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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.

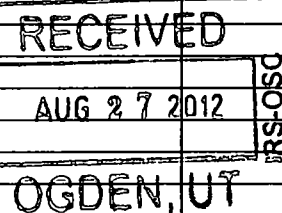
2011

For calendar year 2011 or tax year beginning

, and ending

Name of foundation <b>THE JAMES HUNTINGTON FOUNDATION C/O MR. SAMUEL H. ELLIS</b>		A Employer identification number <b>36-3553345</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>10 S. WACKER DRIVE, SUITE 2675</b>	Room/suite	B Telephone number <b>312-855-4460</b>
City or town, state, and ZIP code <b>CHICAGO, IL 60606</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> Foreign organizations meeting the 85% test, 2. check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 14,291,447.</b>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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))		(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				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		1,238.	1,238.		STATEMENT 1
4 Dividends and interest from securities		408,963.	408,963.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		300,918.			
b Gross sales price for all assets on line 6a <b>19,762,534.</b>					
7 Capital gain net income (from Part IV, line 2)			300,918.		
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)					
11 Other income		-1,245,589.	231,853.		STATEMENT 3
12 Total. Add lines 1 through 11		-534,470.	942,972.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 4		4,500.	4,500.		0.
c Other professional fees STMT 5		430,596.	430,596.		0.
17 Interest					
18 Taxes STMT 6		71,579.	43,079.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 7		3,967.	3,967.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		510,642.	482,142.		0.
25 Contributions, gifts, grants paid		736,500.			736,500.
26 Total expenses and disbursements. Add lines 24 and 25		1,247,142.	482,142.		736,500.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-1,781,612.			
b Net investment income (if negative, enter -0-)			460,830.		
c Adjusted net income (if negative, enter -0-)				N/A	



Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		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		2,624,598.	1,820,654.	1,820,654.	
	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					
	7	Other notes and loans receivable ▶					
		Less: allowance for doubtful accounts ▶					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges					
	10a	Investments - U.S. and state government obligations STMT 8		749,835.	0.	0.	
	b	Investments - corporate stock STMT 9		10,862,436.	10,966,291.	10,966,291.	
	c	Investments - corporate bonds					
	11	Investments - land, buildings, and equipment basis ▶					
		Less: accumulated depreciation ▶					
	12	Investments - mortgage loans					
	13	Investments - other STMT 10		1,908,243.	1,502,366.	1,502,366.	
	14	Land, buildings, and equipment basis ▶					
		Less: accumulated depreciation ▶					
	15	Other assets (describe ▶ FORWARD CONTRACT )		-72,053.	2,136.	2,136.	
	16	Total assets (to be completed by all filers)		16,073,059.	14,291,447.	14,291,447.	
	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					
22		Other liabilities (describe ▶ )					
23		Total liabilities (add lines 17 through 22)		0.	0.		
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 ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.						
	27	Capital stock, trust principal, or current funds		16,073,059.	14,291,447.		
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.		
	29	Retained earnings, accumulated income, endowment, or other funds		0.	0.		
	30	Total net assets or fund balances		16,073,059.	14,291,447.		
	31	Total liabilities and net assets/fund balances		16,073,059.	14,291,447.		

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)	16,073,059.
2	Enter amount from Part I, line 27a	-1,781,612.
3	Other increases not included in line 2 (itemize) ▶	0.
4	Add lines 1, 2, and 3	14,291,447.
5	Decreases not included in line 2 (itemize) ▶	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	14,291,447.

**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 VARIOUS - SEE ATTACHMENT A			P	VARIOUS	VARIOUS
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 19,762,534.		19,461,616.	300,918.
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			300,918.
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	300,918.
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). If (loss), enter -0- in Part I, line 8		3	N/A

**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 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	666,000.	15,078,009.	.044170
2009	733,851.	13,395,059.	.054785
2008	751,381.	14,919,392.	.050363
2007	722,880.	16,175,164.	.044691
2006	641,304.	14,759,849.	.043449

2 Total of line 1, column (d)	2	.237458
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	.047492
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	15,453,376.
5 Multiply line 4 by line 3	5	733,912.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,608.
7 Add lines 5 and 6	7	738,520.
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	736,500.

## THE JAMES HUNTINGTON FOUNDATION

Form 990-PF (2011)

C/O MR. SAMUEL H. ELLIS

36-3553345

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**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 type="checkbox"/> and enter 1% of Part I, line 27b		1	9,217.
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	0.
3 Add lines 1 and 2		3	9,217.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	9,217.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	17,949.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	17,949.	
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	8,732.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> 8,732. Refunded <input type="checkbox"/> 0.	11	0.	

**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 instructions for definition)? 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		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 type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		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? If "Yes," attach the statement required by General Instruction T.		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? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> IL		
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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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**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)	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 **▶ SAMUEL H. ELLIS** Telephone no. **▶ 312-855-4462**  
 Located at **▶ 10 SOUTH WACKER DRIVE STE 2675, CHICAGO, IL** ZIP+4 **▶ 60606-7453**

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** **N/A**

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** **Yes** **No**  
 See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country **▶** **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.

	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <b>N/A</b> <b>▶</b> <input type="checkbox"/>	1b	
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? <b>▶</b> <input type="checkbox"/>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <b>▶</b> _____, _____, _____		
b Are there any years listed in 2a for which the foundation is <b>not</b> 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.) <b>N/A</b>	2b	
c If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here. <b>▶</b> _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) <b>N/A</b>	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

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**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)?

☐ 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)?

N/A

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?

N/A

☐ 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?

If "Yes" to 6b, file Form 8870.

☐ Yes ☒ No

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

N/A

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

**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.

(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
SAMUEL H. ELLIS	TRUSTEE			
10 SOUTH WACKER DRIVE STE 2675				
CHICAGO, IL 606067453	0.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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				

Total number of other employees paid over \$50,000

0

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Part VIII

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
KINNEY ASSET MANAGEMENT, LLC - 175 W. JACKSON BLVD. 4TH FLOOR, CHICAGO, IL 60604	INVESTMENT ADVISORY	425,366.
Total number of others receiving over \$50,000 for professional services		0

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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

**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	15,688,707.
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	15,688,707.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	15,688,707.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	235,331.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	15,453,376.
6	Minimum investment return. Enter 5% of line 5	6	772,669.

**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	772,669.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	9,217.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	9,217.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	763,452.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	763,452.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	763,452.

**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	736,500.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	736,500.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	736,500.

**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				763,452.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			736,065.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 736,500.				
a Applied to 2010, but not more than line 2a			736,065.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				435.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a) )	0.			0.
6 Enter the net total of each column as indicated below:	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
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		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				763,017.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

N/A

**b** Check box to indicate whether the foundation is a private operating foundation described in section

	4942(1)(3) or		4942(1)(5)
--	---------------	--	------------

**b 85% of line 2a**

**d** Amounts included in line 2c not used directly for active conduct of exempt activities

Subtract line 2d from line 2c

a "Assets" alternative test - enter:  
(1) Value of all assets

(2) Value of assets qualifying under section 4942(i)(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

**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).)

NONE

**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.

NONE

**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:**

## THE JAMES HUNTINGTON FOUNDATION

Form 990-PF (2011)

C/O MR. SAMUEL H. ELLIS

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**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
<b>a</b> Paid during the year				
SEE ATTACHMENT B				736,500.
<b>Total</b>			<b>▶ 3a</b>	736,500.
<b>b</b> Approved for future payment				
NONE				
<b>Total</b>			<b>▶ 3b</b>	0.

Form 990-PF (2011)



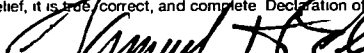

## Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- |  |  |     |    |
|--|--|-----|----|
| <p><b>1</b> 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?</p> <p><b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p><b>b</b> Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p><b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p><b>d</b> 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.</p> |  | Yes | No |
|  |  |     |    |
| 1a(1)  |  |     | X  |
| 1a(2)  |  |     | X  |
|  |  |     |    |
| 1b(1)  |  |     | X  |
| 1b(2)  |  |     | X  |
| 1b(3)  |  |     | X  |
| 1b(4)  |  |     | X  |
| 1b(5)  |  |     | X  |
| 1b(6)  |  |     | X  |
| 1c   |  |     | X  |

[illegible]

- 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
N/A		

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.				May the IRS discuss this return with the preparer shown below (see instr.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
	 Signature of officer or trustee		8/22/12 Date		 Trustee Title		
Paid Preparer Use Only	Print/Type preparer's name <b>MATT MERCER</b>		Preparer's signature <i>Matthew R Mercer</i>		Date 21 AUG 2012	Check <input type="checkbox"/> if self-employed	PTIN <b>P00448241</b>
	Firm's name ▶ <b>DELOITTE TAX LLP</b>					Firm's EIN ▶ <b>86-1065772</b>	
	Firm's address ▶ <b>1601 DODGE STREET, SUITE 3100 OMAHA, NE 68102</b>					Phone no. <b>402-346-7788</b>	

Form **990-PF** (2011)

Huntington Management LLC  
**REALIZED GAINS AND LOSSES**  
**JAMES HUNTINGTON FOUNDATION**  
**CONSOLIDATED ACCOUNTS**  
*From 01-01-11 Through 12-30-11*

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
07-03-07	01-14-11	615	BUOU BRIGITTE MODI ACCESS	116,406.05	86,956.63		-29,449.42
07-03-07	01-18-11	300	BUOU BRIGITTE MODI ACCESS	56,783.43	41,484.11		-15,299.32
12-16-10	01-19-11	600	ABLE CHINTAI HOLDINGS INC	2,843.96	3,947.79	1,103.82	
07-03-07	01-24-11	200	BUOU BRIGITTE MODI ACCESS	37,855.62	28,261.94		-9,593.67
	02-01-11		European Euros	69,745.27	70,313.53	568.25@	
08-15-07	02-01-11	13,000	FRUTAROM	104,692.33	128,328.60		23,636.26
08-16-10	02-07-11	2,500	BECKMAN COULTER INC	113,799.50	206,207.28	92,407.78	
07-30-10	02-07-11	6,700	BECKMAN COULTER INC	302,563.96	552,635.54	250,071.58	
07-03-07	02-07-11	805	BUOU BRIGITTE MODI ACCESS	152,368.89	114,127.61		-38,241.28
08-15-07	02-16-11	2,930	FRUTAROM	23,596.04	28,547.75		4,951.70
08-13-07	02-21-11	500	PRONEXUS INC	3,637.65	2,698.15		-939.50
08-15-07	02-22-11	8,313	FRUTAROM	66,946.72	78,740.09		11,793.36
08-13-07	02-22-11	400	PRONEXUS INC	2,910.12	2,151.17		-758.95
	02-22-11		Japanese Yen	530,868.13	540,000.00	9,131.87@	
08-13-07	02-23-11	300	PRONEXUS INC	2,182.59	1,606.81		-575.78
11-21-06	03-01-11	12,600	HIMIKO CO LTD	164,968.84	114,177.04		-50,791.80
	03-01-11		European Euros	4.19	4.29	0.09@	
	03-01-11		Israeli Shekel	7.80	7.59	-0.20@	
	03-01-11		Japanese Yen	0.15	0.09	-0.05@	
08-13-07	03-03-11	1,200	PRONEXUS INC	8,730.37	6,370.55		-2,359.82
11-21-06	03-07-11	800	HIMIKO CO LTD	10,474.21	7,506.93		-2,967.28
11-21-06	03-08-11	600	HIMIKO CO LTD	7,855.65	5,651.28		-2,204.37
11-21-06	03-09-11	200	HIMIKO CO LTD	2,618.55	1,845.52		-773.03
08-13-07	03-09-11	900	PRONEXUS INC	6,547.78	4,820.02		-1,727.76
08-13-07	03-11-11	900	PRONEXUS INC	6,547.78	4,832.73		-1,715.05
02-01-11	03-15-11	9,500	SK TELECOM CO LTD ADR	166,171.15	169,206.93	3,035.78	
02-15-11	03-15-11	2,100	SK TELECOM CO LTD ADR	36,057.63	37,403.63	1,346.00	
05-19-10	03-15-11	6,500	SK TELECOM CO LTD ADR	106,814.50	115,773.16	8,958.66	
08-16-10	03-15-11	3,700	SK TELECOM CO LTD ADR	59,541.51	65,901.65	6,360.14	
09-08-09	03-15-11	15,000	SK TELECOM CO LTD ADR	228,091.50	267,168.88		39,077.38
	03-16-11		European Euros	1,086,957.02	1,025,000.00	-61,957.02@	
	03-17-11		Japanese Yen	1,559,222.35	1,500,000.00	-59,222.35@	
08-15-07	03-23-11	1,100	FRUTAROM	8,858.58	11,115.66		2,257.07
08-15-07	03-28-11	1,400	FRUTAROM	11,274.55	14,477.05		3,202.49
11-13-08	03-28-11	5,000	FRUTAROM	27,699.74	51,703.75		24,004.01
03-22-06	04-12-11	23,000	DAEKYO CO LTD PREF	59,400.16	91,873.96		32,473.79
	04-20-11		Japanese Yen	32.30	32.05	-0.24@	
11-21-06	04-20-11	100	HIMIKO CO LTD	1,309.27	830.86		-478.41
11-21-06	04-21-11	200	HIMIKO CO LTD	2,618.55	1,668.81		-949.74
03-16-11	04-22-11	700	TOYO CORP	5,523.25	6,863.16	1,339.91	
11-21-06	04-26-11	100	HIMIKO CO LTD	1,309.27	852.81		-456.46
03-17-11	04-27-11	200	ASAHI BREWERIES LTD	3,370.10	3,558.20	188.10	
11-21-06	04-27-11	500	HIMIKO CO LTD	6,546.38	4,173.81		-2,372.57

Huntington Management LLC  
**REALIZED GAINS AND LOSSES**  
**JAMES HUNTINGTON FOUNDATION**  
**CONSOLIDATED ACCOUNTS**  
*From 01-01-11 Through 12-30-11*

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
	04-28-11		Japanese Yen	7,661.72	7,700.33	38.60@	
11-21-06	05-02-11	300	HIMIKO CO LTD	3,927.82	2,593.40		-1,334.42
	05-06-11		European Euros	39,771.70	39,771.14	-0.55@	
11-21-06	05-09-11	400	HIMIKO CO LTD	5,237.10	3,469.38		-1,767.72
11-21-06	05-10-11	300	HIMIKO CO LTD	3,927.82	2,615.36		-1,312.46
	05-12-11		European Euros	1.33	1.33	0.00@	
	05-13-11		Israeli Shekel	1.97	1.95	-0.02@	
	05-13-11		European Euros	466.43	475.58	9.14@	
	05-13-11		European Euros	21,477.13	21,477.14	0.00@	
05-07-10	05-13-11	3,900	JINRO LTD	116,992.83	127,910.90		10,918.06
	05-13-11		Japanese Yen	16,199.30	16,020.50	-178.80@	
05-07-10	05-16-11	1,100	JINRO LTD	32,997.97	36,059.35		3,061.37
	05-17-11		European Euros	1.31	1.30	0.00@	
	05-23-11		Japanese Yen	1.25	1.21	-0.03@	
	05-23-11		European Euros	44,635.27	44,741.44	106.17@	
	05-23-11		British Pound	0.86	0.84	-0.02@	
	05-25-11		Japanese Yen	540,278.33	529,998.78	-10,279.55@	
	05-26-11		Japanese Yen	1.21	1.21	0.00@	
	06-14-11		European Euros	1.33	1.35	0.02@	
	06-14-11		Japanese Yen	14,647.43	14,538.38	-109.04@	
	06-15-11		Japanese Yen	330,352.56	328,499.35	-1,853.21@	
03-17-11	06-15-11	3,000	SHISEIDO CO LTD	53,512.07	52,502.93	-1,009.14	
	06-15-11		European Euros	1,219,911.53	1,175,002.50	-44,909.03@	
	06-15-11		Japanese Yen	953,287.43	946,500.64	-6,786.78@	
	06-25-11		Japanese Yen	345,525.64	345,000.00	-525.64@	
	06-30-11		European Euros	1.36	1.36	0.00@	
	07-01-11		European Euros	2.87	2.86	-0.01@	
	07-06-11		European Euros	22,161.28	22,322.14	160.85@	
	07-06-11		Japanese Yen	20.84	20.90	0.06@	
	07-07-11		Canadian Dollars	424,088.56	425,000.00	911.44@	
05-07-10	07-13-11	300	JINRO LTD	8,999.44	10,162.14		1,162.69
05-17-10	07-13-11	3,700	JINRO LTD	103,371.73	125,333.16		21,961.42
05-17-10	07-14-11	1,300	JINRO LTD	36,319.79	43,687.44		7,367.64
05-28-10	07-14-11	700	JINRO LTD	18,693.10	23,524.01		4,830.90
05-28-10	07-18-11	1,600	JINRO LTD	42,727.10	53,216.45		10,489.34
02-18-11	07-18-11	190	SK TELECOM	27,097.28	25,561.90	-1,535.38	
03-15-11	07-18-11	2,410	SK TELECOM	343,680.50	324,232.61	-19,447.89	
03-29-05	07-19-11	1,000	SK TELECOM	169,972.45	135,490.65		-34,481.80
12-15-10	07-19-11	100	SK TELECOM	15,282.63	13,549.06	-1,733.57	
03-02-11	07-19-11	175	SK TELECOM	25,403.55	23,710.86	-1,692.69	
03-07-11	07-19-11	325	SK TELECOM	48,169.33	44,034.47	-4,134.86	
05-28-10	07-19-11	1,400	JINRO LTD	37,386.21	47,104.59		9,718.37
05-28-10	07-20-11	1,300	JINRO LTD	34,715.77	44,388.77		9,672.99
	07-20-11		European Euros	116,870.14	118,011.36	1,141.22@	
	08-01-11		European Euros	0.37	0.37	0.00@	
	08-01-11		European Euros	50,642.01	50,722.45	80.44@	
	08-02-11		European Euros	6,405.98	6,384.94	-21.03@	
	08-08-11		Japanese Yen	71,799.50	72,414.29	614.78@	
	08-08-11		European Euros	87,277.66	87,306.07	28.41@	
	08-09-11		European Euros	56,419.19	56,324.00	-95.19@	
	08-09-11		European Euros	5,481.69	5,518.57	36.88@	
	08-09-11		European Euros	13,006.38	13,093.89	87.50@	
	08-15-11		British Pound	79.52	79.69	0.17@	
	08-16-11		European Euros	28,590.67	28,429.64	-161.02@	

Huntington Management LLC  
**REALIZED GAINS AND LOSSES**  
**JAMES HUNTINGTON FOUNDATION**  
**CONSOLIDATED ACCOUNTS**  
*From 01-01-11 Through 12-30-11*

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
	08-23-11		European Euros	4,184.07	4,179.86	-4.20@	
	08-25-11		Japanese Yen	1,051,661.46	994,429.70	-57,231.75@	
	08-30-11		Japanese Yen	9,166.60	9,176.16	9.56@	
06-21-11	08-30-11	300	CALBEE INC	10,138.09	14,390.85	4,252.76	
	09-01-11		European Euros	149,751.05	150,961.07	1,210.02@	
	09-01-11		Japanese Yen	5,224.25	5,209.32	-14.92@	
04-11-07	09-01-11	2,500	MEIKO NETWORK JAPAN CO LTD	12,492.11	24,573.74		12,081.62
04-11-07	09-02-11	1,500	MEIKO NETWORK JAPAN CO LTD	7,495.26	14,769.42		7,274.15
	09-06-11		British Pound	0.55	0.54	-0.01@	
04-11-07	09-06-11	3,200	MEIKO NETWORK JAPAN CO LTD	15,989.90	31,164.98		15,175.07
04-11-07	09-07-11	500	MEIKO NETWORK JAPAN CO LTD	2,498.42	4,871.91		2,373.48
06-21-11	09-08-11	100	CALBEE INC	3,379.36	4,755.45	1,376.08	
04-11-07	09-08-11	1,800	MEIKO NETWORK JAPAN CO LTD	8,994.32	17,511.05		8,516.72
	09-08-11		European Euros	1.04	1.03	0.00@	
06-21-11	09-09-11	200	CALBEE INC	6,758.73	9,595.47	2,836.74	
12-30-05	09-12-11	9,000	GLACIER MEDIA INC	20,914.60	18,657.54		-2,257.06
	09-13-11		Japanese Yen	11.06	11.08	0.02@	
06-21-11	09-13-11	100	CALBEE INC	3,379.36	4,884.76	1,505.40	
	09-13-11		European Euros	17,833.15	18,176.22	343.07@	
	09-14-11		Japanese Yen	4,873.70	4,873.70	0.00@	
	09-14-11		European Euros	63.63	65.06	1.42@	
	09-14-11		British Pound	1.69	1.67	-0.02@	
	09-16-11		European Euros	1,188,178.63	1,250,000.00	61,821.36@	
	09-16-11		Japanese Yen	1,367,338.64	1,300,000.00	-67,338.63@	
06-21-11	09-20-11	300	CALBEE INC	10,138.09	15,146.44	5,008.34	
06-21-11	09-27-11	200	CALBEE INC	6,758.73	9,899.07	3,140.34	
03-15-11	09-27-11	280	SK TELECOM	39,929.68	36,685.12	-3,244.56	
	09-28-11		European Euros	1.03	1.05	0.02@	
03-15-11	09-28-11	600	SK TELECOM	85,563.61	77,732.39	-7,831.22	
04-11-07	09-29-11	300	MEIKO NETWORK JAPAN CO LTD	1,499.05	2,928.71		1,429.65
	10-01-11		European Euros	0.32	0.32	0.00@	
	10-03-11		European Euros	0.28	0.28	0.00@	
	10-06-11		European Euros	31,366.82	31,691.06	324.23@	
	10-07-11		Canadian Dollars	395,885.27	425,000.00	29,114.73@	
	10-07-11		European Euros	17,450.93	17,395.06	-55.86@	
	10-12-11		European Euros	0.60	0.57	-0.02@	
	10-13-11		British Pound	0.12	0.13	0.00@	
	10-13-11		Japanese Yen	1.70	1.70	0.00@	
	10-13-11		European Euros	57,737.13	56,665.22	-1,071.91@	
	10-13-11		European Euros	9,344.65	9,078.18	-266.46@	
	10-14-11		European Euros	18,338.43	17,763.94	-574.48@	
03-15-11	10-17-11	500	SK TELECOM	71,303.00	70,922.80	-380.20	
03-15-11	10-18-11	700	SK TELECOM	99,824.21	100,563.07	738.85	
03-15-11	10-21-11	110	SK TELECOM	15,686.66	15,344.62	-342.04	
02-23-11	10-21-11	50	SK TELECOM	7,017.88	6,974.82	-43.06	
02-21-11	10-21-11	260	SK TELECOM	36,298.21	36,269.10	-29.11	
03-03-09	10-21-11	20	SK TELECOM	2,325.72	2,789.94		464.21

Huntington Management LLC  
**REALIZED GAINS AND LOSSES**  
**JAMES HUNTINGTON FOUNDATION**  
**CONSOLIDATED ACCOUNTS**  
*From 01-01-11 Through 12-30-11*

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
03-03-09	10-24-11	596	SK TELECOM	69,306 50	84,621 67		15,315.16
	10-31-11		European Euros	0.59	0.60	0 00@	
	11-10-11		Canadian Dollars	2 65	2.60	-0.05@	
	11-15-11		Canadian Dollars	36,417.99	36,417.99	0.00@	
	11-16-11		Japanese Yen	0 34	0.05	-0 29@	
	11-16-11		Japanese Yen	154,578 36	156,671.28	2,092 92@	
	11-17-11		Japanese Yen	868,315.10	868,328 66	13.55@	
	11-18-11		European Euros	1 25	1 27	0.02@	
	11-21-11		European Euros	0 84	0 85	0 01@	
	11-23-11		European Euros	0 18	0 19	0 01@	
	11-25-11		European Euros	1 99	2 07	0 08@	
	11-29-11		Japanese Yen	48,000 36	48,000 37	0.00@	
	12-01-11		European Euros	0 61	0 63	0 01@	
	12-20-11		European Euros	1,421,560.29	1,490,005.46	68,445 17@	
	12-20-11		Japanese Yen	1,355,387 36	1,370,023.75	14,636 38@	
TOTAL GAINS						574,599 02	283,209 02
TOTAL LOSSES						-354,082 27	-202,807 78
TOTAL REALIZED GAIN/LOSS						220,516.74	80,401.23
300,917 97				19,461,616.34	19,762,534.32		

An '@' denotes a currency transaction.

American Cancer Society	\$500	6/8/2011
Hospice Foundation of North Eastern Illinois	\$5,000	9/12/2011
Juvenile Diabetes Foundation	\$35,000	9/20/2011
Merrit School of Music (2)	\$8,000	12/8/2011
Advocate Good Shepherd Hospital	\$5,000	12/8/2011
Arizona Sonora Museum	\$8,000	12/8/2011
Art Institute of Chicago	\$10,000	12/8/2011
Barrington Area Community Foundation	\$5,000	12/8/2011
Barrington Area Conservation Trust	\$3,000	12/8/2011
Barrington Giving Day	\$3,000	12/8/2011
Barrington Youth Services	\$5,000	12/8/2011
Chicago Botanic Garden	\$1,000	12/8/2011
Chicago History Museum	\$3,000	12/8/2011
Chicago Public Radio	\$5,000	12/8/2011
Chicago Shakespeare Theater	\$7,500	12/8/2011
Chicago Symphony Orchestral Association	\$3,000	12/8/2011
Chicago Zoological Society	\$25,000	12/8/2011
Children's Memorial Hospital	\$1,000	12/8/2011
Citizens For Conservation	\$2,000	12/8/2011
Cuba Cares Fund	\$10,000	12/8/2011
District 220 Educational Foundation	\$4,000	12/8/2011
Ducks Unlimited, Inc.	\$5,000	12/8/2011
Field Museum of Natural History	\$1,000	12/8/2011
Foundation For Homan Square	\$3,500	12/8/2011
Foundation for Lincoln Public Schools (Bill Pfeiff Award)	\$14,000	12/8/2011
Fresh Air Fund	\$1,000	12/8/2011
Golden Apple Foundation	\$2,000	12/8/2011
Hadley School for the Blind	\$3,000	12/8/2011
Heritage Foundation	\$7,000	12/8/2011
Hospice Foundation of North Eastern Illinois (2)	\$2,000	12/8/2011
Link Unlimited	\$15,000	12/8/2011
Lyric Opera of Chicago	\$3,000	12/8/2011
Max McGraw Wildlife Foundation (2)	\$5,000	12/8/2011
Nature Conservancy of Illinois	\$10,000	12/8/2011
Northwestern Memorial Hospital - The Women's Board	\$3,000	12/8/2011
Northwestern University Parents Fund	\$6,000	12/8/2011
Old Town School of Folk Music	\$3,000	12/8/2011
Openlands	\$25,000	12/8/2011
Opportunity International	\$10,000	12/8/2011
Presbyterian Church of Barrington	\$5,000	12/8/2011
Shedd Aquarium	\$3,000	12/8/2011
Sonoran Institute	\$3,000	12/8/2011
The Brain Research Foundation	\$15,000	12/8/2011
The Chicago Council on Global Affairs	\$2,000	12/8/2011
The Wetlands Initiative	\$2,500	12/8/2011
Trout Unlimited	\$8,000	12/8/2011
Trustees of Deerfield Academy	\$12,000	12/8/2011
Trustees of Phillips Academy - Ellis Family Fund	\$3,000	12/8/2011
Tucson Museum of Art	\$10,000	12/8/2011
University of Arizona Foundation	\$5,000	12/8/2011
University of Michigan Parents Pledge Program	\$3,000	12/8/2011
Wellness Place	\$8,000	12/8/2011
WTTW Channel 11	\$5,000	12/8/2011
Young Naperville Singers	\$2,000	12/8/2011
Community Baptist Church	\$1,000	12/8/2011
Home of the Sparrow	\$2,000	12/8/2011
World Golf Hall of Fame Museum	\$500	12/8/2011
Rice County Community Foundation - Class of 1961 Scholarship Fund	\$1,500	12/13/2011
Association House of Chicago	\$20,000	12/13/2011
Earned Assets Resource Network	\$1,500	12/13/2011
Jane Addams Hull House Association	\$3,000	12/13/2011
Lakewood High School Foundation	\$4,500	12/13/2011
Optimist Scholarship Foundation of Delphos Ohio Inc	\$3,000	12/13/2011
Park Community Church	\$10,000	12/13/2011
Rush University Medical Center	\$3,000	12/13/2011
The Evergreen Middle School PTA	\$25,000	12/13/2011
University of Nebraska Foundation	\$1,000	12/13/2011
Antiquarian Society	\$1,000	12/13/2011
Conifer High School	\$3,000	12/13/2011

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FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

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SOURCE	AMOUNT
GOLDMAN SACHS	426.
US INTEREST	812.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	1,238.

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FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
VARIOUS	408,963.	0.	408,963.
TOTAL TO FM 990-PF, PART I, LN 4	408,963.	0.	408,963.

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FORM 990-PF OTHER INCOME STATEMENT 3

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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DISTRIBUTIONS FROM PARTNERSHIPS	333,244.	0.	
UNREALIZED LOSS FROM SECURITIES	-1,578,062.	0.	
TAXABLE INCOME FROM PFIC	0.	231,853.	
UNREALIZED LOSS FROM FOREIGN CURRENCY	-771.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-1,245,589.	231,853.	

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FORM 990-PF ACCOUNTING FEES STATEMENT 4

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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING & LEGAL FEES	4,500.	4,500.		0.
TO FORM 990-PF, PG 1, LN 16B	4,500.	4,500.		0.

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FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BROKER AND BANK FEES	430,596.	430,596.		0.
TO FORM 990-PF, PG 1, LN 16C	430,596.	430,596.		0.

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FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN DIVIDEND WITHHOLDING	43,064.	43,064.		0.
PERMITS	15.	15.		0.
FEDERAL TAXES	28,500.	0.		0.
TO FORM 990-PF, PG 1, LN 18	71,579.	43,079.		0.

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FORM 990-PF	OTHER EXPENSES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK SERVICE CHARGE	3,967.	3,967.		0.
TO FORM 990-PF, PG 1, LN 23	3,967.	3,967.		0.

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FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	8
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US TREASURY OBLIGATIONS	X		0.	0.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			0.	0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	10,966,291.	10,966,291.
TOTAL TO FORM 990-PF, PART II, LINE 10B	10,966,291.	10,966,291.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT IN GS MEZZANINE PARTNERS III OFFSHORE, L.P.	FMV	357,069.	357,069.
INVESTMENT IN GS MEZZANINE PARTNERS 2006 OFFSHORE, L.P.	FMV	440,914.	440,914.
INVESTMENT IN GOLDMAN SACHS WLR OPPORTUNITIES FUND OFFSHORE, L.P.	FMV	704,383.	704,383.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,502,366.	1,502,366.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**

**Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

**Part II Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions	
Type or print Name of exempt organization or other filer, see instructions <b>THE JAMES HUNTINGTON FOUNDATION</b> File by the due date for filing your return. See instructions. <b>C/O MR. SAMUEL H. ELLIS</b>	Employer identification number (EIN) or <input checked="" type="checkbox"/> <b>36-3553345</b>
Number, street, and room or suite no. If a P.O. box, see instructions. <b>10 S. WACKER DRIVE, SUITE 2675</b>	Social security number (SSN) <input type="checkbox"/>
City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>CHICAGO, IL 60606</b>	

Enter the Return code for the return that this application is for (file a separate application for each return)

**0 4**

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

- The books are in the care of **JOE GERACE**

Telephone No **312-855-4462**

FAX No. **312-855-9283**

- If the organization does not have an office or place of business in the United States, check this box ☐

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2012**.

5 For calendar year **2011**, or other tax year beginning ☐, and ending ☐

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return

☐ Change in accounting period

7 State in detail why you need the extension

**TAXPAYER NEEDS ADDITIONAL TIME TO FILE A COMPLETE AND ACCURATE TAX RETURN.**

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	9,217.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	18,166.
c <b>Balance due.</b> Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	8c	\$	0.

**Signature and Verification must be completed for Part II only.**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature **Erica Muntz** Title **DELOITTE TAX, LLP**

Date **8/13/12**

Form 8868 (Rev. 1-2012)