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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.

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

Name of foundation
THE BROTHERHOOD FOUNDATION 7655003902

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

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

A Employer identification number
34-6883645

B Telephone number (see instructions)
(614) 331-9046

C If exemption application is pending, check here

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

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

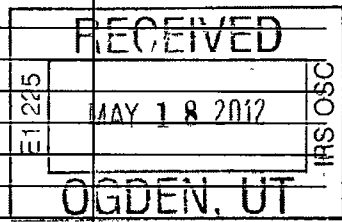
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ **1,492,659.**
 J Accounting method: Cash Accrual
 Other (specify) _____
 (Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	27,268.	27,138.		STMT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	28,895.			
b	Gross sales price for all assets on line 6a 61,094.				
7	Capital gain net income (from Part IV, line 2)		28,895.		
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	56,163.	56,033.		
13	Compensation of officers, directors, trustees, etc.	17,145.	8,572.		8,572.
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	935.	NONE	NONE	935.
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT. 4	1,291.	294.		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) STMT. 5	7.	7.		
24	Total operating and administrative expenses. Add lines 13 through 23	19,378.	8,873.	NONE	9,707.
25	Contributions, gifts, grants paid	120,000.			120,000.
26	Total expenses and disbursements. Add lines 24 and 25	139,378.	8,873.	NONE	129,707.
27	Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-)	-83,215.	47,160.		



MAY 14 2012
 ENVELOPE
 RETURN DATE
 SCANNED MAY 29 2012

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	1,482,437.	1,398,429.	1,492,659.
	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)	1,482,437.	1,398,429.	1,492,659.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	1,482,437.	1,398,429.	
	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)	1,482,437.	1,398,429.		
31	Total liabilities and net assets/fund balances (see instructions)	1,482,437.	1,398,429.		

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	1,482,437.
2	Enter amount from Part I, line 27a	2	-83,215.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,399,222.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	793.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,398,429.

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	28,895.		
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	48,997.	1,505,435.	0.03254673898
2009	82,410.	1,388,697.	0.05934339888
2008	89,770.	1,418,851.	0.06326950469
2007	6,385.	1,731,152.	0.00368829542
2006	82,945.	1,662,977.	0.04987741863
2 Total of line 1, column (d)			2 0.20872535660
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 0.04174507132
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 1,591,242.
5 Multiply line 4 by line 3			5 66,427.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 472.
7 Add lines 5 and 6			7 66,899.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 129,707.

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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	472.
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	472.
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	472.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	528.	
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	528.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	56.
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input checked="" type="checkbox"/> 56. Refunded <input type="checkbox"/>		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?		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)? <i>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.</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input checked="" type="checkbox"/> \$ _____ (2) On foundation managers <input checked="" type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		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?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> 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? <i>If "No," attach explanation.</i>	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)? <i>If "Yes," complete Part XIV.</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
Website address N/A
14 The books are in care of THE FOUNDATION Telephone no. (614) 331-9046
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
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? Yes No X

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

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

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

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870.

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 8		17,145.	-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	1,602,520.
b	Average of monthly cash balances	1b	12,954.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	1,615,474.
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	1,615,474.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	24,232.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,591,242.
6	Minimum investment return. Enter 5% of line 5	6	79,562.

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	79,562.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	472.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	472.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	79,090.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	79,090.
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	79,090.

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	129,707.
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	129,707.
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	472.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	129,235.

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				79,090.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			69,266.	
b Total for prior years: 20 <u>09</u> , 20 _____, 20 _____		NONE		
3 Excess distributions carryover, if any, to 2011:				
a From 2006		NONE		
b From 2007		NONE		
c From 2008		NONE		
d From 2009		NONE		
e From 2010		NONE		
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ <u>129,707.</u>				
a Applied to 2010, but not more than line 2a			69,266.	
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				60,441.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2011 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				18,649.
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)(ii)					
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
<p>a Paid during the year</p> <p>SEE STATEMENT 14</p>				
Total				▶ 3a 120,000.
<p>b Approved for future payment</p>				
Total				▶ 3b

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

- 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... a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash (2) Other assets b Other transactions: (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule.

Table with 4 columns: (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.

Table with 3 columns: (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

Paid Preparer Use Only HUNTINGTON NATIONAL BANK SCOTT J. GOYETCHE, CPA THOMSON REUTERS (TAX & ACCOUNTING) 6135 TRUST DRIVE, STE 118 HOLLAND, OH 43528

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

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
ABBOTT LABORATORIES %	188.	188.
AMERICAN EXPRESS COMPANY	72.	72.
APPLIED MATERIALS INC	62.	62.
BEST BUY INC	153.	153.
CISCO SYSTEMS, INC.	36.	36.
COCA-COLA CO %	188.	188.
COLGATE PALMOLIVE CO	227.	227.
CONOCOPHILLIPS	380.	380.
DARDEN RESTAURANT'S INC	225.	225.
EXXON MOBIL CORP COM	185.	185.
FEDERATED TOTAL RETURN BOND FUND - INSTI	4,594.	4,594.
FRONTIER COMMUNICATIONS	18.	4.
GENERAL ELECTRIC CO %	174.	174.
GOLDMAN SACHS GROUP INC	105.	105.
HEALTH CARE PPTY INVEST INC (REIT)	260.	144.
HOME DEPOT INC.	156.	156.
HUNTINGTON MID CORP AMERICA FD III	106.	106.
HUNTINGTON INTL EQUITY FUND III	1,243.	1,243.
HUNTINGTON DISCIPLINED EQUITY FD TR III	242.	242.
HUNTINGTON REAL STRATEGIES FUND III	971.	971.
J P MORGAN CHASE & CO	240.	240.
JOHNSON & JOHNSON CO %	450.	450.
LINEAR TECHNOLOGY CORP COM	192.	192.
MEDTRONIC INC.	117.	117.
MICROSOFT CORP	272.	272.
HUNTINGTON SHORT&INTER FIXED FD	1,320.	1,320.
HUNTINGTON CONSERVATIVE DEPOSIT ACCOUNT	61.	61.
HUNTINGTON INTERMEDIATE GOVT	3,356.	3,356.
MORGAN STANLY DN WTTR DISCVR COM NEW	20.	20.
NEXTERA ENERGY INC	185.	185.
OCCIDENTAL PETROLEUM CORP	264.	264.
ORACLE CORP	35.	35.

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

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
PIMCO TOTAL RETURN FUND INSTL CLASS	3,171.	3,171.
PARKER HANNIFIN CORP	215.	215.
PEPSICO INC 2%	199.	199.
PRAXAIR INC	200.	200.
PROCTER & GAMBLE CO	206.	206.
SCHLUMBERGER LTD.	96.	96.
SEMPRA ENERGY CORP	176.	176.
TEMPLETON GLOBAL BOND FUND CLASS A	5,470.	5,470.
TEVA PHARMACEUTICAL INDS ADR	178.	178.
VERIZON COMMUNICATIONS	196.	196.
VODAFONE GROUP PLC	336.	336.
WELLS FARGO & CO NEW	105.	105.
ACCENTURE PLC CL A	152.	152.
HUNTINGTON EQUITY PROTECTION STRATEGIC C	471.	471.
-----	-----	-----
TOTAL	27,268.	27,138.
=====	=====	=====

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	935.			935.
TOTALS	935.	NONE	NONE	935.

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
FOREIGN TAXES	22.	22.	
OTHER TAXES	200.		200.
FEDERAL TAX PAYMENT - PRIOR YE	269.		
FEDERAL ESTIMATES - PRINCIPAL	528.		
FOREIGN TAXES ON QUALIFIED FOR	174.	174.	
FOREIGN TAXES ON NONQUALIFIED	98.	98.	
TOTALS	1,291.	294.	200.

FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
OTHER NONALLOCABLE EXPENSES -	7.	7.
TOTALS	----- 7. =====	----- 7. =====

FORM 990PF, PART II - OTHER INVESTMENTS

=====

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
SCHEDULE ATTACHED	C	1,391,065.	1,485,295.
PRINCIPAL CASH	C	7,364.	7,364.
TOTALS		1,398,429.	1,492,659.

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

=====

DESCRIPTION

AMOUNT

NET INCOME BETWEEN TAX YEARS

793.

TOTAL

793.

=====

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 17,145.

TOTAL COMPENSATION: 17,145.
=====

RECIPIENT NAME:
ADVENT LUTHERAN CHURCH
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT PROGRAM
AMOUNT OF GRANT PAID 13,500.

RECIPIENT NAME:
AMERICAN HEART ASSOCIATION
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT PROGRAM
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
MULTIPLE SCLEROSIS SERVICES AGENCY
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT PROGRAM
AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:
PROJECT HOPE
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT PROGRAM
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
CUYAHOGA COUNTY COMMUNITY COLLEGE
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT PROGRAM
AMOUNT OF GRANT PAID 1,750.

=====

RECIPIENT NAME:
NATIONAL OSTEOPOROSIS FOUNDATION
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT PROGRAM
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
BUTLER INSTITUTE OF AMERICAN ART
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT PROGRAM
AMOUNT OF GRANT PAID 1,250.

RECIPIENT NAME:
BEATITUDE HOUSE
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT PROGRAM
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
TRINITY LUTHERAN SEMINARY
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT PROGRAM
AMOUNT OF GRANT PAID 11,000.

RECIPIENT NAME:
YOUNGSTOWN AREA GOODWILL INDUSTRIES
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT PROGRAM
AMOUNT OF GRANT PAID 8,000.

RECIPIENT NAME:
RESCUE MISSION OF MAHONING VALLEY
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT PROGRAM
AMOUNT OF GRANT PAID 8,000.

RECIPIENT NAME:
OHIO WATERCOLOR SOCIETY
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT PROGRAM
AMOUNT OF GRANT PAID 500.

RECIPIENT NAME:
LUTHERAN CHAPLAINCY SERVICE
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT PROGRAM
AMOUNT OF GRANT PAID 1,500.

RECIPIENT NAME:
MAHONING VALLEY CAMP FIRE COUNCIL
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 4,000.

=====

RECIPIENT NAME:
SALVATION ARMY
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT PROGRAM
AMOUNT OF GRANT PAID 12,750.

RECIPIENT NAME:
OESTERLEN SERVICES OF YOUTH
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT PROGRAM
AMOUNT OF GRANT PAID 6,000.

RECIPIENT NAME:
HANNAHS HOME
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT PROGRAM
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
BETHEL LUTHERAN CHURCH
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT PROGRAM
AMOUNT OF GRANT PAID 21,000.

RECIPIENT NAME:
BETHESDA HOME SERVICES
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT PROGRAM
AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:
FISH SAMARITAN HOUSE
ADDRESS:
17 KENMORE AVE
YOUNGSTOWN, OH 44507
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT PROGRAM
FOUNDATION STATUS OF RECIPIENT:
501C3
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
GIRL SCOUTS LAKE TO RIVER COUNCIL
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT PROGRAM

RECIPIENT NAME:
LORD OF LIFE LUTHERAN CHURCH
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT PROGRAM
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
MICHAEL J FOX FOUNDATION
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 4,000.

=====

RECIPIENT NAME:

FLETCHER SCHOOL

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

EDUCATIONAL

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 3,750.

RECIPIENT NAME:

ST MATTHEW'S HOUSE

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 1,000.

TOTAL GRANTS PAID: 120,000.

=====

FEDERAL CAPITAL GAIN DIVIDENDS
=====

SHORT-TERM CAPITAL GAIN DIVIDENDS

FEDERATED TOTAL RETURN BOND FUND - INSTI	379.00
HUNTINGTON MID CORP AMERICA FD III	45.00
HUNTINGTON INTERMEDIATE GOVT	177.00

TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS	-----	600.00
-----------------------------------------	-------	--------

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

FEDERATED TOTAL RETURN BOND FUND - INSTI	522.00
HEALTH CARE PPTY INVEST INC (REIT)	36.00
HUNTINGTON MID CORP AMERICA FD III	13,798.00
HUNTINGTON GROWTH FUND III	381.00
HUNTINGTON INTERMEDIATE GOVT	75.00
TEMPLETON GLOBAL BOND FUND CLASS A	532.00

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS	-----	15,345.00
---------------------------------------	-------	-----------

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS	-----	15,345.00
----------------------------------------	-------	-----------

GAINS AND LOSSES FROM PASS-THRU ENTITIES

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

COMMON TRUST FUNDS

-4,854.00

TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)

-4,854.00

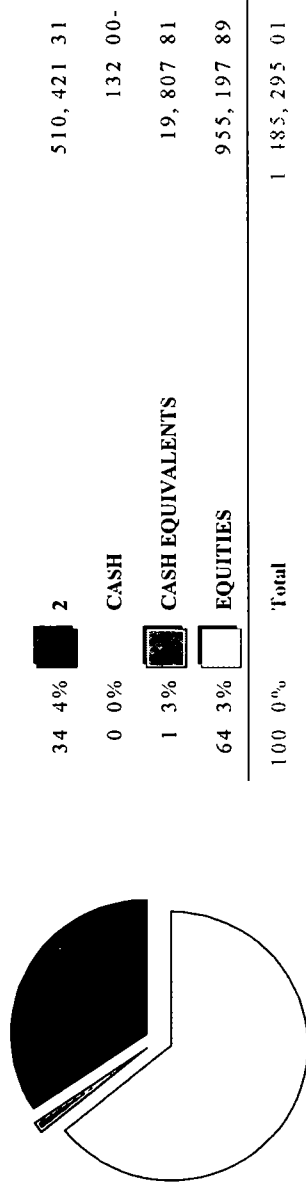
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**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

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					600.	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					-4,854.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					15,345.	
50,002.00		6427. HUNTINGTON REAL STRATEGIES FUND II PROPERTY TYPE: SECURITIES 32,199.00					04/21/2009 17,803.00	10/28/2011
TOTAL GAIN (LOSS)							----- 28,895. =====	

7655003902
SUMMARY OF INVESTMENTS
TRUST, N.A., TRUSTEE OF THE
BROTHERHOOD FOUNDATION

Investment Allocation



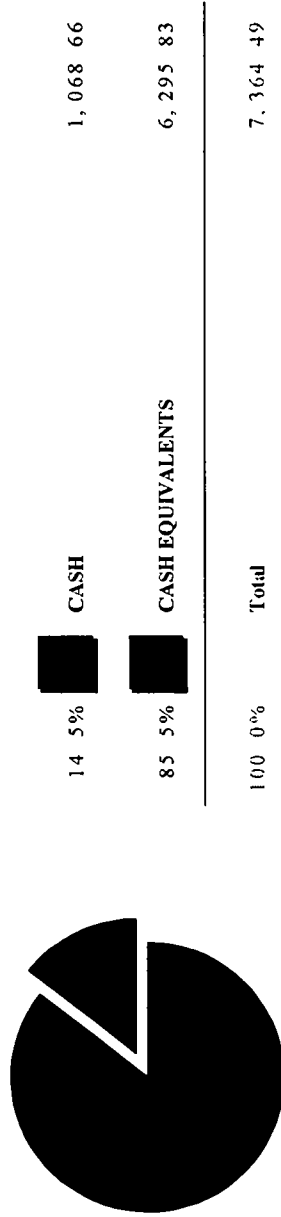
Investment Summary

	Market Value	%	Estimated Income	Current Yield
CASH EQUIVALENTS				
CASH MANAGEMENT FUNDS-TAXABLE	19,807.81	1.33	20	0.10
2				
HUNTINGTON FUNDS-FIXED	234,485.27	15.79	4,747	2.02
MUTUAL FUNDS FIXED INC-TAXABLE	275,936.04	18.58	11,278	4.09
TOTAL 2	510,421.31	34.36	16,025	3.14
EQUITIES				
COMMON STOCK	215,373.09	14.50	5,914	2.75
COMMON STOCK-FOREIGN	21,789.04	1.47	675	3.10
HUNTINGTON FUNDS-EQUITY	718,035.76	48.34	5,335	0.74
TOTAL EQUITIES	955,197.89	64.31	11,924	1.25
CASH				
PRINCIPAL CASH	132.00	0.01	0	0.00

Investment Summary

	Market Value	%	Estimated Income	Current Yield
TOTAL FUND	1,485,295 01	100 00	27,969	1 88

SUMMARY OF INVESTED INCOME
Investment Allocation



Investment Summary

	Market Value	%	Estimated Income	Current Yield
CASH EQUIVALENTS	6,295 83	85 49	6	0 10
CASH MANAGEMENT FUNDS-TAXABLE				
CASH	1,068 66	14 51	0	0 00
INCOME CASH				
TOTAL FUND	7,364 49	100 00	6	0 08

7655003902
SCHEDULE OF INVESTMENTS

UNITS/ SHARES	NAME OF SECURITY	TOT COST	EST INC	YLD MKT	MARKET % TOT VALUE MKT
CASH EQUIVALENTS					
CASH MANAGEMENT FUNDS-TAXABLE					
	HUNTINGTON CONSERVATIVE DEPOSIT ACCOUNT	19,807 81	20 0 1		19,807 81 1 334
2	HUNTINGTON FUNDS-FIXED				
4,833	HUNTINGTON SHORT AND INTERMEDIATE FIXED INCOME FUND III	93,953 52	1,358 1 4		97,094 97 6 537
12,322	HUNTINGTON INTERMEDIATE GOVERNMENT INCOME FUND III	129,873 88	3,389 2 5		137,390 30 9 250
	TOTAL HUNTINGTON FUNDS-FIXED	223,827 40*	4,747* 2 0*		234,485 27* 15 787*
MUTUAL FUNDS FIXED INC-TAXABLE					
9,871 668	FEDERATED TOTAL RETURN BOND FUND - INSTITUTIONAL SHARES	100,000 00	4,561 4 1		111,352 42 7 497
7,447 865	PIMCO TOTAL RETURN FUND - INSTITUTIONAL CLASS	75,000 00	2,674 3 3		80,958 29 5 451
6,738 544	FRANKLIN TEMPLETON GLOBAL BOND FUND - CLASS A	75,000 00	4,043 4 8		83,625 33 5 630
	TOTAL MUTUAL FUNDS FIXED INC-TAXABLE	250,000 00*	11,278* 4 1*		275,936 04* 18 578*
	TOTAL 2	473,827 40*	16,025* 3 1*		510,421 31* 34 365*
EQUITIES					
COMMON STOCK					
100	ABBOTT LABORATORIES	4,259 56	192 3 4		5,623 00 0 379
100	AMERICAN EXPRESS	5,772 00	72 1 5		4,717 00 0 318
200	APPLIED MATERIALS INC	4,034 00	64 3 0		2,142 00 0 144

SCHEDULE OF INVESTMENTS

UNITS/ SHARES	NAME OF SECURITY	TOT COST	EST INC	YLD MKT	MARKET % TOT VALUE MKT
250	BEST BUY COMPANY INC	10,947 50	160	2 7	5,842 50 0 393
200	CISCO SYSTEMS	4,905 64	48	1 3	3,616 00 0 243
100	COCA COLA CO	4,827 00	188	2 7	6,997 00 0 471
100	COLGATE PALMOLIVE	6,100 82	232	2 5	9,239 00 0 622
144	CONOCOPHILLIPS	5,406 49	380	3 6	10,493 28 0 706
150	DARDEN RESTAURANTS INC	4,989 00	258	3 8	6,837 00 0 460
100	EXXON MOBIL CORP	6,854 00	188	2 2	8,476 00 0 571
24	FRONTIER COMMUNICATIONS	220 54	18	14 6	123 60 0 008
300	GENERAL ELECTRIC CO	15,550 50	204	3 8	5,373 00 0 362
75	GOLDMAN SACHS GROUP INC	13,028 25	105	1 5	6,782 25 0 457
155	HEALTH CARE PPTY INVEST INC	5,006 50	298	4 6	6,421 65 0 432
150	HOME DEPOT INC	5,004 00	174	2 8	6,306 00 0 425
300	JP MORGAN CHASE & CO	11,613 00	300	3 0	9,975 00 0 672
200	JOHNSON & JOHNSON	9,987 50	456	3 5	13,116 00 0 883
200	LINEAR TECH INC	6,172 00	192	3 2	6,006 00 0 404
125	MEDTRONIC INC	6,084 78	121	2 5	4,781 25 0 322
400	MICROSOFT CORP	11,887 50	320	3 1	10,384 00 0 699
100	MORGAN STANLEY	4,591 37	20	1 3	1,513 00 0 102

12/31/2011

 7655003902
 SCHEDULE OF INVESTMENTS

UNITS/ SHARES	NAME OF SECURITY	TOT COST	EST INC	YLD MKT	MARKET % TOT VALUE MKT
84	NEXTERA ENERGY INC	3,884 16	185	3 6	5,113 92 0 344
150	OCCIDENTAL PETROLEUM CORP	8,355 00	276	2 0	14,055 00 0 946
150	ORACLE CORPORATION FORMERLY ORACLE SYS CORP W/1 RT/SH	2,848 23	36	0 9	3,847 50 0 259
150	PARKER HANNIFIN CORP	8,225 82	222	1 9	11,437 50 0 770
100	PEPSICO INC	6,234 82	206	3 1	6,635 00 0 447
100	PRAIRAIR INC	5,855 64	200	1 9	10,690 00 0 720
100	PROCTER & GAMBLE CO	6,192 82	210	3 1	6,671 00 0 449
100	SCHLUMBERGER LTD	3,471 87	100	1 5	6,831 00 0 460
96	SEMPRA ENERGY	4,086 72	184	3 5	5,280 00 0 355
100	VERIZON COMMUNICATIONS	3,336 57	200	5 0	4,012 00 0 270
219	WELLS FARGO & CO	11,000 72	105	1 7	6,035 64 0 406
	TOTAL COMMON STOCK	210,734 32*	5,914*	2 7*	215,373 09* 14 500*
	COMMON STOCK-FOREIGN				
200	TEVA PHARMACEUTICAL-SP ADR	5,859 00	157	1 9	8,072 00 0 543
233	VODAFONE GROUP PLC	4,105 46	336	5 1	6,530 99 0 440
135	ACCENTURE PLC CL A	3,935 25	182	2 5	7,186 05 0 484
	TOTAL COMMON STOCK-FOREIGN	13,899 71*	675*	3 1*	21,789 04* 1 467*

7655003902
SCHEDULE OF INVESTMENTS

UNITS/ SHARES	NAME OF SECURITY	TOT COST	EST INC	YLD MKT	MARKET % TOT VALUE MKT
HUNTINGTON FUNDS-EQUITY					
9,625 78	HUNTINGTON MID CORP AMERICA FUND III	92,600 00	106	0 1	132,450 73 8 917
8,577 417	HUNTINGTON INTERNATIONAL EQUITY FUND III	103,412 72	1,072	1 2	86,546 14 5 827
6,035 211	HUNTINGTON DISCIPLINED EQUITY FD TR III	54,737 16	525	0 9	59,205 42 3 986
12,164 53	HUNTINGTON SITUS FUND III	212,530 84	1,994	0 8	237,573 27 15 995
13,940	HUNTINGTON REAL STRATEGIES FUND III	69,839 40	976	1 0	99,671 00 6 711
4,140	HUNTINGTON GROWTH FUND III	139,807 80	662	0 6	102,589 20 6 907
	TOTAL HUNTINGTON FUNDS-EQUITY	672,927 92*	5,335*	0 7*	718,035 76* 48 343*
	TOTAL EQUITIES	897,561 95*	11,924*	1 2*	955,197 89* 64 310*
	PRINCIPAL CASH	132 00-	0 0	0 0	132 00- 0 009-
	TOTAL FUND	1,391,065 16*	27,969*	1 9*	1,485,295 01*100 000*

SCHEDULE OF INCOME INVESTMENTS

UNITS/ SHARES	NAME OF SECURITY	TOT COST	EST INC	YLD MKT	MARKET % TOT VALUE MKT
CASH EQUIVALENTS					
CASH MANAGEMENT FUNDS-TAXABLE					
	HUNTINGTON CONSERVATIVE DEPOSIT ACCOUNT	6,295 83	6	0 1	6,295 83 85 489

DULE OF INCOME INVESTMENTS

7655003902

12/31/2011

PAGE 7

UNITS/ SHARES	NAME OF SECURITY	TOT COST	EST INC	YLD MKT	MARKET % TOT VALUE MKT
	INCOME CASH	1,068 66	0 0		1,068 66 14 511
	TOTAL FUND	7,364 49*	6* 0 1*		7 364 49*100 000*