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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

2011

For calendar year 2011 or tax year beginning , 2011, and ending , 20

Name of foundation: SHARP SCHOLARSHIP FUND TUAI 8115000703

A Employer identification number: 20-1757707

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 instructions): (330) 742-7484

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

C If exemption application is pending, check here ▶ ☐

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

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)* ▶ $ 363,657.

J Accounting method: ☐ Cash [X] 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 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	8,962.	8,962.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	5,114.			
	b Gross sales price for all assets on line 6a 25,555.				
	7 Capital gain net income (from Part IV, line 2)		5,114.		
	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	14,076.	14,076.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	4,245.	2,122.		2,122.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule) STMT 3	1,950.	NONE	NONE	1,950.
	b Accounting fees (attach schedule) STMT 4	550.	NONE	NONE	550.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 5	417.	123.		
	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) STMT 6	3.	3.		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	7,165.	2,248.	NONE	4,622.
	25 Contributions, gifts, grants paid	18,117.			18,117.
	26 **Total expenses and disbursements** Add lines 24 and 25	25,282.	2,248.	NONE	22,739.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-11,206.			
	b **Net investment income** (if negative, enter -0-)		11,828.		
	c **Adjusted net income** (if negative, enter -0-)				

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JSA Form **990-PF** (2011)

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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 Savings and temporary cash investments	1,558.		
	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 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)	328,220.	318,568.	363,657.
	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)	329,778.	318,568.	363,657.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ X			
	27 Capital stock, trust principal, or current funds	329,778.	318,568.	
	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 instructions)	329,778.	318,568.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	329,778.	318,568.	

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	329,778.
2 Enter amount from Part I, line 27a	2	-11,206.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	318,572.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	4.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	318,568.

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	PUBLICLY TRADED SECURITIES			
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	24,052.		20,441.	3,611.
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				3,611.
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	5,114.
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 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 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))
2010	23,824.	345,626.	0.06892999948
2009	19,341.	283,105.	0.06831740874
2008	20,277.	355,325.	0.05706606628
2007	33,428.	399,894.	0.08359215192
2006	33,424.	407,180.	0.08208654649

2	**Total** of line 1, column (d)	2	0.35999217291
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	0.07199843458
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	370,017.
5	Multiply line 4 by line 3	5	26,641.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	118.
7	Add lines 5 and 6	7	26,759.
8	Enter qualifying distributions from Part XII, line 4	8	22,739.

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.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see 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 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	237.
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	237.
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	237.
6	Credits/Payments:		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a: 180.		
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	180.
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	57.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶$ _____ (2) On foundation managers ▶$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6		X
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ PA			
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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *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)*

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 instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	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. ▶ (330)742-7484

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

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

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

			Yes	No
16	At any time during calendar year 2011, 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 the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see 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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ 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 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 2011 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 2011.)*	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 2011?	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 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 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 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		4,245.	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see 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 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 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 instructions. 3 NONE	
Total. Add lines 1 through 3 ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see 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	374,419.
b	Average of monthly cash balances	1b	1,233.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	375,652.
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	375,652.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	5,635.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	370,017.
6	**Minimum investment return.** Enter 5% of line 5	6	18,501.

Part XI Distributable Amount (see 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	18,501.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	237.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	237.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	18,264.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	18,264.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	18,264.

Part XII Qualifying Distributions (see 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	22,739.
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	22,739.
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 instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	22,739.

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 instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				18,264.
2 Undistributed income, if any, as of the end of 2011.				
a Enter amount for 2010 only			NONE	
b Total for prior years 20 09 , 20 , 20		NONE		
3 Excess distributions carryover, if any, to 2011				
a From 2006 NONE				
b From 2007 7,736.				
c From 2008 2,665.				
d From 2009 5,310.				
e From 2010 6,899.				
f **Total** of lines 3a through e	22,610.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 22,739.				
a Applied to 2010, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2011 distributable amount				18,264.
e Remaining amount distributed out of corpus	4,475.			
5 Excess distributions carryover applied to 2011 *(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	27,085.			
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 instructions		NONE		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	NONE			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	27,085.			
10 Analysis of line 9:				
a Excess from 2007 7,736.				
b Excess from 2008 2,665.				
c Excess from 2009 5,310.				
d Excess from 2010 6,899.				
e Excess from 2011 4,475.				

Part XIV Private Operating Foundations (see 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 2011, 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
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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 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 instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

SEE STATEMENT 9

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 13				
Total ▶ **3a**				18,117.
b *Approved for future payment*				
Total ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	8,962.	
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	5,114.	
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)				14,076.	
13 **Total.** Add line 12, columns (b), (d), and (e)				13	14,076.

(See worksheet in line 13 instructions 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 instructions.)
	NOT APPLICABLE

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee | Date 04/26/2012 | Title

HUNTINGTON NATIONAL BANK

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JEFF MASLANICH		04/26/2012		P00390783

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

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

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ABBOTT LABORATORIES ¿%	188.	188.
AMERICAN ELECTRIC POWER CO INC	185.	185.
APACHE CORP	51.	51.
AUTOMATIC DATA PROCESSING	144.	144.
CORNING INC. ++ (FORMERLY CORNING G LASS	45.	45.
AMERICAN EUROPACIFIC GROWTH FUND - CLASS	43.	43.
FEDERATED TOTAL RETURN BOND FUND - INSTI	1,120.	1,120.
GENUINE PARTS COMPANY	176.	176.
HONEYWELL INTL INC COM	137.	137.
HUNTINGTON INTL EQUITY FUND III	166.	166.
HUNTINGTON DISCIPLINED EQUITY FD TR III	10.	10.
J P MORGAN CHASE & CO	80.	80.
KIMBERLY-CLARK CORPORATION	207.	207.
KRAFT FOODS INC	116.	116.
MERCK & CO INC	152.	152.
MICROSOFT CORP	68.	68.
HUNTINGTON CONSERVATIVE DEPOSIT ACCOUNT	4.	4.
MORGAN STANLY DN WTTR DISCVR COM NEW	20.	20.
NIKE INC CL B	93.	93.
OCCIDENTAL PETROLEUM CORP	23.	23.
OPPENHEIMER DEVELOPING MARKETS FUND - CL	101.	101.
PIMCO LOW DURATION INSTITUTIONAL	405.	405.
PIMCO HIGH YIELD INSTITUTIONAL FUND	630.	630.
PPG INDUSTRIES	226.	226.
PEPSICO INC ¿%	199.	199.
PRAXAIR INC	185.	185.
PROCTER & GAMBLE CO	174.	174.
QUALCOMM INC	84.	84.
RIDGEWORTH MID CAP VALUE EQUITY FUND - C	32.	32.
ROYAL DUTCH SHELL PLC -ADR	269.	269.
SIMON PROPERTY GROUP INC NEW (REIT)	351.	351.
SUNCOR ENERGY INC	43.	43.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FRANKLIN TEMPLETON GLOBAL BOND FUND - AD	1,527.	1,527.
TEVA PHARMACEUTICAL INDS ADR	89.	89.
THORNBURG INTERNATIONAL VALUE - I SHARES	17.	17.
3M CO COM	165.	165.
UNITED TECHNOLOGIES CORP ¿%	187.	187.
VANGUARD GNMA PORTFOLIO #36	607.	607.
VERIZON COMMUNICATIONS	196.	196.
VODAFONE GROUP PLC	144.	144.
YUM BRANDS INC	104.	104.
ACCENTURE PLC CL A	113.	113.
NOBLE CORP	59.	59.
HUNTINGTON EQUITY PROTECTION STRATEGIC C	27.	27.
TOTAL	8,962.	8,962.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES - PRINCIPAL (ALLOCA	1,950.			1,950.
TOTALS	1,950.	NONE	NONE	1,950.

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	550.			550.
TOTALS	550.	NONE	NONE	550.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	57.	57.
FEDERAL TAX PAYMENT - PRIOR YE	114.	
FEDERAL ESTIMATES - PRINCIPAL	180.	
FOREIGN TAXES ON QUALIFIED FOR	37.	37.
FOREIGN TAXES ON NONQUALIFIED	29.	29.
TOTALS	417.	123.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER NONALLOCABLE EXPENSES -	3.	3.
TOTALS	3.	3.

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

DESCRIPTION	AMOUNT
ACCRUAL ADJUSTMENTS	4.
TOTAL	4.

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

OFFICER NAME:
HUNTINGTON NATIONAL BANK
ADDRESS:
P.O. BOX 1558 DEPT EA4E86
COLUMBUS, OH 43216
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 2
COMPENSATION ..... 4,245.

TOTAL COMPENSATION: 4,245.

RECIPIENT NAME:
DR. C JOYCE NICKSICK - SUPERINTENDENT
ADDRESS:
300 WOOD STREET
NEW WILMINGTON, PA 16142
RECIPIENT'S PHONE NUMBER: 724-656-8866
FORM, INFORMATION AND MATERIALS:
PROCEDURE ESTABLISHED BY THE SCHOLARSHIP COMMITTEE
SUBMISSION DEADLINES:
AS ESTABLISHED BY THE SCHOLARSHIP COMMITTEE
RESTRICTIONS OR LIMITATIONS ON AWARDS:
GRANTS SHALL BE DETERMINED BASED ON NEED, APTITUDE, AND ACHIEVEMENT

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

RECIPIENT NAME:
UNIVERSITY OF PITTSBURGH
ADDRESS:
1 UNIVERSITY AVE
PITTSBURGH, PA 15260
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT PROGRAM
FOUNDATION STATUS OF RECIPIENT:
501C3
AMOUNT OF GRANT PAID ..... 2,000.

RECIPIENT NAME:
SAINT OLAF COLLEGE
ADDRESS:
1520 ST OLAF AVE
NORTHFIELD, MN 55057
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT PROGRAM
FOUNDATION STATUS OF RECIPIENT:
501C3
AMOUNT OF GRANT PAID ..... 500.

RECIPIENT NAME:
CALIFORNIA UNIVERSITY OF PA COLLEGE
ADDRESS:
250 UNIVERSITY AVE
CALIFORNIA, PA 15419
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP - TYLER PEFFER
FOUNDATION STATUS OF RECIPIENT:
501C3
AMOUNT OF GRANT PAID ..... 1,500.

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

RECIPIENT NAME:
WESTMINSTER COLLEGE
ADDRESS:
319 SOUTH MARKET STREET
NEW WILMINGTON, PA 16172
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT PROGRAM
FOUNDATION STATUS OF RECIPIENT:
501C3
AMOUNT OF GRANT PAID ..... 3,617.

RECIPIENT NAME:
MERCYHURST COLLEGE
ADDRESS:
501 EAST 38TH STREET
ERIE, PA 16546
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP - ZACK MOSS
FOUNDATION STATUS OF RECIPIENT:
501C3
AMOUNT OF GRANT PAID ..... 1,750.

RECIPIENT NAME:
GROVE CITY COLLEGE
ADDRESS:
100 CAMPUS DRIVE
GROVE CITY, PA 16127
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP - KARIANN IRWIN
FOUNDATION STATUS OF RECIPIENT:
501C3
AMOUNT OF GRANT PAID ..... 2,000.

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

RECIPIENT NAME:
CHATHAM UNIVERSITY
ADDRESS:
1 WOODLAND ROAD
PITTSBURGH, PA 15232
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
501C3
AMOUNT OF GRANT PAID ..... 1,750.

RECIPIENT NAME:
THE ART INSTITUTE OF PITTSBURGH
ADDRESS:
420 BLVD OF THE ALLIES
PITTSBURGH, PA 15219
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
501C3
AMOUNT OF GRANT PAID ..... 1,500.

RECIPIENT NAME:
WASHINGTON AND JEFFERSON COLLEGE
ADDRESS:
60 SOUTH LINCOLN ST
WASHINGTON, PA 15301
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
501C3
AMOUNT OF GRANT PAID ..... 2,000.

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

RECIPIENT NAME:
ALLEGHENY COLLEGE
ADDRESS:
520 N. MAIN STREET
MEADVILLE, PA 16335
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
501C3
AMOUNT OF GRANT PAID ..... 750.

RECIPIENT NAME:
COLLEGE OF WILLIAM AND MARY
ADDRESS:
116 JAMESTOWN ROAD
WILLIAMSBURG, VA 23185
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
501C3
AMOUNT OF GRANT PAID ..... 375.

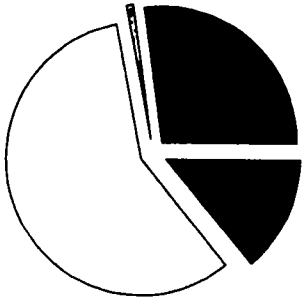
RECIPIENT NAME:
WEST VIRGINIA UNIVERSITY
ADDRESS:
PO BOX 6201
MORGANTOWN, WV 26506
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
501C3
AMOUNT OF GRANT PAID ..... 375.

TOTAL GRANTS PAID: 18,117.

SUMMARY OF INVESTMENTS

E. GAILEY & MARGARET M. SHARP
SCHOLARSHIP FUND TRUST UNDER
AGREEMENT CREATED UNDER
CHARITABLE REMAINDER UNI-TRUST
DATED 12/12/1994 HNB, N.A. -

Investment Allocation



27 3%	2	98, 647 78
0 8%	CASH EQUIVALENTS	2, 961 70
57 9%	EQUITIES	208, 730 26
14 0%	MISCELLANEOUS	50, 470 00
100 0%	Total	360, 809 74

Investment Summary

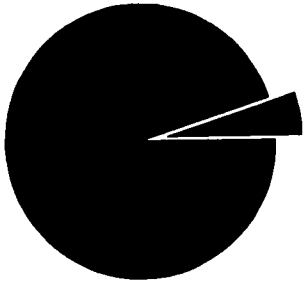
	Market Value	%	Estimated Income	Current Yield
CASH EQUIVALENTS				
CASH MANAGEMENT FUNDS-TAXABLE	2, 961 70	0 82	3	0 10
2				
MUTUAL FUNDS FIXED INC-TAXABLE	98, 647 78	27 34	4, 088	4 14
EQUITIES				
COMMON STOCK	143, 073 83	39 65	3, 857	2 70
COMMON STOCK-FOREIGN	28, 117 40	7 79	688	2 45
HUNTINGTON FUNDS-EQUITY	15, 730 39	4. 36	179	1 14
MUTUAL FUNDS EQUITY	21, 808 64	6 04	200	0. 92
TOTAL EQUITIES	208, 730 26	57 85	4, 924	2 36

Investment Summary

	Market Value	%	Estimated Income	Current Yield
MISCELLANEOUS				
MISCELLANEOUS ASSETS	50,470 00	13 99	0	0 00
CASH				
PRINCIPAL CASH				
TOTAL FUND	360,809 74	100 00	9,015	2 50

SUMMARY OF INVESTED INCOME

Investment Allocation



5 0%	CASH	143 10
95 0%	CASH EQUIVALENTS	2,704 23
100 0%	Total	2,847 33

Investment Summary

	Market Value	%	Estimated Income	Current Yield
CASH EQUIVALENTS				
CASH MANAGEMENT FUNDS-TAXABLE	2,704 23	94 97	3	0 11

Investment Summary

	Market Value	%	Estimated Income	Current Yield
CASH				
INCOME CASH	143 10	5 03	0	0 00
TOTAL FUND	2,847 33	100 00	3	0 11

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	2,961 70	3	0 1	2,961 70	0 821
	2					
	MUTUAL FUNDS FIXED INC-TAXABLE					
2,645 584	FEDERATED TOTAL RETURN BOND FUND - INSTITUTIONAL SHARES	27,100 00	1,222	4 1	29,842 19	8 271
1,582 083	PIMCO LOW DURATION FUND - INSTITUTIONAL CLASS	16,028 43	350	2 1	16,279 63	4 512
1,018.797	PIMCO HIGH YIELD FUND - INSTITUTIONAL CLASS	9,867 98	694	7 6	9,148 80	2 536
1,817 013	FRANKLIN TEMPLETON GLOBAL BOND FUND - ADVISOR CLASS	18,260 78	1,152	5 1	22,476 45	6 229
1,888 05	VANGUARD GNMA FUND - INVESTOR SHARES	19,072.59	670	3 2	20,900 71	5 793
	TOTAL MUTUAL FUNDS FIXED INC-TAXABLE	90,329 78*	4,088*	4 1*	98,647 78*	27 341*

UNITS/ SHARES	NAME OF SECURITY	TOT COST	EST INC	YLD MKT	MARKET VALUE	% TOT MKT
	EQUITIES					
	COMMON STOCK					
100	ABBOTT LABORATORIES	4,627 00	192	3 4	5,623 00	1 558
100	AMERICAN ELECTRIC POWER	3,400 46	188	4 6	4,131 00	1 145
80	APACHE CORP	7,910 65	48	0 7	7,246 40	2 008
100	AUTOMATIC DATA PROCESSING	3,905 99	158	2 9	5,401 00	1 497
100	CORNING INC	2,167 00	30	2 3	1,298 00	0 360
100	EMC CORP/MASS	2,468 90	0	0 0	2,154 00	0 597
100	GENUINE PARTS CO W/1 RT/SH	4,237 98	180	2 9	6,120 00	1 696
100	HONEYWELL INTERNATIONAL INC	4,382 95	149	2 7	5,435 00	1 506
100	JP MORGAN CHASE & CO	4,062 76	100	3 0	3,325 00	0 922
75	KIMBERLY-CLARK CORP	4,566 75	210	3 8	5,517 00	1 529
100	KRAFT FOODS INC	2,985 99	116	3 1	3,736 00	1 035
100	MERCK & CO INC	3,138 82	168	4 5	3,770 00	1 045
100	MICROSOFT CORP	2,561 82	80	3 1	2,596 00	0 719
100	MORGAN STANLEY	6,613 11	20	1 3	1,513 00	0 419
100	NIKE INC CL B	6,000 50	144	1 5	9,637 00	2 671
100	PPG INDUSTRIES INC W/1 RT/SH	6,894 97	228	2 7	8,349 00	2 314
100	PEPSICO INC	5,292 91	206	3 1	6,635 00	1 839

UNITS/ SHARES	NAME OF SECURITY	TOT COST	EST INC	YLD MKT	MARKET VALUE	% TOT MKT
100	PLUM CREEK TIMBER CO INC	3,637 64	168	4 6	3,656 00	1 013
90	PRAXAIR INC	4,136 33	180	1 9	9,621 00	2 667
80	PROCTER & GAMBLE CO	4,646 40	168	3 1	5,336 80	1 479
100	QUALCOMM INC W 1 RT P/S EXP 9/25/2015	3,571 62	86	1 6	5,470 00	1 516
102	SIMON PROPERTY GROUP INC	6,161 41	367	2 8	13,151 88	3 645
75	3M CO	5,976 00	165	2 7	6,129 75	1 699
100	UNITED TECHNOLOGIES CORP	5,206 75	192	2 6	7,309 00	2 026
100	VERIZON COMMUNICATIONS	3,230 90	200	5 0	4,012 00	1 112
100	YUM BRANDS INC	3,904 99	114	1 9	5,901 00	1 635
	TOTAL COMMON STOCK	115,690 60*	3,857*	2 7*	143,073 83*	39 654*
	COMMON STOCK-FOREIGN					
80	ROYAL DUTCH SHELL PLC -ADR	5,694 40	228	3 9	5,847 20	1 621
100	SUNCOR ENERGY INC	3,099 99	43	1 5	2,883 00	0 799
100	TEVA PHARMACEUTICAL -SP ADR	2,788 73	79	2 0	4,036 00	1 119
100	VODAFONE GROUP PLC	2,162 73	144	5 1	2,803 00	0 777
100	ACCENTURE PLC CL A	3,687 99	135	2 5	5,323 00	1 475
100	NOBLE CORP	4,265 97	59	2 0	3,022 00	0 838
80	CHECK POINT SOFTWARE TECH	2,338 16	0	0 0	4,203 20	1 165

UNITS/ SHARES	NAME OF SECURITY	TOT COST	EST INC	YLD MKT	MARKET VALUE	% TOT MKT
	TOTAL COMMON STOCK-FOREIGN	24,037 97*	688*	2 4*	28,117 40*	7 793*
	HUNTINGTON FUNDS-EQUITY					
1,148 576	HUNTINGTON INTERNATIONAL EQUITY FUND III	7,948 14	144	1 2	11,589 13	3 212
246 556	HUNTINGTON DISCIPLINED EQUITY FD TR III	2,243 75	21	0 9	2,418 71	0 670
88 2	HUNTINGTON SITUS FUND III	1,610 54	14	0 8	1,722 55	0 477
	TOTAL HUNTINGTON FUNDS-EQUITY	11,802 43*	179*	1 1*	15,730 39*	4 360*
	MUTUAL FUNDS EQUITY					
57 396	BLACKROCK US OPPORTUNITIES PORTFOLIO - INSTITUTIONAL	2,000 00	4	0 2	1,922 19	0 533
362 922	EATON VANCE ATLANTA CAPITAL SMID-CAP FUND - CLASS I	4,192 09	0	0 0	5,817 64	1 612
61 684	AMERICAN EUROPACIFIC GROWTH FUND - CLASS F-1	2,386 05	36	1.7	2,157 71	0 598
224 67	FIDELITY ADVISOR SMALL CAP FUND-CLASS I	5,100 00	23	0 5	5,106 75	1 415
139 154	OPPENHEIMER DEVELOPING MARKETS FUND - CLASS Y	3,750 00	94	2 3	4,031 29	1 117
184 689	RIDGEWORTH MID CAP VALUE EQUITY FUND - CLASS I	2,000 00	28	1 5	1,813 65	0 503
39 032	THORNBURG INTERNATIONAL VALUE - I SHARES	1,000 00	15	1 6	959 41	0 266
	TOTAL MUTUAL FUNDS EQUITY	20,428 14*	200*	0 9*	21,808 64*	6 044*

UNITS/ SHARES	NAME OF SECURITY	TOT COST	EST INC	YLD MKT	MARKET VALUE	% TOT MKT
	TOTAL EQUITIES	171,959 14*	4,924*	2 4*	208,730 26*	57 851*
	MISCELLANEOUS					
	MISCELLANEOUS ASSETS					
1	MISC ASSET BENRUS 17 JEWEL WATCH	35 00	0	0 0	35 00	0 010
1	MISC ASSET- PULSAR GOLD TONE WRIST WATCH	125 00	0	0 0	125 00	0 035
1	MISC ASSET-BULOVA WATCH	25 00	0	0 0	25 00	0 007
1	MISC ASSET-ONYX AND JADE BRACELET	50 00	0	0 0	50 00	0 014
1	MISC ASSET-14K WHITE GOLD HAMILTON WATCH	495 00	0	0 0	495 00	0 137
1	MISC ASSET-LADIES PLATINUM BRACELET	3,000 00	0	0 0	3,000 00	0 831
1	MISC ASSET-LADIES PLATINUM BRACELET	22,500 00	0	0 0	22,500 00	6 236
1	MISC ASSET-PEARL DROP EARRINGS	225 00	0	0 0	225 00	0 062
1	MISC ASSET-LADIES PLATINUM DIAMOND RING	12,000 00	0	0 0	12,000 00	3 326
1	MISC ASSET-LADIES DIAMOND FILIGREE RING	450 00	0	0 0	450 00	0 125
1	MISC ASSET-LADIES 14K TWO TONE RING	1,000 00	0	0 0	1,000 00	0 277
1	MISC ASSET-14K YELLOW GOLD BAND	40 00	0	0 0	40 00	0 011
1	MISC ASSET-ONYX AND SEED PEARL EARRINGS	75 00	0	0 0	75 00	0 021

UNITS/ SHARES	NAME OF SECURITY	TOT COST	EST INC	YLD MKT	MARKET VALUE	% TOT MKT
1	MISC ASSET-LADIES SAPHIRE AND DIAMOND PENDANT	250 00	0	0 0	250 00	0 069
1	MISC ASSET-LADIES DIAMOND ENGAGEMENT RING	8,000 00	0	0 0	8,000 00	2 217
1	MISC ASSET-LADIES ONYX AND DIAMOND BAND	400 00	0	0 0	400 00	0 111
1	MISC ASSET-LADIES 14K WHITE GOLD COCKTAIL RING	1,500 00	0	0 0	1,500 00	0 416
1	MISC ASSET-LADIES DIAMOND WEDDING BAND	300 00	0	0 0	300 00	0 083
	TOTAL MISCELLANEOUS ASSETS	50,470 00*	0*	0 0*	50.470 00*	13 988*
	PRINCIPAL CASH	0 00		0 0	0 00	0 000
	TOTAL FUND	315.720 62*	9.015*	2 5*	360.809 74*	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	2,704 23	3	0 1	2,704 23	94 974
	INCOME CASH	143 10		0 0	143 10	5 026

UNITS/ SHARES	NAME OF SECURITY	TOT COST	EST INC	YLD MKT	MARKET VALUE	% TOT MKT
	TOTAL FUND	2,847 33*	3*	0 1*	2,847 33*	100 000*