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: HOOVER FOUNDATION INCOME ACCOUNT 7055000310

A Employer identification number: 34-6510994

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): (330) 580-2568

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

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: [X] 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) ▶ $ 47,155,658.

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	1,069,871.	1,069,871.		STMT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-310,323.			
	b	Gross sales price for all assets on line 6a 7,784,158.				
	7	Capital gain net income (from Part IV, line 2)				
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	759,548.	1,069,871.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	130,514.	65,257.		65,257.
	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 7	1,200.	NONE	NONE	1,200.
	c	Other professional fees (attach schedule) STMT 8	73,249.	73,249.		
	17	Interest STMT 9	42.	42.		
	18	Taxes (attach schedule) (see page 14 of the instructions) STMT 10	42,813.	7,317.		13,776.
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy	7,219.	7,219.		7,219.
	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	255,037.	153,084.	NONE	87,452.
	25	Contributions, gifts, grants paid	2,335,320.			2,335,320.
	26	**Total expenses and disbursements** Add lines 24 and 25	2,590,357.	153,084.	NONE	2,422,772.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	-1,830,809.			
	b	**Net investment income** (if negative, enter -0-)		916,787.		
	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
1 Cash - non-interest-bearing	5,134.		
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			
Assets 8 Inventories for sale or use			
9 Prepaid expenses and deferred charges			
10 a Investments - U S and state government obligations (attach schedule) STMT 11			
b Investments - corporate stock (attach schedule) STMT 13			
c Investments - corporate bonds (attach schedule) STMT 18			
11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶			
12 Investments - mortgage loans			
13 Investments - other (attach schedule) STMT 20	37,833,105.	36,007,811.	47,155,658.
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)	37,838,239.	36,007,811.	47,155,658.
Liabilities 17 Accounts payable and accrued expenses			
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, and other disqualified persons			
21 Mortgages and other notes payable (attach schedule)			
22 Other liabilities (describe ▶)			
23 **Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances **Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
24 Unrestricted			
25 Temporarily restricted			
26 Permanently restricted			
Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
27 Capital stock, trust principal, or current funds	37,838,239.	36,007,811.	
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)	37,838,239.	36,007,811.	
31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	37,838,239.	36,007,811.	

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	37,838,239.
2 Enter amount from Part I, line 27a	2	-1,830,809.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 21	3	381.
4 Add lines 1, 2, and 3	4	36,007,811.
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	36,007,811.

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col. (j), if any	(l) Gains (Col (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 } **2** -310,323.

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	2,231,654.	40,307,823.	0.05536528232
2008	3,154,963.	47,405,589.	0.06655255354
2007	3,126,408.	53,818,342.	0.05809186764
2006	2,931,104.	50,804,898.	0.05769333500
2005	2,870,847.	49,506,158.	0.05798969494

2	**Total** of line 1, column (d)	2	0.29569273344
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	0.05913854669
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	43,634,198.
5	Multiply line 4 by line 3	5	2,580,463.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	9,168.
7	Add lines 5 and 6	7	2,589,631.
8	Enter qualifying distributions from Part XII, line 4	8	2,422,772.

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	18,336.
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	18,336.
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	18,336.
6	Credits/Payments:		
a	2010 estimated tax payments and 2009 overpayment credited to 2010 — 6a: 21,520.		
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	21,520.
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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	3,184.
11	Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶ 3,184. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

		Line	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 22			
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)*

		Line	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 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 ▶ ☐

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

		Line	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.

			Line	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		
	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

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

		Yes	No
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
	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 23		130,514.	-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
SEE STATEMENT 25		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	44,298,678.
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	44,298,678.
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	44,298,678.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	664,480.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	43,634,198.
6	**Minimum investment return.** Enter 5% of line 5	6	2,181,710.

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	2,181,710.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	18,336.		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	18,336.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	2,163,374.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	2,163,374.
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	2,163,374.

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	2,422,772.
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	2,422,772.
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	2,422,772.

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				2,163,374.
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 411,582.				
b From 2006 470,687.				
c From 2007 508,463.				
d From 2008 810,802.				
e From 2009 237,780.				
f Total of lines 3a through e	2,439,314.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 2,422,772.				
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				2,163,374.
e Remaining amount distributed out of corpus	259,398.			
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	2,698,712.			
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)	411,582.			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	2,287,130.			
10 Analysis of line 9:				
a Excess from 2006 470,687.				
b Excess from 2007 508,463.				
c Excess from 2008 810,802.				
d Excess from 2009 237,780.				
e Excess from 2010 259,398.				

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).)

NONE

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

NONE

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

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see 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:

SEE STATEMENT 26

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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 53				
Total . . . . . . ▶ **3a**				2,335,320.
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	1,069,861.	
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	-310,323.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				759,538.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 759,538.

(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

Signature of officer or trustee HUNTINGTON NATIONAL BANK | Date 04/26/2011 | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
SCOTT J. GOYETCHE, CPA		04/26/2011		P00021559

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)	
		2000. SPDR REGIONAL BANKING PROPERTY TYPE: SECURITIES					08/12/2009	01/06/2010
44,584.00		44,696.00					-112.00	
		250000. CATERPILLAR FINL SVCS CORP 4.15% PROPERTY TYPE: SECURITIES					05/10/2005	01/15/2010
250,000.00		246,905.00					3,095.00	
		1000. PRAXAIR INC PROPERTY TYPE: SECURITIES					12/09/2003	02/03/2010
76,757.00		37,060.00					39,697.00	
		1000. ALLSTATE CORP PROPERTY TYPE: SECURITIES					09/09/1994	02/12/2010
29,210.00		12,138.00					17,072.00	
		100000. FIRST UN NATL BK N C CHARLOTTE M PROPERTY TYPE: SECURITIES					02/29/2000	02/15/2010
100,000.00		99,697.00					303.00	
		250000. U S TREASURY NOTES 6.5% 02/15/20 PROPERTY TYPE: SECURITIES					07/31/2002	02/15/2010
250,000.00		270,574.00					-20,574.00	
		500000. FHLB 4.125% 02/19/2015-2010 PROPERTY TYPE: SECURITIES					02/12/2008	02/19/2010
500,000.00		500,000.00						
		500000. FHLB 3.8% 08/26/2013-2010 PROPERTY TYPE: SECURITIES					02/13/2008	02/26/2010
500,000.00		500,000.00						
		1000. CITIGROUP INC PROPERTY TYPE: SECURITIES					12/09/2003	03/05/2010
3,460.00		47,120.00					-43,660.00	
		250000. OCCIDENTAL PETE CORP SERIES MTN PROPERTY TYPE: SECURITIES					08/18/2008	03/15/2010
250,000.00		253,125.00					-3,125.00	
		500000. US TREASURY 4% 04/15/2010 PROPERTY TYPE: SECURITIES					04/13/2005	04/15/2010
500,000.00		498,968.00					1,032.00	

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)	
		1000. UNITED TECH CORP PROPERTY TYPE: SECURITIES					03/14/2002	04/16/2010
73,619.00		37,425.00					36,194.00	
		2500. BJ SERVICES CO PROPERTY TYPE: SECURITIES					09/04/2007	04/28/2010
64,999.00		64,999.00						
		1000. BJ SERVICES CO PROPERTY TYPE: SECURITIES					08/12/2009	04/28/2010
16,990.00		14,300.00					2,690.00	
		750. GOLDMAN SACHS GROUP INC PROPERTY TYPE: SECURITIES					09/04/2007	04/30/2010
110,804.00		136,545.00					-25,741.00	
		.225 BAKER HUGHES INC PROPERTY TYPE: SECURITIES					09/04/2007	05/04/2010
11.00		13.00					-2.00	
		7000. DIRECTV CLASS A PROPERTY TYPE: SECURITIES					07/09/2009	05/13/2010
265,895.00		162,816.00					103,079.00	
		3000. SARA LEE CORP W/1 RT/SH PROPERTY TYPE: SECURITIES					05/22/2000	05/13/2010
44,880.00		44,854.00					26.00	
		1000. SHERWIN WMS CO W/1 RT/SH PROPERTY TYPE: SECURITIES					02/10/1986	05/13/2010
78,690.00		6,747.00					71,943.00	
		17170. TAIWAN SEMICONDUCTOR MFG LTD ADR PROPERTY TYPE: SECURITIES					11/06/2007	05/13/2010
176,333.00		175,003.00					1,330.00	
		8776.329 DWS INTERNATIONAL FUND - INSTIT PROPERTY TYPE: SECURITIES					09/05/2006	05/14/2010
350,000.00		506,921.00					-156921.00	
		500000. FNMA 3.25% 05/27/2015-2010 PROPERTY TYPE: SECURITIES					11/09/2009	05/27/2010
500,000.00		500,000.00						

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)	
		1000. BP AMOCO PLC PROPERTY TYPE: SECURITIES					08/12/2009	06/07/2010
36,869.00		50,579.00					-13,710.00	
		250000. FHLB 2.125% 06/07/2013-2010 PROPERTY TYPE: SECURITIES					11/25/2009	06/07/2010
250,000.00		250,000.00						
		100000. GOLDMAN SACHS GROUP INC 4.5% 06/ PROPERTY TYPE: SECURITIES					02/04/2008	06/15/2010
100,000.00		102,564.00					-2,564.00	
		2000. CITIGROUP INC PROPERTY TYPE: SECURITIES					12/09/2003	07/07/2010
7,501.00		94,240.00					-86,739.00	
		960. FRONTIER COMMUNICATIONS PROPERTY TYPE: SECURITIES					11/07/2002	07/14/2010
6,912.00		9,103.00					-2,191.00	
		250000. FHLMC MEDIUM-TERM NOTE 4% 07/20/ PROPERTY TYPE: SECURITIES					08/19/2009	07/20/2010
250,000.00		251,875.00					-1,875.00	
		.818 FRONTIER COMMUNICATIONS PROPERTY TYPE: SECURITIES					11/14/1995	07/20/2010
6.00		7.00					-1.00	
		.159 FRONTIER COMMUNICATIONS PROPERTY TYPE: SECURITIES					11/07/2002	07/20/2010
1.00		2.00					-1.00	
		8000. NOKIA CORP ADR 'A' + PROPERTY TYPE: SECURITIES					11/06/2002	07/23/2010
73,796.00		140,160.00					-66,364.00	
		250000. FNMA 3.25% 01/27/2016-2010 PROPERTY TYPE: SECURITIES					02/23/2010	07/27/2010
250,000.00		250,000.00						
		200000. CONOCO FUNDING CO 6.35% 10/15/20 PROPERTY TYPE: SECURITIES					11/02/2001	08/03/2010
213,803.00		200,482.00					13,321.00	

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)	
		5807.201 DWS INTERNATIONAL FUND - INSTIT					09/05/2006	08/06/2010
		PROPERTY TYPE: SECURITIES						
250,232.00		335,424.00					-85,192.00	
		150000. WELLS FARGO & CO 4.625% 08/09/20					05/22/2008	08/09/2010
		PROPERTY TYPE: SECURITIES						
150,000.00		152,091.00					-2,091.00	
		250000. SIMON PROPERTY GROUP LP 4.875% 0					02/12/2008	08/15/2010
		PROPERTY TYPE: SECURITIES						
250,000.00		252,605.00					-2,605.00	
		1000. CATERPILLAR INC W/1 RT/SH					08/21/1990	08/23/2010
		PROPERTY TYPE: SECURITIES						
69,049.00		5,589.00					63,460.00	
		1316. FRONTIER COMMUNICATIONS					11/14/1995	08/23/2010
		PROPERTY TYPE: SECURITIES						
10,212.00		10,335.00					-123.00	
		153. MERCK & CO INC					02/24/1993	08/23/2010
		PROPERTY TYPE: SECURITIES						
5,350.00		1,060.00					4,290.00	
		150000. FNMA SERIES 1 3% 09/15/2014-2010					09/03/2009	09/15/2010
		PROPERTY TYPE: SECURITIES						
150,000.00		150,000.00						
		250000. NATIONAL RURAL UTILITIES 4.375%					08/11/2008	10/01/2010
		PROPERTY TYPE: SECURITIES						
250,000.00		252,100.00					-2,100.00	
		500. AT&T INC					03/14/2000	10/05/2010
		PROPERTY TYPE: SECURITIES						
14,636.00		21,905.00					-7,269.00	
		4483.3 DWS INTERNATIONAL FUND - INSTITUT					09/05/2006	10/05/2010
		PROPERTY TYPE: SECURITIES						
200,000.00		258,955.00					-58,955.00	
		9262.378 MAINSTAY MAP FUND - INSTITUTION					01/14/2000	10/05/2010
		PROPERTY TYPE: SECURITIES						
275,000.00		245,175.00					29,825.00	

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)	
		5000. SYMANTEC CORP W/1 RT/SH PROPERTY TYPE: SECURITIES					05/14/2010	10/05/2010
76,000.00		80,282.00					-4,282.00	
		5000. BANK OF AMERICA CORP PROPERTY TYPE: SECURITIES					11/08/2002	10/19/2010
60,599.00		167,750.00					-107151.00	
		2100. GENZYME CORP PROPERTY TYPE: SECURITIES					02/12/2009	12/07/2010
147,960.00		152,292.00					-4,332.00	
		250000. FNMA 3% 06/09/2015-2010 PROPERTY TYPE: SECURITIES					11/25/2009	12/09/2010
250,000.00		250,000.00						
		250000. FHLMC 1.7% 12/17/2012-2010 PROPERTY TYPE: SECURITIES					11/25/2009	12/17/2010
250,000.00		250,000.00						
TOTAL GAIN(LOSS)		....					---------- -310,323. ==========	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AFLAC INC	3,420.	3,420.
AT&T INC	9,030.	9,030.
ABBOTT LABS 5.15% 11/30/2012	5,150.	5,150.
ABBOTT LABS	5,160.	5,160.
AIR PRODS & CHEMS INC W/1 RT/SH	2,688.	2,688.
ALCOA INC	528.	528.
ALLSTATE CORP	3,100.	3,100.
ANHEUSER BUSCH COS INC 6% 04/15/2011	7,800.	7,800.
ANHEUSER BUSCH COS INC 5.05% 10/15/2016	5,050.	5,050.
APACHE CORP W/1 RT/SH	638.	638.
BJ SERVICES CO	350.	350.
BP AMOCO PLC	3,360.	3,360.
BAKER HUGHES INC	645.	645.
BANK OF AMERICA CORP	150.	150.
BANK OF AMERICA CORP 2.1% 04/30/2012	5,250.	5,250.
BANK OF NOVA SCOTIA	6,431.	6,431.
BAXTER INTL INC W/1 RT/SH	1,160.	1,160.
BECTON DICKINSON	4,725.	4,725.
BHP BILLITON LTD-SPON ADR COMMON STOCK	3,480.	3,480.
BLACKROCK INC 3.5% 12/10/2014	2,849.	2,849.
BOEING CO	7,560.	7,560.
BRISTOL MYERS SQUIBB CO	7,680.	7,680.
CATERPILLAR INC W/1 RT/SH	11,600.	11,600.
CATERPILLAR FINL SVCS CORP 4.15% 01/15/2	5,188.	5,188.
CATERPILLAR FINL SVCS CORP CATERPILLAR F	11,500.	11,500.
CHEVRONTEXACO CORP	17,040.	17,040.
CHUBB CORP W/1 RT/SH	1,830.	1,830.
CHUBB CORP 6% 11/15/2011	6,000.	6,000.
CISCO SYSTEMS 2.9% 11/17/2014	3,565.	3,565.
COLGATE PALMOLIVE	7,105.	7,105.
CONOCOPHILLIPS	4,300.	4,300.
CONOCOPHILLIPS 4.4% 05/15/2013	4,400.	4,400.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CONOCO FUNDING CO 6.35% 10/15/2011	10,160.	10,160.
DWS INTERNATIONAL FUND - INSTITUTIONAL S	17,655.	17,655.
DEERE & CO W/1 RT/SH	4,640.	4,640.
JOHN DEERE CAPITAL CORP 5.4% 10/17/2011	5,400.	5,400.
DIEBOLD INC W/1 RT/SH	10,800.	10,800.
DISNEY WALT HOLDING CO NEW	3,500.	3,500.
WALT DISNEY CO 4.7% 12/01/2012	11,750.	11,750.
NEW DOMINION RESOURCES INC	3,660.	3,660.
DU PONT E I DE NEMOURS & CO 4.75% 11/15/	4,750.	4,750.
DUKE ENERGY CORP 6.25% 01/15/2012	4,688.	4,688.
DUKE ENERGY CORP	3,518.	3,518.
EATON CORP W/1 RT/SH	8,640.	8,640.
EMERSON ELEC CO W/1 RT/SH	6,750.	6,750.
EMERSON ELECTRIC CO NTS DTD 10/29/01 5.7	11,500.	11,500.
EXELON CORP	5,460.	5,460.
EXXON MOBIL CORP	13,398.	13,398.
FPL GROUP INC W/1 RT/SH	1,500.	1,500.
FHLMC MEDIUM-TERM NOTE 4% 07/20/2016-201	9,167.	9,167.
FHLMC 3.05% 06/18/2014-2012	7,625.	7,625.
FHLMC 1.7% 12/17/2012-2010	4,250.	4,250.
FFCB 4.8% 07/28/2014	24,000.	24,000.
FFCB 5% 09/04/2013	25,000.	25,000.
FFCB 4.3% 12/15/2014	21,500.	21,500.
FHLB 4% 02/15/2011	4,000.	4,000.
FHLB 4.125% 02/19/2015-2010	10,313.	10,313.
FHLB 3.8% 08/26/2013-2010	9,500.	9,500.
FHLB 4.1% 06/10/2019-2011	10,250.	10,250.
FHLB 2.125% 06/07/2013-2010	2,656.	2,656.
FHLB 3.3% 03/17/2016-2011	4,125.	4,125.
FHLB 2.15% 12/16/2013	2,150.	2,150.
FNMA 3.25% 05/27/2015-2010	8,125.	8,125.
FNMA 3% 06/09/2015-2010	7,500.	7,500.
FNMA 3.25% 01/27/2016-2010	3,453.	3,453.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FHLMC 4.125% 12/21/2012	4,125.	4,125.
FNMA SERIES 1 3% 09/15/2014-2010	4,500.	4,500.
FEDEX CORP	1,450.	1,450.
FIRST UN NATL BK N C CHARLOTTE M SUB BK	3,938.	3,938.
FRANKLIN RES INC	1,320.	1,320.
FREEPORT MCMORAN COPPER & GOLD	3,800.	3,800.
GENERAL DYNAMICS W/1 RT/SH	2,460.	2,460.
GENERAL ELECTRIC CO	4,200.	4,200.
GENERAL ELEC CAP CORP 3.5% 08/13/2012	7,583.	7,583.
GENERAL MILLS INC W/1 RT/SH	280.	280.
GLAXO SMITHKLINE PLC ADR	5,944.	5,944.
GLAXOSMITHKLINE CAP INC 4.85% 05/15/2013	7,275.	7,275.
GOLDMAN SACHS GROUP INC	438.	438.
GOLDMAN SACHS GROUP INC 4.5% 06/15/2010	2,250.	2,250.
HERSHEY CO 5.3% 09/01/2011	5,300.	5,300.
HEWLETT PACKARD	4,400.	4,400.
HEWLETT PACKARD CO 5.25% 03/01/2012	5,250.	5,250.
HOME DEPOT INC	4,725.	4,725.
HUNTINGTON INTL EQUITY FUND IV	3,735.	3,735.
HUNTINGTON BANCSHARES INC W/1	120.	120.
ITT INDUSTRIES INC	1,925.	1,925.
INTEL CORP	10,710.	10,710.
IBM CORP	8,750.	8,750.
IBM CORP 2.1% 05/06/2013	2,421.	2,421.
ISHARES BARCLAYS US TREASURY INFLATION P	41,265.	41,265.
ISHARES NASDAQ BIOTECHNOLOGY INDEX FUND	510.	510.
JP MORGAN CHASE & CO	450.	450.
JP MORGAN CHASE & CO 4.5% 01/15/2012	11,250.	11,250.
JOHNSON & JOHNSON	6,330.	6,330.
KIMBERLY CLARK CORP W/1 RT/SH	5,160.	5,160.
KIMBERLY-CLARK CORP 5% 08/15/2013	12,500.	12,500.
MAINSTAY MAP FUND - INSTITUTIONAL	7,252.	7,252.
MANAGERS BOND FUND	12,786.	12,786.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MCDONALDS CORP W/1 RT/SH	13,560.	13,560.
MEDTRONIC INC W/1 RT/SH	3,440.	3,440.
MERCK & CO INC	1,694.	1,694.
MERRILL LYNCH & CO 5% 01/15/2015	5,000.	5,000.
METLIFE INC 5.5% 06/15/2014	5,500.	5,500.
MICROSOFT CORP	10,175.	10,175.
MICROSOFT CORP 2.95% 06/01/2014	7,375.	7,375.
MOLSON COORS BREWING CO B	1,220.	1,220.
HUNTINGTON MONEY MARKET FUND II	264.	264.
HUNTINGTON CONSERVATIVE DEPOSIT ACCOUNT	380.	380.
MONSANTO CO	678.	678.
NATIONAL RURAL UTILITIES 4.375% 10/01/20	10,938.	10,938.
NEWMONT MINING CORP	1,500.	1,500.
NEXTERA ENERGY INC	4,500.	4,500.
NIKE INC CL B	1,815.	1,815.
NOKIA CORP ADR 'A' +	3,900.	3,900.
NORTHROP GRUMMAN CORP W/1 RT/SH	3,680.	3,680.
NOVARTIS AG ADR	7,793.	7,793.
OCCIDENTAL PETE CORP SERIES MTN 4.25% 03	5,313.	5,313.
ORACLE CORPORATION W/1 RT/SH	5,400.	5,400.
ORACLE CORPORATION 4.95% 04/15/2013	7,425.	7,425.
OPPENHEIMER DEVELOPING MARKETS FUND - CL	2,500.	2,500.
PARKER HANNIFIN CORP W/1 RT/SH	145.	145.
PEPSICO INC	13,950.	13,950.
PEPSICO INC 4.65% 02/15/2013	4,650.	4,650.
PFIZER INC W/1 RT/SH	10,768.	10,768.
PITNEY BOWES INC 4.625% 10/01/2012	4,625.	4,625.
PRAXAIR INC	1,800.	1,800.
PRICE T ROWE GROUP INC	2,025.	2,025.
PROCTER & GAMBLE CO	7,542.	7,542.
PRUDENTIAL FINANCIAL INC	2,300.	2,300.
T. ROWE PRICE MID CAP VALUE FUND	21,395.	21,395.
ROYAL DUTCH SHELL PLC -ADR	3,360.	3,360.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ROYCE TOTAL RETURN FUND	10,159.	10,159.
SARA LEE CORP W/1 RT/SH	660.	660.
SCHLUMBERGER LTD	6,720.	6,720.
SCHNITZER STEEL INDS INC -A	68.	68.
SCHWAB (CHARLES) CORP	1,920.	1,920.
SHELL INTERNATIONAL FINANCE 3.1% 06/28/2	1,051.	1,051.
SHERWIN WMS CO W/1 RT/SH	9,576.	9,576.
SIMON PROPERTY GROUP LP 4.875% 08/15/201	12,188.	12,188.
SMUCKER (J.M.) CO THE-NEW COM WI	400.	400.
SOUTHERN CO	9,013.	9,013.
SPECTRA ENERGY CORP	1,875.	1,875.
STARBUCKS CORP	1,620.	1,620.
SUNCOR ENERGY INC	490.	490.
TJX COMPANIES INC	1,140.	1,140.
TARGET CORP	5,040.	5,040.
TEVA PHARMACEUTICAL INDS ADR	4,423.	4,423.
TEXAS INSTR INC W/1 RT/SH	163.	163.
THORNBURG INTERNATIONAL VALUE - I SHARES	16,906.	16,906.
3M COMPANY MEDIUM-TERM NOTE 4.375% 08/15	4,375.	4,375.
3M CO	8,400.	8,400.
TIMKEN CO	2,650.	2,650.
TRAVELERS COS INC	1,950.	1,950.
U S BANCORP	1,400.	1,400.
UNION PACIFIC CORP	5,760.	5,760.
UNITED PARCEL SERVICE 4.5% 01/15/2013	4,500.	4,500.
U S TREASURY NOTES 6.5% 02/15/2010	8,125.	8,125.
US TREASURY 5% 08/15/2011	10,000.	10,000.
US TREASURY 4.375% 08/15/2012	10,938.	10,938.
US TREASURY N/B 4.25% 11/15/2014	10,625.	10,625.
US TREASURY 4% 04/15/2010	10,000.	10,000.
US TREASURY 3.375% 11/30/2012	8,438.	8,438.
US TREASURY 2.375% 08/31/2014	5,938.	5,938.
US TREASURY 2.375% 02/28/2015	2,952.	2,952.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
US TREASURY N/B 3% 02/28/2017	3,730.	3,730.
US TREASURY 1.375% 03/15/2013	1,719.	1,719.
US TREASURY 1% 03/31/2012	1,250.	1,250.
US TREASURY 1.875% 06/30/2015	1,875.	1,875.
UNITED TECH CORP	5,525.	5,525.
V F CORP W/1 RT/SH	2,588.	2,588.
VALERO ENERGY	850.	850.
VANGUARD SMALL CAP GROWTH INDEX FUND - I	3,365.	3,365.
VERIZON COMMUNICATIONS	18,150.	18,150.
VODAFONE GROUP PLC	3,173.	3,173.
WAL MART STORES INC	2,360.	2,360.
WAL-MART STORES INC 2.875% 05/01/2015	2,615.	2,615.
WALGREEN CO W/1 RT/SH	1,650.	1,650.
WELLS FARGO CO 3% 12/09/2011	6,000.	6,000.
WELLS FARGO CO 2.125% 06/15/2012	5,313.	5,313.
WELLS FARGO & CO NEW W/1 RT/SH	3,735.	3,735.
WELLS FARGO & CO 5.125% 09/01/2012	5,125.	5,125.
WELLS FARGO & CO 4.625% 08/09/2010	6,938.	6,938.
XILINX	3,200.	3,200.
ZIONS BANCORP	120.	120.
TOTAL	1,069,871.	1,069,871.

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	1,200.			1,200.
TOTALS	1,200.	NONE	NONE	1,200.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT MGMT FEES-SUBJECT T	73,249.	73,249.
TOTALS	73,249.	73,249.

FORM 990PF, PART I - INTEREST EXPENSE

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDEND INVESTMENT EXPENSE -	42.	42.
TOTALS	42.	42.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
FOREIGN TAXES	2,678.	2,678.	
OTHER TAXES	200.		
FEDERAL TAX PAYMENT - PRIOR YE	13,776.		13,776.
FEDERAL ESTIMATES - PRINCIPAL	21,520.		
FOREIGN TAXES ON QUALIFIED FOR	4,187.	4,187.	
FOREIGN TAXES ON NONQUALIFIED	452.	452.	
TOTALS	42,813.	7,317.	13,776.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

DESCRIPTION

570,000 US TREASURY 5.625%
200,000 US TREASURY 5%
250,000 US TREASURY 3.375%
250,000 US TREASURY 4.375%
500,000 US TREASURY 4%
350,000 US TREASURY 3.25%
100,000 FHLB 4% 02/15/2011
250,000 FHLB 4.05% 02/13/2014-
550,000 US TREASURY 5.5%
700,000 US TREASURY 6%
250,000 US TREASURY 6.5%
500,000 FHLB 4.125% 02/19/2015
250,000 FHLB 4.25%
500,000 FHLB 3.8% 08/26/2013
250,000 FHLB 4.07% 08/28/2012
500,000 FHLB 5.42%
500,000 FHLB SERIES 5.3%
250,000 FHLB 5.125%
250,000 US TREASURY 4.25% 11/1
250,000 US TREASURY 4.5% 3/31/
500,000 FFCB 4.8% 7/28/14
500,000 FFCB 5% 9/4/13
500,000 FFCB 4.3% 12/15/14
500,000 FHLB 5.5% 5/28/2010
500,000 FHLB 5.5% 2/15/2012-20
500,000 FHLB 5.54% 6/29/2011-2
500,000 FHLMC 5.6% 10/17/2013-
500,000 FHLMC MED TERM 5.55%
100,000 FHLMC 4.125% 12/21/201

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

DESCRIPTION

TOTALS

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION

500 ABBOTT LABORATORIES
1,400 AIR PRODS & CHEMS INC
4,400 ALCOA INC
4,000 ALLSTATE CORP
1,500 T ROWE PRICE GROUP INC
5,376 AMERICAN INTL GROUP
1,000 AMGEN INC
2,000 AUTOMATIC DATA PROCESSIN
1,000 MOLSON COORS BREWING CO
4,500 BOEING CO
6,000 BRISTOL-MYERS SQUIBB CO
1,500 FREEPORT-MCMORAN C & G W
1,000 COSTCO WHOLESALES CORP
2,500 THERMO FISHER SCIENTIFIC
2,000 CISCO SYSTEMS
3,000 DEERE & CO
1,000 DELL INC COMMON
10,000 DIEBOLD INC
3,000 WALT DISNEY CO
1,000 APPLE INC
4,000 EATON CORP
8,000 SCHWAB (CHARLES) CORP
2,000 TEVA PHARMACEUTICAL
3,700 EXXON MOBIL CORP
5,000 XLINX
2,000 FNMA
4,000 FORD MOTOR CO
2,000 FRANKLIN RES INC
5,000 GENERAL ELECTRIC CO

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION

5,000 HOME DEPOT INC
7,000 INTEL CORP
2,000 IBM CORP
3,000 KIMBERLY-CLARK CORP
8,000 MCDONALDS CORP
11,000 MICROSOFT CORP
3,000 NEWMONT MINING CORP
2,000 NORTHROP GRUMMAN CORP
20,000 ORACLE CORP
4,000 PEPSICO INC
12,000 PFIZER INC
100 RIO TINTO PLC
3,000 SARA LEE CORP
2,000 SCHERING-PLOUGH CORP
7,400 SHERWIN-WILLIAMS CO
1,500 3M CO
5,000 TIMKEN CO
3,000 UST INC
7,000 US BANCORP
4,800 UNION PACIFIC CORP
5,490 VERIZON COMMUNICATIONS
890 WACHOVIA CORP 2ND NEW COM
16,000 WELLS FARGO & CO
3,000 WYETH
3,000 AFLAC INC
5,500 AT&T INC
1,000 APACHE CORP
7,500 CITIGROUP INC
2,000 CONOCOPHILLIPS

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION

2,000 DOMINION RESOURCES INC
3,500 DUKE ENERGY CORP
7,000 EXXON MOBIL CORP
3,000 JOHNSON & JOHNSON
5,000 MOTOROLA INC
7,000 ORACLE CORPORATION
1,700 PRUDENTIAL FINANCIAL INC
5,000 SOUTHERN CO
5,000 TARGET CORP
4,000 UNITED TECHNOLOGIES CORP
2,500 WALGREEN CO
2,000 WELLPOINT INC
4,875 WYETH
1,500 FRANKLIN RES INC
6,000 CATERPILLAR INC
1,500 DUKE ENERGY
2,600 EXELON CORP
3,000 FPL GROUP
5,000 EMERSON ELECTRIC CO
3,000 BP PLC SPONS ADR
6,000 CHEVRON CORPORATION
500 GOLDMAN SACHS GROUP INC
7,000 WALT DISNEY CO
2,000 VIACOM CLASS A COMMON
6,000 SCHLUMBERGER LTD
4,000 VALERO ENERGY CORP
3,000 HUNTINGTON BANCSHARES IN
17,085 TAIWAN SEMINCONDUCTER
1,500 GENERAL DYNAMICS CORP

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION

2,500 FEDEX CORP
5,000 ADOBE SYSTEMS INC
4,100 AMGEN INC
6,000 CISCO SYSTEMS
8,000 NOKIA CORP-SPON ADR
2,000 BEST BUY COMPANY
5,000 HEWLETT PACKARD CO
2,000 IBM CORP
1,000 CATERPILLAR
2,500 AMERICAN EXPRESS
2,500 WACHOVIA CORP
1,500 WELLS FARGO & CO
2,500 DOW CHEMICAL
2,500 BECTON DICKINSON
4,000 MEDTRONIC INC
3,500 COLGATE PALMOLIVE
1,500 FORTUNE BRANDS INC
4,000 PROCTER & GAMBLE CO
2,500 WAL-MART STORES INC
7,000 GENERAL ELECTRIC CO
3,000 3M CO
2,000 PRAXAIR INC
2,000 ITT CORPORATION
4,000 EXXON MOBIL CORP
4,000 MARATHON OIL CORP
4,000 VERIZON COMMUNICATIONS
750 GOLDMAN SACHS GROUP INC
1,000 MERRILL LYNCH & CO INC
3,000 MORGAN STANLEY

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION

1,000 AMERICAN INTL GROUP
2,500 BJ SERVICE
2,000 SCHLUMBERGER LTD
5,000 BANK OF AMERICA CORP
2,000 JP MORGAN CHASE & CO
2,000 ABBOTT LABORATORIES
3,000 GLAXO SMITHKLINE PLC ADR
4,000 NOVARTIS AG ADR
2,000 TEVA PHARMACEUTICALS
2,500 ALLSTATE CORP
4,500 STARBUCKS CORP
10,000 INTEL CORP
3,500 PEPSICO INC
3,000 ECOLAB INC
5,000 MICROSOFT CORP

TOTALS

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION

100,000 AMR EXPRESS 3% 5/16/08
100,000 ANH BSH 5.05% 10/15/16
100,000 BK AMER 3.875% 1/15/08
100,000 3M COMPANY MED 4.375%
250,000 CATPILAR 4.15% 1/1510
100,000 UPS 4.5% 1/15/2013
100,000 CHUBB 6% 11/15/11
250,000 CITIGROUP 3.5% 2/1/08
100,000 CO COLA 4.375% 9/15/09
200,000 CONOCO 6.35% 10/14/11
100,000 DU PONT 4.75% 11/15/12
75,000 DUKE ENGY 6.25% 1/15/12
100,000 FIFTH THRD 4.5% 6/1/18
100,000 1ST NTL 7.875% 2/15/10
250,000 GEN ELC 4.625% 9/15/09
100,000 GLD SAC 4.125% 1/15/08
100,000 HERSHEY 5.3% 9/1/11
100,000 GOLDMAN SACHS GR 4.5%
100,000 IBM CORP 4.25% 9/15/09
250,000 JP MRGN 4.5% 1/15/12
150,000 LHMN BRO 3.5% 8/7/08
200,000 MAR & ILS 5.35% 4/1/11
100,000 MER LYNCH 5% 1/15/15
100,000 NTL UTL 3.875% 2/15/08
250,000 WALT DISNEY CO 4.7% 12
100,000 PIT BOW 4.625% 10/1/12
100,000 PRC & GAM 4.3% 8/15/08
100,000 TOY MTR 2.875% 8/11/08
250,000 NATL RURAL UTIL 4.375%

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	
150,000 VERIZON 4% 1/15/08	
200,000 WALMART 6.875% 8/10/09	
100,000 WELLS FG 5.125% 9/1/12	
130,000 ANH BSH 6% 4/15/11	
250,000 OCCIDENTAL PETE 4.25%	
200,000 EMER ELC 5.75% 11/1/11	
300,000 GEN ELC 4.625% 9/15/09	
250,000 LEH BRO 7% 2/1/08	
200,000 PROC GMB 4.3% 8/15/08	
100,000 ABBOTT LABS 5.15% 11/3	
100,000 JOHN DEERE CAP 5.4%	
100,000 METLIFE INC 5.5% 6/15/	
250,000 CATERPILLAR FIN S 4.6%	
250,000 KIMBERLY-CLARKE CO 5%	
250,000 SBC COMMUN INC 4.125%	
100,000 PEPSICO INC 4.65% 2/15	
250,000 SIMON PROP GRP 4.875%	
200,000 WELLS FARGO CO 3%	
100,000 FIRST UN NATL BNK 7.87	
150,000 GLAXOSMITHKLINE 4.85%	
150,000 GOLDMAN SACHS 3.875%	
100,000 HEWLETT PACKARD 5.25%	
150,000 ORACLE CORP 4.95% 4/15	
150,000 WELLS FARGO CO 4.625%	
	TOTALS

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SCHEDULE ATTACHED	C	33,002.	132,123.	132,123.
SCHEDULE ATTACHED	C	24,746,746.	23,212,662.	27,422,658.
SCHEDULE ATTACHED	C	13,053,357.	12,654,982.	19,592,833.
INCOME CASH 301	C		7,061.	7,061.
INCOME CASH 310	C		-1,497.	-1,497.
INCOME CASH 294	C		2,480.	2,480.
TOTALS		37,833,105.	36,007,811.	47,155,658.

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

DESCRIPTION	AMOUNT
NET INCOME BETWEEN TAX YEARS	381.
TOTAL	381.

STATE(S) WHERE THE FOUNDATION IS REGISTERED
OH

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

OFFICER NAME:
HUNTINGTON NATIONAL BANK
ADDRESS:
220 MARKET AVES, SUITE 200
CANTON, OH 44702
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 4
COMPENSATION .... 130,514.

OFFICER NAME:
LAWRENCE R HOOVER
ADDRESS:
400 MARKET AVE N STE 210
CANTON, OH 44702
TITLE:
CHAIRPERSON
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 4

OFFICER NAME:
RONALD BENNINGTON
ADDRESS:
400 MARKET AVE N STE 210
CANTON, OH 44702
TITLE:
COMMITTEE MEMBER
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
THOMAS H HOOVER
ADDRESS:
400 MARKET AVE N STE 210
CANTON, OH 44702
TITLE:
COMMITTEE MEMBER
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

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

OFFICER NAME:
TIMOTHY D SCHILTZ
ADDRESS:
400 MARKET AVE N STE 210
CANTON, OH 44702
TITLE:
COMMITTEE MEMBER
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
CHARLES H HOOVER
ADDRESS:
400 MARKET AVE N STE 210
CANTON, OH 44702
TITLE:
COMMITEE MEMBER
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

TOTAL COMPENSATION: 130,514.
==============

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

NAME:
VICTORY CAPITAL MANAGEMENT
ADDRESS:
126 CENTRAL PLAZA N
CANTON, OH
TYPE OF SERVICE:
INVESTMENT

RECIPIENT NAME:
LAWRENCE HOOVER
ADDRESS:
400 MARKET AVE N., STE 210
CANTON, OH 44702
RECIPIENT'S PHONE NUMBER: 330-580-2568
FORM, INFORMATION AND MATERIALS:
LETTER STATING AMOUNT AND PURPOSE FOR WHICH GRANT IS REQUESTED.
SUBMISSION DEADLINES:
NONE
THE FOUNDATION MAKES GIFTS AND GRANTS PRINCIPALLY TO PUBLIC-SUPPORTED
RESTRICTIONS OR LIMITATIONS ON AWARDS:
COMMUNITY FUNDS, HOSPITALS AND HEALTH AGENCIES,COLLEGES AND COMMUNITY ORGANIZATIONS. THE FOUNDATION DOES NOT MAKE GRANTS TO INDIVIDUALS.

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

==

RECIPIENT NAME:
AMERICAN HEART
ASSOCIATION
ADDRESS:
4916 HILLS & DALES RD.
CANTON, OH 44708
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
HEALTH/MEDICAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
CHARACTER CORP
ADDRESS:
220 MARKET AVENUE S.-STE 200
CANTON, OH 44702
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
JR COLEMAN OUTREACH
SERVICES
ADDRESS:
1731 GRACE AVENUE NE
CANTON, OH 44705
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY SERVICES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 68,000.

RECIPIENT NAME:
LEAVE A LEGACY
STARK COUNTY
ADDRESS:
408 NINTH STREET SW
CANTON, OH 44707
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY SERVICES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC

RECIPIENT NAME:
MALONE COLLEGE
ADDRESS:
515 - 25TH STREET NW
CANTON, OH 44709
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 23,500.

RECIPIENT NAME:
WALSH UNIVERSITY
ADDRESS:
2020 E. MAPLE STREET
NORTH CANTON, OH 44720
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 22,500.

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

RECIPIENT NAME:
AMERICAN RED CROSS
ADDRESS:
521 MARKET AVENUE N.
CANTON, OH 44702
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SOCIAL WELFARE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
MUSKINGUM COLLEGE
ADDRESS:
163 STORMONT STREET
NEW CONCORD, OH 43762
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 600.

RECIPIENT NAME:
VANDERBILT UNIVERSITY
ADDRESS:
2201 WEST END AVENUE
NASHVILLE, TN 37240
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 200.

RECIPIENT NAME:
AULTMAN HOSPITAL
(WOMAN'S BOARD)
ADDRESS:
2600 - 6TH STREET SW
CANTON, OH 44710
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
HEALTH/MEDICAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
CANTON SYMPHONY ORCHESTRA
ADDRESS:
1001 MARKET AVENUE N.
CANTON, OH 44702
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
HUMANITIES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 105,000.

RECIPIENT NAME:
NORTH COAST COMMUNITY
HOMES
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY SERVICES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 12,500.

RECIPIENT NAME:
TURNING POINT OF STARK COUNTY
ADDRESS:
1221 HARRISON RD. NE
CANTON, OH 44705
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SOCIAL WELFARE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 18,000.

RECIPIENT NAME:
YWCA OF CANTON
ADDRESS:
405 2ND STREET NW
CANTON, OH 44702
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SOCIAL WELFARE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC

RECIPIENT NAME:
ZOAR COMMUNITY ASSOCIATION
ADDRESS:
221 FOLTZ RD.
ZOAR, OH 44697
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY SERVICES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 6,500.

RECIPIENT NAME:
HAMMER AND NAILS INC
ADDRESS:
P. O. BOX 8224
CANTON, OH 44711
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY SERVICES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
MERCY MEDICAL CENTER
ADDRESS:
1455 HARRISON AVENUE NW
CANTON, OH 44708
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
HEALTH/MEDICAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC

RECIPIENT NAME:
SUMMIT CHAPLAIN SERVICES
ADDRESS:
P. O. BOX 27086
AKRON, OH 44319-1995
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY SERVICES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
PATHWAY CARING FOR CHILDREN
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
ADOPTION/FOSTER CARE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC

RECIPIENT NAME:
ABCD, INC
ADDRESS:
1225 GROSS AVENUE NE
CANTON, OH 44705
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY SERVICES/REDUCE POVERTY
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
CANTON MUSEUM OF ART
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
HUMANITIES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
NORTHEAST COMMUNITY CENTER
ADDRESS:
2600 - 25TH STREET NE
CANTON, OH 447045
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SOCIAL WELFARE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 25,000.

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

RECIPIENT NAME:
MULTI-DEVELOPMENT SERVICES
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY SERVICES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
STARK COUNTY EDUCATIONAL SERVICES
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC

RECIPIENT NAME:
JUNIOR ACHIEVEMENT
ADDRESS:
4352 EXECUTIVE CIRCLE
CANTON, OH 44718
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY SERVICES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 8,000.

RECIPIENT NAME:
MASSILLON MUSEUM
ADDRESS:
121 LINCOLN WAY
MASSILON, OH 44646
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
HUMANITIES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 20,000.

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

RECIPIENT NAME:
NEW BEGINNINGS RECOVERY HOUSE
ADDRESS:
1226 OBY PLACE NW
CANTON, OH 44703
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY SERVICES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC

RECIPIENT NAME:
WESTERN RESERVE HISTORICAL SOCIETY
ADDRESS:
10825 EAST BOULEVARD
CLEVELAND, OH 44106
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY SERVICES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC

RECIPIENT NAME:
STARK DEVELOPMENT BOARD
ADDRESS:
116 CLEVELAND AVENUE NW
CANTON, OH 44702
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SOCIAL WELFARE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 33,300.

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

RECIPIENT NAME:
EARLY CHILDHOOD RESOURCE CENTER
ADDRESS:
3114 CLEVELAND AVENUE NW
CANTON, OH 44709
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
HEALTH/MEDICAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
CANTON CITY SCHOOLS
ADDRESS:
617 MCKINLEY AVENUE SW
CANTON, OH 44707
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC

RECIPIENT NAME:
STARK COMMUNITY FOUNDATION
ADDRESS:
400 MARKET AVENUE N.
CANTON, OH 44702
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY SERVICES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC

RECIPIENT NAME:
MOUNT UNION COLLEGE
ADDRESS:
1972 CLARK AVENUE
ALLIANCE, OH 44601
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 250,000.

RECIPIENT NAME:
NORTH CANTON COMMUNITY
BUILDING
ADDRESS:
200 SOUTH MAIN STREET
NORTH CANTON, OH 44720
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY SERVICES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC

RECIPIENT NAME:
ARTS IN STARK
ADDRESS:
1001 MARKET AVENUE .
CANTON, OH 44702
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
HUMANITIES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 75,000.

RECIPIENT NAME:
CULVER EDUCATIONAL
FOUNDATION
ADDRESS:
1300 ACADEMY RD.
CULVER, IN 46511-1291
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 5,350.

RECIPIENT NAME:
COLLEGE OF WOOSTER
ADDRESS:
625 WEBER AVENUE
WOOSTER, OH 44691
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 2,845.

RECIPIENT NAME:
NORTHEAST EDUCATIONAL
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC

RECIPIENT NAME:
COMMUNITY CHRISTMAS
ADDRESS:
116 CLEVELAND AVENUE NW
CANTON, OH 44702
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY SERVICES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC

RECIPIENT NAME:
WATOES OUTREACH PROGRAM
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SOCIAL WELFARE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 12,000.

RECIPIENT NAME:
STUMP HILL FARM
ADDRESS:
633 KLICK ST.
MASSILLON, OH 44646
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 22,750.

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

RECIPIENT NAME:
CHILD AND ADOLESCENT
SERVICE
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY SERVICES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
FAMILY ECONOMIC SUCCESS
ADDRESS:
P. O. BOX 20974
CANTON, OH 44701
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SOCIAL WELFARE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
AKRON ZOO
ADDRESS:
500 EDGEWOOD AVE
AKRON, OH 44307
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY SERVICES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
YMCA OF CENTRAL STARK COUNTY
ADDRESS:
405 - 2ND STREET NW
CANTON, OH 44702
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SOCIAL WELFARE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 65,000.

RECIPIENT NAME:
LIGHTHOUSE MINISTRIES
ADDRESS:
1939 - 3RD STREET SE
CANTON, OH 44707
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
RELIGIOUS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 19,575.

RECIPIENT NAME:
TRILLIUM FAMILY SOLUTIONS
ADDRESS:
101 CLEVELAND AVENUE NW
CANTON, OH 44702
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SOCIAL WELFARE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC

RECIPIENT NAME:
NORTH CANTON PLAYHOUSE
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
HUMANITIES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 17,000.

RECIPIENT NAME:
AKRON-CANTON REGIONAL
FOODBANK
ADDRESS:
350 OPPORTUNITY PARKWAY
AKRON, OH 44307
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY SERVICES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
DENISON UNIVERSITY
ADDRESS:
P. O. BOX 740
GRANVILLE, OH 43023
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 200.

RECIPIENT NAME:
MASSACHUSETTS INSTITUTE
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 200.

RECIPIENT NAME:
BUCKEYE COUNCIL, BOY SCOUTS
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY SERVICES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
OHIO FOUNDATION OF INDEPENDENT
ADDRESS:
250 E. BROAD STREET
COLUMBUS, OH 43215
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY SERVICES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 70,000.

RECIPIENT NAME:
COMMUNITY DROP-IN SERVICES
ADDRESS:
1493 CHERRY STREET NE
CANTON, OH 44707
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY SERVICES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC

RECIPIENT NAME:
NORTH CANTON CITY SCHOOLS
ADDRESS:
525 - 7TH STREET NE
NORTH CANTON, OH 44720
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 200,000.

RECIPIENT NAME:
CUYAHOGA VALLEY SCENIC RAILROAD
ADDRESS:
P. O. BOX 158
PENINSULA, OH 44264
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY SERVICES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
NORTH CANTON HERITAGE SOCIETY
ADDRESS:
200 CHARLOTTE STREET SW
NORTH CANTON, OH 44720
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PRESERVING HISTORY
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
VOYAGER PROGRAM
ADDRESS:
220 MARKET AVE. S., STE 200
CANTON, OH 44702
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROVIDE AFTER SCHOOL PROGRAMS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
YOUNG LIFE
ADDRESS:
2600 CLEVELAND AVE. NW
CANTON, OH 44709
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
RELIGIOUS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
CANTON MONTESSORI SCHOOL
ADDRESS:
125 - 15TH STREET NW
CANTON, OH 44703
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC

RECIPIENT NAME:
ALLIANCE AREA HABITAT FOR HUMANITY
ADDRESS:
405 S. LINDEN AVENUE
ALLIANCE, OH 44601
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROVIDE HOMES FOR THE POOR
FOUNDATION STATUS OF RECIPIENT:
PUBLIC

RECIPIENT NAME:
PLANNED PARENTHOOD OF STARK COUNTY
ADDRESS:
2663 CLEVELAND AVENUE NW
CANTON, OH 44709
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY SERVICES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC

RECIPIENT NAME:
MASONIC LEARNING CENTER
ADDRESS:
836 MARKET AVENUE N.
CANTON, OH 44702
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC

RECIPIENT NAME:
STARK COUNTY AGRICULTURAL SOCIETY
ADDRESS:
305 WERTZ AVENUE NW
CANTON, OH 44706
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY SERVICES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC

RECIPIENT NAME:
STARK SOCIAL WORKERS NETWORK
ADDRESS:
1221 HARRISON RD. NE
CANTON, OH 44705
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY SERVICES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
PROJECT REBUILD
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY SERVICE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
GIRL SCOUTS OF NORTH EAST OHIO
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY SERVICE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
PRESCRIPTION ASSISTANCE NETWORK
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PURCHASING MEDICINE FOR THE NEEDY
FOUNDATION STATUS OF RECIPIENT:
PUBLIC

RECIPIENT NAME:
HARTVILLE MIGRANT COUNCIL
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
ASSIST IN MIGRANT ISSUES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
CANTON PALACE THEATRE
ADDRESS:
MARKET AVE N
CANTON, OH 44702
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CULTURAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 4,500.

RECIPIENT NAME:
COMMUNITY BUILDING PARTNERSHIP
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY SERVICE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 60,000.

RECIPIENT NAME:
KENT STATE UNIVERSITY FOUNDATION
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 83,000.

RECIPIENT NAME:
McKINLEY MUSEUM
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CULTURAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 133,000.

RECIPIENT NAME:
NORTH CANTON MEDICAL FOUNDATION
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
MEDICAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC

RECIPIENT NAME:
STARK EDUCATION PARTNERSHIP
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
501C3
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
PRO FOOTBALL HALL OF FAME
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
501C3
AMOUNT OF GRANT PAID .... 83,000.

RECIPIENT NAME:
GOODWILL INDUSTRIES
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
501C3
AMOUNT OF GRANT PAID .... 83,000.

RECIPIENT NAME:
DEOS DESTINY DESIGNS
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
501C3
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
GUARDIAN SUPPORT SERVICES
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
501C3
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
BEECH CREEK BOTANICAL GARDEN
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 30,700.

RECIPIENT NAME:
WESTERN STARK EDUCATIONAL
PARTNERSHIP
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT

RECIPIENT NAME:
WESTERN STARK FREE CLINIC
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
WESTERN RESERVE LAND CONSERV.
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
MASSILON SALVATION ARMY
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
PREGNANCY SUPPORT SERVICES
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
A COMMUNITY CHRISTMAS
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 5,000.

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

RECIPIENT NAME:
SALVATION ARMY OF NORTH CANTON
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
OHIO WESLYAN UNIVERSITY
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATIONAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 100.

RECIPIENT NAME:
UNITED WAY OF GREATER STARK
COUNTY
ADDRESS:
220 MARKET AVE S
CANTON, OH 44702
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 300,000.

TOTAL GRANTS PAID: 2,335,320.

HOOVER FOUNDATION INCOME ACCOUNT 7055000310 34-6510994

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					
2000. SPDR REGIONAL	08/12/2009	01/06/2010	44,584.00	44,696.00	-112.00
1000. BJ SERVICES CO	08/12/2009	04/28/2010	16,990.00	14,300.00	2,690.00
7000. DIRECTV CLASS A	07/09/2009	05/13/2010	265,895.00	162,816.00	103,079.00
500000. FNMA 3.25%	11/09/2009	05/27/2010	500,000.00	500,000.00	
1000. BP AMOCO PLC	08/12/2009	06/07/2010	36,869.00	50,579.00	-13,710.00
250000. FHLB 2.125%	11/25/2009	06/07/2010	250,000.00	250,000.00	
250000. FHLMC MEDIUM-TERM NOTE 4% 07/20/2016-201	08/19/2009	07/20/2010	250,000.00	251,875.00	-1,875.00
250000. FNMA 3.25%	02/23/2010	07/27/2010	250,000.00	250,000.00	
5000. SYMANTEC CORP W/1	05/14/2010	10/05/2010	76,000.00	80,282.00	-4,282.00
TOTAL CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES			1,690,338.00	1,604,548.00	85,790.00
Totals			1,690,338.00	1,604,548.00	85,790.00

JSA
0F0971 2 000

HOOVER FOUNDATION INCOME ACCOUNT 7055000310 34-6510994

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					
250000. CATERPILLAR FINL					
SVCS CORP 4.15% 01/15/2	05/10/2005	01/15/2010	250,000.00	246,905.00	3,095.00
1000. PRAXAIR INC	12/09/2003	02/03/2010	76,757.00	37,060.00	39,697.00
1000. ALLSTATE CORP	09/09/1994	02/12/2010	29,210.00	12,138.00	17,072.00
100000. FIRST UN NATL BK N					
C CHARLOTTE M SUB BK NTS BOOK ENTRY TRA	[illegible]/29/2000	02/15/2010	100,000.00	99,697.00	303.00
250000. U S TREASURY NOTES					
6.5% 02/15/2010	07/31/2002	02/15/2010	250,000.00	270,574.00	-20,574.00
500000. FHLB 4.125%	02/12/2008	02/19/2010	500,000.00	500,000.00	
500000. FHLB 3.8%	02/13/2008	02/26/2010	500,000.00	500,000.00	
1000. CITIGROUP INC	12/09/2003	03/05/2010	3,460.00	47,120.00	-43,660.00
250000. OCCIDENTAL PETE					
CORP SERIES MTN 4.25% 03	08/18/2008	03/15/2010	250,000.00	253,125.00	-3,125.00
500000. US TREASURY 4%	04/13/2005	04/15/2010	500,000.00	498,968.00	1,032.00
1000. UNITED TECH CORP	03/14/2002	04/16/2010	73,619.00	37,425.00	36,194.00
2500. BJ SERVICES CO	09/04/2007	04/28/2010	64,999.00	64,999.00	
750. GOLDMAN SACHS GROUP	09/04/2007	04/30/2010	110,804.00	136,545.00	-25,741.00
.225 BAKER HUGHES INC	09/04/2007	05/04/2010	11.00	13.00	-2.00
3000. SARA LEE CORP W/1	05/22/2000	05/13/2010	44,880.00	44,854.00	26.00
1000. SHERWIN WMS CO W/1	02/10/1986	05/13/2010	78,690.00	6,747.00	71,943.00
17170. TAIWAN SEMICONDUCTO	11/06/2007	05/13/2010	176,333.00	175,003.00	1,330.00
8776.329 DWS INTERNATIONAL					
FUND - INSTITUTIONAL S	09/05/2006	05/14/2010	350,000.00	506,921.00	-156,921.00
100000. GOLDMAN SACHS					
GROUP INC 4.5% 06/15/2010	02/04/2008	06/15/2010	100,000.00	102,564.00	-2,564.00
2000. CITIGROUP INC	12/09/2003	07/07/2010	7,501.00	94,240.00	-86,739.00
960. FRONTIER COMMUNICATIO	11/07/2002	07/14/2010	6,912.00	9,103.00	-2,191.00
.818 FRONTIER COMMUNICATIO	11/14/1995	07/20/2010	6.00	7.00	-1.00
.159 FRONTIER COMMUNICATIO	11/07/2002	07/20/2010	1.00	2.00	-1.00
8000. NOKIA CORP ADR 'A' +	11/06/2002	07/23/2010	73,796.00	140,160.00	-66,364.00
200000. CONOCO FUNDING CO					
6.35% 10/15/2011	11/02/2001	08/03/2010	213,803.00	200,482.00	13,321.00
Totals					

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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
5807.201 DWS INTERNATIONAL					
FUND - INSTITUTIONAL S	09/05/2006	08/06/2010	250,232.00	335,424.00	-85,192.00
150000. WELLS FARGO & CO					
4.625% 08/09/2010	05/22/2008	08/09/2010	150,000.00	152,091.00	-2,091.00
250000. SIMON PROPERTY					
GROUP LP 4.875% 08/15/201	02/12/2008	08/15/2010	250,000.00	252,605.00	-2,605.00
1000. CATERPILLAR INC W/1	08/21/1990	08/23/2010	69,049.00	5,589.00	63,460.00
1316. FRONTIER COMMUNICATI	11/14/1995	08/23/2010	10,212.00	10,335.00	-123.00
153. MERCK & CO INC	02/24/1993	08/23/2010	5,350.00	1,060.00	4,290.00
150000. FNMA SERIES 1 3%	09/03/2009	09/15/2010	150,000.00	150,000.00	
250000. NATIONAL RURAL					
UTILITIES 4.375% 10/01/20	08/11/2008	10/01/2010	250,000.00	252,100.00	-2,100.00
500. AT&T INC	03/14/2000	10/05/2010	14,636.00	21,905.00	-7,269.00
4483.3 DWS INTERNATIONAL					
FUND - INSTITUTIONAL S	09/05/2006	10/05/2010	200,000.00	258,955.00	-58,955.00
9262.378 MAINSTAY MAP FUND					
- INSTITUTIONAL	01/14/2000	10/05/2010	275,000.00	245,175.00	29,825.00
5000. BANK OF AMERICA CORP	11/08/2002	10/19/2010	60,599.00	167,750.00	-107,151.00
2100. GENZYME CORP	02/12/2009	12/07/2010	147,960.00	152,292.00	-4,332.00
250000. FNMA 3%	11/25/2009	12/09/2010	250,000.00	250,000.00	
250000. FHLMC 1.7%	11/25/2009	12/17/2010	250,000.00	250,000.00	
TOTAL CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES			6,093,820.00	6,489,933.00	-396,113.00
Totals			6,093,820.00	6,489,933.00	-396,113.00

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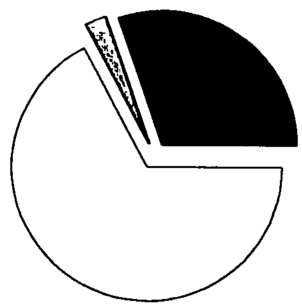
THE HOOVER FOUNDATION
(HUNTINGTON) U/A/D 4/19/89

Investment Allocation



30 3%	2	8,314,250 20
0 0%	CASH	7,060 65-
2 4%	CASH EQUIVALENTS	653,993 57
67 3%	EQUITIES	18,461.474 98
100 0%	Total	27.422.658 10

Investment Summary

	Market Value	%	Estimated Income	Current Yield
CASH EQUIVALENTS				
CASH MANAGEMENT FUNDS-TAXABLE	653,993 57	2 38	201	0 03
2				
U S GOVT OBLIGATIONS	1,935,235 50	7 06	41,252	2 13
U S GOVT AGENCIES	3,535,943 00	12 89	130,701	3 70
CORPORATE OBLIGATIONS	2,574,271 70	9 39	90,476	3 51
EXCHANGE TRADED FUNDS - TAXABLE	268,800 00	0 98	6,733	2 50
TOTAL 2	8,314.250 20	30 32	269.162	3 24
EQUITIES				
COMMON STOCK	8,737.025 00	31 86	181,009	2 07
COMMON STOCK-FOREIGN	680,400 00	2 48	21,503	3 16
HUNTINGTON FUNDS-EQUITY	1,224,814 84	4 47	4,476	0 37

Investment Summary

	Market Value	%	Estimated Income	Current Yield
MUTUAL FUNDS EQUITY	7,819,235 14	28 51	84,747	1 08
TOTAL EQUITIES	18,461,474 98	67 32	291,735	1 58
CASH				
PRINCIPAL CASH	7,060 65-	0 03-	0	0 00
TOTAL FUND	27,422,658 10	100 00	561 098	2 05

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 MONEY MARKET FUND II	650,553 57	192	0 0	650,553 57	2 372
	HUNTINGTON CONSERVATIVE DEPOSIT ACCOUNT	3,440 00	9	0 3	3,440 00	0 013
	TOTAL CASH MANAGEMENT FUNDS-TAXABLE	653,993 57*	201*	0 0*	653,993 57*	2 385*
	2					
	U S GOVT OBLIGATIONS					
250,000	US TREASURY 1% 03/31/2012	250,000 00	2,500	1 0	251,915 00	0 919
250,000	US TREASURY 3 375% 11/30/2012	255,644 53	8,438	3 2	263,495 00	0 961
250,000	US TREASURY 1 375% 03/15/2013	249,546 48	3,438	1 4	253,652 50	0 925
250,000	US TREASURY 2 375% 08/31/2014	248,609 63	5,938	2 3	258,985 00	0 944
250,000	US TREASURY 2 375% 02/28/2015	249,765 63	5,938	2 3	257,657 50	0 940
200,000	US TREASURY 1 875% 06/30/2015	198,863 30	3,750	1 9	200,796 00	0 732

UNITS/ SHARES	NAME OF SECURITY	TOT COST	EST INC	YLD MKT	MARKET VALUE	% TOT MKT
250,000	US TREASURY N/B 3% 02/28/2017	248.780 54	7,500	2 9	257,812 50	0 940
200,000	US TREASURY 1 875% 08/31/2017	198,516 99	3,750	2 0	190,922 00	0 696
	TOTAL U S GOVT OBLIGATIONS	1,899,727 10*	41,252*	2 1*	1,935,235 50*	7 057*
	U. S GOVT AGENCIES					
100,000	FHLB 4% 02/15/2011	101,791 00	4,000	4 0	100.435 00	0 366
100,000	FHLMC 4 125% 12/21/2012	101,910 00	4.125	3 9	106,586 00	0 389
500,000	FFCB 5% 09/04/2013	509,060 00	25,000	4 5	552,520 00	2 015
150,000	FHLB 2 15% 12/16/2013	150,000 00	3,225	2 1	154,332 00	0 563
250,000	FHLMC 3 05% 06/18/2014-2012	250.000 00	7,625	3 0	257,732 50	0 940
500,000	FFCB 4 8% 07/28/2014	502,960 00	24.000	4 3	559,060 00	2 039
500,000	FFCB 4 3% 12/15/2014	497,250 00	21,500	3 9	549.625 00	2 004
250,000	FNMA 2 625% 12/30/2015-2011	250.000 00	6.563	2 6	249,932 50	0 911
250,000	FHLB 3 3% 03/17/2016-2011	250,000 00	8.250	3 3	251,280 00	0 916
250,000	FHLB 3 09% 07/07/2016-2011	250,000 00	7,725	3 1	250,052 50	0 912
250,000	FFCB 3 375% 12/27/2018	250,260 00	8,438	3 3	254,177 50	0 927
250,000	FHLB 4 1% 06/10/2019-2011	250,000 00	10,250	4 1	250,210 00	0 912
	TOTAL U S GOVT AGENCIES	3,363,231 00*	130,701*	3 7*	3,535,943 00*	12 894*
	CORPORATE OBLIGATIONS					
130,000	ANHEUSER BUSCH COS INC 6% 04/15/2011	129,191 40	7,800	5 9	131.831.70	0 481

UNITS/ SHARES	NAME OF SECURITY	TOT COST	EST INC	YLD MKT	MARKET VALUE	% TOT MKT
200.000	EMERSON ELECTRIC CO NTS DTD 10/29/01 5 75% 11/01/2011	209,700 00	11,500	5 5	208,420 00	0 760
200.000	WELLS FARGO CO 3% 12/09/2011	199,766 00	6,000	2 9	204,808 00	0 747
250,000	BANK OF AMERICA CORP 2 1% 04/30/2012	249,925 00	5,250	2 1	255,190 00	0 931
250,000	WELLS FARGO CO 2 125% 06/15/2012	251,540 00	5,313	2 1	255,747 50	0 933
250,000	WALT DISNEY CO 4 7% 12/01/2012	255,000 00	11,750	4 4	267,990 00	0 977
100.000	PEPSICO INC 4 65% 02/15/2013	95,911 00	4,650	4 3	107,681 00	0 393
100,000	CONOCOPHILLIPS 4 4% 05/15/2013	102,800 00	4,400	4 1	107,366 00	0 392
250.000	KIMBERLY-CLARK CORP 5% 08/15/2013	254,750 00	12,500	4 6	273,330 00	0 997
250,000	CATERPILLAR FINL SVCS CORP CATERPILLAR FINANCIAL SERVICE CORP DTD 01/20/04 4 6% 01/15/2014	248,750 00	11,500	4 3	269,960 00	0 984
250.000	HEWLETT PACKARD CO 2 125% 09/13/2015	250,807 50	5,313	2 2	246,857 50	0 900
250.000	PROCTER & GAMBLE CO 1 8% 11/15/2015	248,275 00	4,500	1 8	245,090 00	0 894
	TOTAL CORPORATE OBLIGATIONS	2,496,415 90*	90,476*	3 5*	2,574,271 70*	9 387*

EXCHANGE TRADED FUNDS - TAXABLE

UNITS/ SHARES	NAME OF SECURITY	TOT COST	EST INC	YLD MKT	MARKET VALUE	% TOT MKT
2,500	ISHARES BARCLAYS US TREASURY INFLATION PROTECTED SECURITIES FUND	252,525 00	6,733	2 5	268,800 00	0 980

UNITS/ SHARES	NAME OF SECURITY	TOT COST	EST INC	YLD MKT	MARKET VALUE	% TOT MKT
	TOTAL 2	8.011,899 00*	269,162*	3 2*	8,314,250 20*	30 319*
	EQUITIES COMMON STOCK					
3,000	AFLAC INC	90,060 00	3,600	2 1	169.290 00	0 617
5,000	AT&T INC	208,973 00	8,600	5 9	146,900 00	0 536
2,500	ABBOTT LABORATORIES	126.352 90	4,400	3 7	119,775 00	0 437
6,000	ADOBE SYSTEMS INC	86,654 90	150	0 1	184,680 00	0 673
1.250	APACHE CORP	100,677 63	750	0 5	149,037 50	0 543
1,500	BAKER HUGHES INC	76,909 47	900	1 0	85,755 00	0 313
1.000	BAXTER INTERNATIONAL INC W/1 RT/SH	48.866 40	1,240	2 4	50.620 00	0 185
2,500	BECTON DICKINSON	198.828 20	4,100	1 9	211.300 00	0 771
1.000	CATERPILLAR INC	72,780 00	1.760	1 9	93,660 00	0 342
1,500	CHUBB CORP W/1 RT/SH	73.307 25	2,220	2 5	89,460 00	0 326
6,500	CISCO SYSTEMS	86,605 78	0	0 0	131.495 00	0 480
3,500	COLGATE PALMOLIVE	180,355 00	7,420	2 6	281,295 00	1 026
1,250	COMCAST CORP CL A	22.662 25	473	1 7	27.462 50	0 100
2.000	CONOCOPHILLIPS	117.260 00	4.400	3 2	136,200 00	0 497
1.000	DEERE & CO W/1 RT/SH	40,254 60	1,400	1 7	83.050 00	0 303
3,000	WALT DISNEY CO	102.668 65	1.200	1 1	112,530 00	0 410

UNITS/ SHARES	NAME OF SECURITY	TOT COST	EST INC	YLD MKT	MARKET VALUE	% TOT MKT
2,000	DOMINION RESOURCES INC /VA	77,468 90	3,660	4 3	85,440 00	0 312
4,000	DUKE ENERGY CORP	63,945 31	3,920	5 5	71,240 00	0 260
5,000	EMC CORP/MASS	92,399 50	0	0 0	114,500 00	0 418
4,000	EXXON MOBIL CORP	150,960 00	7,040	2 4	292,480 00	1 067
2,500	FEDEX CORP	91,650 00	1,200	0 5	232,525 00	0 848
2,000	FREEPORT-MCMORAN C & G W/1 RT/SH	92,413 05	4,000	1 7	240,180 00	0 876
1,500	GENERAL DYNAMICS CORP	119,053 80	2,520	2 4	106,440 00	0 388
7,000	GENERAL ELECTRIC CO	236,950 00	3,920	3 1	128,030 00	0 467
1,000	GENERAL MILLS INC	37,298 10	1,120	3 1	35,590 00	0 130
500	GOLDMAN SACHS GROUP INC	77,785 00	700	0 8	84,080 00	0 307
5,000	HEWLETT PACKARD CO	150,000 00	1,600	0 8	210,500 00	0 768
2,000	ITT CORPORATION	127,860 00	2,000	1 9	104,220 00	0 380
10,000	INTEL CORP	201,066 25	6,300	3 0	210,300 00	0 767
1,500	IBM CORP	140,700 00	3,900	1 8	220,140 00	0 803
3,000	JP MORGAN CHASE & CO	132,722 65	600	0 5	127,260 00	0 464
3,000	JOHNSON & JOHNSON	159,470 69	6,480	3 5	185,550 00	0 677
4,000	MEDTRONIC INC	180,990 00	3,600	2 4	148,360 00	0 541
7,500	MICROSOFT CORP	169,422 00	4,800	2 3	209,325 00	0.763

UNITS/ SHARES	NAME OF SECURITY	TOT COST	EST INC	YLD MKT	MARKET VALUE	% TOT MKT
1,500	MOLSON COORS BREWING CO B	71,687 45	1,680	2 2	75,285 00	0 275
1,000	MONSANTO CO	63,994 65	1,120	1 6	69,640 00	0 254
1,500	NIKE INC CL B	102,762 00	1,860	1 5	128,130 00	0 467
7,000	ORACLE CORPORATION FORMERLY ORACLE SYS CORP W/1 RT/SH	72,515 60	1,400	0 6	219,100 00	0 799
500	PARKER HANNIFIN CORP	35,719 50	580	1 3	43,150 00	0 157
3,500	PEPSICO INC	178,757 00	6,720	2 9	228,655 00	0 834
1,000	PRAXAIR INC	37,060 00	1,800	1 9	95,470 00	0 348
2,500	PRICE T ROWE GROUP INC	95,528 90	2,700	1 7	161,350 00	0 588
4,000	PROCTER & GAMBLE CO	153,858 76	7,708	3 0	257,320 00	0 938
2,000	PRUDENTIAL FINANCIAL INC	149,336 77	2,300	2 0	117,420 00	0 428
2,000	SCHLUMBERGER LTD	201,477 00	1,680	1 0	167,000 00	0 609
1,000	SCHNITZER STEEL INDS INC -A	44,674 40	68	0 1	66,390 00	0 242
5,000	SOUTHERN CO	131,572 32	9,100	4 8	191,150 00	0 697
2,500	SPECTRA ENERGY CORP	57,616 75	2,500	4 0	62,475 00	0 228
4,500	STARBUCKS CORP	110,028 60	2,340	1 6	144,585 00	0 527
2,000	TJX COMPANIES INC	65,003 15	1,200	1 4	88,780 00	0 324
5,000	TARGET CORP	272,273 20	5,000	1 7	300,650 00	1 096
1,250	TEXAS INSTRUMENTS INC	35,522 50	650	1 6	40,625 00	0 148

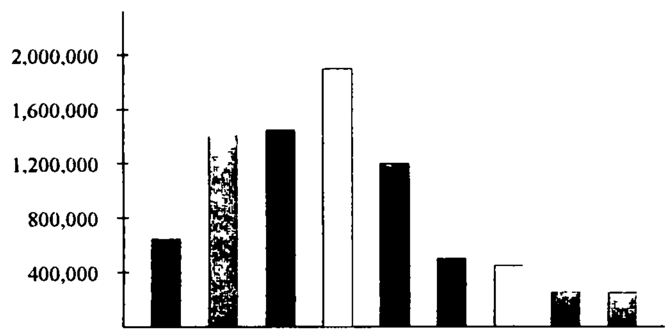
UNITS/ SHARES	NAME OF SECURITY	TOT COST	EST INC	YLD MKT	MARKET VALUE	% TOT MKT
2,500	THERMO FISHER SCIENTIFIC INC	145,610 00	0	0.0	138,400 00	0 505
3,000	3M CO	172,052 29	6,300	2 4	258,900 00	0 944
1,500	TRAVELERS COS INC	78,019 45	2,160	2 6	83,565 00	0 305
3,000	UNITED TECHNOLOGIES CORP	105,225 00	5,100	2 2	236,160 00	0 861
1,250	V F CORP W/1 RT/SH	77,201 20	3,150	2 9	107,725 00	0 393
5,000	VALERO ENERGY CORP	173,504 00	1,000	0 9	115,600 00	0 422
4,000	VERIZON COMMUNICATIONS	137,717 86	7,800	5 4	143,120 00	0 522
2,000	WAL-MART STORES INC	86,714 00	2,420	2 2	107,860 00	0 393
3,000	WALGREEN CO	125,304 25	2,100	1 8	116,880 00	0 426
3,000	WELLS FARGO & CO	92,808 05	600	0 6	92,970 00	0 339
	TOTAL COMMON STOCK	7,008,915 93*	181,009*	2 1*	8,737,025 00*	31 861*
	COMMON STOCK-FOREIGN					
3,000	GLAXO SMITHKLINE PLC ADR	159,721 27	5,997	5 1	117,660 00	0 429
4,000	NOVARTIS AG ADR	148,878 71	6,612	2 8	235,800 00	0 860
1,000	ROYAL DUTCH SHELL PLC -ADR	61,140 00	2,856	4 3	66,780 00	0 244
2,000	SUNCOR ENERGY INC	66,339 05	792	1 0	76,580 00	0 279
2,000	TEVA PHARMACEUTICAL -SP ADR	87,656 80	1,334	1 3	104,260 00	0 380
3,000	VODAFONE GROUP PLC	61,495 10	3,912	4 9	79,320 00	0 289

UNITS/ SHARES	NAME OF SECURITY	TOT COST	EST INC	YLD MKT	MARKET VALUE	% TOT MKT
	TOTAL COMMON STOCK-FOREIGN	585,230 93*	21,503*	3 2*	680,400 00*	2 481*
	HUNTINGTON FUNDS-EQUITY					
33,383 132	HUNTINGTON INTERNATIONAL EQUITY FUND IV	260,921 31	3,105	0 8	384,907 51	1 404
41,558 997	HUNTINGTON SITUS FUND IV	821,674 49	1,371	0 2	839,907 33	3 063
	TOTAL HUNTINGTON FUNDS-EQUITY	1,082,595 80*	4,476*	0 4*	1,224,814 84*	4.466*
	MUTUAL FUNDS EQUITY					
65,743 945	AMERICAN CENTURY HERITAGE FUND - INVESTORS CLASS	950,000 00	8,481	0 6	1,379,307 97	5 030
14,061 989	DWS INTERNATIONAL FUND - INSTITUTIONAL SHARES	729,017 47	16,649	2 6	633,914 46	2 312
21,500 947	MAINSTAY MAP FUND - INSTITUTIONAL	564,286 37	7,246	1 1	685,880 21	2 501
14,084 283	OPPENHEIMER DEVELOPING MARKETS FUND - CLASS Y	452,010 47	2,014	0 4	508,020 09	1 853
53,106 041	T ROWE PRICE MID CAP VALUE FUND	945,811 71	21,773	1 7	1,259,144 23	4 592
66,254 469	ROYCE TOTAL RETURN FUND	575,822 91	10,269	1 2	872,571 36	3 182
52,598 838	THORNBURG INTERNATIONAL VALUE - I SHARES	866,538 30	14,938	1 0	1,506,430 72	5 493
44,432 76	VANGUARD SMALL CAP GROWTH INDEX FUND - INVESTOR SHARES	793,599 50	3,377	0 3	973,966 10	3 552
	TOTAL MUTUAL FUNDS EQUITY	5,877,086 73*	84,747*	1 1*	7,819,235 14*	28 514*
	TOTAL EQUITIES	14,553,829 39*	291,735*	1 6*	18,461,474 98*	67 322*

UNITS/ SHARES	NAME OF SECURITY	TOT COST	EST INC	YLD MKT	MARKET VALUE	% TOT MKT
	PRINCIPAL CASH	7,060 65-		0 0	7,060 65-	0 026-
	TOTAL FUND	23,212,661 31*	561,098*	2 0*	27,422,658 10*	100 000*

MATURITY SCHEDULE

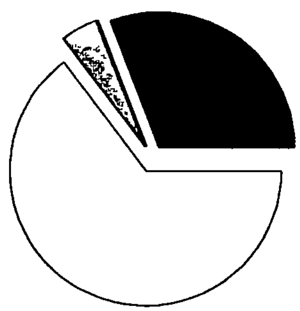
Maturities by Year



2011	645,494 70
2012	1,400,923 50
2013	1,448,881 50
2014	1,895,362 50
2015	1,200,333 50
2016	501,332 50
2017	448,734 50
2018	254,177 50
2019	250,210 00
Total	8,045,450 20

SUMMARY OF INVESTMENTS
THE HOOVER FOUNDATION (KEY)
U/A/D 4/19/89

Investment Allocation



30 9%	2	6,059,777 63
0 0%	CASH	2,480 19-
4 4%	CASH EQUIVALENTS	853,424 73
64 7%	EQUITIES	12,682,111 21
100 0%	Total	19,592,833 38

Investment Summary

	Market Value	%	Estimated Income	Current Yield
CASH EQUIVALENTS				
CASH MANAGEMENT FUNDS-TAXABLE	853,424 73	4 36	252	0 03
2				
U. S GOVT OBLIGATIONS	748,083 50	3 82	31,563	4 22
CORPORATE OBLIGATIONS	3,538,499 75	18 06	138,476	3 91
CORPORATE OBLIGATIONS-FOREIGN	102,695 00	0 52	3,100	3 02
EXCHANGE TRADED FUNDS - TAXABLE	1,387,008 00	7 08	34,740	2 50
MUTUAL FUNDS FIXED INC-TAXABLE	283,491 38	1 45	13,106	4 62
TOTAL 2	6,059,777 63	30 93	220,985	3 65
EQUITIES				
COMMON STOCK	11,269,051 21	57 52	228,577	2 03
COMMON STOCK-FOREIGN	784,270 00	4 00	25,021	3 19

Investment Summary

	Market Value	%	Estimated Income	Current Yield
EXCHANGE TRADED FUNDS - EQUITY	628,790 00	3 21	510	0 08
TOTAL EQUITIES	12,682,111 21	64 73	254,108	2 00
CASH				
PRINCIPAL CASH	2.480 19-	0 01-	0	0 00
TOTAL FUND	19.592.833 38	100 00	475.345	2 43

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 MONEY MARKET FUND II	853.424 73	252	0 0	853.424 73	4 356
	2					
	U. S. GOVT OBLIGATIONS					
200,000	US TREASURY 5% 08/15/2011	197.148 43	10,000	4 9	205,876 00	1 051
250,000	US TREASURY 4 375% 08/15/2012	256,953 13	10,938	4 1	265,820 00	1 357
250.000	US TREASURY N/B 4 25% 11/15/2014	251,103 52	10.625	3 8	276,387 50	1 411
	TOTAL U S GOVT OBLIGATIONS	705,205 08*	31,563*	4 2*	748,083 50*	3 818*
	CORPORATE OBLIGATIONS					
100,000	HERSHEY CO 5 3% 09/01/2011	101,651 00	5,300	5 1	103,116 00	0 526
100,000	JOHN DEERE CAPITAL CORP 5 4% 10/17/2011	101,924 00	5,400	5 2	104,028 00	0 531
100,000	CHUBB CORP 6% 11/15/2011	102,438 00	6,000	5 7	104,643 00	0 534

UNITS/ SHARES	NAME OF SECURITY	TOT COST	EST INC	YLD MKT	MARKET VALUE	% TOT MKT
75,000	DUKE ENERGY CORP 6 25% 01/15/2012	74,796 00	4,688	5 9	79,176 75	0 404
250,000	JP MORGAN CHASE & CO 4 5% 01/15/2012	251,300 00	11,250	4 3	259,212 50	1 323
100,000	HEWLETT PACKARD CO 5 25% 03/01/2012	103,610 00	5,250	5 0	105,111 00	0 536
250,000	GENERAL ELEC CAP CORP 3 5% 08/13/2012	254,057 50	8,750	3 4	259,000 00	1 322
100,000	WELLS FARGO & CO 5 125% 09/01/2012	101,802 00	5,125	4 9	105,622 00	0 539
100,000	PITNEY BOWES INC 4 625% 10/01/2012	100,190 00	4,625	4 4	104,927 00	0 536
100,000	DU PONT E I DE NEMOURS & CO 4 75% 11/15/2012	101,156 00	4,750	4 5	106,579 00	0 544
100,000	ABBOTT LABS 5 15% 11/30/2012	100,282 00	5,150	4 8	108,120 00	0 552
100,000	UNITED PARCEL SERVICE 4 5% 01/15/2013	101,421 00	4,500	4 2	106,972 00	0 546
150,000	ORACLE CORPORATION 4 95% 04/15/2013	151,974 00	7,425	4 5	163,410 00	0 834
250,000	IBM CORP 2 1% 05/06/2013	254,007 50	5,250	2 1	256,070 00	1 307
150,000	GLAXOSMITHKLINE CAP INC 4 85% 05/15/2013	150,823 50	7,275	4 5	162,870 00	0 831
100,000	3M COMPANY MEDIUM-TERM NOTE 4 375% 08/15/2013	100,683 00	4,375	4 0	108,792 00	0 555
250,000	MICROSOFT CORP 2 95% 06/01/2014	253,847 50	7,375	2 8	260,245 00	1 328
100,000	METLIFE INC 5 5% 06/15/2014	98,536 00	5,500	5 0	109,036 00	0 557

UNITS/ SHARES	NAME OF SECURITY	TOT COST	EST INC	YLD MKT	MARKET VALUE	% TOT MKT
250,000	CISCO SYSTEMS 2 9% 11/17/2014	257,165 00	7,250	2 8	259,320 00	1 324
100,000	BLACKROCK INC 3 5% 12/10/2014	100,645 00	3,500	3 4	103,702 00	0 529
100,000	MERRILL LYNCH & CO 5% 01/15/2015	102,298 00	5,000	4 8	104,129 00	0 531
250,000	WAL-MART STORES INC 2 875% 05/01/2015	253,735 00	7,188	2 8	256,452 50	1 309
100,000	AT&T INC 2 5% 08/15/2015	100,980 00	2,500	2 5	99,649 00	0 509
100,000	ANHEUSER BUSCH COS INC 5 05% 10/15/2016	100,043 00	5,050	4 7	108,317 00	0 553
	TOTAL CORPORATE OBLIGATIONS	3,419,365 00*	138,476*	3 9*	3,538,499 75*	18 060*
	CORPORATE OBLIGATIONS-FOREIGN					
100,000	SHELL INTERNATIONAL FINANCE 3 1% 06/28/2015	103,386 00	3,100	3 0	102,695 00	0 524
	EXCHANGE TRADED FUNDS - TAXABLE					
12,900	ISHARES BARCLAYS US TREASURY INFLATION PROTECTED SECURITIES FUND	1,305,536 00	34,740	2 5	1,387,008 00	7 079
	MUTUAL FUNDS FIXED INC-TAXABLE					
11,069 558	MANAGERS BOND FUND	224,852 26	13,106	4 6	283,491 38	1 447
	TOTAL 2	5,758,344.34*	220,985*	3 6*	6,059,777 63*	30 929*
	EQUITIES					
	COMMON STOCK					
500	ABBOTT LABORATORIES	24,250 45	880	3 7	23,955 00	0 122
1,400	AIR PRODS & CHEMS INC W/1 RT/SH	64,666 98	2,744	2 2	127,330 00	0 650
4,400	ALCOA INC	44,129 50	528	0 8	67,716 00	0 346

UNITS/ SHARES	NAME OF SECURITY	TOT COST	EST INC	YLD MKT	MARKET VALUE	% TOT MKT
3,000	ALLSTATE CORP	34,524 38	2,400	2 5	95,640 00	0 488
1,000	AMAZON COM INC	78,280 00	0	0 0	180,000 00	0 919
1,000	AMGEN INC	58,860 00	0	0 0	54,900 00	0 280
1,000	APPLE INC	133,822 00	0	0 0	322,560 00	1 646
4,500	BOEING CO	52,826 66	7,560	2 6	293,670 00	1 499
6,000	BRISTOL-MYERS SQUIBB CO	61,139 78	7,920	5 0	158,880 00	0 811
5,000	CATERPILLAR INC	27,946 87	8,800	1 9	468,300 00	2 390
6,000	CHEVRON CORPORATION	78,117 27	17,280	3 2	547,500 00	2 794
5,000	CISCO SYSTEMS	121,130 00	0	0 0	101,150 00	0 516
3,000	DEERE & CO W/1 RT/SH	21,810.00	4,200	1 7	249,150 00	1 272
10,000	DIEBOLD INC W/1 RT/SH	82,172 33	10,800	3 4	320,500 00	1 636
7,000	WALT DISNEY CO	208,480 65	2,800	1 1	262,570 00	1 340
4,000	EATON CORP	40,427 59	9,280	2 3	406,040 00	2 072
5,000	EMERSON ELECTRIC CO	34,381 47	6,900	2 4	285,850 00	1 459
2,600	EXELON CORP	68,250 00	5,460	5 0	108,264 00	0 553
3,700	EXXON MOBIL CORP	44,563 29	6,512	2 4	270,544 00	1 381
4,000	FORD MOTOR CO	27,731 78	800	1 2	67,160 00	0 343
1,500	FRANKLIN RES INC	55,215 00	1,500	0 9	166,815 00	0 851

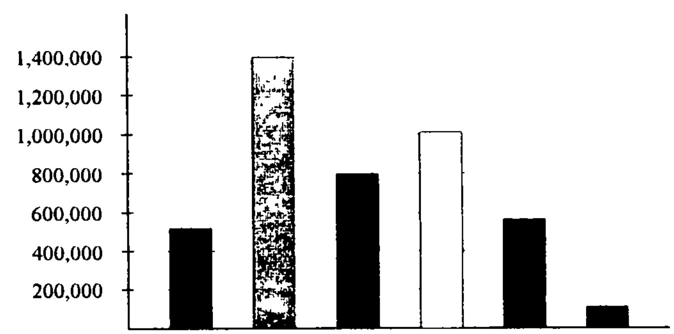
UNITS/ SHARES	NAME OF SECURITY	TOT COST	EST INC	YLD MKT	MARKET VALUE	% TOT MKT
1	FRONTIER COMMUNICATIONS	7 60	1	10 3	9 73	0 000
3,000	GENERAL ELECTRIC CO	99,630 00	1,680	3 1	54,870 00	0 280
6,000	HEWLETT PACKARD CO	232,200 00	1,920	0 8	252,600 00	1 289
5,000	HOME DEPOT INC	176,000 00	4,725	2 7	175,300 00	0 895
3,000	HUNTINGTON BANCSHARES INC	49,320 00	120	0 6	20.610 00	0 105
7,000	INTEL CORP	8,750 00	4,410	3 0	147,210 00	0 751
2,000	IBM CORP	78,550 00	5,200	1 8	293,520 00	1 498
2,000	KIMBERLY-CLARK CORP	123,705 46	5,280	4 2	126,080 00	0 644
6,000	MCDONALDS CORP	108,300 00	14,640	3 2	460,560 00	2 351
1,000	MERCK & CO INC	6,930 62	1,520	4 2	36,040 00	0 184
11,000	MICROSOFT CORP	455,125 00	7,040	2 3	307,010 00	1 567
3,000	NEWMONT MINING CORP	125,790 00	1,800	1 0	184,290 00	0 941
3,000	NEXTERA ENERGY INC	52,155 83	6,000	3 8	155,970 00	0 796
2,000	NORTHROP GRUMMAN CORP W/1 RT/SH	97,090 00	3,760	2 9	129,560 00	0 661
20,000	ORACLE CORPORATION FORMERLY ORACLE SYS CORP W/1 RT/SH	228,200 00	4,000	0 6	626,000 00	3 195
4,000	PEPSICO INC	174,680 00	7,680	2 9	261,320 00	1 334
14,955	PFIZER INC	80,789 33	11,964	4 6	261,862 05	1 337
6,000	SCHLUMBERGER LTD	46,155 36	5,040	1 0	501,000 00	2 557

UNITS/ SHARES	NAME OF SECURITY	TOT COST	EST INC	YLD MKT	MARKET VALUE	% TOT MKT
8,000	SCHWAB (CHARLES) CORP	186,139 20	1,920	1 4	136,880 00	0 699
6,400	SHERWIN-WILLIAMS CO W I RT SH	43,178 18	9,216	1 7	536,000 00	2 736
1,000	SMUCKER (J M) CO THE-NEW COM WI	60,710 50	1,600	2 4	65,650 00	0 335
1,000	TARGET CORP	30,834 00	1,000	1 7	60,130 00	0 307
1,000	3M CO	12,739 83	2,100	2 4	86,300 00	0 440
5,000	TIMKEN CO	83,933 68	3,600	1 5	238,650 00	1 218
7,000	U S BANCORP	197,050 00	1,400	0 7	188,790 00	0 964
4,800	UNION PACIFIC CORP	135,576 00	7,296	1 6	444,768 00	2 270
5,490	VERIZON COMMUNICATIONS	156,540 71	10,706	5 5	196,432 20	1 003
16,177	WELLS FARGO & CO	235,010 98	3,235	0 6	501,325 23	2 559
5,000	XILINX	132,350 00	3,200	2 2	144,900 00	0 740
4,000	ZIONS BANCORP	72,160 00	160	0 2	96,920 00	0 495
	TOTAL COMMON STOCK	4,852,328 28*	228,577*	2 0*	11,269,051 21*	57 516*
	COMMON STOCK-FOREIGN					
3,000	BP PLC SPONS ADR	118,420 00	10,080	7 6	132,510 00	0 676
4,500	BANK OF NOVA SCOTIA	200,520 00	8,793	3 4	257,400 00	1 314
2,000	BHP BILLITON LTD-SPON ADR COMMON STOCK	128,765 00	3,480	1 9	185,840 00	0 949
4,000	TEVA PHARMACEUTICAL-SP ADR	193,257 00	2,668	1 3	208,520 00	1 064

UNITS/ SHARES	NAME OF SECURITY	TOT COST	EST INC	YLD MKT	MARKET VALUE	% TOT MKT
	TOTAL COMMON STOCK-FOREIGN	640,962 00*	25.021*	3 2*	784.270 00*	4 003*
	EXCHANGE TRADED FUNDS - EQUITY					
1.000	ISHARES NASDAQ BIOTECHNOLOGY INDEX FUND	80,775 00	510	0 5	93,420 00	0 477
15.700	ISHARES S&P GSCI COMMODITY-INDEXED TRUST	471,628 00	0	0 0	535.370 00	2 732
	TOTAL EXCHANGE TRADED FUNDS - EQUITY	552.403 00*	510*	0 1*	628,790 00*	3 209*
	TOTAL EQUITIES	6,045.693 28*	254,108*	2 0*	12,682,111 21*	64 728*
	PRINCIPAL CASH	2,480 19-		0 0	2,480 19-	0 013-
	TOTAL FUND	12.654.982 16*	475.345*	2 4*	19.592.833 38*	100 000*

MATURITY SCHEDULE

Maturities by Year

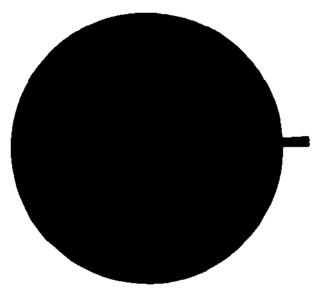


2011	517,663 00
2012	1,393.568 25
2013	798.114 00
2014	1,008,690 50
2015	562.925 50
2016	108.317 00
Total	4.389.278 25

SUMMARY OF INVESTMENTS

THE HOOVER FOUNDATION INCOME
ACCOUNT U/A/D 4/19/89

Investment Allocation



1 1%	CASH	1,496 50
98 9%	CASH EQUIVALENTS	130,626 15
100 0%	Total	132,122 65

Investment Summary

	Market Value	%	Estimated Income	Current Yield
CASH EQUIVALENTS				
CASH MANAGEMENT FUNDS-TAXABLE	130,626 15	98 87	39	0 03
CASH				
PRINCIPAL CASH	1,496 50	1 13	0	0 00
TOTAL FUND	132.122 65	100 00	39	0 03

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 MONEY MARKET FUND II	130.626 15	39	0 0	130.626 15	98 867

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UNITS/ SHARES	NAME OF SECURITY	TOT COST	EST INC	YLD MKT	MARKET VALUE	% TOT MKT
	PRINCIPAL CASH	1,496 50		0 0	1,496 50	1 133
	TOTAL FUND	132,122 65*	39*	0 0*	132,122 65*	100 000*