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Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

OMB No 1545-0052

2009

Department of the Treasury
Internal Revenue Service

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

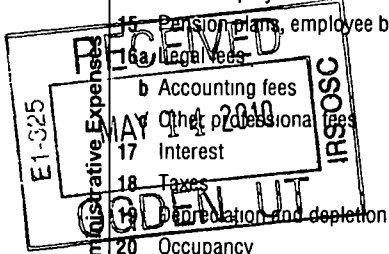
For calendar year 2009, or tax year beginning , and ending

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 PARADISE FOUNDATION | | A Employer identification number 38-3182229 |
| | C/O HUNTINGTON NATIONAL BANK | | B Telephone number 231-922-5669 |
| | Number and street (or P.O. box number if mail is not delivered to street address) Room/suite P.O. BOX 1350 | | C If exemption application is pending, check here <input type="checkbox"/> |
| | City or town, state, and ZIP code TRAVERSE CITY, MI 48685-1350 | | D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <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 | | | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> |
| I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 688,852. | | J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/> |

| 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).) | | (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 | | | | N/A | |
| 2 Check <input checked="" 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 | | 14,359. | 14,359. | | Statement 1 |
| 5a Gross rents | | | | | |
| b Net rental income or (loss) | | | | | |
| 6a Net gain or (loss) from sale of assets not on line 10 | | -30,146. | | | |
| b Gross sales price for all assets on line 6a | | 351,159. | | | |
| 7 Capital gain net income (from Part IV, line 2) | | | 0. | | |
| 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) | | | | | |
| 11 Other income | | | | | |
| 12 Total. Add lines 1 through 11 | | -15,787. | 14,359. | | |
| 13 Compensation of officers, directors, trustees, etc | | 42,000. | 0. | | 42,000. |
| 14 Other employee salaries and wages | | | | | |
| 15 Pension plans, employee benefits | | | | | |
| 16a Legal fees | | | | | |
| b Accounting fees Stmt 2 | | 135. | 0. | | 135. |
| c Other professional fees Stmt 3 | | 6,407. | 3,204. | | 3,203. |
| 17 Interest | | | | | |
| 18 Taxes Stmt 4 | | 403. | 272. | | 0. |
| 19 Depreciation and depletion | | | | | |
| 20 Occupancy | | | | | |
| 21 Travel, conferences, and meetings | | | | | |
| 22 Printing and publications | | | | | |
| 23 Other expenses Stmt 5 | | 61. | 0. | | 61. |
| 24 Total operating and administrative expenses. Add lines 13 through 23 | | 49,006. | 3,476. | | 45,399. |
| 25 Contributions, gifts, grants paid | | 43,950. | | | 43,950. |
| 26 Total expenses and disbursements. Add lines 24 and 25 | | 92,956. | 3,476. | | 89,349. |
| 27 Subtract line 26 from line 12: | | | | | |
| a Excess of revenue over expenses and disbursements | | -108,743. | | | |
| b Net investment income (if negative, enter -0-) | | | 10,883. | | |
| c Adjusted net income (if negative, enter -0-) | | | | N/A | |

SCANNED MAY 19 2010



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PARADISE FOUNDATION
C/O HUNTINGTON NATIONAL BANK

38-3182229

Page 2

| Part II Balance Sheets | | Attached schedules and amounts in the description column should be for end-of-year amounts only | | Beginning of year | End of year | |
|------------------------------------|---|---|----------|-------------------|----------------|-----------------------|
| | | | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| Assets | 1 | Cash - non-interest-bearing | | | | |
| | 2 | Savings and temporary cash investments | | | | |
| | 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 | | | | |
| | 7 | Other notes and loans receivable ▶ | | | | |
| | | Less: allowance for doubtful accounts ▶ | | | | |
| | 8 | Inventories for sale or use | | | | |
| | 9 | Prepaid expenses and deferred charges | | | | |
| | 10a | Investments - U.S. and state government obligations | | | | |
| | b | Investments - corporate stock | | | | |
| | c | Investments - corporate bonds | | | | |
| 11 | Investments - land, buildings, and equipment basis ▶ | | | | | |
| | Less accumulated depreciation ▶ | | | | | |
| 12 | Investments - mortgage loans | | | | | |
| 13 | Investments - other Stmt 6 | 746,539. | 637,876. | 688,852. | | |
| 14 | Land, buildings, and equipment: basis ▶ | | | | | |
| | Less accumulated depreciation ▶ | | | | | |
| 15 | Other assets (describe ▶) | | | | | |
| 16 | Total assets (to be completed by all filers) | 746,539. | 637,876. | 688,852. | | |
| 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 | | | | |
| | 22 | Other liabilities (describe ▶) | | | | |
| | 23 | Total liabilities (add lines 17 through 22) | 0. | 0. | | |
| 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 ▶ <input checked="" type="checkbox"/> | | | | | |
| | and complete lines 27 through 31. | | | | | |
| | 27 | Capital stock, trust principal, or current funds | 746,539. | 637,876. | | |
| | 28 | Paid-in or capital surplus, or land, bldg., and equipment fund | 0. | 0. | | |
| | 29 | Retained earnings, accumulated income, endowment, or other funds | 0. | 0. | | |
| 30 | Total net assets or fund balances | 746,539. | 637,876. | | | |
| 31 | Total liabilities and net assets/fund balances | 746,539. | 637,876. | | | |

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 | 746,539. |
| 2 | Enter amount from Part I, line 27a | 2 | -108,743. |
| 3 | Other increases not included in line 2 (itemize) ▶ NET INCOME BETWEEN TAX YEARS | 3 | 80. |
| 4 | Add lines 1, 2, and 3 | 4 | 637,876. |
| 5 | Decreases not included in line 2 (itemize) ▶ | 5 | 0. |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 637,876. |

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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 SCHEDULE ATTACHED | | | P | Various | Various |
| b Capital Gains Dividends | | | | | |
| 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 349,160. | | 381,305. | - 32,145. | | |
| b 1,999. | | | 1,999. | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h)) | | |
| (i) F.M.V. as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | | | |
| a | | | - 32,145. | | |
| b | | | 1,999. | | |
| 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 | - 30,146. | |
| 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). If (loss), enter -0- in Part I, line 8 | | | 3 | N/A | |

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 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 | 342,612. | 1,015,505. | .337381 |
| 2007 | 61,397. | 1,404,205. | .043724 |
| 2006 | 38,006. | 1,351,790. | .028115 |
| 2005 | 43,664. | 1,338,923. | .032611 |
| 2004 | 123,746. | 1,411,178. | .087690 |
| 2 Total of line 1, column (d) | | | 2 .529521 |
| 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 .105904 |
| 4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5 | | | 4 639,296. |
| 5 Multiply line 4 by line 3 | | | 5 67,704. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | | | 6 109. |
| 7 Add lines 5 and 6 | | | 7 67,813. |
| 8 Enter qualifying distributions from Part XII, line 4 | | | 8 89,349. |

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.

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

| | | | |
|--|----|---|------|
| 1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions) | | | |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b | | 1 | 109. |
| 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 | 0. |
| 3 Add lines 1 and 2 | | 3 | 109. |
| 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | 4 | 0. |
| 5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0- | | 5 | 109. |
| 6 Credits/Payments: | | | |
| a 2009 estimated tax payments and 2008 overpayment credited to 2009 | 6a | | |
| b Exempt foreign organizations - tax withheld at source | 6b | | |
| c Tax paid with application for extension of time to file (Form 8868) | 6c | | |
| d Backup withholding erroneously withheld | 6d | | |
| 7 Total credits and payments. Add lines 6a through 6d | 7 | | 0. |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached | 8 | | |
| 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed | 9 | | 109. |
| 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 <input checked="" type="checkbox"/> Refunded <input type="checkbox"/> | 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? | | X |
| 1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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. | | X |
| c Did the foundation file Form 1120-POL for this year? | | X |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0. | | |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0. | | |
| 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. | | 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 | | X |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? | | X |
| b If "Yes," has it filed a tax return on Form 990-T for this year? | | |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T. | | 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? | | 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. | X | |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>MI</u> | | |
| 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 | 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)? If "Yes," complete Part XIV | | X |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses | | X |

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Part VII-A Statements Regarding Activities (continued)

| | | | | |
|----|---|----|---|-----|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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? Website address ► N/A | 13 | X | |
| 14 | The books are in care of ► The Foundation Telephone no. ► 231-922-5669 Located at ► P.O. BOX 1350, TRAVERSE CITY, MI ZIP+4 ► 48685-1350 | | | |
| 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 | | N/A |

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

| | Yes | No |
|---|---|------|
| 1a During the year did the foundation (either directly or indirectly): | | |
| (1) Engage in the sale or exchange, or leasing of property with a disqualified person? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here | N/A | 1b |
| 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? If "Yes," list the years ► _____, _____, _____, _____ | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| 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 instructions.) | N/A | 2b |
| 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? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) | N/A | 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 |

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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)? ☐ 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 instructions)? ☐ Yes ☒ NoOrganizations 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 ☒ Nob 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 ☒ Nob 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.

| (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 |
|---|---|---|---|---------------------------------------|
| SALLY ANDREATTA 1227 E. FRONT STREET TRAVERSE CITY, MI 49686 | DIRECTOR 25.00 | 0. | 0. | 0. |
| DAVID WARM 1227 E. FRONT STREET TRAVERSE CITY, MI 49686 | VICE PRESIDENT & TREASURER 25.00 | 36,000. | 0. | 0. |
| KATHERINE ZUBLIN 1227 E. FRONT STREET TRAVERSE CITY, MI 49686 | SECRETARY 25.00 | 6,000. | 0. | 0. |
| | | | | |
| | | | | |

2 Compensation of five highest-paid employees (other than those included on line 1). 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 | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

Total number of other employees paid over \$50,000

0

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

Total number of others receiving over \$50,000 for professional services

0

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 N/A | |
| | |
| | |
| 2 | |
| | |
| | |
| 3 | |
| | |
| | |
| 4 | |
| | |
| | |

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

| | Amount |
|--|--------|
| 1 N/A | |
| | |
| | |
| 2 | |
| | |
| | |
| All other program-related investments. See instructions. | |
| 3 | |
| | |
| | |
| Total. Add lines 1 through 3 | 0. |

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see 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 | 649,031. |
| b | Average of monthly cash balances | 1b | |
| c | Fair market value of all other assets | 1c | |
| d | Total (add lines 1a, b, and c) | 1d | 649,031. |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) | 1e | 0. |
| 2 | Acquisition indebtedness applicable to line 1 assets | 2 | 0. |
| 3 | Subtract line 2 from line 1d | 3 | 649,031. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 9,735. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 639,296. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 31,965. |

Part XI Distributable Amount (see 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 | 31,965. |
| 2a | Tax on investment income for 2009 from Part VI, line 5 | 2a | 109. |
| b | Income tax for 2009. (This does not include the tax from Part VI.) | 2b | |
| c | Add lines 2a and 2b | 2c | 109. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 31,856. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | 0. |
| 5 | Add lines 3 and 4 | 5 | 31,856. |
| 6 | Deduction from distributable amount (see instructions) | 6 | 0. |
| 7 | Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7 | 31,856. |

Part XII Qualifying Distributions (see 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 | 89,349. |
| b | Program-related investments - total from Part IX-B | 1b | 0. |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes | 2 | |
| 3 | Amounts set aside for specific charitable projects that satisfy the: | | |
| a | Suitability test (prior IRS approval required) | 3a | |
| b | Cash distribution test (attach the required schedule) | 3b | |
| 4 | Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 89,349. |
| 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 | 5 | 109. |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 89,240. |

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.

Form 990-PF (2009)

Part XIII Undistributed Income (see instructions)

| | (a) Corpus | (b) Years prior to 2008 | (c) 2008 | (d) 2009 |
|---|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2009 from Part XI, line 7 | | | | 31,856. |
| 2 Undistributed income, if any, as of the end of 2009 | | | | |
| a Enter amount for 2008 only | | | 0. | |
| b Total for prior years: | | 0. | | |
| 3 Excess distributions carryover, if any, to 2009: | | | | |
| a From 2004 | 3,766. | | | |
| b From 2005 | | | | |
| c From 2006 | | | | |
| d From 2007 | | | | |
| e From 2008 | 292,099. | | | |
| f Total of lines 3a through e | 295,865. | | | |
| 4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$ | 89,349. | | | |
| a Applied to 2008, but not more than line 2a | | | 0. | |
| b Applied to undistributed income of prior years (Election required - see instructions) | | 0. | | |
| c Treated as distributions out of corpus (Election required - see instructions) | 0. | | | |
| d Applied to 2009 distributable amount | | | | 31,856. |
| e Remaining amount distributed out of corpus | 57,493. | | | |
| 5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a)) | 0. | | | 0. |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 | 353,358. | | | |
| b Prior years' undistributed income. Subtract line 4b from line 2b | | 0. | | |
| 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 | | 0. | | |
| d Subtract line 6c from line 6b. Taxable amount - see instructions | | 0. | | |
| e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr. | | | 0. | |
| f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010 | | | | 0. |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) | 0. | | | |
| 8 Excess distributions carryover from 2004 not applied on line 5 or line 7 | 3,766. | | | |
| 9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a | 349,592. | | | |
| 10 Analysis of line 9: | | | | |
| a Excess from 2005 | | | | |
| b Excess from 2006 | | | | |
| c Excess from 2007 | | | | |
| d Excess from 2008 | 292,099. | | | |
| e Excess from 2009 | 57,493. | | | |

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

N/A

- 1 a** 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)

- 2 a** 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.

[illegible]

- 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 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 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 | 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 |
| Name and address (home or business) | | | | |
| a Paid during the year | | | | |
| See Statement 7 | | | | |
| Total | | | ▶ 3a | 43,950. |
| b Approved for future payment | | | | |
| None | | | | |
| Total | | | ▶ 3b | 0. |

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. | | |

[illegible]

- 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 |
|--------------------------|--------------------------|---------------------------------|
| N/A | | |
| | | |
| | | |
| | | |
| | | |

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.

Sign Here

| | | | | | |
|--------------------------------|--|----------------------|---|-------------------------------|-----------------------|
| Paid Preparer's Use Only | Signature of officer or trustee <i>Sally Anhalt</i> | | Date <i>5/3/10</i> | Title <i>President</i> | |
| | Preparer's signature <i>[Signature]</i> | Date <i>03/01/10</i> | Check if self-employed <input type="checkbox"/> | Preparer's identifying number | |
| | Firm's name (or yours if self-employed), address, and ZIP code | EIN | | | Phone no. |
| | <i>Fiduciary Solutions, Ltd. 6135 Trust Drive, Suite 118 Holland, OH 43528</i> | | | | <i>(419) 861-2300</i> |

Form **990-PF** (2009)

| | | | |
|-------------|--|-----------|---|
| Form 990-PF | Dividends and Interest from Securities | Statement | 1 |
|-------------|--|-----------|---|

| Source | Gross Amount | Capital Gains Dividends | Column (A) Amount |
|----------------------------------|--------------|-------------------------|-------------------|
| INVESTMENT INCOME | 16,358. | 1,999. | 14,359. |
| Total to Fm 990-PF, Part I, ln 4 | 16,358. | 1,999. | 14,359. |

| | | | |
|-------------|-----------------|-----------|---|
| Form 990-PF | Accounting Fees | Statement | 2 |
|-------------|-----------------|-----------|---|

| Description | (a) Expenses Per Books | (b) Net Invest- ment Income | (c) Adjusted Net Income | (d) Charitable Purposes |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| TAX PREP FEE | 135. | 0. | | 135. |
| To Form 990-PF, Pg 1, ln 16b | 135. | 0. | | 135. |

| | | | |
|-------------|-------------------------|-----------|---|
| Form 990-PF | Other Professional Fees | Statement | 3 |
|-------------|-------------------------|-----------|---|

| Description | (a) Expenses Per Books | (b) Net Invest- ment Income | (c) Adjusted Net Income | (d) Charitable Purposes |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| HUNTINGTON BANK | 6,407. | 3,204. | | 3,203. |
| To Form 990-PF, Pg 1, ln 16c | 6,407. | 3,204. | | 3,203. |

| | | | |
|-------------|-------|-----------|---|
| Form 990-PF | Taxes | Statement | 4 |
|-------------|-------|-----------|---|

| Description | (a) Expenses Per Books | (b) Net Invest- ment Income | (c) Adjusted Net Income | (d) Charitable Purposes |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| FOREIGN TAXES W/H | 270. | 270. | | 0. |
| EXCISE TAX PAID | 131. | 0. | | 0. |
| INVESTMENT EXP | 2. | 2. | | 0. |
| To Form 990-PF, Pg 1, ln 18 | 403. | 272. | | 0. |

| Form 990-PF | Other Expenses | | | Statement | 5 |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| Description | (a) Expenses Per Books | (b) Net Invest- ment Income | (c) Adjusted Net Income | (d) Charitable Purposes | |
| MI ATTY GENERAL FEE | 20. | 0. | | 20. | |
| CREDIT CARD FEE | 41. | 0. | | 41. | |
| To Form 990-PF, Pg 1, ln 23 | 61. | 0. | | 61. | |

| Form 990-PF | Other Investments | | Statement | 6 |
|--|---------------------|------------|----------------------|---|
| Description | Valuation Method | Book Value | Fair Market Value | |
| SCHEDULE ATTACHED | COST | 637,876. | 688,852. | |
| Total to Form 990-PF, Part II, line 13 | | 637,876. | 688,852. | |

Form 990-PF

Grants and Contributions
Paid During the Year

Statement 7

| Recipient Name and Address | Recipient Relationship and Purpose of Grant | Recipient Status | Amount |
|---|--|---------------------|---------|
| ALL NATIONS CHRISTIAN MINISTRY | NONE CHARITABLE | EXEMPT | |
| CONQUEST AMERICA SOCCER CLUB | NONE CHARITABLE | EXEMPT | |
| CORONA CHAMBER OF COMMERCE | NONE CHARITABLE | EXEMPT | 3,450. |
| CURTAIN CALL SCHOOL OF PERFORMING ARTS | NONE CHARITABLE | EXEMPT | 37,500. |
| FOUNDATION OF CORONA | NONE CHARITABLE | EXEMPT | |
| MATER DEI HIGH SCHOOL | NONE CHARITABLE | EXEMPT | 2,000. |
| THE FOUNDATION FOR COMMUNITY & FAMILY HEALTH | NONE CHARITABLE | EXEMPT | 1,000. |
| UNIVERSITY OF SALFORD | NONE CHARITABLE | EXEMPT | |

Total to Form 990-PF, Part XV, line 3a

43,950.

ACCT 3335022804
ASSETS HELD 12/31/2009
VALUED AS OF 12/31/2009

THE HUNTINGTON
SCHEDULE OF INVESTMENTS
PARADISE FOUNDATION AGENCY
UAD 8/27/03 HUNTINGTON NATIONAL
BANK INVESTMENT MANAGER

PAGE 2

| UNITS/ SHARES | DESCRIPTION | FEDERAL TAX COST | MARKET PRICE | MARKET VALUE | % OF MKT INCOME | CURR YIELD | YLD TO MAT% | UNREAL G/L |
|------------------|---|------------------------|-----------------|------------------------|-----------------------|---------------|----------------|-----------------------|
| | CASH & CASH EQUIVALENTS ===== | | | | | | | |
| | CASH MANAGEMENT FUNDS-TAXABLE ----- | | | | | | | |
| | HUNTINGTON CONSERVATIVE DEPOSIT ACCOUNT | 36,248.85 | | 36,248.85 | 5.3 | 399 | 1.1 | 0.00 |
| | CASH | 1,574.40 | | 1,574.40 | 0.2 | 0 | 0.0 | 0.00 |
| | TOTAL CASH & CASH EQUIVALENTS | 37,823.25 | | 37,823.25* | 5.5 | 399 | 1.1 | 0.00* |
| | FIXED INCOME SECURITIES ===== | | | | | | | |
| | HUNTINGTON FUNDS-FIXED ----- | | | | | | | |
| 2,758.638 | HUNTINGTON SHORT AND INTERMEDIATE FIXED INCOME FUND III | 54,361.22 | 19.78 | 54,565.86 | 7.9 | 1,528 | 2.8 | 204.64 |
| 5,374.715 | HUNTINGTON FIXED INCOME SECURITIES FUND III | 113,835.29 | 21.62 | 116,201.34 | 16.9 | 4,316 | 3.7 | 2,366.05 |
| | TOTAL HUNTINGTON FUNDS-FIXED | 168,196.51 | | 170,767.20* | 24.8 | 5,844 | 3.4 | 2,570.69* |
| | EQUITIES ===== | | | | | | | |
| | HUNTINGTON FUNDS-EQUITY ----- | | | | | | | |
| 6.951 | HUNTINGTON MID CORP AMERICA FUND III | 76,899.14 | 13.14 | 91,336.14 | 13.3 | 76 | 0.1 | 14,437.00 |
| 11,620.93 | HUNTINGTON INTERNATIONAL EQUITY FUND III | 108,400.93 | 10.79 | 125,389.83 | 18.2 | 1,929 | 1.5 | 16,988.90 |
| 3,389 7,042 | HUNTINGTON SITUS FUND III HUNTINGTON REAL STRATEGIES FUND III | 59,880.74 39,492.00 | 15.95 6.42 | 54,054.55 45,209.64 | 7.8 6.6 | 90 0 | 0.2 0.0 | 5,826.19- 5,717.64 |
| | TOTAL HUNTINGTON FUNDS-EQUITY | 284,672.81 | | 315,990.16* | 45.9 | 2,095 | 0.7 | 31,317.35* |

ACCT 3335022804
ASSETS HELD 12/31/2009
VALUED AS OF 12/31/2009

THE HUNTINGTON
SCHEDULE OF INVESTMENTS
PARADISE FOUNDATION AGENCY
UAD 8/27/03 HUNTINGTON NATIONAL
BANK INVESTMENT MANAGER

PAGE 3

| UNITS/ SHARES | DESCRIPTION | FEDERAL TAX COST | MARKET PRICE | MARKET VALUE | % OF MKT | EST ANN INCOME | CURR YIELD | YLD TO MAT% | UNREAL G/L |
|---------------------|----------------------------------|---------------------|-----------------|-----------------|-------------|-------------------|---------------|----------------|---------------|
| MUTUAL FUNDS EQUITY | | | | | | | | | |
| ----- | | | | | | | | | |
| 3,541 | EATON VANCE LARGE CAP VALUE FUND | 53,221.23 | 16.78 | 59,417.98 | 8.6 | 914 | 1.5 | | 6,196.75 |
| | - CLASS I | | | | | | | | |
| 3,862 | AMERICAN GROWTH FUND OF AMERICA | 93,962.46 | 27.15 | 104,853.30 | 15.2 | 857 | 0.8 | | 10,890.84 |
| | - CLASS F-1 | | | | | | | | |
| | TOTAL MUTUAL FUNDS EQUITY | 147,183.69 | | 164,271.28* | 23.8 | 1,771 | 1.1 | | 17,087.59* |
| | TOTAL EQUITIES | 431,856.50 | | 480,261.44* | 69.7 | 3,866 | 0.8 | | 48,404.94* |
| | TOTAL FUND | 637,876.26 | | 688,851.89* | 100.0 | 10,109 | 1.5 | | 50,975.63* |

ACCT 676V 3335022804
FROM 01/01/2009
TO 12/31/2009

HUNTINGTON NATIONAL BANK
STATEMENT OF CAPITAL GAINS AND LOSSES
PARADISE FOUNDATION

PAGE 36

RUN 03/01/2010
01:59:41 PM

TRUST YEAR ENDING 12/31/2009

TAX PREPARER 6605
TRUST ADMINISTRATOR 3616
INVESTMENT OFFICER 3606

LEGEND F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

| PROPERTY DESCRIPTION | SHARES | DATE | SALES PRICE | COST BASIS | GAIN/LOSS | TERM |
|---|----------|------------|-------------|------------|-----------|------|
| 659 9440 REAL ESTATE SEC FD CL S - 782493761 - MINOR = 3505 | | | | | | |
| SOLD | | 03/09/2009 | 9819 97 | | | |
| ACQ | 659.9440 | 11/21/2003 | 9819 97 | 23276 22 | -13456 25 | LT15 |
| 544 0000 S & P 400 MID-CAP DEP RECPT - 595635103 - MINOR = 3505 | | | | | | |
| SOLD | | 04/01/2009 | 48383 08 | | | |
| ACQ | 371.0000 | 03/05/2002 | 32996.55 | 35990 71 | -2994.16 | LT15 |
| | 40.0000 | 04/10/2007 | 3557 58 | 6295 20 | -2737 62 | LT15 |
| | 133.0000 | 05/30/2007 | 11828 95 | 22037 41 | -10208 46 | LT15 |
| 182 0000 AT&T INC - 00206R102 - MINOR = 50 | | | | | | |
| SOLD | | 05/26/2009 | 4406 10 | | | |
| ACQ | 182.0000 | 03/14/2008 | 4406 10 | 6404 58 | -1998 48 | LT15 |
| 103 0000 APACHE CORP W/1 RT/SH - 037411105 - MINOR = 50 | | | | | | |
| SOLD | | 05/26/2009 | 8028 64 | | | |
| ACQ | 103.0000 | 02/13/2006 | 8028 64 | 7157 47 | 871 17 | LT15 |
| 154 0000 CHUBB CORP W/1 RT/SH - 171232101 - MINOR = 50 | | | | | | |
| SOLD | | 05/26/2009 | 6092 08 | | | |
| ACQ | 154.0000 | 10/31/2005 | 6092 08 | 7155 61 | -1063 53 | LT15 |
| 58 0000 DOW CHEMICAL CO - 260543103 - MINOR = 50 | | | | | | |
| SOLD | | 05/26/2009 | 974 95 | | | |
| ACQ | 58 0000 | 08/28/2007 | 974 95 | 2490 52 | -1515 57 | LT15 |
| 102 0000 EXXON MOBIL CORP - 30231G102 - MINOR = 50 | | | | | | |
| SOLD | | 05/26/2009 | 7081 67 | | | |
| ACQ | 102.0000 | 03/21/2000 | 7081 67 | 3939 12 | 3142 55 | LT15 |
| 127 0000 FPL GROUP INC W/1 RT/SH - 302571104 - MINOR = 50 | | | | | | |
| SOLD | | 05/26/2009 | 6887 03 | | | |
| ACQ | 127 0000 | 03/30/2004 | 6887 03 | 4250 06 | 2636 97 | LT15 |
| 23 0000 FEDEX CORP - 31428X106 - MINOR = 50 | | | | | | |
| SOLD | | 05/26/2009 | 1257 14 | | | |
| ACQ | 23 0000 | 08/30/2006 | 1257 14 | 2315 18 | -1058 04 | LT15 |
| 31 0000 FREEPORT MCMORAN COPPER & GOLD - 35671D857 - MINOR = 50 | | | | | | |
| SOLD | | 05/26/2009 | 1519 58 | | | |
| ACQ | 31 0000 | 03/20/2007 | 1519 58 | 1909 13 | -389 55 | LT15 |
| 45 0000 GENERAL DYNAMICS W/1 RT/SH - 369550108 - MINOR = 50 | | | | | | |
| SOLD | | 05/26/2009 | 2519 93 | | | |
| ACQ | 45 0000 | 10/13/2005 | 2519 93 | 2682 45 | -162 52 | LT15 |
| 92 0000 GENERAL ELECTRIC CO - 369604103 - MINOR = 50 | | | | | | |
| SOLD | | 05/26/2009 | 1224 48 | | | |
| ACQ | 92 0000 | 12/28/1994 | 1224 48 | 788 98 | 435 50 | LT15 |
| 70 0000 GENERAL MILLS INC W/1 RT/SH - 370334104 - MINOR = 50 | | | | | | |
| SOLD | | 05/26/2009 | 3669 30 | | | |
| ACQ | 70 0000 | 03/14/2008 | 3669 30 | 4021 50 | -352 20 | LT15 |
| 98 0000 ILLINOIS TOOL WORKS - 452308109 - MINOR = 50 | | | | | | |
| SOLD | | 05/26/2009 | 3299 57 | | | |
| ACQ | 98 0000 | 03/07/2006 | 3299 57 | 4424 70 | -1125 13 | LT15 |
| 59 0000 IBM CORP - 459200101 - MINOR = 50 | | | | | | |
| SOLD | | 05/26/2009 | 6174 78 | | | |
| ACQ | 59.0000 | 03/18/2004 | 6174 78 | 5457 50 | 717 28 | LT15 |
| 128 0000 JOHNSON & JOHNSON - 478160104 - MINOR = 50 | | | | | | |
| SOLD | | 05/26/2009 | 7048 77 | | | |
| ACQ | 128 0000 | 10/11/1994 | 7048 77 | 1658 24 | 5390 53 | LT15 |
| 46 0000 L3 COMMUNICATIONS HLDG - 502424104 - MINOR = 50 | | | | | | |
| SOLD | | 05/26/2009 | 3379 99 | | | |
| ACQ | 46 0000 | 08/30/2006 | 3379 99 | 3524 52 | -144 53 | LT15 |
| 53 0000 MCDONALDS CORP W/1 RT/SH - 580135101 - MINOR = 50 | | | | | | |
| SOLD | | 05/26/2009 | 3080 28 | | | |
| ACQ | 53 0000 | 08/30/2006 | 3080 28 | 1920 19 | 1160 09 | LT15 |
| 112 0000 MOLSON COORS BREWING CO B - 60871R209 - MINOR = 50 | | | | | | |
| SOLD | | 05/26/2009 | 4940 07 | | | |
| ACQ | 112 0000 | 03/14/2008 | 4940 07 | 5875 30 | -935 23 | LT15 |
| 81 0000 OCCIDENTAL PETE - 674599105 - MINOR = 50 | | | | | | |
| SOLD | | 05/26/2009 | 5098 00 | | | |
| ACQ | 81 0000 | 03/14/2008 | 5098 00 | 6102 54 | -1004 54 | LT15 |
| 74 0000 PEPSICO INC - 713448108 - MINOR = 50 | | | | | | |
| SOLD | | 05/26/2009 | 3796 10 | | | |
| ACQ | 74 0000 | 11/14/2000 | 3796 10 | 3551 24 | 244 86 | LT15 |
| 98 0000 PROCTER & GAMBLE CO - 742718109 - MINOR = 50 | | | | | | |
| SOLD | | 05/26/2009 | 5280 10 | | | |
| ACQ | 98 0000 | 09/13/2002 | 5280 10 | 4456 55 | 823 55 | LT15 |
| 49 0000 TARGET CORP - 87612E106 - MINOR = 50 | | | | | | |
| SOLD | | 05/26/2009 | 2029 52 | | | |
| ACQ | 49 0000 | 01/22/2002 | 2029 52 | 2052 61 | -23 09 | LT15 |
| 154 0000 TEVA PHARMACEUTICAL INDS ADR - 881624209 - MINOR = 54 | | | | | | |
| SOLD | | 05/26/2009 | 7093 07 | | | |
| ACQ | 154 0000 | 02/13/2006 | 7093 07 | 6290 90 | 802 17 | LT15 |
| 83 0000 THERMO ELECTRON CORP W/1 RT/SH - 883556102 - MINOR = 50 | | | | | | |
| SOLD | | 05/26/2009 | 3093.33 | | | |
| ACQ | 83 0000 | 03/14/2008 | 3093.33 | 4420 58 | -1327 25 | LT15 |
| 149 0000 TRAVELERS COS INC - 89417E109 - MINOR = 50 | | | | | | |
| SOLD | | 05/26/2009 | 6026 89 | | | |
| ACQ | 149 0000 | 10/31/2005 | 6026.89 | 6716 92 | -690 03 | LT15 |
| 81.0000 WASTE MANAGEMENT INC NEW - 94106L109 - MINOR = 50 | | | | | | |
| SOLD | | 05/26/2009 | 2313 30 | | | |
| ACQ | 81 0000 | 08/28/2007 | 2313 30 | 3020 49 | -707 19 | LT15 |

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TRUST YEAR ENDING 12/31/2009

TAX PREPARER 6605
TRUST ADMINISTRATOR 3616
INVESTMENT OFFICER 3606

LEGEND: F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

| PROPERTY DESCRIPTION | SHARES | DATE | SALES PRICE | COST BASIS | GAIN/LOSS | TERM |
|---|----------|------------|-------------|------------|-----------|------|
| 247 0000 WELLS FARGO & CO NEW W/1 RT/SH - 949746101 - MINOR = 50 | | | | | | |
| SOLD | | 05/26/2009 | 6110 62 | | | |
| ACQ | 247 0000 | 02/10/1999 | 6110 62 | 4075 19 | 2035 43 | LT15 |
| 68 0000 WYETH - 983024100 - MINOR = 50 | | | | | | |
| SOLD | | 05/26/2009 | 2999 40 | | | |
| ACQ | 68.0000 | 10/13/2005 | 2999 40 | 3095.36 | -95 96 | LT15 |
| 198 0000 ACCENTURE LTD - G1150G111 - MINOR = 50 | | | | | | |
| SOLD | | 05/26/2009 | 6064 58 | | | |
| ACQ | 198 0000 | 03/18/2004 | 6064 58 | 4744 08 | 1320 50 | LT15 |
| 168 0000 AT&T INC - 00206R102 - MINOR = 50 | | | | | | |
| SOLD | | 08/05/2009 | 4300 98 | | | |
| ACQ | 168 0000 | 03/14/2008 | 4300 98 | 5911.92 | -1610 94 | LT15 |
| 47 0000 APACHE CORP W/1 RT/SH - 037411105 - MINOR = 50 | | | | | | |
| SOLD | | 08/05/2009 | 4104 40 | | | |
| ACQ | 47 0000 | 02/13/2006 | 4104 40 | 3266 03 | 838 37 | LT15 |
| 106.0000 CHUBB CORP W/1 RT/SH - 171232101 - MINOR = 50 | | | | | | |
| SOLD | | 08/05/2009 | 5067 91 | | | |
| ACQ | 106 0000 | 10/31/2005 | 5067 91 | 4925 29 | 142 62 | LT15 |
| 150 0000 DISNEY WALT HOLDING CO NEW - 254687106 - MINOR = 50 | | | | | | |
| SOLD | | 08/05/2009 | 3766 67 | | | |
| ACQ | 150 0000 | 03/14/2008 | 3766 67 | 4629.00 | -862 33 | LT15 |
| 152.0000 DOW CHEMICAL CO - 260543103 - MINOR = 50 | | | | | | |
| SOLD | | 08/05/2009 | 3532 65 | | | |
| ACQ | 152 0000 | 08/28/2007 | 3532 65 | 6526.88 | -2994 23 | LT15 |
| 48 0000 EXXON MOBIL CORP - 30231G102 - MINOR = 50 | | | | | | |
| SOLD | | 08/05/2009 | 3363 27 | | | |
| ACQ | 48 0000 | 03/21/2000 | 3363 27 | 1853 71 | 1509 56 | LT15 |
| 83 0000 FPL GROUP INC W/1 RT/SH - 302571104 - MINOR = 50 | | | | | | |
| SOLD | | 08/05/2009 | 4665 30 | | | |
| ACQ | 83 0000 | 03/30/2004 | 4665 30 | 2777 59 | 1887 71 | LT15 |
| 57 0000 FEDEX CORP - 31428X106 - MINOR = 50 | | | | | | |
| SOLD | | 08/05/2009 | 3845 12 | | | |
| ACQ | 57 0000 | 08/30/2006 | 3845 12 | 5737.62 | -1892 50 | LT15 |
| 58 0000 FREEPORT MCMORAN COPPER & GOLD - 35671D857 - MINOR = 50 | | | | | | |
| SOLD | | 08/05/2009 | 3732 20 | | | |
| ACQ | 58 0000 | 03/20/2007 | 3732 20 | 3571 93 | 160 27 | LT15 |
| 55 0000 GENERAL DYNAMICS W/1 RT/SH - 369550108 - MINOR = 50 | | | | | | |
| SOLD | | 08/05/2009 | 3079 92 | | | |
| ACQ | 55 0000 | 10/13/2005 | 3079 92 | 3278 55 | -198 63 | LT15 |
| 238 0000 GENERAL ELECTRIC CO - 369604103 - MINOR = 50 | | | | | | |
| SOLD | | 08/05/2009 | 3308 11 | | | |
| ACQ | 238 0000 | 12/28/1994 | 3308 11 | 2041 04 | 1267 07 | LT15 |
| 65 0000 GENERAL MILLS INC W/1 RT/SH - 370334104 - MINOR = 50 | | | | | | |
| SOLD | | 08/05/2009 | 3769 90 | | | |
| ACQ | 65 0000 | 03/14/2008 | 3769 90 | 3734 25 | 35 65 | LT15 |
| 230 0000 HARTFORD FINANCIAL SVCS GRP INC - 416515104 - MINOR = 50 | | | | | | |
| SOLD | | 08/05/2009 | 3751 61 | | | |
| ACQ | 230 0000 | 03/07/2005 | 3751 61 | 16886 60 | -13134 99 | LT15 |
| 92 0000 ILLINOIS TOOL WORKS - 452308109 - MINOR = 50 | | | | | | |
| SOLD | | 08/05/2009 | 3707 50 | | | |
| ACQ | 92 0000 | 03/07/2006 | 3707 50 | 4153 80 | -446 30 | LT15 |
| 325 0000 INTEL CORP - 458140100 - MINOR = 50 | | | | | | |
| SOLD | | 08/05/2009 | 6126 12 | | | |
| ACQ | 325 0000 | 04/22/2002 | 6126 12 | 9699 17 | -3573 05 | LT15 |
| 61 0000 IBM CORP - 459200101 - MINOR = 50 | | | | | | |
| SOLD | | 08/05/2009 | 7226 48 | | | |
| ACQ | 61 0000 | 03/18/2004 | 7226 48 | 5642.50 | 1583 98 | LT15 |
| 77 0000 JOHNSON & JOHNSON - 478160104 - MINOR = 50 | | | | | | |
| SOLD | | 08/05/2009 | 4656 84 | | | |
| ACQ | 77 0000 | 10/11/1994 | 4656 84 | 997.53 | 3659 31 | LT15 |
| 39 0000 L3 COMMUNICATIONS HLDG - 502424104 - MINOR = 50 | | | | | | |
| SOLD | | 08/05/2009 | 2952 22 | | | |
| ACQ | 39 0000 | 08/30/2006 | 2952 22 | 2988 18 | -35.96 | LT15 |
| 82 0000 MCDONALDS CORP W/1 RT/SH - 580135101 - MINOR = 50 | | | | | | |
| SOLD | | 08/05/2009 | 4513 98 | | | |
| ACQ | 82 0000 | 08/30/2006 | 4513 98 | 2970 86 | 1543 12 | LT15 |
| 135 0000 MEDTRONIC INC W/1 RT/SH - 585055106 - MINOR = 50 | | | | | | |
| SOLD | | 08/05/2009 | 4860 11 | | | |
| ACQ | 135 0000 | 10/02/2008 | 4860 11 | 6681 15 | -1821 04 | ST |
| 410 0000 MICROSOFT CORP - 594918104 - MINOR = 50 | | | | | | |
| SOLD | | 08/05/2009 | 9787 55 | | | |
| ACQ | 410 0000 | 02/23/1998 | 9787 55 | 8193 59 | 1593 96 | LT15 |
| 88 0000 MOLSON COORS BREWING CO B - 60871R209 - MINOR = 50 | | | | | | |
| SOLD | | 08/05/2009 | 4066 37 | | | |
| ACQ | 88 0000 | 03/14/2008 | 4066 37 | 4616.30 | -549 93 | LT15 |
| 575 0000 NOKIA CORP ADR 'A' + - 654902204 - MINOR = 54 | | | | | | |
| SOLD | | 08/05/2009 | 7550 47 | | | |
| ACQ | 575 0000 | 03/18/2004 | 7550 47 | 11919 75 | -4369.28 | LT15 |
| 64 0000 OCCIDENTAL PETE - 674599105 - MINOR = 50 | | | | | | |
| SOLD | | 08/05/2009 | 4543 88 | | | |
| ACQ | 44 0000 | 03/14/2008 | 3123 92 | 3314 96 | -191 04 | LT15 |
| | 20 0000 | 10/02/2008 | 1419 96 | 1240.60 | 179 36 | ST |
| 71 0000 PEPSICO INC - 713448108 - MINOR = 50 | | | | | | |
| SOLD | | 08/05/2009 | 4142 03 | | | |
| ACQ | 71 0000 | 11/14/2000 | 4142 03 | 3407.28 | 734 75 | LT15 |

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TRUST YEAR ENDING 12/31/2009

TAX PREPARER 6605
TRUST ADMINISTRATOR 3616
INVESTMENT OFFICER 3606

LEGEND: F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

| PROPERTY DESCRIPTION | SHARES | DATE | SALES PRICE | COST BASIS | GAIN/LOSS | TERM |
|--|--------|------------|-------------|------------|-----------|------|
| 72 0000 PROCTER & GAMBLE CO - 742718109 - MINOR = 50 | | | | | | |
| SOLD | | 08/05/2009 | 3872 78 | | | |
| ACQ 72 0000 | | 09/13/2002 | 3872.78 | 3274 20 | 598 58 | LT15 |
| 70 0000 SCHLUMBERGER LTD - 806857108 - MINOR = 54 | | | | | | |
| SOLD | | 08/05/2009 | 3786.20 | | | |
| ACQ 70.0000 | | 03/07/2005 | 3786 20 | 2678 90 | 1107.30 | LT15 |
| 91 0000 TARGET CORP - 87612E106 - MINOR = 50 | | | | | | |
| SOLD | | 08/05/2009 | 3779 13 | | | |
| ACQ 91.0000 | | 01/22/2002 | 3779.13 | 3811 99 | -32.86 | LT15 |
| 111 0000 TEVA PHARMACEUTICAL INDS ADR - 881624209 - MINOR = 54 | | | | | | |
| SOLD | | 08/05/2009 | 5804 05 | | | |
| ACQ 111 0000 | | 02/13/2006 | 5804 05 | 4534 35 | 1269 70 | LT15 |
| 137 0000 THERMO ELECTRON CORP W/1 RT/SH - 883556102 - MINOR = 50 | | | | | | |
| SOLD | | 08/05/2009 | 6178 79 | | | |
| ACQ 137 0000 | | 03/14/2008 | 6178 79 | 7296 62 | -1117 83 | LT15 |
| 151 0000 TRAVELERS COS INC - 89417E109 - MINOR = 50 | | | | | | |
| SOLD | | 08/05/2009 | 6934 01 | | | |
| ACQ 151 0000 | | 10/31/2005 | 6934 01 | 6807 08 | 126 93 | LT15 |
| 119 0000 WASTE MANAGEMENT INC NEW - 94106L109 - MINOR = 50 | | | | | | |
| SOLD | | 08/05/2009 | 3395 48 | | | |
| ACQ 119 0000 | | 08/28/2007 | 3395 48 | 4437 51 | -1042 03 | LT15 |
| 243 0000 WELLS FARGO & CO NEW W/1 RT/SH - 949746101 - MINOR = 50 | | | | | | |
| SOLD | | 08/05/2009 | 6653 60 | | | |
| ACQ 243 0000 | | 02/10/1999 | 6653 60 | 4009 20 | 2644.40 | LT15 |
| 107 0000 WYETH - 983024100 - MINOR = 50 | | | | | | |
| SOLD | | 08/05/2009 | 5001 24 | | | |
| ACQ 107 0000 | | 10/13/2005 | 5001 24 | 4870 64 | 130 60 | LT15 |
| 272 0000 ACCENTURE LTD - G1150G111 - MINOR = 50 | | | | | | |
| SOLD | | 08/05/2009 | 9640 41 | | | |
| ACQ 272 0000 | | 03/18/2004 | 9640 41 | 6517 12 | 3123 29 | LT15 |
| TOTALS | | | 349159 60 | 381304 74 | | |

SUMMARY OF CAPITAL GAINS/LOSSES

| FEDERAL | SHORT TERM | LONG TERM 28% | LONG TERM 15% | ST WASH SALE | LT WASH SALE | 1250 GAIN |
|------------------------|------------|---------------|---------------|--------------|--------------|-----------|
| SUBTOTAL FROM ABOVE | -1641 68 | 0 00 | -30503 46 | 0 00 | 0.00 | 0 00* |
| COMMON TRUST FUND | 0 00 | 0 00 | 0 00 | | | 0 00 |
| CAPITAL GAIN DIVIDENDS | 0 00 | 0 00 | 1304 63 | | | 0 00 |
| | -1641 68 | 0 00 | -29198 83 | 0 00 | 0 00 | 0 00 |
| STATE | | | | | | |
| SUBTOTAL FROM ABOVE | -1641 68 | 0 00 | -30503 46 | 0 00 | 0 00 | 0 00* |
| COMMON TRUST FUND | 0 00 | 0 00 | 0 00 | | | 0 00 |
| CAPITAL GAIN DIVIDENDS | 0 00 | 0 00 | 1304 63 | | | 0 00 |
| | -1641 68 | 0 00 | -29198 83 | 0 00 | 0 00 | 0 00 |

* - 1250 GAIN DETAILED ON TRANS PAGES, NOT ABOVE

CAPITAL LOSS CARRYOVER

| | | |
|----------|------|------|
| FEDERAL | 0.00 | 0 00 |
| MICHIGAN | 0 00 | 0 00 |