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
BUDD ORPHANS' HOME T/U/A 8015002507

A Employer identification number
25-6136848

Number and street (or P O box number if mail is not delivered to street address)
650 CORPORATION STREET

Room/suite

B Telephone number (see instructions)
614- 333-9547

City or town, state, and ZIP code
BEAVER, PA 15009

C If exemption application is pending, check here ▶ ☐

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

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 1,618,022.

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	45,130.	45,130.		STMT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	75,717.			
	b	Gross sales price for all assets on line 6a 383,947.				
	7	Capital gain net income (from Part IV, line 2)		75,717.		
	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	120,847.	120,847.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	16,222.	8,111.		8,111.
	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 4	330.	165.	NONE	165.
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 5	812.	169.		
	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	17,364.	8,445.	NONE	8,276.
	25	Contributions, gifts, grants paid	76,378.			76,378.
	26	**Total expenses and disbursements** Add lines 24 and 25	93,742.	8,445.	NONE	84,654.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	27,105.			
	b	**Net investment income** (if negative, enter -0-)		112,402.		
	c	**Adjusted net income** (if negative, enter -0-)				

NE
3

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)	1,237,311.	1,264,417.	1,618,022.
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	1,237,311.	1,264,417.	1,618,022.
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	1,237,311.	1,264,417.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	1,237,311.	1,264,417.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	1,237,311.	1,264,417.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,237,311.
2	Enter amount from Part I, line 27a	2	27,105.
3	Other increases not included in line 2 (itemize) ▶ ROUNDING	3	1.
4	Add lines 1, 2, and 3	4	1,264,417.
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	1,264,417.

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	383,947.		308,230.	75,717.
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				75,717.
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** 75,717.

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	82,535.	1,581,827.	0.052177
2010	77,154.	1,464,323.	0.052689
2009	90,391.	1,322,553.	0.068346
2008	86,728.	1,593,609.	0.054422
2007	90,425.	1,805,764.	0.050076

2	**Total** of line 1, column (d)	2	0.277710
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	0.055542
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,587,598.
5	Multiply line 4 by line 3	5	88,178.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,124.
7	Add lines 5 and 6	7	89,302.
8	Enter qualifying distributions from Part XII, line 4	8	84,654.

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)			1	2,248.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b				
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	2,248.
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	2,248.
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	699.		
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	699.
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	1,549.
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) ▶ PA			
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)*

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 ▶ HUNTINGTON BANK Telephone no. ▶ (614)333-9547 Located at ▶ P.O. BOX 1558 DEPT EA4E86, COLUMBUS, OH ZIP+4 ▶ 43216			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
			Yes	**No**
16	At any time during calendar year 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

	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 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

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

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

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

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

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

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

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

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **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 BANK 650 CORPORATION STREET, BEAVER, PA 15009	TRUSTEE 1	16,222.		-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
1NONE	
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
1NONE	
2	
All other program-related investments See instructions 3NONE	
Total. Add lines 1 through 3 . . . . ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,581,285.
b	Average of monthly cash balances	1b	30,490.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	1,611,775.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	1,611,775.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	24,177.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,587,598.
6	**Minimum investment return.** Enter 5% of line 5	6	79,380.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6			1	79,380.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,248.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	2,248.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	77,132.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	77,132.
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	77,132.

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	84,654.
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	84,654.
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	84,654.

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 2011	(c) 2011	(d) 2012
1	Distributable amount for 2012 from Part XI, line 7					77,132.
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	1,519.				
b	From 2008	7,507.				
c	From 2009	25,075.				
d	From 2010	4,923.				
e	From 2011	4,376.				
f	**Total** of lines 3a through e		43,400.			
4	Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 84,654.					
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					77,132.
e	Remaining amount distributed out of corpus		7,522.			
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		50,922.			
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)		1,519.			
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		49,403.			
10	Analysis of line 9:					
a	Excess from 2008	7,507.				
b	Excess from 2009	25,075.				
c	Excess from 2010	4,923.				
d	Excess from 2011	4,376.				
e	Excess from 2012	7,522.				

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			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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*				
CHILDREN'S AID SOCIETY OF MERCER COUNTY MERCER PA 16137	NONE	EXEMPT	GENERAL SUPPORT	38,189.
MERCER COUNTY JUVENILE ADVISORY COUNCIL, INC. MERCER PA 16137	NONE	PUBLIC CHA	JUVENILE ADVOCACY	38,189.
Total . . . . ▶ **3a**				76,378.
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	45,130.	
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	75,717.	
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)				120,847.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . 13 120,847.

(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

▶ 4/26/2013 ▶ Vice Pres.

Signature of officer or trustee | Date | 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: JEFF MASLANICH, EA
Preparer's signature:
Date: 04/19/2013
Check ☐ if self-employed
PTIN: P00390783
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	44.	44.
ABBOTT LABORATORIES ¿‰	227.	227.
AMERICAN EXPRESS COMPANY	310.	310.
ANADARKO PETE	41.	41.
ANALOG DEVICES	128.	128.
APPLE COMPUTER	345.	345.
ARTISAN INTERNATIONAL VALUE FUND - INVES	30.	30.
BAC CAPITAL TRUST XII 8/2/55 SERIES PFD	1,040.	1,040.
BECTON DICKINSON AND CO.	209.	209.
BLACKROCK US OPPORTUNITIES PORTFOLIO - I	187.	187.
BROADCOM CORP	35.	35.
CATERPILLAR INC.	156.	156.
CENTURYTEL INC	73.	73.
CHEVRONTEXACO CORP	1,247.	1,247.
CHURCH & DWIGHT CO INC	84.	84.
COHEN AND STEERS INSTITUTIONAL REALTY SH	29.	29.
COLGATE PALMOLIVE CO	488.	488.
CONOCOPHILLIPS	264.	264.
DEERE & COMPANY	92.	92.
DOW CHEMICAL CO ¿‰	96.	96.
DUPONT DE NEMOURS CO ¿‰	129.	129.
EMERSON ELECTRIC CO ¿‰	724.	724.
EXXON MOBIL CORP COM	962.	962.
FEDERATED TOTAL RETURN BOND FUND - INSTI	4,651.	4,651.
FIDELITY NEW MARKETS INCOME FUND	27.	27.
FIDELITY REAL ESTATE INCOME FUND	76.	76.
FREEPORT MCMORAN COPPER & GOLD	238.	238.
GENERAL DYNAMICS CORP	441.	441.
GENERAL ELEC CAP CORP 11/15/32 SERIES PF	1,525.	1,525.
GENERAL MILLS INC	1,072.	1,072.
H J HEINZ COMPANY	258.	258.
HUNTINGTON MID CORP AMERICA FUND I	74.	74.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
HUNTINGTON INTL EQUITY FUND I	957.	957.
HUNTINGTON SITUS FUND III	50.	50.
ILLINOIS TOOL WORKS INC COM	168.	168.
INTEL CORP.	45.	45.
INTERNATIONAL BUSINESS MACHINES CORP	596.	596.
J P MORGAN CHASE PFD 7.000%	1,750.	1,750.
JANUS PERKINS MID CAP VALUE FUND - CLASS	182.	182.
JOHNSON & JOHNSON CO ¿‰	720.	720.
JOHNSON CONTROLS INC	201.	201.
MARATHON OIL CORP	94.	94.
MCDONALDS CORP	574.	574.
MERCK & CO INC	84.	84.
MICROSOFT CORP	475.	475.
HUNTINGTON CONSERVATIVE DEPOSIT ACCOUNT	37.	37.
MORGAN STANLEY 4.75% 03/22/2017	1,115.	1,115.
NATIONAL FUEL GAS CO NJ W/1 RT PER SHARE	989.	989.
NATIONAL RETAIL PROPERTIES I (REIT)	189.	189.
NEXTERA ENERGY INC	60.	60.
NIKE INC CL B	372.	372.
ORACLE CORP	234.	234.
OPPENHEIMER DEVELOPING MARKETS FUND - CL	85.	85.
PIMCO LOW DURATION INSTITUTIONAL	677.	677.
PIMCO TOTAL RETURN FUND INSTL CLASS	3,000.	3,000.
PARKER HANNIFIN CORP	365.	365.
PHILLIPS 66	35.	35.
PIMCO ALL ASSET FUND - INSTITUTIONAL	251.	251.
POWERSHARES PREFERRED PORTFOLIO	3,237.	3,237.
PRINCIPAL LIFE INC FDG SERIES MTN 5.3% 0	2,650.	2,650.
PROCTER & GAMBLE CO	1,158.	1,158.
PRUDENTIAL JENNISON MID CAP GROWTH FUND	14.	14.
QUALCOMM INC	193.	193.
RIDGEWORTH MID CAP VALUE EQUITY FUND - C	17.	17.
ROYCE SPECIAL EQUITY FUND	130.	130.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
SLM CORP V/R 2.61153% 10/01/2014	69.	69.
SPDR BARCLAYS HIGH YIELD BOND ETF	1,209.	1,209.
SCHLUMBERGER LTD.	430.	430.
SEMPRA ENERGY CORP	120.	120.
SPECTRA ENERGY CORP	573.	573.
FRANKLIN TEMPLETON GLOBAL BOND FUND - AD	2,169.	2,169.
TEXAS INSTRUMENTS INC.	288.	288.
THORNBURG INTERNATIONAL VALUE - I SHARES	500.	500.
TRAVELERS COS INC	487.	487.
UNION PACIFIC CORP ¿‰	60.	60.
UNITED PARCEL SVC INC	143.	143.
V F CORP W/1 RT/SH	195.	195.
VANGUARD HIGH YIELD CORP PORT #29	557.	557.
VANGUARD REIT FUND	120.	120.
WAL-MART STORES, INC.	944.	944.
WELLS FARGO & CO NEW	139.	139.
WHOLE FOODS MARKET INC	442.	442.
ACCENTURE PLC CL A	162.	162.
PARTNERRE LTD	155.	155.
ACE LIMITED	362.	362.
TOTAL	45,130.	45,130.

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	330.	165.		165.
TOTALS	330.	165.	NONE	165.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL ESTIMATES - PRINCIPAL	643.	
FOREIGN TAXES ON QUALIFIED FOR	135.	135.
FOREIGN TAXES ON NONQUALIFIED	34.	34.
TOTALS	812.	169.

HUNTINGTON NATIONAL BANK
20291 ROUTE 19
CRANBERRY TOWNSHIP, PA 16066

Huntington Wealth Advisors

DECEMBER 01, 2012 TO DECEMBER 31, 2012

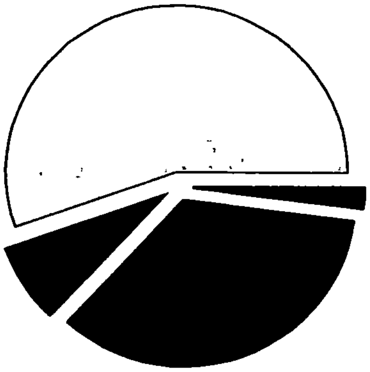
ACCOUNT NAME: BUDD ORPHANS' HOME T/U/A
ACCOUNT NUMBER: 8015002507

JEFF MASLANICH
THOMSON REUTERS
24481 S DETROIT ROAD SUITE 400
WESTLAKE, OH 44145

ADMINISTRATOR: CRAIG KELSEY
724-347-2740
CRAIG.KELSEY
@HUNTINGTON.COM

INVESTMENT OFFICER: JOE SNIEZEK
724-598-8407
joe.sniezek
@huntington.com

ASSET ALLOCATION SUMMARY



		MARKET VALUE	PERCENT
	CASH	644 15	0 0%
□	EQUITY INVESTMENTS	895, 200 65	55 3%
■	FIXED INCOME	125, 123 90	7 7%
■	MUTUAL FUNDS	564, 568 06	35 0%
	OTHER ASSETS	1 00	0. 0%
■	SHORT TERM INVESTMENTS	32, 484 39	2 0%
	Total	1, 618, 022 15	100 0%

ACCOUNT SUMMARY

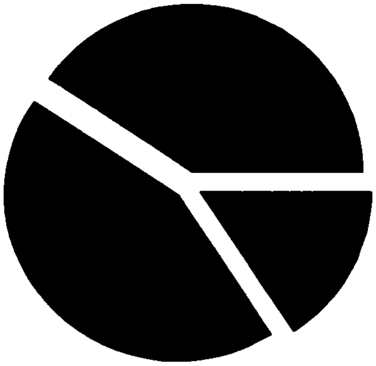
	THIS PERIOD	YEAR TO DATE
BEGINNING MARKET VALUE	**1,617,032.99**	**1,534,812.87**
DIVIDENDS/INTEREST	7,096 01	45,482.99
OTHER CASH RECEIPTS	4 84	27,105 61
DISBURSEMENTS AND FEES	1,360 38-	120,674.87-
REALIZED GAIN/LOSS	6,072.90	75,192 23
CHANGE IN MARKET VALUE	10,824 21-	56,103.32
ENDING MARKET VALUE	**1,618,022.15**	**1,618,022.15**

FOR YOUR INFORMATION

PORTFOLIO DETAIL

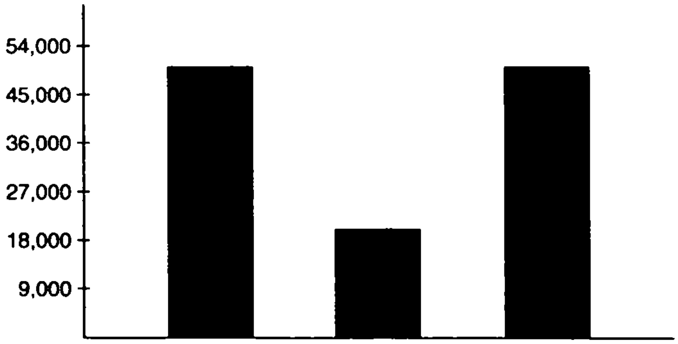
DESCRIPTION		TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
SHORT TERM INVESTMENTS					
MONEY MARKET FUNDS					
608993853 HUNTINGTON CONSERVATIVE DEPOSIT ACCOUNT		32,484 39 32,484 39	1 00 1 00	19 49 1 62	0 06
** TOTAL MONEY MARKET FUNDS	SUB-TOTAL	32,484.39 32,484.39		19.49 1.62	0.06
* TOTAL SHORT TERM INVESTMENTS		32,484.39 32,484.39		19.49 1.62	0 06

BOND QUALITY SUMMARY



	S & P QUALITY RATING	MARKET VALUE	PERCENT
■	A+	50, 715 50	40 5%
■	A-	54, 548 00	43 6%
■	BBB-	19, 860. 40	15 9%
	Total	125, 123. 90	100 0%

BOND MATURITY SUMMARY



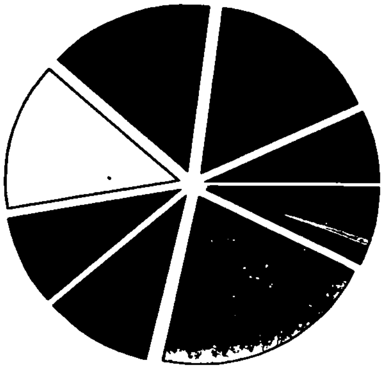
	YEARS TO MATURITY	PAR VALUE	PERCENT
■	LESS THAN 1 YEAR	50, 000 00	41 7%
■	1-3 YEARS	20, 000. 00	16. 7%
■	3-5 YEARS	50, 000 00	41. 6%
	Total	120, 000 00	100 0%

AVERAGE TIME TO MATURITY: 2.1 YEARS **CURRENT YIELD: 4.49%**

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	RATING	PAR VALUE	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	YIELD CURRENT/ MATURITY
FIXED INCOME						
CORPORATE OBLIGATIONS						
CORPORATE BONDS						
61747YDT9 MORGAN STANLEY 4 75% 03/22/2017	A-	50,000 000	54,548 00 50,072 50	109 10 100 15	2,375 00 653 13	4 35 2 39
74254PYE6 PRINCIPAL LIFE INC FDG SERIES MTN 5 3% 04/24/2013	A+	50,000.000	50,715 50 48,835 00	101 43 97 67	2,650 00 493 19	5 23 0 84
78442FCY2 SLM CORP V/R 2 98692% 10/01/2014	BBB-	20,000 000	19,860 40 19,300 00	99 30 96 50	597 38 47 46	3 01
***** TOTAL CORPORATE BONDS**		**SUB-TOTAL**	125,123.90 118,207.50		5,622.38 1,193.78	4.49
**** TOTAL CORPORATE OBLIGATIONS**		**SUB-TOTAL**	125,123.90 118,207.50		5,622.38 1,193.78	4.49
*** TOTAL FIXED INCOME**			125,123 90 118,207.50		5,622.38 1,193.78	4 49

EQUITY DIVERSIFICATION SUMMARY



INDUSTRY CODE	MARKET VALUE	PERCENT
■ CONSUMER DISCRETIONARY	62, 580. 00	7 0%
■ CONSUMER STAPLES	144, 132. 00	16. 1%
■ ENERGY	136, 028. 73	15. 2%
☐ FINANCIALS	129, 176 50	14 4%
■ HEALTH CARE	77, 734 00	8 7%
■ INDUSTRIALS	90, 678 35	10 1%
▨ INFORMATION TECHNOLOGY	190, 112 28	21 3%
■ MATERIALS	14, 570 79	1. 6%
▨ TELECOMMUNICATION SERVICES	7, 283 00	0. 8%
■ UTILITIES	42, 905 00	4 8%
Total	895, 200 65	100 0%

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITY INVESTMENTS						
CONSUMER DISCRETIONARY						
478366107 JOHNSON CTLS INC	JCI	300 000	9,201 00 8,232 95	30 67 27 44	228 00	2 48

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
CONSUMER DISCRETIONARY						
580135101 MCDONALDS CORP	MCD	200 000	17,642 00 11,494 00	88 21 57 47	616 00	3 49
654106103 NIKE INC CL B	NKE	400 000	20,640 00 8,153 64	51 60 20 38	168 00	0 81
918204108 V F CORP W/1 RT/SH	VFC	100.000	15,097 00 15,200 50	150 97 152 01	348 00	2 31
**** TOTAL CONSUMER DISCRETIONARY**		**SUB-TOTAL**	**62,580 00** **43,081.09**		**1,360.00** **0.00**	**2.17**
CONSUMER STAPLES						
171340102 CHURCH & DWIGHT CO INC W/1 RT/SH	CHD	200 000	10,714 00 10,696 99	53 57 53 48	192 00	1 79
194162103 COLGATE PALMOLIVE	CL	200 000	20,908 00 10,758 00	104 54 53 79	496 00	2 37
370334104 GENERAL MILLS INC	GIS	700 000	28,294 00 15,160 60	40 42 21 66	924 00	3 27
423074103 HEINZ H J CO	HNZ	200 000	11,536 00 10,779 99	57 68 53 90	412 00	3 57
742718109 PROCTER & GAMBLE CO	PG	400 000	27,156 00 14,783 88	67 89 36 96	899 20	3 31
931142103 WAL-MART STORES INC	WMT	400 000	27,292 00 19,552 00	68 23 48 88	636 00	2 33
966837106 WHOLE FOODS MARKET INC	WFM	200 000	18,232 00 18,273 94	91 16 91 37	160 00	0 88
**** TOTAL CONSUMER STAPLES**		**SUB-TOTAL**	**144,132.00** **100,005.40**		**3,719.20** **0.00**	**2.58**
ENERGY						
032511107 ANADARKO PETROLEUM CORP W/1 RT/SH	APC	150 000	11,146 50 9,101 85	74 31 60 68	54 00	0 48
166764100 CHEVRON CORPORATION	CVX	300.000	32,442 00 9,566 55	108 14 31 89	1,080 00	3 33

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
ENERGY						
20825C104 CONOCOPHILLIPS	COP	100 000	5,799 00 3,633 34	57 99 36 33	264 00	4 55
30231G102 EXXON MOBIL CORP	XOM	375 000	32,456 25 16,241 25	86 55 43 31	855 00	2 63
565849106 MARATHON OIL CORP	MRO	300 000	9,198 00 7,731 48	30 66 25 77	204 00	2 22
718546104 PHILLIPS 66	PSX	100 000	5,310 00 3,472 16	53 10 34 72	100 00	1 88
806857108 SCHLUMBERGER LTD	SLB	375 000	25,986 98 7,002 13	69 30 18 67	412 50 103 13	1 59
847560109 SPECTRA ENERGY CORP	SE	500 000	13,690 00 11,176 07	27 38 22 35	610 00	4 46
**** TOTAL ENERGY**		**SUB-TOTAL**	**136,028.73 67,924.83**		**3,579.50 103.13**	**2.63**
FINANCIALS						
025816109 AMERICAN EXPRESS	AXP	300 000	17,244 00 11,242 90	57 48 37 48	240.00	1 39
369622519 GENERAL ELEC CAP CORP 11/15/32 SERIES PFD 6 1%		1,000 000	24,800 00 24,860 00	24 80 24 86	1,525 00	6 15
46623D200 JP MORGAN CHASE 2/15/32 SERIES PFD 7%		1,000 000	25,520 00 24,998 10	25 52 25 00	1,750 00	6 86
637417106 NATIONAL RETAIL PROPERTIES INC COMMON STOCK	NNN	300 000	9,360 00 8,351 88	31 20 27 84	474 00	5 06
89417E109 TRAVELERS COS INC	TRV	250.000	17,955 00 12,644 63	71 82 50.58	460 00	2 56
949746101 WELLS FARGO & CO	WFC	300 000	10,254.00 9,904.98	34 18 33 02	264 00	2 57
G6852T105 PARTNERRE LTD	PRE	150 000	12,073 50 10,890 49	80 49 72 60	372 00	3.08
H0023R105 ACE LIMITED	ACE	150 000	11,970 00 9,015 50	79 80 60 10	294 00 73 50	2.46
**** TOTAL FINANCIALS**		**SUB-TOTAL**	**129,176.50 111,908.48**		**5,379.00 73.50**	**4.16**

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
HEALTH CARE						
002824100 ABBOTT LABORATORIES	ABT	150 000	9,825 00 8,117 00	65 50 54 11	84 00	0 85
075887109 BECTON DICKINSON	BDX	150 000	11,728 50 10,650 00	78 19 71 00	297 00	2 53
375558103 GILEAD SCIENCES INC	GILD	250 000	18,362 50 10,342 48	73 45 41 37		
478160104 JOHNSON & JOHNSON	JNJ	300 000	21,030 00 16,555 50	70 10 55 19	732 00	3 48
58933Y105 MERCK & CO INC	MRK	200 000	8,188 00 8,320 98	40 94 41 60	344 00 86 00	4 20
942683103 WATSON PHARMACEUTICALS INC	WPI	100 000	8,600 00 7,164 90	86 00 71 65		
** **TOTAL HEALTH CARE**		**SUB-TOTAL**	77,734.00 61,150.86		1,457.00 86.00	1.87
INDUSTRIALS						
149123101 CATERPILLAR INC	CAT	100 000	8,960 85 8,753 99	89 61 87 54	208 00	2 32
244199105 DEERE & CO W/1 RT/SH	DE	100 000	8,642 00 7,411 85	86 42 74 12	184 00 46 00	2 13
291011104 EMERSON ELECTRIC CO	EMR	400 000	21,184 00 5,655 00	52 96 14 14	656 00	3 10
452308109 ILLINOIS TOOL WORKS	ITW	150 000	9,121 50 8,461 49	60 81 56 41	228 00	2 50
701094104 PARKER HANNIFIN CORP	PH	225 000	19,138 50 12,760 50	85 06 56 71	369 00	1 93
907818108 UNION PACIFIC CORP	UNP	100.000	12,572 00 11,149 95	125 72 111 50	276 00 69 00	2 20
911312106 UNITED PARCEL SERVICE CL B	UPS	150 000	11,059 50 11,075 99	73 73 73 84	342 00	3 09
** **TOTAL INDUSTRIALS**		**SUB-TOTAL**	90,678.35 65,268.77		2,263.00 115.00	2.50

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
INFORMATION TECHNOLOGY						
032654105 ANALOG DEVICES INC	ADI	250 000	10,515 00 9,309 91	42 06 37 24	300 00	2 85
037833100 APPLE INC	AAPL	60 000	31,930 37 11,899 79	532 17 198 33	636 00	1 99
111320107 BROADCOM CORP CL A	BRCM	250 000	8,302 50 8,428 48	33 21 33 71	100 00	1 20
268648102 EMC CORP/MASS	EMC	640 000	16,192 00 11,195 80	25 30 17 49		
278642103 EBAY INC	EBAY	200 000	10,199 54 8,762 98	51 00 43 81		
459200101 IBM CORP	IBM	150 000	28,732 50 8,505 75	191 55 56 71	510 00	1 77
594918104 MICROSOFT CORP	MSFT	500 000	13,354.85 3,285 15	26 71 6 57	460 00	3 44
68389X105 ORACLE CORPORATION FORMERLY ORACLE SYS CORP W/1 RT/SH	ORCL	500 000	16,660.00 2,348.33	33 32 4 70	120 00	0 72
747525103 QUALCOMM INC W 1 RT P/S EXP 9/25/2015	QCOM	200 000	12,371 92 8,865 98	61 86 44 33	200 00	1 62
882508104 TEXAS INSTRUMENTS INC	TXN	400 000	12,356.00 9,525 80	30 89 23 81	336 00	2 72
G1151C101 ACCENTURE PLC CL A	ACN	200 000	13,300 00 12,078 93	66 50 60 39	324 00	2 44
M22465104 CHECK POINT SOFTWARE TECH	CHKP	340 000	16,197 60 9,937 18	47 64 29 23		
**** TOTAL INFORMATION TECHNOLOGY**		**SUB-TOTAL**	**190,112.28 104,144.08**		**2,986.00 0.00**	**1.57**
MATERIALS						
260543103 DOW CHEMICAL	DOW	100 000	3,232 94 3,343 90	32 33 33 44	128 00	3 96
263534109 DU PONT E I DE NEMOURS & CO	DD	100 000	4,497 85 5,256 99	44 98 52 57	172 00	3 82

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
MATERIALS						
35671D857 FREEPORT-MCMORAN C & G W/1 RT/SH	FCX	200 000	6,840 00 6,895 99	34 20 34 48	250 00	3 65
**** TOTAL MATERIALS**		**SUB-TOTAL**	**14,570.79 15,496.88**		**550.00 0 00**	**3.77**
TELECOMMUNICATION SERVICES						
00206R102 AT&T INC	T	100 000	3,371 00 3,779 99	33 71 37 80	180 00	5 34
156700106 CENTURYLINK INC	CTL	100 000	3,912 00 4,052 99	39 12 40 53	290 00	7 41
**** TOTAL TELECOMMUNICATION SERVICES**		**SUB-TOTAL**	**7,283.00 7,832.98**		**470.00 0.00**	**6.45**
UTILITIES						
636180101 NATIONAL FUEL GAS CO NJ W/1 RT PER SHARE EXP 07/31/2018	NFG	500 000	25,345 00 16,200 00	50 69 32 40	730 00	2 88
65339F101 NEXTERA ENERGY INC	NEE	100 000	6,919 00 7,024 99	69 19 70 25	240 00	3 47
816851109 SEMPRA ENERGY	SRE	150 000	10,641 00 9,757 49	70 94 65 05	360 00 90 00	3 38
**** TOTAL UTILITIES**		**SUB-TOTAL**	**42,905.00 32,982.48**		**1,330.00 90.00**	**3.10**
*** TOTAL EQUITY INVESTMENTS**			**895,200.65 609,795.85**		**23,093.70 467.63**	**2.58**
MUTUAL FUNDS						
MUTUAL FUNDS-FIXED INCOME						
31428Q101 FEDERATED TOTAL RETURN BOND FUND - INSTITUTIONAL SHARES	FTRBX	10,071 239	115,114 26 106,382 07	11 43 10 56	4,139 28 344 94	3 60
315910836 FIDELITY NEW MARKETS INCOME FUND	FNMIX	62 660	1,115 35 1,018 55	17 80 16.26	48 87 4 07	4 38
693390304 PIMCO LOW DURATION FUND - INSTITUTIONAL CLASS	PTLDX	1,562.468	16,421 54 16,262 34	10.51 10 41	420 30 35 03	2 56
693390700 PIMCO TOTAL RETURN FUND - INSTITUTIONAL CLASS	PTTRX	8,537 482	95,961 30 92,296 75	11 24 10.81	3,107 64 258 97	3 24

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						
73936T565 POWERSHARES PREFERRED PORTFOLIO	PGX	4,000 000	58,720 00 54,731 10	14 68 13 68	3,796 00	6 46
880208400 FRANKLIN TEMPLETON GLOBAL BOND FUND - ADVISOR CLASS	TGBAX	2,679 396	35,743 14 31,541 52	13 34 11 77	1,588 88	4 45
922031208 VANGUARD HIGH YIELD CORPORATE FUND - INVESTOR SHARES	VWEHX	3,367 003	20,572 39 20,000 00	6 11 5 94	1,269 36 105 78	6 17
** TOTAL MUTUAL FUNDS-FIXED INCOME		SUB-TOTAL	343,647.98 322,232.33		14,370 33 748.79	4.18
MUTUAL FUNDS-EQUITY						
04314H881 ARTISAN INTERNATIONAL VALUE FUND - INVESTOR CLASS	ARTKX	102 693	3,119 81 3,014 58	30 38 29 36	1 44	0 05
091929760 BLACKROCK US OPPORTUNITIES PORTFOLIO - INSTITUTIONAL	BMCIX	573 148	20,633 33 18,648 14	36 00 32 54	191 43	0 93
277902698 EATON VANCE ATLANTA CAPITAL SMID-CAP FUND - CLASS I	EISMX	2,251 217	41,107 22 27,117 61	18 26 12 05		
444993109 HUNTINGTON MID CORP AMERICA FUND I	HCAF1	201 767	2,764 21 3,304 94	13 70 16 38	23 97 2 00	0 87
444998108 HUNTINGTON INTERNATIONAL EQUITY FUND I	HIF1	2,761 807	31,318 89 32,589 32	11 34 11 80	835 17 69 60	2 67
446990301 HUNTINGTON SITUS FUND III	HSSF3	1,257.382	29,473 03 20,510 54	23 44 16 31	50 30	0 17
47103C241 JANUS PERKINS MID CAP VALUE FUND - CLASS I	JMVAX	1,137 114	24,266 01 19,182 68	21 34 16 87	188 76	0 78
683974505 OPPENHEIMER DEVELOPING MARKETS FUND - CLASS Y	ODVYX	293 673	10,243 31 8,456 72	34 88 28 80	73 12	0 71
722005626 PIMCO ALL ASSET FUND - INSTITUTIONAL	PAAIX	455 922	5,735 50 5,500 00	12 58 12 06	293.61	5 12
74441C808 PRUDENTIAL JENNISON MID CAP GROWTH FUND - CLASS Z	PEGZX	122 952	3,986 10 4,110 18	32 42 33 43	14 63	0 37
780905782 ROYCE SPECIAL EQUITY FUND	RYSEX	294 814	6,229 42 5,593 24	21 13 18 97	126 48	2 03

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
MUTUAL FUNDS-EQUITY						
885215566 THORNBURG INTERNATIONAL VALUE - I SHARES	TGVIX	1,145 363	32,173 25 23,192 06	28 09 20 25	452 42	1 41
922908553 VANGUARD REIT FUND	VNQ	150 000	9,870 00 9,832 05	65 80 65 55	351 45	3 56
**** TOTAL MUTUAL FUNDS-EQUITY**		**SUB-TOTAL**	220,920.08 181,052.06		2,602.78 71.60	1.18
*** TOTAL MUTUAL FUNDS**			564,568.06 503,284.39		16,973.11 820.39	3 01
OTHER ASSETS						
OTHER SUNDRY ASSETS						
PPNE06075 CORPORATE SEAL (BUDD)		1 000	1 00 1 00	 1 00		
**** TOTAL OTHER SUNDRY ASSETS**		**SUB-TOTAL**	1.00 1.00		0 00 0.00	0.00
*** TOTAL OTHER ASSETS**			1.00 1.00		0.00 0.00	0.00
CASH						
CASH			644 15 644 15			
*** TOTAL CASH**			644.15 644.15		0.00 0.00	0 00
GRAND TOTAL ASSETS			1,618,022.15 1,264,417.28		45,708.68 2,483.42	2 82

DECEMBER 01, 2012 TO DECEMBER 31, 2012

ACCOUNT NAME: BUDD ORPHANS' HOME T/U/A
ACCOUNT NUMBER: 8015002507

TRANSACTION SUMMARY

	CURRENT PERIOD			YEAR TO DATE		
	PRINCIPAL CASH	INCOME CASH	COST	PRINCIPAL CASH	INCOME CASH	COST
BEGINNING BALANCE	**0.00**	**0.00**	**1,252,603.91**	**247.00-**	**868.73**	**1,236,689.59**
RECEIPTS						
INTEREST		41 61			4,547 82	
DIVIDENDS	6,072 90	7,054 40		7,327 40	40,935 17	
OTHER RECEIPTS	4 84			27,105 61		
TOTAL RECEIPTS	**6,077.74**	**7,096.01**	**0.00**	**34,433.01**	**45,482.99**	**0.00**
DISBURSEMENTS						
CASH DISTRIBUTIONS				77,009 88-	165 00-	
FEES		1,360.38-			16,222 22-	
OTHER DISBURSEMENTS				177 00-	27,100 77-	
TOTAL DISBURSEMENTS	**0.00**	**1,360.38-**	**0.00**	**77,186.88-**	**43,487.99-**	**0.00**
ASSETS PURCHASED						
BUYS	4,733 63-		4,733 63	372,416 30-		372,416 30
TOTAL ASSETS PURCHASED	**4,733.63-**	**0.00**	**4,733.63**	**372,416.30-**	**0.00**	**372,416.30**
ASSETS SOLD/MATURED						
SALES				361 091 96		293,227 13-
MATURITIES				15,000 00		15,000 00-
TOTAL ASSETS SOLD/MATURED	**0.00**	**0.00**	**0.00**	**376,091.96**	**0.00**	**308,227.13-**
CASH MANAGEMENT						
DEPOSITS	1,344 11-	5,091 48-	6,435 59			
WITHDRAWALS				39,325 21	2,219 58-	37,105 63-
TOTAL CASH MANAGEMENT	**1,344.11-**	**5,091.48-**	**6,435.59**	**39,325.21**	**2,219.58-**	**37,105.63-**
ENDING BALANCE	**0.00**	**644.15**	**1,263,773.13**	**0.00**	**644.15**	**1,263,773.13**