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990-PF

Form
Department of the Treasury
Internal Revenue ServiceReturn of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No. 1545-0052

2010

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

For calendar year 2010, or tax year beginning , 2010, and ending , 20

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name changeName of foundation FRANK & PEARL GELBMAN CHARITABLE FDN
7655000656 A Employer identification number 20-6609204Number and street (or P.O. box number if mail is not delivered to street address) Room/suite B Telephone number (see page 10 of the instructions)
PO BOX 1558 DEPT EA4E86 (330) 742-7036

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

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 8,724,695. J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) (Part I, column (d) must be on cash basis)C If exemption application is pending, check here ☐
D 1 Foreign organizations, check here ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ☐
E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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 ☐ if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	205,321.	205,321.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	34,400.			
b Gross sales price for all assets on line 6a	2,391,208.			
7 Capital gain net income (from Part IV, line 2)		34,400.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	239,721.	239,721.		
13 Compensation of officers, directors, trustees, etc.	62,423.	31,211.		31,211.
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)	990.	NONE	NONE	990.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions)	2,820.	1,294.		
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	66,233.	32,505.	NONE	32,201.
25 Contributions, gifts, grants paid	458,500.			458,500.
26 Total expenses and disbursements. Add lines 24 and 25	524,733.	32,505.	NONE	490,701.
27 Subtract line 26 from line 12.				
a Excess of revenue over expenses and disbursements	-285,012.			
b Net investment income (if negative, enter -0-)		207,216.		
c Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see page 30 of the instructions.

JSA

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	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 (attach schedule) (see page 15 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) STMT 6	8,033,514.	7,748,251.	8,724,695.	
14	Land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	8,033,514.	7,748,251.	8,724,695.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒				
	27	Capital stock, trust principal, or current funds	8,033,514.	7,748,251.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions)	8,033,514.	7,748,251.	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	8,033,514.	7,748,251.	

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	8,033,514.
2	Enter amount from Part I, line 27a	2	-285,012.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	7,748,502.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	251.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	7,748,251.

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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 SEE PART IV DETAIL				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	34,400.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6).			3	
If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8.				

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	411,429.	7,617,656.	0.05400992116
2008	651,170.	8,834,301.	0.07370928385
2007	511,978.	10,265,499.	0.04987365933
2006	310,915.	9,038,068.	0.03440060420
2005	49,892.	3,808,465.	0.01310029106
2 Total of line 1, column (d)			2 0.22509375960
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 0.04501875192
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 8,118,924.
5 Multiply line 4 by line 3			5 365,504.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2,072.
7 Add lines 5 and 6			7 367,576.
8 Enter qualifying distributions from Part XII, line 4			8 490,701.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter. (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b.	1	2,072.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	2,072.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	2,072.
6	Credits/Payments:		
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	1,968.
b	Exempt foreign organizations-tax withheld at source	6b	NONE
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	1,968.
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	104.
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 2011 estimated tax ☐ Refunded ☐	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? 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. ► \$ (2) On foundation managers ► \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		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 page 19 of the instructions) ►		
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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? 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 page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address		N/A		
14	The books are in care of	THE FOUNDATION		Telephone no.
	Located at	P.O. BOX 1558, COLUMBUS, OH		ZIP + 4
				43216
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	☐		
	and enter the amount of tax-exempt interest received or accrued during the year	15		
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country			X

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

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

1a During the year did the foundation (either directly or indirectly): (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No				
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? ☐ Yes ☒ No Organizations relying on a current notice regarding disaster assistance check here ☐		1b		X
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 2010? ☐ Yes ☒ No		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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ Yes ☒ No If "Yes," list the years ☐				
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 22 of the instructions) ☐ Yes ☒ No		2b		X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ☐				
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No				
b If "Yes," did it have excess business holdings in 2010 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 2010.) ☐ Yes ☒ No		3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? ☐ Yes ☒ No		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 2010? ☐ Yes ☒ No		4b		X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? ☐ **5b**

Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ **6b** ☒

If "Yes" to 6b, file Form 8870.

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 8		62,423.	-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**

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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** (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 24 of the instructions)

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

	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions.	
3 NONE	
Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	8,222,442.
b	Average of monthly cash balances	1b	20,120.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	8,242,562.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	8,242,562.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	123,638.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,118,924.
6	Minimum investment return. Enter 5% of line 5	6	405,946.

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	405,946.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	2,072.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,072.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	403,874.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	403,874.
6	Deduction from distributable amount (see page 25 of the instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	403,874.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	490,701.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	490,701.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	2,072.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	488,629.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				403,874.
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only			18,995.	
b Total for prior years: 20 08, 20 , 20		NONE		
3 Excess distributions carryover, if any, to 2010:				
a From 2005	NONE			
b From 2006	NONE			
c From 2007	NONE			
d From 2008	NONE			
e From 2009	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ 490,701.				
a Applied to 2009, but not more than line 2a			18,995.	
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 2010 distributable amount				403,874.
e Remaining amount distributed out of corpus	67,832.			
5 Excess distributions carryover applied to 2010 (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	67,832.			
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 2009. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions				
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	67,832.			
10 Analysis of line 9				
a Excess from 2006	NONE			
b Excess from 2007	NONE			
c Excess from 2008	NONE			
d Excess from 2009	NONE			
e Excess from 2010	67,832.			

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 2010, 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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test - enter

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i).

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 28 of the instructions.)**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

N/A

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

N/A

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE STATEMENT 9				
Total			▶ 3a	458,500.
b Approved for future payment				
Total			▶ 3b	

Form 990-PF (2010)

Enter gross amounts unless otherwise indicated.

(See worksheet in line 13 instructions on page 29 to verify calculations.)

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions.)
----------------------	--

NOT APPLICABLE

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

[illegible]Form **990-PF** (2010)

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

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj. basis	Gain or (loss)	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS				-2,965.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS				1,189.	
86,646.00		4720. DEAN FOODS CO PROPERTY TYPE: SECURITIES 94,264.00				08/06/2009 -7,618.00	01/06/2010
100,000.00		100000. FHLMC 2.15% 01/13/2012-2010 PROPERTY TYPE: SECURITIES 100,000.00				01/06/2009	01/13/2010
36.00		.436 SIMON PROPERTY GROUP INC NEW (REIT) PROPERTY TYPE: SECURITIES 44.00				05/16/2008 -8.00	02/11/2010
1,768.00		30. ZIMMER HLDGS INC PROPERTY TYPE: SECURITIES 1,379.00				08/06/2009 389.00	03/02/2010
76,632.00		1300. ZIMMER HLDGS INC PROPERTY TYPE: SECURITIES 89,573.00				10/26/2007 -12,941.00	03/02/2010
250,000.00		250000. FNMA 5.4% 03/09/2017-2010 PROPERTY TYPE: SECURITIES 252,250.00				08/11/2008 -2,250.00	03/09/2010
28,587.00		380. NOBLE ENERGY INC PROPERTY TYPE: SECURITIES 20,752.00				03/25/2009 7,835.00	03/17/2010
33,269.00		310. SPDR GOLD TRUST PROPERTY TYPE: SECURITIES 28,487.00				08/06/2009 4,782.00	03/22/2010
26,646.00		600. DARDEN RESTAURANTS INC PROPERTY TYPE: SECURITIES 24,938.00				04/04/2007 1,708.00	03/26/2010

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
70,379.00		1500. DARDEN RESTAURANTS INC PROPERTY TYPE: SECURITIES 53,278.00					12/28/2006 17,101.00	04/14/2010
250,000.00		250000. FHLMC 3% 04/21/2014-2010 PROPERTY TYPE: SECURITIES 251,063.00					04/15/2009 -1,063.00	04/21/2010
218,311.00		20517.995 HUNTINGTON INTL EQUITY FUND II PROPERTY TYPE: SECURITIES 155,807.00					02/10/2009 62,504.00	04/29/2010
37,555.00		520. TRANSOCEAN LTD PROPERTY TYPE: SECURITIES 29,341.00					11/27/2007 8,214.00	05/04/2010
85.00		11.681 FRONTIER COMMUNICATIONS PROPERTY TYPE: SECURITIES 94.00					08/06/2009 -9.00	07/09/2010
3,507.00		480.319 FRONTIER COMMUNICATIONS PROPERTY TYPE: SECURITIES 4,197.00					05/07/2009 -690.00	07/09/2010
18,903.00		280. UNITED TECHNOLOGIES CORP 2% PROPERTY TYPE: SECURITIES 18,263.00					04/04/2007 640.00	07/15/2010
2.00		.321 FRONTIER COMMUNICATIONS PROPERTY TYPE: SECURITIES 3.00					08/06/2009 -1.00	07/20/2010
100,000.00		100000. FHLMC 3.375% 07/21/2014-2010 PROPERTY TYPE: SECURITIES 100,420.00					07/02/2009 -420.00	07/21/2010
43,892.00		2560. VALERO ENERGY PROPERTY TYPE: SECURITIES 83,795.00					08/06/2009 -39,903.00	08/11/2010
50,000.00		50000. GENERAL DYNAMICS CORP 4.5% 08/15/ PROPERTY TYPE: SECURITIES 49,999.00					03/15/2005 1.00	08/15/2010

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

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
		10. BROADCOM CORPORATION CALL ON 08/2010 PROPERTY TYPE: SECURITIES -1,600.00				04/14/2010 1,600.00	08/20/2010
-3,750.00		18. PARKER HANNIFIN CORP CALL ON 09/2010 PROPERTY TYPE: SECURITIES -1,152.00				09/02/2010 -2,598.00	09/16/2010
70,937.00		1660. AMERICAN EXPRESS COMPANY PROPERTY TYPE: SECURITIES 82,859.00				08/06/2009 -11,922.00	09/22/2010
4,867.00		122. BEST BUY INC PROPERTY TYPE: SECURITIES 6,342.00				07/28/2005 -1,475.00	10/01/2010
15,032.00		1621.622 PIMCO HIGH YIELD INSTITUTIONAL PROPERTY TYPE: SECURITIES 15,374.00				05/01/2008 -342.00	10/01/2010
10,022.00		729.395 TEMPLETON GLOBAL BOND FUND CLASS PROPERTY TYPE: SECURITIES 8,162.00				10/26/2007 1,860.00	10/01/2010
-2,550.00		10. BEST BUY CO INC CALL ON 12/2010 40 PROPERTY TYPE: SECURITIES -1,170.00				09/14/2010 -1,380.00	10/01/2010
68,194.00		2051. VERIZON COMMUNICATIONS PROPERTY TYPE: SECURITIES 64,946.00				08/06/2009 3,248.00	10/06/2010
55,700.00		50000. FHLB 4.25% 03/09/2018 PROPERTY TYPE: SECURITIES 49,399.00				02/07/2008 6,301.00	10/08/2010
50,000.00		50000. FHLB 2.5% 10/15/2013-2010 PROPERTY TYPE: SECURITIES 50,000.00				10/14/2009	10/15/2010
50,000.00		50000. MARSHALL & ILSLEY CORP DTD 10/15/ PROPERTY TYPE: SECURITIES 48,435.00				04/08/2005 1,565.00	10/15/2010

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
93,210.00		1400. UNITED PARCEL SVC INC PROPERTY TYPE: SECURITIES 105,354.00					04/04/2007 -12,144.00	10/15/2010
-723.00		3. APACHE CORP CALL ON 11/2010 105 PROPERTY TYPE: SECURITIES -465.00					09/24/2010 -258.00	10/19/2010
6,573.00		95. UNITED PARCEL SVC INC PROPERTY TYPE: SECURITIES 5,998.00					08/06/2009 575.00	10/26/2010
129,532.00		1800. PARKER HANNIFIN CORP PROPERTY TYPE: SECURITIES 77,864.00					08/06/2009 51,668.00	11/05/2010
100,000.00		100000. ARCHER-DANIELS-MIDLAND CO 5.87% PROPERTY TYPE: SECURITIES 104,486.00					10/17/2005 -4,486.00	11/15/2010
75,298.00		1500. QUEST DIAGNOSTICS INC COM PROPERTY TYPE: SECURITIES 80,699.00					09/15/2010 -5,401.00	12/08/2010
4,298.00		50. PARKER HANNIFIN CORP PROPERTY TYPE: SECURITIES 2,078.00					07/01/2005 2,220.00	12/15/2010
69,301.00		5025. APPLIED MATERIALS INC PROPERTY TYPE: SECURITIES 101,585.00					08/06/2009 -32,284.00	12/22/2010
148,167.00		1493. SIMON PROPERTY GROUP INC NEW (REIT) PROPERTY TYPE: SECURITIES 147,157.00					12/18/2009 1,010.00	12/22/2010
55,004.00		1440. SOUTHERN CO 2% PROPERTY TYPE: SECURITIES 53,332.00					08/06/2009 1,672.00	12/22/2010
-2,697.00		3. APACHE CORP CALL ON 01/2011 110 PROPERTY TYPE: SECURITIES -822.00					10/19/2010 -1,875.00	12/28/2010

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
TOTAL GAIN (LOSS)							----- 34,400. =====	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
AT&T INC	4,654.	4,654.
AIR PRODUCTS & CHEMICAL INC	2,122.	2,122.
AMERICAN EXPRESS COMPANY	896.	896.
APACHE CORP	114.	114.
APPLIED MATERIALS INC	1,357.	1,357.
ARCHER-DANIELS-MIDLAND CO 5.87% 11/15/20	5,870.	5,870.
BAXTER INTERNATIONAL INC	1,839.	1,839.
BEST BUY INC	1,096.	1,096.
BRISTOL-MYERS SQUIBB CO	3,722.	3,722.
BROADCOM CORP	1,222.	1,222.
COLGATE PALMOLIVE CO	2,111.	2,111.
CONOCOPHILLIPS	3,311.	3,311.
DARDEN RESTAURANTS INC	3,180.	3,180.
EMERSON ELECTRIC CO 2%	259.	259.
EXXON MOBIL CORP COM	2,192.	2,192.
FPL GROUP, INC.	720.	720.
FHLMC 3.375% 07/21/2014-2010	3,375.	3,375.
FHLMC 2.15% 01/13/2012-2010	1,075.	1,075.
FHLMC 2.5% 04/08/2013-2011	2,500.	2,500.
FHLMC 3% 04/21/2014-2010	3,750.	3,750.
FHLMC 2% 04/27/2012-2011	5,000.	5,000.
FFCB 4.35% 06/17/2016-2011	4,350.	4,350.
FFCB 4.25% 03/30/2020-2011	5,313.	5,313.
FHLB 4.25% 03/09/2018	10,820.	10,820.
FHLB 2.625% 06/24/2013-2011	6,563.	6,563.
FHLB 2% 09/14/2012	2,211.	2,211.
FHLB 2.5% 10/15/2013-2010	1,250.	1,250.
FNMA 5.4% 03/09/2017-2010	6,750.	6,750.
FRANKLIN RES INC	400.	400.
GENERAL DYNAMICS CORP 4.5% 08/15/2010	2,250.	2,250.
GENERAL ELECTRIC CO 2%	1,661.	1,661.
GENERAL MILLS INC	966.	966.
BOY371 L734 04/11/2011 15:48:21	7655000656	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
GOLDMAN SACHS GROUP INC	763.	763.
HSBC FINANCE CORP DTD 05/25/06 5.55% 05/	1,388.	1,388.
HERSHEY CO 6.95% 08/15/2012	3,475.	3,475.
HOME DEPOT INC.	2,977.	2,977.
HUNTINGTON INTL EQUITY FUND III	5,399.	5,399.
HUNTINGTON REAL STRATEGIES FUND III	571.	571.
INTEL CORP.	2,180.	2,180.
ISHARES BARCLAYS US TREASURY INFLATION P	131.	131.
MARSHALL & ILSLEY CORP DTD 10/15/04 4% 1	2,000.	2,000.
MEDTRONIC INC.	1,521.	1,521.
MICROSOFT CORP	1,832.	1,832.
MOLSON COORS BREWING CO B	2,160.	2,160.
HUNTINGTON CONSERVATIVE DEPOSIT ACCOUNT	1,253.	1,253.
HUNTINGTON OHIO MUNICIPAL MONEY MARKET F	209.	209.
NEXTERA ENERGY INC	2,160.	2,160.
NOBLE ENERGY INC	68.	68.
NUCOR CORP	1,991.	1,991.
ORACLE CORP	922.	922.
PIMCO HIGH YIELD INSTITUTIONAL FUND	17,824.	17,824.
PARKER HANNIFIN CORP	1,458.	1,458.
PEABODY ENERGY CORP COM	82.	82.
PEPSICO INC 2%	2,864.	2,864.
PFIZER INC 6.2% 03/15/2019	3,100.	3,100.
QUEST DIAGNOSTICS INC COM	325.	325.
SCHLUMBERGER LTD.	1,294.	1,294.
SIMON PROPERTY GROUP INC NEW (REIT)	2,341.	2,341.
SOUTHERN CO 2%	2,596.	2,596.
STATE STREET CORP	18.	18.
SUNCOR ENERGY INC	381.	381.
TJX COMPANIES INC W/1 RT/SH	750.	750.
TEMPLETON GLOBAL BOND FUND CLASS A	19,344.	19,344.
TEVA PHARMACEUTICAL INDS ADR	1,135.	1,135.
TEXAS INSTRUMENTS INC.	2,132.	2,132.
BOY371 L734 04/11/2011 15:48:21	7655000656	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
TEXTRON INC	160.	160.
TRAVELERS COS INC	1,452.	1,452.
UNITED PARCEL SVC INC	2,108.	2,108.
US TREASURY INFLATIONARY INDEX N/B 2% 01	3,316.	3,316.
UNITED TECHNOLOGIES CORP 2%	3,128.	3,128.
UNITED TECHNOLOGIES CORP 6.1% 05/15/2012	3,050.	3,050.
VALERO ENERGY	256.	256.
VERIZON COMMUNICATIONS	3,923.	3,923.
VERIZON WIRELESS INC SERIES 144A PRIV PL	4,688.	4,688.
WAL-MART STORES, INC.	1,876.	1,876.
WELLS FARGO & CO NEW	546.	546.
MICHIGAN COMMERCE BANK CD #600000089 2.7	577.	577.
HUNTINGTON EQUITY PROTECTION STRATEGIC C	698.	698.
	-----	-----
TOTAL	205,321.	205,321.
	=====	=====

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	990.			990.
TOTALS	990.	NONE	NONE	990.
	=====	=====	=====	=====

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	108.	108.
OTHER TAXES	200.	
FEDERAL ESTIMATES - PRINCIPAL	1,326.	
FOREIGN TAXES ON QUALIFIED FOR	937.	937.
FOREIGN TAXES ON NONQUALIFIED	249.	249.
	-----	-----
TOTALS	2,820.	1,294.
	=====	=====

FRANK & PEARL GELBMAN CHARITABLE FDN

20-6609204

FORM 990PF, PART II - OTHER INVESTMENTS
=====

DESCRIPTION -----	COST/ FMV C OR F -----		ENDING BOOK VALUE -----	ENDING FMV -----
INCOME CASH		C	41,298.	41,298.
SCHEDULE ATTACHED		C	7,706,953.	8,683,397.
			-----	-----
TOTALS			7,748,251.	8,724,695.
			=====	=====

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

DESCRIPTION -----	AMOUNT -----
NET INCOME BETWEEN TAX YEARS	251.

TOTAL	251.
	=====

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 62,423.

TOTAL COMPENSATION:

62,423.

=====

FRANK & PEARL GELBMAN CHARITABLE FDN 20-6609204
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

RECIPIENT NAME:
SCHEDULE ATTACHED
AMOUNT OF GRANT PAID 458,500.

TOTAL GRANTS PAID: 458,500.
=====

20-6609204

JSA
0F0971 2 000

FRANK & PEARL GELBMAN CHARITABLE FDN
Schedule D Detail of Long-term Capital Gains and Losses

20-6609204

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT	PURPOSES				
100000. FHLMC 2.15%	01/06/2009	01/13/2010	100,000.00	100,000.00	
.436 SIMON PROPERTY GROUP	05/16/2008	02/11/2010	36.00	44.00	-8.00
1300. ZIMMER HLDGS INC	10/26/2007	03/02/2010	76,632.00	89,573.00	-12,941.00
250000. FNMA 5.4%	08/11/2008	03/09/2010	250,000.00	252,250.00	-2,250.00
600. DARDEN RESTAURANTS	04/04/2007	03/26/2010	26,646.00	24,938.00	1,708.00
1500. DARDEN RESTAURANTS	12/28/2006	04/14/2010	70,379.00	53,278.00	17,101.00
250000. FHLMC 3%	04/15/2009	04/21/2010	250,000.00	251,063.00	-1,063.00
20517.995 HUNTINGTON INTL	02/10/2009	04/29/2010	218,311.00	155,807.00	62,504.00
520. TRANSOCEAN LTD	11/27/2007	05/04/2010	37,555.00	29,341.00	8,214.00
480.319 FRONTIER	05/07/2009	07/09/2010	3,507.00	4,197.00	-690.00
280. UNITED TECHNOLOGIES	04/04/2007	07/15/2010	18,903.00	18,263.00	640.00
100000. FHLMC 3.375%	07/02/2009	07/21/2010	100,000.00	100,420.00	-420.00
2560. VALERO ENERGY	08/06/2009	08/11/2010	43,892.00	83,795.00	-39,903.00
50000. GENERAL DYNAMICS CORP 4.5% 08/15/2010	03/15/2005	08/15/2010	50,000.00	49,999.00	1.00
1660. AMERICAN EXPRESS	08/06/2009	09/22/2010	70,937.00	82,859.00	-11,922.00
122. BEST BUY INC	07/28/2005	10/01/2010	4,867.00	6,342.00	-1,475.00
1621.622 PIMCO HIGH YIELD INSTITUTIONAL FUND	05/01/2008	10/01/2010	15,032.00	15,374.00	-342.00
729.395 TEMPLETON GLOBAL BOND FUND CLASS A	10/26/2007	10/01/2010	10,022.00	8,162.00	1,860.00
2051. VERIZON COMMUNICATIO	08/06/2009	10/06/2010	68,194.00	64,946.00	3,248.00
50000. FHLB 4.25%	02/07/2008	10/08/2010	55,700.00	49,399.00	6,301.00
50000. FHLB 2.5%	10/14/2009	10/15/2010	50,000.00	50,000.00	
50000. MARSHALL & ILSLEY CORP DTD 10/15/04 4% 1	04/08/2005	10/15/2010	50,000.00	48,435.00	1,565.00
1400. UNITED PARCEL SVC	04/04/2007	10/15/2010	93,210.00	105,354.00	-12,144.00
95. UNITED PARCEL SVC INC	08/06/2009	10/26/2010	6,573.00	5,998.00	575.00
1800. PARKER HANNIFIN CORP	08/06/2009	11/05/2010	129,532.00	77,864.00	51,668.00
100000. ARCHER-DANIELS-MID LAND CO 5.87% 11/15/20	10/17/2005	11/15/2010	100,000.00	104,486.00	-4,486.00
50. PARKER HANNIFIN CORP	07/01/2005	12/15/2010	4,298.00	2,078.00	2,220.00
Totals					

USA
060970 2.000

20-6609204

**JSA
0F0970 2.000**

FEDERAL CAPITAL GAIN DIVIDENDS
=====LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

SIMON PROPERTY GROUP INC NEW (REIT)

1,189.00

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS

1,189.00

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS

1,189.00
=====

GAINS AND LOSSES FROM PASS-THRU ENTITIES
=====NET SHORT-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS
AND OTHER FIDUCIARIES

COMMON TRUST FUNDS

-2,965.00

TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)

-2,965.00
=====



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SCHEDULE OF PRINCIPAL ASSETS
AS OF DECEMBER 31, 2010

		COST VALUE	UNIT PRICE	MARKET VALUE	% MKT	EST INCOME	YIELD MKT
CERTIFICATES OF DEPOSIT-OTHER							
50,000	MICHIGAN COMMERCE BANK CD #6000000089 2.78% 07/13/2015	50,000.00	100.00	50,000.00	0.6	1,390	2.8
TOTAL		50,000.00		50,000.00		1,390	2.8
CASH MANAGEMENT FUNDS-TAXABLE							
	HUNTINGTON CONSERVATIVE DEPOSIT ACCOUNT	237,347.62		237,347.62	2.7	712	0.3
TOTAL		237,347.62		237,347.62		712	0.3
CASH MANAGEMENT FUNDS-NON-TAXABLE							
	HUNTINGTON OHIO MUNICIPAL MONEY MARKET FUND II	74,269.40		74,269.40	0.9	32	0.0
TOTAL		74,269.40		74,269.40		32	0.0
HUNTINGTON FUNDS-EQUITY							



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SCHEDULE OF PRINCIPAL ASSETS
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HUNTINGTON FUNDS-EQUITY		COST VALUE	UNIT PRICE	MARKET VALUE	% MKT	EST INCOME	YIELD MKT
47,875.323	HUNTINGTON INTERNATIONAL EQUITY FUND III	399,029.85	11.53	552,002.47	6.4	4,452	0.8
25,320.541	HUNTINGTON SITUS FUND III	366,734.76	20.21	511,728.13	5.9	836	0.2
14,141	HUNTINGTON REAL STRATEGIES FUND III	77,524.02	7.99	112,986.59	1.3	0	
TOTAL		843,288.63		1,176,717.19		5,288	0.4
EXCHANGE TRADED FUNDS - TAXABLE							
500	ISHARES BARCLAYS US TREASURY INFLATION PROTECTED SECURITIES FUND	54,474.95	107.52	53,760.00	0.6	1,347	2.5
TOTAL		54,474.95		53,760.00		1,347	2.5
COMMON TRUST FD-EQUITY							
24,814.196	HUNTINGTON EQUITY PROTECTION STRATEGIC COMMON TRUST FUND	248,379.99	10.19	252,777.50	2.9	0	



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SCHEDULE OF PRINCIPAL ASSETS
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COMMON TRUST FD-EQUITY

TOTAL 248,379.99 252,777.50 0 0.0

U. S. GOVT OBLIGATIONS

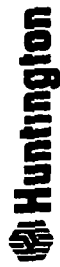
110,190 US TREASURY INFLATIONARY INDEX 108,972.54 108.89 1.4 2,204 1.8
N/B 2% 01/15/2016

TOTAL 108,972.54 119,986.99 2,204 1.8

U. S. GOVT AGENCIES

100,000 FHLMC 2.5% 04/08/2013-2011 100.55 1.2 2,500 2.5
250,000 FHLMC 2% 04/27/2012-2011 100.46 2.9 5,000 2.0
100,000 FFCB 4.35% 06/17/2016-2011 101.84 1.2 4,350 4.3
250,000 FFCB 4.25% 03/30/2020-2011 100.94 2.9 10,625 4.2
150,000 FHLB 1.51% 10/26/2015-2012 96.86 1.7 2,265 1.6
200,000 FHLB 4.25% 03/09/2018 107.96 2.5 8,500 3.9
250,000 FHLB 2.625% 06/24/2013-2011 101.03 2.9 6,563 2.6
100,000 FHLB 2% 09/14/2012 102.37 1.2 2,000 2.0

TOTAL 1,400,160.00 1,422,043.00 41,803 2.9



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SCHEDULE OF PRINCIPAL ASSETS
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CORPORATE OBLIGATIONS

		COST VALUE	UNIT PRICE	MARKET VALUE	% MKT	EST INCOME	YIELD MKT
100,000	JOHN DEERE CAPITAL CORP 2.8% 09/18/2017	100,250.00	97.10	97,102.00	1.1	2,800	2.9
25,000	HSBC FINANCE CORP DTD 05/25/06 5.55% 05/15/2011	25,000.00	101.17	25,292.00	0.3	1,388	5.5
50,000	HERSHEY CO 6.95% 08/15/2012	58,656.50	109.81	54,904.00	0.6	3,475	6.3
50,000	PFIZER INC 6.2% 03/15/2019	52,675.00	117.14	58,568.00	0.7	3,100	5.3
50,000	UNITED TECHNOLOGIES CORP 6.1% 05/15/2012	55,260.00	107.34	53,669.50	0.6	3,050	5.7
125,000	VERIZON WIRELESS INC SERIES 144A PRIV PLACEMENT 3.75% 05/20/2011	124,902.50	101.23	126,532.50	1.5	4,688	3.7
	TOTAL	416,744.00		416,068.00		18,500	4.4

COMMON STOCK

2,770	AT&T INC	108,289.44	29.38	81,382.60	0.9	4,764	5.9
1,105	AIR PRODS & CHEMS INC W/1 RT/SH	81,654.36	90.95	100,499.75	1.2	2,166	2.2
1,330	AMGEN INC	82,394.54	54.90	73,017.00	0.8	0	
500	APACHE CORP	51,887.97	119.23	59,615.00	0.7	300	0.5
3,190	AUTODESK INC W/1 RT/SH	80,056.88	38.20	121,858.00	1.4	28,710	23.6
1,900	BAXTER INTERNATIONAL INC W/1 RT/SH	99,898.48	50.62	96,178.00	1.1	2,356	2.4

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SCHEDULE OF PRINCIPAL ASSETS
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COMMON STOCK

	COST VALUE	UNIT PRICE	MARKET VALUE	% MKT	EST INCOME	YIELD MKT
1,800 BEST BUY COMPANY INC	73,152.12	34.29	61,722.00	0.7	1,080	1.7
3,000 BRISTOL-MYERS SQUIBB CO	66,396.82	26.48	79,440.00	0.9	3,960	5.0
3,820 BROADCOM CORP CL A	106,364.84	43.55	166,361.00	1.9	1,222	0.7
2,010 CARDINAL HEALTH INC	74,533.82	38.31	77,003.10	0.9	1,568	2.0
3,645 CISCO SYSTEMS	68,995.50	20.23	73,738.35	0.8	0	
1,040 COLGATE PALMOLIVE	86,990.39	80.37	83,584.80	1.0	2,205	2.6
1,540 CONOCOPHILLIPS	98,956.35	68.10	104,874.00	1.2	3,388	3.2
2,000 DARDEN RESTAURANTS INC	53,390.47	46.44	92,880.00	1.1	2,560	2.8
2,500 EMC CORP/MASS	42,910.22	22.90	57,250.00	0.7	0	
1,500 EMERSON ELECTRIC CO	81,449.41	57.17	85,755.00	1.0	2,070	2.4
1,260 EXXON MOBIL CORP	88,225.06	73.12	92,131.20	1.1	2,218	2.4
500 FRANKLIN RES INC	52,704.86	111.21	55,605.00	0.6	500	0.9
4,500 GENERAL ELECTRIC CO	133,911.98	18.29	82,305.00	0.9	2,520	3.1
1,200 GENERAL MILLS INC	43,640.97	35.59	42,708.00	0.5	1,344	3.1
545 GOLDMAN SACHS GROUP INC	67,826.35	168.16	91,647.20	1.1	763	0.8
3,150 HOME DEPOT INC	112,060.00	35.06	110,439.00	1.3	2,977	2.7
3,460 INTEL CORP	52,552.77	21.03	72,763.80	0.8	2,180	3.0
2,000 MEDTRONIC INC	92,286.13	37.09	74,180.00	0.9	1,800	2.4
3,330 MICROSOFT CORP	85,723.10	27.91	92,940.30	1.1	2,131	2.3
2,000 MOLSON COORS BREWING CO B	85,738.47	50.19	100,380.00	1.2	2,240	2.2
1,440 NEXTERA ENERGY INC	94,682.48	51.99	74,865.60	0.9	2,880	3.8



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SCHEDULE OF PRINCIPAL ASSETS
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COMMON STOCK

		COST VALUE	UNIT PRICE	MARKET VALUE	% MKT	EST INCOME	YIELD MKT
1,500	NUCOR CORP W/1 RT/SH	81,221.63	43.82	65,730.00	0.8	2,175	3.3
4,610	ORACLE CORPORATION FORMERLY ORACLE SYS CORP W/1 RT/SH	88,048.14	31.30	144,293.00	1.7	922	0.6
970	PEABODY ENERGY CORP W/1 RT/SH	44,443.75	63.98	62,060.60	0.7	330	0.5
1,540	PEPSICO INC	80,423.73	65.33	100,608.20	1.2	2,957	2.9
1,540	SCHLUMBERGER LTD	91,704.50	83.50	128,590.00	1.5	1,294	1.0
1,060	SEMPRA ENERGY	55,249.74	52.48	55,628.80	0.6	1,654	3.0
1,840	STATE STREET CORP	69,526.24	46.34	85,265.60	1.0	74	0.1
1,600	TJX COMPANIES INC	63,205.56	44.39	71,024.00	0.8	960	1.4
4,350	TEXAS INSTRUMENTS INC	84,103.49	32.50	141,375.00	1.6	2,262	1.6
3,300	TEXTRON INC	64,223.00	23.64	78,012.00	0.9	264	0.3
1,030	TRAVELERS COS INC	43,522.58	55.71	57,381.30	0.7	1,483	2.6
1,700	UNITED TECHNOLOGIES CORP	86,501.40	78.72	133,824.00	1.5	2,890	2.2
1,590	WAL-MART STORES INC	78,435.80	53.93	85,748.70	1.0	1,924	2.2
2,730	WELLS FARGO & CO	87,320.75	30.99	84,602.70	1.0	546	0.6
2,380	ACE LIMITED	147,908.19	62.25	148,155.00	1.7	3,142	2.1
1,000	TRANSOCEAN LTD	59,301.75	69.51	69,510.00	0.8	0	
	TOTAL	3,391,814.03		3,816,932.60		100,777	2.6

COMMON STOCK-FOREIGN



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SCHEDULE OF PRINCIPAL ASSETS
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COMMON STOCK-FOREIGN

		COST VALUE	UNIT PRICE	MARKET VALUE	% MKT	EST INCOME	YIELD MKT
1,300	SUNCOR ENERGY INC	40,529.76	38.29	49,777.00	0.6	515	1.0
1,540	TEVA PHARMACEUTICAL -SP ADR	49,908.67	52.13	80,280.20	0.9	1,027	1.3
2,140	VODAFONE GROUP PLC	55,566.60	26.44	56,581.60	0.7	2,791	4.9
1,430	ACCENTURE PLC CL A	69,824.47	48.49	69,340.70	0.8	1,287	1.9
	TOTAL	215,829.50		255,979.50		5,620	2.2

MUTUAL FUNDS FIXED INC-TAXABLE

23,927.687	PIMCO HIGH YIELD FUND - INSTITUTIONAL CLASS	187,587.76	9.30	222,527.49	2.6	17,037	7.7
26,381.38	FRANKLIN TEMPLETON GLOBAL BOND FUND - CLASS A	283,784.68	13.59	358,522.95	4.1	15,301	4.3
	TOTAL	471,372.44		581,050.44		32,338	5.6

OPTIONS

3	APACHE CORP CALL ON 04/2011	1,784.97-	690.00-	2,070.00-	0.0-	0	
10	BEST BUY CO INC CALL ON 01/2011	1,309.98-	1.00-	10.00-	0.0-	0	
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SCHEDULE OF PRINCIPAL ASSETS
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		COST VALUE	UNIT PRICE	MARKET VALUE	% MKT	EST INCOME	YIELD MKT
OPTIONS							
15	BROADCOM CORPORATION CALL ON 02/2011 50	1,484.97-	35.00-	525.00-	0.0-	0	
10	DARDEN RESTAURANTS INC CALL ON 01/2011 50	1,119.98-	11.00-	110.00-	0.0-	0	
TOTAL		5,699.90-		2,715.00-		0	0.0
NOTES & MORTGAGES							
200,000	CREDIT SUISSE GOLD LINKED NOTE - MATURITY 03/26/2013	200,000.00	114.59	229,180.00	2.6	0	
TOTAL		200,000.00		229,180.00		0	0.0
ASSETS							
		7,706,953.20		8,683,397.24	100.0	210,008	2.4
CASH		0.00		0.00		0	
TOTAL		7,706,953.20		8,683,397.24		210,008	



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SCHEDULE OF INCOME ASSETS
AS OF DECEMBER 31, 2010

	COST VALUE	UNIT PRICE	MARKET VALUE	% MKT	EST INCOME	YIELD MKT
CASH MANAGEMENT FUNDS-TAXABLE						
----- HUNTINGTON CONSERVATIVE DEPOSIT ACCOUNT	13,396.57		13,396.57	34.1	40	0.3
TOTAL	13,396.57		13,396.57		40	0.3
CASH MANAGEMENT FUNDS-NON-TAXABLE						
----- HUNTINGTON OHIO MUNICIPAL MONEY MARKET FUND II	25,870.02		25,870.02	65.9	11	0.0
TOTAL	25,870.02		25,870.02		11	0.0
ASSETS	39,266.59		39,266.59	100.0	51	0.1
CASH	2,031.77		2,031.77		0	
TOTAL	41,298.36		41,298.36		51	