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

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: HOOVER FOUNDATION INCOME ACCOUNT 7055000310

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: 34-6510994

B Telephone number (see page 10 of the instructions): (330) 580-2568

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: [X] 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) ▶ $ 44,375,087.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) ____ (Part I, column (d) must be on cash basis.)

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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).)*

	Line	Description	(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	1,211,228.	1,211,228.		STMT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-1,972,558.			
	b	Gross sales price for all assets on line 6a 9,117,656.				
	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	-761,330.	1,211,228.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	118,726.	59,363.		59,363.
	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 7	1,200.	NONE	NONE	1,200.
	c	Other professional fees (attach schedule) STMT 8	75,039.	69,139.		5,900.
	17	Interest STMT 9	42.	42.		
	18	Taxes (attach schedule) (see page 14 of the instructions) STMT 10	13,850.	6,850.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy	6,800.			6,800.
	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	215,657.	135,394.	NONE	73,263.
	25	Contributions, gifts, grants paid	2,158,391.			2,158,391.
	26	**Total expenses and disbursements** Add lines 24 and 25	2,374,048.	135,394.	NONE	2,231,654.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-3,135,378.			
	b	**Net investment income** (if negative, enter -0-)		1,075,834.		
	c	**Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing		5,134.	5,134.
	2 Savings and temporary cash investments	3,516,611.		
	3 Accounts receivable ▶ Less allowance for doubtful accounts ▶	1,648.		
	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			
	10a Investments - U S and state government obligations (attach schedule) STMT 11	8,056,915.		
	b Investments - corporate stock (attach schedule) STMT 13	13,202,998.		
	c Investments - corporate bonds (attach schedule) STMT 18	6,542,329.		
	11 Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) STMT 20	9,657,465.	37,833,105.	44,369,953.
	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)	40,977,966.	37,838,239.	44,375,087.
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	40,977,966.	37,838,239.	
	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)	40,977,966.	37,838,239.	
	31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	40,977,966.	37,838,239.	

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	40,977,966.
2	Enter amount from Part I, line 27a	2	-3,135,378.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	37,842,588.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 21	5	4,349.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	37,838,239.

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	-1,972,558.
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	3,154,963.	47,405,589.	0.06655255354
2007	3,126,408.	53,818,342.	0.05809186764
2006	2,931,104.	50,804,898.	0.05769333500
2005	2,870,847.	49,506,158.	0.05798969494
2004	2,864,928.	49,322,963.	0.05808507490

2 **Total** of line 1, column (d)	2	0.29841252602
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	0.05968250520
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	40,307,823.
5 Multiply line 4 by line 3	5	2,405,672.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	10,758.
7 Add lines 5 and 6	7	2,416,430.
8 Enter qualifying distributions from Part XII, line 4	8	2,231,654.

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 ▶ ☐ and enter 1% of Part I, line 27b	1	21,517.
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	21,517.
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	21,517.
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a: 7,741.		
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	7,741.
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	13,776.
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ Refunded ▶	11	

Part VII-A **Statements Regarding Activities**

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	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 22			
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)*

		Line	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 ▶ (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.

			Line	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 ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ 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			
	(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			
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		
	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			
	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			
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 23		118,726.	-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
SEE STATEMENT 25		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	40,921,648.
b	Average of monthly cash balances	1b	NONE
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	40,921,648.
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	40,921,648.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	613,825.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	40,307,823.
6	**Minimum investment return.** Enter 5% of line 5	6	2,015,391.

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	2,015,391.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	21,517.		
b	Income tax for 2009 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	21,517.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	1,993,874.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	1,993,874.
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	1,993,874.

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	2,231,654.
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	2,231,654.
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	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,231,654.

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

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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				1,993,874.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			NONE	
b Total for prior years 20 07 ,20 ,20		NONE		
3 Excess distributions carryover, if any, to 2009				
a From 2004 ...... 438,130.				
b From 2005 ...... 411,582.				
c From 2006 ...... 470,687.				
d From 2007 ...... 508,463.				
e From 2008 ...... 810,802.				
f Total of lines 3a through e	2,639,664.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 2,231,654.				
a Applied to 2008, but not more than line 2a			NONE	
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				1,993,874.
e Remaining amount distributed out of corpus	237,780.			
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	2,877,444.			
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			NONE	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				NONE
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)	438,130.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	2,439,314.			
10 Analysis of line 9.				
a Excess from 2005 ... 411,582.				
b Excess from 2006 ... 470,687.				
c Excess from 2007 ... 508,463.				
d Excess from 2008 ... 810,802.				
e Excess from 2009 ... 237,780.				

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).)

NONE

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

NONE

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

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see 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:

SEE STATEMENT 26

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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 51				
Total . . . . . . ▶ 3a				2,158,391.
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	1,211,228.	
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	-1,972,558.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				-761,330.	

13 Total Add line 12, columns (b), (d), and (e) . . . . . 13 -761,330.

(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

			Yes	No
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?			
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 03/29/2010 Title

Paid Preparer's Use Only

Preparer's signature	Date 03/29/2010	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					4,365.	
		3000. UST INC PROPERTY TYPE: SECURITIES					05/01/2006	01/06/2009
208,500.00		131,880.00					76,620.00	
		150000. GOLDMAN SACHS GROUP INC 3.875% 0 PROPERTY TYPE: SECURITIES					05/22/2008	01/15/2009
150,000.00		150,753.00					-753.00	
		350000. US TREASURY 3.25% 01/15/2009 PROPERTY TYPE: SECURITIES					02/03/2004	01/15/2009
350,000.00		352,160.00					-2,160.00	
		.199 WELLS FARGO & CO NEW W/1 RT/SH PROPERTY TYPE: SECURITIES					02/06/2003	01/15/2009
6.00		29.00					-23.00	
		4875. WYETH PROPERTY TYPE: SECURITIES					09/06/2006	01/23/2009
215,509.00		232,466.00					-16,957.00	
		1734.039 ARTISAN INTERNATIONAL FUND - I PROPERTY TYPE: SECURITIES					12/17/2008	02/05/2009
23,305.00		26,045.00					-2,740.00	
		29198.74 ARTISAN INTERNATIONAL FUND - I PROPERTY TYPE: SECURITIES					12/19/2007	02/05/2009
392,431.00		453,085.00					-60,654.00	
		500. IBM CORP PROPERTY TYPE: SECURITIES					04/02/2004	02/05/2009
45,650.00		46,900.00					-1,250.00	
		100000. FIFTH THIRD BANCORP 4.5% 06/01/2 PROPERTY TYPE: SECURITIES					04/08/2005	02/12/2009
67,903.00		93,573.00					-25,670.00	
		200000. MARSHALL & ILSLEY CORP NTS DTD 3 PROPERTY TYPE: SECURITIES					03/30/2006	02/12/2009
181,798.00		199,158.00					-17,360.00	

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)	
		500. 3M CO PROPERTY TYPE: SECURITIES					05/30/1986	02/12/2009
24,582.00		6,370.00					18,212.00	
		250000. FHLB 4.05% 02/13/2014-2009 PROPERTY TYPE: SECURITIES					02/12/2008	02/13/2009
250,000.00		250,000.00						
		30000. DWS INTERNATIONAL FUND - INSTITUT PROPERTY TYPE: SECURITIES					12/24/2007	02/23/2009
833,100.00		1741637.00					-908537.00	
		2000. WELLPOINT INC PROPERTY TYPE: SECURITIES					09/07/2006	03/10/2009
67,072.00		151,164.00					-84,092.00	
		100000. COCA COLA ENTERPRISES INC 4.375% PROPERTY TYPE: SECURITIES					11/18/2002	03/31/2009
101,755.00		101,436.00					319.00	
		250000. US TREASURY 4.5% 03/31/2009 PROPERTY TYPE: SECURITIES					04/16/2007	03/31/2009
250,000.00		248,916.00					1,084.00	
		500. DOW CHEMICAL CO PROPERTY TYPE: SECURITIES					01/08/2009	04/02/2009
4,827.00		7,985.00					-3,158.00	
		2500. DOW CHEMICAL CO PROPERTY TYPE: SECURITIES					09/04/2007	04/02/2009
24,135.00		108,174.00					-84,039.00	
		13186.813 MAINSTAY MAP FUND - INSTITUTIO PROPERTY TYPE: SECURITIES					12/13/2004	06/17/2009
300,000.00		354,711.00					-54,711.00	
		500000. FHLB 5.54% 06/29/2011-2009 PROPERTY TYPE: SECURITIES					06/18/2007	06/29/2009
500,000.00		500,000.00						
		2000. AUTOMATIC DATA PROC PROPERTY TYPE: SECURITIES					04/08/2005	07/09/2009
67,858.00		81,893.00					-14,035.00	

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)
2000. FNMA PROPERTY TYPE: SECURITIES		06/24/2004	07/09/2009	980.00		142,500.00				-141520.00
2000. GENERAL ELECTRIC CO PROPERTY TYPE: SECURITIES		06/24/2004	07/09/2009	21,759.00		66,420.00				-44,661.00
1000. MCDONALDS CORP W/1 RT/SH PROPERTY TYPE: SECURITIES		12/06/2002	07/09/2009	57,119.00		18,050.00				39,069.00
2500. CITIGROUP INC PROPERTY TYPE: SECURITIES		03/26/2004	07/21/2009	6,450.00		125,925.00				-119475.00
1500. CITIGROUP INC PROPERTY TYPE: SECURITIES		09/04/2007	07/29/2009	4,365.00		71,228.00				-66,863.00
500. CITIGROUP INC PROPERTY TYPE: SECURITIES		12/09/2003	08/06/2009	1,830.00		23,560.00				-21,730.00
200000. WAL-MART STORES INC 6.875% 08/10 PROPERTY TYPE: SECURITIES		09/29/2000	08/10/2009	200,000.00		198,885.00				1,115.00
48567.795 MORGAN STANLEY INSTITUTIONAL F PROPERTY TYPE: SECURITIES		01/14/2000	08/13/2009	1186997.00		1542513.00				-355516.00
700000. U S TREASURY NOTES 6% 08/15/2009 PROPERTY TYPE: SECURITIES		08/23/2002	08/15/2009	700,000.00		761,695.00				-61,695.00
.422 TAIWAN SEMICONDUCTOR MFG LTD ADR PROPERTY TYPE: SECURITIES		11/06/2007	08/24/2009	4.00		4.00				
250000. FHLB 4.07% 08/28/2012-2009 PROPERTY TYPE: SECURITIES		08/21/2008	08/28/2009	250,000.00		250,000.00				

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)	
		500. WAL MART STORES INC PROPERTY TYPE: SECURITIES					09/17/2001	09/14/2009
25,120.00		22,630.00					2,490.00	
		300000. GENERAL ELEC CAP CORP MTNA 4.625 PROPERTY TYPE: SECURITIES					10/24/2002	09/15/2009
300,000.00		298,879.00					1,121.00	
		250000. GENERAL ELEC CAP CORP MTNA 4.625 PROPERTY TYPE: SECURITIES					09/23/2002	09/15/2009
250,000.00		252,150.00					-2,150.00	
		100000. IBM CORP 4.25% 09/15/2009 PROPERTY TYPE: SECURITIES					10/02/2002	09/15/2009
100,000.00		100,130.00					-130.00	
		250000. SBC COMMUNICATIONS INC 4.125% 09 PROPERTY TYPE: SECURITIES					12/03/2007	09/15/2009
250,000.00		249,800.00					200.00	
		1000. DELL INC COMMON PROPERTY TYPE: SECURITIES					12/01/2006	09/25/2009
15,530.00		27,310.00					-11,780.00	
		1000. KIMBERLY CLARK CORP W/1 RT/SH PROPERTY TYPE: SECURITIES					01/24/2001	09/25/2009
57,589.00		61,853.00					-4,264.00	
		1000. MCDONALDS CORP W/1 RT/SH PROPERTY TYPE: SECURITIES					12/06/2002	09/25/2009
56,469.00		18,050.00					38,419.00	
		100. RIO TINTO PLC SPONSORED ADR PROPERTY TYPE: SECURITIES					03/29/2006	09/25/2009
16,847.00		19,895.00					-3,048.00	
		1000. WYETH PROPERTY TYPE: SECURITIES					11/05/1998	10/16/2009
50,395.00		50,873.00					-478.00	
		500. WYETH PROPERTY TYPE: SECURITIES					02/22/2000	10/16/2009
25,198.00		22,925.00					2,273.00	

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)	
		1500. WYETH PROPERTY TYPE: SECURITIES					03/03/2000	10/16/2009
75,593.00		68,528.00					7,065.00	
		500000. FHLB 5.42% 10/26/2012-2009 PROPERTY TYPE: SECURITIES					10/18/2006	10/26/2009
500,000.00		500,781.00					-781.00	
		500000. FHLB SERIES 1 5.3% 10/27/2011-20 PROPERTY TYPE: SECURITIES					10/19/2006	10/27/2009
500,000.00		500,000.00						
		846.6 SCHERING PLOUGH DIST W/1 RT/SH PROPERTY TYPE: SECURITIES					02/24/1993	11/05/2009
21,000.00		5,867.00					15,133.00	
		.4 MERCK & CO INC PROPERTY TYPE: SECURITIES					02/24/1993	11/17/2009
13.00		3.00					10.00	
		2500. ALLSTATE CORP PROPERTY TYPE: SECURITIES					09/13/2007	12/02/2009
71,123.00		137,300.00					-66,177.00	
		1000. COSTCO WHOLESALES CORP PROPERTY TYPE: SECURITIES					10/01/2008	12/02/2009
60,479.00		64,125.00					-3,646.00	
		250000. FHLB 5.125% 12/07/2012-2009 PROPERTY TYPE: SECURITIES					11/22/2006	12/07/2009
250,000.00		250,000.00						
TOTAL GAIN(LOSS)		....					---------- -1972558. ==========	

JSA
9E1730 1 000

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AFLAC INC	3,360.	3,360.
AT&T INC	9,020.	9,020.
ABBOTT LABS 5.15% 11/30/2012	5,150.	5,150.
ABBOTT LABS	4,300.	4,300.
AIR PRODS & CHEMS INC W/1 RT/SH	2,506.	2,506.
ALCOA INC	1,144.	1,144.
ALLSTATE CORP	6,565.	6,565.
ANHEUSER BUSCH COS INC 6% 04/15/2011	7,800.	7,800.
ANHEUSER BUSCH COS INC 5.05% 10/15/2016	5,050.	5,050.
APACHE CORP W/1 RT/SH	600.	600.
AUTOMATIC DATA PROC	1,980.	1,980.
BJ SERVICES CO	550.	550.
BP AMOCO PLC	10,920.	10,920.
BANK OF AMERICA CORP	200.	200.
BANK OF AMERICA CORP 2.1% 04/30/2012	3,938.	3,938.
BAXTER INTL INC W/1 RT/SH	260.	260.
BECTON DICKINSON	3,300.	3,300.
BOEING CO	7,560.	7,560.
BRISTOL MYERS SQUIBB CO	7,440.	7,440.
CATERPILLAR INC W/1 RT/SH	11,760.	11,760.
CATERPILLAR FINL SVCS CORP 4.15% 01/15/2	10,375.	10,375.
CATERPILLAR FINL SVCS CORP CATERPILLAR F	11,500.	11,500.
CHEVRONTEXACO CORP	15,960.	15,960.
CHUBB CORP W/1 RT/SH	350.	350.
CHUBB CORP 6% 11/15/2011	6,000.	6,000.
CITIGROUP INC	75.	75.
COCA COLA ENTERPRISES INC 4.375% 09/15/2	2,382.	2,382.
COLGATE PALMOLIVE	6,020.	6,020.
CONOCOPHILLIPS	3,820.	3,820.
CONOCOPHILLIPS 4.4% 05/15/2013	3,691.	3,691.
CONOCO FUNDING CO 6.35% 10/15/2011	12,700.	12,700.
COSTCO WHOLESALES CORP	700.	700.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DWS INTERNATIONAL FUND - INSTITUTIONAL S	29,568.	29,568.
DEERE & CO W/1 RT/SH	3,920.	3,920.
JOHN DEERE CAPITAL CORP 5.4% 10/17/2011	5,400.	5,400.
DIEBOLD INC W/1 RT/SH	10,400.	10,400.
DISNEY WALT HOLDING CO NEW	3,500.	3,500.
WALT DISNEY CO 4.7% 12/01/2012	11,750.	11,750.
NEW DOMINION RESOURCES INC	3,500.	3,500.
DOW CHEMICAL CO	1,500.	1,500.
DU PONT E I DE NEMOURS & CO 4.75% 11/15/	4,750.	4,750.
DUKE ENERGY CORP 6.25% 01/15/2012	4,688.	4,688.
DUKE ENERGY CORP	3,290.	3,290.
EATON CORP W/1 RT/SH	8,000.	8,000.
EMERSON ELEC CO W/1 RT/SH	6,625.	6,625.
EMERSON ELECTRIC CO NTS DTD 10/29/01 5.7	11,500.	11,500.
EXELON CORP	5,460.	5,460.
EXXON MOBIL CORP	12,782.	12,782.
FPL GROUP INC W/1 RT/SH	5,670.	5,670.
FHLMC 3.05% 06/18/2014-2012	3,813.	3,813.
FFCB 4.8% 07/28/2014	24,000.	24,000.
FFCB 5% 09/04/2013	25,000.	25,000.
FFCB 4.3% 12/15/2014	21,500.	21,500.
FHLB 4% 02/15/2011	4,000.	4,000.
FHLB 5.42% 10/26/2012-2009	27,100.	27,100.
FHLB SERIES 1 5.3% 10/27/2011-2009	26,500.	26,500.
FHLB 5.125% 12/07/2012-2009	12,813.	12,813.
FHLB 5.54% 06/29/2011-2009	13,850.	13,850.
FHLB 4.05% 02/13/2014-2009	5,063.	5,063.
FHLB 4.125% 02/19/2015-2010	20,625.	20,625.
FHLB 3.8% 08/26/2013-2010	19,000.	19,000.
FHLB 4.07% 08/28/2012-2009	10,175.	10,175.
FHLB 4.1% 06/10/2019-2011	5,125.	5,125.
FHLMC 4.125% 12/21/2012	4,125.	4,125.
FEDEX CORP	1,100.	1,100.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FIFTH THIRD BANCORP 4.5% 06/01/2018	963.	963.
FIRST UN NATL BK N C CHARLOTTE M SUB BK	7,875.	7,875.
FRANKLIN RES INC	5,760.	5,760.
GENERAL DYNAMICS W/1 RT/SH	2,235.	2,235.
GENERAL ELECTRIC CO	9,640.	9,640.
GENERAL ELEC CAP CORP MTNA 4.625% 09/15/	25,438.	25,438.
GLAXO SMITHKLINE PLC ADR	5,519.	5,519.
GLAXOSMITHKLINE 4.85% 05/15/2013	7,275.	7,275.
GOLDMAN SACHS GROUP INC	1,138.	1,138.
GOLDMAN SACHS GROUP INC 3.875% 01/15/200	2,906.	2,906.
GOLDMAN SACHS GROUP INC 4.5% 06/15/2010	4,500.	4,500.
HERSHEY CO 5.3% 09/01/2011	5,300.	5,300.
HEWLETT PACKARD	2,000.	2,000.
HEWLETT PACKARD CO 5.25% 03/01/2012	5,250.	5,250.
HOME DEPOT INC	4,500.	4,500.
HUNTINGTON INTL EQUITY FUND IV	3,841.	3,841.
HUNTINGTON BANCSHARES INC W/1	488.	488.
HUNTINGTON SITUS FUND IV	1,382.	1,382.
ITT INDUSTRIES INC	1,625.	1,625.
INTEL CORP	9,520.	9,520.
IBM CORP	7,525.	7,525.
IBM CORP 4.25% 09/15/2009	4,250.	4,250.
ISHARES BARCLAYS US TREASURY INFLATION P	27,706.	27,706.
JP MORGAN CHASE & CO	1,060.	1,060.
JP MORGAN CHASE & CO 4.5% 01/15/2012	11,250.	11,250.
JOHNSON & JOHNSON	5,790.	5,790.
KIMBERLY CLARK CORP W/1 RT/SH	7,140.	7,140.
KIMBERLY-CLARK CORP 5% 08/15/2013	12,500.	12,500.
MAINSTAY MAP FUND - INSTITUTIONAL	8,236.	8,236.
MANAGERS BOND FUND	12,067.	12,067.
MARSHALL & ILSLEY CORP NTS DTD 3/28/06 5	4,072.	4,072.
MCDONALDS CORP W/1 RT/SH	14,800.	14,800.
MEDTRONIC INC W/1 RT/SH	3,140.	3,140.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MERRILL LYNCH & CO 5% 01/15/2015	5,000.	5,000.
METLIFE INC 5.5% 06/15/2014	5,500.	5,500.
MICROSOFT CORP	9,620.	9,620.
MICROSOFT CORP 2.95% 06/01/2014	1,229.	1,229.
MOLSON COORS BREWING CO B	920.	920.
HUNTINGTON MONEY MARKET FUND II	2,225.	2,225.
HUNTINGTON CONSERVATIVE DEPOSIT ACCOUNT	20.	20.
MONSANTO CO	265.	265.
NATIONAL RURAL UTILITIES 4.375% 10/01/20	10,938.	10,938.
NEWMONT MINING CORP W/1 RT/SH	1,200.	1,200.
NOKIA CORP ADR 'A' +	4,367.	4,367.
NORTHROP GRUMMAN CORP W/1 RT/SH	3,380.	3,380.
NOVARTIS AG ADR	6,858.	6,858.
OCCIDENTAL PETE CORP SERIES MTN 4.25% 03	10,625.	10,625.
ORACLE CORPORATION W/1 RT/SH	4,050.	4,050.
ORACLE CORPORATION 4.95% 04/15/2013	7,425.	7,425.
PEPSICO INC	13,125.	13,125.
PEPSICO INC 4.65% 02/15/2013	3,720.	3,720.
PFIZER INC W/1 RT/SH	10,073.	10,073.
PITNEY BOWES INC 4.625% 10/01/2012	4,625.	4,625.
PRAXAIR INC	3,200.	3,200.
PRICE T ROWE GROUP INC	1,500.	1,500.
PROCTER & GAMBLE CO	6,880.	6,880.
PRUDENTIAL FINANCIAL INC	1,190.	1,190.
RIO TINTO PLC SPONSORED ADR	272.	272.
T. ROWE PRICE MID CAP VALUE FUND	10,848.	10,848.
ROYCE TOTAL RETURN FUND	8,830.	8,830.
SBC COMMUNICATIONS INC 4.125% 09/15/2009	10,313.	10,313.
SPDR REGIONAL BANKING	310.	310.
SARA LEE CORP W/1 RT/SH	1,320.	1,320.
SCHERING PLOUGH DIST W/1 RT/SH	520.	520.
SCHLUMBERGER LTD	6,720.	6,720.
SCHWAB (CHARLES) CORP	1,920.	1,920.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
SHERWIN WMS CO W/1 RT/SH	10,508.	10,508.
SIMON PROPERTY GROUP LP 4.875% 08/15/201	12,188.	12,188.
SOUTHERN CO	8,663.	8,663.
TJX COMPANIES INC	420.	420.
TAIWAN SEMICONDUCTOR MFG LTD ADR	7,786.	7,786.
TARGET CORP	3,960.	3,960.
TEVA PHARMACEUTICAL INDS ADR	2,726.	2,726.
THORNBURG INTERNATIONAL VALUE - I SHARES	15,275.	15,275.
3M COMPANY MEDIUM-TERM NOTE 4.375% 08/15	4,217.	4,217.
3M CO	8,160.	8,160.
TIMKEN CO	2,250.	2,250.
TRAVELERS COS INC	330.	330.
U S BANCORP	4,025.	4,025.
UNION PACIFIC CORP	5,184.	5,184.
UPS 4.5% 01/15/2013	3,963.	3,963.
U S TREASURY NOTES 6% 08/15/2009	42,000.	42,000.
U S TREASURY NOTES 6.5% 02/15/2010	16,250.	16,250.
US TREASURY 5% 08/15/2011	10,000.	10,000.
US TREASURY 4.375% 08/15/2012	10,938.	10,938.
US TREASURY 3.25% 01/15/2009	5,688.	5,688.
US TREASURY 4.25% 11/15/2014	10,625.	10,625.
US TREASURY 4% 04/15/2010	20,000.	20,000.
US TREASURY 4.5% 03/31/2009	5,625.	5,625.
US TREASURY 3.375% 11/30/2012	8,438.	8,438.
UNITED TECH CORP	6,160.	6,160.
V F CORP W/1 RT/SH	1,190.	1,190.
VALERO ENERGY	2,400.	2,400.
VANGUARD SMALL CAP GROWTH INDEX FUND - I	2,164.	2,164.
VERIZON COMMUNICATIONS	17,604.	17,604.
WAL MART STORES INC	2,638.	2,638.
WAL-MART STORES INC 6.875% 08/10/2009	13,750.	13,750.
WALGREEN CO W/1 RT/SH	1,250.	1,250.
WELLS FARGO CO 3% 12/09/2011	5,983.	5,983.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
WELLS FARGO CO 2.125% 06/15/2012	3,748.	3,748.
WELLS FARGO & CO NEW W/1 RT/SH	8,712.	8,712.
WELLS FARGO & CO 5.125% 09/01/2012	5,125.	5,125.
WELLS FARGO & CO 4.625% 08/09/2010	6,938.	6,938.
WYETH	2,700.	2,700.
XILINX	2,900.	2,900.
TOTAL	1,211,228.	1,211,228.

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	1,200.			1,200.
TOTALS	1,200.	NONE	NONE	1,200.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
AUDIT & ACCOUNTING FEES (ALLOC	5,900.		5,900.
INVESTMENT MGMT FEES-SUBJECT T	69,139.	69,139.	
TOTALS	75,039.	69,139.	5,900.

FORM 990PF, PART I - INTEREST EXPENSE

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDEND INVESTMENT EXPENSE -	42.	42.
TOTALS	42.	42.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	3,796.	3,796.
OTHER TAXES	200.	
FEDERAL ESTIMATES - PRINCIPAL	6,800.	
FOREIGN TAXES ON QUALIFIED FOR	3,054.	3,054.
TOTALS	13,850.	6,850.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

DESCRIPTION	BEGINNING BOOK VALUE
570,000 US TREASURY 5.625%	
200,000 US TREASURY 5%	197,148.
250,000 US TREASURY 3.375%	255,645.
250,000 US TREASURY 4.375%	256,953.
500,000 US TREASURY 4%	498,968.
350,000 US TREASURY 3.25%	352,160.
100,000 FHLB 4% 02/15/2011	101,791.
250,000 FHLB 4.05% 02/13/2014-	250,000.
550,000 US TREASURY 5.5%	
700,000 US TREASURY 6%	761,695.
250,000 US TREASURY 6.5%	270,574.
500,000 FHLB 4.125% 02/19/2015	500,000.
250,000 FHLB 4.25%	
500,000 FHLB 3.8% 08/26/2013	500,000.
250,000 FHLB 4.07% 08/28/2012	250,000.
500,000 FHLB 5.42%	500,781.
500,000 FHLB SERIES 5.3%	500,000.
250,000 FHLB 5.125%	250,000.
250,000 US TREASURY 4.25% 11/1	251,104.
250,000 US TREASURY 4.5% 3/31/	248,916.
500,000 FFCB 4.8% 7/28/14	502,960.
500,000 FFCB 5% 9/4/13	509,060.
500,000 FFCB 4.3% 12/15/14	497,250.
500,000 FHLB 5.5% 5/28/2010	
500,000 FHLB 5.5% 2/15/2012-20	
500,000 FHLB 5.54% 6/29/2011-2	500,000.
500,000 FHLMC 5.6% 10/17/2013-	
500,000 FHLMC MED TERM 5.55%	
100,000 FHLMC 4.125% 12/21/201	101,910.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

DESCRIPTION	BEGINNING BOOK VALUE
TOTALS	8,056,915.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE
500 ABBOTT LABORATORIES	24,250.
1,400 AIR PRODS & CHEMS INC	64,667.
4,400 ALCOA INC	44,130.
4,000 ALLSTATE CORP	46,662.
1,500 T ROWE PRICE GROUP INC	47,200.
5,376 AMERICAN INTL GROUP	
1,000 AMGEN INC	58,860.
2,000 AUTOMATIC DATA PROCESSIN	81,893.
1,000 MOLSON COORS BREWING CO	47,518.
4,500 BOEING CO	52,827.
6,000 BRISTOL-MYERS SQUIBB CO	61,140.
1,500 FREEPORT-MCMORAN C & G W	78,517.
1,000 COSTCO WHOLESALES CORP	64,125.
2,500 THERMO FISHER SCIENTIFIC	145,610.
2,000 CISCO SYSTEMS	53,120.
3,000 DEERE & CO	21,810.
1,000 DELL INC COMMON	27,310.
10,000 DIEBOLD INC	82,172.
3,000 WALT DISNEY CO	102,669.
1,000 APPLE INC	133,822.
4,000 EATON CORP	40,428.
8,000 SCHWAB (CHARLES) CORP	186,139.
2,000 TEVA PHARMACEUTICAL	91,837.
3,700 EXXON MOBIL CORP	44,563.
5,000 XLINX	132,350.
2,000 FNMA	142,500.
4,000 FORD MOTOR CO	27,732.
2,000 FRANKLIN RES INC	
5,000 GENERAL ELECTRIC CO	166,050.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE
5,000 HOME DEPOT INC	176,000.
7,000 INTEL CORP	8,750.
2,000 IBM CORP	78,550.
3,000 KIMBERLY-CLARK CORP	185,558.
8,000 MCDONALDS CORP	144,400.
11,000 MICROSOFT CORP	455,125.
3,000 NEWMONT MINING CORP	125,790.
2,000 NORTHROP GRUMMAN CORP	97,090.
20,000 ORACLE CORP	228,200.
4,000 PEPSICO INC	174,680.
12,000 PFIZER INC	29,033.
100 RIO TINTO PLC	19,895.
3,000 SARA LEE CORP	44,854.
2,000 SCHERING-PLOUGH CORP	13,861.
7,400 SHERWIN-WILLIAMS CO	49,925.
1,500 3M CO	19,110.
5,000 TIMKEN CO	83,934.
3,000 UST INC	131,880.
7,000 US BANCORP	197,050.
4,800 UNION PACIFIC CORP	135,576.
5,490 VERIZON COMMUNICATIONS	166,890.
890 WACHOVIA CORP 2ND NEW COM	25,840.
16,000 WELLS FARGO & CO	209,200.
3,000 WYETH	142,325.
3,000 AFLAC INC	90,060.
5,500 AT&T INC	230,878.
1,000 APACHE CORP	75,963.
7,500 CITIGROUP INC	362,073.
2,000 CONOCOPHILLIPS	117,260.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE
2,000 DOMINION RESOURCES INC	77,469.
3,500 DUKE ENERGY CORP	54,961.
7,000 EXXON MOBIL CORP	
3,000 JOHNSON & JOHNSON	159,471.
5,000 MOTOROLA INC	
7,000 ORACLE CORPORATION	72,515.
1,700 PRUDENTIAL FINANCIAL INC	133,072.
5,000 SOUTHERN CO	131,572.
5,000 TARGET CORP	272,273.
4,000 UNITED TECHNOLOGIES CORP	142,650.
2,500 WALGREEN CO	108,270.
2,000 WELLPOINT INC	151,164.
4,875 WYETH	232,466.
1,500 FRANKLIN RES INC	55,215.
6,000 CATERPILLAR INC	33,536.
1,500 DUKE ENERGY	
2,600 EXELON CORP	68,250.
3,000 FPL GROUP	52,156.
5,000 EMERSON ELECTRIC CO	34,381.
3,000 BP PLC SPONS ADR	118,420.
6,000 CHEVRON CORPORATION	78,117.
500 GOLDMAN SACHS GROUP INC	
7,000 WALT DISNEY CO	208,481.
2,000 VIACOM CLASS A COMMON	
6,000 SCHLUMBERGER LTD	46,155.
4,000 VALERO ENERGY CORP	155,735.
3,000 HUNTINGTON BANCSHARES IN	49,320.
17,085 TAIWAN SEMINCONDUCTER	175,008.
1,500 GENERAL DYNAMICS CORP	119,054.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE
2,500 FEDEX CORP	91,650.
5,000 ADOBE SYSTEMS INC	60,685.
4,100 AMGEN INC	
6,000 CISCO SYSTEMS	75,556.
8,000 NOKIA CORP-SPON ADR	140,160.
2,000 BEST BUY COMPANY	
5,000 HEWLETT PACKARD CO	150,000.
2,000 IBM CORP	187,600.
1,000 CATERPILLAR	72,780.
2,500 AMERICAN EXPRESS	
2,500 WACHOVIA CORP	
1,500 WELLS FARGO & CO	51,289.
2,500 DOW CHEMICAL	108,174.
2,500 BECTON DICKINSON	198,828.
4,000 MEDTRONIC INC	180,990.
3,500 COLGATE PALMOLIVE	180,355.
1,500 FORTUNE BRANDS INC	
4,000 PROCTER & GAMBLE CO	153,859.
2,500 WAL-MART STORES INC	109,344.
7,000 GENERAL ELECTRIC CO	236,950.
3,000 3M CO	172,052.
2,000 PRAXAIR INC	74,120.
2,000 ITT CORPORATION	127,860.
4,000 EXXON MOBIL CORP	150,960.
4,000 MARATHON OIL CORP	
4,000 VERIZON COMMUNICATIONS	146,822.
750 GOLDMAN SACHS GROUP INC	136,545.
1,000 MERRILL LYNCH & CO INC	
3,000 MORGAN STANLEY	

HOOVER FOUNDATION INCOME ACCOUNT 7055000310 34-6510994

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE
1,000 AMERICAN INTL GROUP	
2,500 BJ SERVICE	64,999.
2,000 SCHLUMBERGER LTD	201,477.
5,000 BANK OF AMERICA CORP	167,750.
2,000 JP MORGAN CHASE & CO	93,119.
2,000 ABBOTT LABORATORIES	103,479.
3,000 GLAXO SMITHKLINE PLC ADR	159,721.
4,000 NOVARTIS AG ADR	148,879.
2,000 TEVA PHARMACEUTICALS	87,657.
2,500 ALLSTATE CORP	137,300.
4,500 STARBUCKS CORP	110,029.
10,000 INTEL CORP	201,066.
3,500 PEPSICO INC	178,757.
3,000 ECOLAB INC	
5,000 MICROSOFT CORP	122,824.
TOTALS	13,202,998.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE
100,000 AMR EXPRESS 3% 5/16/08	
100,000 ANH BSH 5.05% 10/15/16	100,043.
100,000 BK AMER 3.875% 1/15/08	
100,000 3M COMPANY MED 4.375%	100,683.
250,000 CATPILAR 4.15% 1/1510	246,905.
100,000 UPS 4.5% 1/15/2013	101,421.
100,000 CHUBB 6% 11/15/11	102,438.
250,000 CITIGROUP 3.5% 2/1/08	
100,000 CO COLA 4.375% 9/15/09	101,436.
200,000 CONOCO 6.35% 10/14/11	200,482.
100,000 DU PONT 4.75% 11/15/12	101,156.
75,000 DUKE ENGY 6.25% 1/15/12	74,796.
100,000 FIFTH THRD 4.5% 6/1/18	93,573.
100,000 1ST NTL 7.875% 2/15/10	
250,000 GEN ELC 4.625% 9/15/09	252,150.
100,000 GLD SAC 4.125% 1/15/08	
100,000 HERSHEY 5.3% 9/1/11	101,651.
100,000 GOLDMAN SACHS GR 4.5%	102,564.
100,000 IBM CORP 4.25% 9/15/09	100,130.
250,000 JP MRGN 4.5% 1/15/12	251,300.
150,000 LHMN BRO 3.5% 8/7/08	
200,000 MAR & ILS 5.35% 4/1/11	199,158.
100,000 MER LYNCH 5% 1/15/15	102,298.
100,000 NTL UTL 3.875% 2/15/08	
250,000 WALT DISNEY CO 4.7% 12	255,000.
100,000 PIT BOW 4.625% 10/1/12	100,190.
100,000 PRC & GAM 4.3% 8/15/08	
100,000 TOY MTR 2.875% 8/11/08	
250,000 NATL RURAL UTIL 4.375%	252,100.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE
150,000 VERIZON 4% 1/15/08	
200,000 WALMART 6.875% 8/10/09	198,885.
100,000 WELLS FG 5.125% 9/1/12	101,802.
130,000 ANH BSH 6% 4/15/11	129,191.
250,000 OCCIDENTAL PETE 4.25%	253,125.
200,000 EMER ELC 5.75% 11/1/11	209,700.
300,000 GEN ELC 4.625% 9/15/09	298,879.
250,000 LEH BRO 7% 2/1/08	
200,000 PROC GMB 4.3% 8/15/08	
100,000 ABBOTT LABS 5.15% 11/3	100,282.
100,000 JOHN DEERE CAP 5.4%	101,924.
100,000 METLIFE INC 5.5% 6/15/	98,536.
250,000 CATERPILLAR FIN S 4.6%	248,750.
250,000 KIMBERLY-CLARKE CO 5%	254,750.
250,000 SBC COMMUN INC 4.125%	249,800.
100,000 PEPSICO INC 4.65% 2/15	95,911.
250,000 SIMON PROP GRP 4.875%	252,605.
200,000 WELLS FARGO CO 3%	199,766.
100,000 FIRST UN NATL BNK 7.87	99,697.
150,000 GLAXOSMITHKLINE 4.85%	150,824.
150,000 GOLDMAN SACHS 3.875%	150,753.
100,000 HEWLETT PACKARD 5.25%	103,610.
150,000 ORACLE CORP 4.95% 4/15	151,974.
150,000 WELLS FARGO CO 4.625%	152,091.
TOTALS	6,542,329.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
41,359.857 HUNTING SITUS FD IV	C	818,849.		
SCHEDULE ATTACHED	C		33,002.	33,002.
SCHEDULE ATTACHED	C		24,746,746.	26,173,207.
SCHEDULE ATTACHED	C		13,053,357.	18,163,744.
30,932.77 ARTISAN INTL FUND	C	479,130.		
62,107.201 DWS INTERNAT FUND	C	3,526,162.		
39,858.793 HUNT SITUS SM CAP F	C			
43,950.138 MAINSTAY MAP FUND	C	1,164,172.		
48,567.795 MORGAN STANLEY INST	C	1,542,513.		
40,294.323 T ROWE PRICE MID CA	C	700,960.		
64,356.375 ROYCE TOTAL RETURN	C	556,834.		
44,149.294 VANGUARD SM CAP GRO	C	788,070.		
1,000. ISHARES BIOTECHNOLOGY	C	80,775.		
TOTALS		9,657,465.	37,833,105.	44,369,953.

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

DESCRIPTION		AMOUNT
NET INCOME BETWEEN TAX YEARS		4,349.
	TOTAL	4,349.

STATE(S) WHERE THE FOUNDATION IS REGISTERED
OH

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

OFFICER NAME:
HUNTINGTON NATIONAL BANK
ADDRESS:
220 MARKET AVES, SUITE 200
CANTON, OH 44702
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 4
COMPENSATION .... 118,726.

OFFICER NAME:
LAWRENCE R HOOVER
ADDRESS:
400 MARKET AVE N STE 210
CANTON, OH 44702
TITLE:
CHAIRPERSON
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 4

OFFICER NAME:
RONALD BENNINGTON
ADDRESS:
400 MARKET AVE N STE 210
CANTON, OH 44702
TITLE:
COMMITTEE MEMBER
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
THOMAS H HOOVER
ADDRESS:
400 MARKET AVE N STE 210
CANTON, OH 44702
TITLE:
COMMITTEE MEMBER
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

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

OFFICER NAME:
TIMOTHY D SCHILTZ
ADDRESS:
400 MARKET AVE N STE 210
CANTON, OH 44702
TITLE:
COMMITTEE MEMBER
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
CHARLES H HOOVER
ADDRESS:
400 MARKET AVE N STE 210
CANTON, OH 44702
TITLE:
COMMITEE MEMBER
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

TOTAL COMPENSATION: 118,726.

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

NAME:
VICTORY CAPITAL MANAGEMENT
ADDRESS:
126 CENTRAL PLAZA N
CANTON, OH
TYPE OF SERVICE:
INVESTMENT

RECIPIENT NAME:
LAWRENCE HOOVER
ADDRESS:
400 MARKET AVE N., STE 210
CANTON, OH 44702
RECIPIENT'S PHONE NUMBER: 330-580-2568
FORM, INFORMATION AND MATERIALS:
LETTER STATING AMOUNT AND PURPOSE FOR WHICH GRANT IS REQUESTED.
SUBMISSION DEADLINES:
NONE
THE FOUNDATION MAKES GIFTS AND GRANTS PRINCIPALLY TO PUBLIC-SUPPORTED
RESTRICTIONS OR LIMITATIONS ON AWARDS:
COMMUNITY FUNDS, HOSPITALS AND HEALTH AGENCIES,COLLEGES AND COMMUNITY ORGANIZATIONS. THE FOUNDATION DOES NOT MAKE GRANTS TO INDIVIDUALS.

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

RECIPIENT NAME:
AMERICAN HEART ASSOCIATION
ADDRESS:
4916 HILLS & DALES RD.
CANTON, OH 44708
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
HEALTH/MEDICAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 7,500.

RECIPIENT NAME:
CHARACTER CORP
ADDRESS:
220 MARKET AVENUE S.-STE 200
CANTON, OH 44702
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
JR COLEMAN OUTREACH SERVICES
ADDRESS:
1731 GRACE AVENUE NE
CANTON, OH 44705
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY SERVICES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 53,000.

RECIPIENT NAME:
LEAVE A LEGACY
STARK COUNTY
ADDRESS:
408 NINTH STREET SW
CANTON, OH 44707
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY SERVICES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
MALONE COLLEGE
ADDRESS:
515 - 25TH STREET NW
CANTON, OH 44709
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 23,500.

RECIPIENT NAME:
WALSH UNIVERSITY
ADDRESS:
2020 E. MAPLE STREET
NORTH CANTON, OH 44720
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 22,500.

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

RECIPIENT NAME:
AMERICAN RED CROSS
ADDRESS:
521 MARKET AVENUE N.
CANTON, OH 44702
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SOCIAL WELFARE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
MUSKINGUM COLLEGE
ADDRESS:
163 STORMONT STREET
NEW CONCORD, OH 43762
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 670.

RECIPIENT NAME:
AULTMAN HOSPITAL
(WOMAN'S BOARD)
ADDRESS:
2600 - 6TH STREET SW
CANTON, OH 44710
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
HEALTH/MEDICAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 25,000.

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

RECIPIENT NAME:
CANTON SYMPHONY ORCHESTRA
ADDRESS:
1001 MARKET AVENUE N.
CANTON, OH 44702
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
HUMANITIES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 30,000.

RECIPIENT NAME:
TURNING POINT OF STARK
COUNTY
ADDRESS:
1221 HARRISON RD. NE
CANTON, OH 44705
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SOCIAL WELFARE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 18,000.

RECIPIENT NAME:
YWCA OF CANTON
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SOCIAL WELFARE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 16,000.

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

RECIPIENT NAME:
ZOAR COMMUNITY ASSOCIATION
ADDRESS:
221 FOLTZ RD.
ZOAR, OH 44697
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY SERVICES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
HAMMER AND NAILS INC
ADDRESS:
P. O. BOX 8224
CANTON, OH 44711
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY SERVICES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
MERCY MEDICAL CENTER
ADDRESS:
1455 HARRISON AVENUE NW
CANTON, OH 44708
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
HEALTH/MEDICAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 25,000.

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

RECIPIENT NAME:
SUMMIT CHAPLAIN SERVICES
ADDRESS:
P. O. BOX 27086
AKRON, OH 44319-1995
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY SERVICES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
PATHWAY CARING FOR CHILDREN
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
ADOPTION/FOSTER CARE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC

RECIPIENT NAME:
ABCD, INC
ADDRESS:
1225 GROSS AVENUE NE
CANTON, OH 44705
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY SERVICES/REDUCE POVERTY
FOUNDATION STATUS OF RECIPIENT:
PUBLIC

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

RECIPIENT NAME:
CANTON MUSEUM OF ART
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
HUMANITIES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC

RECIPIENT NAME:
NORTHEAST COMMUNITY CENTER
ADDRESS:
2600 - 25TH STREET NE
CANTON, OH 447045
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SOCIAL WELFARE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 40,000.

RECIPIENT NAME:
MULTI-DEVELOPMENT SERVICES
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY SERVICES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC

RECIPIENT NAME:
JUNIOR ACHIEVEMENT
ADDRESS:
4352 EXECUTIVE CIRCLE
CANTON, OH 44718
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY SERVICES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 8,000.

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

RECIPIENT NAME:
MASSILLON MUSEUM
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
HUMANITIES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
NEW BEGINNINGS RECOVERY HOUSE
ADDRESS:
1226 OBY PLACE NW
CANTON, OH 44703
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY SERVICES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
WESTERN RESERVE HISTORICAL
SOCIETY
ADDRESS:
10825 EAST BOULEVARD
CLEVELAND, OH 44106
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY SERVICES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
STARK DEVELOPMENT BOARD
ADDRESS:
116 CLEVELAND AVENUE NW
CANTON, OH 44702
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SOCIAL WELFARE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 33,300.

RECIPIENT NAME:
EARLY CHILDHOOD RESOURCE
CENTER
ADDRESS:
3114 CLEVELAND AVENUE NW
CANTON, OH 44709
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
HEALTH/MEDICAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 2,585.

RECIPIENT NAME:
CANTON CITY SCHOOLS
ADDRESS:
617 MCKINLEY AVENUE SW
CANTON, OH 44707
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC

RECIPIENT NAME:
STARK COMMUNITY FOUNDATION
ADDRESS:
400 MARKET AVENUE N.
CANTON, OH 44702
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY SERVICES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
MOUNT UNION COLLEGE
ADDRESS:
1972 CLARK AVENUE
ALLIANCE, OH 44601
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 250,000.

RECIPIENT NAME:
NORTH CANTON COMMUNITY
BUILDING
ADDRESS:
200 SOUTH MAIN STREET
NORTH CANTON, OH 44720
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY SERVICES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
ARTS IN STARK
ADDRESS:
1001 MARKET AVENUE .
CANTON, OH 44702
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
HUMANITIES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 142,000.

RECIPIENT NAME:
CULVER EDUCATIONAL
FOUNDATION
ADDRESS:
1300 ACADEMY RD.
CULVER, IN 46511-1291
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 6,198.

RECIPIENT NAME:
COLLEGE OF WOOSTER
ADDRESS:
625 WEBER AVENUE
WOOSTER, OH 44691
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 3,698.

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

RECIPIENT NAME:
NORTHEAST EDUCATIONAL
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
COMMUNITY CHRISTMAS
ADDRESS:
116 CLEVELAND AVENUE NW
CANTON, OH 44702
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY SERVICES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
STUMP HILL FARM
ADDRESS:
633 KLICK ST.
MASSILLON, OH 44646
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 19,800.

RECIPIENT NAME:
CHILD AND ADOLESCENT
SERVICE
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY SERVICES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
FAMILY ECONOMIC SUCCESS
ADDRESS:
P. O. BOX 20974
CANTON, OH 44701
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SOCIAL WELFARE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
YMCA OF CENTRAL STARK COUNTY
ADDRESS:
405 - 2ND STREET NW
CANTON, OH 44702
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SOCIAL WELFARE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC

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

RECIPIENT NAME:
TRILLIUM FAMILY SOLUTIONS
ADDRESS:
101 CLEVELAND AVENUE NW
CANTON, OH 44702
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SOCIAL WELFARE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC

RECIPIENT NAME:
NORTH CANTON PLAYHOUSE
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
HUMANITIES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
DENISON UNIVERSITY
ADDRESS:
P. O. BOX 740
GRANVILLE, OH 43023
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 200.

RECIPIENT NAME:
MASSACHUSETTS INSTITUTE
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 200.

RECIPIENT NAME:
BUCKEYE COUNCIL, BOY SCOUTS
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY SERVICES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
OHIO FOUNDATION OF INDEPENDENT
ADDRESS:
250 E. BROAD STREET
COLUMBUS, OH 43215
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY SERVICES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 70,000.

RECIPIENT NAME:
COMMUNITY DROP-IN SERVICES
ADDRESS:
1493 CHERRY STREET NE
CANTON, OH 44707
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY SERVICES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC

RECIPIENT NAME:
CUYAHOGA VALLEY SCENIC RAILROAD
ADDRESS:
P. O. BOX 158
PENINSULA, OH 44264
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY SERVICES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
NORTH CANTON HERITAGE SOCIETY
ADDRESS:
200 CHARLOTTE STREET SW
NORTH CANTON, OH 44720
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PRESERVING HISTORY
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
VOYAGER PROGRAM
ADDRESS:
220 MARKET AVE. S., STE 200
CANTON, OH 44702
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROVIDE AFTER SCHOOL PROGRAMS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
YOUNG LIFE
ADDRESS:
2600 CLEVELAND AVE. NW
CANTON, OH 44709
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
RELIGIOUS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
CANTON MONTESSORI SCHOOL
ADDRESS:
125 - 15TH STREET NW
CANTON, OH 44703
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC

RECIPIENT NAME:
ALLIANCE AREA HABITAT FOR
HUMANITY
ADDRESS:
405 S. LINDEN AVENUE
ALLIANCE, OH 44601
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROVIDE HOMES FOR THE POOR
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 6,000.

RECIPIENT NAME:
PLANNED PARENTHOOD OF STARK COUNTY
ADDRESS:
2663 CLEVELAND AVENUE NW
CANTON, OH 44709
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY SERVICES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
MASONIC LEARNING CENTER
ADDRESS:
836 MARKET AVENUE N.
CANTON, OH 44702
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
STARK COUNTY AGRICULTURAL SOCIETY
ADDRESS:
305 WERTZ AVENUE NW
CANTON, OH 44706
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY SERVICES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC

RECIPIENT NAME:
STARK SOCIAL WORKERS NETWORK
ADDRESS:
1221 HARRISON RD. NE
CANTON, OH 44705
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY SERVICES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 7,000.

RECIPIENT NAME:
PROJECT REBUILD
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY SERVICE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 3,000.

RECIPIENT NAME:
GIRL SCOUTS OF NORTH EAST OHIO
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY SERVICE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
PRESCRIPTION ASSISTANCE NETWORK
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PURCHASING MEDICINE FOR THE NEEDY
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 30,000.

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

RECIPIENT NAME:
HARTVILLE MIGRANT COUNCIL
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
ASSIST IN MIGRANT ISSUES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
COMMUNITY BUILDING PARTNERSHIP
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY SERVICE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 60,000.

RECIPIENT NAME:
KENT STATE UNIVERSITY FOUNDATION
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 83,000.

RECIPIENT NAME:
McKINLEY MUSEUM
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CULTURAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC

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

RECIPIENT NAME:
NORTH CANTON MEDICAL FOUNDATION
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
MEDICAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 30,000.

RECIPIENT NAME:
STARK EDUCATION PARTNERSHIP
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
501C3
AMOUNT OF GRANT PAID .... 28,330.

RECIPIENT NAME:
MCKINLEY PRESIDENTIAL LIBRARY
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
501C3
AMOUNT OF GRANT PAID .... 150,000.

RECIPIENT NAME:
NATIONAL INVENTORS HALL OF FAME
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
501C3
AMOUNT OF GRANT PAID .... 18,600.

RECIPIENT NAME:
CANTON REGIONAL SCORE CHAPTER
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
501C3
AMOUNT OF GRANT PAID .... 7,000.

RECIPIENT NAME:
ASSOCIATION FOR BENEVOLENT CARE
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
501C3
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
PRO FOOTBALL HALL OF FAME
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
501C3
AMOUNT OF GRANT PAID .... 83,000.

RECIPIENT NAME:
GOODWILL INDUSTRIES
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
501C3
AMOUNT OF GRANT PAID .... 83,000.

RECIPIENT NAME:
EARLY CHILDHOOD RESOURCE CENTER
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
501C3
AMOUNT OF GRANT PAID .... 7,415.

RECIPIENT NAME:
HEARTBEATS TO THE CITY
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
501C3
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
ASSOCIATION FOR BETTER
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
501C3
AMOUNT OF GRANT PAID .... 4,000.

RECIPIENT NAME:
PEGASUS FARM
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
501C3
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
NEIGHBORHOOD AFTER SCHOOL
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
501C3
AMOUNT OF GRANT PAID .... 19,400.

RECIPIENT NAME:
GENERAL SUPPORT SERVICES
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
501C3

RECIPIENT NAME:
CANTON CONCERT BAND
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
501C3
AMOUNT OF GRANT PAID .... 6,000.

RECIPIENT NAME:
DEOS DESTINY DESIGNS
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
501C3
AMOUNT OF GRANT PAID .... 30,000.

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

RECIPIENT NAME:
GUARDIAN SUPPORT SERVICES
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
501C3
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
ASSOCIATION FOR SMALL FOUNDATIONS
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
501C3
AMOUNT OF GRANT PAID .... 495.

RECIPIENT NAME:
UNITED WAY OF GREATER STARK
COUNTY
ADDRESS:
220 MARKET AVE S
CANTON, OH 44702
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 375,000.

TOTAL GRANTS PAID: 2,158,391.

HOOVER FOUNDATION INCOME ACCOUNT 7055000310 34-6510994

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					
150000. GOLDMAN SACHS GROUP INC 3.875% 01/15/200	05/22/2008	01/15/2009	150,000.00	150,753.00	-753.00
1734.039 ARTISAN INTERNATIONAL FUND - INVESTOR S	12/17/2008	02/05/2009	23,305.00	26,045.00	-2,740.00
500. DOW CHEMICAL CO	01/08/2009	04/02/2009	4,827.00	7,985.00	-3,158.00
TOTAL CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES			178,132.00	184,783.00	-6,651.00
Totals			178,132.00	184,783.00	-6,651.00

JSA
9F0971 2 000

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				
3000. UST INC	05/01/2006	01/06/2009	208,500.00	131,880.00	76,620.00
350000. US TREASURY 3.25%	02/03/2004	01/15/2009	350,000.00	352,160.00	-2,160.00
.199 WELLS FARGO & CO NEW	02/06/2003	01/15/2009	6.00	29.00	-23.00
4875. WYETH	09/06/2006	01/23/2009	215,509.00	232,466.00	-16,957.00
29198.74 ARTISAN					
INTERNATIONAL FUND - INVESTOR S	12/19/2007	02/05/2009	392,431.00	453,085.00	-60,654.00
500. IBM CORP	04/02/2004	02/05/2009	45,650.00	46,900.00	-1,250.00
100000. FIFTH THIRD					
BANCORP 4.5% 06/01/2018	04/08/2005	02/12/2009	67,903.00	93,573.00	-25,670.00
200000. MARSHALL & ILSLEY					
CORP NTS DTD 3/28/06 5	03/30/2006	02/12/2009	181,798.00	199,158.00	-17,360.00
500. 3M CO	05/30/1986	02/12/2009	24,582.00	6,370.00	18,212.00
250000. FHLB 4.05%	02/12/2008	02/13/2009	250,000.00	250,000.00	
30000. DWS INTERNATIONAL					
FUND - INSTITUTIONAL S	12/24/2007	02/23/2009	833,100.00	1,741,637.00	-908,537.00
2000. WELLPOINT INC	09/07/2006	03/10/2009	67,072.00	151,164.00	-84,092.00
100000. COCA COLA					
ENTERPRISES INC 4.375% 09/15/2	11/18/2002	03/31/2009	101,755.00	101,436.00	319.00
250000. US TREASURY 4.5%	04/16/2007	03/31/2009	250,000.00	248,916.00	1,084.00
2500. DOW CHEMICAL CO	09/04/2007	04/02/2009	24,135.00	108,174.00	-84,039.00
13186.813 MAINSTAY MAP					
FUND - INSTITUTIONAL	12/13/2004	06/17/2009	300,000.00	354,711.00	-54,711.00
500000. FHLB 5.54%	06/18/2007	06/29/2009	500,000.00	500,000.00	
2000. AUTOMATIC DATA PROC	04/08/2005	07/09/2009	67,858.00	81,893.00	-14,035.00
2000. FNMA	06/24/2004	07/09/2009	980.00	142,500.00	-141,520.00
2000. GENERAL ELECTRIC CO	06/24/2004	07/09/2009	21,759.00	66,420.00	-44,661.00
1000. MCDONALDS CORP W/1	12/06/2002	07/09/2009	57,119.00	18,050.00	39,069.00
2500. CITIGROUP INC	03/26/2004	07/21/2009	6,450.00	125,925.00	-119,475.00
1500. CITIGROUP INC	09/04/2007	07/29/2009	4,365.00	71,228.00	-66,863.00
500. CITIGROUP INC	12/09/2003	08/06/2009	1,830.00	23,560.00	-21,730.00
200000. WAL-MART STORES					
INC 6.875% 08/10/2009	09/29/2000	08/10/2009	200,000.00	198,885.00	1,115.00
Totals					

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HOOVER FOUNDATION INCOME ACCOUNT 7055000310 34-6510994

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
48567.795 MORGAN STANLEY					
INSTITUTIONAL FUND TRUST - MID CAP GROW	08/14/2000	08/13/2009	1,186,997.00	1,542,513.00	-355,516.00
700000. U S TREASURY NOTES	08/23/2002	08/15/2009	700,000.00	761,695.00	-61,695.00
.422 TAIWAN SEMICONDUCTOR	11/06/2007	08/24/2009	4.00	4.00	
250000. FHLB 4.07%	08/21/2008	08/28/2009	250,000.00	250,000.00	
500. WAL MART STORES INC	09/17/2001	09/14/2009	25,120.00	22,630.00	2,490.00
300000. GENERAL ELEC CAP					
CORP MTNA 4.625% 09/15/	10/24/2002	09/15/2009	300,000.00	298,879.00	1,121.00
250000. GENERAL ELEC CAP					
CORP MTNA 4.625% 09/15/	09/23/2002	09/15/2009	250,000.00	252,150.00	-2,150.00
100000. IBM CORP 4.25%	10/02/2002	09/15/2009	100,000.00	100,130.00	-130.00
250000. SBC COMMUNICATIONS					
INC 4.125% 09/15/2009	12/03/2007	09/15/2009	250,000.00	249,800.00	200.00
1000. DELL INC COMMON	12/01/2006	09/25/2009	15,530.00	27,310.00	-11,780.00
1000. KIMBERLY CLARK CORP	01/24/2001	09/25/2009	57,589.00	61,853.00	-4,264.00
1000. MCDONALDS CORP W/1	12/06/2002	09/25/2009	56,469.00	18,050.00	38,419.00
100. RIO TINTO PLC	03/29/2006	09/25/2009	16,847.00	19,895.00	-3,048.00
1000. WYETH	11/05/1998	10/16/2009	50,395.00	50,873.00	-478.00
500. WYETH	02/22/2000	10/16/2009	25,198.00	22,925.00	2,273.00
1500. WYETH	03/03/2000	10/16/2009	75,593.00	68,528.00	7,065.00
500000. FHLB 5.42%	10/18/2006	10/26/2009	500,000.00	500,781.00	-781.00
500000. FHLB SERIES 1 5.3%					
10/27/2011-2009	10/19/2006	10/27/2009	500,000.00	500,000.00	
846.6 SCHERING PLOUGH DIST	02/24/1993	11/05/2009	21,000.00	5,867.00	15,133.00
.4 MERCK & CO INC	02/24/1993	11/17/2009	13.00	3.00	10.00
2500. ALLSTATE CORP	09/13/2007	12/02/2009	71,123.00	137,300.00	-66,177.00
1000. COSTCO WHOLESALES	10/01/2008	12/02/2009	60,479.00	64,125.00	-3,646.00
250000. FHLB 5.125%	11/22/2006	12/07/2009	250,000.00	250,000.00	
TOTAL CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES			8,935,159.00	10905431.00	-1970272.00
Totals			8,935,159.00	10905431.00	-1970272.00

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FEDERAL CAPITAL GAIN DIVIDENDS

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

HUNTINGTON INTL EQUITY FUND IV	641.00	
HUNTINGTON SITUS FUND IV	1,444.00	
RIO TINTO PLC SPONSORED ADR	2,281.00	
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		4,365.00
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS		4,365.00