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

2010

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

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

G Check all that apply: Initial return Initial return of a former public charity Final return
 Amended return Address change Name change

Name of foundation: **THE BROTHERHOOD FOUNDATION 7655003902**
 A Employer identification number: **34-6883645**

Number and street (or P.O. box number if mail is not delivered to street address): **PO BOX 1558 DEPT EA4E86**
 Room/suite:
 B Telephone number (see page 10 of the instructions): **(614) 331-9046**

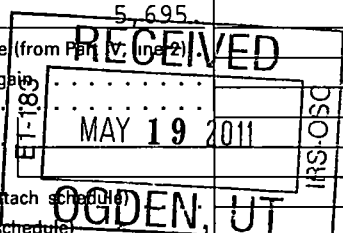
City or town, state, and ZIP code: **COLUMBUS, OH 43216**

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ **1,660,717.**
 J Accounting method: Cash Accrual
 Other (specify) _____ (Part I, column (d) must be on cash basis.)

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule).				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	28,996.	28,885.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	5,695.			
	b Gross sales price for all assets on line 6a	5,695.			
	7 Capital gain net income (from Part IV, line 2)		5,695.		
	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	34,691.	34,580.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	16,125.	8,062.		8,062.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 3	935.	NONE	NONE	935.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) STMT 4	700.	244.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	17,760.	8,306.	NONE	8,997.
	25 Contributions, gifts, grants paid	40,000.			40,000.
26 Total expenses and disbursements. Add lines 24 and 25	57,760.	8,306.	NONE	48,997.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-23,069.				
b Net investment income (if negative, enter -0-)		26,274.			
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	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	-2,365.		
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶	NONE		
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U.S. and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)			
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans				
13	Investments - other (attach schedule) STMT 5.	1,466,575.	1,482,437.	1,660,717.	
14	Land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	1,464,210.	1,482,437.	1,660,717.	
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 ▶ <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	1,464,210.	1,482,437.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances (see page 17 of the instructions)	1,464,210.	1,482,437.		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,464,210.	1,482,437.		

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)	1,464,210.
2	Enter amount from Part I, line 27a	-23,069.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	41,296.
4	Add lines 1, 2, and 3	1,482,437.
5	Decreases not included in line 2 (itemize) ▶	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	1,482,437.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV DETAIL				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	5,695.
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	82,410.	1,388,697.	0.05934339888
2008	89,770.	1,418,851.	0.06326950469
2007	6,385.	1,731,152.	0.00368829542
2006	82,945.	1,662,977.	0.04987741863
2005	79,474.	1,601,417.	0.04962729882
2 Total of line 1, column (d)			2 0.22580591644
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 0.04516118329
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 1,505,435.
5 Multiply line 4 by line 3			5 67,987.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 263.
7 Add lines 5 and 6			7 68,250.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.			8 48,997.

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

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits and payments. Total tax due is 269.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaigns, expenditures, and substantial contributors. Includes sub-rows 4a-4b and 8a-8b.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions) 11 X
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 X
Website address THE FOUNDATION N/A
14 The books are in care of THE FOUNDATION Telephone no. (614) 331-9046
Located at PO BOX 1558 DEPT EA4E86, COLUMBUS, OH ZIP + 4 43216
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here 15
16 At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 16 Yes No X
See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country

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

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

1a During the year did the foundation (either directly or indirectly):
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? X Yes No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes X No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) Yes X No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? 1b X
Organizations relying on a current notice regarding disaster assistance check here
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010? 1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):
a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? Yes X No
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 22 of the instructions.) 2b X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes X No
b If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.) 3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010? 4b X

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

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

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

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

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

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

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

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

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
If "Yes," attach the statement required by Regulations section 53.4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** Yes No
If "Yes" to 6b, file Form 8870.

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 8		16,125.	-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 X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,524,289.
b	Average of monthly cash balances	1b	4,071.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	1,528,360.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	1,528,360.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	22,925.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,505,435.
6	Minimum investment return. Enter 5% of line 5	6	75,272.

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	75,272.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	525.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	525.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	74,747.
4	Recoveries of amounts treated as qualifying distributions	4	1,000.
5	Add lines 3 and 4	5	75,747.
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	75,747.

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	48,997.
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	48,997.
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	48,997.

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				75,747.
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only			42,516.	
b Total for prior years: 20 <u>08</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2010:				
a From 2005	NONE			
b From 2006	NONE			
c From 2007	NONE			
d From 2008	NONE			
e From 2009	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ <u>48,997.</u>				
a Applied to 2009, but not more than line 2a			42,516.	
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				6,481.
e Remaining amount distributed out of corpus	NONE			
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	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions				
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011.				69,266.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2006	NONE			
b Excess from 2007	NONE			
c Excess from 2008	NONE			
d Excess from 2009	NONE			
e Excess from 2010	NONE			

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

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

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

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> SEE STATEMENT 13				
Total			▶ 3a	40,000.
b <i>Approved for future payment</i>				
Total			▶ 3b	

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

- 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... a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash, (2) Other assets, b Other transactions: (1) Sales of assets, (2) Purchases of assets, (3) Rental of facilities, (4) Reimbursement arrangements, (5) Loans or loan guarantees, (6) Performance of services, c Sharing of facilities, equipment, mailing lists, other assets, or paid employees, d If the answer to any of the above is "Yes," complete the following schedule.

Table with 4 columns: (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... 2b If "Yes," complete the following schedule.

Table with 3 columns: (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 04/20/2011 Title

Paid Preparer Use Only Print/Type preparer's name SCOTT J. GOYETCHE, CPA Preparer's signature Date 04/20/2011 Check if self-employed PTIN 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 r o p e r t y	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					-715.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					6,402.	
		.004 FRONTIER COMMUNICATIONS PROPERTY TYPE: SECURITIES					10/13/2006	07/20/2010
TOTAL GAIN (LOSS)							----- 5,695. =====	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ABBOTT LABORATORIES %	172.	172.
AMERICAN EXPRESS COMPANY	72.	72.
APPLIED MATERIALS INC	54.	54.
BEST BUY INC	143.	143.
COCA-COLA CO %	176.	176.
COLGATE PALMOLIVE CO	203.	203.
CONOCOPHILLIPS	310.	310.
DARDEN RESTAURANTS INC	171.	171.
EXXON MOBIL CORP COM	174.	174.
FPL GROUP, INC.	42.	42.
FEDERATED TOTAL RETURN BOND FUND - INSTI	5,027.	5,027.
FRONTIER COMMUNICATIONS	9.	3.
GENERAL ELECTRIC CO %	126.	126.
GOLDMAN SACHS GROUP INC	105.	105.
HEALTH CARE PPTY INVEST INC (REIT)	274.	169.
HOME DEPOT INC.	142.	142.
HUNTINGTON MID CORP AMERICA FD III	67.	67.
HUNTINGTON INTL EQUITY FUND III	967.	967.
HUNTINGTON REAL STRATEGIES FUND III	823.	823.
J P MORGAN CHASE & CO	60.	60.
JOHNSON & JOHNSON CO %	422.	422.
LINEAR TECHNOLOGY CORP COM	184.	184.
MEDTRONIC INC.	108.	108.
MICROSOFT CORP	220.	220.
HUNTINGTON SHORT&INTER FIXED FD	1,927.	1,927.
HUNTINGTON CONSERVATIVE DEPOSIT ACCOUNT	543.	543.
HUNTINGTON INTERMEDIATE GOVT	3,834.	3,834.
MORGAN STANLY DN WTRR DISCVR COM NEW	20.	20.
NEXTERA ENERGY INC	126.	126.
OCCIDENTAL PETROLEUM CORP	213.	213.
ORACLE CORP	30.	30.
PIMCO TOTAL RETURN FUND INSTL CLASS	5,384.	5,384.
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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PARKER HANNIFIN CORP	161.	161.
PEPSICO INC	186.	186.
PRAXAIR INC	180.	180.
PROCTER & GAMBLE CO	189.	189.
SCHLUMBERGER LTD.	84.	84.
SEMPRA ENERGY CORP	150.	150.
TEMPLETON GLOBAL BOND FUND CLASS A	4,859.	4,859.
TEVA PHARMACEUTICAL INDS ADR	147.	147.
VERIZON COMMUNICATIONS	191.	191.
VODAFONE GROUP PLC	296.	296.
WELLS FARGO & CO NEW	44.	44.
HOME SAVINGS BANK CD #1216829961 RATE 3.	102.	102.
ACCENTURE PLC CL A	111.	111.
HUNTINGTON EQUITY PROTECTION STRATEGIC C	168.	168.
TOTAL	28,996.	28,885.

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)	935.			935.
TOTALS	935.	NONE	NONE	935.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	14.	14.
OTHER TAXES	200.	
FEDERAL ESTIMATES - PRINCIPAL	256.	
FOREIGN TAXES ON QUALIFIED FOR	168.	168.
FOREIGN TAXES ON NONQUALIFIED	62.	62.
TOTALS	700.	244.

THE BROTHERHOOD FOUNDATION 7655003902

34-6883645

FORM 990PF, PART II - OTHER INVESTMENTS

=====

COST/
FMV

C OR F

ENDING
BOOK VALUE

ENDING
FMV

DESCRIPTION

SCHEDULE ATTACHED	C	1,470,477.	1,648,757.
PRINCIPAL CASH	C	11,960.	11,960.

TOTALS

		1,482,437.	1,660,717.
		=====	=====

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

=====

DESCRIPTION -----	AMOUNT -----
NET INCOME BETWEEN TAX YEARS	296.
REVERSED GIFT FROM 2009	1,000.
UNCASHED CHECKS AS OF 12/31/2010	40,000.

TOTAL	41,296.
	=====

STATE(S) WHERE THE FOUNDATION IS REGISTERED

OH

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

=====

OFFICER NAME:

HUNTINGTON NATIONAL BANK

ADDRESS:

P.O. BOX 1558

COLUMBUS, OH 43216

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40

COMPENSATION 16,125.

TOTAL COMPENSATION: 16,125.

=====

=====

RECIPIENT NAME:

ADVENT LUTHERAN CHURCH

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT PROGRAM

AMOUNT OF GRANT PAID 8,000.

RECIPIENT NAME:

AMERICAN HEART ASSOCIATION

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT PROGRAM

RECIPIENT NAME:

MULTIPLE SCLEROSIS SERVICES AGENCY

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT PROGRAM

RECIPIENT NAME:

PROJECT HOPE

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT PROGRAM

RECIPIENT NAME:

CUYAHOGA COUNTY COMMUNITY COLLEGE

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT PROGRAM

RECIPIENT NAME:
NATIONAL OSTEOPOROSIS FOUNDATION
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT PROGRAM

RECIPIENT NAME:
BUTLER INSTITUTE OF AMERICAN ART
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT PROGRAM

RECIPIENT NAME:
BEATITUDE HOUSE
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT PROGRAM

RECIPIENT NAME:
TRINITY LUTHERAN SEMINARY
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT PROGRAM
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
YOUNGSTOWN AREA GOODWILL INDUSTRIES
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT PROGRAM
AMOUNT OF GRANT PAID 4,000.

=====

RECIPIENT NAME:

RESCUE MISSION OF MAHONING VALLEY

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT PROGRAM

AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:

OHIO WATERCOLOR SOCIETY

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT PROGRAM

RECIPIENT NAME:

LUTHERAN CHAPLAINCY SERVICE

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT PROGRAM

RECIPIENT NAME:

MAHONING VALLEY CAMP FIRE COUNCIL

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT PROGRAM

RECIPIENT NAME:

YOUNGSTOWN/MAHONING VALLEY

UNITED WAY

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT PROGRAM

=====

RECIPIENT NAME:

SALVATION ARMY

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT PROGRAM

AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:

OESTERLEN SERVICES OF YOUTH

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT PROGRAM

RECIPIENT NAME:

HANNAHS HOME

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT PROGRAM

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

BETHEL LUTHERAN CHURCH

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT PROGRAM

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

BETHESDA HOME SERVICES

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT PROGRAM

AMOUNT OF GRANT PAID 2,000.

=====

RECIPIENT NAME:

FISH SAMARITAN HOUSE

ADDRESS:

17 KENMORE AVE
YOUNGSTOWN, OH 44507

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT PROGRAM

FOUNDATION STATUS OF RECIPIENT:

501C3

RECIPIENT NAME:

GIRL SCOUTS LAKE TO RIVER COUNCIL

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT PROGRAM

RECIPIENT NAME:

LORD OF LIFE LUTHERAN CHURCH

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT PROGRAM

AMOUNT OF GRANT PAID 2,000.

TOTAL GRANTS PAID: 40,000.

=====

FEDERAL CAPITAL GAIN DIVIDENDS
=====

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

	31.00	
HEALTH CARE PPTY INVEST INC (REIT)	7.00	
HUNTINGTON MID CORP AMERICA FD III	4,793.00	
HUNTINGTON INTERMEDIATE GOVT	312.00	
PIMCO TOTAL RETURN FUND INSTL CLASS	1,260.00	

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		6,402.00

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS		6,402.00
		=====

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

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

COMMON TRUST FUNDS

-715.00

TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)

-715.00
=====

TRUST, N.A., TRUSTEE OF THE
 BROTHERHOOD FOUNDATION
 ACCOUNT NUMBER 7655003902

SCHEDULE OF PRINCIPAL ASSETS
 AS OF DECEMBER 31, 2010

	COST VALUE	UNIT PRICE	MARKET VALUE	% MKT	EST INCOME	YIELD MKT
CASH MANAGEMENT FUNDS--TAXABLE						

HUNTINGTON CONSERVATIVE DEPOSIT ACCOUNT	61,716.18		61,716.18	3.7	185	0.3
TOTAL	61,716.18		61,716.18		185	0.3
HUNTINGTON FUNDS--EQUITY						

9,625.78 HUNTINGTON MID CORP AMERICA FUND III	92,600.00	15.63	150,450.94	9.1	67	0.0
8,577.417 HUNTINGTON INTERNATIONAL EQUITY FUND III	103,412.72	11.53	98,897.62	6.0	798	0.8
12,164.53 HUNTINGTON SITUS FUND III	212,530.84	20.21	245,845.15	14.9	401	0.2
20,367 HUNTINGTON REAL STRATEGIES FUND III	102,038.67	7.99	162,732.33	9.9	0	
4,140 HUNTINGTON GROWTH FUND III	139,807.80	25.54	105,735.60	6.4	8	0.0
TOTAL	650,390.03		763,661.64		1,275	0.2
HUNTINGTON FUNDS--FIXED						

4,833 HUNTINGTON SHORT AND INTERMEDIATE FIXED INCOME FUND III	93,953.52	19.97	96,515.01	5.9	1,948	2.0



TRUST, N.A., TRUSTEE OF THE
BROTHERHOOD FOUNDATION
ACCOUNT NUMBER 7655003902

SCHEDULE OF PRINCIPAL ASSETS
AS OF DECEMBER 31, 2010

		COST VALUE	UNIT PRICE	MARKET VALUE	% MKT	EST INCOME	YIELD MKT
HUNTINGTON FUNDS-FIXED							
12,322	HUNTINGTON INTERMEDIATE GOVERNMENT INCOME FUND III	129,873.88	10.90	134,309.80	8.1	3,795	2.8
	TOTAL	223,827.40		230,824.81		5,743	2.5
COMMON TRUST FD-EQUITY							
5,982.108	HUNTINGTON EQUITY PROTECTION STRATEGIC COMMON TRUST FUND	59,909.45	10.19	60,938.60	3.7	0	0
	TOTAL	59,909.45		60,938.60		0	0.0
COMMON STOCK							
100	ABBOTT LABORATORIES	4,259.56	47.91	4,791.00	0.3	176	3.7
100	AMERICAN EXPRESS	5,772.00	42.92	4,292.00	0.3	72	1.7
200	APPLIED MATERIALS INC	4,034.00	14.05	2,810.00	0.2	56	2.0
250	BEST BUY COMPANY INC	10,947.50	34.29	8,572.50	0.5	150	1.7
200	CISCO SYSTEMS	4,905.64	20.23	4,046.00	0.2	0	
100	COCA COLA CO	4,827.00	65.77	6,577.00	0.4	176	2.7
100	COLGATE PALMOLIVE	6,100.82	80.37	8,037.00	0.5	212	2.6
144	CONOCOPHILLIPS	5,406.49	68.10	9,806.40	0.6	317	3.2
150	DARDEN RESTAURANTS INC	4,989.00	46.44	6,966.00	0.4	192	2.8

TRUST, N.A., TRUSTEE OF THE
 BROTHERHOOD FOUNDATION
 ACCOUNT NUMBER 7655003902

SCHEDULE OF PRINCIPAL ASSETS
 AS OF DECEMBER 31, 2010

COMMON STOCK

		COST VALUE	UNIT PRICE	MARKET VALUE	% MKT	EST INCOME	YIELD MKT
100	EXXON MOBIL CORP	6,854.00	73.12	7,312.00	0.4	176	2.4
24	FRONTIER COMMUNICATIONS	220.54	9.73	233.52	0.0	18	7.7
300	GENERAL ELECTRIC CO	15,550.50	18.29	5,487.00	0.3	168	3.1
75	GOLDMAN SACHS GROUP INC	13,028.25	168.16	12,612.00	0.8	105	0.8
155	HEALTH CARE PPTY INVEST INC	5,006.50	36.79	5,702.45	0.3	288	5.1
150	HOME DEPOT INC	5,004.00	35.06	5,259.00	0.3	142	2.7
300	JP MORGAN CHASE & CO	11,613.00	42.42	12,726.00	0.8	60	0.5
200	JOHNSON & JOHNSON	9,987.50	61.85	12,370.00	0.8	432	3.5
200	LINEAR TECH INC	6,172.00	34.59	6,918.00	0.4	184	2.7
125	MEDTRONIC INC	6,084.78	37.09	4,636.25	0.3	113	2.4
400	MICROSOFT CORP	11,887.50	27.91	11,164.00	0.7	256	2.3
100	MORGAN STANLEY	4,591.37	27.21	2,721.00	0.2	20	0.7
84	NEXTERA ENERGY INC	3,884.16	51.99	4,367.16	0.3	168	3.8
150	OCCIDENTAL PETROLEUM CORP	8,355.00	98.10	14,715.00	0.9	228	1.5
150	ORACLE CORPORATION FORMERLY ORACLE SYS CORP W/1 RT/SH	2,848.23	31.30	4,695.00	0.3	30	0.6
150	PARKER HANNIFIN CORP	8,225.82	86.30	12,945.00	0.8	174	1.3
100	PEPSICO INC	6,234.82	65.33	6,533.00	0.4	192	2.9
100	PRAXAIR INC	5,855.64	95.47	9,547.00	0.6	180	1.9
100	PROCTER & GAMBLE CO	6,192.82	64.33	6,433.00	0.4	193	3.0
100	SCHLUMBERGER LTD	3,471.87	83.50	8,350.00	0.5	84	1.0
96	SEMPRA ENERGY	4,086.72	52.48	5,038.08	0.3	150	3.0
100	VERIZON COMMUNICATIONS	3,336.57	35.78	3,578.00	0.2	195	5.4



TRUST, N.A., TRUSTEE OF THE
BROTHERHOOD FOUNDATION
ACCOUNT NUMBER 7655003902

SCHEDULE OF PRINCIPAL ASSETS
AS OF DECEMBER 31, 2010

		COST VALUE	UNIT PRICE	MARKET VALUE	% MKT	EST INCOME	YIELD MKT
COMMON STOCK							

219	WELLS FARGO & CO	11,000.72	30.99	6,786.81	0.4	44	0.6
	TOTAL	210,734.32		226,027.17		4,950	2.2
COMMON STOCK-FOREIGN							

200	TEVA PHARMACEUTICAL -SP ADR	5,859.00	52.13	10,426.00	0.6	133	1.3
233	VODAFONE GROUP PLC	4,105.46	26.44	6,160.52	0.4	304	4.9
135	ACCENTURE PLC CL A	3,935.25	48.49	6,546.15	0.4	122	1.9
	TOTAL	13,899.71		23,132.67		559	2.4
MUTUAL FUNDS FIXED INC-TAXABLE							

9,871.668	FEDERATED TOTAL RETURN BOND FUND	100,000.00	11.15	110,069.10	6.7	4,867	4.4
	- INSTITUTIONAL SHARES						
7,447.865	PIMCO TOTAL RETURN FUND -	75,000.00	10.85	80,809.34	4.9	2,622	3.2
	INSTITUTIONAL CLASS						
6,738.544	FRANKLIN TEMPLETON GLOBAL BOND	75,000.00	13.59	91,576.81	5.6	3,908	4.3
	FUND - CLASS A						