Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2010

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: BUDD ORPHANS' HOME T/U/A 8015002507

A Employer identification number: 25-6136848

Number and street (or P O box number if mail is not delivered to street address): 650 CORPORATION STREET

Room/suite:

B Telephone number (see page 10 of the instructions): (614) 333-9547

City or town, state, and ZIP code: BEAVER, PA 15009

C If exemption application is pending, check here ▶ [ ]
D 1 Foreign organizations, check here ▶ [ ]
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]
E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

H Check type of organization: [ ] Section 501(c)(3) exempt private foundation
[X] 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)* ▶ $ 1,596,368.

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions).)*

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc, received (attach schedule)				
	2	Check ▶ [ ] if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	46,663.	46,506.		STMT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	18,101.			
	b	Gross sales price for all assets on line 6a 237,877.				
	7	Capital gain net income (from Part IV, line 2)		18,101.		
	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)	220.			STMT 4
	12	Total. Add lines 1 through 11	64,984.	64,607.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	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 5	330.	NONE	NONE	330.
	c	Other professional fees (attach schedule) STMT 6	15,195.	15,195.		
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions) STMT 7	710.	157.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings		NONE	NONE	
	22	Printing and publications		NONE	NONE	
	23	Other expenses (attach schedule)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	16,235.	15,352.	NONE	330.
	25	Contributions, gifts, grants paid	76,824.			76,824.
	26	Total expenses and disbursements Add lines 24 and 25	93,059.	15,352.	NONE	77,154.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-28,075.			
	b	**Net investment income** (if negative, enter -0-)		49,255.		
	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	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing	68,258.		
	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 8	1,241,170.	1,274,536.	1,596,368.
	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)	1,309,428.	1,274,536.	1,596,368.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ X			
	27 Capital stock, trust principal, or current funds	1,309,428.	1,274,536.	
	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)	1,309,428.	1,274,536.	
	31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	1,309,428.	1,274,536.	

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	1,309,428.
2	Enter amount from Part I, line 27a	2	-28,075.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	222.
4	Add lines 1, 2, and 3	4	1,281,575.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 10	5	7,039.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,274,536.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo., day, yr)
1a	SEE PART IV DETAIL			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col (k), but not less than -0-) or Losses (from col. (h))
	(i) F M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col (j), if any	
a				
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	18,101.
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	90,391.	1,322,553.	0.06834584323
2008	86,728.	1,593,609.	0.05442238341
2007	90,425.	1,805,764.	0.05007575741
2006	87,884.	1,774,030.	0.04953918479
2005	88,668.	1,766,375.	0.05019772132

2 Total of line 1, column (d)	2	0.27258089016
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	0.05451617803
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	1,464,323.
5 Multiply line 4 by line 3	5	79,829.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	493.
7 Add lines 5 and 6	7	80,322.
8 Enter qualifying distributions from Part XII, line 4	8	77,154.

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	985.
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	985.
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	985.
6	Credits/Payments		
a	2010 estimated tax payments and 2009 overpayment credited to 2010 — 6a: 408.		
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	408.
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	577.
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** ▶ NONE Refunded ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶$ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ STMT 11			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ HUNTINGTON BANK Telephone no ▶ (614)333-9547

Located at ▶ P.O. BOX 1558 DEPT EA4E86, COLUMBUS, OH ZIP + 4 ▶ 43216

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
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		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.

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 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 ☒ 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 ☒ 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

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

5a During the year did the foundation pay or incur any amount to:			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions)	☐ Yes ☒ No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?		5b	
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes ☐ No		
If "Yes," attach the statement required by Regulations section 53 4945-5(d)			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X (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	

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 12		-0-	-0-	-0-

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

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

Total number of other employees paid over $50,000 ▶ NONE

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over $50,000 for professional services ▶		NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 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 ▶	

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	1,486,622.
b	Average of monthly cash balances	1b	NONE
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	1,486,622.
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	1,486,622.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	22,299.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,464,323.
6	**Minimum investment return.** Enter 5% of line 5	6	73,216.

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	73,216.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	985.		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	985.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	72,231.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	72,231.
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	72,231.

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	77,154.
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	77,154.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	77,154.

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					72,231.
2 Undistributed income, if any, as of the end of 2010					
a Enter amount for 2009 only				NONE	
b Total for prior years 20 08 ,20 ___ ,20 ___			NONE		
3 Excess distributions carryover, if any, to 2010					
a From 2005	2,497.				
b From 2006	1,653.				
c From 2007	1,519.				
d From 2008	7,507.				
e From 2009	25,075.				
f **Total** of lines 3a through e		38,251.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 77,154.					
a Applied to 2009, but not more than line 2a				NONE	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)			NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)		NONE			
d Applied to 2010 distributable amount					72,231.
e Remaining amount distributed out of corpus		4,923.			
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		43,174.			
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				NONE	
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)		2,497.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a		40,677.			
10 Analysis of line 9.					
a Excess from 2006	1,653.				
b Excess from 2007	1,519.				
c Excess from 2008	7,507.				
d Excess from 2009	25,075.				
e Excess from 2010	4,923.				

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)

	Tax year	Prior 3 years			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
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 ▶ [X] 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 13				
Total . . . . ▶ 3a				76,824.
b *Approved for future payment*				
Total . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	46,663.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	18,101.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b			14	220.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				64,984.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . 13 64,984.

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

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions.)
	NOT APPLICABLE

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of.			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions.			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

Vice President 05/03/2011 Secretary

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JEFF MASLANICH		05/03/2011		P00390783

Firm's name ▶ THOMSON REUTERS (TAX & ACCOUNTING) Firm's EIN ▶ 75-1297386

Firm's address ▶ 6135 TRUST DRIVE, STE 118 HOLLAND, OH 43528 Phone no. 419-861-2300

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					2,364.	
		302.297 HUNTINGTON SITUS FUND III PROPERTY TYPE: SECURITIES					06/05/2008	01/08/2010
5,000.00		5,958.00					-958.00	
		300. BANK AMER CORP COM PROPERTY TYPE: SECURITIES					01/16/1996	01/21/2010
4,626.00		4,078.00					548.00	
		100. EXXON MOBIL CORP COM PROPERTY TYPE: SECURITIES					12/03/1997	01/21/2010
6,677.00		3,102.00					3,575.00	
		100. SCHLUMBERGER LTD. PROPERTY TYPE: SECURITIES					12/03/1998	01/21/2010
6,832.00		1,879.00					4,953.00	
		110. WELLS FARGO & CO NEW PROPERTY TYPE: SECURITIES					12/12/2007	01/21/2010
3,097.00		3,312.00					-215.00	
		50000. SIMON PROPERTY GROUP LP 5.375% 06 PROPERTY TYPE: SECURITIES					02/11/2009	01/26/2010
52,625.00		47,125.00					5,500.00	
		240. ELECTRONIC ARTS INC PROPERTY TYPE: SECURITIES					02/01/2008	01/29/2010
3,992.00		11,654.00					-7,662.00	
		485. PPG INDUSTRIES PROPERTY TYPE: SECURITIES					01/02/2008	03/01/2010
30,141.00		25,780.00					4,361.00	
		197.294 HUNTINGTON SITUS FUND III PROPERTY TYPE: SECURITIES					06/05/2008	04/09/2010
3,500.00		3,889.00					-389.00	
		500. DUKE ENERGY CORP PROPERTY TYPE: SECURITIES					01/28/2003	04/20/2010
8,035.00		8,338.00					-303.00	

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)	
		100. MONSANTO CO NEW PROPERTY TYPE: SECURITIES					06/01/2009	04/20/2010
6,646.00		8,251.00					-1,605.00	
		100. SCHLUMBERGER LTD. PROPERTY TYPE: SECURITIES					12/03/1998	05/05/2010
6,657.00		1,879.00					4,778.00	
		1403.943 HUNTINGTON INTL EQUITY FUND III PROPERTY TYPE: SECURITIES					06/05/2008	05/14/2010
13,885.00		20,427.00					-6,542.00	
		112.15 OPPENHEIMER DEVELOPING MARKETS FU PROPERTY TYPE: SECURITIES					10/27/2009	05/14/2010
3,156.00		3,000.00					156.00	
		1.567 OPPENHEIMER DEVELOPING MARKETS FUN PROPERTY TYPE: SECURITIES					11/20/2009	05/14/2010
44.00		43.00					1.00	
		373.413 TEMPLETON GLOBAL BOND FUND CLASS PROPERTY TYPE: SECURITIES					12/30/2004	05/14/2010
5,000.00		4,156.00					844.00	
		535.092 THORNBURG INTERNATIONAL VALUE - PROPERTY TYPE: SECURITIES					02/27/2009	05/14/2010
12,885.00		8,797.00					4,088.00	
		25000. PROTECTIVE LIFE SECD 5.5% 12/15/2 PROPERTY TYPE: SECURITIES					12/14/2005	06/15/2010
25,000.00		25,000.00						
		298.805 HUNTINGTON INTL EQUITY FUND III PROPERTY TYPE: SECURITIES					06/05/2008	06/17/2010
3,000.00		4,348.00					-1,348.00	
		72. FRONTIER COMMUNICATIONS PROPERTY TYPE: SECURITIES					05/19/1999	07/09/2010
524.00		958.00					-434.00	
		.012 FRONTIER COMMUNICATIONS PROPERTY TYPE: SECURITIES					05/19/1999	07/20/2010

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)	
		100. CHEVRONTEXACO CORP PROPERTY TYPE: SECURITIES					02/22/1999	11/01/2010
8,120.00		3,221.00					4,899.00	
		200. GENERAL MILLS INC PROPERTY TYPE: SECURITIES					10/19/2001	11/01/2010
7,398.00		4,307.00					3,091.00	
		100. ORACLE CORP PROPERTY TYPE: SECURITIES					01/09/1997	11/01/2010
2,903.00		470.00					2,433.00	
		100. PROCTER & GAMBLE CO PROPERTY TYPE: SECURITIES					08/03/1998	11/01/2010
6,344.00		3,878.00					2,466.00	
		300. HOME DEPOT INC. PROPERTY TYPE: SECURITIES					06/02/2000	11/12/2010
9,426.00		15,926.00					-6,500.00	
TOTAL GAIN(LOSS)							18,101.	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ABBOTT LABORATORIES ¿‰	172.	172.
AMERICAN EXPRESS COMPANY	360.	360.
APPLIED MATERIALS INC	135.	135.
BAC CAPITAL TRUST XII PFD 6.875% 08/02/5	1,031.	1,031.
BANK AMER CORP COM	12.	12.
BECTON DICKINSON AND CO.	189.	189.
BLACKROCK US OPPORTUNITIES PORTFOLIO - I	236.	236.
BURLINGTON NORTHN SANTA FE COM	124.	124.
CHEVRONTEXACO CORP	1,348.	1,348.
CINCINNATI FINL CORP	761.	761.
COLGATE PALMOLIVE CO	406.	406.
CONOCOPHILLIPS	215.	215.
DUKE ENERGY CORP	120.	120.
EASTMAN CHEMICAL CO	660.	660.
EATON VANCE ATLANTA CAPITAL SMID-CAP FUN	63.	63.
EMERSON ELECTRIC CO ¿‰	675.	675.
EXXON MOBIL CORP COM	870.	870.
FEDERATED TOTAL RETURN BOND FUND - INSTI	5,305.	5,305.
FREEPORT MCMORAN COPPER & GOLD	160.	160.
GENERAL DYNAMICS CORP	738.	738.
GENERAL ELEC CAP CORP PFD 6.10% 11/15/32	1,525.	1,525.
GENERAL MILLS INC	1,260.	1,260.
HARTFORD FINL SVCS GROUP INC COM	53.	53.
HOME DEPOT INC.	213.	213.
HUNTINGTON DIVIDEND CAPTURE FUND I	68.	68.
HUNTINGTON INTL EQUITY FUND III	335.	335.
INTERNATIONAL BUSINESS MACHINES CORP	500.	500.
J P MORGAN CHASE PFD 7.000% CALLABLE 02/	1,750.	1,750.
JABIL CIRCUIT INC	112.	
JANUS PERKINS MID CAP VALUE FUND - CLASS	206.	206.
JOHNSON & JOHNSON CO ¿‰	633.	633.
JOHNSON CONTROLS INC	91.	91.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
L-3 COMMUNICATIONS HOLDINGS INC	160.	160.
MCDONALDS CORP	452.	452.
MEDTRONIC INC.	602.	602.
MERCK & CO INC	319.	319.
MICROSOFT CORP	358.	358.
HUNTINGTON CONSERVATIVE DEPOSIT ACCOUNT	221.	221.
MONSANTO CO NEW	53.	53.
NATIONAL FUEL GAS CO NJ	762.	762.
NIKE INC CL B	278.	278.
ORACLE CORP	160.	160.
OPPENHEIMER DEVELOPING MARKETS FUND - CL	47.	47.
PIMCO LOW DURATION INSTITUTIONAL	1,393.	1,393.
PIMCO TOTAL RETURN FUND INSTL CLASS	5,677.	5,677.
PPG INDUSTRIES	262.	262.
PARKER HANNIFIN CORP	241.	241.
POWERSHARES PREFERRED PORTFOLIO	2,700.	2,655.
PRINCIPAL LIFE INC FDG SERIES MTN 5.3% 0	2,650.	2,650.
PROCTER & GAMBLE CO	1,320.	1,320.
PROTECTIVE LIFE SECD 5.5% 12/15/2013	688.	688.
PRUDENTIAL FINL INC	161.	161.
QUALCOMM INC	148.	148.
RBS CAPITAL FUNDING TR VII SERIES G PFD	1,520.	1,520.
RIDGEWORTH MID CAP VALUE EQUITY FUND - C	314.	314.
ROYCE SPECIAL EQUITY FUND	16.	16.
SCHLUMBERGER LTD.	399.	399.
SIMON PROPERTY GROUP LP 5.375% 06/01/201	411.	411.
SPECTRA ENERGY CORP	500.	500.
TEMPLETON GLOBAL BOND FUND CLASS A	1,350.	1,350.
FRANKLIN TEMPLETON GLOBAL BOND FUND - AD	624.	624.
TEVA PHARMACEUTICAL INDS ADR	147.	147.
TEXAS INSTRUMENTS INC.	196.	196.
THORNBURG INTERNATIONAL VALUE - I SHARES	432.	432.
TRAVELERS COS INC	395.	395.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
US BANCORP DEL NEW	35.	35.
VERIZON COMMUNICATIONS	574.	574.
WAL-MART STORES, INC.	637.	637.
WELLS FARGO & CO NEW	22.	22.
YUM BRANDS INC	113.	113.
TOTAL	46,663.	46,506.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
	TOTALS	220.

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 - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT MGMT FEES-SUBJECT T	15,195.	15,195.
TOTALS	15,195.	15,195.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	14.	14.
FEDERAL TAX PAYMENT - PRIOR YE	145.	
FEDERAL ESTIMATES - PRINCIPAL	408.	
FOREIGN TAXES ON QUALIFIED FOR	119.	119.
FOREIGN TAXES ON NONQUALIFIED	24.	24.
TOTALS	710.	157.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
SCHEDULE ATTACHED	C	1,266,957.	1,588,789.
NET CASH	C	7,579.	7,579.
TOTALS		1,274,536.	1,596,368.

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

DESCRIPTION		AMOUNT
NET INCOME BETWEEN TAX YEARS		222.
	TOTAL	222.

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

DESCRIPTION	AMOUNT
INCOME OVERDRAFT IN OPENING BALANCE	7,039.
TOTAL	7,039.

STATE(S) WHERE THE FOUNDATION IS REGISTERED

==

PA

STATEMENT 11

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

OFFICER NAME:
HUNTINGTON BANK
ADDRESS:
650 CORPORATION STREET
BEAVER, PA 15009
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40

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

RECIPIENT NAME:
CHILDREN'S AID SOCIETY
ADDRESS:
OF MERCER COUNTY
MERCER, PA 16137
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 38,412.

RECIPIENT NAME:
MERCER COUNTY JUVENILE
ADDRESS:
ADVISORY COUNCIL, INC.
MERCER, PA 16137
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 38,412.

TOTAL GRANTS PAID: 76,824.

STATEMENT 13

Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES					
50000. SIMON PROPERTY GROUP LP 5.375% 06/01/201	02/11/2009	01/26/2010	52,625.00	47,125.00	5,500.00
100. MONSANTO CO NEW	06/01/2009	04/20/2010	6,646.00	8,251.00	-1,605.00
112.15 OPPENHEIMER DEVELOPING MARKETS FUND - CL	10/27/2009	05/14/2010	3,156.00	3,000.00	156.00
1.567 OPPENHEIMER DEVELOPING MARKETS FUND - CL	11/20/2009	05/14/2010	44.00	43.00	1.00
TOTAL CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES			62,471.00	58,419.00	4,052.00
Totals			62,471.00	58,419.00	4,052.00

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BUDD ORPHANS' HOME T/U/A 8015002507 25-6136848

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES					
302.297 HUNTINGTON SITUS	06/05/2008	01/08/2010	5,000.00	5,958.00	-958.00
300. BANK AMER CORP COM	01/16/1996	01/21/2010	4,626.00	4,078.00	548.00
100. EXXON MOBIL CORP COM	12/03/1997	01/21/2010	6,677.00	3,102.00	3,575.00
100. SCHLUMBERGER LTD.	12/03/1998	01/21/2010	6,832.00	1,879.00	4,953.00
110. WELLS FARGO & CO NEW	12/12/2007	01/21/2010	3,097.00	3,312.00	-215.00
240. ELECTRONIC ARTS INC	02/01/2008	01/29/2010	3,992.00	11,654.00	-7,662.00
485. PPG INDUSTRIES	01/02/2008	03/01/2010	30,141.00	25,780.00	4,361.00
197.294 HUNTINGTON SITUS	06/05/2008	04/09/2010	3,500.00	3,889.00	-389.00
500. DUKE ENERGY CORP	01/28/2003	04/20/2010	8,035.00	8,338.00	-303.00
100. SCHLUMBERGER LTD.	12/03/1998	05/05/2010	6,657.00	1,879.00	4,778.00
1403.943 HUNTINGTON INTL	06/05/2008	05/14/2010	13,885.00	20,427.00	-6,542.00
373.413 TEMPLETON GLOBAL					
BOND FUND CLASS A	12/30/2004	05/14/2010	5,000.00	4,156.00	844.00
535.092 THORNBURG					
INTERNATIONAL VALUE - I SHARES	02/27/2009	05/14/2010	12,885.00	8,797.00	4,088.00
25000. PROTECTIVE LIFE					
SECD 5.5% 12/15/2013	12/14/2005	06/15/2010	25,000.00	25,000.00	
298.805 HUNTINGTON INTL	06/05/2008	06/17/2010	3,000.00	4,348.00	-1,348.00
72. FRONTIER COMMUNICATION	05/19/1999	07/09/2010	524.00	958.00	-434.00
100. CHEVRONTEXACO CORP	02/22/1999	11/01/2010	8,120.00	3,221.00	4,899.00
200. GENERAL MILLS INC	10/19/2001	11/01/2010	7,398.00	4,307.00	3,091.00
100. ORACLE CORP	01/09/1997	11/01/2010	2,903.00	470.00	2,433.00
100. PROCTER & GAMBLE CO	08/03/1998	11/01/2010	6,344.00	3,878.00	2,466.00
300. HOME DEPOT INC.	06/02/2000	11/12/2010	9,426.00	15,926.00	-6,500.00
TOTAL CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES			173,042.00	161,357.00	11,685.00
Totals			173,042.00	161,357.00	11,685.00

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FEDERAL CAPITAL GAIN DIVIDENDS

LONG-TERM CAPITAL GAIN DIVIDENDS

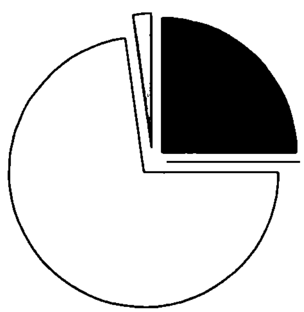
15% RATE CAPITAL GAIN DIVIDENDS

AMERICA ONLINE INC DEL W/1 RT/SH	36.00	
BLACKROCK US OPPORTUNITIES PORTFOLIO - I	304.00	
EATON VANCE ATLANTA CAPITAL SMID-CAP FUN	133.00	
FIDELITY ADVISOR SMALL CAP GROWTH FUND -	384.00	
PIMCO LOW DURATION INSTITUTIONAL	122.00	
PIMCO TOTAL RETURN FUND INSTL CLASS	1,344.00	
RIDGEWORTH MID CAP VALUE EQUITY FUND - C	40.00	
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		2,364.00
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS		2,364.00

SUMMARY OF INVESTMENTS

BUDD ORPHANS' HOME REVOCABLE
CHARITABLE TRUST UNDER AGREEMENT

Investment Allocation



25 0%	2	396,482 55
2 3%	CASH EQUIVALENTS	35,941 86
72 7%	EQUITIES	1,156,363 86
0 0%	MISCELLANEOUS	1 00
100 0%	Total	1,588,789 27

Investment Summary

	Market Value	%	Estimated Income	Current Yield
CASH EQUIVALENTS				
CASH MANAGEMENT FUNDS-TAXABLE	35,941 86	2 26	90	0 25
2				
CORPORATE OBLIGATIONS	70,957 20	4 47	3,099	4 37
EXCHANGE TRADED FUNDS - TAXABLE	42,360 00	2 67	2,859	6 75
MUTUAL FUNDS FIXED INC-TAXABLE	283,165 35	17 82	10,513	3 71
TOTAL 2	396,482 55	24 96	16,471	4 15
EQUITIES				
PREFERRED STOCK	77,930 10	4 90	5,826	7 48
COMMON STOCK	802,281 60	50 50	17,519	2 18
COMMON STOCK-FOREIGN	26,154 40	1 65	133	0 51
HUNTINGTON FUNDS-EQUITY	90,599 89	5 70	480	0 53

Investment Summary

	Market Value	%	Estimated Income	Current Yield
MUTUAL FUNDS EQUITY	159,397 87	10 03	749	0 47
TOTAL EQUITIES	1,156,363 86	72 78	24,707	2 14
MISCELLANEOUS				
MISCELLANEOUS ASSETS	1 00	0 00	0	0 00
CASH				
PRINCIPAL CASH				
TOTAL FUND	1 588,789 27	100 00	41,268	2 60

SUMMARY OF INVESTED INCOME

Investment Summary

	Market Value	%	Estimated Income	Current Yield
CASH EQUIVALENTS				
CASH MANAGEMENT FUNDS-TAXABLE	7,579 29	100 00	19	0 25
CASH				
INCOME CASH				
TOTAL FUND	7 579 29	100 00	19	0 25

SCHEDULE OF INVESTMENTS

UNITS/ SHARES	NAME OF SECURITY	TOT COST	EST INC	YLD MKT	MARKET VALUE	% TOT MKT
	CASH EQUIVALENTS					
	CASH MANAGEMENT FUNDS-TAXABLE					
	HUNTINGTON CONSERVATIVE DEPOSIT ACCOUNT	35,941 86	90	0 3	35,941 86	2 262

UNITS/ SHARES	NAME OF SECURITY	TOT COST	EST INC	YLD MKT	MARKET VALUE	% TOT MKT
	2					
	CORPORATE OBLIGATIONS					
50,000	PRINCIPAL LIFE INC FDG SERIES MTN 5 3% 04/24/2013	48,835 00	2,650	4 9	54,108 00	3 406
20,000	SLM CORP V/R 2 244% 10/01/2014	19,300 00	449	2 7	16,849 20	1 061
	TOTAL CORPORATE OBLIGATIONS	68,135 00*	3,099*	4 4*	70,957 20*	4 466*
	EXCHANGE TRADED FUNDS - TAXABLE					
3,000	POWERSHARES PREFERRED PORTFOLIO	39,901 20	2,859	6 7	42,360 00	2 666
	MUTUAL FUNDS FIXED INC-TAXABLE					
10,417 371	FEDERATED TOTAL RETURN BOND FUND - INSTITUTIONAL SHARES	110,000 00	5,136	4 4	116,153 69	7 311
3,934 754	PIMCO LOW DURATION FUND - INSTITUTIONAL CLASS	40,752 76	830	2 0	40,882 09	2 573
8,340 357	PIMCO TOTAL RETURN FUND - INSTITUTIONAL CLASS	90,057 41	2,936	3 2	90,492 87	5 696
2,628 075	FRANKLIN TEMPLETON GLOBAL BOND FUND - ADVISOR CLASS	30,880 01	1,611	4 5	35,636 70	2 243
	TOTAL MUTUAL FUNDS FIXED INC-TAXABLE	271,690 18*	10,513*	3 7*	283,165 35*	17 823*
	TOTAL 2	379,726 38*	16,471*	4 2*	396,482 55*	24 955*
	EQUITIES					
	PREFERRED STOCK					
600	BAC CAPITAL TRUST XII PFD 6 875% 08/02/55 SERIES	15,000 00	1,031	7 1	14,550 00	0 916
1,000	GENERAL ELEC CAP CORP PFD 6 10% 11/15/32 SERIES	24,860 00	1,525	6 0	25,230 00	1 588
1,000	JP MORGAN CHASE CAP X	24,998 10	1,750	6 9	25,310 00	1 593

UNITS/ SHARES	NAME OF SECURITY	TOT COST	EST INC	YLD MKT	MARKET VALUE	% TOT MKT
1,000	RBS CAPITAL FUNDING TR VII SERIES G PFD 6 08%	25,000 00	1,520	11 8	12,840 10	0 808
	TOTAL PREFERRED STOCK	89,858 10*	5,826*	7 5*	77,930 10*	4 905*
	COMMON STOCK					
100	ABBOTT LABORATORIES	4,680 00	176	3 7	4,791 00	0 302
500	AMERICAN EXPRESS	19,240 58	360	1 7	21,460 00	1 351
100	APPLE INC	19,832 99	0	0 0	32,256 00	2 030
500	APPLIED MATERIALS INC	6,867 97	140	2 0	7,025 00	0 442
300	BANK OF AMERICA CORP	6 085 32	12	0 3	4,002 00	0 252
100	BECTON DICKINSON	6,709 00	164	1 9	8,452 00	0 532
400	CHEVRON CORPORATION	12,787 50	1,152	3 2	36,500 00	2 297
480	CINCINNATI FINL CORP	18,244 80	768	5 0	15,211 20	0 957
200	COLGATE PALMOLIVE	10,758 00	424	2 6	16,074 00	1 012
100	CONOCOPHILLIPS	4,779 00	220	3 2	6,810 00	0 429
640	EMC CORP/MASS	11,195 80	0	0 0	14,656 00	0 922
500	EASTMAN CHEMICAL CO	29,909 95	940	2 2	42,040 00	2 646
500	EMERSON ELECTRIC CO	7,068 75	690	2 4	28,585 00	1 799
500	EXXON MOBIL CORP	20,425 75	880	2 4	36,560 00	2 301
100	FREEPORT-MCMORAN C & G W'I RT/SH	6,895 99	200	1 7	12,009 00	0 756

UNITS/ SHARES	NAME OF SECURITY	TOT COST	EST INC	YLD MKT	MARKET VALUE	% TOT MKT
450	GENERAL DYNAMICS CORP	30,530 00	756	2 4	31,932 00	2 010
1,000	GENERAL MILLS INC	21,621 10	1,120	3 1	35,590 00	2 240
300	HARTFORD FINANCIAL SVCS GRP INC	11,185 51	60	0 8	7,947 00	0 500
200	IBM CORP	11,341 00	520	1 8	29,352 00	1 847
400	JABIL CIRCUIT INC	6,905 80	112	1 4	8,036 00	0 506
300	JOHNSON & JOHNSON	16,555 50	648	3 5	18,555 00	1 168
200	JOHNSON CTLS INC	5,486 00	128	1 7	7,640 00	0 481
100	L-3 COMMUNICATIONS HLDGS INC	8,700 50	160	2 3	7,049 00	0 444
200	MCDONALDS CORP	11,494 00	488	3 2	15,352 00	0 966
700	MEDTRONIC INC	25,335 13	630	2 4	25 963 00	1 634
210	MERCK & CO INC	6,591 53	319	4 2	7,568 40	0 476
650	MICROSOFT CORP	4,270 70	416	2 3	18,141 50	1 142
560	NATIONAL FUEL GAS CO NJ	18,144 00	773	2 1	36,747 20	2 313
200	NIKE INC CL B	8,153 64	248	1 5	17,084 00	1 075
700	ORACLE CORPORATION FORMERLY ORACLE SYS CORP W/I RT.SH	3,287 66	140	0 6	21,910 00	1 379
225	PARKER HANNIFIN CORP	12,760 50	261	1 3	19,417 50	1 222
600	PROCTER & GAMBLE CO	22,540 65	1,156	3 0	38,598 00	2 429
140	PRUDENTIAL FINANCIAL INC	12,905 20	161	2 0	8,219 40	0 517

UNITS/ SHARES	NAME OF SECURITY	TOT COST	EST INC	YLD MKT	MARKET VALUE	% TOT MKT
200	QUALCOMM INC W I R T P/S EXP 9/25/2015	8,865 98	152	1 5	9,898 00	0 623
200	ST JUDE MEDICAL INC	9,235 64	0	0 0	8,550 00	0 538
400	SCHLUMBERGER LTD	7,471 82	336	1 0	33,400 00	2 102
500	SPECTRA ENERGY CORP	11,176 07	500	4 0	12,495 00	0 786
400	TEXAS INSTRUMENTS INC	9,525 80	208	1 6	13,000 00	0 818
280	TRAVELERS COS INC	14,223 82	403	2 6	15 598 80	0 982
200	U S BANCORP	4,637 00	40	0 7	5,394 00	0 340
300	VERIZON COMMUNICATIONS	14,493 79	585	5 4	10,734 00	0 676
540	WAL-MART STORES INC	26,395 20	653	2 2	29,122 20	1 833
110	WELLS FARGO & CO	3,312 07	22	0 6	3,408 90	0 215
200	YUM BRANDS INC	7,753 90	200	2 0	9,810 00	0 617
150	ACE LIMITED	9,015 50	198	2 1	9,337 50	0 588
	TOTAL COMMON STOCK	549,396 41*	17,519*	2 2*	802,281 60*	50 496*
	COMMON STOCK-FOREIGN					
200	TEVA PHARMACEUTICAL -SP ADR	5,576 00	133	1 3	10,426 00	0 656
340	CHECK POINT SOFTWARE TECH	9,937 18	0	0 0	15,728 40	0 990
	TOTAL COMMON STOCK-FOREIGN	15,513 18*	133*	0 5*	26,154 40*	1 646*

UNITS/ SHARES	NAME OF SECURITY	TOT COST	EST INC	YLD MKT	MARKET VALUE	% TOT MKT
	HUNTINGTON FUNDS-EQUITY					
373 599	HUNTINGTON DIVIDEND CAPTURE FUND I	3,000 00	117	3 6	3,246 58	0 204
2,972 708	HUNTINGTON INTERNATIONAL EQUITY FUND III	26,713 89	276	0 8	34,275 32	2 157
2,626 323	HUNTINGTON SITUS FUND III	47,492 36	87	0 2	53,077 99	3 341
	TOTAL HUNTINGTON FUNDS-EQUITY	77,206 25*	480*	0 5*	90,599 89*	5 702*
	MUTUAL FUNDS EQUITY					
794 946	BLACKROCK US OPPORTUNITIES PORTFOLIO - INSTITUTIONAL	22,846 61	54	0 2	32,807 42	2 065
2,232 019	EATON VANCE ATLANTA CAPITAL SMID-CAP FUND - CLASS I	26,796 85	0	0 0	34,060 61	2 144
506 597	FIDELITY ADVISOR SMALL CAP GROWTH FUND - CLASS I	10,383 67	52	0 4	13,348 83	0 840
1,021 768	JANUS PERKINS MID CAP VALUE FUND - CLASS I	16,800 00	205	0 9	23,061 30	1 452
264 442	OPPENHEIMER DEVELOPING MARKETS FUND - CLASS Y	7,456 72	38	0 4	9,538 42	0 600
472 613	RIDGEWORTH MID CAP VALUE EQUITY FUND - CLASS I	5,327 31	33	0 6	5,609 92	0 353
265 252	ROYCE SPECIAL EQUITY FUND	5,000 00	16	0 3	5,535 81	0 348
1,237 275	THORNBURG INTERNATIONAL VALUE - I SHARES	24,703 09	351	1 0	35,435 56	2 230
	TOTAL MUTUAL FUNDS EQUITY	119,314 25*	749*	0 5*	159,397 87*	10 033*

UNITS/ SHARES	NAME OF SECURITY	TOT COST	EST INC	YLD MKT	MARKET VALUE	% TOT MKT
	TOTAL EQUITILS	851,288 19*	24,707*	2 1*	1,156,363 86*	72 783*
	MISCELLANEOUS					
	MISCELLANEOUS ASSETS					
1	CORPORATE SEAL (BUDD)	1 00	0	0 0	1 00	0 000
	PRINCIPAL CASH	0 00		0 0	0 00	0 000
	TOTAL FUND	1,266 957 43*	41 268*	2 6*	1,588,789 27*	100 000*

SCHEDULE OF INCOME INVESTMENTS

UNITS/ SHARES	NAME OF SECURITY	TOT COST	EST INC	YLD MKT	MARKET VALUE	% TOT MKT
	CASH EQUIVALENTS					
	CASH MANAGEMENT FUNDS-TAXABLE					
	HUNTINGTON CONSERVATIVE DEPOSIT ACCOUNT	7,579 29	19	0 3	7,579 29	100 000
	INCOME CASH	0 00		0 0	0 00	0 000
	TOTAL FUND	7,579 29*	19*	0 3*	7 579 29*	100 000*