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

**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 change

Name of foundation: **FRANK P. MCCANDLESS 8015002106** A Employer identification number: **25-6033691**

Number and street (or P.O. box number if mail is not delivered to street address): **PO BOX 1558 DEPT EA4E86** Room/suite:  B Telephone number (see page 10 of the instructions): **(614) 331-9547**

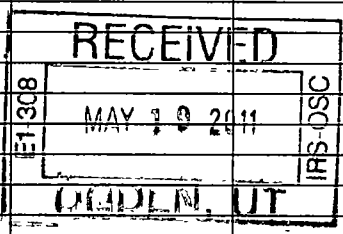
City or town, state, and ZIP code: **COLUMBUS, OH 43216**

H Check type of organization:  Section 501(c)(3) exempt private foundation  
 Section 4947(a)(1) nonexempt charitable trust  Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ **1,141,552.** 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)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	21,512.	21,512.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	47,471.			
	b Gross sales price for all assets on line 6a	336,610.			
	7 Capital gain net income (from Part IV, line 2)		47,471.		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	1,276.			STMT 2	
12 Total. Add lines 1 through 11	70,259.	68,983.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	14,317.	7,158.		7,158.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 3	330.	NONE	NONE	330.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) STMT 4	124.	124.		
	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	14,771.	7,282.	NONE	7,488.
	25 Contributions, gifts, grants paid	143,706.			143,706.
26 Total expenses and disbursements. Add lines 24 and 25	158,477.	7,282.	NONE	151,194.	
27 Subtract line 26 from line 12.					
a Excess of revenue over expenses and disbursements	-88,218.				
b Net investment income (if negative, enter -0-)		61,701.			
c Adjusted net income (if negative, enter -0-)					



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash - non-interest-bearing . . . . .			
	2	Savings and temporary cash investments . . . . .	12,275.	8,869.	8,869.
	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) . . . . .	1,061,731.	976,937.	1,132,683.
	14	Land, buildings, and equipment basis ▶ Less: accumulated depreciation ▶ (attach schedule)			
15	Other assets (describe ▶ )				
16	<b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .	1,074,006.	985,806.	1,141,552.	
Liabilities	17	Accounts payable and accrued expenses . . . . .			
	18	Grants payable . . . . .			
	19	Deferred revenue . . . . .			
	20	Loans from officers, directors, trustees, and other disqualified persons . . . . .			
	21	Mortgages and other notes payable (attach schedule) . . . . .			
	22	Other liabilities (describe ▶ )			
	23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .			
Net Assets or Fund Balances	<b>Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/></b> <b>and complete lines 24 through 26 and lines 30 and 31.</b>				
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/></b>				
	27	Capital stock, trust principal, or current funds . . . . .	1,074,006.	985,806.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .			
	29	Retained earnings, accumulated income, endowment, or other funds . . . . .			
30	<b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	1,074,006.	985,806.		
31	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	1,074,006.	985,806.		

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 1,074,006.
2	Enter amount from Part I, line 27a . . . . .	2 -88,218.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 5 . . . . .	3 18.
4	Add lines 1, 2, and 3 . . . . .	4 985,806.
5	Decreases not included in line 2 (itemize) ▶ . . . . .	5
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6 985,806.

**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) Gains (Col (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) FM 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					
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	47,471.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8. . . . .			3		

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No  
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	36,230.	1,116,827.	0.03244011830
2008	34,498.	1,268,989.	0.02718542084
2007			
2006			
2005			

2 Total of line 1, column (d) . . . . .	2	0.05962553914
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	0.02981276957
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5 . . . . .	4	1,127,524.
5 Multiply line 4 by line 3 . . . . .	5	33,615.
6 Enter 1% of net investment income (1% of Part I, line 27b) . . . . .	6	617.
7 Add lines 5 and 6 . . . . .	7	34,232.
8 Enter qualifying distributions from Part XII, line 4 . . . . . If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.	8	151,194.

**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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .	1	617.
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	617.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . . . .	4	NONE
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .	5	617.
6	Credits/Payments:		
a	2010 estimated tax payments and 2009 overpayment credited to 2010 . . . . .	6a	176.
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	176.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . . . .	8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .	9	441.
10	<b>Overpayment.</b> 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: <b>Credited to 2011 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	11	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8b	X	
9		X
10		X

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 HUNTINGTON NATIONAL BANK Telephone no. (614) 331-9547
Located at PO BOX 1558 DEPT EA4E86, COLUMBUS, OH ZIP + 4 43216
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . . 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 X
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

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

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . . **7b**  Yes  No

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 7		14,317.	-0-	-0-
-----				
-----				
-----				
-----				

**2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."**

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE		NONE	NONE	NONE
-----				
-----				
-----				
-----				

Total number of other employees paid over \$50,000 . . . . . **NONE**

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

**3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE
-----		
-----		
-----		
-----		
-----		
<b>Total number of others receiving over \$50,000 for professional services . . . . .</b>		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	
<b>Total. Add lines 1 through 3 . . . . .</b>	

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	1,139,987.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	4,707.
<b>c</b>	Fair market value of all other assets (see page 25 of the instructions)	<b>1c</b>	NONE
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	1,144,694.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	NONE
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	1,144,694.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	<b>4</b>	17,170.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	1,127,524.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	56,376.

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

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	56,376.
<b>2a</b>	Tax on investment income for 2010 from Part VI, line 5	<b>2a</b>	617.
<b>b</b>	Income tax for 2010. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	617.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	55,759.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	NONE
<b>5</b>	Add lines 3 and 4	<b>5</b>	55,759.
<b>6</b>	Deduction from distributable amount (see page 25 of the instructions)	<b>6</b>	NONE
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	55,759.

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	151,194.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	NONE
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	NONE
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	NONE
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	151,194.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	<b>5</b>	617.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	150,577.

**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
<b>1</b> Distributable amount for 2010 from Part XI, line 7 . . . . .				55,759.
<b>2</b> Undistributed income, if any, as of the end of 2010				
<b>a</b> Enter amount for 2009 only . . . . .			46,587.	
<b>b</b> Total for prior years 20 <u>08</u> , 20 <u>  </u> , 20 <u>  </u>		NONE		
<b>3</b> Excess distributions carryover, if any, to 2010.				
<b>a</b> From 2005 . . . . .	NONE			
<b>b</b> From 2006 . . . . .	NONE			
<b>c</b> From 2007 . . . . .	NONE			
<b>d</b> From 2008 . . . . .	NONE			
<b>e</b> From 2009 . . . . .	NONE			
<b>f</b> Total of lines 3a through e . . . . .	NONE			
<b>4</b> Qualifying distributions for 2010 from Part XII, line 4: ► \$ <u>151,194.</u>				
<b>a</b> Applied to 2009, but not more than line 2a . . . . .			46,587.	
<b>b</b> Applied to undistributed income of prior years (Election required - see page 26 of the instructions) . . . . .		NONE		
<b>c</b> Treated as distributions out of corpus (Election required - see page 26 of the instructions) . . . . .	NONE			
<b>d</b> Applied to 2010 distributable amount . . . . .				55,759.
<b>e</b> Remaining amount distributed out of corpus . . . . .	48,848.			
<b>5</b> Excess distributions carryover applied to 2010 . . . . . (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	48,848.			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .		NONE		
<b>c</b> 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		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions . . . . .		NONE		
<b>e</b> Undistributed income for 2009. Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions . . . . .				
<b>f</b> Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011. . . . .				NONE
<b>7</b> 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			
<b>8</b> Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions) . . . . .	NONE			
<b>9</b> Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a . . . . .	48,848.			
<b>10</b> Analysis of line 9.				
<b>a</b> Excess from 2006 . . . . .	NONE			
<b>b</b> Excess from 2007 . . . . .	NONE			
<b>c</b> Excess from 2008 . . . . .	NONE			
<b>d</b> Excess from 2009 . . . . .	NONE			
<b>e</b> Excess from 2010 . . . . .	48,848.			

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

**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 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)  4942(j)(3) or  4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
<b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test - enter					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .					
<b>c</b> "Support" alternative test - enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii) . . . . .					
<b>(3)</b> Largest amount of support from an exempt organization . . . . .					
<b>(4)</b> Gross investment income . . . . .					

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

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

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

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

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

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

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

**c** Any submission deadlines:

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

**Part XV Supplementary Information (continued)**

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i>  SEE STATEMENT 8				
<b>Total</b> ..... ▶ 3a				143,706.
b <i>Approved for future payment</i>				
<b>Total</b> ..... ▶ 3b				





**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 SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					-118.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					4,887.	
5,000.00		442.087 FEDERATED TOTAL RETURN GOVERNMENT PROPERTY TYPE: SECURITIES 4,916.00					06/18/2009 84.00	03/17/2010
5,000.00		211.596 HUNTINGTON GROWTH FUND III PROPERTY TYPE: SECURITIES 4,475.00					10/20/2008 525.00	03/17/2010
2,000.00		286.123 HUNTINGTON REAL STRATEGIES FUND PROPERTY TYPE: SECURITIES 3,293.00					05/14/2008 -1,293.00	04/09/2010
5,000.00		298.686 HUNTINGTON SITUS FUND III PROPERTY TYPE: SECURITIES 5,364.00					03/24/2008 -364.00	06/18/2010
5,000.00		217.77 HUNTINGTON GROWTH FUND III PROPERTY TYPE: SECURITIES 4,606.00					10/20/2008 394.00	06/18/2010
50,000.00		50000. FHLB 5.51% 07/20/2012 PROPERTY TYPE: SECURITIES 50,000.00					06/29/2007	07/20/2010
790.00		22.024 BLACKROCK US OPPORTUNITIES PORTFOLIO PROPERTY TYPE: SECURITIES 591.00					06/18/2009 199.00	09/14/2010
760.00		59.329 EATON VANCE ATLANTA CAPITAL SMID-PROPERTY TYPE: SECURITIES 591.00					06/18/2009 169.00	09/14/2010
10,560.00		639.612 EATON VANCE LARGE CAP VALUE FUND PROPERTY TYPE: SECURITIES 13,624.00					06/25/2008 -3,064.00	09/14/2010

**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)	
3,260.00		287.732	FEDERATED TOTAL RETURN BOND FUND PROPERTY TYPE: SECURITIES			06/25/2008	09/14/2010	
		3,018.00				242.00		
2,165.00		186.157	FEDERATED TOTAL RETURN GOVERNMENT PROPERTY TYPE: SECURITIES			06/18/2009	09/14/2010	
		2,070.00				95.00		
6,220.00		446.198	HUNTINGTON MID CORP AMERICA FD I PROPERTY TYPE: SECURITIES			10/20/2008	09/14/2010	
		4,806.00				1,414.00		
3,460.00		323.667	HUNTINGTON INTL EQUITY FUND III PROPERTY TYPE: SECURITIES			06/25/2008	09/14/2010	
		4,493.00				-1,033.00		
3,380.00		204.724	HUNTINGTON SITUS FUND III PROPERTY TYPE: SECURITIES			03/24/2008	09/14/2010	
		3,677.00				-297.00		
935.00		138.519	HUNTINGTON REAL STRATEGIES FUND PROPERTY TYPE: SECURITIES			05/14/2008	09/14/2010	
		1,594.00				-659.00		
2,315.00		114.434	JANUS PERKINS MID CAP VALUE FUND PROPERTY TYPE: SECURITIES			03/24/2008	09/14/2010	
		2,480.00				-165.00		
2,200.00		237.581	HUNTINGTON MORTGAGE SECURITIES F PROPERTY TYPE: SECURITIES			08/25/2009	09/14/2010	
		2,107.00				93.00		
19,700.00		839.012	HUNTINGTON GROWTH FUND III PROPERTY TYPE: SECURITIES			10/20/2008	09/14/2010	
		17,745.00				1,955.00		
5,500.00		477.845	PIMCO TOTAL RETURN FUND INSTL CL PROPERTY TYPE: SECURITIES			03/28/2008	09/14/2010	
		5,209.00				291.00		
1,325.00		50.534	THORNBURG INTERNATIONAL VALUE - I PROPERTY TYPE: SECURITIES			08/25/2009	09/14/2010	
		1,198.00				127.00		

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
10,000.00		601.685 EATON VANCE LARGE CAP VALUE FUND PROPERTY TYPE: SECURITIES 12,816.00				06/25/2008	09/22/2010	
						-2,816.00		
10,000.00		707.714 HUNTINGTON MID CORP AMERICA FD I PROPERTY TYPE: SECURITIES 7,622.00				10/20/2008	09/22/2010	
						2,378.00		
5,000.00		462.963 HUNTINGTON INTL EQUITY FUND III PROPERTY TYPE: SECURITIES 6,426.00				06/25/2008	09/22/2010	
						-1,426.00		
10,000.00		600.962 HUNTINGTON SITUS FUND III PROPERTY TYPE: SECURITIES 10,793.00				03/24/2008	09/22/2010	
						-793.00		
5,000.00		208.681 HUNTINGTON GROWTH FUND III PROPERTY TYPE: SECURITIES 4,261.00				01/22/2009	09/22/2010	
						739.00		
22,000.00		1242.938 EATON VANCE LARGE CAP VALUE FUN PROPERTY TYPE: SECURITIES 17,696.00				01/22/2009	12/06/2010	
						4,304.00		
41,450.00		1390.473 AMERICAN GROWTH FUND OF AMERICA PROPERTY TYPE: SECURITIES 25,785.00				10/31/2002	12/06/2010	
						15,665.00		
3,400.00		152.878 MFS VALUE FUND - CLASS I PROPERTY TYPE: SECURITIES 2,729.00				06/18/2009	12/06/2010	
						671.00		
9,930.00		390.637 HUNTINGTON GROWTH FUND III PROPERTY TYPE: SECURITIES 7,246.00				01/22/2009	12/06/2010	
						2,684.00		
48,217.00		2713.397 EATON VANCE LARGE CAP VALUE FUN PROPERTY TYPE: SECURITIES 35,858.00				02/06/2009	12/08/2010	
						12,359.00		
15,010.00		503.356 AMERICAN GROWTH FUND OF AMERICA PROPERTY TYPE: SECURITIES 9,334.00				10/31/2002	12/08/2010	
						5,676.00		

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
9,953.00		394.011					01/22/2009	12/08/2010
		HUNTINGTON GROWTH FUND III PROPERTY TYPE: SECURITIES						
		7,309.00					2,644.00	
1,311.00		25.					12/06/2010	12/08/2010
		UNITED STATES STEEL CORP NEW PROPERTY TYPE: SECURITIES						
		1,315.00					-4.00	
6,000.00		379.987					10/20/2008	12/09/2010
		HUNTINGTON MID CORP AMERICA FD I PROPERTY TYPE: SECURITIES						
		4,092.00					1,908.00	
TOTAL GAIN (LOSS) .....							47,471.	
							=====	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
BECTON DICKINSON AND CO.	10.	10.
BLACKROCK US OPPORTUNITIES PORTFOLIO - I	95.	95.
DISCOVER BANK GREENWOOD DE CD DTD 03/07/	2,575.	2,575.
EATON VANCE ATLANTA CAPITAL SMID-CAP FUN	24.	24.
EATON VANCE LARGE CAP VALUE FUND - CLASS	1,860.	1,860.
FHLB 5.51% 07/20/2012	2,755.	2,755.
FEDERATED TOTAL RETURN BOND FUND - INSTI	2,420.	2,420.
FEDERATED TOTAL RETURN GOVERNMENT BOND F	666.	666.
FIDELITY ADVISOR NEW INSIGHTS FUND - CL	15.	15.
FREEMORT MCMORAN COPPER & GOLD	50.	50.
AMERICAN GROWTH FUND OF AMERICA - CLASS	1,819.	1,819.
HUNTINGTON MID CORP AMERICA FD III	42.	42.
HUNTINGTON DIVIDEND CAPTURE FUND I	113.	113.
HUNTINGTON INTL EQUITY FUND III	473.	473.
HUNTINGTON REAL STRATEGIES FUND III	81.	81.
JANUS PERKINS MID CAP VALUE FUND - CLASS	270.	270.
MFS VALUE FUND - CLASS I	332.	332.
HUNTINGTON MORTGAGE SECURITIES FUND I	1,211.	1,211.
HUNTINGTON INCOME EQUITY FUND I	86.	86.
HUNTINGTON CONSERVATIVE DEPOSIT ACCOUNT	146.	146.
OPPENHEIMER DEVELOPING MARKETS FUND - CL	41.	41.
PIMCO LOW DURATION INSTITUTIONAL	162.	162.
PIMCO TOTAL RETURN FUND INSTL CLASS	5,700.	5,700.
RIDGEWORTH MID CAP VALUE EQUITY FUND - C	249.	249.
ROYCE SPECIAL EQUITY FUND	17.	17.
THORNBURG INTERNATIONAL VALUE - I SHARES	272.	272.
HUNTINGTON EQUITY PROTECTION STRATEGIC C	28.	28.
TOTAL	21,512.	21,512.

FORM 990PF, PART I - OTHER INCOME

=====

DESCRIPTION

-----

REVENUE  
AND  
EXPENSES  
PER BOOKS

-----

TOTALS

1,276.

-----  
=====

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)	330.			330.
TOTALS	330.	NONE	NONE	330.

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES ON QUALIFIED FOR	124.	124.
TOTALS	124.	124.
	=====	=====

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

=====

DESCRIPTION

AMOUNT

-----

-----

ACCRUAL ADJUSTMENTS

18.

-----

TOTAL

18.

=====

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

PA

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

OFFICER NAME:

HUNTINGTON NATIONAL BANK

ADDRESS:

PO BOX 1558 DEPT EA4E86

COLUMBUS, OH 43216

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 4

COMPENSATION ..... 14,317.

TOTAL COMPENSATION: 14,317.

=====

RECIPIENT NAME:  
PORTIUNCULA FOUNDATION  
C/O SISTER MARLENE KLINE  
ADDRESS:  
146 HAWTHORNE ROAD  
PITTSBURGH, PA 15209  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
501C3  
AMOUNT OF GRANT PAID ..... 71,853.

RECIPIENT NAME:  
JAMESON MEMORIAL HOSPITAL  
ATTN: JAMES AUBEL  
ADDRESS:  
1211 WILMINGTON AVENUE  
NEW CASTLE, PA 16105  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
501C3  
AMOUNT OF GRANT PAID ..... 71,853.

TOTAL GRANTS PAID: 143,706.  
=====



FRANK P. MCCANDLESS 8015002106  
 Schedule D Detail of Long-term Capital Gains and Losses

25-6033691

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT					
211.596 HUNTINGTON GROWTH	10/20/2008	03/17/2010	5,000.00	4,475.00	525.00
286.123 HUNTINGTON REAL					
STRATEGIES FUND III	05/14/2008	04/09/2010	2,000.00	3,293.00	-1,293.00
298.686 HUNTINGTON SITUS	03/24/2008	06/18/2010	5,000.00	5,364.00	-364.00
217.77 HUNTINGTON GROWTH	10/20/2008	06/18/2010	5,000.00	4,606.00	394.00
50000. FHLB 5.51%	06/29/2007	07/20/2010	50,000.00	50,000.00	
22.024 BLACKROCK US					
OPPORTUNITIES PORTFOLIO - I	06/18/2009	09/14/2010	790.00	591.00	199.00
59.329 EATON VANCE ATLANTA					
CAPITAL SMID-CAP FUN	06/18/2009	09/14/2010	760.00	591.00	169.00
639.612 EATON VANCE LARGE					
CAP VALUE FUND - CLASS	06/25/2008	09/14/2010	10,560.00	13,624.00	-3,064.00
287.732 FEDERATED TOTAL					
RETURN BOND FUND - INSTI	06/25/2008	09/14/2010	3,260.00	3,018.00	242.00
186.157 FEDERATED TOTAL					
RETURN GOVERNMENT BOND FUND - INSTI	06/25/2008	09/14/2010	2,165.00	2,070.00	95.00
446.198 HUNTINGTON MID					
CORP AMERICA FD III	10/20/2008	09/14/2010	6,220.00	4,806.00	1,414.00
323.667 HUNTINGTON INTL	06/25/2008	09/14/2010	3,460.00	4,493.00	-1,033.00
204.724 HUNTINGTON SITUS	03/24/2008	09/14/2010	3,380.00	3,677.00	-297.00
138.519 HUNTINGTON REAL					
STRATEGIES FUND III	05/14/2008	09/14/2010	935.00	1,594.00	-659.00
114.434 JANUS PERKINS MID					
CAP VALUE FUND - CLASS	03/24/2008	09/14/2010	2,315.00	2,480.00	-165.00
237.581 HUNTINGTON					
MORTGAGE SECURITIES FUND I	08/25/2009	09/14/2010	2,200.00	2,107.00	93.00
839.012 HUNTINGTON GROWTH	10/20/2008	09/14/2010	19,700.00	17,745.00	1,955.00
477.845 PIMCO TOTAL RETURN					
FUND INSTL CLASS	03/28/2008	09/14/2010	5,500.00	5,209.00	291.00
50.534 THORNBURG					
INTERNATIONAL VALUE - I SHARES	08/25/2009	09/14/2010	1,325.00	1,198.00	127.00
601.685 EATON VANCE LARGE					
<b>Totals</b>					
CAP VALUE FUND - CLASS					

ISA  
090970 2 000



FEDERAL CAPITAL GAIN DIVIDENDS

=====

LONG-TERM CAPITAL GAIN DIVIDENDS

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15% RATE CAPITAL GAIN DIVIDENDS

BLACKROCK US OPPORTUNITIES PORTFOLIO - I	122.00
EATON VANCE ATLANTA CAPITAL SMID-CAP FUN	50.00
FEDERATED TOTAL RETURN GOVERNMENT BOND FUND -	170.00
FIDELITY ADVISOR SMALL CAP GROWTH FUND -	164.00
HUNTINGTON MID CORP AMERICA FD III	3,029.00
PIMCO LOW DURATION INSTITUTIONAL	15.00
PIMCO TOTAL RETURN FUND INSTL CLASS	1,305.00
RIDGEWORTH MID CAP VALUE EQUITY FUND - C	32.00

-----

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS 4,887.00

-----

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS 4,887.00

=====

GAINS AND LOSSES FROM PASS-THRU ENTITIES  
=====

NET SHORT-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS  
AND OTHER FIDUCIARIES

COMMON TRUST FUNDS -118.00

-----

TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)

-----  
-118.00  
=====



**THE HUNTINGTON**  
Asset Details

Run on 4/28/2011 1:51:21 PM

As of 12/31/2010

Combined Portfolios

Settlement Date Basis

Account: **8015002106**  
**FRANK P. MCCANDLESS**

Administrator: **DIANA NEEL @ 724-561-1019**Investment Officer: **JOE SNIEZEK @ 724-598-8407**Investment Authority: **Sole**Investment Objective: **BALANCED GROWTH**Lot Select Method: **FIFO**Sort By: **CUSIP**

Ticker	CUSIP/ Description	Units	Price	Tax Cost	Book Value	Market Value	Unrealized Gain/Loss	% of Portfolio	Est. Yield Income	Yield	Pricing Date
	CASH								0.00		
<u>AXP</u>	025816109 AMERICAN EXPRESS	<u>50.000000</u>	42.920	2,255.50	2,255.50	2,146	110-	0.19	36	1.68	12/31/2010
<u>APA</u>	037411105 APACHE CORP	<u>50.000000</u>	119.230	5,730.75	5,730.75	5,962	231	0.52	30	0.50	12/31/2010
<u>AAPL</u>	037833100 APPLE INC	<u>50.000000</u>	322.560	15,959.00	15,959.00	16,128	169	1.41		0.00	12/31/2010
<u>ADP</u>	053015103 AUTOMATIC DATA PROCESSING	<u>50.000000</u>	46.280	2,325.25	2,325.25	2,314	11-	0.20	72	3.11	12/31/2010
<u>AVP</u>	054303102 AVON PRODUCTS INC W/1 RT/SH	<u>50.000000</u>	29.060	1,470.75	1,470.75	1,453	18-	0.13	44	3.03	12/31/2010
<u>BDX</u>	075887109 BECTON DICKINSON	<u>50.000000</u>	84.520	4,069.00	4,069.00	4,226	157	0.37	82	1.94	12/31/2010
<u>BMCIX</u>	091929760 BLACKROCK US OPPORTUNITIES PORTFOLIO - INSTITUTIONAL	<u>318.686000</u>	41.270	10,125.73	10,125.73	13,152	3,026	1.15	22	0.16	12/31/2010
<u>BMJ</u>	110122108 BRISTOL-MYERS SQUIBB CO	<u>50.000000</u>	26.480	1,296.13	1,296.13	1,324	28	0.12	66	4.98	12/31/2010
<u>CAT</u>	149123101 CATERPILLAR INC	<u>50.000000</u>	93.660	4,480.00	4,480.00	4,683	203	0.41	88	1.88	12/31/2010
<u>CTL</u>	156700106 CENTURYLINK INC	<u>50.000000</u>	46.170	2,175.00	2,175.00	2,309	134	0.20	145	6.28	12/31/2010
<u>CVX</u>	166764100 CHEVRON CORPORATION	<u>50.000000</u>	91.250	4,274.75	4,274.75	4,563	288	0.40	144	3.16	12/31/2010
<u>CB</u>	171232101 CHUBB CORP W/1 RT/SH	<u>50.000000</u>	59.640	2,941.75	2,941.75	2,982	40	0.26	74	2.48	12/31/2010

<u>COP</u>	20825C104 CONOCOPHILLIPS	<u>50.000000</u>	68.100	3,219.25	3,219.25	3,405	186	0.30	110	3.23	12/31/2010
<u>DCBG11</u>	25467RJT1 DISCOVER BANK GREENWOOD DE CD DTD 03/07/07 5.15% 03/07/2011	<u>50,000.000000</u>	100.790	50,000.00	50,000.00	50,395	395	4.41	2,575	5.11	12/31/2010
<u>EMC</u>	268648102 EMC CORP/MASS	<u>50.000000</u>	22.900	1,100.50	1,100.50	1,145	45	0.10		0.00	12/31/2010
<u>EMN</u>	277432100 EASTMAN CHEMICAL CO	<u>50 000000</u>	84.080	4,118.25	4,118.25	4,204	86	0.37	94	2.24	12/31/2010
<u>EISMX</u>	277902698 EATON VANCE ATLANTA CAPITAL SMID-CAP FUND - CLASS I	<u>835.193000</u>	15.260	9,482.74	9,482.74	12,745	3,262	1.12		0.00	12/31/2010
<u>EILVX</u>	277905642 EATON VANCE LARGE CAP VALUE FUND - CLASS I	<u>4,380.002000</u>	18.270	60,006.03	60,006.03	80,023	20,017	7.01	999	1.25	12/31/2010
<u>EMR</u>	291011104 EMERSON ELECTRIC CO	<u>50.000000</u>	57.170	2,833.75	2,833.75	2,859	25	0.25	69	2.41	12/31/2010
<u>XOM</u>	30231G102 EXXON MOBIL CORP	<u>50.000000</u>	73.120	3,580.75	3,580.75	3,656	75	0.32	88	2.41	12/31/2010
<u>FTRBX</u>	31428Q101 FEDERATED TOTAL RETURN BOND FUND - INSTITUTIONAL SHARES	<u>4,553.700000</u>	11.150	46,981.69	46,981.69	50,774	3,792	4.45	2,245	4.42	12/31/2010
<u>FTRGX</u>	31429A105 FEDERATED TOTAL RETURN GOVERNMENT BOND FUND - INSTITUTIONAL CLASS	<u>1,860.352000</u>	11.320	20,761.08	20,761.08	21,059	298	1.84	593	2.82	12/31/2010
<u>FSCIX</u>	315805655 FIDELITY ADVISOR SMALL CAP GROWTH FUND - CLASS I	<u>215.912000</u>	26.350	5,163.52	5,163.52	5,689	526	0.50	22	0.39	12/31/2010
<u>FINSX</u>	316071604 FIDELITY ADVISOR NEW INSIGHTS FUND - CLASS I	<u>274.873000</u>	20.140	5,015.07	5,015.07	5,536	521	0.48	4	0.07	12/31/2010
<u>FCX</u>	35671D857 FREEPORT- MCMORAN C & G W/1 RT/SH	<u>50.000000</u>	120.090	5,459.75	5,459.75	6,005	545	0.53	100	1.67	12/31/2010
<u>GIS</u>	370334104	<u>50.000000</u>	35.590	1,770.50	1,770.50	1,780	9	0.16	56	3.15	12/31/2010

GENERAL MILLS INC											
<u>GPC</u>	372460105 GENUINE PARTS CO W/1 RT/SH	<u>50.000000</u>	51.340	2,541.00	2,541.00	2,567	26	0.22	82	3.19	12/31/2010
<u>GS</u>	38141G104 GOLDMAN SACHS GROUP INC	<u>50.000000</u>	168.160	8,167.75	8,167.75	8,408	240	0.74	70	0.83	12/31/2010
<u>GFAFX</u>	399874403 AMERICAN GROWTH FUND OF AMERICA - CLASS F-1	<u>7,391.460000</u>	30.240	173,146.12	173,146.12	223,518	50,372	19.58	1,818	0.81	12/31/2010
<u>HCAF3</u>	444993307 HUNTINGTON MID CORP AMERICA FUND III	<u>6,083.973000</u>	15.630	58,479.91	58,479.91	95,093	36,613	8.33	43	0.04	12/31/2010
<u>HDCF1</u>	444995104 HUNTINGTON DIVIDEND CAPTURE FUND I	<u>622.665000</u>	8.690	5,000.00	5,000.00	5,411	411	0.47	194	3.59	12/31/2010
<u>HIF3</u>	444998306 HUNTINGTON INTERNATIONAL EQUITY FUND III	<u>4,197.335000</u>	11.530	40,081.58	40,081.58	48,395	8,314	4.24	390	0.81	12/31/2010
<u>HSSF3</u>	446990301 HUNTINGTON SITUS FUND III	<u>2,629.887000</u>	20.210	47,232.76	47,232.76	53,150	5,917	4.66	87	0.16	12/31/2010
<u>HRSF3</u>	446990707 HUNTINGTON REAL STRATEGIES FUND III	<u>2,008.025000</u>	7.990	23,112.37	23,112.37	16,044	7,068-	1.41		0.00	12/31/2010
<u>ITW</u>	452308109 ILLINOIS TOOL WORKS	<u>50.000000</u>	53.400	2,518.50	2,518.50	2,670	152	0.23	68	2.55	12/31/2010
<u>JBL</u>	466313103 JABIL CIRCUIT INC	<u>50.000000</u>	20.090	837.75	837.75	1,005	167	0.09	14	1.39	12/31/2010
<u>JMVAX</u>	47103C241 JANUS PERKINS MID CAP VALUE FUND - CLASS I	<u>1,342.251000</u>	22.570	28,609.76	28,609.76	30,295	1,685	2.65	270	0.89	12/31/2010
<u>KMB</u>	494368103 KIMBERLY-CLARK CORP	<u>50.000000</u>	63.040	3,091.75	3,091.75	3,152	60	0.28	132	4.19	12/31/2010
<u>KFT</u>	50075N104 KRAFT FOODS INC	<u>50.000000</u>	31.510	1,529.13	1,529.13	1,576	46	0.14	58	3.68	12/31/2010
<u>MEIIX</u>	552983694 MFS VALUE FUND - CLASS I	<u>875.451000</u>	22.910	17,771.13	17,771.13	20,057	2,285	1.76	312	1.55	12/31/2010
<u>MCD</u>	580135101 MCDONALDS CORP	<u>50.000000</u>	76.760	3,962.75	3,962.75	3,838	125-	0.34	122	3.18	12/31/2010

<u>MDT</u>	585055106 MEDTRONIC INC	<u>50.000000</u>	37.090	1,720.75	1,720.75	1,855	134	0.16	45	2.43	12/31/2010
<u>HMSF1</u>	607998408 HUNTINGTON MORTGAGE SECURITIES FUND I	<u>3,692.019000</u>	9.100	32,892.66	32,892.66	33,597	705	2.94	1,209	3.60	12/31/2010
<u>TAP</u>	60871R209 MOLSON COORS BREWING CO B	<u>50.000000</u>	50.190	2,465.50	2,465.50	2,510	44	0.22	56	2.23	12/31/2010
<u>HIEF1</u>	608990107 HUNTINGTON INCOME EQUITY FUND I	<u>528.541000</u>	20.280	10,000.00	10,000.00	10,719	719	0.94	319	2.97	12/31/2010
<u>HGF3</u>	608991303 HUNTINGTON GROWTH FUND III	<u>1,852.151000</u>	25.540	34,357.40	34,357.40	47,304	12,947	4.14	4	0.01	12/31/2010
<u>HCDA</u>	608993853 HUNTINGTON CONSERVATIVE DEPOSIT ACCOUNT			8,869.30	8,869.30	8,869		0.78	22	0.25	01/01/1901
<u>NKE</u>	654106103 NIKE INC CL B	<u>50.000000</u>	85.420	4,370.99	4,370.99	4,271	100-	0.37	62	1.45	12/31/2010
<u>NOC</u>	666807102 NORTHROP GRUMMAN CORP W/1 RT/SH	<u>50.000000</u>	64.780	3,207.25	3,207.25	3,239	32	0.28	94	2.90	12/31/2010
<u>ODVYX</u>	683974505 OPPENHEIMER DEVELOPING MARKETS FUND - CLASS Y	<u>228.676000</u>	36.070	6,500.00	6,500.00	8,248	1,748	0.72	33	0.40	12/31/2010
<u>PTLX</u>	693390304 PIMCO LOW DURATION FUND - INSTITUTIONAL CLASS	<u>488.211000</u>	10.390	5,091.34	5,091.34	5,073	19-	0.44	103	2.03	12/31/2010
<u>PTTRX</u>	693390700 PIMCO TOTAL RETURN FUND - INSTITUTIONAL CLASS	<u>8,099.996000</u>	10.850	86,659.38	86,659.38	87,885	1,226	7.70	2,851	3.24	12/31/2010
<u>PH</u>	701094104 PARKER HANNIFIN CORP	<u>50.000000</u>	86.300	4,261.75	4,261.75	4,315	53	0.38	58	1.34	12/31/2010
<u>PEP</u>	713448108 PEPSICO INC	<u>50.000000</u>	65.330	3,241.50	3,241.50	3,267	25	0.29	96	2.94	12/31/2010
<u>PX</u>	74005P104 PRAXAIR INC	<u>50.000000</u>	95.470	4,682.99	4,682.99	4,774	91	0.42	90	1.89	12/31/2010
<u>PG</u>	742718109	<u>50.000000</u>	64.330	3,120.00	3,120.00	3,217	97	0.28	96	3.00	12/31/2010

PROCTER & GAMBLE CO											
<u>STR</u>	748356102 QUESTAR CORP	<u>50.000000</u>	17.410	896.50	896.50	871	26-	0.08	28	3.22	12/31/2010
<u>SMVTX</u>	76628R615 RIDGEMOUTH MID CAP VALUE EQUITY FUND - CLASS I	<u>372.228000</u>	11.870	4,257.79	4,257.79	4,418	161	0.39	26	0.59	12/31/2010
<u>RYSEX</u>	780905782 ROYCE SPECIAL EQUITY FUND	<u>277.469000</u>	20.870	5,000.00	5,000.00	5,791	791	0.51	17	0.30	12/31/2010
<u>SRE</u>	816851109 SEMPRA ENERGY	<u>50.000000</u>	52.480	2,549.25	2,549.25	2,624	75	0.23	78	2.97	12/31/2010
<u>SPG</u>	828806109 SIMON PROPERTY GROUP INC	<u>50.000000</u>	99.490	5,045.25	5,045.25	4,975	71-	0.44	160	3.22	12/31/2010
<u>SU</u>	867224107 SUNCOR ENERGY INC	<u>50.000000</u>	38.290	1,792.75	1,792.75	1,915	122	0.17	20	1.03	12/31/2010
<u>TEVA</u>	881624209 TEVA PHARMACEUTICAL -SP ADR	<u>50.000000</u>	52.130	2,448.50	2,448.50	2,607	158	0.23	33	1.28	12/31/2010
<u>TXN</u>	882508104 TEXAS INSTRUMENTS INC	<u>50.000000</u>	32.500	1,663.50	1,663.50	1,625	39-	0.14	26	1.60	12/31/2010
<u>TGVIX</u>	885215566 THORNBURG INTERNATIONAL VALUE - I SHARES	<u>878.729000</u>	28.640	21,802.34	21,802.34	25,167	3,364	2.20	250	0.99	12/31/2010
<u>MMM</u>	88579Y101 3M CO	<u>50.000000</u>	86.300	4,288.75	4,288.75	4,315	26	0.38	105	2.43	12/31/2010
<u>UNP</u>	907818108 UNION PACIFIC CORP	<u>50.000000</u>	92.660	4,681.50	4,681.50	4,633	49-	0.40	76	1.64	12/31/2010
<u>UTX</u>	913017109 UNITED TECHNOLOGIES CORP	<u>50.000000</u>	78.720	3,919.25	3,919.25	3,936	17	0.34	85	2.16	12/31/2010
<u>VZ</u>	92343V104 VERIZON COMMUNICATIONS	<u>50.000000</u>	35.780	1,655.00	1,655.00	1,789	134	0.16	98	5.45	12/31/2010
<u>VOD</u>	92857W209 VODAFONE GROUP PLC	<u>50.000000</u>	26.440	1,303.00	1,303.00	1,322	19	0.12	65	4.93	12/31/2010
<u>WMT</u>	931142103 WAL-MART STORES INC	<u>50.000000</u>	53.930	2,739.75	2,739.75	2,697	43-	0.24	61	2.24	12/31/2010
<u>YUM</u>	988498101	<u>50.000000</u>	49.050	2,505.75	2,505.75	2,453	53-	0.21	50	2.04	12/31/2010

YUM BRANDS INC											
<u>ACN</u>	G1151C101 ACCENTURE PLC CL A	<u>50.000000</u>	48.490	2,240.25	2,240.25	2,425	184	0.21	45	1.86	12/31/2010
<u>ACE</u>	H0023R105 ACE LIMITED	<u>50.000000</u>	62.250	2,962.25	2,962.25	3,113	150	0.27	66	2.12	12/31/2010
<u>HEPS</u>	MS0309307 HUNTINGTON EQUITY PROTECTION STRATEGIC COMMON TRUST FUND	<u>986.917000</u>	10.182	9,935.57	9,935.57	10,049	113	0.88		0.00	12/31/2010
Total Portfolio				985,806.51	985,806.51	1,141,552	155,746	100.00	17,844	1.56	