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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		A Employer identification number
FLEMING FAMILY FOUNDATION 8215000239		26-6214365
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions)
PO BOX 1558 DEPT EA4E86		(866) 398-5072
City or town, state, and ZIP code		C If exemption application is pending, check here ▶ ☐
COLUMBUS, OH 43216		

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: ☒ 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)* ▶ $ 25,656,853.

J Accounting method: ☒ 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 instructions).)*

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)				
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch. B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	564,688.	564,688.		STMT 1
	5a	Gross rents	6,969.	6,969.	6,969.	
	b	Net rental income or (loss) 6,969.				
	6a	Net gain or (loss) from sale of assets not on line 10	328,848.			
	b	Gross sales price for all assets on line 6a 6,754,590.				
	7	Capital gain net income (from Part IV, line 2)		328,848.		
	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)	254.			STMT 5
	12	**Total.** Add lines 1 through 11	900,759.	900,505.	6,969.	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	151,593.	75,797.		75,797.
	14	Other employee salaries and wages		NONE	NONE	
	15	Pension plans, employee benefits		NONE	NONE	
	16a	Legal fees (attach schedule) STMT 6	260.	NONE	NONE	260.
	b	Accounting fees (attach schedule) STMT 7	224.	224.	NONE	112.
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 8	30,612.	8,907.		
	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 9	16,340.	7,895.		8,170.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	199,029.	92,823.	NONE	84,339.
	25	Contributions, gifts, grants paid	1,362,959.			1,362,959.
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,561,988.	92,823.	NONE	1,447,298.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	-661,229.			
	b	**Net investment income** (if negative, enter -0-)		807,682.		
	c	**Adjusted net income** (if negative, enter -0-)			6,969.	

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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	(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 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)	23,529,837.	22,868,610.	25,656,853.
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)	23,529,837.	22,868,610.	25,656,853.
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	23,529,837.	22,868,610.	
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)	23,529,837.	22,868,610.	
31 **Total liabilities and net assets/fund balances** (see instructions)	23,529,837.	22,868,610.	

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	23,529,837.
2 Enter amount from Part I, line 27a	2	-661,229.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 10	3	2.
4 Add lines 1, 2, and 3	4	22,868,610.
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	22,868,610.

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	6,787,619.		6,425,742.	361,877.
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				361,877.
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	328,848.
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	1,389,027.	25,459,647.	0.054558
2009	446,948.	22,120,633.	0.020205
2008	642,637.	24,641,902.	0.026079
2007			
2006			

2	Total of line 1, column (d)	2	0.100842
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	0.033614
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	18,851,894.
5	Multiply line 4 by line 3	5	633,688.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	8,077.
7	Add lines 5 and 6	7	641,765.
8	Enter qualifying distributions from Part XII, line 4	8	1,447,298.

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 ▶ [X] and enter 1% of Part I, line 27b	1	8,077.
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	8,077.
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	8,077.
6	Credits/Payments:		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a: 16,028.		
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	16,028.
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	7,951.
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 7,951. **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) ▶ FL			
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)*

		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 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. ▶ (866)398-5072

Located at ▶ 127 W SPRING STREET, TITUSVILLE, PA ZIP + 4 ▶ 16354

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 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

		Line	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 ▶ ☐

		Line	Yes	No
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 ▶ ________, ________, ________, ________

		Line	Yes	No
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

		Line	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)*

		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 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 11		151,593.	-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	19,054,319.
b	Average of monthly cash balances	1b	84,660.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	19,138,979.
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	19,138,979.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	287,085.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	18,851,894.
6	**Minimum investment return.** Enter 5% of line 5	6	942,595.

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	942,595.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	8,077.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	8,077.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	934,518.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	934,518.
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	934,518.

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	1,447,298.
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	1,447,298.
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	8,077.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,439,221.

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				934,518.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			909,714.	
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 . . . . . . NONE				
c From 2008 . . . . . . NONE				
d From 2009 . . . . . . NONE				
e From 2010 . . . . . . NONE				
f **Total** of lines 3a through e	NONE			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 1,447,298.				
a Applied to 2010, but not more than line 2a			909,714.	
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				537,584.
e Remaining amount distributed out of corpus	NONE			
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	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 instructions		NONE		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				396,934.
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	NONE			
10 Analysis of line 9:				
a Excess from 2007 . . . NONE				
b Excess from 2008 . . . NONE				
c Excess from 2009 . . . NONE				
d Excess from 2010 . . . NONE				
e Excess from 2011 . . . NONE				

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			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(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 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 12

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 20				
Total . . . . ▶ **3a**				1,362,959.
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	564,688.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property			16	6,969.	
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	328,848.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b			14	254.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				900,759.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . 13 900,759.

(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] 05/03/2012 officer

Signature of officer or trustee | Date | 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	[signature]	05/03/2012		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	

RENT AND ROYALTY INCOME

Taxpayer's Name	Identifying Number
FLEMING FAMILY FOUNDATION 8215000239	26-6214365

DESCRIPTION OF PROPERTY
OZ GAS, LTD

[ ] Yes [ ] No Did you actively participate in the operation of the activity during the tax year?

TYPE OF PROPERTY: 4 - COMMERCIAL

RENTAL INCOME		2,973.	
OTHER INCOME:			
TOTAL GROSS INCOME			2,973.
OTHER EXPENSES:			
DEPRECIATION (SHOWN BELOW)			
LESS: Beneficiary's Portion			
AMORTIZATION			
LESS: Beneficiary's Portion			
DEPLETION			
LESS: Beneficiary's Portion			
TOTAL EXPENSES			
TOTAL RENT OR ROYALTY INCOME (LOSS)			2,973.
Less Amount to			
Rent or Royalty			
Depreciation			
Depletion			
Investment Interest Expense			
Other Expenses			
Net Income (Loss) to Others			
Net Rent or Royalty Income (Loss)			2,973.
Deductible Rental Loss (if Applicable)			

SCHEDULE FOR DEPRECIATION CLAIMED

(a) Description of property	(b) Cost or unadjusted basis	(c) Date acquired	(d) ACRS des	(e) Bus %	(f) Basis for depreciation	(g) Depreciation in prior years	(h) Method	(i) Life or rate	(j) Depreciation for this year
Totals									

JSA
1E7000 2 000

RENT AND ROYALTY INCOME

Taxpayer's Name	Identifying Number
FLEMING FAMILY FOUNDATION 8215000239	26-6214365

DESCRIPTION OF PROPERTY
BELDEN & BLAKE CORP

[ ] Yes [ ] No Did you actively participate in the operation of the activity during the tax year?

TYPE OF PROPERTY: 4 - COMMERCIAL

RENTAL INCOME		3,996.	
OTHER INCOME:			
TOTAL GROSS INCOME			3,996.
OTHER EXPENSES:			
DEPRECIATION (SHOWN BELOW)			
LESS: Beneficiary's Portion			
AMORTIZATION			
LESS: Beneficiary's Portion			
DEPLETION			
LESS: Beneficiary's Portion			
TOTAL EXPENSES			
TOTAL RENT OR ROYALTY INCOME (LOSS)			3,996.
Less Amount to			
Rent or Royalty			
Depreciation			
Depletion			
Investment Interest Expense			
Other Expenses			
Net Income (Loss) to Others			
Net Rent or Royalty Income (Loss)			3,996.
Deductible Rental Loss (if Applicable)			

SCHEDULE FOR DEPRECIATION CLAIMED

(a) Description of property	(b) Cost or unadjusted basis	(c) Date acquired	(d) ACRS des	(e) Bus %	(f) Basis for depreciation	(g) Depreciation in prior years	(h) Method	(i) Life or rate	(j) Depreciation for this year
Totals									

JSA
1E7000 2 000

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AT&T INC	14,276.	14,276.
ABBOTT LABS	374.	374.
AMERICAN EXPRESS CO	648.	648.
APACHE CORP W/1 RT/SH	1,395.	1,395.
BALL CORP W/1 RT/SH	105.	105.
BAXTER INTL INC W/1 RT/SH	2,108.	2,108.
BRISTOL MYERS SQUIBB CO	10,032.	10,032.
CARDINAL HEALTH INC	2,188.	2,188.
CENTURYTEL INC	5,075.	5,075.
CHEVRONTEXACO CORP	1,777.	1,777.
CHUBB CORP W/1 RT/SH	740.	740.
CISCO SYSTEMS W/1 RT/SH	740.	740.
COCA COLA CO	1,880.	1,880.
COLGATE PALMOLIVE	5,221.	5,221.
COMCAST CORP CL A	3,305.	3,305.
CONOCOPHILLIPS	7,920.	7,920.
CREDIT SUISSE ZCPN 07/19/2012	1,508.	1,508.
EMERSON ELEC CO W/1 RT/SH	5,310.	5,310.
EXXON MOBIL CORP	5,458.	5,458.
FRANKLIN RES INC	9,483.	9,483.
FREEPORT MCMORAN COPPER & GOLD	5,850.	5,850.
GENERAL DYNAMICS W/1 RT/SH	4,301.	4,301.
HALLIBURTON CO W/1 RT/SH	405.	405.
HOME DEPOT INC	8,112.	8,112.
HUNTINGTON MID CORP AMERICA FD I	3,796.	3,796.
HUNTINGTON DIVIDEND CAPTURE FUND I	10,617.	10,617.
HUNTINGTON INTL EQUITY FUND I	24,463.	24,463.
HUNTINGTON DISCIPLINED EQUITY FD TR III	5,298.	5,298.
HUNTINGTON SITUS FUND I	5,233.	5,233.
ITT INDUSTRIES INC	700.	700.
ILLINOIS TOOL WORKS	4,209.	4,209.
INTEL CORP	1,703.	1,703.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
IBM CORP	5,438.	5,438.
INTERNATIONAL PAPER CO	5,850.	5,850.
ISHARES MSCI EMERGING MARKETS INDEX FUND	7,733.	7,733.
ISHARES MSCI EAFE INDEX FUND	1,350.	1,350.
ISHARES RUSSELL MIDCAP VALUE INDEX FUND	6,445.	6,445.
ISHARES RUSSELL MIDCAP GROWTH INDEX FUND	4,358.	4,358.
ISHARES RUSSELL MIDCAP INDEX FUND	4,675.	4,675.
ISHARES S&P MIDCAP 400 INDEX FUND	3,681.	3,681.
ISHARES RUSSELL 2000 VALUE	5,639.	5,639.
ISHARES RUSSELL 2000 GROWTH INDEX FUND	2,116.	2,116.
ISHARES S&P SMALLCAP 600 INDEX FUND	2,798.	2,798.
ISHARES S&P US PREFERRED STOCK INDEX	43,517.	43,517.
JP MORGAN CHASE & CO	3,760.	3,760.
JOHNSON & JOHNSON	9,000.	9,000.
JOHNSON CTLS INC W/1 RT/SH	224.	224.
JP MORGAN CHASE ZCPN 07/02/2013	1,508.	1,508.
LUBRIZOL CORP W/1 RT/SH	1,044.	1,044.
MCDONALDS CORP W/1 RT/SH	7,084.	7,084.
MERCK & CO INC	3,724.	3,724.
MICROSOFT CORP	416.	416.
HUNTINGTON FIXED INC FUND I	27,424.	27,424.
MOLSON COORS BREWING CO B	1,106.	1,106.
HUNTINGTON CONSERVATIVE DEPOSIT ACCOUNT	2,869.	2,869.
MORGAN STANLEY DEAN WITTER & CO	125.	125.
NEXTERA ENERGY INC	413.	413.
NIKE INC CL B	930.	930.
ORACLE CORPORATION W/1 RT/SH	3,105.	3,105.
OPPENHEIMER DEVELOPING MARKETS FUND - CL	1,714.	1,714.
PIMCO LOW DURATION FUND INSTL	17,879.	17,879.
PIMCO TOTAL RETURN FUND INSTL CLASS	16,379.	16,379.
PARKER HANNIFIN CORP W/1 RT/SH	858.	858.
PEABODY ENERGY CORP COM	1,360.	1,360.
PEPSICO INC	8,157.	8,157.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PFIZER INC W/1 RT/SH	9,120.	9,120.
PHILIP MORRIS INTL INC	13,450.	13,450.
PIMCO ALL ASSET FUND - INSTITUTIONAL	319.	319.
PROCTER & GAMBLE CO	1,337.	1,337.
QUALCOMM INC W/1 RT/SH	4,175.	4,175.
QUESTAR CORP W/1 RT/SH	1,144.	1,144.
RIDGEWORTH MID CAP VALUE EQUITY FUND - C	818.	818.
ROYAL DUTCH SHELL PLC -ADR	9,072.	9,072.
SPDR BARCLAYS CAPITAL HIGH YIELD BOND FU	14,805.	14,805.
SCHLUMBERGER LTD	3,762.	3,762.
SEMPRA ENERGY	2,567.	2,567.
STATE STREET CORP	33.	33.
SUNCOR ENERGY INC	1,797.	1,797.
TARGET CORP	5,060.	5,060.
TEMPLETON GLOBAL BOND FUND CLASS A	25,359.	25,359.
TEVA PHARMACEUTICAL INDS ADR	488.	488.
TEXAS INSTR INC W/1 RT/SH	3,024.	3,024.
THORNBURG INTERNATIONAL VALUE - I SHARES	19,047.	19,047.
3M CO	5,830.	5,830.
TRAVELERS COS INC	8,984.	8,984.
UNION PACIFIC CORP	3,677.	3,677.
UNITED TECH CORP	5,875.	5,875.
VALERO ENERGY	660.	660.
VANGUARD INTERMEDIATE-TERM CORPORATE FUN	11,291.	11,291.
VANGUARD MSCI EMERGING MARKETS ETF	5,765.	5,765.
VANGUARD REIT FUND	15,375.	15,375.
VERIZON COMMUNICATIONS	8,341.	8,341.
WAL MART STORES INC	8,647.	8,647.
WELLS FARGO & CO NEW W/1 RT/SH	2,832.	2,832.
ACCENTURE PLC CL A	2,250.	2,250.
ACE LIMITED	2,575.	2,575.
HUNTINGTON EQUITY PROTECTION STRATEGIC C	10,300.	10,300.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
TOTAL	564,688.	564,688.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
	TOTALS	254.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES - INCOME (ALLOCABLE	260.			260.
TOTALS	260.	NONE	NONE	260.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
AUDIT & ACCOUNTING FEES (ALLOC	224.	224.		112.
TOTALS	224.	224.	NONE	112.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	1,630.	1,630.
FEDERAL TAX PAYMENT - PRIOR YE	5,677.	
FEDERAL ESTIMATES - PRINCIPAL	16,028.	
FOREIGN TAXES ON QUALIFIED FOR	6,443.	6,443.
FOREIGN TAXES ON NONQUALIFIED	834.	834.
TOTALS	30,612.	8,907.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER NON-ALLOCABLE EXPENSE -	15,790.	7,895.	7,895.
TAX PREPARATION FEE (NON-ALLOC	550.		275.
TOTALS	16,340.	7,895.	8,170.

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

DESCRIPTION	AMOUNT
ROUNDING	2.
TOTAL	2.

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

OFFICER NAME:
HUNTINGTON NATIONAL BANK
ADDRESS:
127 W SPRING STREET
TITUSVILLE, PA 16354
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40
COMPENSATION .... 151,593.

TOTAL COMPENSATION: 151,593.

FORM 990PF, PART XV - LINES 2a - 2d
====================================

RECIPIENT NAME:
LYNNETTE PEDENSKY
ADDRESS:
127 W SPRING STREET
TITUSVILLE, PA 16354
RECIPIENT'S PHONE NUMBER: 866-398-5072
FORM, INFORMATION AND MATERIALS:
WRITTEN REQUEST SHOULD INCLUDE THE PURPOSE FOR WHICH THE GRANT WILL BE USED AND A COPY OF THE ORGANIZATIONS IRS EXEMPTION LETTER.
SUBMISSION DEADLINES:
NONE
RESTRICTIONS OR LIMITATIONS ON AWARDS:
NONE

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

==

RECIPIENT NAME:
CASTING FOR CATS
ADDRESS:
PO BOX 650
ISLAMORADA, FL 33036
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FINANCIAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 100,000.

RECIPIENT NAME:
DON HAWLEY FOUNDATION
ADDRESS:
PO BOX 603
ISLAMORADA, FL 33036
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FINACIAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
ISLAMORADA FISHING & CONSERVATION
TRUST
ADDRESS:
PO BOX 22
ISLAMORADA, FL 33036
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FINACIAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 50,000.

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

RECIPIENT NAME:
FRIENDS OF DRAKE WELL, INC
ADDRESS:
205 MUSEUM LANE
TITUSVILLE, PA 16354
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FINACIAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 48,000.

RECIPIENT NAME:
THE BILLFISH FOUNDATION
ADDRESS:
2161 E COMMERCIAL BLVD
FORT LAUDERDALE, FL 33308
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FINACIAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 30,000.

RECIPIENT NAME:
PALM BEACH COUNTY FISHING
FOUNDATION
ADDRESS:
201 FIFTH STREET
WEST PALM BEACH, FL 33401
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FINACIAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 33,500.

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

RECIPIENT NAME:
TITUSVILLE AREA UNITED WAY
ADDRESS:
208 W SPRING
TITUSVILLE, PA 16354
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FINACIAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
YMCA OF TITUSVILLE
ADDRESS:
201 W SPRING STREET
TITUSVILLE, PA 16354
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FINACIAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 30,500.

RECIPIENT NAME:
THE BUSCH WILDLIFE SANCTUARY
ADDRESS:
2500 JUPITER PARK DRIVE
JUPITER, FL 33458
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FINACIAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 30,000.

RECIPIENT NAME:
TOWN OF PALM BEACH SHORES
ADDRESS:
247 EDWARDS LANE
PALM BEACH SHORES, FL 33404
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FINACIAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 162,800.

RECIPIENT NAME:
EVERGLADES GOLDEN RETRIEVER RESCUE
ADDRESS:
10729 ROYAL CARIBBEAN CIRCLE
BOYNTON BEACH, FL 33437
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FINACIAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
LOGGERHEAD MARINE LIFE CENTER
ADDRESS:
14200 US 1
JUNO BEACH, FL 33408
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FINACIAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
PEGGY ADAMS ANIMAL RESCUE LEAGUE
ADDRESS:
3100/3200 N MILITARY TRAIL
WEST PALM BEACH, FL 33409
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FINACIAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
INTERNATIONAL GAME FISH ASSN
ADDRESS:
300 GULF STREAM WAY
DANIA BEACH, FL 33004
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FINACIAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
CONSERVATION FORCE
ADDRESS:
3240 S I-10 SERVICE ROAD
METAIRIE, LA 70001
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FINACIAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 539,159.

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

==

RECIPIENT NAME:
AMERICAN BOXER CHARITABLE FND
ADDRESS:
PO BOX 8667
SPOKANE, WA 99203
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
501C3
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
STROKE OF HOPE INC
ADDRESS:
2560 RCA BLVD #106
PALM BEACH GARDENS, FL 33410
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
501C3
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
SCHOOL DISTRICT OF PALM BEACH CNTY
ADDRESS:
3300 FOREST HILL BLVD
WEST PALM BEACH, FL 33406
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
501C3
AMOUNT OF GRANT PAID .... 34,000.

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

RECIPIENT NAME:
STEPHENS COLLEGE
ADDRESS:
1200 EAST BROADWAY
COLUMBIA, MO 65215
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
501C3
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
ADOPT A CAT FOUNDATION
ADDRESS:
1125 OLD DIXIE HIGHWAY
LAKE PARK, FL 33403
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
501C3
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
EDUCATION FND OF PALM BEACH CNTY
ADDRESS:
3300 FOREST HILL BLVD, SUITE 50-116
WEST PALM BEACH, FL 33406
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
501C3
AMOUNT OF GRANT PAID .... 5,000.

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

RECIPIENT NAME:
SOUTHEAST FLORIDA HONOR FLIGHT
ADDRESS:
PO BOX 494488
PORT CHARLOTTE, FL 33949
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
501C3
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
ZOOLOGICAL SOCIETY OF THE PALM BEACHES
ADDRESS:
1301 SUMMIT BLVD
WEST PALM BEACH, FL 33405
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
501C3
AMOUNT OF GRANT PAID .... 10,000.

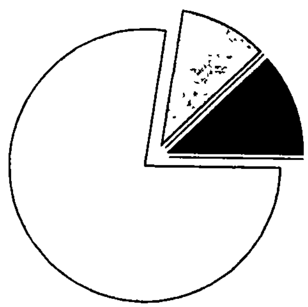
TOTAL GRANTS PAID: 1,362,959.

RENT AND ROYALTY SUMMARY

PROPERTY	TOTAL INCOME	DEPLETION/ DEPRECIATION	OTHER EXPENSES	ALLOWABLE NET INCOME
OZ GAS, LTD	2,973.			2,973.
BELDEN & BLAKE CORP	3,996.			3,996.
TOTALS	6,969.			6,969.

FLEMING FAMILY FOUNDATION DATED
12/18/1975 HUNTINGTON NATIONAL
BANK, SUCCESSOR CO-TRUSTEE

Investment Allocation



12 1%	2	2, 234, 379 22
0 0%	CASH	738 36-
10 6%	CASH EQUIVALENTS	1, 953, 863 45
77 3%	EQUITIES	14, 222, 378 20
0 0%	MISCELLANEOUS	5 96
100 0%	Total	18, 409, 888 47

Investment Summary

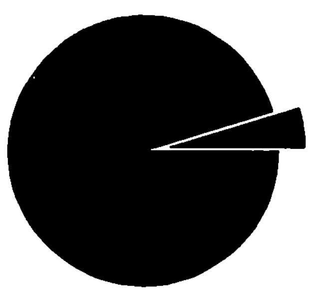
	Market Value	%	Estimated Income	Current Yield
CASH EQUIVALENTS				
CASH MANAGEMENT FUNDS-TAXABLE	1,953,863 45	10 61	1,928	0 10
2				
HUNTINGTON FUNDS-FIXED	564,750 00	3 07	18,025	3 19
EXCHANGE TRADED FUNDS - TAXABLE	445,250 00	2 42	31,088	6 98
MUTUAL FUNDS FIXED INC-TAXABLE	1,224,379 22	6 65	41,147	3 36
TOTAL 2	2,234,379 22	12 14	90,260	4 04
EQUITIES				
COMMON STOCK	7,621,738 50	41 40	177,419	2 33
COMMON STOCK-FOREIGN	547,913 00	2 98	11,704	2 14
HUNTINGTON FUNDS-EQUITY	2,399,306 10	13 03	30,305	1 26

Investment Summary

	Market Value	%	Estimated Income	Current Yield
MUTUAL FUNDS EQUITY	1,280,859 91	6 96	13,440	1 05
EXCHANGE TRADED FUNDS - EQUITY	2,372,560 69	12 89	43,067	1 82
TOTAL EQUITIES	14,222,378 20	77 25	275,935	1 94
MISCELLANEOUS				
OIL & GAS INTERESTS	5.96	0 00	0	0 00
CASH				
PRINCIPAL CASH	738 36-	0 00-	0	0 00
TOTAL FUND	18 409.888 47	100 00	368.123	2 00

SUMMARY OF INVESTED INCOME

Investment Allocation



4 8%	CASH	8,721 30
95 2%	CASH EQUIVALENTS	174,031 50
100 0%	Total	182,752 80

Investment Summary

	Market Value	%	Estimated Income	Current Yield
CASH EQUIVALENTS				
CASH MANAGEMENT FUNDS-TAXABLE	174,031 50	95 23	172	0 10
CASH				
INCOME CASH	8,721 30	4 77	0	0 00
TOTAL FUND	182,752 80	100 00	172	0 09

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	1,953,863 45	1,928	0 1	1,953,863 45	10 613
	2					
	HUNTINGTON FUNDS-FIXED					
25,000	HUNTINGTON FIXED INCOME SECURITIES FUND I	548,000 00	18,025	3 2	564,750.00	3 068
	EXCHANGE TRADED FUNDS - TAXABLE					
12,500	ISHARES S&P US PREFERRED STOCK INDEX	498,125 00	31,088	7 0	445,250 00	2 419
	MUTUAL FUNDS FIXED INC-TAXABLE					
54,401 398	PIMCO LOW DURATION FUND - INSTITUTIONAL CLASS	561,606 11	12,023	2 1	559,790 39	3 041
11,925 176	PIMCO TOTAL RETURN FUND - INSTITUTIONAL CLASS	129,370 99	4,281	3 3	129,626 66	0 704
22,550 759	FRANKLIN TEMPLETON GLOBAL BOND FUND - CLASS A	290,964 15	13,530	4 8	279,854 92	1 520

UNITS/ SHARES	NAME OF SECURITY	TOT COST	EST INC	YLD MKT	MARKET VALUE	% TOT MKT
25,536 261	VANGUARD INTERMEDIATE TERM INVESTMENT GRADE FUND - ADMIRAL SHARES	250,000 00	11,313	4 4	255,107 25	1 386
	TOTAL MUTUAL FUNDS FIXED INC-TAXABLE	[illegible]1,941 25*	41,147*	3 4*	1,224,379 22*	6 651*
	TOTAL 2	2,278,066 25*	90,260*	4 0*	2,234,379 22*	12 137*
	EQUITIES					
	COMMON STOCK					
6,300	AT&T INC	177,584 50	11,088	5 8	190,512 00	1 035
2,150	APACHE CORP	168,975 20	1,290	0 7	194,747 00	1 058
1,000	APPLE INC	196,433 72	0	0 0	405,000 00	2 200
5,400	BRISTOL-MYERS SQUIBB CO	136,094 04	7,344	3 9	190,296 00	1 034
3,500	CARDINAL HEALTH INC	136,795.40	3,010	2.1	142,135 00	0 772
1,800	COLGATE PALMOLIVE	137,646 00	4,176	2 5	166,302 00	0 903
5,400	COMCAST CORP CL A	89,907 30	2,430	1 9	128,034 00	0 695
3,000	CONOCOPHILLIPS	165,777 00	7,920	3 6	218,610 00	1 187
7,650	EMC CORP/MASS	138,771 00	0	0 0	164,781 00	0 895
2,900	EMERSON ELECTRIC CO	125,822 01	4,640	3 4	135,111 00	0 734
2,350	EXXON MOBIL CORP	187,522 30	4,418	2 2	199,186 00	1 082
2,250	FISERV INC	110,968 87	0	0 0	132,165 00	0 718
2,150	FRANKLIN RES INC	194,897 04	2,322	1 1	206,529 00	1 122
2,900	FREEPORT-MCMORAN C & G W/1 RT/SH	100,146 57	2,900	2 7	106,691 00	0 580

UNITS/ SHARES	NAME OF SECURITY	TOT COST	EST INC	YLD MKT	MARKET VALUE	% TOT MKT
1.800	GENERAL DYNAMICS CORP	125,155 80	3,384	2 8	119,538 00	0 649
450	GOOGLE INC-CL A	201,055 20	0	0 0	290,655 00	1 579
5,800	HOME DEPOT INC	141,756 40	6,728	2 8	243,832 00	1 324
2,250	ILLINOIS TOOL WORKS	108,945 00	3,240	3 1	105,097 50	0 571
1,250	IBM CORP	151,151 12	3,750	1 6	229,850 00	1 249
4,500	INTERNATIONAL PAPER CO	97,353 00	4,725	3 5	133,200 00	0 724
3,600	JP MORGAN CHASE & CO	163,044 00	3,600	3 0	119,700 00	0 650
3,000	JOHNSON & JOHNSON	182,424 90	6,840	3 5	196,740 00	1 069
2,800	MCDONALDS CORP	155,062 12	7,840	2 8	280,924 00	1 526
9,900	ORACLE CORPORATION FORMERLY ORACLE SYS CORP W/1 RT/SH	190,044 34	2,376	0 9	253,935 00	1 379
3,000	PEABODY ENERGY CORP W/1 RT/SH	137,610 00	1,020	1 0	99.330 00	0 540
2.700	PEPSICO INC	168,980 45	5,562	3 1	179,145 00	0 973
8,500	PFIZER INC	147,363 60	7,480	4 1	183,940 00	0 999
4.400	PHILIP MORRIS INTL INC	191,648 30	13,552	3 9	345,312 00	1 876
5,000	QUALCOMM INC W 1 RT P/S EXP 9/25/2015	212,872 51	4,300	1 6	273,500 00	1 486
2.700	SCHLUMBERGER LTD	119.541 46	2,700	1 5	184.437 00	1 002
3,400	TARGET CORP	104,804 76	4.080	2 3	174,148 00	0 946
5.400	TEXAS INSTRUMENTS INC	139.972 32	3.672	2 3	157.194 00	0 854

UNITS/ SHARES	NAME OF SECURITY	TOT COST	EST INC	YLD MKT	MARKET VALUE	% TOT MKT
2,000	3M CO	148,059 39	4,400	2 7	163,460 00	0 888
4,050	TRAVELERS COS INC	151,749 41	6,642	2 8	239,638 50	1 302
1,600	UNION PACIFIC CORP	96,713 76	3,840	2 3	169,504 00	0 921
2,350	UNITED TECHNOLOGIES CORP	146,726 95	4,512	2 6	171,761 50	0 933
4,250	VERIZON COMMUNICATIONS	117,115 81	8,500	5 0	170,510 00	0 926
4,300	WAL-MART STORES INC	227,014 48	6,278	2 4	256,968 00	1 396
4,500	WELLS FARGO & CO	128,408 40	2,160	1 7	124,020 00	0 674
2,500	ACE LIMITED	156,220 75	4,700	2 7	175,300 00	0 952
	TOTAL COMMON STOCK	5,978,135 18*	177,419*	2 3*	7,621,738 50*	41 400*
	COMMON STOCK-FOREIGN					
2,700	ROYAL DUTCH SHELL PLC -ADR	168,262 65	7,711	3 9	197,343 00	1 072
3,000	SUNCOR ENERGY INC	95,100 00	1,293	1 5	86,490 00	0 470
2,000	ACCENTURE PLC CL A	107,060 00	2,700	2 5	106,460 00	0 578
3,000	CHECK POINT SOFTWARE TECH	141,710 10	0	0 0	157,620 00	0 856
	TOTAL COMMON STOCK-FOREIGN	512,132 75*	11,704*	2 1*	547,913 00*	2 976*
	HUNTINGTON FUNDS-EQUITY					
15,000	HUNTINGTON MID CORP AMERICA FUND I	200,400 00	1,713	0 8	206,400 00	1 121
70,000	HUNTINGTON INTERNATIONAL EQUITY FUND I	785,900 00	15,813	2 2	706,300 00	3 837

UNITS/ SHARES	NAME OF SECURITY	TOT COST	EST INC	YLD MKT	MARKET VALUE	% TOT MKT
101,769 225	HUNTINGTON DISCIPLINED EQUITY FD TR III	906,196 44	8,859	0 9	998,356 10	5 423
25,000	HUNTINGTON SITUS FUND I	479,480 00	3,920	0 8	488,250 00	2 652
	TOTAL HUNTINGTON FUNDS-EQUITY	2,371,976 44*	30,305*	1 3*	2,399,306 10*	13 033*
	MUTUAL FUNDS EQUITY					
26,235 802	EATON VANCE ATLANTA CAPITAL SMID-CAP FUND - CLASS I	366,767 48	0	0 0	420,559 91	2 284
35,000	THORNBURG INTERNATIONAL VALUE - I SHARES	964,100 00	13,440	1 6	860,300 00	4 673
	TOTAL MUTUAL FUNDS EQUITY	1,330,867 48*	13,440*	1 0*	1,280,859 91*	6 957*
	EXCHANGE TRADED FUNDS - EQUITY					
5,560	ISHARES MSCI EMERGING MARKETS INDEX FUND	212,189 62	4,492	2 1	210,946 40	1 146
7,000	ISHARES RUSSELL MIDCAP VALUE INDEX FUND	188,927 90	6,447	2 1	303,800 00	1 650
8,500	ISHARES RUSSELL MIDCAP GROWTH INDEX FUND	280,989 60	4,361	0 9	467,925 00	2 542
3,000	ISHARES RUSSELL MIDCAP INDEX FUND	180,247 21	4,674	1 6	295,260 00	1 604
4,235	ISHARES RUSSELL 2000 VALUE INDEX FUND	207,279 63	5,637	2 0	277,985 40	1 510
3,703	ISHARES RUSSELL 2000 GROWTH INDEX FUND	208,067 62	2,114	0 7	311,903 69	1 694
5,620	VANGUARD MSCI EMERGING MARKETS ETF	213,401 52	5,092	2 4	214,740 20	1 166
5,000	VANGUARD REIT FUND	250,150 00	10,250	3 5	290,000 00	1 575

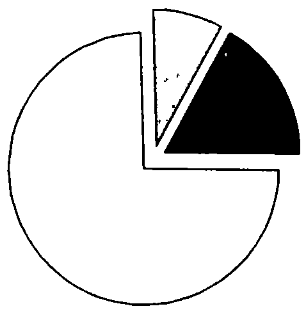
UNITS/ SHARES	NAME OF SECURITY	TOT COST	EST INC	YLD MKT	MARKET VALUE	% TOT MKT
	TOTAL EXCHANGE TRADED FUNDS - EQUITIES	[illegible]1,253 10*	43,067*	1 8*	2,372,560 69*	12 887*
	TOTAL EQUITIES	11,934,364 95*	275,935*	1 9*	14,222,378 20*	77 254*
	MISCELLANEOUS					
	OIL & GAS INTERESTS					
5	OIL & GAS INTEREST 50% INTERST IN 100 ACRES OGM LEASE DEERFIELD TWP WRN CNTY BK-RE VL-1986 PG-9 DOC#2010-1306	0 99	0	0 0	0 99	0 000
5	OIL & GAS INTEREST 50% INTEREST 145 125 ACRES OGM LEASE TRIUMPH TWP WRN CNTY BK-RE VL-1986 PG-86 DOC #2010-1305	0 99	0	0 0	0 99	0 000
5	OIL & GAS INTEREST 50% INTEREST 306 544 ACRES OGM LEASE TRIUMPH TWP WRN CNTY BK-RE VL-1986 PG-86 DOC #2010-1305	0 99	0	0 0	0 99	0 000
5	OIL & GAS INTEREST 50% INTEREST IN 477 OGM LEASE DEERFIELD TWP WRN CNTY BK-RE VL-1986 PG-9 DOC#2010-1306	0 99	0	0 0	0 99	0 000
1	OIL & GAS INTEREST OZ GAS LTD TRIUMP TWP WARREN CTY	1.00	0	0 0	1 00	0 000
1	OIL & GAS INTEREST BELDEN & BLAKE CORP DEERFIELD TWP WARREN CTY	1 00	0	0 0	1 00	0 000
	TOTAL OIL & GAS INTERESTS	5 96*	0*	0 0*	5 96*	0 000*
	PRINCIPAL CASH	738 36-		0 0	738 36-	0 004-
	TOTAL FUND	16,165,562 25*	368,123*	2 0*	18,409,888 47*	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	174,031 50	172	0 1	174,031 50	95 228
	INCOME CASH	8,721 30		0 0	8,721 30	4 772
	TOTAL FUND	182,752 80*	172*	0 1*	182,752 80*	100 000*

FLEMING FAMILY FOUNDATION SUB DATED 1/9/2008, HUNTINGTON NATIONAL BANK, SUCCESSOR TRUSTEE

Investment Allocation



17 2%	2	1,193,475 60
8 4%	CASH EQUIVALENTS	585,788 68
74 4%	EQUITIES	5,171,487 43
100 0%	Total	6,950,751 71

Investment Summary

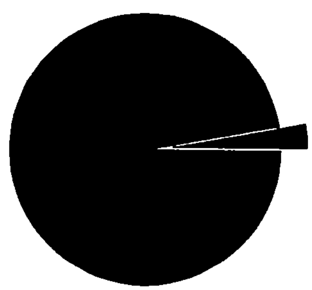
	Market Value	%	Estimated Income	Current Yield
CASH EQUIVALENTS				
CASH MANAGEMENT FUNDS-TAXABLE	585,788 68	8 43	578	0 10
2				
CORPORATE OBLIGATIONS	212,773 00	3 06	878-	0 41-
HUNTINGTON FUNDS-FIXED	282,375 00	4 06	9,013	3 19
EXCHANGE TRADED FUNDS - TAXABLE	370,350 00	5 33	27,240	7 36
MUTUAL FUNDS FIXED INC-TAXABLE	327,977 60	4 72	12,735	3 88
TOTAL 2	1,193,475 60	17 17	48,110	4 03
EQUITIES				
COMMON STOCK	2,438,507 00	35 08	54,151	2 22
COMMON STOCK-FOREIGN	34,596 00	0 50	517	1 49

Investment Summary

	Market Value	%	Estimated Income	Current Yield
HUNTINGTON FUNDS-EQUITY	1,285,067 18	18 49	21,794	1 70
MUTUAL FUNDS EQUITY	572,399 50	8 24	6,482	1 13
EXCHANGE TRADED FUNDS - EQUITY	840,917 75	12 10	14,926	1 77
TOTAL EQUITIES	5,171,487 43	74 40	97,870	1 89
CASH				
PRINCIPAL CASH				
TOTAL FUND	6,950,751 71	100 00	146,558	2 11

SUMMARY OF INVESTED INCOME

Investment Allocation



2 9%	CASH	3,301 63
97 1%	CASH EQUIVALENTS	110,158 19
100 0%	Total	113 459 82

Investment Summary

	Market Value	%	Estimated Income	Current Yield
CASH EQUIVALENTS				
CASH MANAGEMENT FUNDS-TAXABLE	110,158 19	97 09	109	0 10
CASH				
INCOME CASH	3,301 63	2 91	0	0 00
TOTAL FUND	113,459 82	100 00	109	0 10

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	585,788 68	578	0 1	585,788 68	8 428
	2					
	CORPORATE OBLIGATIONS					
230,000	BARCLAYS BK PLC ZCPN 03/05/2013	234,140 00	878-	0 4-	212,773 00	3 061
	HUNTINGTON FUNDS-FIXED					
12,500	HUNTINGTON FIXED INCOME SECURITIES FUND I	271,625 00	9,013	3 2	282,375 00	4 063
	EXCHANGE TRADED FUNDS - TAXABLE					
5,000	ISHARES S&P US PREFERRED STOCK INDEX	196,089 10	12,435	7 0	178,100 00	2 562
5,000	SPDR BARCLAYS CAPITAL HIGH YIELD BOND FUND	196,267 60	14,805	7 7	192,250 00	2 766

UNITS/ SHARES	NAME OF SECURITY	TOT COST	EST INC	YLD MKT	MARKET VALUE	% TOT MKT
	TOTAL EXCHANGE TRADED FUNDS - TAXABLE	3__.356 70*	27,240*	7 4*	370.350 00*	5 328*
	MUTUAL FUNDS FIXED INC-TAXABLE					
18.744 317	PIMCO TOTAL RETURN FUND - INSTITUTIONAL CLASS	203,692 48	6.729	3 3	203.750 73	2 931
10,010 223	FRANKLIN TEMPLETON GLOBAL BOND FUND - CLASS A	130.019 89	6,006	4 8	124,226 87	1 787
	TOTAL MUTUAL FUNDS FIXED INC-TAXABLE	333.712 37*	12,735*	3 9*	327.977 60*	4 719*
	TOTAL 2	1.231.834 07*	48.110*	4 0*	1.193.475 60*	17 170*
	EQUITIES					
	COMMON STOCK					
2.000	AT&T INC	59.544 00	3,520	5 8	60.480 00	0 870
900	AMERICAN EXPRESS	38.443 59	648	1 5	42.453 00	0 611
450	APPLE INC	85.993 29	0	0 0	182,250 00	2 622
2,200	BRISTOL-MYERS SQUIBB CO	52.642 92	2.992	3 9	77.528 00	1 115
1.000	CENTURYLINK INC	35,189 00	2,900	7 8	37.200 00	0 535
575	CHEVRON CORPORATION	45.419 19	1,863	3 0	61.180 00	0 880
1,000	COCA COLA CO	65,600 00	1,880	2 7	69,970 00	1 007
500	COLGATE PALMOLIVE	38,240 00	1,160	2 5	46,195 00	0 665
2,250	COMCAST CORP CL A	36.967 50	1,013	1 9	53.347 50	0 768
2.100	EMC CORP/MASS	37.505 79	0	0 0	45.234 00	0 651
800	EMERSON ELECTRIC CO	35.291 60	1.280	3.4	37.272 00	0 536

UNITS/ SHARES	NAME OF SECURITY	TOT COST	EST INC	YLD MKT	MARKET VALUE	% TOT MKT
600	EXXON MOBIL CORP	41,165 34	1,128	2 2	50,856 00	0 732
750	FRANKLIN RES INC	68,449 23	810	1 1	72,045 00	1 037
1,000	FREEPORT-MCMORAN C & G W/1 RT/SH	33,638 19	1,000	2 7	36,790 00	0 529
550	GENERAL DYNAMICS CORP	38,279 73	1,034	2 8	36,525 50	0 525
160	GOOGLE INC-CL A	64,312 88	0	0 0	103,344 00	1 487
1,500	HALLIBURTON CO	69,270 00	540	1 0	51,765 00	0 745
2,000	HOME DEPOT INC	48,613 18	2,320	2 8	84,080 00	1 210
800	ILLINOIS TOOL WORKS	38,143 20	1,152	3 1	37,368 00	0 538
625	IBM CORP	78,113 23	1,875	1 6	114,925 00	1 653
1,500	INTERNATIONAL PAPER CO	32,593 65	1,575	3 5	44,400 00	0 639
1,100	JP MORGAN CHASE & CO	48,167 90	1,100	3 0	36,575 00	0 526
1,000	JOHNSON & JOHNSON	60,728 20	2,280	3 5	65,580 00	0 943
800	MEDCO HEALTH SOLUTIONS NEW COMMON	32,878 46	0	0 0	44,720 00	0 643
1,000	NIKE INC CL B	55,790 96	1,440	1.5	96,370 00	1 386
3,600	ORACLE CORPORATION FORMERLY ORACLE SYS CORP W/1 RT/SH	69,827 60	864	0 9	92,340 00	1 328
600	PARKER HANNIFIN CORP	36,724 80	888	1 9	45,750 00	0 658
1,000	PEABODY ENERGY CORP W/1 RT/SH	45,502 50	340	1 0	33,110 00	0 476
700	PEPSICO INC	47,894 00	1,442	3 1	46,445 00	0 668

UNITS/ SHARES	NAME OF SECURITY	TOT COST	EST INC	YLD MKT	MARKET VALUE	% TOT MKT
2,900	PFIZER INC	50,276 10	2,552	4 1	62,756 00	0 903
600	PHILIP MORRIS INTL INC	25,930 05	1,848	3 9	47,088 00	0 677
650	PROCTER & GAMBLE CO	37,757 53	1,365	3 1	43,361 50	0 624
1,000	SCHLUMBERGER LTD	43,680 16	1,000	1 5	68,310 00	0 983
1,200	TARGET CORP	37,659 00	1,440	2 3	61,464 00	0 884
650	3M CO	48,080 50	1,430	2 7	53,124 50	0 764
1,600	TRAVELERS COS INC	63,836 10	2,624	2 8	94,672 00	1 362
550	UNION PACIFIC CORP	32,637 00	1,320	2 3	58,267 00	0 838
800	UNITED TECHNOLOGIES CORP	49,191 12	1,536	2 6	58,472 00	0 841
2,200	VALERO ENERGY CORP	41,799 78	1,320	2 9	46,310 00	0 666
1,400	WELLS FARGO & CO	39,508 87	672	1 7	38,584 00	0 555
	TOTAL COMMON STOCK	1,911,286 14*	54,151*	2 2*	2,438,507 00*	35 083*
	COMMON STOCK-FOREIGN					
1,200	SUNCOR ENERGY INC	41,686 80	517	1 5	34,596 00	0 498
	HUNTINGTON FUNDS-EQUITY					
15,000	HUNTINGTON MID CORP AMERICA FUND I	217,912 50	1,713	0 8	206,400 00	2 969
25,000	HUNTINGTON DIVIDEND CAPTURE FUND I	220,000 00	9,120	4 1	222,750 00	3 205
26,500	HUNTINGTON INTERNATIONAL EQUITY FUND I	299,805 00	5,986	2 2	267,385 00	3 847

UNITS/ SHARES	NAME OF SECURITY	TOT COST	EST INC	YLD MKT	MARKET VALUE	% TOT MKT
30,130 701	HUNTINGTON DISCIPLINED EQUITY FD TR III	272,227 69	2,623	0 9	295,582 18	4 253
15,000	HUNTINGTON SITUS FUND I	280,710 01	2,352	0 8	292,950 00	4 215
	TOTAL HUNTINGTON FUNDS-EQUITY	1,290,655 20*	21,794*	1 7*	1,285,067 18*	18 488*
	MUTUAL FUNDS EQUITY					
10,000	FIDELITY ADVISOR NEW INSIGHTS FUND - CLASS I	209,900 00	150	0 1	199,600 00	2 872
2,350	OPPENHEIMER DEVELOPING MARKETS FUND - CLASS Y	64,789 50	1,586	2 3	68,079 50	0 979
6,000	RIDGEWORTH MID CAP VALUE EQUITY FUND - CLASS I	76,140 00	906	1 5	58,920 00	0 848
10,000	THORNBURG INTERNATIONAL VALUE - I SHARES	268,007 50	3,840	1 6	245,800 00	3 536
	TOTAL MUTUAL FUNDS EQUITY	618,837 00*	6,482*	1 1*	572,399 50*	8 235*
	EXCHANGE TRADED FUNDS - EQUITY					
2,575	ISHARES MSCI EMERGING MARKETS INDEX FUND	98,926 95	2,081	2 1	97,695 50	1 406
725	ISHARES MSCI EAFE INDEX FUND	39,367 50	1,240	3 5	35,909 25	0 517
3,300	ISHARES S&P MIDCAP 400 INDEX FUND	243,161 71	3,680	1 3	289,113 00	4 159
4,000	ISHARES S&P SMALLCAP 600 INDEX FUND	222,776 30	2,800	1 0	273,200 00	3 931
2,500	VANGUARD REIT FUND	122,515 00	5,125	3 5	145,000 00	2 086
	TOTAL EXCHANGE TRADED FUNDS - EQUITY	726,747 46*	14,926*	1 8*	840,917 75*	12 098*

UNITS/ SHARES	NAME OF SECURITY	TOT COST	EST INC	YLD MKT	MARKET VALUE	% TOT MKT
	TOTAL EQUITIES	4,589,212 60*	97,870*	1 9*	5,171,487 43*	74 402*
	PRINCIPAL CASH	0 00		0 0	0 00	0 000
	TOTAL FUND	6,406,835 35*	146,558*	2 1*	6,950 751 71*	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	110,158 19	109	0 1	110,158 19	97 090
	INCOME CASH	3,301 63		0 0	3,301 63	2 910
	TOTAL FUND	113,459 82*	109*	0 1*	113,459 82*	100 000*

MATURITY SCHEDULE

Maturing :	Federal Tax Cost	Current Market Value	Face Value	% at Market
2011				
2012				
2013	234,140 00	212,773 00	230,000 00	100 00
2014				
2015				
2016				

Maturing :	Federal Tax Cost	Current Market Value	Face Value	% at Market
2017				
2018				
2019				
2020				
TEN TO TWENTY YEARS				
OVER TWENTY YEARS				
TOTAL	234.140 00	212.773 00	230,000 00	100 00
MATURING NEXT 365 DAYS				

Information may be a combination of maturity and prerefunded dates