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: HATFIELD, JAMES T & ELLEN MEM TR 5015021507

A Employer identification number: 61-6214902

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) 331-9837

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 ▶ ☐

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 657,551.

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

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 ▶ ☐ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	17,883.	17,788.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-2,574.			
	b Gross sales price for all assets on line 6a 44,990.				
	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	15,309.	17,788.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	5,615.	2,808.		2,808.
	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)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) STMT 3	811.	55.		
	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	6,426.	2,863.	NONE	2,808.
	25 Contributions, gifts, grants paid	25,036.			25,036.
	26 **Total expenses and disbursements** Add lines 24 and 25	31,462.	2,863.	NONE	27,844.
	27 Subtract line 26 from line 12.				
	a **Excess of revenue over expenses and disbursements**	-16,153.			
	b **Net investment income** (if negative, enter -0-)		14,925.		
	c **Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets			
1 Cash - non-interest-bearing			
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 4	516,468.	502,815.	657,551.
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)	516,468.	502,815.	657,551.
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	516,468.	502,815.	
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)	516,468.	502,815.	
31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	516,468.	502,815.	

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	516,468.
2 Enter amount from Part I, line 27a	2	-16,153.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 5	3	2,500.
4 Add lines 1, 2, and 3	4	502,815.
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	502,815.

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	-2,574.
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	24,538.	547,392.	0.04482710745
2008	15,193.	538,426.	0.02821743378
2007			
2006			
2005			

2	**Total** of line 1, column (d)	2	0.07304454123
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	0.03652227062
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	601,911.
5	Multiply line 4 by line 3	5	21,983.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	149.
7	Add lines 5 and 6	7	22,132.
8	Enter qualifying distributions from Part XII, line 4	8	27,844.

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	149.
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	149.
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	149.
6	Credits/Payments:		
a	2010 estimated tax payments and 2009 overpayment credited to 2010 — 6a: 524.		
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	524.
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	375.
11	Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶ 152. **Refunded** ▶	11	223.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶ $ ______ (2) On foundation managers. ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6		X
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ STMT 6			
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. ▶ (513)366-3065

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.

		Answer	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		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	☐ Yes ☒ No			
	If "Yes," list the years ▶				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see page 22 of the instructions.)		2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2010 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.)*		3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?		4b		X

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 7		5,615.	-0-	-0-

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

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

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

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

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

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

Part IX-A **Summary of Direct Charitable Activities**

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

Part IX-B **Summary of Program-Related Investments** (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NONE	
2	
All other program-related investments. See page 24 of the instructions 3 NONE	
Total. Add lines 1 through 3 . . . . ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	609,674.
b	Average of monthly cash balances	1b	1,403.
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	611,077.
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	611,077.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	9,166.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	601,911.
6	**Minimum investment return.** Enter 5% of line 5	6	30,096.

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	30,096.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	149.		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	149.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	29,947.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	29,947.
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	29,947.

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	27,844.
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	27,844.
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	149.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	27,695.

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				29,947.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			13,220.	
b Total for prior years 20 08 ,20 ___, 20 ___		NONE		
3 Excess distributions carryover, if any, to 2010:				
a From 2005 . . . NONE				
b From 2006 . . . NONE				
c From 2007 . . . NONE				
d From 2008 . . . NONE				
e From 2009 . . . NONE				
f **Total** of lines 3a through e	NONE			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 27,844.				
a Applied to 2009, but not more than line 2a			13,220.	
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				14,624.
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				15,323.
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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 8				
Total . . . . . . ▶ 3a				25,036.
b *Approved for future payment*				
Total . . . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See page 28 of the instructions.)
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	17,884.	
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	-2,574.	
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)				15,310.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 15,310.

(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

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?

		Yes	No
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 04/25/2011 Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
SCOTT J. GOYETCHE, CPA		04/25/2011		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

SCHEDULE D (Form 1041)

Department of the Treasury Internal Revenue Service

Capital Gains and Losses

▶Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No. 1545-0092

2010

Name of estate or trust: HATFIELD, JAMES T & ELLEN MEM TR 5015021507

Employer identification number: 61-6214902

Note: *Form 5227 filers need to complete **only** Parts I and II.*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-432.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2009 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	-432.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS		STMT 1			525.

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-2,667.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2009 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	-2,142.

Part III Summary of Parts I and II

Caution: *Read the instructions* ***before*** *completing this part.*

			(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			-432.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			-2,142.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			-2,574.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and* **do not** *complete Part IV If line 15, column (3), is a net loss, complete Part IV and the* **Capital Loss Carryover Worksheet,** *as necessary.*

Part IV Capital Loss Limitation

16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of: a The loss on line 15, column (3) **or** b $3,000	16	(2,574)

Note: *If the loss on line 15, column (3), is more than $3,000,* **or** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* **Capital Loss Carryover Worksheet** *on page 7 of the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero.

Caution: *Skip this part and complete the worksheet on page 8 of the instructions if:*

- *Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			17			
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18					
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19					
20	Add lines 18 and 19	20					
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	21					
22	Subtract line 21 from line 20. If zero or less, enter -0-			22			
23	Subtract line 22 from line 17. If zero or less, enter -0-			23			
24	Enter the **smaller** of the amount on line 17 or $2,300			24			
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26; go to line 27 and check the "No" box. ☐ **No.** Enter the amount from line 23			25			
26	Subtract line 25 from line 24			26			
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the **smaller** of line 17 or line 22			27			
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)			28			
29	Subtract line 28 from line 27			29			
30	Multiply line 29 by 15% (.15)					30	
31	Figure the tax on the amount on line 23. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					31	
32	Add lines 30 and 31					32	
33	Figure the tax on the amount on line 17. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)					34	

SCHEDULE D-1 (Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2010

Name of estate or trust: HATFIELD, JAMES T & ELLEN MEM TR 5015021507

Employer identification number: 61-6214902

Part I — Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example: 100 sh 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 200. NOBLE CORP	12/02/2009	04/08/2010	8,236.00	8,191.00	45.00
200. ILLINOIS TOOL WORKS	12/02/2009	07/22/2010	8,460.00	9,736.00	-1,276.00
.584 WEYERHAEUSER CO	12/02/2009	09/13/2010	9.00	24.00	-15.00
340.584 WEYERHAEUSER CO	09/01/2010	12/17/2010	6,107.00	5,293.00	814.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . -432.00

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side	Employer identification number
HATFIELD, JAMES T & ELLEN MEM TR 5015021507	61-6214902

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 15. CITADEL BROADCASTING CORP	10/07/2005	01/21/2010		63.00	-63.00
200. HALLIBURTON CO W/1 RT/SH	10/25/2005	06/23/2010	5,104.00	5,930.00	-826.00
200. CONOCOPHILLIPS	12/02/2009	12/17/2010	12,974.00	10,348.00	2,626.00
199.416 WEYERHAEUSER CO	12/02/2009	12/17/2010	3,575.00	7,979.00	-4,404.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . . -2,667.00

FEDERAL CAPITAL GAIN DIVIDENDS

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

AMERICA ONLINE INC DEL W/1	33.00	
HUNTINGTON MID CORP AMERICA FD III	333.00	
HUNTINGTON FIXED INC FUND III	20.00	
WEYERHAEUSER CO	139.00	
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		525.00
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS		525.00

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)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					525.	
		15. CITADEL BROADCASTING CORP PROPERTY TYPE: SECURITIES					10/07/2005	01/21/2010
		63.00					-63.00	
		200. NOBLE CORP PROPERTY TYPE: SECURITIES					12/02/2009	04/08/2010
8,236.00		8,191.00					45.00	
		200. HALLIBURTON CO W/1 RT/SH PROPERTY TYPE: SECURITIES					10/25/2005	06/23/2010
5,104.00		5,930.00					-826.00	
		200. ILLINOIS TOOL WORKS PROPERTY TYPE: SECURITIES					12/02/2009	07/22/2010
8,460.00		9,736.00					-1,276.00	
		.584 WEYERHAEUSER CO PROPERTY TYPE: SECURITIES					12/02/2009	09/13/2010
9.00		24.00					-15.00	
		200. CONOCOPHILLIPS PROPERTY TYPE: SECURITIES					12/02/2009	12/17/2010
12,974.00		10,348.00					2,626.00	
		340.584 WEYERHAEUSER CO PROPERTY TYPE: SECURITIES					09/01/2010	12/17/2010
6,107.00		5,293.00					814.00	
		199.416 WEYERHAEUSER CO PROPERTY TYPE: SECURITIES					12/02/2009	12/17/2010
3,575.00		7,979.00					-4,404.00	

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)	
TOTAL GAIN(LOSS)							-2,574.	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AT&T INC	504.	504.
AMERIPRISE FINANCIAL INC COMMON STOCK	28.	28.
BRISTOL MYERS SQUIBB CO	512.	512.
CATERPILLAR INC W/1 RT/SH	172.	172.
CHEVRONTEXACO CORP	238.	238.
COLGATE PALMOLIVE	203.	203.
COMCAST CORP CL A	142.	142.
CONOCOPHILLIPS	430.	430.
EMERSON ELEC CO W/1 RT/SH	270.	270.
EXXON MOBIL CORP	1,044.	1,044.
FPL GROUP INC W/1 RT/SH	50.	50.
FRANKLIN RES INC	35.	35.
FREEPORT MCMORAN COPPER & GOLD	380.	380.
GENERAL DYNAMICS W/1 RT/SH	164.	164.
HALLIBURTON CO W/1 RT/SH	36.	36.
HUNTINGTON MID CORP AMERICA FD III	5.	5.
HUNTINGTON DIVIDEND CAPTURE FUND III	408.	408.
HUNTINGTON INTL EQUITY FUND III	234.	234.
HUNTINGTON REAL STRATEGIES FUND III	80.	80.
ILLINOIS TOOL WORKS	186.	186.
IBM CORP	250.	250.
JP MORGAN CHASE & CO	40.	40.
LOWES COS INC W/1 RT/SH	120.	120.
MCDONALDS CORP W/1 RT/SH	226.	226.
MERCK & CO INC	304.	304.
MICROSOFT CORP	165.	165.
HUNTINGTON SHORT&INTER FIXED FD	1,349.	1,349.
HUNTINGTON FIXED INC FUND III	1,326.	1,326.
MOLSON COORS BREWING CO B	108.	108.
HUNTINGTON CONSERVATIVE DEPOSIT ACCOUNT	50.	50.
NEXTERA ENERGY INC	150.	150.
NUCOR CORP	144.	144.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PROCTER & GAMBLE CO	1,131.	1,131.
PRUDENTIAL FINANCIAL INC	115.	115.
QUEST DIAGNOSTICS INC	40.	40.
UTILITIES TECHNOLOGY SELECT SPDR	161.	161.
SPECTRA ENERGY CORP	300.	300.
TEVA PHARMACEUTICAL INDS ADR	147.	147.
TEXAS INSTR INC W/1 RT/SH	196.	196.
3M CO	210.	210.
TRAVELERS COS INC	282.	282.
U S BANCORP	100.	100.
VALERO ENERGY	80.	80.
WAL MART STORES INC	118.	118.
WELLS FARGO & CO NEW W/1 RT/SH	40.	40.
WEYERHAEUSER CO	5,201.	5,106.
WINDSTREAM CORP	400.	400.
NOBLE CORP	9.	9.
TOTAL	17,883.	17,788.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	14.	14.
FEDERAL TAX PAYMENT - PRIOR YE	232.	
FEDERAL ESTIMATES - PRINCIPAL	524.	
FOREIGN TAXES ON QUALIFIED FOR	41.	41.
TOTALS	811.	55.

HATFIELD, JAMES T & ELLEN MEM TR 5015021507 61-6214902

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
SCHEDULE ATTACHED	C	502,188.	656,924.
INCOME CASH	C	627.	627.
TOTALS		502,815.	657,551.

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

DESCRIPTION		AMOUNT
NET INCOME BETWEEN TAX YEARS		74.
BASIS ADJUSTMENTS		2,426.
	TOTAL	2,500.

STATE(S) WHERE THE FOUNDATION IS REGISTERED
KY

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

OFFICER NAME:
HUNTINGTON NATIONAL BANK
ADDRESS:
PO BOX 1558 DEPT EA4E86
CINCINNATI, OH 43216
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 2
COMPENSATION .... 5,615.

TOTAL COMPENSATION: 5,615.

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

RECIPIENT NAME:
  CINCINNATI HISTORICAL SOCIETY
ADDRESS:
  MUSEUM CENTER
  CINCINNATI, OH 45203
AMOUNT OF GRANT PAID .... 6,259.

RECIPIENT NAME:
  THE CHILDREN'S HOME
ADDRESS:
  OF NORTHERN KENTUCKY
  COVINGTON, KY 41011
RELATIONSHIP:
  NONE
PURPOSE OF GRANT:
  PROVIDE FINANCIAL ASSISTANCE
AMOUNT OF GRANT PAID .... 6,259.

RECIPIENT NAME:
  BOYS/GIRLS CLUB
ADDRESS:
  OF GREATER CINCINNATI, INC.
  CINCINNATI, OH 45203
RELATIONSHIP:
  NONE
PURPOSE OF GRANT:
  FUND ACTIVITIES
AMOUNT OF GRANT PAID .... 6,259.

RECIPIENT NAME:
  YMCA OF GREATER CINCINNATI
ADDRESS:
  1105 ELM STREET
  CINCINNATI, OH 45210
RELATIONSHIP:
  NONE
PURPOSE OF GRANT:
  FUND ACTIVITIES
AMOUNT OF GRANT PAID .... 6,259.

TOTAL GRANTS PAID: 25,036.
==============

STATEMENTS OF FINANCIAL POSITION

THE REEVES FOUNDATION

December 31, 2010 and 2009

	2010	2009
ASSETS		
Cash	$ -	$ -
Interest and dividends receivable	98,877	108,906
Prepaid expenses and other assets	2,442	2,430
Investments	22,024,254	21,187,268
TOTAL ASSETS	$ 22,125,573	$ 21,298,604

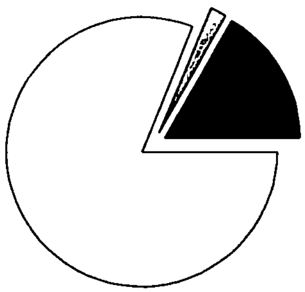
	2010	2009
LIABILITIES AND NET ASSETS		
Liabilities:		
Accrued expenses	$ 9,616	$ 9,678
Unconditional grants payable	766,344	334,948
Federal excise tax payable	3,535	3,260
Deferred Federal excise tax	33,382	42,731
	812,877	390,617
Unrestricted net assets	21,312,696	20,907,987
TOTAL LIABILITIES AND NET ASSETS	$ 22,125,573	$ 21,298,604

The accompanying notes are an integral part of the financial statements.

SUMMARY OF INVESTMENTS

JAMES T. AND ELLEN M. HATFIELD MEMORIAL TRUST

Investment Allocation



16 8%	2	110,344 39
2 0%	CASH EQUIVALENTS	13,029 64
81 2%	EQUITIES	533,550 15
100 0%	Total	656,924 18

Investment Summary

	Market Value	%	Estimated Income	Current Yield
CASH EQUIVALENTS				
CASH MANAGEMENT FUNDS-TAXABLE	13,029 64	1 98	33	0 25
2				
HUNTINGTON FUNDS-FIXED	110,344 39	16 80	2,643	2 40
EQUITIES				
COMMON STOCK	424,494 65	64 62	8,709	2 05
COMMON STOCK-FOREIGN	23,782 00	3 62	704	2 96
HUNTINGTON FUNDS-EQUITY	85,273 50	12 98	634	0 74
TOTAL EQUITIES	533,550 15	81 22	10,047	1 88
CASH				
PRINCIPAL CASH				

Investment Summary

	Market Value	%	Estimated Income	Current Yield
TOTAL FUND	656,924 18	100 00	12,723	1 94

SUMMARY OF INVESTED INCOME

Investment Summary

	Market Value	%	Estimated Income	Current Yield
CASH EQUIVALENTS				
CASH MANAGEMENT FUNDS-TAXABLE	626 96	100 00	2	0 32
CASH				
INCOME CASH				
TOTAL FUND	626 96	100 00	2	0 32

SCHEDULE OF INVESTMENTS

UNITS/ SHARES	NAME OF SECURITY	TOT COST	EST INC	YLD MKT	MARKET VALUE	% TOT MKT
	CASH EQUIVALENTS					
	CASH MANAGEMENT FUNDS-TAXABLE					
	HUNTINGTON CONSERVATIVE DEPOSIT ACCOUNT	13,029 64	33	0 3	13,029 64	1 983
	2					
	HUNTINGTON FUNDS-FIXED					
3,384 185	HUNTINGTON SHORT AND INTERMEDIATE FIXED INCOME FUND III	65,861 99	1,364	2 0	67,582 17	10 288
1,929 703	HUNTINGTON FIXED INCOME SECURITIES FUND III	40,000 00	1,279	3 0	42,762 22	6 509

UNITS/ SHARES	NAME OF SECURITY	TOT COST	EST INC	YLD MKT	MARKET VALUE	% TOT MKT
	TOTAL HUNTINGTON FUNDS-FIXED	105,861 99*	2,643*	2 4*	110,344 39*	16 797*
	EQUITIES					
	COMMON STOCK					
300	AT&T INC	8,216 49	516	5 9	8,814 00	1 342
40	AMERIPRISE FINANCIAL INC COMMON STOCK	1,263 46	29	1 3	2,302 00	0 350
200	AMGEN INC	11,512 00	0	0 0	10,980 00	1 671
100	APPLE INC	19,719 99	0	0 0	32,256 00	4 910
400	BRISTOL-MYERS SQUIBB CO	9,932 00	528	5 0	10,592 00	1 612
100	CATERPILLAR INC	5,911 00	176	1 9	9,366 00	1 426
110	CHEVRON CORPORATION	8,504 89	317	3 2	10,037 50	1 528
400	CISCO SYSTEMS	9,551 96	0	0 0	8,092 00	1 232
100	COLGATE PALMOLIVE	8,606 00	212	2 6	8,037 00	1 223
375	COMCAST CORP CL A	8,030 00	142	1 7	8,238 75	1 254
600	EMC CORP/MASS	10,092 00	0	0 0	13,740 00	2 092
200	EMERSON ELECTRIC CO	7,541 99	276	2 4	11,434 00	1 741
600	EXXON MOBIL CORP	9,740 61	1,056	2 4	43,872 00	6 678
40	FRANKLIN RES INC	4,150 72	40	0 9	4,448 40	0 677
200	FREEPORT-MCMORAN C & G W/1 RT/SH	5,681 80	400	1 7	24,018 00	3 656
100	GENERAL DYNAMICS CORP	6,716 00	168	2 4	7,096 00	1 080

UNITS/ SHARES	NAME OF SECURITY	TOT COST	EST INC	YLD MKT	MARKET VALUE	% TOT MKT
100	IBM CORP	7,464 00	260	1 8	14,676 00	2 234
200	JP MORGAN CHASE & CO	8,347 00	40	0 5	8,484 00	1 291
300	LOWES COS INC	6,807 00	132	1 8	7,524 00	1 145
100	MCDONALDS CORP	3,240 87	244	3 2	7,676 00	1 168
200	MERCK & CO INC	7,336 00	304	4 2	7,208 00	1 097
300	MICROSOFT CORP	10,378 12	192	2 3	8,373 00	1 275
100	MOLSON COORS BREWING CO B	4,002 70	112	2 2	5,019 00	0 764
100	NEXTERA ENERGY INC	5,328 19	200	3 8	5,199 00	0 791
100	NUCOR CORP W/1 RT/SH	4,422 00	145	3 3	4,382 00	0 667
600	PROCTER & GAMBLE CO	7,366 86	1,156	3 0	38,598 00	5 876
100	PRUDENTIAL FINANCIAL INC	5,020 00	115	2 0	5,871 00	0 894
100	QUEST DIAGNOSTICS INC	5,880 00	40	0 7	5,397 00	0 822
500	TECHNOLOGY SELECT SECTOR SPDR FUND	9,761 00	162	1 3	12,595 00	1 917
300	SPECTRA ENERGY CORP	5,871 00	300	4 0	7,497 00	1 141
400	TEXAS INSTRUMENTS INC	10,412 00	208	1 6	13,000 00	1 979
100	3M CO	7,847 00	210	2 4	8,630 00	1 314
200	TRAVELERS COS INC	9,146 70	288	2 6	11,142 00	1 696
500	U S BANCORP	1,868 50	100	0 7	13,485 00	2 053

UNITS/ SHARES	NAME OF SECURITY	TOT COST	EST INC	YLD MKT	MARKET VALUE	% TOT MKT
400	VALERO ENERGY CORP	13,345 70	80	0 9	9,248 00	1 408
100	WAL-MART STORES INC	5,469 00	121	2 2	5,393 00	0 821
200	WELLS FARGO & CO	5,482 00	40	0 6	6,198 00	0 943
400	WINDSTREAM CORP	4,208 00	400	7 2	5,576 00	0 849
	TOTAL COMMON STOCK	284,174 55*	8,709*	2 1*	424,494 65*	64 619*
	COMMON STOCK-FOREIGN					
200	ROYAL DUTCH SHELL PLC -ADR	12,846 00	571	4 3	13,356 00	2 033
200	TEVA PHARMACEUTICAL -SP ADR	10,795 98	133	1 3	10,426 00	1 587
	TOTAL COMMON STOCK-FOREIGN	23,641 98*	704*	3 0*	23,782 00*	3 620*
	HUNTINGTON FUNDS-EQUITY					
668 827	HUNTINGTON MID CORP AMERICA FUND III	6,955 80	5	0 0	10,453 77	1 591
1,651 705	HUNTINGTON DIVIDEND CAPTURE FUND III	15,806 82	408	2 8	14,353 32	2 185
1,066 683	HUNTINGTON NEW ECONOMY FUND III	15,000 00	13	0 1	11,498 84	1 750
2,071 253	HUNTINGTON INTERNATIONAL EQUITY FUND III	22,717 12	193	0 8	23,881 55	3 635
453 72	HUNTINGTON SITUS FUND III	5,000 00	15	0 2	9,169 68	1 396
1,992 032	HUNTINGTON REAL STRATEGIES FUND III	10,000 00	0	0 0	15,916 34	2 423
	TOTAL HUNTINGTON FUNDS-EQUITY	75,479 74*	634*	0 7*	85,273 50*	12 981*

UNITS/ SHARES	NAME OF SECURITY	TOT COST	EST INC	YLD MKT	MARKET VALUE	% TOT MKT
	TOTAL EQUITIES	383,296 27*	10,047*	1 9*	533,550 15*	81 219*
	PRINCIPAL CASH	0 00		0 0	0 00	0 000
	TOTAL FUND	502,187 90*	12,723*	1 9*	656,924 18*	100 000*

SCHEDULE OF INCOME INVESTMENTS

UNITS/ SHARES	NAME OF SECURITY	TOT COST	EST INC	YLD MKT	MARKET VALUE	% TOT MKT
	CASH EQUIVALENTS					
	CASH MANAGEMENT FUNDS-TAXABLE					
	HUNTINGTON CONSERVATIVE DEPOSIT ACCOUNT	626 96	2	0 3	626 96	100 000
	INCOME CASH	0 00		0 0	0 00	0 000
	TOTAL FUND	626 96*	2*	0 3*	626 96*	100 000*