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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, JAMES T & ELLEN MEM TR 5015021507

A Employer identification number: 61-6214902

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

Room/suite:

B Telephone number (see instructions): (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: [X] 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) ▶ $ 660,153.

J Accounting method: [X] 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).)*

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)				
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch. B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	14,024.	14,024.		STMT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	50,722.			
	b	Gross sales price for all assets on line 6a 136,273.				
	7	Capital gain net income (from Part IV, line 2)		50,722.		
	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	64,746.	64,746.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	6,026.	3,013.		3,013.
	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	164.	164.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings		NONE	NONE	
	22	Printing and publications		NONE	NONE	
	23	Other expenses (attach schedule)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	6,190.	3,177.	NONE	3,013.
	25	Contributions, gifts, grants paid	10,439.			10,439.
	26	**Total expenses and disbursements.** Add lines 24 and 25	16,629.	3,177.	NONE	13,452.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	48,117.			
	b	**Net investment income** (if negative, enter -0-)		61,569.		
	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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing		258.	258.
	2 Savings and temporary cash investments		27,667.	27,667.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶ NONE			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S. and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule) STMT 4		421,591.	525,465.
	c Investments - corporate bonds (attach schedule) STMT 5		101,467.	106,763.
	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) STMT 6	502,815.		
	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)	502,815.	550,983.	660,153.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27 Capital stock, trust principal, or current funds	502,815.	550,983.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	502,815.	550,983.	
	31 Total liabilities and net assets/fund balances (see instructions)	502,815.	550,983.	

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	502,815.
2 Enter amount from Part I, line 27a	2	48,117.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	209.
4 Add lines 1, 2, and 3	4	551,141.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	158.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	550,983.

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	134,491.		85,551.	48,940.
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				48,940.
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	50,722.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8		3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	27,695.	601,911.	0.046012
2009	24,538.	547,392.	0.044827
2008	15,193.	538,426.	0.028217
2007			
2006			

2 **Total** of line 1, column (d)	2	0.119056
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	0.039685
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	655,175.
5 Multiply line 4 by line 3	5	26,001.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	616.
7 Add lines 5 and 6	7	26,617.
8 Enter qualifying distributions from Part XII, line 4	8	13,452.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	1,231.
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	1,231.
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	1,231.
6	Credits/Payments:		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a: 152.		
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	152.
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	1,079.
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)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ▶ N/A			
14	The books are in care of ▶ 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			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

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

			Yes	No
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? . . . . *If "Yes" to 6b, file Form 8870.*	6b		X
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 9		6,026.	-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	649,686.
b	Average of monthly cash balances	1b	15,466.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	665,152.
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	665,152.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	9,977.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	655,175.
6	**Minimum investment return.** Enter 5% of line 5	6	32,759.

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	32,759.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	1,231.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	1,231.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	31,528.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	31,528.
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	31,528.

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	13,452.
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	13,452.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	13,452.

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				31,528.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			15,323.	
b Total for prior years: 20 09 ,20 ___,20 ___		NONE		
3 Excess distributions carryover, if any, to 2011:				
a From 2006 ... NONE				
b From 2007 ... NONE				
c From 2008 ... NONE				
d From 2009 ... NONE				
e From 2010 ... NONE				
f **Total** of lines 3a through e	NONE			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 13,452.				
a Applied to 2010, but not more than line 2a			13,452.	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2011 distributable amount				NONE
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instructions			1,871.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				31,528.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	NONE			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2007 ... NONE				
b Excess from 2008 ... NONE				
c Excess from 2009 ... NONE				
d Excess from 2010 ... NONE				
e Excess from 2011 ... NONE				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

Check here ▶ [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**				10,439.
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	14,024.	
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	50,722.	
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)				64,746.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . 13 64,746.

(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: [signature] | Date: 05/01/2012 | 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	[signature]	05/01/2012		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
AT&T INC	516.	516.
AMERIPRISE FINANCIAL INC COMMON STOCK	35.	35.
AMGEN INC W/1 RT/SH	112.	112.
ARCHER DANIELS MIDLAND	18.	18.
BRISTOL MYERS SQUIBB CO	528.	528.
CATERPILLAR INC W/1 RT/SH	180.	180.
CHEVRONTEXACO CORP	340.	340.
CHURCH & DWIGHT CO INC W/1 RT/SH	17.	17.
CISCO SYSTEMS W/1 RT/SH	72.	72.
COLGATE PALMOLIVE	227.	227.
COMCAST CORP CL A	162.	162.
EMERSON ELEC CO W/1 RT/SH	287.	287.
EXXON MOBIL CORP	969.	969.
FRANKLIN RES INC	131.	131.
FREEPORT MCMORAN COPPER & GOLD	550.	550.
GENERAL DYNAMICS W/1 RT/SH	183.	183.
HUNTINGTON MID CORP AMERICA FD III	7.	7.
HUNTINGTON DIVIDEND CAPTURE FUND III	493.	493.
HUNTINGTON INTL EQUITY FUND III	300.	300.
HUNTINGTON GLOBAL SELECT MARKETS FUND -	47.	47.
HUNTINGTON REAL STRATEGIES FUND III	287.	287.
HUNTINGTON WORLD INCOME FUND III	176.	176.
IBM CORP	290.	290.
JP MORGAN CHASE & CO	160.	160.
KROGER CO W/1 RT/SH	23.	23.
LOWES COS INC W/1 RT/SH	150.	150.
MCDONALDS CORP W/1 RT/SH	253.	253.
MERCK & CO INC	304.	304.
MICROSOFT CORP	204.	204.
HUNTINGTON SHORT&INTER FIXED FD	811.	811.
HUNTINGTON MORTGAGE SECURITY FUND	80.	80.
HUNTINGTON FIXED INC FUND III	1,169.	1,169.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MOLSON COORS BREWING CO B	92.	92.
HUNTINGTON CONSERVATIVE DEPOSIT ACCOUNT	24.	24.
HUNTINGTON INTERMEDIATE GOVT	74.	74.
NEXTERA ENERGY INC	220.	220.
NUCOR CORP	145.	145.
PFIZER INC W/1 RT/SH	40.	40.
PROCTER & GAMBLE CO	1,077.	1,077.
PRUDENTIAL FINANCIAL INC	145.	145.
QUEST DIAGNOSTICS INC	40.	40.
ROYAL DUTCH SHELL PLC -ADR	672.	672.
UTILITIES TECHNOLOGY SELECT SPDR	138.	138.
SPECTRA ENERGY CORP	318.	318.
TJX COMPANIES INC W/1 RT/SH	19.	19.
TARGET CORP	30.	30.
TEVA PHARMACEUTICAL INDS ADR	178.	178.
TEXAS INSTR INC W/1 RT/SH	224.	224.
3M CO	220.	220.
TRAVELERS COS INC	318.	318.
U S BANCORP	213.	213.
VALERO ENERGY	120.	120.
WAL MART STORES INC	140.	140.
WELLS FARGO & CO NEW W/1 RT/SH	96.	96.
WINDSTREAM CORP	400.	400.
TOTAL	14,024.	14,024.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	122.	122.
FOREIGN TAXES ON QUALIFIED FOR	42.	42.
TOTALS	164.	164.

HATFIELD, JAMES T & ELLEN MEM TR 5015021507 61-6214902

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED STATEMENT	421,591.	525,465.
TOTALS	421,591.	525,465.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED STATEMENT	101,467.	106,763.
TOTALS	101,467.	106,763.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F
SCHEDULE ATTACHED	C
INCOME CASH	C
TOTALS	

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

DESCRIPTION		AMOUNT
2010 INCOME POSTED IN 2011		209.
	TOTAL	209.

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

DESCRIPTION		AMOUNT
2011 INCOME POSTED IN 2012		158.
	TOTAL	158.

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 .... 6,026.

TOTAL COMPENSATION: 6,026.

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

RECIPIENT NAME:
CINCINNATI HISTORICAL SOCIETY
MUSEUM CENTER
ADDRESS:
1301 WESTERN AVENUE
CINCINNATI, OH 45203
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATIONAL
FOUNDATION STATUS OF RECIPIENT:
501(C)(3)
AMOUNT OF GRANT PAID .... 2,610.

RECIPIENT NAME:
THE CHILDREN'S HOME
OF NORTHERN KENTUCKY
ADDRESS:
200 HOME RD
COVINGTON, KY 41011
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROVIDE FINANCIAL ASSISTANCE
FOUNDATION STATUS OF RECIPIENT:
501(C)(3)
AMOUNT OF GRANT PAID .... 2,610.

RECIPIENT NAME:
BOYS/GIRLS CLUB
OF GREATER CINCINNATI
ADDRESS:
600 DALTON AVENUE
CINCINNATI, OH 45203
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FUND ACTIVITIES
FOUNDATION STATUS OF RECIPIENT:
501(C)(3)
AMOUNT OF GRANT PAID .... 2,609.

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

RECIPIENT NAME:
YMCA OF GREATER CINCINNATI
ADDRESS:
1105 ELM STREET
CINCINNATI, OH 45210
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FUND ACTIVITIES
FOUNDATION STATUS OF RECIPIENT:
501(C)(3)
AMOUNT OF GRANT PAID .... 2,610.

TOTAL GRANTS PAID: 10,439.

SCHEDULE D (Form 1041)

Department of the Treasury Internal Revenue Service

Capital Gains and Losses

▶Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No. 1545-0092

2011

Name of estate or trust	Employer identification number
HATFIELD, JAMES T & ELLEN MEM TR 5015021507	61-6214902

Note: *Form 5227 filers need to complete only Parts I and II.*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example: 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a SHORT-TERM CAPITAL GAIN DIVIDENDS					97.

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	97.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example: 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS					1,685.

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	48,940.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	50,625.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D (Form 1041) 2011**

Part III Summary of Parts I and II

Caution: *Read the instructions **before** completing this part.*

			(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			97.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			50,625.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			50,722.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and **do not** complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.*

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:

a The loss on line 15, column (3) **or** b $3,000 . . . 16 ( )

Note: *If the loss on line 15, column (3), is more than $3,000, **or** if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero.

Caution: *Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if:*

- *Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			17			
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18					
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19					
20	Add lines 18 and 19	20					
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	21					
22	Subtract line 21 from line 20. If zero or less, enter -0-			22			
23	Subtract line 22 from line 17. If zero or less, enter -0-			23			
24	Enter the **smaller** of the amount on line 17 or $2,300			24			
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26; go to line 27 and check the "No" box. ☐ **No.** Enter the amount from line 23			25			
26	Subtract line 25 from line 24			26			
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30; go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22			27			
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)			28			
29	Subtract line 28 from line 27			29			
30	Multiply line 29 by 15% (.15)					30	
31	Figure the tax on the amount on line 23. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					31	
32	Add lines 30 and 31					32	
33	Figure the tax on the amount on line 17. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)					34	

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side.	Employer identification number
HATFIELD, JAMES T & ELLEN MEM TR 5015021507	61-6214902

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example: 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 50. APPLE COMPUTER INC	12/02/2009	10/10/2011	19,216.00	9,860.00	9,356.00
300. EXXON MOBIL CORP	11/25/1992	10/10/2011	22,755.00	4,870.00	17,885.00
200. FREEPORT MCMORAN COPP	02/05/2009	10/10/2011	7,135.00	2,841.00	4,294.00
100. GENERAL DYNAMICS W/1	12/02/2009	10/10/2011	6,101.00	6,716.00	-615.00
1997.005 HUNTINGTON SHORT& FD	02/11/2009	10/10/2011	40,000.00	39,395.00	605.00
100. MOLSON COORS BREWING	02/05/2009	10/10/2011	4,187.00	4,003.00	184.00
100. NUCOR CORP	12/02/2009	10/10/2011	3,398.00	4,422.00	-1,024.00
300. PROCTER & GAMBLE CO	11/25/1992	10/10/2011	19,314.00	3,683.00	15,631.00
500. UTILITIES TECHNOLOGY	12/02/2009	10/10/2011	12,385.00	9,761.00	2,624.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b 48,940.00

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

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

Huntington Wealth Advisors

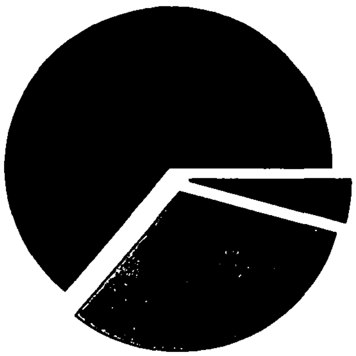
DECEMBER 31, 2011 TO DECEMBER 31, 2011

ACCOUNT NAME: HATFIELD,J T MEM
ACCOUNT NUMBER: 5015021507

ADMINISTRATOR: DONNA MURPHY
513-366-3421
DONNA.MURPHY
@HUNTINGTON.COM

INVESTMENT OFFICER: KAREN M. MILLS
513-366-3077
KAREN.MILLS
@HUNTINGTON.COM

ASSET ALLOCATION SUMMARY



	MARKET VALUE	PERCENT
CASH	258 06	0. 0%
EQUITY INVESTMENTS	422, 971 25	64. 1%
MUTUAL FUNDS	209, 256. 68	31 7%
SHORT TERM INVESTMENTS	27, 666 77	4 2%
Total	660, 152 76	100 0%

ACCOUNT SUMMARY

	THIS PERIOD	YEAR TO DATE
BEGINNING MARKET VALUE	**660,152.76**	**657,551.14**
DIVIDENDS/INTEREST	0 00	13,932 15
DISBURSEMENTS AND FEES	0 00	16,485 88-
REALIZED GAIN/LOSS	0 00	50,721 48
CHANGE IN MARKET VALUE	0 00	45,566 13-
ENDING MARKET VALUE	**660,152.76**	**660,152.76**

FOR YOUR INFORMATION

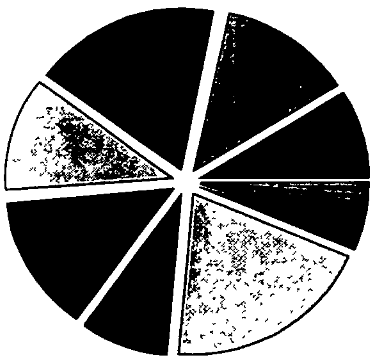
DECEMBER 31, 2011 TO DECEMBER 31, 2011

ACCOUNT NAME: HATFIELD,J T MEM
ACCOUNT NUMBER: 5015021507

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 ACCOUNT		27,666 77 27,666 77	1 00 1 00	22 13 1.84	0 08
** TOTAL MONEY MARKET FUNDS	SUB-TOTAL	27,666.77 27,666.77		22.13 1.84	0.08
* TOTAL SHORT TERM INVESTMENTS		27,666.77 27,666.77		22.13 1.84	0.08

EQUITY DIVERSIFICATION SUMMARY



INDUSTRY CODE	MARKET VALUE	PERCENT
CONSUMER DISCRETIONARY	38, 115 25	9. 0%
CONSUMER STAPLES	54, 143. 00	12 8%
ENERGY	76, 226 00	18 0%
FINANCIALS	48, 361. 00	11 4%
HEALTH CARE	57, 632 00	13 6%
INDUSTRIALS	36, 595 00	8 7%
INFORMATION TECHNOLOGY	84, 685. 00	20 1%
MATERIALS	7, 358 00	1 7%
TELECOMMUNICATION SERVICES	13, 768 00	3 3%
UTILITIES	6, 088. 00	1 4%
Total	422, 971 25	100 0%

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITY INVESTMENTS						
CONSUMER DISCRETIONARY						
20030N101 COMCAST CORP CL A	CMCSA	375 000	8,891 25 8,030 00	23 71 21 41	168 75 42 19	1 90
548661107 LOWES COMPANIES INC	LOW	300 000	7,614 00 6,807 00	25 38 22 69	168 00	2 21
580135101 MCDONALDS CORP	MCD	100 000	10,033 00 3,240 87	100 33 32 41	280 00	2 79
872540109 TJX COMPANIES INC	TJX	100 000	6,455 00 5,735 98	64 55 57 36	76 00	1 18

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
CONSUMER DISCRETIONARY						
87612E106 TARGET CORP	TGT	100 000	5,122 00 5,249 95	51 22 52 50	120 00	2 34
** TOTAL CONSUMER DISCRETIONARY		SUB-TOTAL	38,115.25 29,063.80		812.75 42.19	2.13
CONSUMER STAPLES						
039483102 ARCHER-DANIELS-MIDLAND CO	ADM	100 000	2,860 00 2,608.98	28 60 26 09	70 00	2 45
171340102 CHURCH & DWIGHT CO INC W/1 RT/SH	CHD	100 000	4,576.00 4,393 98	45 76 43 94	68 00	1 49
194162103 COLGATE PALMOLIVE	CL	100 000	9,239 00 8,606 00	92 39 86 06	232 00	2 51
501044101 THE KROGER CO	KR	200 000	4,844 00 4,563 96	24 22 22 82	92 00	1 90
713448108 PEPSICO INC	PEP	100 000	6,635 00 6,168 98	66 35 61 69	206 00 51 50	3.10
742718109 PROCTER & GAMBLE CO	PG	300 000	20,013 00 3,683 43	66 71 12 28	630 00	3 15
931142103 WAL-MART STORES INC	WMT	100 000	5,976 00 5,469 00	59 76 54 69	146 00 73 00	2 44
** TOTAL CONSUMER STAPLES		SUB-TOTAL	54,143.00 35,494.33		1,444 00 124.50	2.67
ENERGY						
166764100 CHEVRON CORPORATION	CVX	110 000	11,704 00 8,504 89	106 40 77 32	356 40	3 05
30231G102 EXXON MOBIL CORP	XOM	300 000	25,428 00 4,870 30	84 76 16 23	564 00	2 22
780259206 ROYAL DUTCH SHELL PLC -ADR	RDS/A	200 000	14,618 00 12,846 00	73 09 64 23	571 20	3 91
806857108 SCHLUMBERGER LTD	SLB	100 000	6,831 00 6,597 98	68 31 65 98	100 00 25 00	1 46

DECEMBER 31, 2011 TO DECEMBER 31, 2011

ACCOUNT NAME: HATFIELD,J.T MEM
ACCOUNT NUMBER: 5015021507

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
ENERGY						
847560109 SPECTRA ENERGY CORP	SE	300.000	9,225 00 5,871 00	30 75 19.57	336.00	3.64
91913Y100 VALERO ENERGY CORP	VLO	400 000	8,420.00 13,345 70	21 05 33 36	240 00	2 85
** TOTAL ENERGY		SUB-TOTAL	76,226.00 52,036.87		2,167.60 25.00	2.84
FINANCIALS						
03076C106 AMERIPRISE FINANCIAL INC COMMON STOCK	AMP	40 000	1,985 60 1,263.46	49 64 31 59	44 80	2 26
354613101 FRANKLIN RES INC	BEN	40 000	3,842 40 4,150 72	96 06 103 77	43 20	1 12
46625H100 JP MORGAN CHASE & CO	JPM	200 000	6,650 00 8,347 00	33 25 41 74	200.00	3.01
744320102 PRUDENTIAL FINANCIAL INC	PRU	100 000	5,012 00 5,020 00	50 12 50 20	145 00	2 89
89417E109 TRAVELERS COS INC	TRV	200 000	11,834 00 9,146 70	59 17 45 73	328 00	2 77
902973304 U S BANCORP	USB	500 000	13,525 00 1,868.50	27 05 3 74	250 00 62 50	1 85
949746101 WELLS FARGO & CO	WFC	200 000	5,512 00 5,482 00	27 56 27 41	96 00	1.74
** TOTAL FINANCIALS		SUB-TOTAL	48,361.00 35,278.38		1,107 00 62 50	2.29
HEALTH CARE						
031162100 AMGEN INC	AMGN	200 000	12,842 00 11,512 00	64 21 57 56	288 00	2 24
071813109 BAXTER INTERNATIONAL INC W/1 RT/SH	BAX	100 000	4,948 00 5,716 98	49 48 57.17	134 00 33 50	2 71
110122108 BRISTOL-MYERS SQUIBB CO	BMY	400 000	14,096 00 9,932 00	35 24 24 83	544 00	3 86

DECEMBER 31, 2011 TO DECEMBER 31, 2011

ACCOUNT NAME: HATFIELD,J T MEM
ACCOUNT NUMBER: 5015021507

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
HEALTH CARE						
58933Y105 MERCK & CO INC	MRK	200 000	7,540 00 7,336.00	37 70 36 68	336 00 84 00	4 46
717081103 PFIZER INC	PFE	200 000	4,328 00 3,777 96	21 64 18 89	176 00	4 07
74834L100 QUEST DIAGNOSTICS INC	DGX	100.000	5,806 00 5,880 00	58 06 58.80	68 00	1 17
881624209 TEVA PHARMACEUTICAL -SP ADR	TEVA	200 000	8,072 00 10,795.98	40 36 53 98	157 00	1 94
** TOTAL HEALTH CARE		SUB-TOTAL	57,632.00 54,950.92		1,703.00 117.50	2.95
INDUSTRIALS						
149123101 CATERPILLAR INC	CAT	100 000	9,060 00 5,911 00	90 60 59 11	184 00	2 03
291011104 EMERSON ELECTRIC CO	EMR	200 000	9,318 00 7,541 99	46 59 37 71	320 00	3 43
369604103 GENERAL ELECTRIC CO	GE	300 000	5,373 00 4,832 94	17 91 16 11	204 00 51 00	3 80
452308109 ILLINOIS TOOL WORKS	ITW	100.000	4,671 00 4,466 98	46 71 44 67	144 00 36 00	3 08
88579Y101 3M CO	MMM	100 000	8,173 00 7,847 00	81 73 78 47	220 00	2 69
** TOTAL INDUSTRIALS		SUB-TOTAL	36,595.00 30,599.91		1,072.00 87 00	2.93
INFORMATION TECHNOLOGY						
037833100 APPLE INC	AAPL	50 000	20,250 00 9,859 99	405 00 197 20		
17275R102 CISCO SYSTEMS	CSCO	400 000	7,232 00 9,551 96	18 08 23 88	96 00	1 33
268648102 EMC CORP/MASS	EMC	600 000	12,924 00 10,092 00	21 54 16 82		

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
INFORMATION TECHNOLOGY						
38259P508 GOOGLE INC-CL A	GOOG	10 000	6,459 00 5,336.20	645 90 533 62		
459200101 IBM CORP	IBM	100 000	18,388.00 7,464 00	183 88 74 64	300 00	1 63
594918104 MICROSOFT CORP	MSFT	300 000	7,788 00 10,378 12	25 96 34 59	240 00	3 08
882508104 TEXAS INSTRUMENTS INC	TXN	400 000	11,644 00 10,412 00	29 11 26 03	272 00	2 34
** TOTAL INFORMATION TECHNOLOGY		SUB-TOTAL	84,685.00 63,094.27		908 00 0.00	1.07
MATERIALS						
35671D857 FREEPORT-MCMORAN C & G W/1 RT/SH	FCX	200 000	7,358 00 2,840 90	36 79 14 20	200 00	2 72
** TOTAL MATERIALS		SUB-TOTAL	7,358.00 2,840.90		200.00 0.00	2.72
TELECOMMUNICATION SERVICES						
00206R102 AT&T INC	T	300 000	9,072 00 8,216 49	30 24 27 39	528.00	5 82
97381W104 WINDSTREAM CORP	WIN	400 000	4,696 00 4,208 00	11 74 10 52	400 00 100 00	8 52
** TOTAL TELECOMMUNICATION SERVICES		SUB-TOTAL	13,768.00 12,424.49		928.00 100.00	6.74
UTILITIES						
65339F101 NEXTERA ENERGY INC	NEE	100.000	6,088 00 5,328 19	60 88 53 28	220 00	3 61
** TOTAL UTILITIES		SUB-TOTAL	6,088.00 5,328.19		220 00 0.00	3.61
* TOTAL EQUITY INVESTMENTS			422,971.25 321,111.06		10,562.35 558.69	2 50
MUTUAL FUNDS						
MUTUAL FUNDS-FIXED INCOME						
446990863 HUNTINGTON WORLD INCOME FUND III	HWIF3	1,158 749	10,139 05 10,000 00	8 75 8 63	721 90	7 12

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
MUTUAL FUNDS-FIXED INCOME						
607998317 HUNTINGTON SHORT AND INTERMEDIATE FIXED INCOME FUND III	HSIFF3	1,387 180	27,868.45 26,466 98	20 09 19 08	389 80 32.48	1 40
607998424 HUNTINGTON MORTGAGE SECURITIES FUND III	HMSF3	1,091 703	10,109.17 10,000 00	9 26 9 16	316.59	3.13
607999307 HUNTINGTON FIXED INCOME SECURITIES FUND III	HFIF3	1,929.703	43,591 99 40,000 00	22 59 20.73	1,173 26 97.77	2 69
609888128 HUNTINGTON INTERMEDIATE GOVERNMENT INCOME FUND III	HIGF3	1,350 135	15,054.01 15,000 00	11 15 11 11	371 29 30 94	2.47
** TOTAL MUTUAL FUNDS-FIXED INCOME		SUB-TOTAL	106,762.67 101,466.98		2,972.84 161.19	2.78
MUTUAL FUNDS-EQUITY						
444993307 HUNTINGTON MID CORP AMERICA FUND III	HCAF3	668 827	9,203 06 6,955 80	13 76 10 40	7 36	0 08
444995302 HUNTINGTON DIVIDEND CAPTURE FUND III	HDCF3	1,651 705	14,716 69 15,806 82	8 91 9 57	492 21	3 34
444996300 HUNTINGTON NEW ECONOMY FUND III	HNEF3	1,066 683	9,493 48 15,000 00	8 90 14 06	101 55	1 07
444998306 HUNTINGTON INTERNATIONAL EQUITY FUND III	HIF3	2,071 253	20,898 94 22,717 12	10 09 10.97	258 91	1 24
446327249 HUNTINGTON GLOBAL SELECT MARKETS FUND - III	HGSM3	1,049.318	9,821 62 10,000 00	9 36 9 53	47 22 3 94	0 48
446990301 HUNTINGTON SITUS FUND III	HSSF3	453 720	8,861 15 5,000 00	19 53 11 02	74 36	0 84
446990707 HUNTINGTON REAL STRATEGIES FUND III	HRSF3	4,125 744	29,499 07 25,000 00	7 15 6 06	288 80	0 98
** TOTAL MUTUAL FUNDS-EQUITY		SUB-TOTAL	102,494.01 100,479.74		1,270.41 3.94	1.24
* TOTAL MUTUAL FUNDS			209,256.68 201,946.72		4,243.25 165.13	2.03

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
CASH						
CASH			258 06 258 06			
* TOTAL CASH			258.06 258.06		0.00 0.00	0.00
GRAND TOTAL ASSETS			660,152.76 550,982.61		14,827.73 725.66	2.25

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