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 ANN MCCONAHAY EDUCATIONAL FOUNDATION 7134000723

A Employer identification number 34-1550065

Number and street (or P O box number if mail is not delivered to street address) 119 EAST STATE STREET | Room/suite

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

City or town, state, and ZIP code ALLIANCE, OH 44601

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: [X] 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)* ▶ $ 1,123,512.

J Accounting method: [X] 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	20,003.	20,003.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	40,341.			
	b Gross sales price for all assets on line 6a 305,187.				
	7 Capital gain net income (from Part IV, line 2)		40,341.		
	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	60,344.	60,344.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	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 3	550.	NONE	NONE	550.
	c Other professional fees (attach schedule) STMT 4	10,699.	5,349.		5,349.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 5	1,763.	409.		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	13,012.	5,758.	NONE	6,099.
	25 Contributions, gifts, grants paid	16,658.			16,658.
	26 **Total expenses and disbursements** Add lines 24 and 25	29,670.	5,758.	NONE	22,757.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	30,674.			
	b **Net investment income** (if negative, enter -0-)		54,586.		
	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)

	Line	Description	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	88,130.		
	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)	840,226.	959,024.	1,123,512.
	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)	928,356.	959,024.	1,123,512.
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	928,356.	959,024.	
	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)	928,356.	959,024.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	928,356.	959,024.	

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	928,356.
2	Enter amount from Part I, line 27a	2	30,674.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	959,030.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 6	5	6.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	959,024.

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	295,075.		264,846.	30,229.
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				30,229.
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	40,341.
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	27,736.	1,071,658.	0.025881
2009	38,150.	1,035,114.	0.036856
2008	36,881.	1,151,046.	0.032041
2007	40,566.	1,267,911.	0.031994
2006	63,353.	1,187,212.	0.053363

2	**Total** of line 1, column (d)	2	0.180135
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	0.036027
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	1,801,580.
5	Multiply line 4 by line 3	5	64,906.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	546.
7	Add lines 5 and 6	7	65,452.
8	Enter qualifying distributions from Part XII, line 4	8	22,757.

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	1,092.
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	1,092.
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	1,092.
6	Credits/Payments:			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a 712.		
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	712.
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	380.
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

		Line	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

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 ▶ MICHAEL HOOVER Telephone no ▶ (330)829-3219

Located at ▶ 119 EAST STATE STREET, ALLIANCE, OH ZIP + 4 ▶ 44601

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

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

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

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

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

5a During the year did the foundation pay or incur any amount to:				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	Yes	[X] 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	[X] No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	[X] 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	[X] 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	[X] 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	X
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	[X] 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	[X] 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 7		-0-	-0-	-0-

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

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

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

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

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

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

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

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

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

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

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,829,015.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	1,829,015.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	1,829,015.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	27,435.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,801,580.
6	**Minimum investment return.** Enter 5% of line 5	6	90,079.

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	90,079.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	1,092.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	1,092.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	88,987.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	88,987.
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	88,987.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	22,757.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	22,757.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	22,757.

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				88,987.
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 . . . . . . 4,932.				
b From 2007 . . . . . . NONE				
c From 2008 . . . . . . NONE				
d From 2009 . . . . . . NONE				
e From 2010 . . . . . . NONE				
f **Total** of lines 3a through e	4,932.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 22,757.				
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				22,757.
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).)*	4,932.			4,932.
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			NONE	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				61,298.
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 8

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 13				
Total ▶ **3a**				16,658.
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	20,003.	
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	40,341.	
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)				60,344.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 60,344.

(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] | 5/3/12 | Trustee

Signature of officer or trustee | Date | Title

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]	05/02/2012		P00390783
Firm's name ▶ THOMSON REUTERS (TAX & ACCOUNTING)			Firm's EIN ▶ 75-1297386	
Firm's address ▶ 6135 TRUST DRIVE, STE. 118 HOLLAND, OH 43528			Phone no. 419-861-2300	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AT&T INC	516.	516.
ALLSTATE CORP	249.	249.
AMGEN INC W/1 RT/SH	84.	84.
APACHE CORP W/1 RT/SH	113.	113.
BANK OF AMERICA CORP	24.	24.
BRISTOL MYERS SQUIBB CO	165.	165.
CAPITAL ONE FINANCIAL CORP W/1	8.	8.
CHEVRONTEXACO CORP	138.	138.
CHUBB CORP W/1 RT/SH	308.	308.
CISCO SYSTEMS W/1 RT/SH	120.	120.
COLGATE PALMOLIVE	338.	338.
NEW DOMINION RESOURCES INC	394.	394.
DOW CHEMICAL CO	160.	160.
EMERSON ELEC CO W/1 RT/SH	215.	215.
EXXON MOBIL CORP	370.	370.
FFCB 1.5% 10/19/2015-2012	750.	750.
FHLB 1.67% 11/14/2014-2012	939.	939.
FHLB 1.125% 12/09/2011	563.	563.
FHLMC .8% 12/21/2012-2011	100.	100.
FHLMC .8% 11/04/2013-2011	300.	300.
FHLMC 2.75% 10/27/2016-2012	688.	688.
FNMA 1% 05/24/2013-2011	375.	375.
FIDELITY LOW PRICED STOCK FUND	239.	239.
GENERAL ELECTRIC CO	174.	174.
GENERAL MILLS INC W/1 RT/SH	351.	351.
INTEL CORP	569.	569.
IBM CORP	580.	580.
JP MORGAN CHASE & CO	160.	160.
JANUS PERKINS MID CAP VALUE FUND - CLASS	232.	232.
JOHNSON & JOHNSON	788.	788.
JOHNSON CTLS INC W/1 RT/SH	384.	384.
KOHLS CORP	400.	400.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
LINCOLN NATL CORP W/1 RT/SH	51.	51.
MCDONALDS CORP W/1 RT/SH	253.	253.
MEDTRONIC INC W/1 RT/SH	187.	187.
MICROSOFT CORP	380.	380.
HUNTINGTON CONSERVATIVE DEPOSIT ACCOUNT	80.	80.
NOVARTIS ADR	591.	591.
OCCIDENTAL PETROLEUM CORP	528.	528.
ORACLE CORPORATION W/1 RT/SH	115.	115.
OPPENHEIMER DEVELOPING MARKETS FUND - CL	508.	508.
PEPSICO INC	501.	501.
PFIZER INC W/1 RT/SH	280.	280.
PRAXAIR INC	400.	400.
PROCTER & GAMBLE CO	411.	411.
ROCKWELL AUTOMATION, INC	281.	281.
ROYAL DUTCH SHELL PLC -ADR	399.	399.
SPDR S&P REGIONAL BANKING ETF	175.	175.
TECHNOLOGY SELECT SECTOR SPDR FUND	154.	154.
SOUTHERN CO	375.	375.
SYSCO CORP W/1 RT/SH	104.	104.
THORNBURG INTERNATIONAL VALUE - I SHARES	1,612.	1,612.
3M CO	660.	660.
TRAVELERS COS INC	236.	236.
UNITED TECH CORP	560.	560.
VALERO ENERGY	75.	75.
VERIZON COMMUNICATIONS	293.	293.
TOTAL	20,003.	20,003.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	550.			550.
TOTALS	550.	NONE	NONE	550.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
INVESTMENT MGMT FEES-NOT SUBJE	10,699.	5,349.	5,349.
TOTALS	10,699.	5,349.	5,349.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
FOREIGN TAXES	149.	149.	
OTHER TAXES	200.		200.
FEDERAL TAX PAYMENT - PRIOR YE	442.		
FEDERAL ESTIMATES - PRINCIPAL	712.		
FOREIGN TAXES ON QUALIFIED FOR	247.	247.	
FOREIGN TAXES ON NONQUALIFIED	13.	13.	
TOTALS	1,763.	409.	200.

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

DESCRIPTION		AMOUNT
ROUNDING		6.
	TOTAL	6.

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

===

OFFICER NAME:
DENNIS R CLUNK, ESQ
ADDRESS:
2040 S UNION AVENUE
ALLIANCE, OH 44601
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
MARK HENSCHEN
ADDRESS:
906 S. UNION AVENUE
ALLIANCE, OH 44601
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
MICHAEL HOOVER
ADDRESS:
119 EAST STATE STREET
ALLIANCE, OH 44601
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

RECIPIENT NAME:
ALLIANCE HIGH SCHOOL GUIDANCE COUNSELOR
ADDRESS:
400 GLAMORGAN ST
ALLIANCE, OH 44601
RECIPIENT'S PHONE NUMBER: 330-821-2100
FORM, INFORMATION AND MATERIALS:
SEE ATTACHED APPLICATION
SUBMISSION DEADLINES:
SEE ATTACHED APPLICATION
RESTRICTIONS OR LIMITATIONS ON AWARDS:
SEE ATTACHED APPLICATION

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

RECIPIENT NAME:
CHRISTOPHER E KLINE
ADDRESS:
6125 BEECHWOOD AVENUE
ALLIANCE, OH 44601
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 319.

RECIPIENT NAME:
OHIO STATE UNIVERSITY
ADDRESS:
154 W 12TH AVE
COLUMBUS, OH 43210
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIPS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 4,000.

RECIPIENT NAME:
KENT STATE UNIVERSITY
ADDRESS:
PO BOX 5190
KENT, OH 44242
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIPS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 750.

RECIPIENT NAME:
AKRON UNIVERSITY
ADDRESS:
302 E BUCHTEL AVE
AKRON, OH 44304
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIPS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 2,500.

RECIPIENT NAME:
CAPITAL UNIVERSITY
ADDRESS:
1 COLLEGE AND MAIN
COLUMBUS, OH 43209
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIPS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
HOFSTRA UNIVERSITY
ADDRESS:
100 HOFSTRA UNIVERSITY
HEMPSTEAD, NY 11549
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIPS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 750.

RECIPIENT NAME:
MOUNT UNION COLLEGE
ADDRESS:
1972 CLARK AVE
ALLIANCE, OH 44601
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIPS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 500.

RECIPIENT NAME:
ASHLAND UNIVERSITY
ADDRESS:
401 COLLEGE AVE
ASHLAND, OH 44805
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIPS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
DAYTON UNIVERSITY
ADDRESS:
300 COLLEGE PARK
DAYTON, OH 45469
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIPS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 1,500.

RECIPIENT NAME:
OHIO UNIVERSITY
ADDRESS:
30 PARK PLACE
ATHENS, OH 45701
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIPS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 2,500.

RECIPIENT NAME:
LIBERTY UNIVERSITY
ADDRESS:
1971 UNIVERSITY BOULEVARD
LYNCHBURG, VA 24501
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 500.

RECIPIENT NAME:
JEFF BENCH
ADDRESS:
22567 ATTWOOD AVENUE
ALLIANCE, OH 44601
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PURCHASE BOOKS FOR COLLEGE
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 339.

RECIPIENT NAME:
MUSKINGUM UNIVERSITY
ADDRESS:
163 STORMONT STREET
NEW CONCORD, OH 43762
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
501C3
AMOUNT OF GRANT PAID .... 500.

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

TOTAL GRANTS PAID: 16,658.

SCHEDULE IV

January, 1992
Revised June, 1997
Revised May, 1998

ANN MCCONAHAY SCHOLARSHIP
Criteria and Operation

This scholarship was established in honor of the late Ann McConahay. Mrs. McConahay was actively involved in many charitable activities and volunteered 7,400 hours of service to the Alliance Community. The purpose of the scholarship is to provide assistance to deserving graduates of Alliance High School to further their education at the college level.

I. REQUIREMENTS

A. Must be a graduate of Alliance High School.
B. Must show evidence indicating potential success in college.
C. Must complete and submit the application by the due date.
D. Four recommendations are required.
E. Financial need must be shown.
F. Maintain at least a 3.0 Cumulative GPA.
G. Demonstrate good character and integrity.

II. SELECTION

A. Selection will be at the discretion of the Trustee Committee.

B. The Trustee Committee shall be composed of:
   (1) Mrs. Marjorie Brainard
   (2) Mr. Mark Henschen
   (3) Mr. Michael S. Hoover

C. Trustee members shall be appointed in accordance with the Ann McConahay Educational Foundation Trust Agreement.

III. AWARDING

A. The scholarship(s) will be announced at the Senior Awards Program.

B. Scholarship funds cannot be released until so authorized by the Trustee Committee and the Ann McConahay Educational Foundation.

C. The scholarship funds may be used for tuition, books, and room & board at accredited colleges and universities within the continental United States. Other educational needs may be approved at the discretion of the Trustees.

D. Tuition and books are to be paid first. If all tuition and books are paid by other sources, the scholarship money may be used to defray the expenses of room & board. A proper receipt must be presented for reimbursement of books. Other than college or university housing and board will not be permitted.

E. Tuition and room & board payments shall be made directly to the college or university through the Ann McConahay Educational Foundation, United National Bank & Trust Co., Trust Dept., 2 W. State St., Alliance, OH 44601.

IV. SUBSEQUENT APPLICATION

A. Scholarship funds may be available to recipients for four years.

B Scholarship recipients are required to re-apply by June 30 of each year for the next year's tuition grants. Recipients must submit the letter and official transcript of grades, to date, to the Ann McConahay Educational Foundation, United National Bank & Trust Co., Trust Dept., 2 W. State St., Alliance, OH 44601.

C. Recipients must maintain a 3.0 Cumulative GPA to remain eligible for the scholarship.

D. Continuation of the award is at the sole discretion of the Trustee Committee.

Logo

THE HUNTINGTON
Asset Details

Run on 4/5/2012 10:29:08 AM
As of 12/31/2011
Combined Portfolios
Settlement Date Basis

Account: 7134000723
ANN MCCONAHAY EDUCATIONAL FOUNDATION INVESTMENT MANAGEMENT ACCOUNT UNDER AGREEMENT DATED 3/26/1991

Administrator: PHILIP L FRANCIS @ 330-829-3219

Investment Officer: KEVIN SEMBACH @ 330-438-1087

Investment Authority: Sole
Investment Objective: BALANCED GROWTH
Lot Select Method: HIFO
Sort By: CUSIP

Ticker	CUSIP/ Description	Units	Price	Tax Cost	Book Value	Market Value	Unrealized Gain/Loss	% of Portfolio	Est. Income	Yield	Pricing Date
	CASH									0.00	
T	00206R102 AT&T INC	300.000000	30.240	12,150.00	12,150.00	9,072	3,078-	0.81	528	5.82	12/31/2011
ALL	020002101 ALLSTATE CORP	300.000000	27.410	16,392.00	16,392.00	8,223	8,169-	0.73	252	3.06	12/31/2011
BAC	060505104 BANK OF AMERICA CORP	600.000000	5.560	20,742.00	20,742.00	3,336	17,406-	0.30	24	0.72	12/31/2011
BMCIX	091929760 BLACKROCK US OPPORTUNITIES PORTFOLIO - INSTITUTIONAL	955.691000	33.490	22,000.00	22,000.00	32,006	10,006	2.85	65	0.20	12/31/2011
BMY	110122108 BRISTOL-MYERS SQUIBB CO	500.000000	35.240	15,475.00	15,475.00	17,620	2,145	1.57	680	3.86	12/31/2011
COF	14040H105 CAPITAL ONE FINANCIAL CORP	150.000000	42.290	6,130.50	6,130.50	6,344	213	0.56	30	0.47	12/31/2011
CVX	166764100 CHEVRON CORPORATION	170.000000	106.400	15,308.50	15,308.50	18,088	2,780	1.61	551	3.05	12/31/2011
CB	171232101 CHUBB CORP W/1 RT/SH	200.000000	69.220	8,392.00	8,392.00	13,844	5,452	1.23	312	2.25	12/31/2011
CSCO	17275R102 CISCO SYSTEMS	1,000.000000	18.080	15,454.20	15,454.20	18,080	2,626	1.61	240	1.33	12/31/2011
D	25746U109 DOMINION RESOURCES INC /VA	200.000000	53.080	7,432.00	7,432.00	10,616	3,184	0.94	394	3.71	12/31/2011
DOW	260543103 DOW CHEMICAL	200.000000	28.760	11,020.00	11,020.00	5,752	5,268-	0.51	200	3.48	12/31/2011
EISMX	277902698	1,693.330000	16.030	18,400.00	18,400.00	27,144	8,744	2.42		0.00	12/31/2011

	EATON VANCE ATLANTA CAPITAL SMID-CAP FUND - CLASS I										
EMR	291011104 EMERSON ELECTRIC CO	150.000000	46.590	6,690.00	6,690.00	6,989	299	0.62	240	3.43	12/31/2011
XOM	30231G102 EXXON MOBIL CORP	200.000000	84.760	3,186.25	3,186.25	16,952	13,766	1.51	376	2.22	12/31/2011
	31331JT45 FFCB 1.5% 10/19/2015-2012	50,000.000000	100.236	50,000.00	50,000.00	50,118	118	4.46	750	1.50	12/31/2011
	313372J39 FHLB 1.67% 11/14/2014-2012	75,000.000000	100.155	75,000.00	75,000.00	75,116	116	6.69	1,253	1.67	12/31/2011
	3134G2FB3 FHLMC 2.75% 10/27/2016-2012	50,000.000000	100.151	50,000.00	50,000.00	50,076	76	4.46	1,375	2.75	12/31/2011
	3136FTAA7 FNMA 1.5% 09/28/2017-2012	50,000.000000	100.171	49,925.00	49,925.00	50,086	161	4.46	750	1.50	12/31/2011
FSCIX	315805655 FIDELITY ADVISOR SMALL CAP FUND-CLASS I	1,038.021000	22.730	17,200.00	17,200.00	23,594	6,394	2.10	107	0.45	12/31/2011
FLPSX	316345305 FIDELITY LOW PRICED STOCK FUND	859.665000	35.730	18,500.00	18,500.00	30,716	12,216	2.73	239	0.78	12/31/2011
GE	369604103 GENERAL ELECTRIC CO	300.000000	17.910	8,169.00	8,169.00	5,373	2,796-	0.48	204	3.80	12/31/2011
GIS	370334104 GENERAL MILLS INC	300.000000	40.410	8,902.50	8,902.50	12,123	3,221	1.08	366	3.02	12/31/2011
HNZ	423074103 HEINZ H J CO	200.000000	54.040	9,960.00	9,960.00	10,808	848	0.96	384	3.55	12/31/2011
INTC	458140100 INTEL CORP	800.000000	24.250	17,082.91	17,082.91	19,400	2,317	1.73	672	3.46	12/31/2011
IBM	459200101 IBM CORP	200.000000	183.880	17,071.00	17,071.00	36,776	19,705	3.27	600	1.63	12/31/2011
JPM	46625H100 JP MORGAN CHASE & CO	200.000000	33.250	8,332.00	8,332.00	6,650	1,682-	0.59	200	3.01	12/31/2011
JMVAX	47103C241 JANUS PERKINS	1,099.026000	20.180	20,000.00	20,000.00	22,178	2,178	1.97	232	1.05	12/31/2011

	MID CAP VALUE FUND - CLASS I										
JNJ	478160104 JOHNSON & JOHNSON	350.000000	65.580	18,760.00	18,760.00	22,953	4,193	2.04	798	3.48	12/31/2011
JCI	478366107 JOHNSON CTLS INC	600.000000	31.260	23,658.00	23,658.00	18,756	4,902-	1.67	432	2.30	12/31/2011
KSS	500255104 KOHLS CORP	400.000000	49.350	19,410.82	19,410.82	19,740	329	1.76	400	2.03	12/31/2011
MCD	580135101 MCDONALDS CORP	100.000000	100.330	5,790.00	5,790.00	10,033	4,243	0.89	280	2.79	12/31/2011
MDT	585055106 MEDTRONIC INC	200.000000	38.250	9,007.70	9,007.70	7,650	1,358-	0.68	194	2.54	12/31/2011
MSFT	594918104 MICROSOFT CORP	700.000000	25.960	12,967.02	12,967.02	18,172	5,205	1.62	560	3.08	12/31/2011
HCDA	608993853 HUNTINGTON CONSERVATIVE DEPOSIT ACCOUNT			84,292.76	84,292.76	84,293		7.50	67	0.08	01/01/1901
NVS	66987V109 NOVARTIS AG ADR	250.000000	57.170	9,888.70	9,888.70	14,293	4,404	1.27	501	3.51	12/31/2011
OXY	674599105 OCCIDENTAL PETROLEUM CORP	300.000000	93.700	10,567.50	10,567.50	28,110	17,543	2.50	552	1.96	12/31/2011
ORCL	68389X105 ORACLE CORPORATION FORMERLY ORACLE SYS CORP W/1 RT/SH	500.000000	25.650	5,179.68	5,179.68	12,825	7,645	1.14	120	0.94	12/31/2011
ODVYX	683974505 OPPENHEIMER DEVELOPING MARKETS FUND - CLASS Y	696.621000	28.970	20,000.00	20,000.00	20,181	181	1.80	470	2.33	12/31/2011
PEP	713448108 PEPSICO INC	200.000000	66.350	10,267.46	10,267.46	13,270	3,003	1.18	412	3.10	12/31/2011
PFE	717081103 PFIZER INC	350.000000	21.640	15,850.63	15,850.63	7,574	8,277-	0.67	308	4.07	12/31/2011
PX	74005P104 PRAXAIR INC	200.000000	106.900	9,582.00	9,582.00	21,380	11,798	1.90	400	1.87	12/31/2011
PG	742718109 PROCTER & GAMBLE CO	200.000000	66.710	7,202.05	7,202.05	13,342	6,140	1.19	420	3.15	12/31/2011

RDS/A	780259206 ROYAL DUTCH SHELL PLC -ADR	175.000000	73.090	9,803.75	9,803.75	12,791	2,987	1.14	500	3.91	12/31/2011
KRE	78464A698 SPDR S&P REGIONAL BANKING ETF	400.000000	24.410	8,252.00	8,252.00	9,764	1,512	0.87	176	1.80	12/31/2011
XLK	81369Y803 TECHNOLOGY SELECT SECTOR SPDR FUND	400.000000	25.450	7,832.00	7,832.00	10,180	2,348	0.91	154	1.51	12/31/2011
SO	842587107 SOUTHERN CO	200.000000	46.290	4,642.00	4,642.00	9,258	4,616	0.82	378	4.08	12/31/2011
SYY	871829107 SYSCO CORP	400.000000	29.330	10,364.00	10,364.00	11,732	1,368	1.05	432	3.68	12/31/2011
TGVIX	885215566 THORNBURG INTERNATIONAL VALUE - I SHARES	3,994.530000	24.580	80,600.00	80,600.00	98,186	17,586	8.74	1,534	1.56	12/31/2011
MMM	88579Y101 3M CO	300.000000	81.730	16,272.00	16,272.00	24,519	8,247	2.18	660	2.69	12/31/2011
TRV	89417E109 TRAVELERS COS INC	200.000000	59.170	8,650.00	8,650.00	11,834	3,184	1.06	328	2.77	12/31/2011
UTX	913017109 UNITED TECHNOLOGIES CORP	300.000000	73.090	9,160.81	9,160.81	21,927	12,766	1.95	576	2.63	12/31/2011
VLO	91913Y100 VALERO ENERGY CORP	250.000000	21.050	4,572.50	4,572.50	5,263	690	0.47	150	2.85	12/31/2011
VOD	92857W209 VODAFONE GROUP PLC	300.000000	28.030	7,535.46	7,535.46	8,409	874	0.75	433	5.15	12/31/2011
	Total Portfolio			959,023.70	959,023.70	1,123,512	164,488	100.00	22,258	1.98	