ENVELOPE POSTMARK DATE MAY 14 2013

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

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation FRANK & PEARL GELBMAN CHARITABLE FDN
7655000656

A Employer identification number 20-6609204

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

Room/suite

B Telephone number (see instructions) 330- 742-7036

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

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐

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

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 8,744,309.

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

	Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)*	**(a)** Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
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	213,729.	213,729.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	227,263.			
	b Gross sales price for all assets on line 6a 1,946,317.				
	7 Capital gain net income (from Part IV, line 2)		227,263.		
	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)	35.			STMT 4
	12 **Total.** Add lines 1 through 11	441,027.	440,992.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	64,898.	32,449.		32,449.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 5	990.	NONE	NONE	990.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 6	6,157.	1,840.		200.
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule) STMT 7	43.	43.		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	72,088.	34,332.	NONE	33,639.
	25 Contributions, gifts, grants paid	477,000.			477,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	549,088.	34,332.	NONE	510,639.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-108,061.			
	b **Net investment income** (if negative, enter -0-)		406,660.		
	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			
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less. allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶ NONE			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)			
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) STMT 8	7,561,031.	7,460,661.	8,744,309.
	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)	7,561,031.	7,460,661.	8,744,309.
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)		NONE	
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	7,561,031.	7,460,661.	
	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)	7,561,031.	7,460,661.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	7,561,031.	7,460,661.	

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	7,561,031.
2	Enter amount from Part I, line 27a	2	-108,061.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	7,691.
4	Add lines 1, 2, and 3	4	7,460,661.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	7,460,661.

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	1,946,317.		1,719,054.	227,263.
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M.V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				227,263.
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	227,263.
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))
2011	492,616.	8,419,468.	0.058509
2010	488,629.	8,118,924.	0.060184
2009	411,429.	7,617,656.	0.054010
2008	651,170.	8,834,301.	0.073709
2007	511,978.	10,265,499.	0.049874

2	**Total** of line 1, column (d)	2	0.296286
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	0.059257
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	8,508,460.
5	Multiply line 4 by line 3	5	504,186.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4,067.
7	Add lines 5 and 6	7	508,253.
8	Enter qualifying distributions from Part XII, line 4	8	510,639.

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	4,067.
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	4,067.
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	4,067.
6	Credits/Payments:				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	3,092.		
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	3,092.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	27.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	1,002.
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 2013 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 Instructions for the 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) ▶ ______________________________			
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 2012 or the taxable year beginning in 2012 (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		
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ THE FOUNDATION Telephone no ▶ (330)742-7036

Located at ▶ P.O. BOX 1558, 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 2012, 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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ 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 2012 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 2012)*	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 2012?	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
HUNTINGTON NATIONAL BANK PEPPER PIKE, OH 44124	TRUSTEE 40	64,898.		-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

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

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
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	8,604,529.
b	Average of monthly cash balances	1b	33,501.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	8,638,030.
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	8,638,030.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	129,570.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,508,460.
6	**Minimum investment return.** Enter 5% of line 5	6	425,423.

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	425,423.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	4,067.		
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	4,067.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	421,356.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	421,356.
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	421,356.

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	510,639.
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	510,639.
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	4,067.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	506,572.

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.

20-6609204

Part XIII Undistributed Income (see instructions)

			(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1	Distributable amount for 2012 from Part XI, line 7					421,356.
2	Undistributed income, if any, as of the end of 2012					
a	Enter amount for 2011 only				NONE	
b	Total for prior years 20 10 , 20____, 20____			NONE		
3	Excess distributions carryover, if any, to 2012:					
a	From 2007	NONE				
b	From 2008	NONE				
c	From 2009	NONE				
d	From 2010	67,832.				
e	From 2011	77,821.				
f	**Total** of lines 3a through e		145,653.			
4	Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 510,639.					
a	Applied to 2011, 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 2012 distributable amount					421,356.
e	Remaining amount distributed out of corpus		89,283.			
5	Excess distributions carryover applied to 2012 *(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		234,936.			
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 2011 Subtract line 4a from line 2a. Taxable amount - see instructions				NONE	
f	Undistributed income for 2012 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013					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 2007 not applied on line 5 or line 7 (see instructions)		NONE			
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		234,936.			
10	Analysis of line 9:					
a	Excess from 2008	NONE				
b	Excess from 2009	NONE				
c	Excess from 2010	67,832.				
d	Excess from 2011	77,821.				
e	Excess from 2012	89,283.				

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 2012, 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) 2012	(b) 2011	(c) 2010	(d) 2009	(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 ▶ ☒ 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 or e-mail 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*				
SCHEDULE ATTACHED				477,000.
Total . . . . ▶ **3a**				477,000.
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	208,854.	
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	227,263.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b			14	35.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				436,152.	

13 Total Add line 12, columns (b), (d), and (e) . . . . 13 436,152.

(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: HUNTINGTON NATIONAL BANK

Date: 03/07/2013

Title:

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

Paid Preparer Use Only

Print/Type preparer's name: SCOTT J. GOYETCHE, CPA

Preparer's signature:

Date: 03/07/2013

Check ☐ if self-employed

PTIN: P00021559

Firm's name ▶ THOMSON REUTERS (TAX & ACCOUNTING)

Firm's EIN ▶ 75-1297386

Firm's address ▶ 6135 TRUST DRIVE, STE. 118
HOLLAND, OH 43528

Phone no 419-861-2300

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ARCHER DANIELS MIDLAND CO	2,097.	2,097.
AUTOMATIC DATA PROCESSING	1,114.	1,114.
BB&T CORP CORPORATE BOND 5.25% 11/01/201	5,250.	5,250.
BAXTER INTERNATIONAL INC	2,765.	2,765.
BRISTOL-MYERS SQUIBB CO	3,060.	3,060.
BROADCOM CORP	1,200.	1,200.
CVS CORP	325.	325.
CAMPBELL SOUP CO 3.05% 07/15/2017	3,050.	3,050.
CARDINAL HEALTH INC	1,819.	1,819.
CHURCH & DWIGHT CO INC	1,980.	1,980.
CISCO SYSTEMS, INC.	2,200.	2,200.
COCA COLA CO 1.5% 11/15/2015	2,800.	2,800.
COMCAST CORP CL A	528.	528.
CONOCOPHILLIPS	4,066.	4,066.
DARDEN RESTAURANTS INC	3,220.	3,220.
JOHN DEERE CAPITAL CORP 2.8% 09/18/2017	2,800.	2,800.
DOW CHEMICAL CO ¿‰	5,095.	5,095.
EMERSON ELECTRIC CO ¿‰	3,220.	3,220.
EXXON MOBIL CORP COM	2,747.	2,747.
FHLB 1.51% 10/26/2015-2012	2,265.	2,265.
FHLB 3.75% 06/22/2021-2012	4,688.	4,688.
FHLB 1.01% 06/19/2017	1,330.	1,330.
FHLB 4.25% 03/09/2018	8,500.	8,500.
FHLB 2% 09/14/2012	2,000.	2,000.
FNMA 1.625% 07/25/2014-2012	406.	406.
FNMA SERIES 1 2% 06/27/2016-2013	2,000.	2,000.
FRANKLIN RES INC	1,160.	1,160.
GENERAL ELECTRIC CO ¿‰	3,400.	3,400.
GOLDMAN SACHS GROUP INC	817.	817.
HARBOR HIGH-YIELD BOND FUND - CLASS I	13,417.	13,417.
HERSHEY CO 6.95% 08/15/2012	3,475.	3,475.
HEWLETT PACKARD CO 3.3% 12/09/2016	4,620.	4,620.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
HOME DEPOT INC.	725.	725.
HUNTINGTON INTL EQUITY FUND III	10,981.	10,981.
HUNTINGTON GLOBAL SELECT MARKETS FUND -	281.	281.
HUNTINGTON DISCIPLINED EQUITY FD TR III	1,968.	1,968.
HUNTINGTON SITUS FUND III	824.	824.
HUNTINGTON REAL STRATEGIES FUND III	1,413.	1,413.
INTEL CORP.	2,794.	2,794.
KLA-TENCOR CORP	800.	800.
KROGER CO COM	1,755.	1,755.
MEDTRONIC INC.	2,530.	2,530.
HUNTINGTON CONSERVATIVE DEPOSIT ACCOUNT	141.	141.
HUNTINGTON OHIO MUNICIPAL MONEY MARKET F	4.	4.
NIKE INC CL B	691.	691.
NUCOR CORP	2,190.	2,190.
ORACLE CORP	1,936.	1,936.
OPPENHEIMER DEVELOPING MARKETS FUND - CL	451.	451.
PIMCO LOW DURATION INSTITUTIONAL	2,627.	2,627.
PNC FINANCIAL CORP	1,550.	1,550.
PEPSICO INC ¿‰	3,671.	3,671.
PFIZER INC 6.2% 03/15/2019	3,100.	3,100.
PHILLIPS 66	154.	154.
SCHLUMBERGER LTD.	1,398.	1,398.
SEMPRA ENERGY CORP	3,671.	3,671.
STATE STREET CORP	1,656.	1,656.
SUNCOR ENERGY INC	1,251.	1,251.
SYSCO CORP	2,552.	2,552.
TEMPLETON GLOBAL BOND FUND CLASS A	20,315.	20,315.
TEVA PHARMACEUTICAL INDS ADR	1,582.	1,582.
TEXAS INSTRUMENTS INC.	1,715.	1,715.
TEXTRON INC	336.	336.
TOYOTA MOTOR CREDIT CORP 3.3% 01/12/2022	1,604.	1,604.
TRAVELERS COS INC	1,844.	1,844.
US TREASURY INFLATIONARY INDEX N/B 2% 01	4,766.	4,766.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
UNITED TECHNOLOGIES CORP ¿‰	2,986.	2,986.
V F CORP W/1 RT/SH	1,667.	1,667.
VALERO ENERGY	1,950.	1,950.
VERIZON COMMUNICATIONS 1.25% 11/03/2014	938.	938.
VIACOM INC CLASS B	1,238.	1,238.
VODAFONE GROUP PLC	8,967.	8,967.
WAL-MART STORES, INC.	580.	580.
WELLS FARGO & CO NEW	4,664.	4,664.
MICHIGAN COMMERCE BANK CD #600000089 2.7	1,375.	1,375.
ACCENTURE PLC CL A	2,376.	2,376.
ACE LIMITED	4,820.	4,820.
NOBLE CORP	293.	293.
TRANSOCEAN LTD	1,185.	1,185.
TOTAL	213,729.	213,729.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
	TOTALS	35.

STATEMENT 4

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	990.			990.
TOTALS	990.	NONE	NONE	990.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
FOREIGN TAXES	344.	344.	
OTHER TAXES	200.		200.
FEDERAL TAX PAYMENT - PRIOR YE	1,025.		
FEDERAL ESTIMATES - PRINCIPAL	3,092.		
FOREIGN TAXES ON QUALIFIED FOR	1,163.	1,163.	
FOREIGN TAXES ON NONQUALIFIED	333.	333.	
TOTALS	6,157.	1,840.	200.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER NONALLOCABLE EXPENSES -	43.	43.
TOTALS	43.	43.

FRANK & PEARL GELBMAN CHARITABLE FDN 20-6609204

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
INCOME CASH	C	65,863.	65,863.
SCHEDULE ATTACHED	C	7,394,798.	8,678,446.
TOTALS		7,460,661.	8,744,309.

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

DESCRIPTION		AMOUNT
NET INCOME BETWEEN TAX YEARS		168.
OPTIONS CONTRACTS		7,523.
	TOTAL	7,691.

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TAX                                                                                                               EDIT
CODE/DATE TRANSACTIONS                                                     TAXABLE         INCOME      PRINCIPAL  NUMBER
--------- ------------                                                ------------   ------------   ------------  ----------

127    QUALIFIED SHORT-TERM CAPITAL GAIN DIVIDENDS (CONTINUED)
          HUNTINGTON SITUS FUND III - 446990301 - MINOR = 3505  (CONTINUED)
          ----------------------------------------------------------------

                                                                      ------------   ------------   ------------
          TOTAL CODE 127 - QUALIFIED SHORT-TERM CAPITAL GAIN DIVIDENDS      3429.74           0 00           0 00
                                                                      ============   ============   ============


131    FEDERAL TAX REFUND

11/29/12  REFUND FROM US TREASURY 2010 FED REFUND                            34 81                         34 81  1211000040
          TR TRAN#=000000000000003 TR CD=450    REG=     PORT=PRIN
                                                                      ------------   ------------   ------------
          TOTAL CODE 131 - FEDERAL TAX REFUND                                34 81           0 00          34 81
                                                                      ============   ============   ============


149    BENEFICIARY DISTRIBUTIONS

01/04/12  CHARITABLE DISTRIBUTION CENTRAL STATE UNIVERSITY FOUNDATION     -2000 00                      -2000 00  1201000014
          CONTRIBURTION TO UNIVERSITY ENDOWED CHAIR                                                **CHANGED** 01/08/13 SJG
          FOR
          PAID TO:
                   CENTRAL STATE UNIVERSITY FOUNDATION
          TR TRAN#=000000000000006 TR CD=750    REG=     PORT=PRIN

02/14/12  CHARITABLE DISTRIBUTION THE MONDAY MUSICAL CLUB TO REPLACE C    -3000 00                      -3000.00  1202000031
          HECK #124714 DATED 12/9/2011 AS CONTRIBUTION IN SUPPORT OF C                             **CHANGED** 01/08/13 SJG
          ONCERT PRODUCTIONS
          FOR:
          PAID TO:
                   THE MONDAY MUSICAL CLUB
          TR TRAN#=000000000000003 TR CD=750    REG=     PORT=PRIN

02/15/12  CHARITABLE DISTRIBUTION BEATITUDE HOUSE TUITION ASSISTANCE F   -10000 00      -10000 00                 1202000035
          OR FAMILIES                                                                              **CHANGED** 01/08/13 SJG
          FOR.
          PAID TO:
                   BEATITUDE HOUSE
          TR TRAN#=000000000000006 TR CD=750    REG=     PORT=INC

02/28/12  CHARITABLE DISTRIBUTION ST  PATRICK CHURCH CONTRIBUTION FOR      -500 00                        -500 00  1202000044
          NEW HOPE ACADEMY REUNION EXPENSES                                                        **CHANGED** 01/08/13 SJG
          FOR:
          PAID TO
                   ST. PATRICK CHURCH
          TR TRAN#=000000000000002 TR CD=750    REG=     PORT=PRIN

03/05/12  CHARITABLE DISTRIBUTION HMHP DEVELOPMENT FOUNDATION CONTRIBU  -130000 00                    -130000 00  1203000013
          TION  FOR JOANNIE ABDU COMPREHENSIVE BREAST CARE CENTER                                  **CHANGED** 01/08/13 SJG
          FOR
          PAID TO
                   HMHP DEVELOPMENT FOUNDATION
          TR TRAN#=000000000000004 TR CD=750    REG=     PORT=PRIN

03/06/12  CHARITABLE DISTRIBUTION HELP HOTLINE CRISIS CENTER CONTRIBIT    -2000 00       -2000 00                 1203000019
          ION FOR ROOF AT NORTH SIDE COMMUNITY CENTER                                              **CHANGED** 01/08/13 SJG
          FOR
          PAID TO.
                   HELP HOTLINE CRISIS CENTER
          TR TRAN#=000000000000010 TR CD=750    REG=     PORT=INC

03/06/12  CHARITABLE DISTRIBUTION BEATITUDE HOUSE PLEDGE PAYMENT #2 OF   -50000.00                      -50000 00  1203000020
           2 FOR ASHTABULA PROJECT                                                                 **CHANGED** 01/08/13 SJG
          FOR
          PAID TO:
                   BEATITUDE HOUSE
          TR TRAN#=000000000000011 TR CD=750    REG=     PORT=PRIN

03/06/12  CHARITABLE DISTRIBUTION OPERA WESTERN RESERVE CONTRIBUTION I    -5000.00                      -5000.00  1203000018
          N SUPPORT OF PRODUCTION OF BARBER OF SEVILLE                                             **CHANGED** 01/08/13 SJG
          FOR:
          PAID TO:
                   OPERA WESTERN RESERVE
          TR TRAN#=000000000000009 TR CD=750    REG=     PORT=PRIN

03/09/12  CHARITABLE DISTRIBUTION A. PHILIP RANDOLPH INSTITUTE CONTRIB     -500.00         -500 00                 1203000028
          UTION TO THE JAMES TILLMAN SCHOLARSHIP FUND TO HELP PROVIDE                              **CHANGED** 01/08/13 SJG
          TUITION ASSISTANCE
          FOR:
          PAID TO:
                   A. PHILIP RANDOLPH INSTITUTE
          TR TRAN#=000000000000006 TR CD=750    REG=     PORT=INC

03/20/12  CHARITABLE DISTRIBUTION COMMUNITY FOUNDATION OF THE MAHONING    -5000 00       -5000 00                 1203000046
           VALLEY CONTRIBUTION FOR PROGRAM SUPPORT                                                 **CHANGED** 01/08/13 SJG
          FOR·
          PAID TO
                   COMMUNITY FOUNDATION OF THE MAHONING VAL
          TR TRAN#=000000000000001 TR CD=750    REG=     PORT=INC
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TAX                                                                                                            EDIT
CODE/DATE TRANSACTIONS                                                 TAXABLE        INCOME      PRINCIPAL   NUMBER
--------- ------------                                              ------------  ------------  -----------  ----------

149   BENEFICIARY DISTRIBUTIONS (CONTINUED)
03/26/12  CHARITABLE DISTRIBUTION NEIL KENNEDY RECOVERY CLINIC CONTRIB   -1500 00      -1500 00                1203000052
          UTION IN SUPPORT OF GOLF OUTING                                                     **CHANGED** 01/08/13 SJG
          FOR
          PAID TO:
                   NEIL KENNEDY RECOVERY CLINIC
          TR TRAN#=000000000000002 TR CD=750     REG=      PORT=INC

04/03/12  DEPOSIT FROM YOUNGSTOWN STATE UNIVERSITY RETURN OF SCHOLARSH    1000.00                     1000 00  1204000008
          IP FUNDS FOR 2011-2012 ACADEMIC YEAR (KEYONA WOODS) STUDENT                         **CHANGED** 03/07/13 SJG
          DID NOT ATTEND
          FOR:
          TR TRAN#=000000000000001 TR CD=421     REG=      PORT=PRIN

04/06/12  CHARITABLE DISTRIBUTION LOWELLVILLE SCHOOL FOUNDATION GENERA   -1500.00      -1500 00                1204000010
          L CONTRIBUTION TO THE SCHOOL FOUNDATION                                             **CHANGED** 01/08/13 SJG
          FOR
          PAID TO:
                   LOWELLVILLE SCHOOL FOUNDATION
          TR TRAN#=000000000000001 TR CD=750     REG=      PORT=INC

04/24/12  CHARITABLE DISTRIBUTION YOUNGSTOWN CITYSCAPE CONTRIBUTION FO   -1000 00                    -1000.00  1204000033
          R PROJECT STREETSCAPE 2012                                                          **CHANGED** 01/08/13 SJG
          FOR
          PAID TO
                   YOUNGSTOWN CITYSCAPE
          TR TRAN#=000000000000007 TR CD=750     REG=      PORT=PRIN

04/24/12  CHARITABLE DISTRIBUTION THE ROGER & GLORIA JONES CHILDREN'S   -20000.00     -20000 00                1204000031
          CONTRIBUTION FOR CAPITAL EXPENSES                                                   **CHANGED** 01/08/13 SJG
          FOR·
          PAID TO:
                   THE ROGER & GLORIA JONES CHILDREN'S
          TR TRAN#=000000000000005 TR CD=750     REG=      PORT=INC

04/24/12  CHARITABLE DISTRIBUTION INTERFAITH HOME MAINTENANCE CONTRIBU   -5000.00                     -5000 00  1204000032
          TION FOR PROGRAM SUPPORT                                                            **CHANGED** 01/08/13 SJG
          FOR
          PAID TO·
                   INTERFAITH HOME MAINTENANCE
          TR TRAN#=000000000000006 TR CD=750     REG=      PORT=PRIN

05/07/12  CHARITABLE DISTRIBUTION BEATITUDE HOUSE CONTRIBUTION TO ASSI  -10000 00     -10000.00                1205000020
          ST IN CAPITAL SHORTFALL IN ASHTABULA FACILITY                                       **CHANGED** 01/08/13 SJG
          FOR:
          PAID TO:
                   BEATITUDE HOUSE
          TR TRAN#=000000000000006 TR CD=750     REG=      PORT=INC

05/08/12  CHARITABLE DISTRIBUTION MENS GARDEN CLUB OF YOUNGSTOWN CONTR     -500 00       -500 00                1205000025
          IBUTION                                                                             **CHANGED** 01/08/13 SJG
          FOR
          PAID TO
                   MENS GARDEN CLUB OF YOUNGSTOWN
          TR TRAN#=000000000000008 TR CD=750     REG=      PORT=INC

05/23/12  CHARITABLE DISTRIBUTION INSPIRING MINDS CONTRIBUTION            -2000 00                     -2000 00  1205000043
          FOR·                                                                                **CHANGED** 01/08/13 SJG
          PAID TO:
                   INSPIRING MINDS
          TR TRAN#=000000000000022 TR CD=750     REG=      PORT=PRIN

05/25/12  CHARITABLE DISTRIBUTION JEWISH COMMUNITY CENTER CONTRIBUTION    -1000 00                     -1000 00  1205000045
           FOR THE SUZI SOLOMON FUND                                                          **CHANGED** 01/08/13 SJG
          FOR
          PAID TO.
                   JEWISH COMMUNITY CENTER
          TR TRAN#=000000000000003 TR CD=750     REG=      PORT=PRIN

06/01/12  CHARITABLE DISTRIBUTION NEIL KENNEDY RECOVERY CLINIC EFFECTI   -4000 00      -4000.00                1206000010
          VE 06/01/2012 CONTRIBUTION FOR BATHROOM REMODELING                  ***FOUND UPDATE*** 09/07/12
          FOR:                                                                                **CHANGED** 01/08/13 SJG
          PAID TO·
                   NEIL KENNEDY RECOVERY CLINIC
          TR TRAN#=000000000000013 TR CD=750     REG=      PORT=INC

06/08/12  CHARITABLE DISTRIBUTION MAHONING COUNTY JUVENILE COURT ADVIS     -500 00                      -500 00  1206000019
          ORY BOARD CONTRIBUTION                                                              **CHANGED** 01/08/13 SJG
          FOR
          PAID TO
                   MAHONING COUNTY JUVENILE COURT ADVISORY
          TR TRAN#=000000000000006 TR CD=750     REG=      PORT=PRIN

06/28/12  CHARITABLE DISTRIBUTION TRUMBULL MOBILE MEALS CONTRBUTION FO   -5000.00      -5000.00                1206000047
          R ROOF REPAIR                                                                       **CHANGED** 01/08/13 SJG
          FOR:
          PAID TO:
                   TRUMBULL MOBILE MEALS
          TR TRAN#=000000000000006 TR CD=750     REG=      PORT=INC

06/28/12  CHARITABLE DISTRIBUTION HELP HOTLINE CRISIS CENTER CONTRIBUT   -5000 00      -5000 00                1206000048
          ION FOR WORKPLACE DOMESTIC VIOLENCE TRAINING PROGRAM                                **CHANGED** 01/08/13 SJG
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TAX                                                                                                       EDIT
CODE/DATE TRANSACTIONS                                                 TAXABLE       INCOME     PRINCIPAL  NUMBER
--------- ------------                                              ------------  ------------  ------------  ----------

149  BENEFICIARY DISTRIBUTIONS (CONTINUED)
          FOR:
          PAID TO.
                  HELP HOTLINE CRISIS CENTER
          TR TRAN#=000000000000007 TR CD=750    REG=     PORT=INC

07/26/12  CHARITABLE DISTRIBUTION HOPE HOUSE VISITATION CENTER CONTRIB    -5000.00     -5000 00                 1207000041
          UTION                                                                                  **CHANGED** 01/08/13 SJG
          FOR:
          PAID TO:
                  HOPE HOUSE VISITATION CENTER
          TR TRAN#=000000000000003 TR CD=750    REG=     PORT=INC

09/04/12  CHARITABLE DISTRIBUTION YOUNGSTOWN STATE UNIVERSITY GRANT FO    -5000.00                  -5000.00  1209000014
          R COLORING BOOK OF HOUSES TO BE ISSUED TO THIRD GRADE STUDEN                           **CHANGED** 01/08/13 SJG
          TS IN THE YOUNGSTOWN SYSTEM
          FOR·
          PAID TO:
                  YOUNGSTOWN STATE UNIVERSITY
          TR TRAN#=000000000000018 TR CD=750    REG=     PORT=PRIN

09/04/12  CHARITABLE DISTRIBUTION YWCA GRANT FOR T E A.M. - THE PEER M    -5000 00                  -5000 00  1209000015
          ENTORING PROGRAM IN WARREN YWCA                                                        **CHANGED** 01/08/13 SJG
          FOR.
          PAID TO
                  YWCA
          TR TRAN#=000000000000019 TR CD=750    REG=     PORT=PRIN

09/11/12  CHARITABLE DISTRIBUTION EAGLE GOALTENDERS TO PURCHASE TEAM B    -1000.00                  -1000.00  1209000026
          LAZERS FOR THE BASKETBALL TEAM AT JOHN F KENNEDY HIGH SCHOOL                           **CHANGED** 01/08/13 SJG
           IN WARREN
          FOR
          PAID TO
                  EAGLE GOALTENDERS
          TR TRAN#=000000000000006 TR CD=750    REG=     PORT=PRIN

10/01/12  CHARITABLE DISTRIBUTION YOUNGSTOWN STATE UNIVERSITY 2012 SCH    -1500 00     -1500.00                 1210000007
          OLARSHIP AWARD FOR PATRICIA SHARP                                                      **CHANGED** 01/08/13 SJG
          FOR:
          PAID TO:
                  YOUNGSTOWN STATE UNIVERSITY
          TR TRAN#=000000000000008 TR CD=750    REG=     PORT=INC

10/05/12  CHARITABLE DISTRIBUTION NEIL KENNEDY RECOVERY CLINIC CONTRIB   -25000 00    -25000.00                 1210000015
          UTION IN SUPPORT OF ONE YEAR OF TWO YEAR PILOT RECOVERY COAC                           **CHANGED** 01/08/13 SJG
          H PROGRAM
          FOR:
          PAID TO:
                  NEIL KENNEDY RECOVERY CLINIC
          TR TRAN#=000000000000004 TR CD=750    REG=     PORT=INC

10/05/12  CHARITABLE DISTRIBUTION EASTERN OHIO P-16 PLEDGE PAYMENT #1     -5000.00     -5000 00                 1210000016
          OF 3 TO INCREASE ACADEMIC READINESS FOR PRE-SCHOOL THRU POST                           **CHANGED** 01/08/13 SJG
           SECONDARY STUDENTS
          FOR:
          PAID TO:
                  EASTERN OHIO P-16
          TR TRAN#=000000000000005 TR CD=750    REG=     PORT=INC

10/05/12  CHARITABLE DISTRIBUTION STAMBAUGH CHORUS CONTRIBUTION FOR PR    -1000 00     -1000.00                 1210000017
          OGRAM EXPENSES                                                                         **CHANGED** 01/08/13 SJG
          FOR
          PAID TO:
                  STAMBAUGH CHORUS
          TR TRAN#=000000000000006 TR CD=750    REG=     PORT=INC

10/09/12  CHARITABLE DISTRIBUTION PUBLIC LIBRARY OF YOUNGSTOWN  AND CO    -5000 00     -5000.00                 1210000022
          NTRIBUTION IN SUPPORT OF THE LITERARY SOCIETY AUTHHOR EVENT                            **CHANGED** 01/08/13 SJG
          2012
          FOR
          PAID TO:
                  PUBLIC LIBRARY OF YOUNGSTOWN  AND
          TR TRAN#=000000000000008 TR CD=750    REG=     PORT=INC

10/19/12  CHARITABLE DISTRIBUTION TBEIC CONTRIBUTION FOR INITIAL OPERA    -5000 00     -5000.00                 1210000037
          TING FUNDS                                                                             **CHANGED** 01/08/13 SJG
          FOR
          PAID TO
                  TBEIC
          TR TRAN#=000000000000006 TR CD=750    REG=     PORT=INC

10/23/12  CHARITABLE DISTRIBUTION MVCAP 2012-2013 PROGRAM ($5000 LAST    -20000.00                 -20000 00  1210000039
          DOLLAR SCHOLARSHIPS-MAHONING COUNTY RESIDENTS )- BALANCE AVA                           **CHANGED** 01/08/13 SJG
          ILABLE FOR OPERATING EXPENSES
          FOR
          PAID TO.
                  MVCAP
          TR TRAN#=000000000000004 TR CD=750    REG=     PORT=PRIN

10/26/12  CHARITABLE DISTRIBUTION WARREN PHILHARMONIC ORCHESTRA CONTRI    -5000 00     -5000 00                 1210000050
          BUTION TO ASSIST IN UNDERWRITING COST OF APRIL 2012 CONCERT                            **CHANGED** 01/08/13 SJG
          TITLED STORIES, DRAMAS, HEROS HEROINES
```

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TAX                                                                                                   EDIT
CODE/DATE TRANSACTIONS                                                 TAXABLE        INCOME     PRINCIPAL  NUMBER
--------- ------------                                            ------------  ------------  ------------  ----------

149    BENEFICIARY DISTRIBUTIONS (CONTINUED)
          FOR:
          PAID TO:
                 WARREN PHILHARMONIC ORCHESTRA
          TR TRAN#=000000000000012 TR CD=750     REG=      PORT=INC

11/07/12  DEPOSIT FROM SAINT PATRICKS CHURCH DEPOSIT TO ACCOUNT CHECK       500 00                          500 00  1211000020
          #12620 DATED 9/7/2012                                                                  **CHANGED** 03/07/13 SJG
          FOR.
          TR TRAN#=000000000000001 TR CD=421     REG=      PORT=PRIN

11/08/12  CHARITABLE DISTRIBUTION YOUNGSTOWN/MAHONING VALLEY UNITED WA  -100000 00                      -100000 00  1211000025
          Y CONTRIBUTION TO 2011-2012 CAMPAIGN                                                   **CHANGED** 01/08/13 SJG
          FOR
          PAID TO
                 YOUNGSTOWN/MAHONING VALLEY UNITED WAY
          TR TRAN#=000000000000008 TR CD=750     REG=      PORT=PRIN

11/29/12  CHARITABLE DISTRIBUTION COMMUNITY FOUNDATION OF THE MAHONING     -5000.00                        -5000 00  1211000042
           VALLEY FOR PROGRAM SUPPORT                                                            **CHANGED** 01/08/13 SJG
          FOR.
          PAID TO
                 COMMUNITY FOUNDATION OF THE MAHONING VAL
          TR TRAN#=000000000000006 TR CD=750     REG=      PORT=PRIN

12/10/12  CHARITABLE DISTRIBUTION NEIL KENNEDY RECOVERY CLINIC FOR SUP    -25000.00                       -25000 00  1212000031
          PORT OF COUNSELING PROGRAM                                                             **CHANGED** 01/08/13 SJG
          FOR
          PAID TO
                 NEIL KENNEDY RECOVERY CLINIC
          TR TRAN#=000000000000012 TR CD=750     REG=      PORT=PRIN
                                                                    ------------  ------------  ------------
                                                                     -477000 00    -117500 00    -359500 00

          DISTRIBUTIONS NOT MATCHED TO BENEFICIARY
          ------------------------------------
10/05/12  REVERSAL - NEGATES PREVIOUS ENTRY                                              3000.00                1210000013
          CHARITABLE DISTRIBUTION THE MONDAY MUSICAL CLUB CONTRIBUTION                BENE DISTRIBUTION WITH NO SSN
           IN SUPPORT OF CONCERT PRODUCTIONS [REVERSED 10/05/2012]                               **CHANGED** 01/08/13 SJG
          FOR:
          PAID TO:
                 THE MONDAY MUSICAL CLUB
          TR TRAN#=000000000000001 TR CD=750     REG=      PORT=INC
                                                                    ------------  ------------  ------------
                                                                            0.00       3000 00          0.00
                                                                    ------------  ------------  ------------
          TOTAL CODE 149 - BENEFICIARY DISTRIBUTIONS                  -477000.00    -114500 00    -359500.00
                                                                    ============  ============  ============

204    NONDISTRIBUTIVE U.S. GOVERNMENT INTEREST
          US TREASURY INFLATIONARY INDEX N/B 2% 01 - 912828ET3 - MINOR = 30
          -------------------------------------------------------------
01/13/12  DELIVERED 58 UNITS US TREASURY INFLATIONARY INDEX N/B 2% 01/      2467.00                                 1201000020
          15/2016 TRADE DATE 01/13/2012 INDEX FACTOR ADJ                                         **CHANGED** 02/06/13 SW
          TR TRAN#=000000000000001 TR CD=0       REG=22    PORT=PRIN
                                                                    ------------  ------------  ------------
          TOTAL CODE 204 - NONDISTRIBUTIVE U S  GOVERNMENT INTEREST      2467.00          0 00          0 00
                                                                    ============  ============  ============

299    FOREIGN TAXES ON QUALIFIED FOREIGN DIVIDENDS
        ***  VA - VARIOUS
          HUNTINGTON INTL EQUITY FUND III - 444998306 - MINOR = 3503
          ------------------------------------------------------
12/31/12  MUTUAL FUND EARNINGS                                          -1051.86
                                                                    ------------  ------------  ------------
                                                                        -1051 86          0 00          0.00

          HUNTINGTON GLOBAL SELECT MARKETS FUND - - 446327249 - MINOR = 3505
          ---------------------------------------------------------------
12/31/12  MUTUAL FUND EARNINGS                                            -47.75
                                                                    ------------  ------------  ------------
                                                                          -47 75          0 00          0 00

          OPPENHEIMER DEVELOPING MARKETS FUND - CL - 683974505 - MINOR = 3503
          ----------------------------------------------------------------
12/31/12  MUTUAL FUND EARNINGS                                            -63 43
                                                                    ------------  ------------  ------------
                                                                          -63.43          0 00          0.00
                                                                    ------------  ------------  ------------
          TOTAL CODE 299 - FOREIGN TAXES ON QUALIFIED FOREIGN DIVIDENDS  -1163.04          0 00          0.00
                                                                    ============  ============  ============

499    FOREIGN TAXES ON NONQUALIFIED FOREIGN DIVIDENDS
        ***  VA - VARIOUS
          TEMPLETON GLOBAL BOND FUND CLASS A - 880208103 - MINOR = 3506
          ---------------------------------------------------------
12/31/12  MUTUAL FUND EARNINGS                                           -332.95
```

THE HUNTINGTON NATIONAL BANK
PO BOX 1558
COLUMBUS, OH 43216

Huntington

THOMSON REUTERS
ATTN: SCOTT J. GOYETCHE, CPA
24481 DETROIT ROAD
SUITE 400
WESTLAKE OH 44145-1557

CASH ACTIVITY STATEMENT

ACCOUNTING PERIOD

FROM 12/01/2012 TO 12/31/2012

ACCOUNT NAME: FRANK & PEARL E. GELBMAN
CHARITABLE FOUNDATION
HUNTINGTON NATIONAL BANK,
TRUSTEE

ACCOUNT NUMBER: 7655000656

TRUST ADMINISTRATOR: CAROL CHAMBERLAIN

TELEPHONE NUMBER: 330-742-7036

FORMAT # 16

FRANK & PEARL E. GELBMAN
CHARITABLE FOUNDATION
HUNTINGTON NATIONAL BANK,
TRUSTEE
ACCOUNT NUMBER 7655000656

SCHEDULE OF PRINCIPAL ASSETS
AS OF DECEMBER 31, 2012

		COST VALUE	UNIT PRICE	MARKET VALUE	% MKT	EST INCOME	YIELD MKT
CERTIFICATES OF DEPOSIT-OTHER							
50,000	MICHIGAN COMMERCE BANK CD #600000089 2.78% 07/13/2015	50,000.00	100.00	50,000.00	0.6	1,390	2.8
	TOTAL	50,000.00		50,000.00		1,390	2.8
CASH MANAGEMENT FUNDS-TAXABLE							
	HUNTINGTON CONSERVATIVE DEPOSIT ACCOUNT	127,469.70		127,469.70	1.5	76	0.1
	TOTAL	127,469.70		127,469.70		76	0.1
HUNTINGTON FUNDS-EQUITY							
52,574.571	HUNTINGTON INTERNATIONAL EQUITY FUND III	449,170.83	11.34	596,195.64	6.9	9,937	1.7
5,483.017	HUNTINGTON GLOBAL SELECT MARKETS FUND - III	53,763.10	10.33	56,639.57	0.7	236	0.4
19,999.225	HUNTINGTON DISCIPLINED EQUITY FD TR III	180,995.10	9.80	195,992.41	2.3	1,960	1.0

FRANK & PEARL E. GELBMAN
CHARITABLE FOUNDATION
HUNTINGTON NATIONAL BANK,
TRUSTEE
ACCOUNT NUMBER 7655000656

SCHEDULE OF PRINCIPAL ASSETS
AS OF DECEMBER 31, 2012

		COST VALUE	UNIT PRICE	MARKET VALUE	% MKT	EST INCOME	YIELD MKT
HUNTINGTON FUNDS-EQUITY							
20,775.086	HUNTINGTON SITUS FUND III	282,070.84	23.44	486,968.02	5.6	831	0.2
14,141	HUNTINGTON REAL STRATEGIES FUND III	77,524.02	7.42	104,926.22	1.2	1,414	1.3
	TOTAL	1,043,523.89		1,440,721.86		14,377	1.0
U. S. GOVT OBLIGATIONS							
116,547	US TREASURY INFLATIONARY INDEX N/B 2% 01/15/2016	108,972.54	110.88	129,221.49	1.5	2,331	1.8
	TOTAL	108,972.54		129,221.49		2,331	1.8
U. S. GOVT AGENCIES							
300,000	FHLB 1.01% 06/19/2017	302,169.00	101.19	303,561.00	3.5	3,030	1.0
200,000	FHLB 4.25% 03/09/2018	197,594.00	116.88	233,760.00	2.7	8,500	3.6
100,000	FNMA SERIES 1 2% 06/27/2016-2013	100,000.00	100.68	100,684.00	1.2	2,000	2.0
	TOTAL	599,763.00		638,005.00		13,530	2.1
CORPORATE OBLIGATIONS							

FRANK & PEARL E. GELBMAN
CHARITABLE FOUNDATION
HUNTINGTON NATIONAL BANK,
TRUSTEE
ACCOUNT NUMBER 7655000656

SCHEDULE OF PRINCIPAL ASSETS
AS OF DECEMBER 31, 2012

		COST VALUE	UNIT PRICE	MARKET VALUE	% MKT	EST INCOME	YIELD MKT
CORPORATE OBLIGATIONS							
100,000	BB&T CORP CORPORATE BOND 5.25% 11/01/2019	104,832.00	115.62	115,624.00	1.3	5,250	4.5
100,000	CAMPBELL SOUP CO 3.05% 07/15/2017	100,352.00	108.11	108,111.00	1.2	3,050	2.8
200,000	COCA COLA CO 1.5% 11/15/2015	202,714.00	102.41	204,814.00	2.4	3,000	1.5
100,000	JOHN DEERE CAPITAL CORP 2.8% 09/18/2017	100,250.00	106.75	106,753.00	1.2	2,800	2.6
150,000	HEWLETT PACKARD CO 3.3% 12/09/2016	153,187.50	101.79	152,683.50	1.8	4,950	3.2
50,000	PFIZER INC 6.2% 03/15/2019	52,675.00	126.40	63,199.00	0.7	3,100	4.9
100,000	TOYOTA MOTOR CREDIT CORP 3.3% 01/12/2022	100,398.00	107.89	107,887.00	1.2	3,300	3.1
100,000	VERIZON COMMUNICATIONS 1.25% 11/03/2014	101,290.00	101.18	101,181.00	1.2	1,250	1.2
	TOTAL	915,698.50		960,252.50		26,700	2.8
COMMON STOCK							
3,160	ARCHER-DANIELS-MIDLAND CO	99,940.58	27.39	86,552.40	1.0	2,212	2.6
2,170	BAXTER INTERNATIONAL INC W/1 RT/SH	117,858.75	66.66	144,652.20	1.7	3,906	2.7

FRANK & PEARL E. GELBMAN
CHARITABLE FOUNDATION
HUNTINGTON NATIONAL BANK,
TRUSTEE
ACCOUNT NUMBER 7655000656

SCHEDULE OF PRINCIPAL ASSETS
AS OF DECEMBER 31, 2012

COMMON STOCK

		COST VALUE	UNIT PRICE	MARKET VALUE	% MKT	EST INCOME	YIELD MKT
2,250	BRISTOL-MYERS SQUIBB CO	48,962.70	32.59	73,327.50	0.8	3,150	4.3
3,000	BROADCOM CORP CL A	83,532.60	33.21	99,630.00	1.1	1,200	1.2
2,000	CVS CAREMARK CORP	89,459.80	48.35	96,700.00	1.1	1,800	1.9
2,010	CARDINAL HEALTH INC	74,533.82	41.18	82,771.80	1.0	2,211	2.7
390	CENTURYLINK INC	15,307.46	39.12	15,256.80	0.2	1,131	7.4
2,150	CHURCH & DWIGHT CO INC W/1 RT/SH	89,114.58	53.57	115,175.50	1.3	2,064	1.8
4,400	CISCO SYSTEMS	82,827.97	19.65	86,457.36	1.0	2,464	2.8
3,250	COMCAST CORP CL A	112,874.13	37.36	121,420.00	1.4	2,113	1.7
1,540	CONOCOPHILLIPS	75,233.84	57.99	89,304.60	1.0	4,066	4.6
1,000	DARDEN RESTAURANTS INC	24,301.55	45.07	45,070.00	0.5	2,000	4.4
3,490	DOW CHEMICAL	84,860.04	32.33	112,829.61	1.3	4,467	4.0
3,300	EMC CORP/MASS	60,752.22	25.30	83,490.00	1.0	0	
4,810	EBAY INC	159,644.86	51.00	245,298.94	2.8	0	
2,000	EMERSON ELECTRIC CO	108,551.91	52.96	105,920.00	1.2	3,280	3.1
1,260	EXXON MOBIL CORP	88,225.06	86.55	109,053.00	1.3	2,873	2.6
250	FRANKLIN RES INC	25,734.34	125.70	31,425.00	0.4	290	0.9
5,000	GENERAL ELECTRIC CO	143,304.20	20.99	104,950.00	1.2	3,800	3.6
1,900	GILEAD SCIENCES INC	79,122.46	73.45	139,555.00	1.6	0	
250	GOLDMAN SACHS GROUP INC	25,492.25	127.56	31,890.00	0.4	500	1.6
2,000	KLA-TENCOR CORP	106,072.00	47.76	95,520.00	1.1	3,200	3.4
3,710	THE KROGER CO	81,850.39	26.02	96,534.20	1.1	2,226	2.3

FRANK & PEARL E. GELBMAN
CHARITABLE FOUNDATION
HUNTINGTON NATIONAL BANK,
TRUSTEE
ACCOUNT NUMBER 7655000656

SCHEDULE OF PRINCIPAL ASSETS
AS OF DECEMBER 31, 2012

COMMON STOCK

		COST VALUE	UNIT PRICE	MARKET VALUE	% MKT	EST INCOME	YIELD MKT
2,000	MEDTRONIC INC	92,286.13	41.02	82,040.00	0.9	2,080	2.5
1,500	NUCOR CORP W/1 RT/SH	81,221.63	43.16	64,740.00	0.7	2,205	3.4
4,610	ORACLE CORPORATION FORMERLY ORACLE SYS CORP W/1 RT/SH	88,048.14	33.32	153,605.20	1.8	1,106	0.7
1,000	PNC FINANCIAL SERVICES	47,917.00	58.31	58,310.00	0.7	1,600	2.7
1,810	PEPSICO INC	97,515.14	68.43	123,858.30	1.4	3,892	3.1
1,300	SCHLUMBERGER LTD	72,816.50	69.30	90,088.18	1.0	1,430	1.6
1,610	SEMPRA ENERGY	84,954.72	70.94	114,213.40	1.3	3,864	3.4
210	SMUCKER (J.M.) CO THE-NEW COM WI	17,994.88	86.24	18,110.40	0.2	437	2.4
1,840	STATE STREET CORP	69,526.24	47.01	86,498.40	1.0	1,766	2.0
2,500	TEXAS INSTRUMENTS INC	82,245.60	30.89	77,225.00	0.9	2,100	2.7
4,200	TEXTRON INC	86,575.06	24.79	104,118.00	1.2	336	0.3
1,030	TRAVELERS COS INC	43,522.58	71.82	73,974.60	0.9	1,895	2.6
1,400	UNITED TECHNOLOGIES CORP	69,107.50	82.01	114,814.00	1.3	2,996	2.6
550	V F CORP W/1 RT/SH	54,890.07	150.97	83,033.50	1.0	1,914	2.3
3,000	VALERO ENERGY CORP	68,907.47	34.12	102,360.00	1.2	2,100	2.1
2,250	VIACOM INC CLASS B	112,056.08	52.74	118,665.00	1.4	2,475	2.1
5,300	WELLS FARGO & CO	152,447.90	34.18	181,154.00	2.1	4,664	2.6
2,000	ACE LIMITED	124,292.60	79.80	159,600.00	1.8	3,920	2.5
	TOTAL	3,323,882.75		4,019,191.89		89,732	2.2

FRANK & PEARL E. GELBMAN
CHARITABLE FOUNDATION
HUNTINGTON NATIONAL BANK,
TRUSTEE
ACCOUNT NUMBER 7655000656

SCHEDULE OF PRINCIPAL ASSETS
AS OF DECEMBER 31, 2012

		COST VALUE	UNIT PRICE	MARKET VALUE	% MKT	EST INCOME	YIELD MKT
COMMON STOCK-FOREIGN							
2,500	SUNCOR ENERGY INC	84,578.76	32.98	82,450.00	1.0	1,310	1.6
1,540	TEVA PHARMACEUTICAL -SP ADR	49,908.67	37.34	57,503.60	0.7	1,238	2.2
4,300	VODAFONE GROUP PLC	111,985.37	25.19	108,317.00	1.2	6,450	6.0
1,600	ACCENTURE PLC CL A	79,687.84	66.50	106,400.00	1.2	2,592	2.4
2,250	NOBLE CORP	86,711.85	34.82	78,345.00	0.9	1,220	1.6
	TOTAL	412,872.49		433,015.60		12,810	3.0
MUTUAL FUNDS FIXED INC-TAXABLE							
20,648.093	HARBOR HIGH-YIELD BOND FUND - CLASS I	230,263.57	11.11	229,400.31	2.6	13,442	5.9
23,513.301	PIMCO LOW DURATION FUND - INSTITUTIONAL CLASS	250,181.79	10.51	247,124.79	2.8	6,325	2.6
26,144.527	FRANKLIN TEMPLETON GLOBAL BOND FUND - CLASS A	282,123.46	13.38	349,813.77	4.0	14,641	4.2
	TOTAL	762,568.82		826,338.87		34,408	4.2

MUTUAL FUNDS EQUITY

FRANK & PEARL E. GELBMAN
CHARITABLE FOUNDATION
HUNTINGTON NATIONAL BANK,
TRUSTEE
ACCOUNT NUMBER 7655000656

SCHEDULE OF PRINCIPAL ASSETS
AS OF DECEMBER 31, 2012

	COST VALUE	UNIT PRICE	MARKET VALUE	% MKT	EST INCOME	YIELD MKT
MUTUAL FUNDS EQUITY						
1,554.726 OPPENHEIMER DEVELOPING MARKETS FUND - CLASS Y	50,046.63	34.88	54,228.84	0.6	387	0.7
TOTAL	50,046.63		54,228.84		387	0.7
ASSETS	7,394,798.32		8,678,445.75	100.0	195,742	2.3
CASH	0.00		0.00		0	
TOTAL	7,394,798.32		8,678,445.75		195,742	

FRANK & PEARL E. GELBMAN
CHARITABLE FOUNDATION
HUNTINGTON NATIONAL BANK,
TRUSTEE
ACCOUNT NUMBER 7655000656

SCHEDULE OF INCOME ASSETS
AS OF DECEMBER 31, 2012

	COST VALUE	UNIT PRICE	MARKET VALUE	% MKT	EST INCOME	YIELD MKT
CASH MANAGEMENT FUNDS-TAXABLE						
HUNTINGTON CONSERVATIVE DEPOSIT ACCOUNT	50,675.16		50,675.16	100.0	30	0.1
TOTAL	50,675.16		50,675.16		30	0.1
ASSETS	50,675.16		50,675.16	100.0	30	0.1
CASH	15,187.40		15,187.40		0	
TOTAL	65,862.56		65,862.56		30	