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

2011

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

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

Name of foundation FRANK P. MCCANDLESS 8015002106		A Employer identification number 25-6033691	
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) (614) 331-9547
City or town, state, and ZIP code COLUMBUS, OH 43216			
G Check all that apply:		D 1 Foreign organizations, check here <input type="checkbox"/>	
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation			
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 1,090,687.		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)					
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		20,163.	20,163.		STMT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		84,150.			
b Gross sales price for all assets on line 6a		491,377.			
7 Capital gain net income (from Part IV, line 2)			84,150.		
8 Net short-term capital gain					
9 Income modifications					
10 a 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		104,313.	104,313.		
13 Compensation of officers, directors, trustees, etc.		14,374.	7,187.		7,187.
14 Other employee salaries and wages			NONE	NONE	
15 Pension plans, employee benefits			NONE	NONE	
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule) STMT 4		330.	NONE	NONE	330.
c Other professional fees (attach schedule)					
17 Interest					
18 Taxes (attach schedule) (see instructions) STMT 5		1,236.	175.		
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		15,943.	7,365.	NONE	7,517.
25 Contributions, gifts, grants paid		55,540.			55,540.
26 Total expenses and disbursements. Add lines 24 and 25		71,483.	7,365.	NONE	63,057.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		32,830.			
b Net investment income (if negative, enter -0-)			96,948.		
c Adjusted net income (if negative, enter -0-)					

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments	8,869.			
	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)	976,937.	1,018,639.	1,090,687.		
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)	985,806.	1,018,639.	1,090,687.		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)				
23	Total liabilities (add lines 17 through 22)					
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds	985,806.	1,018,639.		
	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)	985,806.	1,018,639.			
31	Total liabilities and net assets/fund balances (see instructions)	985,806.	1,018,639.			

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)	1 985,806.
2	Enter amount from Part I, line 27a	2 32,830.
3	Other increases not included in line 2 (itemize) SEE STATEMENT 7	3 3.
4	Add lines 1, 2, and 3	4 1,018,639.
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 1,018,639.

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 480,066.		407,227.	72,839.	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a			72,839.	
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	84,150.
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	150,577.	1,127,524.	0.133547
2009	36,230.	1,116,827.	0.032440
2008	34,498.	1,268,989.	0.027185
2007			
2006			
2 Total of line 1, column (d)			2 0.193172
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 0.064391
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 1,116,223.
5 Multiply line 4 by line 3			5 71,875.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 969.
7 Add lines 5 and 6			7 72,844.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 63,057.

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

Table with 11 rows for excise tax calculations. Includes categories like 'Exempt operating foundations', 'Domestic foundations', 'Tax under section 511', and 'Credits/Payments'. Total tax due is 1,319.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political influence, tax on political expenditures, and foundation status. Includes a table for states (PA) and a 'Yes/No' column.

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 (614) 331-9547
Located at PO BOX 1558 DEPT EA4E86, COLUMBUS, OH ZIP + 4 43216
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ... 15
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 Yes No X

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

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

1a During the year did the foundation (either directly or indirectly)
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ... Yes No X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ... Yes No X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ... Yes No X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ... Yes No X
(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 X
(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 X
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
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 X
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 X
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)? Yes No
 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? Yes No
 If "Yes" to 6b, file Form 8870.

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

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

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

1 List all officers, directors, trustees, foundation managers and their compensation (see 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		14,374.	-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	1,128,292.
b	Average of monthly cash balances	1b	4,929.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	1,133,221.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	1,133,221.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	16,998.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,116,223.
6	Minimum investment return. Enter 5% of line 5	6	55,811.

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	55,811.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	1,939.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,939.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	53,872.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	53,872.
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	53,872.

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	63,057.
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	63,057.
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	63,057.

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				53,872.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			NONE	
b Total for prior years. 20 <u>09</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				NONE
b From 2007				NONE
c From 2008				NONE
d From 2009				NONE
e From 2010				48,848.
f Total of lines 3a through e	48,848.			
4 Qualifying distributions for 2011 from Part XII, line 4. ► \$ <u>63,057.</u>				
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				53,872.
e Remaining amount distributed out of corpus	9,185.			
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	58,033.			
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	58,033.			
10 Analysis of line 9				
a Excess from 2007				NONE
b Excess from 2008				NONE
c Excess from 2009				NONE
d Excess from 2010	48,848.			
e Excess from 2011	9,185.			

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)

Table with 5 columns: (a) 2011, (b) 2010, (c) 2009, (d) 2008, (e) Total. Rows include 2a (Adjusted net income), 2b (85% of line 2a), 2c (Qualifying distributions from Part XII), 2d (Amounts included in line 2c not used directly for active conduct of exempt activities), 2e (Qualifying distributions made directly for active conduct of exempt activities), 3 (Alternative tests: Assets, Endowment, Support).

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 [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 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
<p>a Paid during the year</p> <p>SEE STATEMENT 9</p>				
Total				3a 55,540.
<p>b Approved for future payment</p>				
Total				3b

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ALTRIA GROUP INC	147.	147.
AMERICAN EXPRESS COMPANY	81.	81.
ANADARKO PETE	9.	9.
APACHE CORP	41.	41.
ARCHER DANIELS MIDLAND CO	13.	13.
AUTOMATIC DATA PROCESSING	126.	126.
AVON PRODS INC COM	17.	17.
BECTON DICKINSON AND CO.	233.	233.
BRISTOL-MYERS SQUIBB CO	157.	157.
CARDINAL HEALTH INC	84.	84.
CATERPILLAR INC.	192.	192.
CENTURYTEL INC	326.	326.
CHEVRONTEXACO CORP	351.	351.
CHUBB CORP	175.	175.
COACH INC W/1 RT/SH	69.	69.
CONOCOPHILLIPS	281.	281.
DISCOVER BANK GREENWOOD DE CD DTD 03/07/	1,277.	1,277.
DUPONT DE NEMOURS CO 2%	62.	62.
DUKE ENERGY CORP	38.	38.
EASTMAN CHEMICAL CO	183.	183.
EMERSON ELECTRIC CO 2%	164.	164.
EXXON MOBIL CORP COM	209.	209.
FEDERATED CLOVER SMALL VALUE FUND - INST	5.	5.
FEDERATED TOTAL RETURN BOND FUND - INSTI	2,089.	2,089.
FEDERATED TOTAL RETURN GOVERNMENT BOND F	482.	482.
FRANKLIN RES INC	120.	120.
FREEMPORT MCMORAN COPPER & GOLD	325.	325.
GENERAL MILLS INC	118.	118.
GENUINE PARTS COMPANY	179.	179.
GOLDMAN SACHS GROUP INC	61.	61.
GOLDMAN SACHS GROUP INC 3.625% 02/07/201	861.	861.
H J HEINZ COMPANY	188.	188.
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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
HUNTINGTON MID CORP AMERICA FD III	51.	51.
HUNTINGTON DIVIDEND CAPTURE FUND I	641.	641.
HUNTINGTON INTL EQUITY FUND III	608.	608.
HUNTINGTON DISCIPLINED EQUITY FD TR III	40.	40.
ILLINOIS TOOL WORKS INC COM	130.	130.
JABIL CIRCUIT INC	51.	51.
JANUS PERKINS MID CAP VALUE FUND - CLASS	190.	190.
KIMBERLY-CLARK CORPORATION	227.	227.
KRAFT FOODS INC	131.	131.
MFS VALUE FUND - CLASS I	85.	85.
MCDONALDS CORP	336.	336.
MEDTRONIC INC.	88.	88.
HUNTINGTON SHORT AND INTERMEDIATE FIXED	65.	65.
HUNTINGTON MORTGAGE SECURITIES FUND I	1,227.	1,227.
MOLSON COORS BREWING CO B	21.	21.
HUNTINGTON INCOME EQUITY FUND I	446.	446.
HUNTINGTON CONSERVATIVE DEPOSIT ACCOUNT	48.	48.
NIKE INC CL B	93.	93.
NORTHROP GRUMMAN CORP W/1 RT/SH	85.	85.
OPPENHEIMER DEVELOPING MARKETS FUND - CL	167.	167.
PIMCO LOW DURATION INSTITUTIONAL	135.	135.
PIMCO TOTAL RETURN FUND INSTL CLASS	2,716.	2,716.
PARKER HANNIFIN CORP	191.	191.
PEPSICO INC	178.	178.
PRAXAIR INC	213.	213.
PROCTER & GAMBLE CO	259.	259.
QUALCOMM INC	32.	32.
QUESTAR CORP COM	109.	109.
RIDGEWORTH MID CAP VALUE EQUITY FUND - C	64.	64.
ROYCE SPECIAL EQUITY FUND	26.	26.
SEMPRA ENERGY CORP	212.	212.
SIMON PROPERTY GROUP INC NEW (REIT)	371.	371.
SUNCOR ENERGY INC	56.	56.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
TECO ENERGY INC	32.	32.
TEVA PHARMACEUTICAL INDS ADR	106.	106.
TEXAS INSTRUMENTS INC.	68.	68.
THORNBERG INTERNATIONAL VALUE - I SHARES	392.	392.
3M CO COM	248.	248.
UNION PACIFIC CORP %	135.	135.
UNITED TECHNOLOGIES CORP %	212.	212.
V F CORP W/1 RT/SH	72.	72.
VERIZON COMMUNICATIONS	233.	233.
VODAFONE GROUP PLC	123.	123.
WAL-MART STORES, INC.	90.	90.
YUM BRANDS INC	112.	112.
ACCENTURE PLC CL A	146.	146.
ACE LIMITED	154.	154.
NOBLE CORP	7.	7.
HUNTINGTON EQUITY PROTECTION STRATEGIC C	78.	78.
TOTAL	20,163.	20,163.

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC)	330.			330.
TOTALS	330.	NONE	NONE	330.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	23.	23.
FEDERAL TAX PAYMENT - PRIOR YE	441.	
FEDERAL ESTIMATES - PRINCIPAL	620.	
FOREIGN TAXES ON QUALIFIED FOR	148.	148.
FOREIGN TAXES ON NONQUALIFIED	4.	4.
TOTALS	1,236.	175.

FRANK P. MCCANDLESS 8015002106

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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 INCREASES IN NET WORTH OR FUND BALANCES

=====

DESCRIPTION -----	AMOUNT -----
ROUNDING	3.
TOTAL	----- 3. =====

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

OFFICER NAME:

HUNTINGTON NATIONAL BANK

ADDRESS:

PO BOX 1558 DEPT EA4E86
COLUMBUS, OH 43216

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 4

COMPENSATION 14,374.

TOTAL COMPENSATION: 14,374.
=====

=====

RECIPIENT NAME:

PORTIUNCULA FOUNDATION
C/O SISTER MARLENE KLINE

ADDRESS:

146 HAWTHORNE ROAD
PITTSBURGH, PA 15209

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

501C3

AMOUNT OF GRANT PAID 27,770.

RECIPIENT NAME:

JAMESON MEMORIAL HOSPITAL
ATTN: JAMES AUBEL

ADDRESS:

1211 WILMINGTON AVENUE
NEW CASTLE, PA 16105

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

501C3

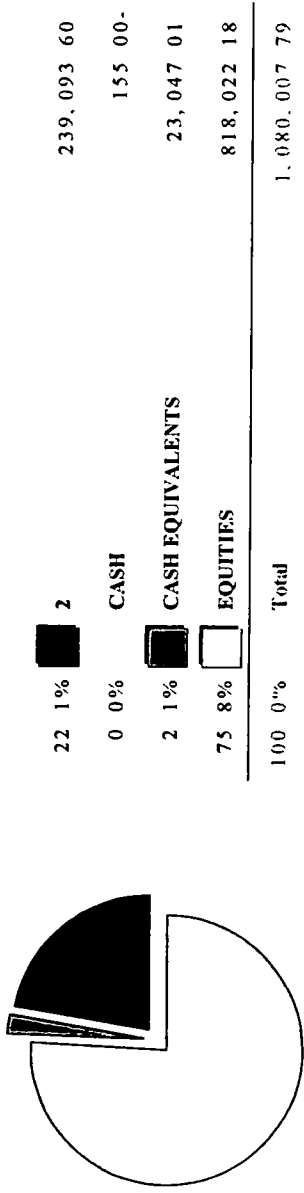
AMOUNT OF GRANT PAID 27,770.

TOTAL GRANTS PAID:

55,540.

=====

Investment Allocation



Investment Summary

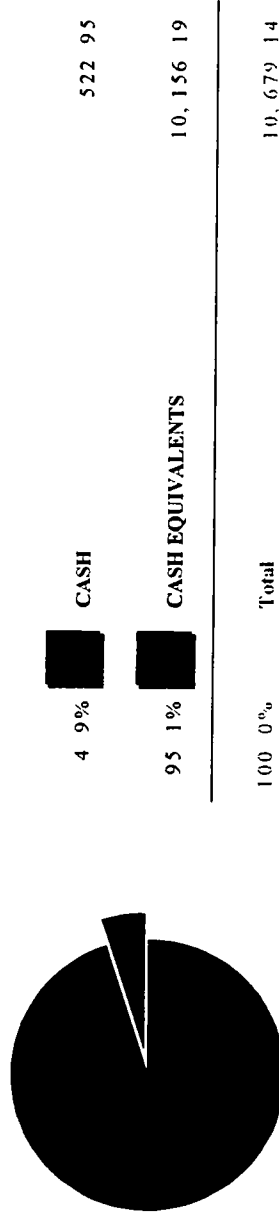
	Market Value	%	Estimated Income	Current Yield
CASH EQUIVALENTS				
CASH MANAGEMENT FUNDS-TAXABLE	23,047.01	2.13	23	0.10
2				
CORPORATE OBLIGATIONS	48,311.00	4.47	1,813	3.75
HUNTINGTON FUNDS-FIXED	39,238.38	3.63	1,338	3.41
MUTUAL FUNDS FIXED INC-TAXABLE	151,544.22	14.03	5,153	3.40
TOTAL 2	239,093.60	22.14	8,304	3.47
EQUITIES				
COMMON STOCK	493,520.25	45.70	12,144	2.46
COMMON STOCK-FOREIGN	26,310.25	2.44	671	2.55
HUNTINGTON FUNDS-EQUITY	185,434.16	17.17	2,117	1.14
MUTUAL FUNDS EQUITY	112,757.52	10.44	886	0.79

Investment Summary

	Market Value	%	Estimated Income	Current Yield
TOTAL EQUITIES	818,022.18	75.74	15,818	1.93
CASH				
PRINCIPAL CASH	155.00	0.01	0	0.00
TOTAL FUND	1,050,007.79	100.00	24,145	2.24

SUMMARY OF INVESTED INCOME

Investment Allocation



Investment Summary

	Market Value	%	Estimated Income	Current Yield
CASH EQUIVALENTS				
CASH MANAGEMENT FUNDS-TAXABLE	10,156.19	95.10	10	0.10
CASH				
INCOME CASH	522.95	4.90	0	0.00

Investment Summary

Market Value	%	Estimated Income	Current Yield
10,679.14	100.00	10	0.09

TOTAL FUND

SCHEDULE OF INVESTMENTS

UNITS/ SHARES	NAME OF SECURITY	TOT COST	EST INC	YLD MKT	MARKET % TOT VALUE MKT
	CASH EQUIVALENTS				
	CASH MANAGEMENT FUNDS-TAXABLE				
	HUNTINGTON CONSERVATIVE DEPOSIT ACCOUNT	23,047.01	23	0.1	23,047.01 2.134
2					
	CORPORATE OBLIGATIONS				
50,000	GOLDMAN SACHS GROUP INC 3.625% 02/07/2016	49,584.50	1,813	3.8	48,311.00 4.473
	HUNTINGTON FUNDS-FIXED				
251,383	HUNTINGTON SHORT AND INTERMEDIATE FIXED INCOME FUND I	5,000.00	96	1.9	5,050.28 0.468
3,692,019	HUNTINGTON MORTGAGE SECURITIES FUND I	32,892.66	1,242	3.6	34,188.10 3.166
	TOTAL HUNTINGTON FUNDS-FIXED	37,892.66*	1,338*	3.4*	39,238.38* 3.633*
	MUTUAL FUNDS FIXED INC-TAXABLE				
4,556,543	FEDERATED TOTAL RETURN BOND FUND - INSTITUTIONAL SHARES	47,013.25	2,105	4.1	51,397.81 4.759
1,875,519	FEDERATED TOTAL RETURN GOVERNMENT BOND FUND - INSTITUTIONAL CLASS	20,939.61	529	2.4	22,131.12 2.049
488,216	PIMCO LOW DURATION FUND - INSTITUTIONAL CLASS	5,091.39	108	2.1	5,023.74 0.465

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UNITS/ SHARES	NAME OF SECURITY	TOT COST	EST INC	YLD MKT	MARKET % TOT VALUE MKT
6.714 954	PIMCO TOTAL RETURN FUND - INSTITUTIONAL CLASS	71,562 42	2,411	3 3	72,991 55 6 758
	TOTAL MUTUAL FUNDS FIXED INC-TAXABLE	4,606 67*	5,153*	3 4*	151,544 22* 14 032*
	TOTAL 2	232,083 83*	8,304*	3 5*	239,093 60* 22 138*
	EQUITIES				
	COMMON STOCK				
175	ALTRIA GROUP INC	4,414 24	287	5 5	5,188 75 0 480
175	AMERICAN EXPRESS	7,733 75	126	1 5	8,254 75 0 764
100	ANADARKO PETROLEUM CORP W/I RT/SH	6,321 97	36	0 5	7,633 00 0 707
100	APPLE INC	33,110 75	0	0 0	40,500 00 3 750
50	ARCHER-DANIELS-MIDLAND CO	1,290 25	35	2 4	1,430 00 0 132
150	AUTOMATIC DATA PROCESSING	7,102 50	237	2 9	8,101 50 0 750
175	BECTON DICKINSON	13,835 49	315	2 4	13,076 00 1 211
175	BRISTOL-MYERS SQUIBB CO	4,735 88	238	3 9	6,167 00 0 571
175	CARDINAL HEALTH INC	7,109 50	151	2 1	7,106 75 0 658
150	CATERPILLAR INC	13,316 49	276	2 0	13,590 00 1 258
125	CENTURYLINK INC	5,353 75	363	7 8	4,650 00 0 431
150	CHEVRON CORPORATION	13,722 04	486	3 0	15,960 00 1 478
175	CHUBB CORP W/I RT/SH	10,339 25	273	2 3	12,113 50 1 122
175	COACH INC W/I RT/SH	9,258 00	158	1 5	10,682 00 0 989

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UNITS/ SHARES	NAME OF SECURITY	TOT COST	EST INC	YLD MKT	MARKET % TOT VALUE	TOT MKT
150	CONOCOPHILLIPS	10,038 75	396	3 6	10,930 50	1 012
100	DOW CHEMICAL	2,358 96	100	3 5	2,876 00	0 266
100	DU PONT E I DE NEMOURS & CO	4,305 00	164	3 6	4,578 00	0 424
100	DUKE ENERGY CORP	1,851 50	100	4 5	2,200 00	0 204
175	EMC CORP/MASS	4,107 25	0	0 0	3,769 50	0 349
250	EASTMAN CHEMICAL CO	10,687 50	260	2 7	9,765 00	0 904
150	EMERSON ELECTRIC CO	7,875 50	240	3 4	6,988 50	0 647
150	EXXON MOBIL CORP	11,130 00	282	2 2	12,714 00	1 177
50	FRANKLIN RES INC	5,143 50	54	1 1	4,803 00	0 445
250	FREEMONT-MCMORAN C & G W/1 RT/SH	13,211 00	250	2 7	9,197 50	0 852
150	GENERAL MILLS INC	5,431 25	183	3 0	6,061 50	0 561
175	GENUINE PARTS CO W/1 RT/SH	8,888 25	315	2 9	10,710 00	0 992
175	HEINZ H J CO	8,600 00	336	3 6	9,457 00	0 876
150	ILLINOIS TOOL WORKS	7,402 50	216	3 1	7,006 50	0 649
225	JABIL CIRCUIT INC	4,304 75	72	1 6	4,423 50	0 410
125	KIMBERLY-CLARK CORP	7,845 25	350	3 8	9,195 00	0 851
175	KRAFT FOODS INC	5,555 38	203	3 1	6,538 00	0 605
175	MCDONALDS CORP	13,905 50	490	2 8	17,557 75	1 626

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UNITS/ SHARES	NAME OF SECURITY	TOT COST	EST INC	YLD MKT	MARKET % TOT VALUE MKT
150	MEDTRONIC INC	5,197 00	146	2 5	5,737 50 0 531
150	NIKE INC CL B	12,896 74	216	1 5	14,455 50 1 338
175	PARKER HANNIFIN CORP	13,970 45	259	1 9	13,343 75 1 236
175	PEPSICO INC	11,126 25	361	3 1	11,611 25 1 075
125	PRAXAIR INC	11,779 24	250	1 9	13,362 50 1 237
175	PROCTER & GAMBLE CO	10,862 75	368	3 2	11,674 25 1 081
100	QUALCOMM INC W 1 RT P/S EXP 9/25/2015	4,916 00	86	1 6	5,470 00 0 506
225	QUESTAR CORP	3,947 00	146	3 3	4,468 50 0 414
175	SEMPRA ENERGY	8,948 00	336	3 5	9,625 00 0 891
125	SIMON PROPERTY GROUP INC	12,798 25	450	2 8	16,117 50 1 492
250	SPECTRA ENERGY CORP	7,082 25	280	3 6	7,687 50 0 712
100	TECO ENERGY INC	1,672 00	86	4 5	1,914 00 0 177
150	TEXAS INSTRUMENTS INC	4,892 00	102	2 3	4,366 50 0 404
150	3M CO	12,628 25	330	2 7	12,259 50 1 135
150	UNION PACIFIC CORP	13,738 25	360	2 3	15,891 00 1 471
150	UNITED TECHNOLOGIES CORP	11,442 25	288	2 6	10,963 50 1 015
100	V F CORP W/1 RT/SH	12,865 38	288	2 3	12,699 00 1 176
150	VERIZON COMMUNICATIONS	5,214 75	300	5 0	6,018 00 0 557

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UNITS/ SHARES	NAME OF SECURITY	TOT COST	EST INC	YLD MKT	MARKET % TOT VALUE MKT
25	WATSON PHARMACEUTICALS INC	1,629 00	0	0 0	1,508 50 0 140
150	YUM BRANDS INC	7,438 00	171	1 9	8,851 50 0 820
175	ACE LIMITED	10,653 49	329	2 7	12,271 00 1 136
	TOTAL COMMON STOCK	455,983 00*	12,144*	2 5*	493,520 25* 45 696*
	COMMON STOCK-FOREIGN				
175	SUNCOR ENERGY INC	6,414 25	75	1 5	5,045 25 0 467
150	TEVA PHARMACEUTICAL-SP ADR	7,176 50	118	1 9	6,054 00 0 561
150	VODAFONE GROUP PLC	4,085 25	216	5 1	4,204 50 0 389
150	ACCENTURE PLC CL A	7,453 50	203	2 5	7,984 50 0 739
100	NOBLE CORP	3,110 15	59	2 0	3,022 00 0 280
	TOTAL COMMON STOCK-FOREIGN	28,239 65*	671*	2 6*	26,310 25* 2 436*
	HUNTINGTON FUNDS-EQUITY				
4,596 624	HUNTINGTON MID CORP AMERICA FUND III	43,392 14	51	0 1	63,249 55 5 856
1,766 83	HUNTINGTON DIVIDEND CAPTURE FUND I	15,000 00	645	4 1	15,742 46 1 458
4,197 335	HUNTINGTON INTERNATIONAL EQUITY FUND III	40,081 58	525	1 2	42,351 11 3 921
995 678	HUNTINGTON DISCIPLINED EQUITY FD TR III	9,082 26	87	0 9	9,767 60 0 904
2,214 568	HUNTINGTON SITUS FUND III	39,773 64	363	0 8	43,250 51 4 005
528 541	HUNTINGTON INCOME EQUITY FUND I	10,000 00	446	4 0	11,072 93 1 025

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UNITS/ SHARES	NAME OF SECURITY	TOT COST	EST INC	YLD MKT	MARKET VALUE	% TOT MKT
	TOTAL HUNTINGTON FUNDS-EQUITY	157,329 62*	2,117*	1 1*	185,434 16*	17 170*
MUTUAL FUNDS EQUITY						
458 673	BLACKROCK US OPPORTUNITIES PORTFOLIO - INSTITUTIONAL	15,640 93	31	0 2	15,360 96	1 422
839 791	EATON VANCE ATLANTA CAPITAL SMID-CAP FUND - CLASS I	9,555 98	0	0 0	13,461 85	1 246
319 726	FEDERATED CLOVER SMALL VALUE FUND - INSTITUTIONAL	6,817 66	31	0 5	6,173 91	0 572
350 131	FIDELITY ADVISOR SMALL CAP FUND- CLASS I	8,666 83	36	0 5	7,958 48	0 737
275 328	FIDELITY ADVISOR NEW INSIGHTS FUND - CLASS I	5,024 69	4	0 1	5,495 55	0 509
966 193	JANUS PERKINS MID CAP VALUE FUND - CLASS I	20,345 47	204	1 0	19,497 77	1 805
228 676	OPPENHEIMER DEVELOPING MARKETS FUND - CLASS Y	6,500 00	154	2 3	6,624 74	0 613
410 614	RIDGEWORTH MID CAP VALUE EQUITY FUND - CLASS I	4,619 77	62	1 5	4,032 23	0 373
292 856	ROYCE SPECIAL EQUITY FUND	5,298 97	27	0 5	5,769 26	0 534
878 729	THORNBURG INTERNATIONAL VALUE - I SHARES	21,802 34	337	1 6	21,599 16	2 000
179 413	WASATCH SMALL CAP GROWTH FUND	7,159 20	0	0 0	6,783 61	0 628
	TOTAL MUTUAL FUNDS EQUITY	111,431 84*	886*	0 8*	112,757 52*	10 440*
	TOTAL EQUITIES	752,984 11*	15,818*	1 9*	818,022 18*	75 742*

DULE OF INVESTMENTS

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UNITS/ SHARES	NAME OF SECURITY	TOT COST	EST INC	YLD MKT	MARKET % TOT VALUE MKT
	PRINCIPAL CASH	155 00-	0 0	0 0	155 00- 0 014-
	TOTAL FUND	1,007.959 95*	24.145* 2 2*	1.080 007 79*100 000*	

SCHEDULE OF INCOME INVESTMENTS

UNITS/ SHARES	NAME OF SECURITY	TOT COST	EST INC	YLD MKT	MARKET % TOT VALUE MKT
	CASH EQUIVALENTS				
	CASH MANAGEMENT FUNDS-TAXABLE				
	HUNTINGTON CONSERVATIVE DEPOSIT ACCOUNT	10,156 19	10 0 1	10.156 19 95 103	
	INCOME CASH	522 95	0 0	522 95 4 897	
	TOTAL FUND	10,679 14*	10* 0 1*	10.679 14*100 000*	

MATURITY SCHEDULE

Maturing :	Federal Tax Cost	Current Market Value	Face Value	% at Market
2011				
2012				
2013				
2014				
2015				
2016	49,584 50	48,311 00	50,000 00	100 00
2017				
2018				

IRITY SCHEDULE

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Maturing :	Federal Tax Cost	Current Market Value	Face Value	% at Market
2019				
2020				
TEN TO TWENTY YEARS OVER TWENTY YEARS				
TOTAL	49,584.50	48,311.00	50,000.00	100.00

MATURING NEXT 365 DAYS

Information may be a combination of maturity and pre-funded dates