	
FOREIGN TAXES ON QUALIFIED FOR	1,069.	1,069.
TOTALS	1,582.	1,382.

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

DESCRIPTION		AMOUNT
ACCRUAL ADJUSTMENTS		739.
	TOTAL	739.

STATE(S) WHERE THE FOUNDATION IS REGISTERED
OH

STATEMENT 8

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

OFFICER NAME:
HUNTINGTON NATIONAL BANK
ADDRESS:
422 MAIN ST
ZANESVILLE, OH 43702
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 2
COMPENSATION .... 16,250.

TOTAL COMPENSATION: 16,250.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
BETHESDA HOSPITAL ASSN.
ATTN: PAUL BROWN
ADDRESS:
2951 MAPLE AVENUE
ZANESVILLE, OH 43701-1407
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
MEDICAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 199,962.

RECIPIENT NAME:
PIONEER & HISTORICAL SOCIETY
ATT: LINDA SMUCKER
ADDRESS:
115 JEFFERSON STREET
ZANESVILLE, OH 43701-4905
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT CHARITABLE ACTIVITY
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 5,000.

TOTAL GRANTS PAID: 204,962.

STATEMENT 10

LYDIA M. TAYLOR TRUST 7220000579 31-6307982

Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT	PURPOSES				
330. MERCK & CO INC	03/05/2008	02/12/2009	9,516.00	14,917.00	-5,401.00
1350. HARTFORD MIDCAP FUND	12/23/2008	03/09/2009	14,999.00	17,658.00	-2,659.00
3980. VANGUARD INTERNATION					
AL VALUE FUND - INVE	01/07/2009	03/18/2009	80,117.00	93,587.00	-13,470.00
1. AMGEN INC PUT ON	03/06/2009	04/17/2009		-228.00	228.00
3. CISCO SYSTEMS PUT ON	03/06/2009	04/17/2009		-261.00	261.00
1. EXXON MOBIL CORP PUT ON	03/06/2009	04/17/2009		-274.00	274.00
1. GOLDMAN SACHS GROUP INC					
CALL ON 04/2009	04/01/2009	04/17/2009		-100.00	100.00
2. JP MORGAN CHASE & CO					
CALL ON 05/2009 37.	05/06/2009	05/13/2009	-28.00	-232.00	204.00
5. CANADIAN NATL RAILWAY					
CALL ON 05/2009 45	05/05/2009	05/15/2009		-95.00	95.00
7. GENERAL DYNAMICS CORP					
CALL ON 05/2009 55	05/06/2009	05/15/2009	-301.00	-483.00	182.00
1. GOLDMAN SACHS GROUP INC					
CALL ON 05/2009	04/24/2009	05/15/2009		-112.00	112.00
3. OCCIDENTAL PETROLEUM					
CALL ON 05/2009 65	05/06/2009	05/15/2009		-252.00	252.00
2. PRUDENTIAL FINANCIAL					
INC CALL ON 05/2009	05/06/2009	05/15/2009		-304.00	304.00
7. GENERAL DYNAMICS CORP					
CALL ON 06/2009 60	05/15/2009	06/19/2009		-427.00	427.00
3. APACHE CORP CALL ON	07/23/2009	08/20/2009	-513.00	-237.00	-276.00
2. JP MORGAN CHASE & CO					
CALL ON 08/2009 40	07/22/2009	08/20/2009	-472.00	-66.00	-406.00
3. CISCO SYSTEMS CALL ON	07/23/2009	08/21/2009		-90.00	90.00
1. GOLDMAN SACHS GROUP INC					
CALL ON 08/2009	07/14/2009	08/21/2009		-111.00	111.00
2. PROCTER & GAMBLE CO					
CALL ON 08/2009 57.5	07/22/2009	08/21/2009		-78.00	78.00
3. APACHE CORP CALL ON	08/20/2009	09/16/2009	-1,449.00	-525.00	-924.00
Totals					

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LYDIA M. TAYLOR TRUST 7220000579 31-6307982

Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
2. JP MORGAN CHASE & CO					
CALL ON 09/2009 42.	08/20/2009	09/16/2009	-387.00	-340.00	-47.00
3. APACHE CORP CALL ON	09/16/2009	10/15/2009	-1,473.00	-1,056.00	-417.00
2. JP MORGAN CHASE & CO					
CALL ON 10/2009 46	09/16/2009	10/15/2009	-232.00	-255.00	23.00
6676.403 HUNTINGTON SITUS	05/29/2009	11/06/2009	100,947.00	71,802.00	29,145.00
2. JP MORGAN CHASE & CO					
CALL ON 11/2009 49	10/15/2009	11/16/2009	-4.00	-226.00	222.00
3. APACHE CORP CALL ON	10/15/2009	11/18/2009	-512.00	-1,239.00	727.00
978.898 ROYCE SPECIAL	12/09/2009	12/11/2009	16,700.00	13,208.00	3,492.00
25. SEMPRA ENERGY	11/06/2009	12/11/2009	1,387.00	1,271.00	116.00
3. APACHE CORP CALL ON	11/18/2009	12/18/2009		-612.00	612.00
3717.472 HUNTINGTON					
INTERMEDIATE GOVERNMENT INCOM	12/08/2009	12/29/2009	40,000.00	40,101.00	-101.00
80. OCCIDENTAL PETROLEUM	12/11/2009	12/29/2009	6,546.00	6,090.00	456.00
3253.036 PIMCO TOTAL					
RETURN FUND - CLASS A	12/09/2009	12/29/2009	35,165.00	35,355.00	-190.00
TOTAL CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES			300,006.00	286,386.00	13,620.00
Totals			300,006.00	286,386.00	13,620.00

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Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT	PURPOSES				
1897.86 FEDERATED					
INTERNATIONAL SMALL COMPANY FU	12/27/2001	01/07/2009	40,956.00	35,031.00	5,925.00
2592.595 FIRST AMERICAN					
MID CAP GROWTH OPPORTUNIT	06/23/2005	01/23/2009	59,189.00	106,737.00	-47,548.00
50000. FHLB 5.5%	07/03/2007	02/09/2009	50,000.00	49,906.00	94.00
375. DOW CHEMICAL CO	12/11/2007	02/12/2009	3,634.00	16,111.00	-12,477.00
445. MERCK & CO INC	07/06/2007	02/12/2009	12,833.00	22,068.00	-9,235.00
345. SCHLUMBERGER LTD	02/04/2008	02/12/2009	14,171.00	30,142.00	-15,971.00
100000. FHLMC MEDIUM TERM					
NOTE 5.25% 02/24/2011	08/03/2007	02/24/2009	100,000.00	99,835.00	165.00
100000. FHLB DTD 3/17/05					
4.25% 03/17/2009-2006	02/22/2005	03/17/2009	100,000.00	100,000.00	
110. APACHE CORP W/1 RT/SH	06/27/2007	03/20/2009	7,114.00	8,846.00	-1,732.00
180. CANADIAN NATL RAILWAY	12/11/2007	03/20/2009	6,059.00	9,308.00	-3,249.00
535. CISCO SYSTEMS W/1	12/24/2007	03/20/2009	8,616.00	15,397.00	-6,781.00
250. MEDTRONIC INC W/1	12/11/2007	03/20/2009	6,900.00	12,575.00	-5,675.00
115. OCCIDENTAL PETROLEUM	02/04/2008	03/20/2009	6,548.00	8,059.00	-1,511.00
565. ORACLE CORPORATION	08/31/2007	03/20/2009	9,820.00	11,515.00	-1,695.00
470. SCHERING PLOUGH DIST	06/27/2007	03/20/2009	11,023.00	14,227.00	-3,204.00
305. ACCENTURE LTD	07/10/2007	03/20/2009	9,231.00	12,761.00	-3,530.00
50000. FHLB DTD 3/30/04					
3.625% 03/30/2009-2006	02/09/2005	03/30/2009	50,000.00	49,473.00	527.00
100000. FHLMC 5.25%	08/03/2007	04/03/2009	100,000.00	99,686.00	314.00
50000. FHLB 3.375%	04/16/2008	04/21/2009	50,000.00	49,975.00	25.00
755. ABBOTT LABS	04/07/2008	05/07/2009	32,608.00	41,399.00	-8,791.00
380. CHUBB CORP W/1 RT/SH	03/14/2008	05/07/2009	15,485.00	19,801.00	-4,316.00
525. HEINZ H J CO	06/27/2007	05/07/2009	18,496.00	24,738.00	-6,242.00
375. TRAVELERS COS INC	06/27/2007	05/07/2009	14,458.00	19,725.00	-5,267.00
50000. FHLB 4% 05/26/2009-	12/02/2004	05/26/2009	50,000.00	49,750.00	250.00
50000. FHLB 5.3%	06/27/2007	06/15/2009	50,000.00	50,000.00	
50000. FHLB 5.52%	06/26/2007	07/06/2009	50,000.00	50,000.00	
50000. FHLB 5.7%	07/09/2007	07/20/2009	50,000.00	50,000.00	
Totals					

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LYDIA M. TAYLOR TRUST 7220000579 31-6307982

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
598.969 SCHERING PLOUGH	03/05/2008	11/05/2009	14,858.00	12,936.00	1,922.00
275. AT&T INC	08/08/2007	11/06/2009	7,120.00	11,085.00	-3,965.00
505. EMERSON ELEC CO W/1	03/05/2008	11/06/2009	20,740.00	24,695.00	-3,955.00
435. EXELON CORP	10/13/2008	11/06/2009	20,431.00	28,343.00	-7,912.00
340. FPL GROUP INC W/1	03/05/2008	11/06/2009	16,935.00	20,669.00	-3,734.00
155. GENERAL DYNAMICS W/1	07/06/2007	11/06/2009	10,155.00	12,407.00	-2,252.00
210. HEWLETT PACKARD	12/24/2007	11/06/2009	10,288.00	10,956.00	-668.00
460. JOHNSON & JOHNSON	04/29/2008	11/06/2009	27,691.00	30,398.00	-2,707.00
80. MEDTRONIC INC W/1	03/05/2008	11/06/2009	3,038.00	4,012.00	-974.00
345. PEPSICO INC	12/24/2007	11/06/2009	21,124.00	25,192.00	-4,068.00
220. PROCTER & GAMBLE CO	06/27/2007	11/06/2009	13,428.00	13,486.00	-58.00
95. 3M CO	12/11/2007	11/06/2009	7,185.00	8,188.00	-1,003.00
590. VERIZON COMMUNICATION	05/28/2008	11/06/2009	17,310.00	22,166.00	-4,856.00
985. WASTE MANAGEMENT INC	08/08/2007	11/06/2009	30,878.00	37,601.00	-6,723.00
.031 MERCK & CO INC	06/27/2007	11/17/2009	1.00	1.00	
1500. APPLIED MATLS INC	02/14/2008	12/11/2009	19,995.00	28,099.00	-8,104.00
230. DISNEY WALT HOLDING	06/27/2007	12/11/2009	7,272.00	7,861.00	-589.00
270. EMERSON ELEC CO W/1	08/09/2007	12/11/2009	11,302.00	12,657.00	-1,355.00
30. FPL GROUP INC W/1	06/27/2007	12/11/2009	1,681.00	1,721.00	-40.00
90. GENERAL DYNAMICS W/1	07/06/2007	12/11/2009	6,211.00	7,204.00	-993.00
40. GENERAL MILLS INC W/1	12/11/2007	12/11/2009	2,754.00	2,363.00	391.00
415. JOHNSON CTLS INC W/1	12/24/2007	12/11/2009	11,342.00	15,923.00	-4,581.00
447.242 PIMCO TOTAL RETURN	11/05/2008	12/29/2009	4,835.00	4,642.00	193.00
TOTAL CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES			1,213,715.00	1,399,670.00	-185,955.00
Totals			1,213,715.00	1,399,670.00	-185,955.00

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FEDERAL CAPITAL GAIN DIVIDENDS

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

HUNTINGTON INTL EQUITY FUND III	396.00	
HUNTINGTON INTL EQUITY FUND IV	214.00	
HUNTINGTON SITUS FUND IV	232.00	
PIMCO TOTAL RETURN FUND - CLASS A	799.00	
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		1,641.00
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS		1,641.00

ACCT 7220000579
ASSETS HELD 12/31/2009
VALUED AS OF 12/31/2009

THE HUNTINGTON
SUMMARY OF INVESTMENTS
LYDIA M. TAYLOR

CATEGORY	MARKET VALUE	%	ESTIMATED ANNUAL INCOME	CURRENT YIELD
CASH MANAGEMENT FUNDS-TAXABLE	35,621.17	0.88	392	1.10
EQUITY FUNDS	644,480.57	15.85	5,353	0.83
MONITOR FUNDS - FIXED	275,510.63	6.77	10,513	3.82
CORPORATE OBLIGATIONS	284,001.00	6.98	11,825	4.16
COMMON STOCK	1,205,867.74	29.65	24,109	2.00
MUTUAL FUNDS-TAXABLE	623,223.27	15.32	29,530	4.74
MUTUAL FUNDS-EQUITY	991,911.66	24.39	6,768	0.68
OPTIONS	80.00-	0.00-	0	0.00
CASH	6,545.58	0.16	0	0.00
TOTAL FUND	4,067,081.62	100.00	88,490	2.18

UNITS	DESCRIPTION	BOOK VALUE	UNIT COST MARKET	MARKET VALUE	% TOTAL MARKET	EST INC	CURRENT YIELD
	CASH MANAGEMENT FUNDS-TAXABLE						
	HUNTINGTON CONSERVATIVE DEPOSIT ACCOUNT	35,621.17		35,621.17	0.88	392	1.10
	EQUITY FUNDS						
13,007.688	HUNTINGTON MID CORP AMERICA FUND IV	145,491.17	13.14	170,921.02	4.20	143	0.08
31,386.822	HUNTINGTON INTERNATIONAL EQUITY FUND IV	378,117.90	10.79	338,663.81	8.33	5,210	1.54
8,457.413	HUNTINGTON SITUS FUND IV	126,581.29	15.95	134,895.74	3.32	0	0.00
	TOTAL EQUITY FUNDS	650,190.36*		644,480.57*	15.85*	5,353*	0.83*
	MONITOR FUNDS - FIXED						
25,652.759	HUNTINGTON INTERMEDIATE GOVERNMENT INCOME FUND II	276,524.39	10.74	275,510.63	6.77	10,513	3.82
	CORPORATE OBLIGATIONS						
50,000	AMERICAN EXPRESS 5.25% 09/12/2011	50,846.00	104.86	52,430.00	1.29	2,625	5.01
50,000	COLGATE PALMOLIVE CO SERIES MTN 4.2% 05/15/2013	50,655.00	106.47	53,235.50	1.31	2,100	3.94
50,000	WALT DISNEY CO 4.7% 12/01/2012	50,785.00	107.67	53,832.50	1.32	2,350	4.37
50,000	HEWLETT PACKARD CO 4.5% 03/01/2013	49,651.00	106.02	53,008.00	1.30	2,250	4.24
100,000	LEHMAN BROTHERS HOLDINGS (IN DEFAULT) 3.6% 03/13/2009	101,217.24	19.50	19,500.00	0.48	0	0.00
50,000	ORACLE CORP 5% 01/15/2011	51,074.00	103.99	51,995.00	1.28	2,500	4.81
	TOTAL CORPORATE OBLIGATIONS	354,228.24*		284,001.00*	6.98*	11,825*	4.16*
	COMMON STOCK						
625	AT&T INC	21,308.22	28.03	17,518.75	0.43	1,050	5.99
365	APACHE CORP	29,989.60	103.17	37,657.05	0.93	219	0.58
385	BALL CORP W/1 PFD STK PUR RT/SH	17,898.65	51.70	19,904.50	0.49	154	0.77
740	BRISTOL-MYERS SQUIBB CO	15,541.08	25.25	18,685.00	0.46	947	5.07
535	CANADIAN NATL RAILWAY COM	25,751.35	54.36	29,082.60	0.72	515	1.77
505	CENTURYTEL INC	17,649.45	36.21	18,286.05	0.45	1,414	7.73
680	CHUBB CORP W/1 RT/SH	33,248.32	49.18	33,442.40	0.82	952	2.85
1,600	CISCO SYSTEMS	35,420.60	23.94	38,304.00	0.94	0	0.00
200	COLGATE PALMOLIVE	16,022.00	82.15	16,430.00	0.40	352	2.14

UNITS	DESCRIPTION	BOOK VALUE	UNIT COST MARKET	MARKET VALUE	% TOTAL MARKET	EST INC	CURRENT YIELD
885	COMCAST CORP CL A	13,053.75	16.86	14,921.10	0.37	335	2.25
270	CONOCOPHILLIPS	22,116.60	51.07	13,788.90	0.34	540	3.92
695	WALT DISNEY CO	23,755.10	32.25	22,413.75	0.55	243	1.08
735	EMERSON ELECTRIC CO W/1 RT/SH	30,127.50	42.60	31,311.00	0.77	985	3.15
590	EXXON MOBIL CORP	51,245.85	68.19	40,232.10	0.99	991	2.46
330	FPL GROUP INC	14,434.20	52.82	17,430.60	0.43	624	3.58
455	GENERAL DYNAMICS CORP	31,078.06	68.17	31,017.35	0.76	692	2.23
410	GENERAL MILLS INC	23,562.10	70.81	29,032.10	0.71	804	2.77
340	GILEAD SCIENCES INC W/1 RT/SH	15,085.80	43.27	14,711.80	0.36	0	0.00
185	GOLDMAN SACHS GROUP INC	38,123.45	168.84	31,235.40	0.77	259	0.83
890	HEWLETT PACKARD CO	39,841.39	51.51	45,843.90	1.13	285	0.62
610	ITT CORPORATION	37,985.14	49.74	30,341.40	0.75	519	1.71
325	IBM CORP	36,865.80	130.90	42,542.50	1.05	715	1.68
785	JP MORGAN CHASE & CO	34,647.20	41.67	32,710.95	0.80	157	0.48
790	JOHNSON CTLS INC	20,307.74	27.24	21,519.60	0.53	411	1.91
350	MCDONALDS CORP	19,430.30	62.44	21,854.00	0.54	770	3.52
220	MEDCO HEALTH SOLUTIONS NEW COMMON	10,214.60	63.91	14,060.20	0.35	0	0.00
670	MEDTRONIC INC	29,916.35	43.98	29,466.60	0.72	549	1.86
816	MERCK & CO INC	23,666.10	36.54	29,816.64	0.73	1,240	4.16
1,600	MICROSOFT CORP	47,397.24	30.48	48,768.00	1.20	832	1.71
265	NIKE INC CL B	16,378.45	66.07	17,508.55	0.43	286	1.63
380	OCCIDENTAL PETROLEUM CORP	25,250.63	81.35	30,913.00	0.76	502	1.62
1,700	ORACLE CORPORATION FORMERLY ORACLE SYS CORP W/1 RT/SH	33,858.25	24.53	41,701.00	1.03	340	0.82
345	PEPSICO INC	21,293.40	60.80	20,976.00	0.52	621	2.96
255	PRAXAIR INC	18,720.96	80.31	20,479.05	0.50	408	1.99
355	PROCTER & GAMBLE CO	21,761.50	60.63	21,523.65	0.53	625	2.90
710	PRUDENTIAL FINANCIAL INC	56,718.10	49.76	35,329.60	0.87	497	1.41
310	SEMPRA ENERGY	15,754.20	55.98	17,353.80	0.43	484	2.79
270	TEVA PHARMACEUTICAL -SP ADR	12,023.07	56.18	15,168.60	0.37	130	0.86
585	TEXAS INSTRUMENTS INC	15,081.30	26.06	15,245.10	0.37	281	1.84
270	3M CO	21,751.97	82.67	22,320.90	0.55	551	2.47
825	TRAVELERS COS INC	39,475.18	49.86	41,134.50	1.01	1,089	2.65
300	WAL-MART STORES INC	14,874.00	53.45	16,035.00	0.39	327	2.04
136	WYNN INDUSTRIES LIQUIDATION	1.00	0.01	1.00	0.00	0	0.00
910	ACCENTURE PLC CL A	33,637.45	41.50	37,765.00	0.93	683	1.81
165	ALCON INC	23,841.30	164.35	27,117.75	0.67	601	2.22
810	NOBLE CORP	38,916.90	40.70	32,967.00	0.81	130	0.39
	TOTAL COMMON STOCK	1,185,021.20*		1,205,867.74*	29.65*	24,109*	2.00*
	MUTUAL FUNDS-TAXABLE ===================						
29,680.639	PIMCO TOTAL RETURN FUND - CLASS A	306,672.01	10.80	320,550.90	7.88	16,681	5.20
23,794.998	FRANKLIN TEMPLETON GLOBAL BOND FUND - CLASS A	280,556.29	12.72	302,672.37	7.44	12,849	4.25

UNITS	DESCRIPTION	BOOK VALUE	UNIT COST MARKET	MARKET VALUE	% TOTAL MARKET	EST INC	CURRENT YIELD
	TOTAL MUTUAL FUNDS-TAXABLE	587,228.30*		623,223.27*	15.32*	29,530*	4.74*
	MUTUAL FUNDS-EQUITY ==================						
9,644.356	AMERICAN CENTURY HERITAGE FUND - INVESTORS CLASS	114,163.00	15.97	154,020.37	3.79	1,244	0.81
8,745.951	JANUS PERKINS MID CAP VALUE FUND - CLASS T	141,330.46	19.80	173,169.83	4.26	315	0.18
5,870.435	OPPENHEIMER DEVELOPING MARKET FUND - CLASS A	127,679.44	28.76	168,833.71	4.15	681	0.40
10,540.162	ROYCE SPECIAL EQUITY FUND	139,455.56	17.50	184,452.84	4.54	759	0.41
12,275.716	THORNBURG INTERNATIONAL VALUE - I SHARES	273,862.68	25.37	311,434.91	7.66	3,769	1.21
	TOTAL MUTUAL FUNDS-EQUITY	796,491.14*		991,911.66*	24.39*	6,768*	0.68*
	OPTIONS =======						
2	COLGATE PALMOLIVE CALL ON 01/2010 85	283.99-	40.00-	80.00-	0.00-	0	0.00
	PRINCIPAL CASH	6,545.58		6,545.58	0.16		0.00
	TOTAL FUND	3,891,566.39*		4,067,081.62*	100.00*	88,490*	2.18*