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Form **990-PF**
Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

OMB No. 1545-0052

2011

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

Name of foundation
HATFIELD, COLONEL JAMES T MEMORIAL TRUST

A Employer identification number
61-6190121

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

B Telephone number (see instructions)
(614) 331-9837

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

C If exemption application is pending, check here . . . . . ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 2,013,591.

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

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

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)*	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc , received (attach schedule)				
2 Check ▶ ☐ if the foundation is **not** required to attach Sch. B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	51,884.	51,884.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	83,507.			
b Gross sales price for all assets on line 6a 286,182.				
7 Capital gain net income (from Part IV, line 2)		83,507.		
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	135,391.	135,391.		
13 Compensation of officers, directors, trustees, etc	17,668.	8,834.		8,834.
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)				
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions) STMT 3	1,121.	597.		
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 4	26.	13.		13.
24 **Total operating and administrative expenses.** Add lines 13 through 23	18,815.	9,444.	NONE	8,847.
25 Contributions, gifts, grants paid	104,327.			104,327.
26 **Total expenses and disbursements** Add lines 24 and 25	123,142.	9,444.	NONE	113,174.
27 Subtract line 26 from line 12:				
a **Excess of revenue over expenses and disbursements**	12,249.			
b **Net investment income** (if negative, enter -0-)		125,947.		
c **Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	357.		
	2 Savings and temporary cash investments	41,114.	17,625.	17,625.
	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) STMT 5	5,688.	5,134.	5,377.
	b Investments - corporate stock (attach schedule) STMT 6	1,297,178.	1,333,258.	1,434,215.
	c Investments - corporate bonds (attach schedule) STMT 7	526,452.	526,964.	556,374.
	11 Investments - land, buildings, and equipment: basis ▶ Less: accumulated depreciation ▶ (attach schedule)			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)			
	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)	1,870,789.	1,882,981.	2,013,591.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ X			
	27 Capital stock, trust principal, or current funds		1,882,981.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	1,870,789.		
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see instructions)	1,870,789.	1,882,981.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	1,870,789.	1,882,981.	

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	1,870,789.
2	Enter amount from Part I, line 27a	2	12,249.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	1,754.
4	Add lines 1, 2, and 3	4	1,884,792.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	1,811.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,882,981.

Form **990-PF** (2011)

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	PUBLICLY TRADED SECURITIES			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	274,553.		202,675.	71,878.
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col (k), but not less than -0-) or Losses (from col. (h))
a				71,878.
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	83,507.
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	109,547.	1,978,237.	0.05537607476
2009	97,839.	1,822,781.	0.05367567470
2008	131,484.	1,929,144.	0.06815665394
2007	NONE	NONE	NONE
2006	NONE	NONE	NONE

2	**Total** of line 1, column (d)	2	0.17720840340
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	0.03544168068
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	2,054,676.
5	Multiply line 4 by line 3	5	72,821.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,259.
7	Add lines 5 and 6	7	74,080.
8	Enter qualifying distributions from Part XII, line 4	8	113,174.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b		1	1,259.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3	Add lines 1 and 2		3	1,259.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	1,259.
6	Credits/Payments:			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a 392.		
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	392.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	867.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ **Refunded** ▶		11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶$ _____ (2) On foundation managers. ▶$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6		X
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ KY			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ HUNTINGTON NATIONAL BANK Telephone no. ▶ (513)366-3065

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

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

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

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶	16		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? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ ☐	1b		X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No If "Yes," list the years ▶ _____, _____, _____, _____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ _____, _____, _____, _____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		X

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

5a	During the year did the foundation pay or incur any amount to:				
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes	☒ No		
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes	☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes	☒ No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	☐ Yes	☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes	☒ No		
b	If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?			5b	
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes	☐ No		
	If "Yes," attach the statement required by Regulations section 53.4945-5(d).				
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes	☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			6b	X
	If "Yes" to 6b, file Form 8870.				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes	☒ No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?			7b	

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		17,668.	-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	2,067,966.
b	Average of monthly cash balances	1b	17,999.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	2,085,965.
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	2,085,965.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	31,289.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,054,676.
6	**Minimum investment return.** Enter 5% of line 5	6	102,734.

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	102,734.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	1,259.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	1,259.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	101,475.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	101,475.
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	101,475.

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	113,174.
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	113,174.
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	1,259.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	111,915.

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				101,475.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			NONE	
b Total for prior years: 20 09 , 20 , 20		NONE		
3 Excess distributions carryover, if any, to 2011:				
a From 2006 NONE				
b From 2007 NONE				
c From 2008 36,301.				
d From 2009 7,594.				
e From 2010 11,413.				
f Total of lines 3a through e	55,308.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 113,174.				
a Applied to 2010, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2011 distributable amount				101,475.
e Remaining amount distributed out of corpus	11,699.			
5 Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	67,007.			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	NONE			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	67,007.			
10 Analysis of line 9:				
a Excess from 2007 NONE				
b Excess from 2008 36,301.				
c Excess from 2009 7,594.				
d Excess from 2010 11,413.				
e Excess from 2011 11,699.				

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

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

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

	Tax year	Prior 3 years			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

N/A

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 11				
Total ▶ **3a**				104,327.
b *Approved for future payment*				
Total ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	51,882.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	83,507.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				135,389.	
13 Total. Add line 12, columns (b), (d), and (e)				13	135,389.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee | Date: 04/23/2012 | Title

HUNTINGTON NATIONAL BANK

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
REBECCA J TOTMAN		04/23/2012		P00098714

Firm's name ▶ THOMSON REUTERS (TAX & ACCOUNTING) Firm's EIN ▶ 75-1297386

Firm's address ▶ 6135 TRUST DRIVE, STE. 118 HOLLAND, OH 43528 Phone no. 419-861-2300

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AMGEN INC W/1 RT/SH	196.	196.
APPLIED MATLS INC	465.	465.
ARCHER DANIELS MIDLAND	297.	297.
BCE INC NEW	1,247.	1,247.
BP AMOCO PLC	1,008.	1,008.
CHEVRONTEXACO CORP	1,545.	1,545.
CISCO SYSTEMS W/1 RT/SH	225.	225.
DOVER CORP W/1 RT/SH	472.	472.
EXELON CORP	630.	630.
GNMA POOL# 315036 8.5% 10/15/2021	454.	454.
GENERAL ELECTRIC CO	440.	440.
HUNTINGTON MID CORP AMERICA FD II	1,289.	1,289.
HUNTINGTON DIVIDEND CAPTURE FUND II	4,054.	4,054.
HUNTINGTON INTERNATIONAL EQUITY FUND II	2,514.	2,514.
HUNTINGTON GLOBAL SELECT MARKETS FUND -	840.	840.
HUNTINGTON DISCIPLINED EQUITY FD TR III	320.	320.
ILLINOIS TOOL WORKS	552.	552.
INTEL CORP	782.	782.
IBM CORP	870.	870.
JP MORGAN CHASE & CO	400.	400.
KROGER CO W/1 RT/SH	860.	860.
MEDTRONIC INC W/1 RT/SH	561.	561.
MERCK & CO INC	760.	760.
MICROSOFT CORP	544.	544.
HUNTINGTON SHORT & INTER FIX FD II	1,385.	1,385.
HUNTINGTON MORTGAGE SECURITIES	3,835.	3,835.
HUNTINGTON FIXED INC FUND II	7,058.	7,058.
HUNTINGTON CONSERVATIVE DEPOSIT ACCOUNT	42.	42.
HUNTINGTON INTERMEDIATE GOVT INCOME FUND	4,591.	4,591.
ORACLE CORPORATION W/1 RT/SH	460.	460.
PARKER HANNIFIN CORP W/1 RT/SH	444.	444.
PEPSICO INC	796.	796.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PFIZER INC W/1 RT/SH	1,560.	1,560.
PROCTER & GAMBLE CO	1,952.	1,952.
QEP RESOURCES INC	56.	56.
QUESTAR CORP W/1 RT/SH	434.	434.
ROYAL DUTCH SHELL PLC -ADR	1,344.	1,344.
SPECTRA ENERGY CORP	1,060.	1,060.
TEVA PHARMACEUTICAL INDS ADR	152.	152.
TEXAS INSTR INC W/1 RT/SH	672.	672.
3M CO	440.	440.
U S BANCORP	351.	351.
UNITED TECH CORP	560.	560.
VODAFONE GROUP PLC	1,244.	1,244.
WAL MART STORES INC	699.	699.
ACE LIMITED	802.	802.
HUNTINGTON EQUITY PROTECTION STRATEGIC C	622.	622.
TOTAL	51,884.	51,884.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	389.	389.
FEDERAL TAX PAYMENT - PRIOR YE	132.	
FEDERAL ESTIMATES - PRINCIPAL	392.	
FOREIGN TAXES ON QUALIFIED FOR	208.	208.
TOTALS	1,121.	597.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER NON-ALLOCABLE EXPENSE -	26.	13.	13.
TOTALS	26.	13.	13.

HATFIELD, COLONEL JAMES T MEMORIAL TRUST 61-6190121

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SCHEDULE ATTACHED	5,134.	5,377.
TOTALS	5,134.	5,377.

HATFIELD, COLONEL JAMES T MEMORIAL TRUST 61-6190121

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SCHEDULE ATTACHED	1,333,258.	1,434,215.
TOTALS	1,333,258.	1,434,215.

HATFIELD, COLONEL JAMES T MEMORIAL TRUST 61-6190121

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SCHEDULE ATTACHED	526,964.	556,374.
TOTALS	526,964.	556,374.

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

DESCRIPTION	AMOUNT
2010 TAXABLE INCOME POSTED IN 2011	1,578.
ROUNDING	3.
2011 CTF DIFF BETWEEN INCOME REPORTED & CASH REC'D	173.
TOTAL	1,754.

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

DESCRIPTION	AMOUNT
2011 TAXABLE INCOME POSTED IN 2012	1,390.
2011 CTF - DIFF BETWEEN BASIS ADJ & CAP LOSS REPORTED	421.
TOTAL	1,811.

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

OFFICER NAME:
HUNTINGTON NATIONAL BANK
ADDRESS:
PO BOX 1558 DEPT EA4E86
COLUMBUS, OH 43216
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 2
COMPENSATION ..... 17,668.

TOTAL COMPENSATION: 17,668.

RECIPIENT NAME:
DAN BEARD COUNCIL OF BOY
SCOUTS OF AMERICA
ADDRESS:
2331 VICTORY PARKWAY
CINCINNATI, OH 45206
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT BSA
FOUNDATION STATUS OF RECIPIENT:
501C3
AMOUNT OF GRANT PAID ..... 104,327.

TOTAL GRANTS PAID: 104,327.

Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES					
.75 MOTOROLA MOBILITY HOLDINGS -W	04/30/2010	01/19/2011	24.00	18.00	6.00
.143 MOTOROLA SOLUTIONS INC	04/30/2010	01/20/2011	5.00	4.00	1.00
20. ORACLE CORPORATION CALL ON 01/2011	12/14/2010	01/20/2011	-3,980.00	-2,520.00	-1,460.00
5. ACE LIMITED CALL ON 01/2011 60	12/13/2010	01/20/2011	-524.00	-1,060.00	536.00
5. ACE LIMITED CALL ON 02/2011 60	01/20/2011	02/15/2011	-1,446.00	-975.00	-471.00
20. ORACLE CORPORATION CALL ON 02/2011	01/20/2011	02/15/2011	-3,679.00	-2,660.00	-1,019.00
5. ACE LIMITED CALL ON 03/2011 60	02/15/2011	03/17/2011	-560.00	-1,650.00	1,090.00
353.795 HUNTINGTON FIXED INC FUND II	04/01/2011	04/07/2011	7,773.00	7,904.00	-131.00
627. MOTOROLA SOLUTIONS INC	04/30/2010	04/07/2011	27,863.00	18,097.00	9,766.00
548. MOTOROLA MOBILITY HOLDINGS -W	04/30/2010	04/07/2011	13,639.00	13,225.00	414.00
1. ACE LIMITED CALL ON 05/2011 65	03/17/2011	05/10/2011	-361.00	-83.00	-278.00
4. ACE LIMITED CALL ON 05/2011 65	03/17/2011	05/11/2011	-1,384.00	-332.00	-1,052.00
5. ACE LIMITED CALL ON 06/2011 67.5	05/11/2011	06/17/2011		-1,033.00	1,033.00
20. ORACLE CORPORATION CALL ON 06/2011	02/15/2011	06/17/2011		-3,380.00	3,380.00
3.914 HUNTINGTON DIVIDEND CAPTURE FUND	10/29/2010	09/20/2011	33.00	79.00	-46.00
100. CHEVRONTEXACO CORP	02/10/2011	12/21/2011	10,488.00	9,671.00	817.00
TOTAL CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES			47,891.00	35,305.00	12,586.00
Totals			47,891.00	35,305.00	12,586.00

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Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES					
30.64 GNMA POOL# 315036 8.5%	10/30/1991	01/18/2011	31.00	31.00	
800. CONOCOPHILLIPS	08/23/2004	02/10/2011	55,968.00	22,997.00	32,971.00
500. L3 COMMUNICATIONS HLDG	04/21/2003	02/10/2011	39,884.00	19,959.00	19,925.00
30.87 GNMA POOL# 315036 8.5%	10/30/1991	02/15/2011	31.00	32.00	-1.00
37.27 GNMA POOL# 315036 8.5%	10/30/1991	03/15/2011	37.00	38.00	-1.00
556.537 HUNTINGTON FIXED INC FUND II	04/06/2010	04/07/2011	12,227.00	12,033.00	194.00
700. TEVA PHARMACEUTICAL INDS ADR	11/24/2004	04/07/2011	35,601.00	19,271.00	16,330.00
31.38 GNMA POOL# 315036 8.5%	10/30/1991	04/15/2011	31.00	32.00	-1.00
43.95 GNMA POOL# 315036 8.5%	10/30/1991	05/16/2011	44.00	45.00	-1.00
100. PROCTER & GAMBLE CO	07/19/1993	05/20/2011	6,742.00	1,240.00	5,502.00
44.28 GNMA POOL# 315036 8.5%	10/30/1991	06/15/2011	44.00	45.00	-1.00
56.95 GNMA POOL# 315036 8.5%	10/30/1991	07/15/2011	57.00	58.00	-1.00
57.37 GNMA POOL# 315036 8.5%	10/30/1991	08/15/2011	57.00	59.00	-2.00
33.13 GNMA POOL# 315036 8.5%	10/30/1991	09/15/2011	33.00	34.00	-1.00
2340.752 HUNTINGTON DIVIDEND CAPTURE FUND II	05/08/2007	09/20/2011	19,967.00	27,789.00	-7,822.00
107.39 GNMA POOL# 315036 8.5% 10/15/2021	10/30/1991	10/17/2011	107.00	110.00	-3.00
34.19 GNMA POOL# 315036 8.5%	10/30/1991	11/15/2011	34.00	35.00	-1.00
590. ACE LIMITED	04/30/2010	12/01/2011	40,415.00	31,262.00	9,153.00
34.44 GNMA POOL# 315036 8.5%	10/30/1991	12/15/2011	34.00	35.00	-1.00
1500. APPLIED MATLS INC	09/21/2007	12/21/2011	15,318.00	32,265.00	-16,947.00
TOTAL CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES			226,662.00	167,370.00	59,292.00
Totals			226,662.00	167,370.00	59,292.00

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FEDERAL CAPITAL GAIN DIVIDENDS

SHORT-TERM CAPITAL GAIN DIVIDENDS

HUNTINGTON MID CORP AMERICA FD II	45.00	
HUNTINGTON FIXED INC FUND II	365.00	
HUNTINGTON INTERMEDIATE GOVT INCOME FUND	204.00	
TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS		613.00

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

HUNTINGTON MID CORP AMERICA FD II	13,804.00	
HUNTINGTON GLOBAL SELECT MARKETS FUND -	761.00	
HUNTINGTON FIXED INC FUND II	2,769.00	
HUNTINGTON INTERMEDIATE GOVT INCOME FUND	87.00	
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		17,420.00
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS		17,420.00

GAINS AND LOSSES FROM PASS-THRU ENTITIES

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

COMMON TRUST FUNDS	-6,404.00	
TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)		-6,404.00

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS					613.	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					-6,404.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					17,420.	
		30.64 GNMA POOL# 315036 8.5% 10/15/2021 PROPERTY TYPE: SECURITIES					10/30/1991	01/18/2011
31.00		31.00						
		.75 MOTOROLA MOBILITY HOLDINGS -W PROPERTY TYPE: SECURITIES					04/30/2010	01/19/2011
24.00		18.00					6.00	
		.143 MOTOROLA SOLUTIONS INC PROPERTY TYPE: SECURITIES					04/30/2010	01/20/2011
5.00		4.00					1.00	
		20. ORACLE CORPORATION CALL ON 01/2011 3 PROPERTY TYPE: SECURITIES					12/14/2010	01/20/2011
-3,980.00		-2,520.00					-1,460.00	
		5. ACE LIMITED CALL ON 01/2011 60 PROPERTY TYPE: SECURITIES					12/13/2010	01/20/2011
-524.00		-1,060.00					536.00	
		800. CONOCOPHILLIPS PROPERTY TYPE: SECURITIES					08/23/2004	02/10/2011
55,968.00		22,997.00					32,971.00	
		500. L3 COMMUNICATIONS HLDG PROPERTY TYPE: SECURITIES					04/21/2003	02/10/2011
39,884.00		19,959.00					19,925.00	
		30.87 GNMA POOL# 315036 8.5% 10/15/2021 PROPERTY TYPE: SECURITIES					10/30/1991	02/15/2011
31.00		32.00					-1.00	
		5. ACE LIMITED CALL ON 02/2011 60 PROPERTY TYPE: SECURITIES					01/20/2011	02/15/2011
-1,446.00		-975.00					-471.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		20. ORACLE CORPORATION CALL ON 02/2011 3 PROPERTY TYPE: SECURITIES					01/20/2011	02/15/2011
-3,679.00		-2,660.00					-1,019.00	
		37.27 GNMA POOL# 315036 8.5% 10/15/2021 PROPERTY TYPE: SECURITIES					10/30/1991	03/15/2011
37.00		38.00					-1.00	
		5. ACE LIMITED CALL ON 03/2011 60 PROPERTY TYPE: SECURITIES					02/15/2011	03/17/2011
-560.00		-1,650.00					1,090.00	
		353.795 HUNTINGTON FIXED INC FUND II PROPERTY TYPE: SECURITIES					04/01/2011	04/07/2011
7,773.00		7,904.00					-131.00	
		556.537 HUNTINGTON FIXED INC FUND II PROPERTY TYPE: SECURITIES					04/06/2010	04/07/2011
12,227.00		12,033.00					194.00	
		627. MOTOROLA SOLUTIONS INC PROPERTY TYPE: SECURITIES					04/30/2010	04/07/2011
27,863.00		18,097.00					9,766.00	
		548. MOTOROLA MOBILITY HOLDINGS -W PROPERTY TYPE: SECURITIES					04/30/2010	04/07/2011
13,639.00		13,225.00					414.00	
		700. TEVA PHARMACEUTICAL INDS ADR PROPERTY TYPE: SECURITIES					11/24/2004	04/07/2011
35,601.00		19,271.00					16,330.00	
		31.38 GNMA POOL# 315036 8.5% 10/15/2021 PROPERTY TYPE: SECURITIES					10/30/1991	04/15/2011
31.00		32.00					-1.00	
		1. ACE LIMITED CALL ON 05/2011 65 PROPERTY TYPE: SECURITIES					03/17/2011	05/10/2011
-361.00		-83.00					-278.00	
		4. ACE LIMITED CALL ON 05/2011 65 PROPERTY TYPE: SECURITIES					03/17/2011	05/11/2011
-1,384.00		-332.00					-1,052.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		43.95 GNMA POOL# 315036 8.5% 10/15/2021 PROPERTY TYPE: SECURITIES					10/30/1991	05/16/2011
44.00		45.00					-1.00	
		100. PROCTER & GAMBLE CO PROPERTY TYPE: SECURITIES					07/19/1993	05/20/2011
6,742.00		1,240.00					5,502.00	
		44.28 GNMA POOL# 315036 8.5% 10/15/2021 PROPERTY TYPE: SECURITIES					10/30/1991	06/15/2011
44.00		45.00					-1.00	
		5. ACE LIMITED CALL ON 06/2011 67.5 PROPERTY TYPE: SECURITIES					05/11/2011	06/17/2011
		-1,033.00					1,033.00	
		20. ORACLE CORPORATION CALL ON 06/2011 3 PROPERTY TYPE: SECURITIES					02/15/2011	06/17/2011
		-3,380.00					3,380.00	
		56.95 GNMA POOL# 315036 8.5% 10/15/2021 PROPERTY TYPE: SECURITIES					10/30/1991	07/15/2011
57.00		58.00					-1.00	
		57.37 GNMA POOL# 315036 8.5% 10/15/2021 PROPERTY TYPE: SECURITIES					10/30/1991	08/15/2011
57.00		59.00					-2.00	
		33.13 GNMA POOL# 315036 8.5% 10/15/2021 PROPERTY TYPE: SECURITIES					10/30/1991	09/15/2011
33.00		34.00					-1.00	
		2340.752 HUNTINGTON DIVIDEND CAPTURE FUN PROPERTY TYPE: SECURITIES					05/08/2007	09/20/2011
19,967.00		27,789.00					-7,822.00	
		3.914 HUNTINGTON DIVIDEND CAPTURE FUND I PROPERTY TYPE: SECURITIES					10/29/2010	09/20/2011
33.00		79.00					-46.00	
		107.39 GNMA POOL# 315036 8.5% 10/15/2021 PROPERTY TYPE: SECURITIES					10/30/1991	10/17/2011
107.00		110.00					-3.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		34.19 GNMA POOL# 315036 8.5% 10/15/2021 PROPERTY TYPE: SECURITIES					10/30/1991	11/15/2011
34.00		35.00					-1.00	
		590. ACE LIMITED PROPERTY TYPE: SECURITIES					04/30/2010	12/01/2011
40,415.00		31,262.00					9,153.00	
		34.44 GNMA POOL# 315036 8.5% 10/15/2021 PROPERTY TYPE: SECURITIES					10/30/1991	12/15/2011
34.00		35.00					-1.00	
		1500. APPLIED MATLS INC PROPERTY TYPE: SECURITIES					09/21/2007	12/21/2011
15,318.00		32,265.00					-16,947.00	
		100. CHEVRONTEXACO CORP PROPERTY TYPE: SECURITIES					02/10/2011	12/21/2011
10,488.00		9,671.00					817.00	
TOTAL GAIN(LOSS)		.....					83,507.	

HUNTINGTON NATIONAL BANK
ROOKWOOD TOWER 3805 EDWARDS RD
CINCINNATI, OH 45208

REMITS SKY CONV
7 EASTON OVAL, EA4E76
COLUMBUS, OH 43219

Huntington Wealth Advisors

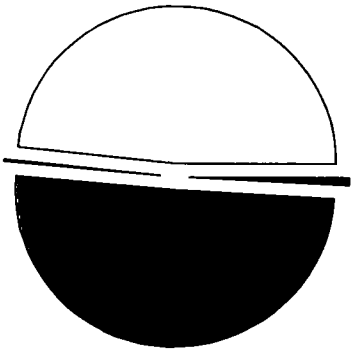
DECEMBER 01, 2011 TO DECEMBER 31, 2011

ACCOUNT NAME: HATFIELD,COLONEL
ACCOUNT NUMBER: 5015010608

ADMINISTRATOR:
WILLIAM SCHUMACKER
513-366-3081
WILLIAM.SCHUMACKER @HUNTINGTON.COM

INVESTMENT OFFICER:
PETER SORRENTINO
513-366-3420
PETER.SORRENTINO @HUNTINGTON.COM

ASSET ALLOCATION SUMMARY



	MARKET VALUE	PERCENT
EQUITY INVESTMENTS	974,043 61	48 4%
FIXED INCOME	5,377 14	0 3%
MUTUAL FUNDS	1,016,545 15	50 4%
SHORT TERM INVESTMENTS	17,625 00	0 9%
Total	2,013,590 90	100 0%

ACCOUNT SUMMARY

	THIS PERIOD	YEAR TO DATE
BEGINNING MARKET VALUE	**2,036,346.11**	**2,086,859.18**
DIVIDENDS/INTEREST	7,437 33	51,833 17
DISBURSEMENTS AND FEES	27,540 97-	122,732 11-
REALIZED GAIN/LOSS	11,055 24	83,091 07
CHANGE IN MARKET VALUE	13,706 81-	85,460 41-
ENDING MARKET VALUE	**2,013,590.90**	**2,013,590.90**

FOR YOUR INFORMATION

ACCOUNT NAME: HATFIELD,COLONEL
ACCOUNT NUMBER: 5015010608

PORTFOLIO DETAIL

DESCRIPTION		TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
SHORT TERM INVESTMENTS					
MONEY MARKET FUNDS					
608993853					
HUNTINGTON CONSERVATIVE DEPOSIT		17,625 00	1 00	14 10	0 08
ACCOUNT		17,625 00	1 00	1 17	
** TOTAL MONEY MARKET FUNDS	SUB-TOTAL	17,625 00 17,625 00		14 10 1 17	0 08
* TOTAL SHORT TERM INVESTMENTS		17,625 00 17,625.00		14.10 1 17	0.08

BOND MATURITY SUMMARY



YEARS TO MATURITY	PAR VALUE	PERCENT
5-10 YEARS	5, 024 05	100 0%
Total	5, 024 05	100 0%

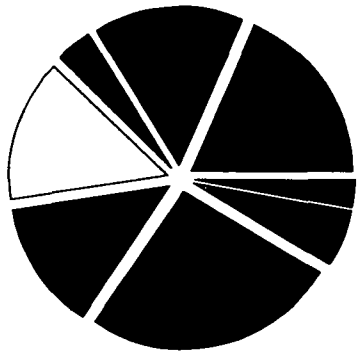
AVERAGE TIME TO MATURITY: 9.8 YEARS

CURRENT YIELD: 7.94%

DESCRIPTION	RATING	PAR VALUE	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	YIELD CURRENT/ MATURITY
FIXED INCOME						
U. S. GOVT MTG BACKED SECURITIES						
GNMA I-MTG BACKED SEC						
36223Q4V6						
GNMA POOL# 315036 8 5%		5,024 050	5,377 14	107 03	427 04	7 94
10/15/2021			5,133 92	102 19	35 59	2 20
*** TOTAL GNMA I-MTG BACKED SEC	SUB-TOTAL		5,377 14 5,133 92		427 04 35.59	7.94
** TOTAL U. S. GOVT MTG BACKED SECURITIES	SUB-TOTAL		5,377 14 5,133.92		427.04 35.59	7 94
* TOTAL FIXED INCOME			5,377 14 5,133.92		427 04 35 59	7 94

PORTFOLIO DETAIL (CONTINUED)

EQUITY DIVERSIFICATION SUMMARY



INDUSTRY CODE	MARKET VALUE	PERCENT
CONSUMER STAPLES	182, 059 00	18 7%
ENERGY	148, 700 00	15 3%
FINANCIALS	38, 941 25	4 0%
HEALTH CARE	140, 411 50	14 4%
INDUSTRIALS	128, 587 00	13 2%
INFORMATION TECHNOLOGY	250, 934 00	25 7%
TELECOMMUNICATION SERVICES	57, 497 86	5 9%
UTILITIES	26, 913 00	2 8%
Total	974, 043 61	100 0%

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITY INVESTMENTS						
CONSUMER STAPLES						
039483102						
ARCHER-DANIELS-MIDLAND CO	ADM	600 000	17,160 00	28 60	420 00	2 45
			21,906 00	36 51		
501044101						
THE KROGER CO	KR	2,000 000	48,440 00	24 22	920 00	1 90
			50,560 00	25 28		
713448108						
PEPSICO INC	PEP	400 000	26,540 00	66 35	824 00	3 10
			22,699 00	56 75	206 00	
742718109						
PROCTER & GAMBLE CO	PG	900 000	60,039 00	66 71	1,890 00	3 15
			10,246 29	11 38		
931142103						
WAL-MART STORES INC	WMT	500 000	29,880 00	59 76	730 00	2 44
			24,500 00	49 00	365 00	
** TOTAL CONSUMER STAPLES		SUB-TOTAL	182,059 00		4,784 00	2 63
			129,911.29		571 00	
ENERGY						
055622104						
BP PLC SPONS ADR	BP	600 000	25,644 00	42 74	1,008 00	3 93
			31,812 00	53 02		
166764100						
CHEVRON CORPORATION	CVX	400 000	42,560 00	106 40	1,296 00	3 05
			38,683 96	96 71		

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
ENERGY						
74733V100 QEP RESOURCES INC	QEP	700 000	20,510 00 23,956 47	29 30 34 22	56 00	0 27
780259206 ROYAL DUTCH SHELL PLC -ADR	RDS/A	400 000	29,236 00 25,813 64	73 09 64 53	1,142 40	3 91
847560109 SPECTRA ENERGY CORP	SE	1,000 000	30,750 00 17,895 00	30 75 17 90	1,120 00	3 64
** TOTAL ENERGY		SUB-TOTAL	148,700 00 138,161 07		4,622.40 0.00	3.11
FINANCIALS						
46625H100 JP MORGAN CHASE & CO	JPM	500 000	16,625 00 24,484 99	33 25 48 97	500 00	3 01
902973304 U S BANCORP	USB	825 000	22,316 25 3,037 86	27 05 3 68	412 50 103 13	1 85
** TOTAL FINANCIALS		SUB-TOTAL	38,941 25 27,522 85		912.50 103 13	2 34
HEALTH CARE						
031162100 AMGEN INC	AMGN	350 000	22,473 50 22,966 72	64 21 65 62	504 00	2 24
585055106 MEDTRONIC INC	MDT	600 000	22,950 00 23,163 00	38 25 38 61	582 00	2 54
58933Y105 MERCK & CO INC	MRK	600 000	22,620 00 27,290 00	37 70 45 48	1,008 00 252 00	4 46
717081103 PFIZER INC	PFE	1,950 000	42,198 00 37,044 62	21 64 19 00	1,716 00	4 07
942683103 WATSON PHARMACEUTICALS INC	WPI	500 000	30,170 00 31,269 95	60 34 62 54		
** TOTAL HEALTH CARE		SUB-TOTAL	140,411 50 141,734 29		3,810 00 252 00	2 71
INDUSTRIALS						
260003108 DOVER CORP	DOV	400 000	23,220 00 11,632 00	58 05 29 08	504 00	2 17

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
INDUSTRIALS						
369604103 GENERAL ELECTRIC CO	GE	1,000 000	17,910 00 13,098 67	17 91 13 10	680 00 170 00	3 80
452308109 ILLINOIS TOOL WORKS	ITW	400 000	18,684 00 22,815 98	46 71 57 04	576 00 144 00	3 08
701094104 PARKER HANNIFIN CORP	PH	400 000	30,500 00 36,715 88	76 25 91 79	592 00	1 94
88579Y101 3M CO	MMM	200 000	16,346 00 15,894 00	81 73 79 47	440 00	2 69
913017109 UNITED TECHNOLOGIES CORP	UTX	300 000	21,927 00 10,015 50	73 09 33 39	576 00	2 63
** TOTAL INDUSTRIALS		SUB-TOTAL	128,587 00 110,172.01		3,368 00 314 00	2.62
INFORMATION TECHNOLOGY						
17275R102 CISCO SYSTEMS	CSCO	1,250 000	22,600 00 69,885 94	18 08 55 91	300 00	1 33
458140100 INTEL CORP	INTC	1,000 000	24,250 00 31,468 00	24 25 31 47	840 00	3 46
459200101 IBM CORP	IBM	300 000	55,164 00 22,593 03	183 88 75 31	900 00	1 63
594918104 MICROSOFT CORP	MSFT	800 000	20,768 00 26,743 75	25 96 33 43	640 00	3 08
68389X105 ORACLE CORPORATION FORMERLY ORACLE SYS CORP W/1 RT/SH	ORCL	2,000 000	51,300 00 41,520 00	25 65 20 76	480 00	0 94
871503108 SYMANTEC CORP W/1 RT/SH	SYMC	1,000 000	15,650 00 16,439 70	15 65 16 44		
882508104 TEXAS INSTRUMENTS INC	TXN	1,200 000	34,932 00 31,974 52	29 11 26 65	816 00	2 34
M22465104 CHECK POINT SOFTWARE TECH	CHKP	500 000	26,270 00 27,814 45	52 54 55 63		
** TOTAL INFORMATION TECHNOLOGY		SUB-TOTAL	250,934 00 268,439 39		3,976 00 0 00	1 58

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
TELECOMMUNICATION SERVICES						
05534B760 BCE INC NEW	BCE	800 000	33,336 00 29,104 00	41 67 36 38	1,720 00 408 33	5 16
92857W209 VODAFONE GROUP PLC	VOD	862 000	24,161 86 22,755 66	28 03 26 40	1,243 87 1,084 84	5 15
** TOTAL TELECOMMUNICATION SERVICES		SUB-TOTAL	57,497 86 51,859.66		2,963 87 1,493 17	5 15
UTILITIES						
30161N101 EXELON CORP	EXC	300 000	13,011 00 12,877 00	43 37 42 92	630 00	4 84
748356102 QUESTAR CORP	STR	700 000	13,902 00 11,583 51	19 86 16 55	455 00	3 27
** TOTAL UTILITIES		SUB-TOTAL	26,913.00 24,460 51		1,085 00 0 00	4 03
* TOTAL EQUITY INVESTMENTS			974,043.61 892,261 07		25,521.77 2,733 30	2 62
MUTUAL FUNDS						
MUTUAL FUNDS-FIXED INCOME						
607998200 HUNTINGTON SHORT AND INTERMEDIATE FIXED INCOME FUND II	HSIFF2	3,719 904	74,732 87 72,584 17	20 09 19 51	1,419 14 118 26	1 90
607998416 HUNTINGTON MORTGAGE SECURITIES FUND II	HMSF2	11,622 278	107,622 29 104,516 17	9 26 8 99	3,908 57 325 71	3 63
607999208 HUNTINGTON FIXED INCOME SECURITIES FUND II	HFIF2	9,531 013	215,305 58 200,444 23	22 59 21 03	6,871 86 572 66	3 19
609888110 HUNTINGTON INTERMEDIATE GOVERNMENT INCOME FUND II	HIGF2	14,234 396	158,713 52 149,419 11	11 15 10 50	4,708 74 392 40	2 97
** TOTAL MUTUAL FUNDS-FIXED INCOME		SUB-TOTAL	556,374 26 526,963 68		16,908 31 1,409 03	3.04
MUTUAL FUNDS-EQUITY						
444993208 HUNTINGTON MID CORP AMERICA FUND II	HCAF2	10,679 349	146,947 84 130,499 83	13 76 12 22	1,219 58 101 63	0 83
444995203 HUNTINGTON DIVIDEND CAPTURE FUND II	HDCF2	9,691 037	86,347 14 98,989 95	8 91 10 21	3,535 29 294 61	4 09

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
MUTUAL FUNDS-EQUITY						
444998207 HUNTINGTON INTERNATIONAL EQUITY FUND II	HIF2	9,673 357	97,604 17 86,199 75	10 09 8 91	2,185 21 182 10	2 24
446327231 HUNTINGTON GLOBAL SELECT MARKETS FUND - II	HGSM2	5,465 931	51,161 11 52,647 33	9 36 9 63	757 58 63 13	1 48
44632P934 HUNTINGTON DISCIPLINED EQUITY FD TR III	HDE3	7,962 348	78,110 63 72,660 90	9 81 9 13	693 12	0 89
** TOTAL MUTUAL FUNDS-EQUITY		SUB-TOTAL	460,170 89 440,997 76		8,390.78 641 47	1 82
* TOTAL MUTUAL FUNDS			1,016,545 15 967,961 44		25,299 09 2,050 50	2.49
GRAND TOTAL ASSETS			2,013,590 90 1,882,981 43		51,262 00 4,820.56	2 55