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

**2009**

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

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

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation <b>THE BROTHERHOOD FOUNDATION 7655003902</b>		A Employer identification number <b>34-6883645</b>
	Number and street (or P O box number if mail is not delivered to street address) <b>PO BOX 1558 DEPT EA4E86</b>	Room/suite	B Telephone number (see page 10 of the instructions) <b>(614) 331-9046</b>
	City or town, state, and ZIP code <b>COLUMBUS, OH 43216</b>		C If exemption application is pending, check here <input type="checkbox"/> D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 1,487,006</b>		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	

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)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch. B.				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	30,798.	30,798.		STMT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	-100,780.			
b	Gross sales price for all assets on line 6a	612,737.			
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)	2,531.	2,531.		STMT 3
12	Total. Add lines 1 through 11	-67,451.	33,329.		
13	Compensation of officers, directors, trustees, etc.	15,061.	7,531.		7,531.
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)	935.	NONE	NONE	935.
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see page 14 of the instructions)	374.	174.		200.
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings		NONE	NONE	
22	Printing and publications		NONE	NONE	
23	Other expenses (attach schedule)				
24	Total operating and administrative expenses. Add lines 13 through 23	16,370.	7,705.	NONE	8,666.
25	Contributions, gifts, grants paid	74,000.			74,000.
26	Total expenses and disbursements. Add lines 24 and 25	90,370.	7,705.	NONE	82,666.
27	Subtract line 26 from line 12.				
a	Excess of revenue over expenses and disbursements	-157,821.			
b	Net investment income (if negative, enter -0-)		25,624.		
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 . . . . .		-2,365.	-2,365.
	2	Savings and temporary cash investments . . . . .	8,922.		
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable . . . . .			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			NONE
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)			
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶ (attach schedule)			
	12	Investments - mortgage loans . . . . .			
	13	Investments - other (attach schedule)	1,612,762.	1,466,575.	1,489,371.
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation ▶ (attach schedule)			
15	Other assets (describe ▶)				
16	<b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I)	1,621,684.	1,464,210.	1,487,006.	
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	<b>Total liabilities</b> (add lines 17 through 22)				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds . . . . .	1,621,684.	1,464,210.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
30	<b>Total net assets or fund balances</b> (see page 17 of the instructions)	1,621,684.	1,464,210.		
31	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions)	1,621,684.	1,464,210.		

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)	1,621,684.
2	Enter amount from Part I, line 27a	-157,821.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	347.
4	Add lines 1, 2, and 3	1,464,210.
5	Decreases not included in line 2 (itemize) ▶	
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30	1,464,210.

**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			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) . . . . .		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	-100,780.
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	89,770.	1,418,851.	0.06326950469
2007	6,385.	1,731,152.	0.00368829542
2006	82,945.	1,662,977.	0.04987741863
2005	79,474.	1,601,417.	0.04962729882
2004	80,795.	1,517,855.	0.05322972221
2 Total of line 1, column (d) . . . . .			2 0.21969223977
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 0.04393844795
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5 . . . . .			4 1,388,697.
5 Multiply line 4 by line 3 . . . . .			5 61,017.
6 Enter 1% of net investment income (1% of Part I, line 27b) . . . . .			6 256.
7 Add lines 5 and 6 . . . . .			7 61,273.
8 Enter qualifying distributions from Part XII, line 4 . . . . . 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.			8 82,666.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits and payments. Total tax due is 256.

Part VII-A Statements Regarding Activities

Table with 10 rows of activity statements. Columns for Yes/No. Includes questions about political activities, IRS reporting, and foundation status.



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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions)  Yes  No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?  Yes  No  
 Organizations relying on a current notice regarding disaster assistance check here

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

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

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

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

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

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

**1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 8		15,061.	-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	
<b>Total.</b> 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.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	1,394,488.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	15,357.
<b>c</b>	Fair market value of all other assets (see page 24 of the instructions)	<b>1c</b>	NONE
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	1,409,845.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	NONE
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	1,409,845.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	<b>4</b>	21,148.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	1,388,697.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	69,435.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	69,435.
<b>2a</b>	Tax on investment income for 2009 from Part VI, line 5	<b>2a</b>	256.
<b>b</b>	Income tax for 2009. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	256.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	69,179.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	NONE
<b>5</b>	Add lines 3 and 4	<b>5</b>	69,179.
<b>6</b>	Deduction from distributable amount (see page 25 of the instructions)	<b>6</b>	NONE
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	69,179.

**Part XII Qualifying Distributions** (see page 25 of the instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	62,666.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	NONE
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	NONE
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	NONE
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	82,666.
<b>5</b>	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)	<b>5</b>	256.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	82,410.

**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				69,179.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			56,003.	
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. ▶ \$ 82,666.				
a Applied to 2008, but not more than line 2a			56,003.	
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				26,663.
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.				42,516.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2005	NONE			
b Excess from 2006	NONE			
c Excess from 2007	NONE			
d Excess from 2008	NONE			
e Excess from 2009	NONE			

**Part XIV Private Operating Foundations** (see page 27 of the instructions and Part VII-A, question 9) **NOT APPLICABLE**

**1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling . . . . .    
**b** Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year		Prior 3 years		(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b> "Assets" alternative test - enter:					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i). . . . .					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .					
<b>c</b> "Support" alternative test - enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .					
<b>(3)</b> Largest amount of support from an exempt organization . . . . .					
<b>(4)</b> Gross investment income . . . . .					

**Part XV Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 28 of the instructions.)

**1 Information Regarding Foundation Managers:**  
**a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2).)  
 N/A

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

**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**  
 Check here  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

**a** The name, address, and telephone number of the person to whom applications should be addressed:

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

**c** Any submission deadlines:

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

**Part XV Supplementary Information (continued)**

**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i>  SEE STATEMENT 13				
<b>Total . . . . .</b>				<b>74,000.</b>
b <i>Approved for future payment</i>				
<b>Total . . . . .</b>				<b>3b</b>





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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ABBOTT LABORATORIES	156.	156.
AMERICAN EXPRESS COMPANY	72.	72.
APACHE CORP	15.	15.
APPLIED MATERIALS INC	48.	48.
BANK OF NEW YORK MELLON CORP	45.	45.
BECTON DICKINSON AND CO.	33.	33.
BEST BUY INC	140.	140.
COCA-COLA CO	164.	164.
COLGATE PALMOLIVE CO	172.	172.
CONOCOPHILLIPS	275.	275.
DARDEN RESTAURANTS INC	135.	135.
DOW CHEMICAL CO	42.	42.
EXXON MOBIL CORP COM	166.	166.
FPL GROUP, INC.	119.	119.
FEDERATED TOTAL RETURN BOND FUND - INSTI	3,900.	3,900.
FEDERATED ULTRASHORT BOND FUND - INSTITU	1,617.	1,617.
GENERAL ELECTRIC CO	246.	246.
GOLDMAN SACHS GROUP INC	114.	114.
HEALTH CARE PPTY INVEST INC (REIT)	198.	198.
HOME DEPOT INC.	135.	135.
HUNTINGTON MID CORP AMERICA FD III	351.	351.
HUNTINGTON INTL EQUITY FUND III	1,003.	1,003.
HUNTINGTON SITUS FUND III	405.	405.
HUNTINGTON REAL STRATEGIES FUND III	1,316.	1,316.
J P MORGAN CHASE & CO	159.	159.
JOHNSON & JOHNSON CO	386.	386.
KELLOGG CO	34.	34.
LINEAR TECHNOLOGY CORP COM	176.	176.
MEDTRONIC INC.	98.	98.
MICROSOFT CORP	208.	208.
HUNTINGTON SHORT&INTER FIXED FD	2,542.	2,542.
HUNTINGTON GROWTH FUND III	20.	20.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
HUNTINGTON MONEY MKT IV	4.	4.
HUNTINGTON CONSERVATIVE DEPOSIT ACCOUNT	2,026.	2,026.
HUNTINGTON INTERMEDIATE GOVT	4,302.	4,302.
MORGAN STANLY DN WTRR DISCVR COM NEW	44.	44.
OCCIDENTAL PETROLEUM CORP	147.	147.
ORACLE CORP	23.	23.
PIMCO TOTAL RETURN FUND INSTL CLASS	3,954.	3,954.
PARKER HANFIFIN CORP	150.	150.
PEPSICO INC	175.	175.
PRAXAIR INC	160.	160.
PROCTER & GAMBLE CO	172.	172.
SCHLUMBERGER, LTD.	84.	84.
SEMPRA ENERGY CORP	112.	112.
TEMPLETON GLOBAL BOND FUND CLASS A	2,729.	2,729.
TEVA PHARMACEUTICAL INDS ADR	121.	121.
TEXAS INSTRUMENTS INC.	22.	22.
UNITED TECHNOLOGIES CORP	77.	77.
VANGUARD GNMA PORTFOLIO #36	635.	635.
VERIZON COMMUNICATIONS	186.	186.
VODAFONE GROUP PLC	199.	199.
WELLS FARGO & CO NEW	107.	107.
HOME SAVINGS BANK CD #1216829961 RATE 3.	778.	778.
ACCENTURE PLC CL A	101.	101.
TOTAL	30,798.	30,798.

FORM 990PF, PART I - OTHER INCOME  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
TOTALS	2,531. =====	2,531. =====

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	935.			935.
TOTALS	935.	NONE	NONE	935.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
FOREIGN TAXES	24.	24.	
OTHER TAXES	200.		200.
FOREIGN TAXES ON QUALIFIED FOR	150.	150.	
TOTALS	374.	174.	200.

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

DESCRIPTION	AMOUNT
-----	-----
NET INCOME BETWEEN TAX YEARS	347.
TOTAL	347.
	=====

-----  
STATE(S) WHERE THE FOUNDATION IS REGISTERED  
=====

OH

**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 12/31/09	Adj basis as of 12/31/09	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					828.	
27.00			258.00			10/13/2006	01/15/2009	
							-231.00	
7,794.00			3,872.00			12/10/2003	02/05/2009	
							3,922.00	
9,632.00			7,595.00			10/13/2006	02/05/2009	
							2,037.00	
5,168.00			10,861.00			12/05/2000	02/05/2009	
							-5,693.00	
7,404.00			7,406.00			10/13/2006	02/05/2009	
							-2.00	
3,356.00			5,804.00			03/27/2008	02/05/2009	
							-2,448.00	
92,601.00			107,257.00			12/21/2004	02/06/2009	
							-14,656.00	
54,836.00			54,000.00			01/30/1998	02/06/2009	
							836.00	
131,759.00			151,500.00			10/19/2001	02/20/2009	
							-19,741.00	
128,250.00			148,500.00			10/19/2001	03/11/2009	
							-20,250.00	

**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 12/31/00	Adj. basis as of 12/31/00	Excess of FMV over adj basis		Gain or (loss)		
15,621.00		1087.845					12/18/2008	03/11/2009	
			17,939.00				-2,318.00		
70,539.00		4912.155					12/14/2007	03/11/2009	
			110,889.00				-40,350.00		
8,280.00		200.					12/10/2003	03/11/2009	
			8,861.00				-581.00		
72,098.00		6808.077					04/24/2007	03/11/2009	
			70,000.00				2,098.00		
819.00		100.					12/10/2003	03/18/2009	
			3,959.00				-3,140.00		
3,693.00		100.					10/13/2006	03/18/2009	
			4,816.00				-1,123.00		
TOTAL GAIN(LOSS) .....							-----	-100,780.	=====

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

OFFICER NAME:

HUNTINGTON NATIONAL BANK

ADDRESS:

30050 CHAGRIN BLVD  
PEPPER PIKE, OH 44124

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40

COMPENSATION ..... 15,061.

TOTAL COMPENSATION: 15,061.

=====

RECIPIENT NAME:  
ADVENT LUTHERAN CHURCH  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SUPPORT PROGRAM  
AMOUNT OF GRANT PAID ..... 9,000.

RECIPIENT NAME:  
AMERICAN HEART ASSOCIATION  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SUPPORT PROGRAM  
AMOUNT OF GRANT PAID ..... 2,000.

RECIPIENT NAME:  
MULTIPLE SCLEROSIS SERVICES AGENCY  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SUPPORT PROGRAM  
AMOUNT OF GRANT PAID ..... 4,000.

RECIPIENT NAME:  
PROJECT HOPE  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SUPPORT PROGRAM  
AMOUNT OF GRANT PAID ..... 3,000.

RECIPIENT NAME:  
CUYAHOGA COUNTY COMMUNITY COLLEGE  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SUPPORT PROGRAM  
AMOUNT OF GRANT PAID ..... 1,750.

RECIPIENT NAME:  
NATIONAL OSTEOPOROSIS FOUNDATION  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SUPPORT PROGRAM  
AMOUNT OF GRANT PAID ..... 2,000.

RECIPIENT NAME:  
BUTLER INSTITUTE OF AMERICAN ART  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SUPPORT PROGRAM  
AMOUNT OF GRANT PAID ..... 1,250.

RECIPIENT NAME:  
BEATITUDE HOUSE  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SUPPORT PROGRAM  
AMOUNT OF GRANT PAID ..... 2,000.

RECIPIENT NAME:  
TRINITY LUTHERAN SEMINARY  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SUPPORT PROGRAM  
AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
YOUNGSTOWN AREA GOODWILL INDUSTRIES  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SUPPORT PROGRAM  
AMOUNT OF GRANT PAID ..... 4,000.

RECIPIENT NAME:  
 RESCUE MISSION OF MAHONING VALLEY  
 RELATIONSHIP:  
 NONE  
 PURPOSE OF GRANT:  
 SUPPORT PROGRAM  
 AMOUNT OF GRANT PAID ..... 4,000.

RECIPIENT NAME:  
 OHIO WATERCOLOR SOCIETY  
 RELATIONSHIP:  
 NONE  
 PURPOSE OF GRANT:  
 SUPPORT PROGRAM  
 AMOUNT OF GRANT PAID ..... 500.

RECIPIENT NAME:  
 LUTHERAN CHAPLAINCY SERVICE  
 RELATIONSHIP:  
 NONE  
 PURPOSE OF GRANT:  
 SUPPORT PROGRAM  
 AMOUNT OF GRANT PAID ..... 1,500.

RECIPIENT NAME:  
 MAHONING VALLEY CAMP FIRE COUNCIL  
 RELATIONSHIP:  
 NONE  
 PURPOSE OF GRANT:  
 SUPPORT PROGRAM  
 AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:  
 YOUNGSTOWN/MAHONING VALLEY  
 UNITED WAY  
 RELATIONSHIP:  
 NONE  
 PURPOSE OF GRANT:  
 SUPPORT PROGRAM  
 AMOUNT OF GRANT PAID ..... 4,000.

RECIPIENT NAME:  
SALVATION ARMY  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SUPPORT PROGRAM  
AMOUNT OF GRANT PAID ..... 6,000.

RECIPIENT NAME:  
OESTERLEN SERVICES OF YOUTH  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SUPPORT PROGRAM  
AMOUNT OF GRANT PAID ..... 6,000.

RECIPIENT NAME:  
BETHEL LUTHERAN CHURCH  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SUPPORT PROGRAM  
AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:  
BETHESDA HOME SERVICES  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SUPPORT PROGRAM  
AMOUNT OF GRANT PAID ..... 2,000.

RECIPIENT NAME:  
FISH SAMARITAN HOUSE  
ADDRESS:  
17 KENMORE AVE  
YOUNGSTOWN, OH 44507  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SUPPORT PROGRAM  
FOUNDATION STATUS OF RECIPIENT:  
501C3  
AMOUNT OF GRANT PAID ..... 2,000.

RECIPIENT NAME:  
GIRL SCOUTS LAKE TO RIVER COUNCIL  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SUPPORT PROGRAM  
AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:  
LORD OF LIFE LUTHERAN CHURCH  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SUPPORT PROGRAM  
AMOUNT OF GRANT PAID ..... 2,000.

TOTAL GRANTS PAID: ..... 74,000.  
=====





FEDERAL CAPITAL GAIN DIVIDENDS  
=====

LONG-TERM CAPITAL GAIN DIVIDENDS  
-----

15% RATE CAPITAL GAIN DIVIDENDS

HEALTH CARE PPTY INVEST INC (REIT)	55.00
HUNTINGTON INTL EQUITY FUND III	168.00
HUNTINGTON SITUS FUND III	425.00
PIMCO TOTAL RETURN FUND INSTL CLASS	180.00

-----	828.00
-----	828.00
=====	

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS



TRUST, N.A., TRUSTEE OF THE  
 BROTHERHOOD FOUNDATION  
 ACCOUNT NUMBER 76555003902

SCHEDULE OF PRINCIPAL ASSETS  
 AS OF DECEMBER 31, 2009

	COST VALUE	UNIT PRICE	MARKET VALUE	% MKT	EST INCOME	YIELD MKT
COMMON STOCK-FOREIGN			22,218.47		498	2.2
TOTAL	13,899.71					
MUTUAL FUNDS FIXED INC-TAXABLE						
9,871.668 FEDERATED TOTAL RETURN BOND FUND	100,000.00	10.87	107,305.03	7.2	5,183	4.8
- INSTITUTIONAL SHARES						
7,447.865 PIMCO TOTAL RETURN FUND -	75,000.00	10.80	80,436.94	5.4	4,528	5.6
INSTITUTIONAL CLASS						
6,738.544 FRANKLIN TEMPLETON GLOBAL BOND	75,000.00	12.72	85,714.28	5.8	3,639	4.2
FUND - CLASS A						
TOTAL	250,000.00		273,456.25		13,350	4.9
ASSETS	1,466,574.98		1,489,371.14	100.0	29,228	2.0
CASH	0.00		0.00		0	
TOTAL	1,466,574.98		1,489,371.14		29,228	





TRUST, N.A., TRUSTEE OF THE  
 BROTHERHOOD FOUNDATION  
 ACCOUNT NUMBER 7655003902

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SCHEDULE OF PRINCIPAL ASSETS  
 AS OF DECEMBER 31, 2009

	COST VALUE	UNIT PRICE	MARKET VALUE	% MKT	EST INCOME	YIELD MKT
<b>CERTIFICATES OF DEPOSIT--OTHER</b>						
25,000	25,000.00	100.00	25,000.00	1.7	813	3.3
	25,000.00		25,000.00		813	3.3
<b>CASH MANAGEMENT FUNDS--TAXABLE</b>						
	92,723.48		92,723.48	6.2	1,020	1.1
	92,723.48		92,723.48		1,020	1.1
<b>HUNTINGTON FUNDS--EQUITY</b>						
9,625.78	92,600.00	13.14	126,482.75	8.5	106	0.1
8,577.417	103,412.72	10.79	92,550.33	6.2	1,424	1.5
12,164.53	212,530.84	15.95	194,024.25	13.0	322	0.2
20,367	102,038.67	6.42	130,756.14	8.8	0	
4,140	139,807.80	23.16	95,882.40	6.4	153	0.2
	650,390.03		639,695.87		2,005	0.3

TRUST, N.A., TRUSTEE OF THE  
BROTHERHOOD FOUNDATION  
ACCOUNT NUMBER 7655003902

SCHEDULE OF PRINCIPAL ASSETS  
AS OF DECEMBER 31, 2009

COMMON STOCK		COST VALUE	UNIT PRICE	MARKET VALUE	% MKT	EST INCOME	YIELD MKT
300	JP MORGAN CHASE & CO	11,613.00	41.67	12,501.00	0.8	60	0.5
200	JOHNSON & JOHNSON	9,987.50	64.41	12,882.00	0.9	392	3.0
200	LINEAR TECH INC	6,172.00	30.56	6,112.00	0.4	176	2.9
125	MEDTRONIC INC	6,084.78	43.98	5,497.50	0.4	103	1.9
400	MICROSOFT CORP	11,887.50	30.48	12,192.00	0.8	208	1.7
100	MORGAN STANLEY	4,591.37	29.60	2,960.00	0.2	20	0.7
150	OCCIDENTAL PETROLEUM CORP	8,355.00	81.35	12,202.50	0.8	198	1.6
150	ORACLE CORPORATION FORMERLY ORACLE SYS CORP W/1 RT/SH	2,848.23	24.53	3,679.50	0.2	30	0.8
150	PARKER HANNIFIN CORP	8,225.82	53.88	8,082.00	0.5	150	1.9
100	PEPSICO INC	6,234.82	60.80	6,080.00	0.4	180	3.0
100	PRAXAIR INC	5,855.64	80.31	8,031.00	0.5	160	2.0
100	PROCTER & GAMBLE CO	6,192.82	60.63	6,063.00	0.4	176	2.9
100	SCHLUMBERGER LTD	3,471.87	65.09	6,509.00	0.4	84	1.3
96	SEMPRA ENERGY	4,086.72	55.98	5,374.08	0.4	150	2.8
100	VERIZON COMMUNICATIONS	3,557.15	33.13	3,313.00	0.2	190	5.7
219	WELLS FARGO & CO	11,000.72	26.99	5,910.81	0.4	44	0.7
	TOTAL	210,734.36		208,342.05		4,490	2.2

COMMON STOCK-FOREIGN

200	TEVA PHARMACEUTICAL -SP ADR	5,859.00	56.18	11,236.00	0.8	96	0.9
233	VODAFONE GROUP PLC	4,105.46	23.09	5,379.97	0.4	301	5.6
135	ACCENTURE PLC CL A	3,935.25	41.50	5,602.50	0.4	101	1.8