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
LYDIA M. TAYLOR TRUST 7220000579

A Employer identification number
31-6307982

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
PO BOX 1558 DEPT EA4E86

B Telephone number (see instructions)
(330) 438-1180

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

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 3,805,053.

J Accounting method: ☐ Cash ☒ Accrual
☐ 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)
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	90,199.	90,199.		STMT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	137,187.			
	b	Gross sales price for all assets on line 6a 1,686,390.				
	7	Capital gain net income (from Part IV, line 2)		137,187.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less: Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	227,386.	227,386.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	31,077.	15,539.		15,539.
	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	400.	NONE	NONE	400.
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 5	2,464.	1,346.		200.
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings		NONE	NONE	
	22	Printing and publications		NONE	NONE	
	23	Other expenses (attach schedule)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	33,941.	16,885.	NONE	16,139.
	25	Contributions, gifts, grants paid	208,472.			208,472.
	26	**Total expenses and disbursements** Add lines 24 and 25	242,413.	16,885.	NONE	224,611.
	27	Subtract line 26 from line 12.				
	a	**Excess of revenue over expenses and disbursements**	-15,027.			
	b	**Net investment income** (if negative, enter -0-)		210,501.		
	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			
	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) STMT 6	3,852,906.	3,462,869.	3,805,053.
	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)	3,852,906.	3,462,869.	3,805,053.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27	Capital stock, trust principal, or current funds	3,852,906.	3,462,869.	
	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)	3,852,906.	3,462,869.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	3,852,906.	3,462,869.	

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	3,852,906.
2	Enter amount from Part I, line 27a	2	-15,027.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	3,837,879.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	375,010.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,462,869.

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	1,667,283.		1,549,203.	118,080.
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				118,080.
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** 137,187.

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	416,884.	4,098,104.	0.10172606649
2009	212,489.	3,689,175.	0.05759797245
2008	107,473.	4,204,835.	0.02555938580
2007	111,234.	4,587,891.	0.02424512701
2006	112,549.	4,215,076.	0.02670153516

2	**Total** of line 1, column (d)	2	0.23583008691
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	0.04716601738
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	3,981,733.
5	Multiply line 4 by line 3	5	187,802.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,105.
7	Add lines 5 and 6	7	189,907.
8	Enter qualifying distributions from Part XII, line 4	8	224,611.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________________ (attach copy of letter if necessary - see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	2,105.
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	2,105.
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	2,105.
6	Credits/Payments:				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	960.		
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	960.
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	1,145.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ Refunded ▶			11	

Part VII-A Statements Regarding Activities

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

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Part VII-A Statements Regarding Activities *(continued)*

			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 ▶ (740)588-6470 Located at ▶ 422 MAIN ST, ZANESVILLE, OH ZIP + 4 ▶ 43702			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		X

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

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

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

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

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

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

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

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

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 8		31,077.	-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

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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	3,816,602.
b	Average of monthly cash balances	1b	225,767.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	4,042,369.
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	4,042,369.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	60,636.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,981,733.
6	**Minimum investment return.** Enter 5% of line 5	6	199,087.

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	199,087.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	2,105.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	2,105.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	196,982.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	196,982.
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	196,982.

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	224,611.
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	224,611.
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	2,105.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	222,506.

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					196,982.
2	Undistributed income, if any, as of the end of 2011					
a	Enter amount for 2010 only				NONE	
b	Total for prior years. 20 09 , 20____ , 20____			NONE		
3	Excess distributions carryover, if any, to 2011					
a	From 2006	NONE				
b	From 2007	NONE				
c	From 2008	NONE				
d	From 2009	NONE				
e	From 2010	38,959.				
f	**Total** of lines 3a through e		38,959.			
4	Qualifying distributions for 2011 from Part XII, line 4. ▶ $ 224,611.					
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					196,982.
e	Remaining amount distributed out of corpus		27,629.			
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		66,588.			
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		66,588.			
10	Analysis of line 9					
a	Excess from 2007	NONE				
b	Excess from 2008	NONE				
c	Excess from 2009	NONE				
d	Excess from 2010	38,959.				
e	Excess from 2011	27,629.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 9				
Total . . . . ▶ **3a**				208,472.
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	90,199.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	137,187.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue. a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				227,386.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . 13 227,386.

(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

Date: 04/06/2012

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: JEFF MASLANICH

Preparer's signature

Date: 04/06/2012

Check ☐ if self-employed

PTIN: P00390783

Firm's name ▶ THOMSON REUTERS (TAX & ACCOUNTING)

Firm's EIN ▶ 75-1297386

Firm's address ▶ 6135 TRUST DRIVE, STE. 118
HOLLAND, OH 43528

Phone no 419-861-2300

Form 990-PF (2011)

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AT&T INC	740.	740.
AMERICAN EXPRESS 5.25% 09/12/2011	2,625.	2,625.
APACHE CORP W/1 RT/SH	155.	155.
ARCHER DANIELS MIDLAND	309.	309.
AUTOMATIC DATA PROC	137.	137.
BALL CORP W/1 RT/SH	159.	159.
BAXTER INTL INC W/1 RT/SH	462.	462.
BRISTOL MYERS SQUIBB CO	941.	941.
CANADIAN NATL RAILWAY COM	448.	448.
CARDINAL HEALTH INC	114.	114.
CENTURYTEL INC	961.	961.
CHEVRONTEXACO CORP	286.	286.
CHUBB CORP W/1 RT/SH	583.	583.
CHURCH & DWIGHT CO INC W/1 RT/SH	184.	184.
CISCO SYSTEMS W/1 RT/SH	131.	131.
COLGATE PALMOLIVE	523.	523.
COLGATE PALMOLIVE CO SERIES MTN 4.2% 05/	2,100.	2,100.
COMCAST CORP CL A	324.	324.
CONOCOPHILLIPS	1,056.	1,056.
DISNEY WALT HOLDING CO NEW	182.	182.
WALT DISNEY CO 4.7% 12/01/2012	2,350.	2,350.
EMERSON ELEC CO W/1 RT/SH	562.	562.
EXXON MOBIL CORP	638.	638.
FRANKLIN RES INC	539.	539.
GENERAL DYNAMICS W/1 RT/SH	583.	583.
GENERAL MILLS INC W/1 RT/SH	706.	706.
HEWLETT PACKARD	44.	44.
HEWLETT PACKARD CO 4.5% 03/01/2013	2,250.	2,250.
HUNTINGTON MID CORP AMERICA FD IV	141.	141.
HUNTINGTON INTL EQUITY FUND IV	2,666.	2,666.
HUNTINGTON DISCIPLINED EQUITY FD TR III	298.	298.
ITT INDUSTRIES INC	98.	98.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ILLINOIS TOOL WORKS	516.	516.
IBM CORP	528.	528.
JP MORGAN CHASE & CO	476.	476.
JANUS PERKINS MID CAP VALUE FUND - CLASS	1,276.	1,276.
JOHNSON CTLS INC W/1 RT/SH	310.	310.
LOWES COS INC W/1 RT/SH	49.	49.
MATTEL INC	564.	564.
MCDONALDS CORP W/1 RT/SH	509.	509.
MEDTRONIC INC W/1 RT/SH	231.	231.
MERCK & CO INC	823.	823.
MICROSOFT CORP	230.	230.
MOLSON COORS BREWING CO B	471.	471.
HUNTINGTON CONSERVATIVE DEPOSIT ACCOUNT	313.	313.
HUNTINGTON OHIO MUNI MONEY MKT IV	2.	2.
HUNTINGTON INTERMEDIATE GOVERNMENT INCOM	14,185.	14,185.
NEXTERA ENERGY INC	591.	591.
NIKE INC CL B	167.	167.
OCCIDENTAL PETROLEUM CORP	502.	502.
ORACLE CORPORATION W/1 RT/SH	233.	233.
OPPENHEIMER DEVELOPING MARKET FUND - CLA	1,415.	1,415.
ORACLE CORP 5% 01/15/2011	1,250.	1,250.
PIMCO TOTAL RETURN FUND - CLASS A	11,646.	11,646.
PEPSICO INC	505.	505.
PRAXAIR INC	390.	390.
PROCTER & GAMBLE CO	574.	574.
PRUDENTIAL FINANCIAL INC	892.	892.
ROYCE SPECIAL EQUITY FUND	481.	481.
SPDR S&P REGIONAL BANKING ETF	78.	78.
SCHLUMBERGER LTD	51.	51.
SEMPRA ENERGY	785.	785.
TEMPLETON GLOBAL BOND FUND CLASS A	18,910.	18,910.
TEVA PHARMACEUTICAL INDS ADR	241.	241.
TEXAS INSTR INC W/1 RT/SH	459.	459.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
THORNBURG INTERNATIONAL VALUE - I SHARES	3,118.	3,118.
3M CO	572.	572.
TRAVELERS COS INC	728.	728.
VALERO ENERGY	183.	183.
WAL MART STORES INC	214.	214.
ACCENTURE PLC CL A	574.	574.
NOBLE CORP	91.	91.
HUNTINGTON EQUITY PROTECTION STRATEGIC C	1,771.	1,771.
TOTAL	90,199.	90,199.

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	400.			400.
TOTALS	400.	NONE	NONE	400.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
FOREIGN TAXES	96.	96.	
OTHER TAXES	200.		200.
FEDERAL ESTIMATES - PRINCIPAL	918.		
FOREIGN TAXES ON QUALIFIED FOR	886.	886.	
FOREIGN TAXES ON NONQUALIFIED	364.	364.	
TOTALS	2,464.	1,346.	200.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F
SCHEDULE ATTACHED	C
INCOME INVESTMENTS	C
TOTALS	

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

DESCRIPTION	AMOUNT
ACCRUAL ADJUSTMENTS	10.
CASHED CHECK FROM 2010 TO GENESIS HEALTHCARE FOUNDATION	375,000.
TOTAL	375,010.

STATEMENT 7

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

OFFICER NAME:
HUNTINGTON NATIONAL BANK
ADDRESS:
422 MAIN ST
ZANESVILLE, OH 43702
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 8

COMPENSATION	31,077.
TOTAL COMPENSATION:	31,077.

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

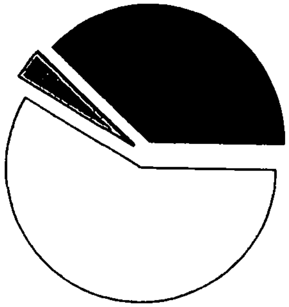
RECIPIENT NAME:
GENESIS HEALTHCARE FOUNDATION
ATTN: PAUL MCCLELLAND
ADDRESS:
1135 MAPLE AVENUE
ZANESVILLE, OH 43701-1407
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
MEDICAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 203,472.

RECIPIENT NAME:
PIONEER & HISTORICAL SOCIETY
ATTN: JIM GEYER
ADDRESS:
115 JEFFERSON STREET
ZANESVILLE, OH 43701-4905
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT CHARITABLE ACTIVITY
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 5,000.

TOTAL GRANTS PAID: 208,472.
===============

7220000579
LYDIA M. TAYLOR **SUMMARY OF INVESTMENTS** **12/31/2011**

Investment Allocation



38 2%	■	2	1.399,784 60
0 0%		CASH	240 00-
3 5%	■	CASH EQUIVALENTS	128,209 39
58 3%	□	EQUITIES	2,137,411 29
100 0%		Total	3,665,165 28

Investment Summary

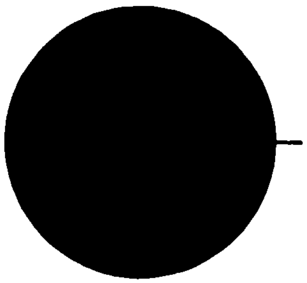
	Market Value	%	Estimated Income	Current Yield
CASH EQUIVALENTS				
CASH MANAGEMENT FUNDS-TAXABLE	111,991.37	3 06	111	0 10
CASH MANAGEMENT FUNDS-NON-TAXABLE	16.218.02	0.44	2	0 01
TOTAL CASH EQUIVALENTS	128,209 39	3 50	113	0 09
2				
CORPORATE OBLIGATIONS	155,819 00	4 25	6,700	4 30
HUNTINGTON FUNDS-FIXED	468,678.43	12 79	13,905	2 97
MUTUAL FUNDS FIXED INC-TAXABLE	775,287 17	21 15	28,873	3 72
TOTAL 2	1,399.784 60	38 19	49,478	3 53
EQUITIES				
COMMON STOCK	1,022,904.20	27 91	24,163	2 36
COMMON STOCK-FOREIGN	61.149 80	1 67	1.468	2 40

Investment Summary

	Market Value	%	Estimated Income	Current Yield
HUNTINGTON FUNDS-EQUITY	540.656 74	14 75	3,988	0 74
MUTUAL FUNDS EQUITY	512,700 55	13 99	5,928	1 16
TOTAL EQUITIES	2,137.411 29	58 32	35,547	1 66
CASH				
PRINCIPAL CASH	240 00-	0 01-	0	0 00
TOTAL FUND	3.665.165 28	100 00	85 138	2 32

SUMMARY OF INVESTED INCOME

Investment Allocation



0 3%	■	CASH	374 05
99 7%	■	CASH EQUIVALENTS	139.513 98
100 0%		Total	139,888 03

Investment Summary

	Market Value	%	Estimated Income	Current Yield
CASH EQUIVALENTS				
CASH MANAGEMENT FUNDS-TAXABLE	138.008 63	98 66	136	0 10

Investment Summary

	Market Value	%	Estimated Income	Current Yield
CASH MANAGEMENT FUNDS-NON-TAXABLE	1,505 35	1 08	0	0 00
TOTAL CASH EQUIVALENTS	139,513 98	99 73	136	0 10
CASH				
INCOME CASH	374 05	0 27	0	0 00
TOTAL FUND	139,888 03	100 00	136	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	111,991 37	111	0 1	111,991 37	3 056
	CASH MANAGEMENT FUNDS-NON-TAXABLE					
	HUNTINGTON OHIO MUNICIPAL MONEY MARKET FUND IV	16,218 02	2	0 0	16,218 02	0 442
	TOTAL CASH EQUIVALENTS	128,209 39*	113*	0.1*	128,209 39*	3 498*
	2					
	CORPORATE OBLIGATIONS					
50,000	WALT DISNEY CO 4 7% 12/01/2012	50,785 00	2,350	4 5	51,886 00	1 416
50,000	HEWLETT PACKARD CO 4 5% 03/01/2013	49,651 00	2,250	4 4	51,422 50	1 403
50,000	COLGATE PALMOLIVE CO SERIES MTN 4 2% 05/15/2013	50,655 00	2,100	4 0	52,510 50	1 433

UNITS/ SHARES	NAME OF SECURITY	TOT COST	EST INC	YLD MKT	MARKET VALUE	% TOT MKT
	TOTAL CORPORATE OBLIGATIONS	151.091 00*	6,700*	4 3*	155.819 00*	4 251*
	HUNTINGTON FUNDS-FIXED					
42.033 94	HUNTINGTON INTERMEDIATE GOVERNMENT INCOME FUND II	457,161 81	13,905	3 0	468,678 43	12 787
	MUTUAL FUNDS FIXED INC-TAXABLE					
9.451 367	BLACKROCK INFLATION PROTECTED BOND PORTFOLIO - INSTITUTIONAL	110.488 14	4,206	3 8	110.391 97	3 012
35,525 585	PIMCO TOTAL RETURN FUND - CLASS A	373,437 73	11,191	2 9	386,163 11	10 536
22,460 281	FRANKLIN TEMPLETON GLOBAL BOND FUND - CLASS A	267,512 29	13,476	4 8	278,732 09	7 605
	TOTAL MUTUAL FUNDS FIXED INC-TAXABLE	751,438 16*	28,873*	3 7*	775.287 17*	21 153*
	TOTAL 2	1,359,690 97*	49,478*	3 5*	1,399,784 60*	38 192*
	EQUITIES					
	COMMON STOCK					
385	AT&T INC	11.775 42	678	5 8	11.642 40	0 318
205	APACHE CORP	16.486 10	123	0 7	18.568 90	0 507
80	APPLE INC	23.092 05	0	0 0	32,400 00	0 884
770	ARCHER-DANIELS-MIDLAND CO	26,307 58	539	2 4	22,022 00	0 601
590	AUTOMATIC DATA PROCESSING	30.841 86	932	2 9	31.865 90	0 869
525	BALL CORP W/1 PFD STK PUR RT/SH	12,203 62	147	0 8	18.747 75	0 512
410	BAXTER INTERNATIONAL INC W/1 RT/SH	23,003 27	549	2 7	20,286 80	0 554
765	BRISTOL-MYERS SQUIBB CO	16.374 03	1,040	3 9	26,958.60	0 736

UNITS/ SHARES	NAME OF SECURITY	TOT COST	EST INC	YLD MKT	MARKET VALUE	% TOT MKT
530	CARDINAL HEALTH INC	24,315 61	456	2 1	21,523 30	0 587
430	CENTURYLINK INC	15,428 15	1,247	7 8	15,996 00	0 436
180	CHEVRON CORPORATION	17,767 80	583	3 0	19,152 00	0 523
345	CHUBB CORP W/1 RT/SH	16,611 27	538	2 3	23,880 90	0 652
540	CHURCH & DWIGHT CO INC W/1 RT/SH	22,921 76	367	1 5	24,710 40	0 674
215	COLGATE PALMOLIVE	17,161 55	499	2 5	19,863 85	0 542
1,065	COMCAST CORP CL A	18,097 18	479	1 9	25,251 15	0 689
235	CONOCOPHILLIPS	12,930 15	620	3 6	17,124 45	0 467
1,340	EMC CORP/MASS	28,677 07	0	0 0	28,863 60	0 788
395	EMERSON ELECTRIC CO	16,071 26	632	3 4	18,403 05	0 502
345	EXXON MOBIL CORP	28,106 85	649	2 2	29,242 20	0 798
535	FISERV INC	33,145 77	0	0 0	31,425 90	0 857
180	FRANKLIN RES INC	22,678 11	194	1 1	17,290 80	0 472
290	GENERAL DYNAMICS CORP	17,063 82	545	2 8	19,258 90	0 525
670	GENERAL MILLS INC	21,118 93	817	3 0	27,074 70	0 739
460	ILLINOIS TOOL WORKS	23,079 16	662	3 1	21,486 60	0 586
175	IBM CORP	19,155 90	525	1 6	32,179 00	0 878
595	JP MORGAN CHASE & CO	25,377 10	595	3 0	19,783 75	0 540

UNITS/ SHARES	NAME OF SECURITY	TOT COST	EST INC	YLD MKT	MARKET VALUE	% TOT MKT
555	JOHNSON CTLS INC	11,878 85	400	2 3	17,349 30	0 473
795	MATTEL INC	20,373 13	731	3 3	22,069 20	0 602
200	MCDONALDS CORP	11.226 35	560	2 8	20,066 00	0 547
445	MEDCO HEALTH SOLUTIONS NEW COMMON	23,031 65	0	0 0	24,875 50	0 679
730	MERCK & CO INC	22,668 21	1,226	4 5	27,521 00	0 751
295	NEXTERA ENERGY INC	12,432 90	649	3 6	17,959 60	0 490
180	NIKE INC CL B	10,727 65	259	1 5	17.346 60	0 473
285	OCCIDENTAL PETROLEUM CORP	18,568 68	524	2 0	26,704 50	0 729
960	ORACLE CORPORATION FORMERLY ORACLE SYS CORP W/1 RT/SH	20,855 70	230	0 9	24,624 00	0 672
295	PEPSICO INC	18.185 80	608	3 1	19,573 25	0 534
195	PRAXAIR INC	13,815 02	390	1 9	20.845 50	0 569
305	PROCTER & GAMBLE CO	18,971 75	641	3 2	20.346 55	0 555
430	PRUDENTIAL FINANCIAL INC	23,978 49	624	2 9	21,551 60	0 588
205	SCHLUMBERGER LTD	15.020 35	205	1 5	14,003 55	0 382
460	SEMPRA ENERGY	23.794 23	883	3 5	25,300 00	0 690
1.010	TEXAS INSTRUMENTS INC	26.510 43	687	2 3	29,401 10	0 802
230	3M CO	18,304 54	506	2 7	18.797 90	0 513
545	TRAVELERS COS INC	25.980 01	894	2 8	32.247 65	0 880

UNITS/ SHARES	NAME OF SECURITY	TOT COST	EST INC	YLD MKT	MARKET VALUE	% TOT MKT
730	VALERO ENERGY CORP	21,558 48	438	2 9	15.366 50	0 419
200	WAL-MART STORES INC	11.741 90	292	2 4	11.952 00	0 326
	TOTAL COMMON STOCK	909.415 49*	24,163*	2 4*	1,022.904 20*	27 909*
	COMMON STOCK-FOREIGN					
280	CANADIAN NATL RAILWAY COM	12.699 10	358	1 6	21,996 80	0 600
210	NOVARTIS AG ADR	11,683 50	421	3 5	12,005 70	0 328
510	ACCENTURE PLC CL A	17.962 25	689	2 5	27,147 30	0 741
	TOTAL COMMON STOCK-FOREIGN	42,344 85*	1,468*	2 4*	61,149 80*	1 668*
	HUNTINGTON FUNDS-EQUITY					
12.792 745	HUNTINGTON MID CORP AMERICA FUND IV	147,922 09	141	0 1	176.028 17	4 803
18,630 048	HUNTINGTON INTERNATIONAL EQUITY FUND IV	179.735 50	2,329	1 2	187,977 18	5 129
7.427 62	HUNTINGTON DISCIPLINED EQUITY FD TR III	67.365 45	647	0 9	72,864 95	1 988
5,314 206	HUNTINGTON SITUS FUND IV	79,038 55	871	0 8	103,786 44	2 832
	TOTAL HUNTINGTON FUNDS-EQUITY	474,061 59*	3,988*	0 7*	540,656 74*	14 751*
	MUTUAL FUNDS EQUITY					
8.047 815	JANUS PERKINS MID CAP VALUE FUND - CLASS T	131.822 99	1,392	0 9	162,485 38	4 433
2,343 136	OPPENHEIMER DEVELOPING MARKET FUND - CLASS A	48,064.32	1,314	1 9	68,700 75	1 874
5,475 718	ROYCE SPECIAL EQUITY FUND	74,011 53	509	0 5	107,871 64	2 943

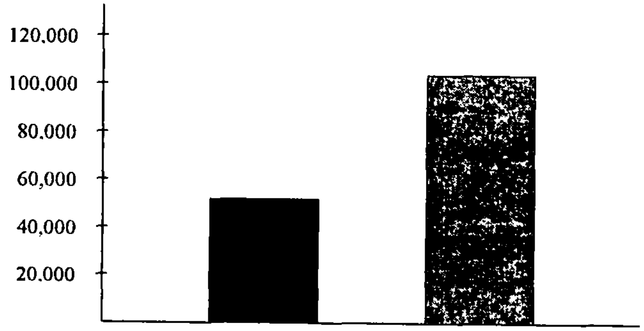
UNITS/ SHARES	NAME OF SECURITY	TOT COST	EST INC	YLD MKT	MARKET VALUE	% TOT MKT
7,064 393	THORNBURG INTERNATIONAL VALUE - I SHARES	155,599 77	2,713	1 6	173,642 78	4 738
	TOTAL MUTUAL FUNDS EQUITY	409,498 61*	5,928*	1 2*	512,700 55*	13 988*
	TOTAL EQUITIES	1,835,320 54*	35,547*	1 7*	2,137,411 29*	58 317*
	PRINCIPAL CASH	240 00-		0 0	240 00-	0 007-
	TOTAL FUND	3,322,980 90*	85,138*	2 3*	3 665,165 28*	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	138,008 63	136	0 1	138,008 63	98 656
	CASH MANAGEMENT FUNDS-NON-TAXABLE					
	HUNTINGTON OHIO MUNICIPAL MONEY MARKET FUND IV	1,505 35	0	0 0	1,505 35	1 076
	TOTAL CASH EQUIVALENTS	139,513 98*	136*	0 1*	139,513 98*	99 733*
	INCOME CASH	374 05		0 0	374 05	0 267
	TOTAL FUND	139,888 03*	136*	0 1*	139,888 03*	100 000*

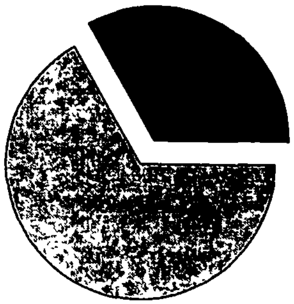
MATURITY SCHEDULE

Maturities by Year



■	2012	51,886 00
▨	2013	103,933 00
	Total	155,819 00

Percent at Market by Year



33 3%	■	2012	51,886 00
66 7%	▨	2013	103,933 00
100 0%		Total	155,819 00

Maturing :	Federal Tax Cost	Current Market Value	Face Value	% at Market
2011				
2012	50,785 00	51,886 00	50,000 00	33 30
2013	100,306 00	103,933 00	100,000 00	66 70
2014				
2015				
2016				
2017				
2018				
2019				

MATURITY SCHEDULE

Maturing :	Federal Tax Cost	Current Market Value	Face Value	% at Market
2020				
TEN TO TWENTY YEARS				
OVER TWENTY YEARS				
TOTAL	151,091 00	155,819 00	150.000 00	100 00
MATURING NEXT 365 DAYS	50,785 00	51,886 00	50,000 00	33.30

Information may be a combination of maturity and prerefunded dates