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: FLORENCE S BEECHER FDN 7655003653

A Employer identification number: 34-6613413

Number and street (or P O. box number if mail is not delivered to street address): PO BOX 1558 DEPT EA4E86

Room/suite:

B Telephone number (see instructions): (330) 742-7021

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

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 7,137,311.

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify)
(Part I, column (d) must be on cash basis.)

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

		Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)*	(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	150,496.	150,496.		STMT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	278,137.			
	b	Gross sales price for all assets on line 6a 2,157,973.				
	7	Capital gain net income (from Part IV, line 2)		278,137.		
	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	428,633.	428,633.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	55,906.	27,953.		27,953.
	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	990.	NONE	NONE	990.
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 5	18,816.	1,541.		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	75,712.	29,494.	NONE	29,143.
	25	Contributions, gifts, grants paid	197,500.			197,500.
	26	**Total expenses and disbursements.** Add lines 24 and 25	273,212.	29,494.	NONE	226,643.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	155,421.			
	b	**Net investment income** (if negative, enter -0-)		399,139.		
	c	**Adjusted net income** (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions.

22

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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	6,206,069.	6,360,975.	7,137,311.
	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)	6,206,069.	6,360,975.	7,137,311.
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	6,206,069.	6,360,975.	
	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)	6,206,069.	6,360,975.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	6,206,069.	6,360,975.	

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	6,206,069.
2	Enter amount from Part I, line 27a	2	155,421.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	6,361,490.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	515.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,360,975.

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				
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				
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				
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	278,137.
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	362,362.	6,825,075.	0.05309274990
2009	406,609.	6,198,630.	0.06559659150
2008	412,243.	6,962,481.	0.05920921005
2007	395,966.	8,736,004.	0.04532575763
2006	392,100.	8,322,572.	0.04711283964

2 **Total** of line 1, column (d)	2	0.27033714872
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	0.05406742974
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	7,209,774.
5 Multiply line 4 by line 3	5	389,814.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,991.
7 Add lines 5 and 6	7	393,805.
8 Enter qualifying distributions from Part XII, line 4	8	226,643.

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	7,983.
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	7,983.
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	7,983.
6	Credits/Payments:				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	9,232.		
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	9,232.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	21.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** . . . . ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** . . . . ▶			10	1,228.
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ 1,228. **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?	2		X
	If "Yes," attach a detailed description of the activities.			
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?	5		X
	If "Yes," attach the statement required by General Instruction T.			
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 ▶ THE FOUNDATION Telephone no. ▶ (614)331-9547

Located at ▶ PO BOX 1558 DEPT EA4E86, COLUMBUS, OH ZIP + 4 ▶ 43216

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

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

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

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No			
	If "Yes," list the years ▶ , , ,			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ , , ,			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		X

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

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

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

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

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

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

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

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

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** 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		55,906.	-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	7,306,270.
b	Average of monthly cash balances			1b	13,298.
c	Fair market value of all other assets (see instructions)			1c	NONE
d	**Total** (add lines 1a, b, and c)			1d	7,319,568.
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	7,319,568.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	109,794.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	7,209,774.
6	**Minimum investment return.** Enter 5% of line 5			6	360,489.

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	360,489.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	7,983.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	7,983.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	352,506.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	352,506.
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	352,506.

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	226,643.
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	226,643.
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	226,643.

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.

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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					352,506.
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	60,211.				
e	From 2010	30,339.				
f	**Total** of lines 3a through e		90,550.			
4	Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 226,643.					
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					226,643.
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).)*		90,550.			90,550.
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					35,313.
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			(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 13				
Total ▶ **3a**				197,500.
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	136,632.	
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	278,137.	
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)				414,769.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . 13 414,769.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
	NOT APPLICABLE

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee | Date 03/05/2012 | Title

HUNTINGTON NATIONAL BANK

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
SCOTT J. GOYETCHE, CPA		03/05/2012		P00021559

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
AMERICAN EXPRESS COMPANY	990.	990.
AMGEN INC.	560.	560.
ARCHER DANIELS MIDLAND CO	495.	495.
BAC CAPITAL TRUST IV 5/3/33 SERIES U PFD	5,875.	5,875.
BECTON DICKINSON AND CO.	1,344.	1,344.
BRISTOL-MYERS SQUIBB CO	2,323.	2,323.
CVS CORP	148.	148.
CANADIAN NATL RAILWAY COM	435.	435.
CENTURYTEL INC	2,987.	2,987.
CHUBB CORP	1,140.	1,140.
CISCO SYSTEMS, INC.	540.	540.
COLGATE PALMOLIVE CO	721.	721.
COMCAST CORP CL A	249.	249.
EMERSON ELECTRIC CO ¿‰	1,937.	1,937.
EXXON MOBIL CORP COM	4,163.	4,163.
FHLB 1.31% 12/23/2013-2011	2,456.	2,456.
FHLB 2.1% 09/03/2013-2011	2,625.	2,625.
FNMA 3.125% 05/15/2015-2012	7,813.	7,813.
FNMA 2.5% 02/01/2016-2011	2,552.	2,552.
FNMA 2.8% 05/05/2014-2011	3,500.	3,500.
GENERAL ELECTRIC CO ¿‰	2,900.	2,900.
GENERAL MILLS INC	1,844.	1,844.
HEWLETT PACKARD CO.	160.	160.
HUNTINGTON INTL EQUITY FUND III	5,891.	5,891.
HUNTINGTON DISCIPLINED EQUITY FD TR III	1,094.	1,094.
HUNTINGTON REAL STRATEGIES FUND III	2,536.	2,536.
ILLINOIS TOOL WORKS INC COM	759.	759.
INTERNATIONAL BUSINESS MACHINES CORP	2,320.	2,320.
INTERNATIONAL PAPER CO	882.	882.
J P MORGAN CHASE & CO	1,500.	1,500.
JANUS PERKINS MID CAP VALUE FUND - CLASS	887.	887.
JOHNSON & JOHNSON CO ¿‰	2,194.	2,194.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
KEY BANK NA 7% 02/01/2011	5,250.	5,250.
LOWES COMPANIES INC	297.	297.
MATTEL INC	1,104.	1,104.
MCDONALDS CORP	2,530.	2,530.
MEDTRONIC INC.	1,029.	1,029.
MICROSOFT CORP	1,700.	1,700.
HUNTINGTON SHORT&INTER FIXED FD	3,507.	3,507.
HUNTINGTON CONSERVATIVE DEPOSIT ACCOUNT	412.	412.
HUNTINGTON OHIO MUNICIPAL MONEY MARKET F	19.	19.
NEXTERA ENERGY INC	1,826.	1,826.
NIKE INC CL B	646.	646.
NUCOR CORP	1,450.	1,450.
ORACLE CORP	920.	920.
PIMCO LOW DURATION INSTITUTIONAL	17,743.	17,743.
PARKER HANNIFIN CORP	1,716.	1,716.
PEPSICO INC ¿‰	2,587.	2,587.
PROCTER & GAMBLE CO	2,756.	2,756.
QUEST DIAGNOSTICS INC COM	312.	312.
ROYAL DUTCH SHELL PLC -ADR	3,763.	3,763.
SCHLUMBERGER LTD.	960.	960.
MATERIALS SELECT SECTOR SPDR	479.	479.
TECH SELECT SECTOR	541.	541.
SEMPRA ENERGY CORP	1,135.	1,135.
SIMON PROPERTY GROUP INC NEW (REIT)	2,752.	2,752.
SUNCOR ENERGY INC	325.	325.
TEMPLETON GLOBAL BOND FUND CLASS A	2,609.	2,609.
TEVA PHARMACEUTICAL INDS ADR	803.	803.
TEXAS INSTRUMENTS INC.	159.	159.
TEXAS INSTRUMENTS INC 1.375% 05/15/2014	1,442.	1,442.
UNITED PARCEL SVC INC	416.	416.
UNITED TECHNOLOGIES CORP ¿‰	425.	425.
VALERO ENERGY	230.	230.
VIACOM INC CLASS B	1,300.	1,300.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
WAL-MART STORES, INC.	1,148.	1,148.
WELLS FARGO & CO NEW	960.	960.
WELLS FARGO CAP TRST VII 5/1/33 SERIES P	11,700.	11,700.
WINDSTREAM CORP	4,100.	4,100.
ACCENTURE PLC CL A	675.	675.
ACE LIMITED	824.	824.
HUNTINGTON EQUITY PROTECTION STRATEGIC C	2,126.	2,126.
TOTAL	150,496.	150,496.

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	990.			990.
TOTALS	990.	NONE	NONE	990.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
FOREIGN TAXES	661.	661.	
OTHER TAXES	200.		200.
FEDERAL TAX PAYMENT - PRIOR YE	7,843.		
FEDERAL ESTIMATES - PRINCIPAL	9,232.		
FOREIGN TAXES ON QUALIFIED FOR	826.	826.	
FOREIGN TAXES ON NONQUALIFIED	54.	54.	
TOTALS	18,816.	1,541.	200.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
SCHEDULE ATTACHED	C	6,336,904.	7,113,240.
PRINCIPAL CASH	C	24,071.	24,071.
INCOME CASH	C		
TOTALS		6,360,975.	7,137,311.

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

DESCRIPTION	AMOUNT
NET INCOME BETWEEN TAX YEARS	515.
TOTAL	515.

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

OFFICER NAME:
  HUNTINGTON NATIONAL BANK
ADDRESS:
  P.O. BOX 1558
  COLUMBUS, OH 43216
TITLE:
  TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40
COMPENSATION .... 55,906.

TOTAL COMPENSATION: 55,906.
==============

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

RECIPIENT NAME:
YOUNGSTOWN SYMPHONY SOCIETY
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT PROGRAM
AMOUNT OF GRANT PAID .... 12,500.

RECIPIENT NAME:
MILLCREEK FOUNDATION
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT PROGRAM
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
YOUNGSTOWN STATE UNIVERSITY
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT PROGRAM

RECIPIENT NAME:
YOUNGSTOWN/MAHONING VALLEY
UNITED WAY
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT PROGRAM
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
MILLCREEK CHILDRENS CENTER
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT PROGRAM

STATEMENT 9

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

RECIPIENT NAME:
BUTLER INSTITUTE OF AMERICAN ART
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT PROGRAM

RECIPIENT NAME:
TAM VALLEY SCHOOL
ADDRESS:
350 BELL LANE
MILL VALLEY, CA 94941
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
501C3
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
MAHONING VALLEY HISTORICAL SOCIETY
ADDRESS:
648 WICK AVENUE
YOUNGSTOWN, OH 44502
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
501C3
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
BERKELEY PUBLIC EDUCATION FDN
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATIONAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 10,000.

STATEMENT 10

RECIPIENT NAME:
PLANNED PARENTHOOD
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
WILLARD MIDDLE SCHOOL
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATIONAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
FRIENDS OF FELLOWS GARDENS
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
ST PATRICK'S CHURCH
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
RELIGIOUS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 5,000.

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

RECIPIENT NAME:
HMHP DEVELOPMENT FDN
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
FIRST PRESBYTERIAN CHURCH OF
YOUNGSTOWN
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
RELIGIOUS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
CENTER FOR YOUTH DEVELOPMENT
THROUGH LAW
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
YOUNGSTOWN YMCA
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 10,000.

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

RECIPIENT NAME:
CHILDREN'S CENTER FOR SCIENCE
AND TECHNOLOGY
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 10,000.

TOTAL GRANTS PAID: 197,500.
===============

FLORENCE S BEECHER FDN 7655003653 34-6613413

Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES					
1180. CVS CORP	06/02/2010	02/18/2011	38,904.00	40,741.00	-1,837.00
250000. FHLB 1.31% 12/23/2013-2011	03/03/2011	12/23/2011	250,000.00	250,000.00	
250000. FNMA 2.5% 02/01/2016-2011	03/03/2011	08/01/2011	250,000.00	249,125.00	875.00
TOTAL CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES			538,904.00	539,866.00	-962.00
Totals			538,904.00	539,866.00	-962.00

JSA
1F0971 2 000

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES					
1300. CANADIAN NATL RAILWAY COM	05/22/2009	03/23/2011	95,370.00	45,936.00	49,434.00
1000. CENTURYTEL INC	06/29/2009	03/23/2011	40,699.00	31,688.00	9,011.00
1500. CHUBB CORP	05/22/2009	03/23/2011	88,798.00	56,006.00	32,792.00
1360. COLGATE PALMOLIVE CO	10/17/2006	02/18/2011	106,486.00	81,502.00	24,984.00
2640. COMCAST CORP CL A	11/19/2009	02/18/2011	67,372.00	37,521.00	29,851.00
50000. CREDIT SUISSE GOLD LINKED NOTE					
- MATURIT	03/19/2010	12/07/2011	64,225.00	50,000.00	14,225.00
250000. FHLB 2.1% 09/03/2013-2011	02/23/2010	03/03/2011	250,000.00	249,938.00	62.00
250000. FNMA 2.8% 05/05/2014-2011	05/11/2009	05/05/2011	250,000.00	249,875.00	125.00
2000. HEWLETT PACKARD CO.	12/10/1998	03/23/2011	83,223.00	49,803.00	33,420.00
150000. KEY BANK NA 7% 02/01/2011	03/08/2002	02/01/2011	150,000.00	152,981.00	-2,981.00
2700. LOWES COMPANIES INC	08/28/2000	02/18/2011	71,009.00	32,992.00	38,017.00
1220. TEXAS INSTRUMENTS INC.	02/19/2010	03/23/2011	40,833.00	30,610.00	10,223.00
800. UNITED PARCEL SVC INC	10/17/2006	03/23/2011	57,256.00	58,980.00	-1,724.00
1000. UNITED TECHNOLOGIES CORP ¿‰	10/17/2006	02/18/2011	84,820.00	65,430.00	19,390.00
4600. VALERO ENERGY	11/19/2009	03/23/2011	128,855.00	119,764.00	9,091.00
3200. WINDSTREAM CORP	06/29/2009	03/23/2011	41,088.00	26,944.00	14,144.00
TOTAL CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES			1,620,034.00	1,339,970.00	280,064.00
Totals			1,620,034.00	1,339,970.00	280,064.00

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FEDERAL CAPITAL GAIN DIVIDENDS

SHORT-TERM CAPITAL GAIN DIVIDENDS

BLACKROCK US OPPORTUNITIES PORTFOLIO - I	1,066.00	
BLACKROCK US OPPORTUNITIES PORTFOLIO - I	610.00	
JANUS PERKINS MID CAP VALUE FUND - CLASS	400.00	
JANUS PERKINS MID CAP VALUE FUND - CLASS	328.00	
TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS		2,403.00

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

BANK AMER CORP COM	122.00	
BLACKROCK US OPPORTUNITIES PORTFOLIO - I	10,410.00	
JANUS PERKINS MID CAP VALUE FUND - CLASS	7,655.00	
PIMCO LOW DURATION INSTITUTIONAL	7.00	
SIMON PROPERTY GROUP INC NEW (REIT)	48.00	
TEMPLETON GLOBAL BOND FUND CLASS A	290.00	
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		18,532.00
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS		18,532.00

STATEMENT 3

GAINS AND LOSSES FROM PASS-THRU ENTITIES

NET SHORT-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS AND OTHER FIDUCIARIES

COMMON TRUST FUNDS	-21,900.00	
TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)		-21,900.00

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS					2,403.	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					-21,900.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					18,532.	
		1180. CVS CORP					06/02/2010	02/18/2011
		PROPERTY TYPE: SECURITIES						
38,904.00		40,741.00					-1,837.00	
		1300. CANADIAN NATL RAILWAY COM					05/22/2009	03/23/2011
		PROPERTY TYPE: SECURITIES						
95,370.00		45,936.00					49,434.00	
		1000. CENTURYTEL INC					06/29/2009	03/23/2011
		PROPERTY TYPE: SECURITIES						
40,699.00		31,688.00					9,011.00	
		1500. CHUBB CORP					05/22/2009	03/23/2011
		PROPERTY TYPE: SECURITIES						
88,798.00		56,006.00					32,792.00	
		1360. COLGATE PALMOLIVE CO					10/17/2006	02/18/2011
		PROPERTY TYPE: SECURITIES						
106,486.00		81,502.00					24,984.00	
		2640. COMCAST CORP CL A					11/19/2009	02/18/2011
		PROPERTY TYPE: SECURITIES						
67,372.00		37,521.00					29,851.00	
		50000. CREDIT SUISSE GOLD LINKED NOTE -					03/19/2010	12/07/2011
		PROPERTY TYPE: SECURITIES						
64,225.00		50,000.00					14,225.00	
		250000. FHLB 1.31% 12/23/2013-2011					03/03/2011	12/23/2011
		PROPERTY TYPE: SECURITIES						
250,000.00		250,000.00						
		250000. FHLB 2.1% 09/03/2013-2011					02/23/2010	03/03/2011
		PROPERTY TYPE: SECURITIES						
250,000.00		249,938.00					62.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		250000. FNMA 2.5% 02/01/2016-2011 PROPERTY TYPE: SECURITIES					03/03/2011	08/01/2011
250,000.00		249,125.00					875.00	
		250000. FNMA 2.8% 05/05/2014-2011 PROPERTY TYPE: SECURITIES					05/11/2009	05/05/2011
250,000.00		249,875.00					125.00	
		2000. HEWLETT PACKARD CO. PROPERTY TYPE: SECURITIES					12/10/1998	03/23/2011
83,223.00		49,803.00					33,420.00	
		150000. KEY BANK NA 7% 02/01/2011 PROPERTY TYPE: SECURITIES					03/08/2002	02/01/2011
150,000.00		152,981.00					-2,981.00	
		2700. LOWES COMPANIES INC PROPERTY TYPE: SECURITIES					08/28/2000	02/18/2011
71,009.00		32,992.00					38,017.00	
		1220. TEXAS INSTRUMENTS INC. PROPERTY TYPE: SECURITIES					02/19/2010	03/23/2011
40,833.00		30,610.00					10,223.00	
		800. UNITED PARCEL SVC INC PROPERTY TYPE: SECURITIES					10/17/2006	03/23/2011
57,256.00		58,980.00					-1,724.00	
		1000. UNITED TECHNOLOGIES CORP ¿‰ PROPERTY TYPE: SECURITIES					10/17/2006	02/18/2011
84,820.00		65,430.00					19,390.00	
		4600. VALERO ENERGY PROPERTY TYPE: SECURITIES					11/19/2009	03/23/2011
128,855.00		119,764.00					9,091.00	
		3200. WINDSTREAM CORP PROPERTY TYPE: SECURITIES					06/29/2009	03/23/2011
41,088.00		26,944.00					14,144.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

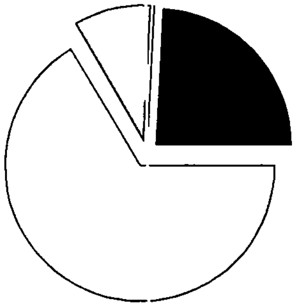
Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
TOTAL GAIN(LOSS)							278,137.	

7655003653 12/31/2011

SUMMARY OF INVESTMENTS

TRUST, N.A. TRUSTEE OF THE
FLORENCE S BEECHER FOUNDATION
UNDER AGREEMENT DATED JANUARY 16
1969

Investment Allocation



24 2%	■	2	1, 722, 256 04
0 0%		CASH	2, 308 00-
9 3%	☐	CASH EQUIVALENTS	658, 395 45
66 5%	☐	EQUITIES	4, 734, 896 88
100 0%		Total	7. 113. 240 37

Investment Summary

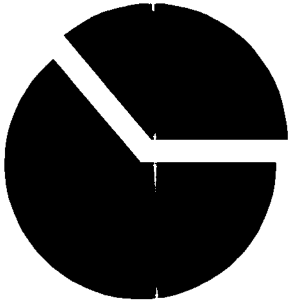
	Market Value	%	Estimated Income	Current Yield
CASH EQUIVALENTS				
CASH MANAGEMENT FUNDS-TAXABLE	245,735 16	3 45	243	0 10
CASH MANAGEMENT FUNDS-NON-TAXABLE	412,660 29	5 80	41	0 01
TOTAL CASH EQUIVALENTS	658,395 45	9 26	284	0 04
2				
U S GOVT AGENCIES	252,312 50	3 55	7,813	3 10
CORPORATE OBLIGATIONS	508,185 00	7 14	9,438	1 86
HUNTINGTON FUNDS-FIXED	257,975 69	3 63	3,608	1 40
MUTUAL FUNDS FIXED INC-TAXABLE	703,782 85	9 89	16,338	2 32
TOTAL 2	1,722,256 04	24 21	37,197	2 16
EQUITIES				
PREFERRED STOCK	277.440 00	3 90	17.572	6 33

Investment Summary

	Market Value	%	Estimated Income	Current Yield
COMMON STOCK	2,692.395 40	37 85	66,532	2 47
COMMON STOCK-FOREIGN	210,476 80	2 96	5,147	2 45
HUNTINGTON FUNDS-EQUITY	1,305,524 23	18 35	13,088	1 00
MUTUAL FUNDS EQUITY	206,503 25	2 90	1,097	0 53
EXCHANGE TRADED FUNDS - EQUITY	42,557 20	0 60	0	0 00
TOTAL EQUITIES	4,734,896 88	66 56	103,436	2 18
CASH				
PRINCIPAL CASH	2,308 00-	0 03-	0	0 00
TOTAL FUND	7,113.240 37	100 00	140,917	1 98

SUMMARY OF INVESTED INCOME

Investment Allocation



36 1%	■	**CASH**	8,695 65
63 9%	■	**CASH EQUIVALENTS**	15,375 07
100 0%		**Total**	24,070 72

Investment Summary

	Market Value	%	Estimated Income	Current Yield
CASH EQUIVALENTS				
CASH MANAGEMENT FUNDS-TAXABLE	4,264 84	17 72	4	0 09
CASH MANAGEMENT FUNDS-NON-TAXABLE	11,110 23	46 16	1	0 01
TOTAL CASH EQUIVALENTS	15,375 07	63 87	5	0 03
CASH				
INCOME CASH	8,695 65	36 13	0	0 00
TOTAL FUND	24,070 72	100 00	5	0 02

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	245,735 16	243	0 1	245,735 16	3 455
	CASH MANAGEMENT FUNDS-NON-TAXABLE					
	HUNTINGTON OHIO MUNICIPAL MONEY MARKET FUND II	412,660 29	41	0 0	412,660 29	5 801
	TOTAL CASH EQUIVALENTS	658,395 45*	284*	0 0*	658,395 45*	9 256*
	2					
	U S. GOVT AGENCIES					
250,000	FNMA 3 125% 05/15/2015-2012	250,890 00	7,813	3 1	252,312 50	3 547
	CORPORATE OBLIGATIONS					
250,000	TEXAS INSTRUMENTS INC 1 375% 05/15/2014	251,360 00	3,438	1 4	253,112 50	3 558

UNITS/ SHARES	NAME OF SECURITY	TOT COST	EST INC	YLD MKT	MARKET VALUE	% TOT MKT
250,000	AT&T INC 2 4% 08/15/2016	254,090 00	6,000	2 4	255,072 50	3 586
	TOTAL CORPORATE OBLIGATIONS	505,450 00*	9,438*	1 9*	508,185 00*	7 144*
	HUNTINGTON FUNDS-FIXED					
12,841	HUNTINGTON SHORT AND INTERMEDIATE FIXED INCOME FUND III	249,115 40	3,608	1 4	257,975 69	3 627
	MUTUAL FUNDS FIXED INC-TAXABLE					
63,973 546	PIMCO LOW DURATION FUND - INSTITUTIONAL CLASS	585,381 58	14,138	2 1	658,287 79	9 254
3,666	FRANKLIN TEMPLETON GLOBAL BOND FUND - CLASS A	50,004 24	2,200	4 8	45,495 06	0 640
	TOTAL MUTUAL FUNDS FIXED INC-TAXABLE	635,385 82*	16,338*	2 3*	703,782 85*	9 894*
	TOTAL 2	1,640,841 22*	37,197*	2 2*	1,722,256 04*	24 212*
	EQUITIES					
	PREFERRED STOCK					
4,000	BAC CAPITAL TRUST IV 5/3/33 SERIES U PFD 5 875%	100,000 00	5,876	7 9	74,640 00	1 049
8,000	WELLS FARGO CAP TRST VII 5/1/33 SERIES PFD 5 85%	200,000 00	11,696	5 8	202,800 00	2 851
	TOTAL PREFERRED STOCK	300,000 00*	17,572*	6 3*	277,440 00*	3 900*
	COMMON STOCK					
1,500	AMERICAN EXPRESS	62,683 55	1,080	1 5	70,755 00	0 995
1,000	AMGEN INC	72,679 50	1,440	2 2	64,210 00	0 903
300	APPLE INC	68,174 98	0	0 0	121,500 00	1 708
1,000	ARCHER-DANIELS-MIDLAND CO	36,048 80	700	2 4	28,600 00	0 402

UNITS/ SHARES	NAME OF SECURITY	TOT COST	EST INC	YLD MKT	MARKET VALUE	% TOT MKT
800	BECTON DICKINSON	57,717 12	1,440	2 4	59,776 00	0 840
1,760	BRISTOL-MYERS SQUIBB CO	42,987 06	2,394	3 9	62,022 40	0 872
780	CENTURYLINK INC	26,445 68	2,262	7 8	29,016 00	0 408
3,000	CISCO SYSTEMS	148,780 00	720	1 3	54,240 00	0 763
1,120	EMC CORP/MASS	29,504 16	0	0 0	24,124 80	0 339
1,350	EMERSON ELECTRIC CO	40,666 94	2,160	3 4	62,896 50	0 884
2,250	EXXON MOBIL CORP	20,139 05	4,230	2 2	190,710 00	2 681
500	FISERV INC	30,282 75	0	0 0	29,370 00	0 413
5,000	GENERAL ELECTRIC CO	16,290 61	3,400	3 8	89,550 00	1 259
1,720	GENERAL MILLS INC	62,341 40	2,098	3 0	69,505 20	0 977
730	ILLINOIS TOOL WORKS	39,959 98	1,051	3 1	34,098 30	0 479
800	IBM CORP	13,817 00	2,400	1 6	147,104 00	2 068
1,120	INTERNATIONAL PAPER CO	30,094 18	1,176	3 5	33.152 00	0 466
1,875	JP MORGAN CHASE & CO	99,370 31	1,875	3 0	62,343 75	0 876
975	JOHNSON & JOHNSON	46,909 69	2,223	3 5	63,940 50	0 899
1,600	MATTEL INC	39,296 00	1,472	3 3	44,416 00	0 624
1,000	MCDONALDS CORP	57,124 10	2,800	2 8	100,330 00	1 410
1,100	MEDTRONIC INC	53,636 00	1,067	2 5	42.075 00	0 592

UNITS/ SHARES	NAME OF SECURITY	TOT COST	EST INC	YLD MKT	MARKET VALUE	% TOT MKT
2,500	MICROSOFT CORP	92,019 92	2.000	3 1	64,900 00	0 912
830	NEXTERA ENERGY INC	38,321 08	1,826	3 6	50,530 40	0 710
695	NIKE INC CL B	44,724 78	1,001	1 5	66,977 15	0 942
1,000	NUCOR CORP W/1 RT/SH	45,573 80	1,460	3 7	39,570 00	0 556
4,000	ORACLE CORPORATION FORMERLY ORACLE SYS CORP W/1 RT/SH	145,433 65	960	0 9	102,600 00	1 442
1,200	PARKER HANNIFIN CORP	67,030 96	1,776	1 9	91,500 00	1 286
1,300	PEPSICO INC	6,370 81	2,678	3 1	86,255 00	1 213
1,340	PROCTER & GAMBLE CO	6,709 46	2,814	3 1	89,391 40	1 257
780	QUEST DIAGNOSTICS INC	43,512 97	530	1 2	45,286 80	0 637
1,000	SCHLUMBERGER LTD	68,635 90	1,000	1 5	68,310 00	0 960
780	MATERIALS SELECT SECTOR SPDR	29,842 72	575	2 2	26,130 00	0 367
1,408	TECHNOLOGY SELECT SECTOR SPDR FUND	30,412 80	542	1 5	35,833 60	0 504
620	SEMPRA ENERGY	30,491 60	1,190	3 5	34,100 00	0 479
800	SIMON PROPERTY GROUP INC	60,435 05	2,880	2 8	103,152 00	1 450
2,000	VIACOM INC CLASS B	58,671 18	2,000	2 2	90,820 00	1 277
1,060	WAL-MART STORES INC	55,919 75	1,548	2 4	63,345 60	0 891
2,000	WELLS FARGO & CO	53,840 10	960	1 7	55,120 00	0 775
3.300	WINDSTREAM CORP	31.126 00	3.300	8 5	38.742 00	0 545

UNITS/ SHARES	NAME OF SECURITY	TOT COST	EST INC	YLD MKT	MARKET VALUE	% TOT MKT
800	ACE LIMITED	49,344 00	1,504	2 7	56,096 00	0 789
	TOTAL COMMON STOCK	2,053,365 39*	66,532*	2 5*	2,692,395 40*	37 850*
	COMMON STOCK-FOREIGN					
1,120	ROYAL DUTCH SHELL PLC -ADR	61,330 82	3,199	3 9	81,860 80	1 151
1.000	SUNCOR ENERGY INC	45,129 90	431	1 5	28,830 00	0 405
900	TEVA PHARMACEUTICAL -SP ADR	39,236 91	707	1 9	36,324 00	0 511
600	ACCENTURE PLC CL A	30,185 94	810	2 5	31,938 00	0 449
600	CHECK POINT SOFTWARE TECH	29.129 52	0	0 0	31,524 00	0 443
	TOTAL COMMON STOCK-FOREIGN	205,013 09*	5,147*	2 4*	210,476 80*	2 959*
	HUNTINGTON FUNDS-EQUITY					
40,657	HUNTINGTON INTERNATIONAL EQUITY FUND III	422,687 54	5,082	1 2	410,229 13	5 767
27,231 229	HUNTINGTON DISCIPLINED EQUITY FD TR III	248,500 21	2,370	0 9	267,138 36	3 756
18.828	HUNTINGTON SITUS FUND III	260,126 66	3,086	0 8	367,710 84	5 169
36,426	HUNTINGTON REAL STRATEGIES FUND III	315,522 38	2,550	1 0	260,445 90	3 661
	TOTAL HUNTINGTON FUNDS-EQUITY	1.246,836 79*	13,088*	1 0*	1,305,524 23*	18 353*
	MUTUAL FUNDS EQUITY					
3,071	BLACKROCK US OPPORTUNITIES PORTFOLIO - INSTITUTIONAL	102,448 56	209	0 2	102,847 79	1 446
5,134	JANUS PERKINS MID CAP VALUE FUND - CLASS T	101,704 54	888	0 9	103.655 46	1 457

UNITS/ SHARES	NAME OF SECURITY	TOT COST	EST INC	YLD MKT	MARKET VALUE	% TOT MKT
	TOTAL MUTUAL FUNDS EQUITY	204,153 10*	1,097*	0 5*	206,503 25*	2 903*
	EXCHANGE TRADED FUNDS - EQUITY					
280	SPDR GOLD TRUST	30,606 80	0	0 0	42,557 20	0 598
	TOTAL EQUITIES	4,039,975 17*	103,436*	2 2*	4,734,896 88*	66 565*
	PRINCIPAL CASH	2,308 00-		0 0	2,308 00-	0 032-
	TOTAL FUND	6,336,903 84*	140,917*	2 0*	7,113,240 37*	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	4,264 84	4	0 1	4,264 84	17 718
	CASH MANAGEMENT FUNDS-NON-TAXABLE					
	HUNTINGTON OHIO MUNICIPAL MONEY MARKET FUND II	11,110 23	1	0 0	11,110 23	46 157
	TOTAL CASH EQUIVALENTS	15,375 07*	5*	0 0*	15,375 07*	63 875*
	INCOME CASH	8,695 65		0 0	8,695 65	36 125
	TOTAL FUND	24,070 72*	5*	0 0*	24,070 72*	100 000*