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Form **990-PF**

Return of Private Foundation

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

OMB No 1545-0052

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

For calendar year 2012 or tax year beginning

, 2012, and ending

, 20

Name of foundation HOOVER FOUNDATION INCOME ACCOUNT 7055000310		A Employer identification number 34-6510994
Number and street (or P O box number if mail is not delivered to street address) PO BOX 1558 DEPT EA4E86		B Telephone number (see instructions) 330- 580-2568
City or town, state, and ZIP code COLUMBUS, OH 43216		C If exemption application is pending, check here ☐
G Check all that apply:	Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change ☐	D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 46,775,358.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
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)
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	1,111,804.	1,111,804.		STMT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	1,079,622.			
b	Gross sales price for all assets on line 6a	5,993,417.			
7	Capital gain net income (from Part IV, line 2)		1,079,622.		
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	2,191,426.	2,191,426.		
13	Compensation of officers, directors, trustees, etc.	136,650.	68,325.		68,325.
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 7	1,200.	NONE	NONE	1,200.
c	Other professional fees (attach schedule) STMT 8	77,286.	38,643.		38,643.
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 9	51,814.	9,905.		200.
19	Depreciation (attach schedule) and depletion				
20	Occupancy	4,096.	2,048.		2,048.
21	Travel, conferences, and meetings		NONE	NONE	
22	Printing and publications		NONE	NONE	
23	Other expenses (attach schedule) STMT 10	4,140.	2,070.		
24	Total operating and administrative expenses. Add lines 13 through 23	275,186.	120,991.	NONE	110,416.
25	Contributions, gifts, grants paid	2,642,728.			2,642,728.
26	Total expenses and disbursements. Add lines 24 and 25	2,917,914.	120,991.	NONE	2,753,144.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-726,488.			
b	Net investment income (if negative, enter -0-)		2,070,435.		
c	Adjusted net income (if negative, enter -0-)				

JSA For Paperwork Reduction Act Notice, see instructions.

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Operating and Administrative Expenses

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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 2.0			
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)		35,062,567.	34,337,331.	46,775,358.
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	35,062,567.	34,337,331.	
	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)	35,062,567.	34,337,331.	
	31	Total liabilities and net assets/fund balances (see instructions)	35,062,567.	34,337,331.	

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	35,062,567.
2	Enter amount from Part I, line 27a	2	-726,488.
3	Other increases not included in line 2 (itemize) ▶ NET INCOME BETWEEN TAX YEARS	3	1,252.
4	Add lines 1, 2, and 3	4	34,337,331.
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	34,337,331.

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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 5,993,417.		4,913,795.	1,079,622.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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			1,079,622.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	1,079,622.	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8					

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	2,441,345.	45,998,363.	0.053075
2010	2,422,772.	43,634,198.	0.055525
2009	2,231,654.	40,307,823.	0.055365
2008	3,154,963.	47,405,589.	0.066553
2007	3,126,408.	53,818,342.	0.058092
2 Total of line 1, column (d)			2 0.288610
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 0.057722
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 46,111,296.
5 Multiply line 4 by line 3			5 2,661,636.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 20,704.
7 Add lines 5 and 6			7 2,682,340.
8 Enter qualifying distributions from Part XII, line 4			8 2,753,144.

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	20,704.
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	20,704.
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	20,704.
6 Credits/Payments.			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	29,996.	
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	29,996.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	125.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	9,167.	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax ☒ 9,167. 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☒ \$ (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		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ OH		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶ N/A				
14	The books are in care of ▶ HUNTINGTON NATIONAL BANK Telephone no. ▶ (614) 331-9547			
	Located at ▶ PO BOX 1558 DEPT EA4E86, COLUMBUS, OH ZIP+4 ▶ 43216			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐			
	and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 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	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly).		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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	
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)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐ **5b****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? ☐ Yes ☒ No **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? ☐ Yes ☒ No **7b****Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 21		136,650.	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances

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
VICTORY CAPITAL MANAGEMENT CANTON, OH	INVESTMENT	NONE
Total number of others receiving over \$50,000 for professional services		NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Expenses

1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

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

Amount

1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

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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	46,813,498.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	46,813,498.
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	46,813,498.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	702,202.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	46,111,296.
6	Minimum investment return. Enter 5% of line 5	6	2,305,565.

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	2,305,565.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	20,704.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	20,704.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,284,861.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	2,284,861.
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	2,284,861.

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	2,753,144.
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	2,753,144.
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	20,704.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,732,440.

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				2,284,861.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			NONE	
b Total for prior years 20 <u>10</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	508,463.			
b From 2008	810,802.			
c From 2009	237,780.			
d From 2010	259,398.			
e From 2011	171,423.			
f Total of lines 3a through e	1,987,866.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ <u>2,753,144.</u>				
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				2,284,861.
e Remaining amount distributed out of corpus . .	468,283.			
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	2,456,149.			
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) . . .	508,463.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	1,947,686.			
10 Analysis of line 9				
a Excess from 2008 . . .	810,802.			
b Excess from 2009 . . .	237,780.			
c Excess from 2010 . . .	259,398.			
d Excess from 2011 . . .	171,423.			
e Excess from 2012 . . .	468,283.			

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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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).)

NONE

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

NONE

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

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

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

SEE STATEMENT 23

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE STATEMENT 53				2,642,728.
Total			▶ 3a	2,642,728.
b Approved for future payment				
Total			▶ 3b	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
AT&T INC	8,800.	8,800.
AT&T INC 2.5% 08/15/2015	2,500.	2,500.
ABBOTT LABS 5.15% 11/30/2012	5,150.	5,150.
ABBOTT LABS	6,030.	6,030.
ALLSTATE CORP	3,270.	3,270.
AMERICAN WATER WORKS CO INC	726.	726.
AMGEN INC W/1 RT/SH	1,440.	1,440.
AMGEN INC 2.125% 05/15/2017	826.	826.
ANADARKO PETE CORP W/1 RT/SH	405.	405.
ANHEUSER BUSCH COS INC 5.05% 10/15/2016	5,050.	5,050.
APACHE CORP W/1 RT/SH	400.	400.
APPLE INC	4,770.	4,770.
ARCHER DANIELS MIDLAND	1,050.	1,050.
BP AMOCO PLC	5,940.	5,940.
BAKER HUGHES INC	900.	900.
BANK OF AMERICA CORP 2.1% 04/30/2012	2,625.	2,625.
BANK OF NEW YORK MELLON CORP	8,412.	8,412.
BANK OF NOVA SCOTIA	9,862.	9,862.
BAXTER INTL INC W/1 RT/SH	3,638.	3,638.
BECTON DICKINSON	4,613.	4,613.
BHP BILLITON LTD-SPON ADR COMMON STOCK	4,480.	4,480.
BLACKROCK INC 3.5% 12/10/2014	3,500.	3,500.
BOEING CO	6,908.	6,908.
BRISTOL MYERS SQUIBB CO	5,440.	5,440.
BROADCOM CORP CL A	450.	450.
CATERPILLAR INC W/1 RT/SH	11,880.	11,880.
CATERPILLAR FINL SVCS CORP 1.65% 04/01/2	1,499.	1,499.
CATERPILLAR FINL SVCS CORP CATERPILLAR F	11,500.	11,500.
CHEVRONTXACO CORP	21,060.	21,060.
CHUBB CORP W/1 RT/SH	3,240.	3,240.
CINCINNATI FINL CORP	2,423.	2,423.
CISCO SYSTEMS W/1 RT/SH	6,000.	6,000.
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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CISCO SYSTEMS 2.9% 11/17/2014	7,250.	7,250.
COCA COLA CO	4,080.	4,080.
COCA COLA CO 1.5% 11/15/2015	2,871.	2,871.
COLGATE PALMOLIVE	7,320.	7,320.
COLGATE PALMOLIVE CO SERIES MTN 2.3% 05/	984.	984.
COMCAST CORP CL A	1,500.	1,500.
CONOCOPHILLIPS	5,280.	5,280.
CONOCOPHILLIPS 4.4% 05/15/2013	3,324.	3,324.
DWS INTERNATIONAL FUND - INSTITUTIONAL S	6,078.	6,078.
DEERE & CO W/1 RT/SH	5,818.	5,818.
JOHN DEERE CAPITAL CORP SERIES MTN 5.35%	416.	416.
DIEBOLD INC W/1 RT/SH	11,400.	11,400.
DISNEY WALT HOLDING CO NEW	13,500.	13,500.
WALT DISNEY CO 4.7% 12/01/2012	11,750.	11,750.
NEW DOMINION RESOURCES INC	4,220.	4,220.
DU PONT E I DE NEMOURS & CO	430.	430.
DU PONT E I DE NEMOURS & CO 4.75% 11/15/	4,750.	4,750.
DUKE ENERGY CORP 6.25% 01/15/2012	2,344.	2,344.
DUKE ENERGY CORP	2,000.	2,000.
DUKE ENERGY CORP	2,040.	2,040.
EATON CORP W/1 RT/SH	12,160.	12,160.
EMERSON ELEC CO W/1 RT/SH	8,255.	8,255.
EXELON CORP	4,410.	4,410.
EXXON MOBIL CORP	15,696.	15,696.
FHLMC 3.05% 06/18/2014-2012	3,813.	3,813.
FFCB 3.375% 12/27/2018	8,438.	8,438.
FFCB 4.8% 07/28/2014	24,000.	24,000.
FFCB 5% 09/04/2013	25,000.	25,000.
FFCB 4.3% 12/15/2014	21,500.	21,500.
FHLB SERIES 1 2.5% 04/27/2016	3,750.	3,750.
FHLB 1.22% 12/21/2016	1,830.	1,830.
FHLB 1.55% 10/12/2017	1,163.	1,163.
FHLB 2.15% 12/16/2013	3,225.	3,225.
BLG673 680W 04/23/2013 09:31:10	7055000310	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
FNMA V/R MULTI-STEP CPN BND 1% 06/28/201	500.	500.
FHLMC 4.125% 12/21/2012	4,125.	4,125.
FEDEX CORP	1,700.	1,700.
FORD MOTOR CO	800.	800.
FRANKLIN RES INC	6,150.	6,150.
FREEMPORT MCMORAN COPPER & GOLD	4,750.	4,750.
GENERAL DYNAMICS W/1 RT/SH	2,000.	2,000.
GENERAL ELECTRIC CO	4,760.	4,760.
GENERAL ELEC CAP CORP 3.5% 08/13/2012	8,750.	8,750.
GENERAL MILLS INC W/1 RT/SH	1,905.	1,905.
GLAXO SMITHKLINE PLC ADR	7,324.	7,324.
GLAXOSMITHKLINE CAP INC 4.85% 05/15/2013	7,275.	7,275.
GOLDMAN SACHS GROUP INC	1,328.	1,328.
HEINZ H J CO	3,758.	3,758.
HEWLETT PACKARD	3,108.	3,108.
HEWLETT PACKARD CO 5.25% 03/01/2012	2,625.	2,625.
HEWLETT PACKARD CO 2.125% 09/13/2015	5,313.	5,313.
HOME DEPOT INC	5,800.	5,800.
HUNTINGTON INTL EQUITY FUND IV	7,059.	7,059.
HUNTINGTON BANCSHARES INC W/1	200.	200.
HUNTINGTON SITUS FUND IV	1,702.	1,702.
INTEL CORP	14,790.	14,790.
INTEL CORP 1.95% 10/01/2016	1,771.	1,771.
IBM CORP	11,550.	11,550.
IBM CORP 2.1% 05/06/2013	5,250.	5,250.
ISHARES MSCI CANADA INDEX FUND	2,282.	2,282.
ISHARES MSCI PACIFIC EXCLUDING JAPAN IND	4,396.	4,396.
ISHARES BARCLAYS US TREASURY INFLATION P	40,127.	40,127.
ISHARES MSCI EAFE INDEX FUND	16,003.	16,003.
ISHARES NASDAQ BIOTECHNOLOGY INDEX FUND	657.	657.
JP MORGAN CHASE & CO	4,600.	4,600.
JP MORGAN CHASE & CO 4.5% 01/15/2012	5,625.	5,625.
JP MORGAN CHASE & CO 6.125% 06/27/2017	1,906.	1,906.
BLG673 680W 04/23/2013 09:31:10		
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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
JOHNSON & JOHNSON	7,200.	7,200.
KELLOGG CO 3.25% 05/21/2018	686.	686.
KIMBERLY CLARK CORP W/1 RT/SH	4,360.	4,360.
KIMBERLY-CLARK CORP 5% 08/15/2013	12,500.	12,500.
MANAGERS BOND FUND	13,131.	13,131.
MCDONALDS CORP W/1 RT/SH	16,625.	16,625.
MEDTRONIC INC W/1 RT/SH	5,060.	5,060.
MERCK & CO INC	5,040.	5,040.
MERRILL LYNCH & CO 5% 01/15/2015	5,000.	5,000.
METLIFE INC 5.5% 06/15/2014	5,500.	5,500.
MICROSOFT CORP	13,280.	13,280.
MICROSOFT CORP 2.95% 06/01/2014	7,375.	7,375.
HUNTINGTON MONEY MARKET FUND II	102.	102.
HUNTINGTON CONSERVATIVE DEPOSIT ACCOUNT	301.	301.
MONSANTO CO	1,275.	1,275.
NEWMONT MINING CORP	4,200.	4,200.
NEXTERA ENERGY INC	7,200.	7,200.
NIKE INC CL B	3,720.	3,720.
NORTHROP GRUMMAN CORP W/1 RT/SH	4,300.	4,300.
NOVARTIS ADR	9,929.	9,929.
OCCIDENTAL PETROLEUM CORP 1.45% 12/13/20	725.	725.
ORACLE CORPORATION W/1 RT/SH	10,920.	10,920.
ORACLE CORPORATION 4.95% 04/15/2013	7,425.	7,425.
OPPENHEIMER DEVELOPING MARKETS FUND - CL	5,020.	5,020.
PNC BK CORP	290.	290.
PARKER HANNIFIN CORP W/1 RT/SH	1,620.	1,620.
PEABODY ENERGY CORP COM	128.	128.
PEPSICO INC	15,788.	15,788.
PEPSICO INC 4.65% 02/15/2013	4,650.	4,650.
PFIZER INC W/1 RT/SH	13,160.	13,160.
PHILLIPS 66	200.	200.
PITNEY BOWES INC 4.625% 10/01/2012	3,456.	3,456.
POTASH CORP SASK INC W/1 RT/SH	140.	140.

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STATEMENT 4

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PRAXAIR INC	2,200.	2,200.
PRICE T ROWE GROUP INC	5,900.	5,900.
PROCTER & GAMBLE CO	6,633.	6,633.
PROCTER & GAMBLE CO 1.8% 11/15/2015	4,500.	4,500.
PROCTER & GAMBLE CO 1.45% 08/15/2016	1,132.	1,132.
PRUDENTIAL FINANCIAL INC	3,200.	3,200.
QUALCOMM INC W/1 RT/SH	188.	188.
T. ROWE PRICE MID CAP VALUE FUND	17,929.	17,929.
ROYAL DUTCH SHELL PLC -ADR	5,130.	5,130.
ROYCE TOTAL RETURN FUND	16,188.	16,188.
SCHLUMBERGER LTD	8,063.	8,063.
SCHNITZER STEEL INDS INC -A	392.	392.
SHELL INTERNATIONAL FINANCE 3.1% 06/28/2	3,100.	3,100.
SHERWIN WMS CO W/1 RT/SH	8,190.	8,190.
SMUCKER (J.M.) CO THE-NEW COM WI	2,000.	2,000.
SOUTHERN CO	9,713.	9,713.
SPECTRA ENERGY CORP	5,725.	5,725.
STARBUCKS CORP	3,240.	3,240.
STATE STREET CORP	808.	808.
SUNCOR ENERGY INC	1,251.	1,251.
TJX COMPANIES INC	2,200.	2,200.
TARGET CORP	9,024.	9,024.
TEVA PHARMACEUTICAL INDS ADR	6,551.	6,551.
TEXAS INSTR INC W/1 RT/SH	3,090.	3,090.
THERMO FISHER SCIENTIFIC INC	975.	975.
THORNBURG INTERNATIONAL VALUE - I SHARES	24,419.	24,419.
3M COMPANY MEDIUM-TERM NOTE 4.375% 08/15	4,375.	4,375.
3M CO	9,440.	9,440.
TIMKEN CO	4,600.	4,600.
TRAVELERS COS INC	3,580.	3,580.
U S BANCORP	2,840.	2,840.
UNION PACIFIC CORP	11,520.	11,520.
UNITED PARCEL SERVICE 4.5% 01/15/2013	4,500.	4,500.
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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
US TREASURY 4.375% 08/15/2012	10,938.	10,938.
US TREASURY N/B 4.25% 11/15/2014	10,625.	10,625.
US TREASURY 3.375% 11/30/2012	8,438.	8,438.
US TREASURY 2.375% 08/31/2014	5,938.	5,938.
US TREASURY 2.375% 02/28/2015	5,938.	5,938.
US TREASURY N/B 3% 02/28/2017	7,500.	7,500.
US TREASURY 1.375% 03/15/2013	3,438.	3,438.
US TREASURY 1% 03/31/2012	948.	948.
US TREASURY 1.875% 06/30/2015	3,750.	3,750.
US TREASURY 1.875% 08/31/2017	3,750.	3,750.
US TREASURY INFLATIONARY INDEX N/B 1.125	1,760.	1,760.
US TREASURY N/B 01/31/2016	10,000.	10,000.
US TREASURY 2.75% 02/28/2018	4,125.	4,125.
US TREASURY INFLATIONARY INDEX N/B .125%	129.	129.
UNITED TECH CORP	6,090.	6,090.
UNITED TECHNOLOGIES CORP 1.8% 06/01/2017	900.	900.
V F CORP W/1 RT/SH	4,545.	4,545.
VALERO ENERGY	3,250.	3,250.
VANGUARD SMALL CAP GROWTH INDEX FUND - I	9,993.	9,993.
VERIZON COMMUNICATIONS	19,122.	19,122.
VODAFONE GROUP PLC	7,743.	7,743.
WAL MART STORES INC	1,525.	1,525.
WAL-MART STORES INC 2.875% 04/01/2015	7,188.	7,188.
WALGREEN CO W/1 RT/SH	1,450.	1,450.
WELLS FARGO CO 2.125% 06/15/2012	2,656.	2,656.
WELLS FARGO & CO NEW W/1 RT/SH	3,520.	3,520.
WELLS FARGO & CO 5.125% 09/01/2012	5,125.	5,125.
WELLS FARGO & COMPANY SERIES MTN 2.1% 05	277.	277.
ACCENTURE PLC CL A	2,970.	2,970.
TOTAL	1,111,804.	1,111,804.

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	1,200.			1,200.
TOTALS	1,200.	NONE	NONE	1,200.
	=====	=====	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
INVESTMENT MGMT FEES-SUBJECT T	77,286.	38,643.	38,643.
TOTALS	77,286.	38,643.	38,643.
	=====	=====	=====

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
FOREIGN TAXES	2,916.	2,916.	
OTHER TAXES	200.		200.
FEDERAL TAX PAYMENT - PRIOR YE	11,713.		
FEDERAL ESTIMATES - PRINCIPAL	29,996.		
FOREIGN TAXES ON QUALIFIED FOR	6,893.	6,893.	
FOREIGN TAXES ON NONQUALIFIED	96.	96.	
	-----	-----	-----
TOTALS	51,814.	9,905.	200.
	=====	=====	=====

FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
OTHER NON-ALLOCABLE EXPENSE -	4,140.	2,070.
TOTALS	----- 4,140. =====	----- 2,070. =====

HOOVER FOUNDATION INCOME ACCOUNT 7055000310
Schedule D Detail of Long-term Capital Gains and Losses

34-6510994

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
PUBLICLY TRADED SECURITIES					
500. ISHARES BARCLAYS US TREASURY INFLATION PROTECTED SECURITIES FUND	08/17/2009	01/04/2012	58,369.00	50,505.00	7,864.00
75000. DUKE ENERGY CORP 6.25% 01/15/2012	01/09/2002	01/15/2012	75,000.00	74,796.00	204.00
250000. JP MORGAN CHASE & CO 4.5% 01/15/2012	02/11/2005	01/15/2012	250,000.00	251,300.00	-1,300.00
50000. US TREASURY 1% 03/31/2012	03/23/2010	02/27/2012	50,041.00	50,000.00	41.00
100000. HEWLETT PACKARD CO 5.25% 03/01/2012	08/25/2008	03/01/2012	100,000.00	103,610.00	-3,610.00
3855. DWS INTERNATIONAL FUND - INSTITUTIONAL S	12/27/2010	03/12/2012	156,783.00	220,098.00	-63,315.00
25000. US TREASURY 1% 03/31/2012	03/23/2010	03/16/2012	25,007.00	25,000.00	7.00
125000. US TREASURY 1% 03/31/2012	03/23/2010	03/31/2012	125,000.00	125,000.00	
1250. APACHE CORP W/1 RT/SH	10/05/2010	04/24/2012	113,723.00	100,678.00	13,045.00
2000. NOVARTIS ADR	01/03/2003	04/24/2012	109,478.00	75,597.00	33,881.00
2000. WAL MART STORES INC	09/17/2001	04/24/2012	115,538.00	86,714.00	28,824.00
250000. BANK OF AMERICA CORP 2.1% 04/30/2012	01/28/2009	04/30/2012	250,000.00	249,925.00	75.00
2500. HEWLETT PACKARD	06/09/2006	05/22/2012	54,175.00	75,000.00	-20,825.00
1000. EXELON CORP	04/04/2002	06/15/2012	37,389.00	26,250.00	11,139.00
1000. HUNTINGTON BANCSHARES INC W/1	11/06/2007	06/15/2012	6,270.00	16,440.00	-10,170.00
1. HUNTINGTON INGALLS INDUS	09/22/2003	06/15/2012	38.00	27.00	11.00
250000. WELLS FARGO CO 2.125% 06/15/2012	03/27/2009	06/15/2012	250,000.00	251,540.00	-1,540.00
250000. FHLMC 3.05% 06/18/2014-2012	05/28/2009	06/18/2012	250,000.00	250,000.00	
100000. PITNEY BOWES INC 4.625% 10/01/2012	11/18/2002	07/02/2012	101,118.00	100,190.00	928.00
.333 DUKE ENERGY CORP	10/05/2010	07/17/2012	22.00	18.00	4.00
250000. GENERAL ELEC CAP CORP 3.5% 08/13/2012	09/28/2009	08/13/2012	250,000.00	254,058.00	-4,058.00
250000. US TREASURY 4.375% 08/15/2012	09/06/2002	08/15/2012	250,000.00	256,953.00	-6,953.00
100000. CONOCOPHILLIPS 4.4% 05/15/2013	01/08/2009	08/17/2012	103,016.00	102,800.00	216.00
Totals					

USA
250970 1000

HOOVER FOUNDATION INCOME ACCOUNT 7055000310
Schedule D Detail of Long-term Capital Gains and Losses

34-6510994

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
2000. HEWLETT PACKARD	07/09/2009	08/22/2012	38,959.00	74,260.00	-35,301.00
2000. KIMBERLY CLARK CORP W/1 RT/SH	01/24/2001	08/22/2012	167,773.00	123,705.00	44,068.00
400. POTASH CORP SASK INC W/1 RT/SH	03/09/2011	08/22/2012	16,908.00	22,244.00	-5,336.00
2000. SHERWIN WMS CO W/1 RT/SH	02/10/1986	08/22/2012	274,403.00	13,493.00	260,910.00
100000. WELLS FARGO & CO 5.125%					
09/01/2012	11/18/2002	09/01/2012	100,000.00	101,802.00	-1,802.00
200. APPLE INC	02/01/2008	09/14/2012	138,305.00	26,764.00	111,541.00
300. BOEING CO	07/30/1986	09/14/2012	21,591.00	3,522.00	18,069.00
1500. GLAXO SMITHKLINE PLC ADR	09/04/2007	10/01/2012	69,328.00	79,861.00	-10,533.00
1500. GLAXO SMITHKLINE PLC ADR	09/04/2007	10/01/2012	69,376.00	79,861.00	-10,485.00
2500. HEWLETT PACKARD	06/09/2006	10/02/2012	43,150.00	75,000.00	-31,850.00
1000. PHILLIPS 66	12/19/2005	10/02/2012	46,709.00	28,110.00	18,599.00
2000. ARCHER DANIELS MIDLAND	09/01/2011	10/09/2012	56,239.00	64,918.00	-8,679.00
1000. BRISTOL MYERS SQUIBB CO	05/16/1988	10/15/2012	33,919.00	10,190.00	23,729.00
500. CATERPILLAR INC W/1 RT/SH	08/21/1990	10/15/2012	41,334.00	2,795.00	38,539.00
1000. EMERSON ELEC CO W/1 RT/SH	06/23/1986	10/15/2012	48,249.00	6,878.00	41,371.00
1000. HEWLETT PACKARD	07/09/2009	10/15/2012	14,400.00	37,130.00	-22,730.00
1000. SHERWIN WMS CO W/1 RT/SH	04/10/1986	10/15/2012	151,201.00	6,747.00	144,454.00
1000. FREEMPORT MCMORAN COPPER & GOLD	10/01/2008	10/26/2012	38,809.00	26,172.00	12,637.00
400. MCDONALDS CORP W/1 RT/SH	02/24/2011	10/26/2012	34,712.00	30,007.00	4,705.00
1000. SCHNITZER STEEL INDS INC -A	02/03/2010	10/26/2012	29,173.00	44,674.00	-15,501.00
500. TARGET CORP	06/21/2005	10/26/2012	31,739.00	27,370.00	4,369.00
500. TEVA PHARMACEUTICAL INDS ADR	01/03/2011	10/26/2012	20,130.00	26,760.00	-6,630.00
2000. WALGREEN CO W/1 RT/SH	10/05/2010	10/26/2012	69,986.00	81,996.00	-12,010.00
100. TARGET CORP	06/21/2005	11/07/2012	6,231.00	5,474.00	757.00
1. FRONTIER COMMUNICATIONS FRONTIER	02/24/1993	11/09/2012	4.00	8.00	-4.00
100000. DU PONT E I DE NEMOURS & CO					
4.75% 11/15/					
1000. GENERAL DYNAMICS W/1 RT/SH	11/18/2002	11/15/2012	100,000.00	101,156.00	-1,156.00
100000. ABBOTT LABS 5.15% 11/30/2012	09/04/2007	11/15/2012	62,137.00	79,369.00	-17,232.00
250000. US TREASURY 3.375% 11/30/2012	11/07/2007	11/30/2012	100,000.00	100,282.00	-282.00
250000. WALT DISNEY CO 4.7% 12/01/2012	09/08/2008	11/30/2012	250,000.00	255,645.00	-5,645.00
8000. EATON CORP PLC	04/02/2008	12/01/2012	250,000.00	255,000.00	-5,000.00
100000. FHLMC 4.125% 12/21/2012	06/01/2000	12/05/2012	413,238.00	47,505.00	365,733.00
500. JOHNSON & JOHNSON	01/10/2008	12/21/2012	100,000.00	101,910.00	-1,910.00
Totals	09/26/2001	12/27/2012	34,899.00	26,578.00	8,321.00

USA
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34-6510994

[illegible]

FEDERAL CAPITAL GAIN DIVIDENDS

=====

SHORT-TERM CAPITAL GAIN DIVIDENDS

HUNTINGTON SITUS FUND IV	6,861.00
T. ROWE PRICE MID CAP VALUE FUND	6,163.00
ROYCE TOTAL RETURN FUND	1,863.00

TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS

14,887.00

=====

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

AMERICAN CENTURY HERITAGE FUND - INVESTO	66,851.00
BANK OF AMERICA CORP	30,827.00
HUNTINGTON SITUS FUND IV	40.00
T. ROWE PRICE MID CAP VALUE FUND	23,826.00
ROYCE TOTAL RETURN FUND	61,538.00
	40,325.00

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS

223,407.00

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS

223,407.00

=====

HOOVER FOUNDATION INCOME ACCOUNT 7055000310

34-6510994

FORM 990PF, PART II - OTHER INVESTMENTS

=====

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	-----	----
SCHEDULE ATTACHED	C	121,458.	134,201.	134,201.
SCHEDULE ATTACHED	C	22,520,531.	21,577,264.	26,919,366.
SCHEDULE ATTACHED	C	12,408,309.	12,625,866.	19,721,791.
INCOME CASH 301	C	3,104.		
INCOME CASH 310	C	2,327.		
INCOME CASH 294	C	6,838.		
		-----	-----	-----
TOTALS		35,062,567.	34,337,331.	46,775,358.
		=====	=====	=====

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

=====

OFFICER NAME:

HUNTINGTON NATIONAL BANK

ADDRESS:

220 MARKET AVES, SUITE 200

CANTON, OH 44702

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 4

COMPENSATION 136,650.

OFFICER NAME:

LAWRENCE R HOOVER

ADDRESS:

400 MARKET AVE N STE 210

CANTON, OH 44702

TITLE:

CHAIRPERSON

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 4

OFFICER NAME:

RONALD BENNINGTON

ADDRESS:

400 MARKET AVE N STE 210

CANTON, OH 44702

TITLE:

COMMITTEE MEMBER

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

THOMAS H HOOVER

ADDRESS:

400 MARKET AVE N STE 210

CANTON, OH 44702

TITLE:

COMMITTEE MEMBER

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

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

OFFICER NAME:

TIMOTHY D SCHILTZ

ADDRESS:

400 MARKET AVE N STE 210

CANTON, OH 44702

TITLE:

COMMITTEE MEMBER

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

CHARLES H HOOVER

ADDRESS:

400 MARKET AVE N STE 210

CANTON, OH 44702

TITLE:

COMMITTEE MEMBER

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

TOTAL COMPENSATION:

136,650.

=====

FORM 990PF, PART XV - LINES 2a - 2d

=====

RECIPIENT NAME:

LAWRENCE HOOVER

ADDRESS:

400 MARKET AVE N., STE 210

CANTON, OH 44702

RECIPIENT'S PHONE NUMBER: 330-580-2568

FORM, INFORMATION AND MATERIALS:

LETTER STATING AMOUNT AND PURPOSE FOR WHICH GRANT IS REQUESTED.

SUBMISSION DEADLINES:

NONE

THE FOUNDATION MAKES GIFTS AND GRANTS PRINCIPALLY TO PUBLIC-SUPPORTED
RESTRICTIONS OR LIMITATIONS ON AWARDS:

COMMUNITY FUNDS, HOSPITALS AND HEALTH AGENCIES, COLLEGES AND COMMUNITY
ORGANIZATIONS. THE FOUNDATION DOES NOT MAKE GRANTS TO INDIVIDUALS.

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

=====

RECIPIENT NAME:

AMERICAN HEART
ASSOCIATION

ADDRESS:

4916 HILLS & DALES RD.
CANTON, OH 44708

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

HEALTH/MEDICAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

CHARACTER CORP

ADDRESS:

220 MARKET AVENUE S.-STE 200
CANTON, OH 44702

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

EDUCATION

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

JR COLEMAN OUTREACH
SERVICES

ADDRESS:

1731 GRACE AVENUE NE
CANTON, OH 44705

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

COMMUNITY SERVICES

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 3,000.

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

=====

RECIPIENT NAME:

LEAVE A LEGACY

STARK COUNTY

ADDRESS:

408 NINTH STREET SW

CANTON, OH 44707

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

COMMUNITY SERVICES

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

RECIPIENT NAME:

MALONE COLLEGE

ADDRESS:

515 - 25TH STREET NW

CANTON, OH 44709

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

EDUCATION

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 107,000.

RECIPIENT NAME:

WALSH UNIVERSITY

ADDRESS:

2020 E. MAPLE STREET

NORTH CANTON, OH 44720

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

EDUCATION

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 22,500.

RECIPIENT NAME:
AMERICAN RED CROSS
ADDRESS:
521 MARKET AVENUE N.
CANTON, OH 44702
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SOCIAL WELFARE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:
MUSKINGUM COLLEGE
ADDRESS:
163 STORMONT STREET
NEW CONCORD, OH 43762
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 500.

RECIPIENT NAME:
VANDERBILT UNIVERSITY
ADDRESS:
2201 WEST END AVENUE
NASHVILLE, TN 37240
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 100.

RECIPIENT NAME:
AULTMAN HOSPITAL
(WOMAN'S BOARD)
ADDRESS:
2600 - 6TH STREET SW
CANTON, OH 44710
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
HEALTH/MEDICAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC

RECIPIENT NAME:
CANTON SYMPHONY ORCHESTRA
ADDRESS:
1001 MARKET AVENUE N.
CANTON, OH 44702
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
HUMANITIES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 180,000.

RECIPIENT NAME:
COMMUNITY SERVICES OF STARK
COUNTY
ADDRESS:
625 CLEVELAND AVE. NW
CANTON, OH 44702
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY SERVICES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 50,000.

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

=====

RECIPIENT NAME:

NORTH COAST COMMUNITY
HOMES

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

COMMUNITY SERVICES

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 12,500.

RECIPIENT NAME:

TURNING POINT OF STARK
COUNTY

ADDRESS:

1221 HARRISON RD. NE
CANTON, OH 44705

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SOCIAL WELFARE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 18,000.

RECIPIENT NAME:

YWCA OF CANTON

ADDRESS:

405 2ND STREET NW
CANTON, OH 44702

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SOCIAL WELFARE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 158,000.

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

=====

RECIPIENT NAME:

ZOAR COMMUNITY ASSOCIATION

ADDRESS:

221 FOLTZ RD.
ZOAR, OH 44697

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

COMMUNITY SERVICES

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

HAMMER AND NAILS INC

ADDRESS:

P. O. BOX 8224
CANTON, OH 44711

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

COMMUNITY SERVICES

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:

MERCY MEDICAL CENTER

ADDRESS:

1455 HARRISON AVENUE NW
CANTON, OH 44708

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

HEALTH/MEDICAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

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

=====

RECIPIENT NAME:

SUMMIT CHAPLAIN SERVICES

ADDRESS:

P. O. BOX 27086

AKRON, OH 44319-1995

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

COMMUNITY SERVICES

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

PATHWAY CARING FOR CHILDREN

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

ADOPTION/FOSTER CARE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

RECIPIENT NAME:

ABCD, INC

ADDRESS:

1225 GROSS AVENUE NE

CANTON, OH 44705

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

COMMUNITY SERVICES/REDUCE POVERTY

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
CANTON MUSEUM OF ART
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
HUMANITIES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:
NORTHEAST COMMUNITY CENTER
ADDRESS:
2600 - 25TH STREET NE
CANTON, OH 447045
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SOCIAL WELFARE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC

RECIPIENT NAME:
MULTI-DEVELOPMENT SERVICES
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY SERVICES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 12,500.

RECIPIENT NAME:
STARK COUNTY EDUCATIONAL SERVICES
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC

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

=====

RECIPIENT NAME:

JUNIOR ACHIEVEMENT

ADDRESS:

4352 EXECUTIVE CIRCLE

CANTON, OH 44718

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

COMMUNITY SERVICES

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 8,000.

RECIPIENT NAME:

STUDENT LOAN FOUNDATION

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

EDUCATION

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:

MASSILLON MUSEUM

ADDRESS:

121 LINCOLN WAY

MASSILON, OH 44646

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

HUMANITIES

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

RECIPIENT NAME:
NEW BEGINNINGS RECOVERY HOUSE
ADDRESS:
1226 OBY PLACE NW
CANTON, OH 44703
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY SERVICES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC

RECIPIENT NAME:
WESTERN RESERVE HISTORICAL
SOCIETY
ADDRESS:
10825 EAST BOULEVARD
CLEVELAND, OH 44106
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY SERVICES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
STARK DEVELOPMENT BOARD
ADDRESS:
116 CLEVELAND AVENUE NW
CANTON, OH 44702
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SOCIAL WELFARE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 36,600.

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

=====

RECIPIENT NAME:

EARLY CHILDHOOD RESOURCE
CENTER

ADDRESS:

3114 CLEVELAND AVENUE NW
CANTON, OH 44709

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

HEALTH/MEDICAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:

CANTON CITY SCHOOLS

ADDRESS:

617 MCKINLEY AVENUE SW
CANTON, OH 44707

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

EDUCATION

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

RECIPIENT NAME:

STARK COMMUNITY FOUNDATION

ADDRESS:

400 MARKET AVENUE N.
CANTON, OH 44702

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

COMMUNITY SERVICES

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

RECIPIENT NAME:
MOUNT UNION COLLEGE
ADDRESS:
1972 CLARK AVENUE
ALLIANCE, OH 44601
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 33,300.

RECIPIENT NAME:
NORTH CANTON COMMUNITY
BUILDING
ADDRESS:
200 SOUTH MAIN STREET
NORTH CANTON, OH 44720
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY SERVICES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC

RECIPIENT NAME:
ARTS IN STARK
ADDRESS:
1001 MARKET AVENUE .
CANTON, OH 44702
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
HUMANITIES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 150,000.

RECIPIENT NAME:
CULVER EDUCATIONAL
FOUNDATION
ADDRESS:
1300 ACADEMY RD.
CULVER, IN 46511-1291
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
COLLEGE OF WOOSTER
ADDRESS:
625 WEBER AVENUE
WOOSTER, OH 44691
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 2,528.

RECIPIENT NAME:
CANTON STUDENT LOAN
FOUNDATION
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
NORTHEAST EDUCATIONAL
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC

RECIPIENT NAME:
COMMUNITY CHRISTMAS
ADDRESS:
116 CLEVELAND AVENUE NW
CANTON, OH 44702
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY SERVICES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
WATOES OUTREACH PROGRAM
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SOCIAL WELFARE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 7,500.

RECIPIENT NAME:
STUMP HILL FARM
ADDRESS:
633 KLINK ST.
MASSILLON, OH 44646
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 10,200.

=====

RECIPIENT NAME:

CHILD AND ADOLESCENT
SERVICE

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

COMMUNITY SERVICES

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

FAMILY ECONOMIC SUCCESS

ADDRESS:

P. O. BOX 20974
CANTON, OH 44701

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SOCIAL WELFARE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

RECIPIENT NAME:

AKRON ZOO

ADDRESS:

500 EDGEWOOD AVE
AKRON, OH 44307

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

COMMUNITY SERVICES

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

RECIPIENT NAME:
YMCA OF CENTRAL STARK COUNTY
ADDRESS:
405 - 2ND STREET NW
CANTON, OH 44702
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SOCIAL WELFARE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 400,000.

RECIPIENT NAME:
LIGHTHOUSE MINISTRIES
ADDRESS:
1939 - 3RD STREET SE
CANTON, OH 44707
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
RELIGIOUS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 17,000.

RECIPIENT NAME:
TRILLIUM FAMILY SOLUTIONS
ADDRESS:
101 CLEVELAND AVENUE NW
CANTON, OH 44702
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SOCIAL WELFARE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC

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

=====

RECIPIENT NAME:

NORTH CANTON PLAYHOUSE

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

HUMANITIES

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 17,500.

RECIPIENT NAME:

AKRON-CANTON REGIONAL

FOODBANK

ADDRESS:

350 OPPORTUNITY PARKWAY

AKRON, OH 44307

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

COMMUNITY SERVICES

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

DENISON UNIVERSITY

ADDRESS:

P. O. BOX 740

GRANVILLE, OH 43023

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

EDUCATION

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 250.

RECIPIENT NAME:
MASSACHUSETTS INSTITUTE
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 200.

RECIPIENT NAME:
BUCKEYE COUNCIL, BOY SCOUTS
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY SERVICES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 250,000.

RECIPIENT NAME:
OHIO FOUNDATION OF INDEPENDENT
ADDRESS:
250 E. BROAD STREET
COLUMBUS, OH 43215
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY SERVICES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 60,000.

RECIPIENT NAME:
COMMUNITY DROP-IN SERVICES
ADDRESS:
1493 CHERRY STREET NE
CANTON, OH 44707
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY SERVICES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC

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

=====

RECIPIENT NAME:

NORTH CANTON CITY SCHOOLS

ADDRESS:

525 - 7TH STREET NE

NORTH CANTON, OH 44720

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

EDUCATION

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

CUYAHOGA VALLEY SCENIC RAILROAD

ADDRESS:

P. O. BOX 158

PENINSULA, OH 44264

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

COMMUNITY SERVICES

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:

NORTH CANTON HERITAGE SOCIETY

ADDRESS:

200 CHARLOTTE STREET SW

NORTH CANTON, OH 44720

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

PRESERVING HISTORY

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 37,500.

RECIPIENT NAME:
VOYAGER PROGRAM
ADDRESS:
220 MARKET AVE. S., STE 200
CANTON, OH 44702
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROVIDE AFTER SCHOOL PROGRAMS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
YOUNG LIFE
ADDRESS:
2600 CLEVELAND AVE. NW
CANTON, OH 44709
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
RELIGIOUS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC

RECIPIENT NAME:
CANTON MONTESSORI SCHOOL
ADDRESS:
125 - 15TH STREET NW
CANTON, OH 44703
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 6,000.

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

=====

RECIPIENT NAME:

ALLIANCE AREA HABITAT FOR
HUMANITY

ADDRESS:

405 S. LINDEN AVENUE
ALLIANCE, OH 44601

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

PROVIDE HOMES FOR THE POOR

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

RECIPIENT NAME:

PLANNED PARENTHOOD OF STARK
COUNTY

ADDRESS:

2663 CLEVELAND AVENUE NW
CANTON, OH 44709

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

COMMUNITY SERVICES

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

RECIPIENT NAME:

MASONIC LEARNING CENTER

ADDRESS:

836 MARKET AVENUE N.
CANTON, OH 44702

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

EDUCATION

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

RECIPIENT NAME:
STARK COUNTY AGRICULTURAL
SOCIETY
ADDRESS:
305 WERTZ AVENUE NW
CANTON, OH 44706
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY SERVICES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC

RECIPIENT NAME:
STARK SOCIAL WORKERS NETWORK
ADDRESS:
1221 HARRISON RD. NE
CANTON, OH 44705
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY SERVICES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
PROJECT REBUILD
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY SERVICE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC

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

=====

RECIPIENT NAME:

CANTON CHRISTIAN HOME

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

ASSIST ELDERLY

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

GIRL SCOUTS OF NORTH EAST OHIO

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

COMMUNITY SERVICE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

SCORE

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

COMMUNITY SERVICE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

RECIPIENT NAME:

PRESCRIPTION ASSISTANCE NETWORK

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

PURCHASING MEDICINE FOR THE NEEDY

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

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

=====

RECIPIENT NAME:

HARTVILLE MIGRANT COUNCIL

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

ASSIST IN MIGRANT ISSUES

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

CANTON PALACE THEATRE

ADDRESS:

MARKET AVE N

CANTON, OH 44702

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CULTURAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 54,300.

RECIPIENT NAME:

COMMUNITY BUILDING PARTNERSHIP

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

COMMUNITY SERVICE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:

KENT STATE UNIVERSITY FOUNDATION

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

EDUCATION

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

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

=====

RECIPIENT NAME:

McKINLEY MUSEUM

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CULTURAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 46,750.

RECIPIENT NAME:

NORTH CANTON MEDICAL FOUNDATION

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

MEDICAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:

STARK EDUCATION PARTNERSHIP

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

501C3

AMOUNT OF GRANT PAID 60,000.

RECIPIENT NAME:

ASSOCIATION FOR BENEVOLENT CARE

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

501C3

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

=====

RECIPIENT NAME:

PRO FOOTBALL HALL OF FAME

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

501C3

RECIPIENT NAME:

GOODWILL INDUSTRIES

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

501C3

AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:

HEARTBEATS TO THE CITY

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

501C3

RECIPIENT NAME:

DEOS DESTINY DESIGNS

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

501C3

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

=====

RECIPIENT NAME:

GUARDIAN SUPPORT SERVICES

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

501C3

RECIPIENT NAME:

MASSILON SALVATION ARMY

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:

PREGNANCY SUPPORT SERVICES

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:

SALVATION ARMY OF NORTH CANTON

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

RECIPIENT NAME:
OHIO WESLYAN UNIVERSITY
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATIONAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT

RECIPIENT NAME:
STARK COUNTY YOUNG LIFE
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
WOMEN'S BOARD OF AULTMAN HOSPITAL
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:
COMMUNITY SERVICES OF STARK COUNTY
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT

RECIPIENT NAME:
CANTON COMMUNITY BAND
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 6,000.

RECIPIENT NAME:
OHIO STATE UNIVERSITY EXTENSION
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
QUAIL HOLLOW STATE PARK
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
CHILDREN'S DYSLEXIA CENTER
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 15,000.

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

=====

RECIPIENT NAME:

KIWANIS INTL FDN

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

OHIO HISTORICAL SOCIETY

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:

UNITED WAY OF GREATER STARK

COUNTY

ADDRESS:

220 MARKET AVE S

CANTON, OH 44702

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 300,000.

TOTAL GRANTS PAID:

2,642,728.

=====

DECEMBER 01, 2012 TO DECEMBER 31, 2012

ACCOUNT NAME: HOOVER FOUNDATION INCOME ACCOUNT
ACCOUNT NUMBER: 7055000310

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	134,200.73	1.00	80.52	0.06
ACCOUNT	134,200.73	1.00	6.71	
** TOTAL MONEY MARKET FUNDS	SUB- TOTAL			
	134,200.73		80.52	0.06
	134,200.73		6.71	
* TOTAL SHORT TERM INVESTMENTS				
	134,200.73		80.52	0.06
	134,200.73		6.71	

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
CASH						
CASH			0.00			
* TOTAL CASH			0.00		0.00	0.00
			0.00		0.00	
GRAND TOTAL ASSETS						
			134,200.73		80.52	0.06
			134,200.73		6.71	



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DECEMBER 01, 2012 TO DECEMBER 31 2012

ACCOUNT NAME: HOOVER FOUNDATION (KEY)

ACCOUNT NUMBER: 7055000294

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	RATING	PAR VALUE	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	YIELD CURRENT/ MATURITY
FIXED INCOME						
U. S. GOVT OBLIGATIONS						
U S. TREASURY NOTES and BONDS						
912828DC1 US TREASURY N/B 4 25% 11/15/2014	NR	250,000 000	268 565 00 251 103 52	107 43 100 44	10.625 00	3 96 0 27
*** TOTAL U.S. TREASURY NOTES and BONDS		SUB-TOTAL	268 565 00 251 103 52		10.625 00	3 96
** TOTAL U. S. GOVT OBLIGATIONS		SUB-TOTAL	268 565 00 251 103 52		10 625 00	3 96
CORPORATE OBLIGATIONS						
CORPORATE BONDS						
00206RAV4 AT&T INC 2.5% 08/15/2015	A-	100,000 000	104,258 00 100,980 00	104 28 100 98	2,500 00	2 40 0 82
031162BQ2 AMGEN INC 2 125% 05/15/2017	A+	250,000 000	258 985 00 258 437 50	103 59 103 38	5 312 50	2 05 1 28
035229CV3 ANHEUSER BUSCH COS INC 5 05% 10/15/2016	A	100,000 000	114,412 00 100 043 00	114 41 100 04	6,050 00	4.41 1 13
00247XAD3 BLACKROCK INC 3 5% 12/10/2014	A+	100,000 000	105,811 00 100,645 00	105 81 100 65	3 500 00	3 31 0 61
14912L4T5 CATERPILLAR FINL SVCS CORP 1 65% 04/01/2014	A	100,000 000	101,448 00 102 038 00	101 45 102 04	1 650 00	1 63 0 50
17275RAG7 CISCO SYSTEMS 2 9% 11/17/2014	A+	250 000 000	260,922 50 257,165 00	104 37 102 87	7,250 00	2 78 0 56
15*216AP5 COCA COLA CO 1 5% 11/15/2015	AA-	100 000 000	102,407 00 101,390 00	102 41 101 39	1 500 00	1 46 0 67
24422EQR3 JOHN DEERE CAPITAL CORP SERIES MTN 5 35% 04/03/2016	A	100 000 000	119 331 00 119 332 00	119 33 119 33	5 350 00	4 48 1 36
25746UBR9 DOMINION RESOURCES INC SERIES A 1 4% 09/15/2017	A-	250 000 000	250 045 00 253,930 00	100 02 101 57	3 500 00	1 40 1 44
26441CAH8 DUKE ENERGY CORP 1 625% 08/15/2017	BBB	250 000 000	250 062 50 250 080 00	100 26 100 03	4,062 50	1 62 1 56
377372AC1 GLAXOSMITHKLINE CAP INC 4 85% 05/15/2013	A+	150 000 000	152 517 00 150 823 50	101 68 100 56	7 275 00	4 77 0 44

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DECEMBER 01, 2012 TO DECEMBER 31 2012

ACCOUNT NAME: HOOVER FOUNDATION (KEY)

ACCOUNT NUMBER: 7055000294

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	RATING	PAR VALUE	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	YIELD CURRENT/ MATURITY
CORPORATE BONDS						
458140AH3 INTEL CORP 1.95% 10/01/2016	A+	100,000.000	103,310.00 102,465.00	103.31 102.47	1,950.00	1.89 1.02
459200GR6 IBM CORP 2.1% 05/05/2013	AA-	250,000.000	251,580.00 254,007.50	100.62 101.60	5,250.00	2.09 0.35
46625HGN4 JP MORGAN CHASE & CO 6.125% 06/27/2017	A-	100,000.000	116,828.00 117,338.00	116.83 117.34	6,125.00	5.24 2.22
487838BE7 KELLOGG CO 3.25% 05/21/2018	BBB+	100,000.000	108,930.00 109,193.00	108.93 109.19	3,250.00	2.98 1.52
59018YUW9 MERRILL LYNCH & CO 5% 01/15/2015	A-	100,000.000	106,830.00 102,298.00	106.83 102.30	5,000.00	4.68 1.61
59156RAH1 METLIFE INC 5.5% 08/15/2014	A-	100,000.000	107,213.00 98,536.00	107.21 98.54	5,500.00	5.13 0.56
594918AB0 MICROSOFT CORP 2.95% 06/01/2014	AAA	250,000.000	259,210.00 251,847.50	103.68 101.54	7,375.00	2.85 0.36
68389XAD7 ORACLE CORPORATION 4.95% 04/15/2013	A+	150,000.000	151,924.50 151,974.00	101.28 101.32	7,425.00	4.89 0.63
742718DV8 PROCTER & GAMBLE CO 1.45% 08/15/2016	AA-	100,000.000	101,895.00 100,572.00	101.90 100.57	1,450.00	1.42 0.94
86579EAE5 3M COMPANY MEDIUM-TERM NOTE 4.375% 08/15/2013	AA-	100,000.000	102,558.00 100,683.00	102.56 100.68	4,375.00	4.27 0.31
911312AG1 UNITED PARCEL SERVICE 4.5% 01/15/2013	A+	100,000.000	100,143.00 101,421.00	100.14 101.42	4,500.00	4.49 1.80
931142CR2 WAL-MART STORES INC 2.675% 04/01/2015	AA	250,000.000	262,652.50 253,735.00	105.06 101.49	7,187.50	2.74 0.63
949748FD7 WELLS FARGO & COMPANY SERIES MTN 2.1% 05/08/2017	A+	250,000.000	258,467.50 259,375.00	103.39 103.75	5,250.00	2.03 1.34
*** TOTAL CORPORATE BONDS			SUB-TOTAL		111,587.50	2.96
** TOTAL CORPORATE OBLIGATIONS			SUB-TOTAL		111,587.50	2.96

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DECEMBER 01, 2012 TO DECEMBER 31, 2012

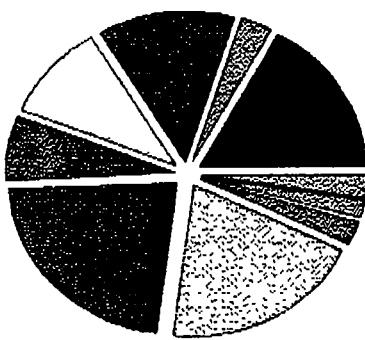
ACCOUNT NAME: HOOVER FOUNDATION (KEY)

ACCOUNT NUMBER: 7055000294

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	RATING	PAR VALUE	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	YIELD CURRENT/ MATURITY
CORPORATE OBLIGATIONS-FOREIGN						
CORPORATE BONDS - FOREIGN						
822582A05 SHELL INTERNATIONAL FINANCE 3 1% 06/28/2015	AA	100 000 000	105 936 00 103 386 00	105 94 103 39	3,100 00	2 93 0 72
*** TOTAL CORPORATE BONDS - FOREIGN		SUB-TOTAL	105 936 00 103 386 00		3,100 00	2 93
** TOTAL CORPORATE OBLIGATIONS-FOREIGN		SUB-TOTAL	105 936 00 103 386 00		3,100 00	2 93
* TOTAL FIXED INCOME			4 226,611 50 4 154,798 52		125,312 50	2 96

EQUITY DIVERSIFICATION SUMMARY

	INDUSTRY CODE	MARKET VALUE	PERCENT
	CONSUMER DISCRETIONARY	1,986,235 00	17 2%
	CONSUMER STAPLES	359,960 00	3 1%
	ENERGY	1,509,786 60	13 2%
	FINANCIALS	1,171,768 90	10 3%
	HEALTH CARE	782,080 93	6 8%
	INDUSTRIALS	2,570,806 25	22 5%
	INFORMATION TECHNOLOGY	2,258,783 82	19 8%
	MATERIALS	296,160 00	2 6%
	TELECOMMUNICATION SERVICES	237,552 30	2 1%
	UTILITIES	277,432 00	2 4%
	Total	11 459 565 80	100 0%

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
EQUITY INVESTMENTS						
CONSUMER DISCRETIONARY						
023135106 AMAZON COM INC	AMZN	1 000 000	250 870 00 75 280 00	250 87 75 28		
254687106 WALT DISNEY CO	DIS	7 000 000	148 530 00 208 450 65	49 79 29 75	5 250 00	1 51
345370860 FORD MOTOR CO	F	4 000 000	51 800 00 27 731 78	72 95 6 93	900 00	1 54

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DECEMBER 01, 2012 TO DECEMBER 31, 2012

ACCOUNT NAME: HOOVER FOUNDATION (KEY)
ACCOUNT NUMBER: 7055000294

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
CONSUMER DISCRETIONARY						
437076102 HOME DEPOT INC	HD	5,000 000	308 250 00 176 000 00	61 85 35 20	5,800 00	1 88
580135101 MCDONALDS CORP	MCD	5,500 000	485 155 00 99 275 00	88 21 18 05	16 940 00	3 49
824348106 SHERWIN-WILLIAMS CO W 1 RT SH	SHW	3,000 000	461,460 00 20,239 77	153 82 6 75	4,680 00	1 01
87612E106 TARGET CORP	TGT	1,000 000	59,170 00 30,834 00	59 17 30 83	1,440 00	2 43
** TOTAL CONSUMER DISCRETIONARY		SUB-TOTAL	1 966 235 00 640,841 20		34 910 00	1 78
CONSUMER STAPLES						
713448108 PEPSICO INC	PEP	4,000 000	273 720 00 174,680 00	68 43 43 67	8,600 00	3 14
832696405 SMUCKER (J M) CO THE-NEW COM WI	SJM	1,000 000	88,240 00 60,710 50	88 24 60 71	2,080 00	2 41
** TOTAL CONSUMER STAPLES		SUB-TOTAL	359 960 00 235,390 50		10,680 00	2 97
ENERGY						
055622104 BP PLC SPONS ADR	BP	3,000 000	124,920 00 118,420 00	41 64 39 47	6,480 00	5 19
166764100 CHEVRON CORPORATION	CVX	6,000 000	648,840 00 78,117 27	108 14 13 02	21,600 00	3 33
30231G102 EXXON MOBIL CORP	XOM	3,700 000	320,235 00 44 563 29	86 56 12 04	8 436 00	2 63
806857106 SCHLUMBERGER LTD	SLB	6,000 000	415,791 60 46,156 36	69 31 7 69	6 600 00	1 58
** TOTAL ENERGY		SUB-TOTAL	1 505 786 60 287 255 92		43 116 00	2 86
FINANCIALS						
020002101 ALLSTATE CORP	ALL	3 000 000	120 510 00 34 524 32	40 17 11 51	2 640 00	2 19

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DECEMBER 31, 2012 TO DECEMBER 31, 2012

ACCOUNT NAME: HOOVER FOUNDATION (KEY)

ACCOUNT NUMBER: 7055000294

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
FINANCIALS						
084058100 BANK OF NEW YORK MELLON CORP	BNK	16,177 000	415,748 90 486,162 53	25 70 30 05	8 412 04	2 02
084149107 BANK OF NOVA SCOTIA	BNS	4,500 000	260,460 00 200,520 00	57 88 44 56	10 350 00	3 97
172082101 CINCINNATI FINL CORP	CINF	1,500 000	58,740 00 44,654 85	39 16 29 77	2,445 00	4 16
354613101 FRANKLIN RES INC	BEN	1,500 000	188,550 00 55,215 00	125 70 36 81	1,740 00	0 92
902973304 U S BANCORP	USB	4,000 000	127,760 00 112,600 00	31 94 28 15	3,120 00	2 44
** TOTAL FINANCIALS			SUB- TOTAL			
			1,171,768 90 931,676 76		28 707 04	2 45
HEALTH CARE						
002824100 ABBOTT LABORATORIES	ABT	500 000	32,750 00 24 750 45	65 50 48 50	280 00	0 85
031182100 AMGEN INC	AMGN	1,000 000	86,200 00 58,860 00	86 20 58 86	1,880 00	2 18
110122108 BRISTOL-MYERS SQUIBB CO	BMJ	3,000 000	97,770 00 30,569 89	32 59 10 19	4 200 00	4 30
58933Y105 MERCK & CO INC	MRK	1,000 000	40,940 00 6,930 62	40 94 6 93	1,720 00	4 20
717081103 PFIZER INC	PFE	14,955 000	375 060 93 80,789 33	25 08 5 40	14 366 80	3 83
881624209 TEVA PHARMACEUTICAL SP ADR	TEVA	4 000 000	149 350 00 193 257 00	37 34 48 31	3 216 00	2 15
** TOTAL HEALTH CARE			SUB- TOTAL			
			752,880 93 394 657 29		25 652 80	3 28
INDUSTRIALS						
097023105 BOEING CO	BA	3 700 000	278 832 00 43 435 25	75 36 11 74	7 178 00	2 57

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DECEMBER 01, 2012 TO DECEMBER 31, 2012

ACCOUNT NAME: HOOVER FOUNDATION (KEY)
ACCOUNT NUMBER: 7055000294

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
INDUSTRIALS						
149123101 CATERPILLAR INC	CAT	4.500 000	403,238 25 25,152 18	88 61 5 59	9,380 00	2 12
244199105 DEERE & CO W/1 RT/SH	DE	2 000 000	172,840 00 14,540 00	86 42 7 27	3,680 00	2 13
291011104 EMERSON ELECTRIC CO	EMR	4 000 000	211,840 00 27,503 60	52 96 6 88	6 500 00	3 10
666807102 NORTHROP GRUMMAN CORP W/1 RT/SH	NOC	2,000 000	135 160 00 87 720 81	67 58 43 86	4,400 00	3 26
88579Y101 3M COMPANY	MMM	1,000 000	92,850 00 12,739 83	92 85 12 74	2,380 00	2 54
887389104 TIMKEN CO	TKR	5,000 000	239,150 00 83,933 68	47 83 16 79	4,600 00	1 92
907818108 UNION PACIFIC CORP	UNP	4,800,000	603,456 00 135,576 00	125 72 28 25	13 248 00	2 20
G29183103 EATON CORP PLC	ETN	8,000,000	433 440 00 413 240 00	54 18 51 66	12,160 00	2 81
** TOTAL INDUSTRIALS			SUB- TOTAL		63 546 00	2 47
INFORMATION TECHNOLOGY						
037833100 APPLE INC	AAPL	800 000	425,738 32 107 057 60	532 17 133 82	8 480 00	1 99
17275R102 CISCO SYSTEMS	CSCO	2 000 000	39 298 80 45 340 00	19 65 22 67	1 120 00	2 65
253651103 DIEBOLD INC W/1 RT/SH	DBO	10 000 000	308 100 00 82 172 33	30 61 6 22	11 400 00	3 72
458143100 INTEL CORP	INTC	7 000 000	144 340 00 8 750 00	20 82 1 25	6 300 00	4 36
459200101 IBM CORP	IBM	2 000 000	383 100 00 76 550 00	191 55 39 28	6 800 00	1 77
594918104 MICROSOFT CORP	MSFT	11 000 000	293 806 73 455 125 00	26 71 41 38	10 120 00	3 44

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DECEMBER 01, 2012 TO DECEMBER 31, 2012

ACCOUNT NAME: HOOVER FOUNDATION (KEY)

ACCOUNT NUMBER: 7055000294

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
INFORMATION TECHNOLOGY						
68389X105 ORACLE CORPORATION FORMERLY ORACLE SYS CORP W/1 RT.SH	ORCL	20 000 000	666 400 00 228,200 00	33 32 11 41	4,800 00	0 72
** TOTAL INFORMATION TECHNOLOGY		SUB- TOTAL	2 258,783 82 1 085,194 93		49 020 00	2 17
MATERIALS						
088606108 BHP BILLITON LTD-SPON ADR COMMON STOCK	BHP	2,000 000	156,840 00 128,765 00	78 42 64 38	4 480 00	2 86
651639106 NEWMONT MINING CORP	NEM	3,000 000	130 320 00 125,790 00	46 44 41 93	4 200 00	3 01
** TOTAL MATERIALS		SUB- TOTAL	296,160 00 254,555 00		8,680 00	2 93
TELECOMMUNICATION SERVICES						
92343V104 VERIZON COMMUNICATIONS	VZ	5,490 000	237,552 30 156,540 71	43 27 28 51	11 309 40	4 76
** TOTAL TELECOMMUNICATION SERVICES		SUB- TOTAL	237 552 30 156,540 71		11,309.40	4 76
UTILITIES						
030420103 AMERICAN WATER WORKS CO INC	AWK	600 000	22 278 00 18,371 94	37 13 30 62	600 00	2 69
30161N101 EXELON CORP	EXC	1,600 000	47,584 00 42,000 00	29 74 26 25	3 360 00	7 08
65339F101 NEXTERA ENERGY INC	NEE	3 000 000	207,570 00 52,155 83	69 19 17 39	7 200 00	3 47
** TOTAL UTILITIES		SUB- TOTAL	277 432 06 112,527 77		11 160.00	4 02
* TOTAL EQUITY INVESTMENTS			11 430 565 80 4 864 481 43		286 791 24	2 51
MUTUAL FUNDS						
MUTUAL FUNDS-FIXED INCOME						
464287176 ISHARES BARCLAYS US TREASURY INFLATION PROTECTED SECURITIES FUND	TIP	12,900 000	1 566 189 00 1,705 536 00	121 41 101 20	34 739 70	2 22
561717505 MANAGERS BOND FUND	MGFIX	12 061 335	336,873 39 257 226 42	27 93 20 83	13 424 27	3 98
** TOTAL MUTUAL FUNDS-FIXED INCOME		SUB- TOTAL	1 903,062 09 1 556,762 42		48 163 97	2 53

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ACCOUNT NAME: HOOVER FOUNDATION (KEY)

ACCOUNT NUMBER: 7055000294

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
MUTUAL FUNDS-EQUITY						
464286509 ISHARES MSCI CANADA INDEX FUND	EWC	3,200,000	90,980.00 94,584.00	28.40 29.56	1,897.60	2.09
464286665 ISHARES MSCI PACIFIC EXCLUDING JAPAN INDEX FUND	EPP	2,200,000	103,708.00 97,212.29	47.14 44.19	4,360.40	4.20
464287468 ISHARES MSCI EAFE INDEX FUND	EFA	5,570,000	316,710.20 307,344.80	56.86 55.19	9,747.63	3.09
464287558 ISHARES NASDAQ BIOTECHNOLOGY INDEX FUND	IBB	1,000,000	137,220.00 80,775.00	137.22 80.78	657.00	0.48
46428R107 ISHARES S&P GSCI COMMODITY-INDEXED TRUST	GSC	15,700,000	514,803.00 471,628.00	32.79 30.04		
** TOTAL MUTUAL FUNDS-EQUITY		SUB- TOTAL	1,163,321.20 1,051,594.09		16,712.63	1.44
* TOTAL MUTUAL FUNDS			3,068,383.29 2,608,358.51		64,876.60	2.12
CASH						
CASH			0.00			
* TOTAL CASH			0.00 0.00		0.00	0.00
GRAND TOTAL ASSETS			19,721,730.86 12,625,865.73		477,195.16	2.42

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DECEMBER 01, 2012 TO DECEMBER 31, 2012

ACCOUNT NAME: HOOVER FOUNDATION (HUNTINGTON)

ACCOUNT NUMBER: 7055000301

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	RATING	PAR VALUE	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	YIELD CURRENT/ MATURITY
FIXED INCOME						
U. S. GOVT OBLIGATIONS						
U.S. TREASURY NOTES and BONDS						
912828LK4 US TREASURY 2 375% 08/31/2014	NH	250,000 000	258,847 50 248,609 63	103 54 99 44	5,937 50	2 29 0 25
912828MR8 US TREASURY 2 375% 02/28/2015	NR	250,000 000	261,250 00 249,765 63	104 50 99 91	5,937 50	2 27 0 29
912828MS8 US TREASURY N/B 3% 02/28/2017	NR	250,000 000	275,000 00 248,780 64	110 00 99 51	7,500 00	2 73 0 59
912828MT4 US TREASURY 1 375% 03/15/2013	NR	250,000 000	250,835 00 240,548 48	100 25 99 82	3,437 50	1 37 0 12
912828NLD US TREASURY 1 875% 06/30/2015	NR	200,000 000	207,750 00 198,863 30	103 88 99 43	3,750 00	1 81 0 32
912828NW6 US TREASURY 1 875% 08/31/2017	NR	200,000 000	211,234 00 198,516 99	105 82 99 26	3,750 00	1 78 0 69
912828PS3 US TREASURY N/B 01/31/2016	NR	500,000 000	524,725 00 500,489 65	104 95 100 10		0 40
912828PY0 US TREASURY 2 75% 02/28/2018	NR	150,000 000	165,234 00 149,016 49	110 16 99 34	4,125 00	2 50 0 79
*** TOTAL U.S. TREASURY NOTES and BONDS		SUB-TOTAL	2,154,675 50 2,043,568 71		34,437 50	1 50
TREASURY INFLATION INDEX N/B						
912828PP4 US TREASURY INFLATIONARY INDEX N/B 1 125% 01/15/2021	NR	158,617 500	188,301 01 153,876 82	117 45 97 01	1,784 45	0 96
912828QD5 US TREASURY INFLATIONARY INDEX N/B 125% 04/15/2016	NR	104,798 000	110,349 15 101,754 30	105 30 97 13	131 00	0 12
*** TOTAL TREASURY INFLATION INDEX N/B		SUB-TOTAL	296,650 15 255,631 12		1,915 45	0 65
*** TOTAL U. S. GOVT OBLIGATIONS		SUB-TOTAL	2,451,325 66 2,299,219 83		36,352 95	1 48
U. S. GOVT AGENCIES						
FNMA						
3136G0P54 FNMA 1 2% 04/17/2014-2019	AA+	100,000 000	99,665 00 100,000 00	99 67 100 00	1,200 00	1 20 1 30

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DECEMBER 01, 2012 TO DECEMBER 31, 2012

ACCOUNT NAME: HOOVER FOUNDATION (HUNTINGTON)
ACCOUNT NUMBER: 7055000301

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	RATING	PAR VALUE	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	YIELD CURRENT/ MATURITY
FNMA						
3136G0RC7 FNMA V/R MULTI-STEP CPN BND 1% 06/28/2018-2013	AA+	100,000 000	100,290 00 100,000 00	100 29 100 00	1,000 00	1 00
3136G0VM0 FNMA V/R MULTI-STEP CPN BND 1% 07/30/2019-2013	AA+	100,000 000	99,941 00 100,000 00	99 94 100 00	1,000 00	1 00
3136G16D6 FNMA 1 35% 06/26/2020-2015	AA+	150,000 000	148 485 00 149,925 00	98 99 99 95	2,025 00	1 38 1 56
*** TOTAL FNMA		SUB-TOTAL	448 381 00 449 925 00		5,225 00	1 17
FFCB						
31331J6K4 FFCB 3 375% 12/27/2018	AA+	250,000 000	263,487 50 250,260 00	113 35 100 10	8,437 50	2 98 1 11
31331VED4 FFCB 4 8% 07/28/2014	AA+	500,000 000	535,615 00 502,960 00	107 12 100 59	21,000 00	4 48 0 27
31331X2Q4 FFCB 5% 09/04/2013	AA+	500,000 000	518,215 00 509,060 00	103 24 101 81	25,000 00	4 84 0 19
31331YHM5 FFCB 4 3% 12/15/2014	AA+	500,000 000	537,735 00 497,250 00	107 55 99 45	21,600 00	4 00 0 43
*** TOTAL FFCB		SUB-TOTAL	1 872 932 50 1,759,530 00		78 937 50	4 21
FHLB						
313373FQ0 FHLB SERIES 1 2 5% 04/27/2016	AA+	150,000 000	158 983 00 149,910 00	106 64 99 94	3,750 00	2 34 0 50
313376FQ2 FHLB 1 22% 12/21/2016	AA+	150,000 000	153 331 50 149 730 00	102 22 99 52	1 830 00	1 19 0 69
313378TN1 FHLB 1 55% 10/12/2017	AA+	150,000 000	155 314 50 150 351 56	103 54 100 23	2 325 00	1 50 0 63
3133X33FQ FHLB 2 15% 12-16/2013	AA+	150,000 000	152 820 00 150 300 00	101 88 100 00	3 225 00	2 11 0 19
*** TOTAL FHLB		SUB-TOTAL	671 429 00 599,991 56		11 130 00	1 79
** TOTAL U. S. GOVT AGENCIES		SUB-TOTAL	2,942,742 50 2 809,446 56		95,252 50	3 24

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ACCOUNT NAME: HOOVER FOUNDATION (HUNTINGTON)

ACCOUNT NUMBER: 7055000301

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	RATING	PAR VALUE	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	YIELD CURRENT/ MATURITY
CORPORATE OBLIGATIONS						
CORPORATE BONDS						
14912LZ46 CATERPILLAR FINL SVCS CORP CATERPILLAR FINANCIAL SERVICE CORP DTD 01/20/04 4.5% 01/15/2014	A	250,000.000	260,547.50 246,750.00	104.22 99.50	11,500.00	4.41 0.56
191216AP5 COCA COLA CO 1.5% 11/15/2015	AA-	100,000.000	102,407.00 101,489.00	102.41 101.49	1,500.00	1.46 0.67
19416QD20 COLGATE PALMOLIVE CO SERIES MTN 2.3% 05/03/2022	AA-	100,000.000	100,872.00 100,350.00	100.87 100.35	2,300.00	2.28 2.24
428236BC6 HEWLETT PACKARD CO 2.125% 09/13/2015	BBB+	250,000.000	249,827.50 250,807.50	99.93 100.32	5,312.50	2.13 2.04
494358AX1 KIMBERLY-CLARK CORP 5% 08/15/2013	A	250,000.000	257,437.50 254,750.00	102.98 101.90	12,500.00	4.86 0.28
674598CA1 OCCIDENTAL PETROLEUM CORP 1.45% 12/13/2013	A	50,000.000	50,521.50 50,735.00	101.04 101.47	725.00	1.44 0.37
713448BG2 PEPSICO INC 4.65% 02/15/2013	A-	100,000.000	100,547.00 95,011.00	100.55 95.91	4,650.00	4.62 0.50
742718DS5 PROCTER & GAMBLE CO 1.8% 11/15/2015	AA-	250,000.000	258,432.50 248,275.00	103.37 99.31	4,500.00	1.74 0.63
913017BU2 UNITED TECHNOLOGIES CORP 1.8% 06/01/2017	A	100,000.000	102,936.00 101,048.00	102.94 101.05	1,800.00	1.75 1.16
*** TOTAL CORPORATE BONDS			SUB- TOTAL 1,483,528.50 1,452,115.50		44,737.50	3.02
** TOTAL CORPORATE OBLIGATIONS			SUB- TOTAL 1,483,528.50 1,452,115.50		44,787.50	3.02
* TOTAL FIXED INCOME			6,377,596.86 6,560,761.89		70,432.95	2.57

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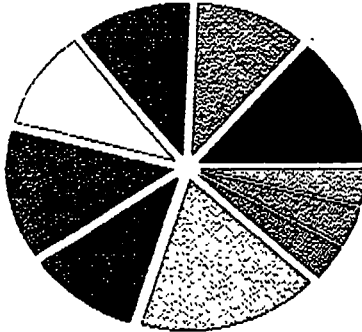
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ACCOUNT NAME: HOOVER FOUNDATION (HUNTINGTON)

ACCOUNT NUMBER: 7055000301

PORTFOLIO DETAIL (CONTINUED)
EQUITY DIVERSIFICATION SUMMARY



INDUSTRY CODE	MARKET VALUE	PERCENT
CONSUMER DISCRETIONARY	1,448,728 00	13 5%
CONSUMER STAPLES	1,171,654 00	10 9%
ENERGY	1,188,964 45	11 1%
FINANCIALS	1,093,391 73	10 2%
HEALTH CARE	1,450,865 00	13 8%
INDUSTRIALS	1,173,335 00	11 0%
INFORMATION TECHNOLOGY	1,893,715 20	17 7%
MATERIALS	429,038 50	4 0%
TELECOMMUNICATION SERVICES	454,985 00	4 2%
UTILITIES	402,695 40	3 8%
Total	10,767,372 28	100 0%

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
EQUITY INVESTMENTS						
CONSUMER DISCRETIONARY						
20030N101 COMCAST CORP CL A	CMCSA	2,500 000	43,400 00 50,711 13	37 36 20 28	1,626 00	1 74
254687108 WALT DISNEY CO	DIS	3,000 000	149,370 00 102,668 65	49 79 34 22	2 250 00	1 51
654106103 NIKE INC CL B	NKE	4,000 000	206,400 00 148 076 00	51 60 36 52	1 680 00	0 81
855244109 STARBUCKS CORP	SBUX	4 500 000	211 335 00 110,028 60	53 63 24 45	3 780 00	1 57
872540109 TJX COMPANIES INC	TJX	5,000 000	212,250 00 87,043 15	42 45 17 41	2 300 00	1 08
87612E108 TARGET CORP	TGT	5 400 000	319 516 00 290 121 25	59 17 53 73	7 776 00	2 43
918204108 VFC CORP W/1 RT/SH	VFC	1 500 000	226 455 00 101 098 30	150 97 67 40	3,220 00	2 31
** TOTAL CONSUMER DISCRETIONARY		SUB-TOTAL	1,448,728 00 587,747 03		24 631 00	* 70

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DECEMBER 01, 2012 TO DECEMBER 31, 2012

ACCOUNT NAME: HOOVER FOUNDATION (HUNTINGTON)

ACCOUNT NUMBER: 7055000301

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
CONSUMER STAPLES						
126650100 CVS CAREMARK CORP	CVS	1 500 000	72 525 00 69,013 00	48 36 46 01	1,350 00	2 86
191216100 COCA COLA CO	KO	4,000 000	145,000 00 133,896 40	36 25 33 47	4 080 00	2 81
194162103 COLGATE PALMOLIVE	CL	3 000 000	313,620 00 154,990 00	104 54 51 53	7,440 00	2 37
370334104 GENERAL MILLS INC	GIS	1,500 000	60 630 00 55 228 05	40 42 36 82	1 980 00	3 27
423074103 HEINZ H J CO	HNZ	1,500 000	86 520 00 73,544 85	57 68 49 03	3,090 00	3 57
713448106 PEPSICO INC	PEP	3 500 000	239,505 00 178,757 00	68 43 51 07	7,525 00	3 14
718172109 PHILIP MORRIS INTL INC	PM	600 000	50,184 00 55,571 84	83 64 92 62	2,040 00	4 07
742718109 PROCTER & GAMBLE CO	PG	3,000 000	203,670 00 111,969 35	67 89 37 32	6 744 00	3 31
** TOTAL CONSUMER STAPLES		SUB-TOTAL	1,171,654 00 832,570 59		34 249 00	2 92
ENERGY						
032511107 ANADARKO PETROLEUM CORP W/1 R7/SH	APC	1,500 000	111 465 00 108,177 60	74 31 72 12	540 00	0 48
057224107 BAKER HUGHES INC	BHI	1,500 000	61,271 55 76,909 47	40 85 51 27	900 00	1 47
208250104 CONOCOPHILLIPS	COP	2 500 000	115 980 00 89 149 61	57 99 44 57	5 280 00	4 55
302310102 EXXON MOBIL CORP	XOM	3 500 000	302 925 00 132 090 00	86 55 37 74	7 980 00	2 63
740252706 ROYAL DUTCH SHELL PLC ADR	RDSA	1 500 000	103,425 00 96 655 00	68 96 64 44	4,386 00	4 24
806857106 SCHLUMBERGER LTD	SLB	1 500 000	103 647 90 151,107 15	69 30 100 74	1 650 00	1 59

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DECEMBER 01, 2012 TO DECEMBER 31, 2012

ACCOUNT NAME: HOOVER FOUNDATION (HUNTINGTON)

ACCOUNT NUMBER: 7055000301

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
ENERGY						
847560109 SPECTRA ENERGY CORP	SE	5,000 000	138,900 00 122,105 15	27 38 24 44	8 100 00	4 46
867224107 SUNCOR ENERGY INC	SU	2,500 000	82,450 00 85,884 00	32 98 34 35	1,310 00	1 59
91913Y100 VALERO ENERGY CORP	VLO	5,000 000	170,600 00 173 504 00	34 12 34 70	3,500 00	2 05
** TOTAL ENERGY		SUB- TOTAL	1 188,964 45 1,035,672 58		31,648 00	2 66
FINANCIALS						
171232101 CHUBB CORP W/1 RT/SH	CB	2,000 000	150,640 00 102,311 30	75 32 51 16	3,280 00	2 18
38141G104 GOLDMAN SACHS GROUP INC	GS	750 000	95,670 00 118 577 98	127 56 158 10	1,500 00	1 67
46625H100 JP MORGAN CHASE & CO	JPM	4,000 000	175,878 40 178,700 65	43 97 44 68	4 800 00	2 73
693475105 PNC FINANCIAL SERVICES	PNC	725 000	42,274 75 46,131 75	58 31 63 63	1,160 00	2 74
74144T108 PRICE T ROWE GROUP INC	TROW	2 500 000	162,792 75 95,528 90	66 12 38 21	3,400 00	2 09
744320102 PRUDENTIAL FINANCIAL INC	PRU	2,000 000	106,660 00 119,336 77	53 33 74 67	3,200 00	3 00
857477103 STATE STREET CORP	STT	1 683 000	79 117 83 76 121 82	47 01 45 23	1,615 68	2 34
89417E109 TRAVELERS COS INC	TRV	2 000 000	143,640 00 106 155 10	71 82 53 96	3,680 00	2 56
949746101 WELLS FARGO & CO	WFC	4 000 000	136 720 00 124,447 95	34 18 31 11	3 320 00	2 57
** TOTAL FINANCIALS		SUB- TOTAL	1 093,391 73 997 312 32		26 155 68	2 39
HEALTH CARE						

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ACCOUNT NAME: HOOVER FOUNDATION (HUNTINGTON)
ACCOUNT NUMBER: 7055000301

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
HEALTH CARE						
002824100 ABBOTT LABORATORIES	ABT	2,500 000	163 750 00 126,352 90	65 50 50 54	1,400 00	0 85
071813109 BAXTER INTERNATIONAL INC W/1 RT/SH	BAX	2,500 000	166 650 00 124,313 45	66 68 49 73	4,500 00	2 70
075887109 BECTON DICKINSON	BDX	2,500 000	196,475 00 168,828 20	78 19 79 53	4,950 00	2 53
30219G108 EXPRESS SCRIPTS HOLDING CO	ESRX	2,000 000	108,000 00 114,535 00	54 00 57 27		
478160104 JOHNSON & JOHNSON	JNJ	3,000 000	210,300 00 158,470 69	70 10 53 16	7,320 00	3 48
585055106 MEDTRONIC INC	MDT	4,000 000	164,080 00 180 990 00	41 02 45 25	4,160 00	2 54
58933Y105 MERCK & CO INC	MRK	2 000 000	81,880 00 65,249 40	40 94 32 62	3,440 00	4 20
66987V109 NOVARTIS AG ADR	NVS	2,000 000	126,600 00 73,281 40	63 30 36 64	4,212 00	3 33
881624209 TEVA PHARMACEUTICAL -SP ADR	TEVA	2,000 000	74,680 00 87,656 80	37 34 43 83	1,608 00	2 15
883556102 THERMO FISHER SCIENTIFIC INC	TMO	2,500 000	159 450 00 145 610 00	63 78 58 24	1,500 00	0 94
** TOTAL HEALTH CARE		SUB- TOTAL	1 430 865 00 1 276,287 54		53,090 09	2 28
INDUSTRIALS						
244189105 DEERE & CO W/1 RT/SH	DE	1,250 000	108,025 00 81 449 50	86 42 49 15	2 300 00	2 13
291011104 EMERSON ELECTRIC CO	EMR	1 500 000	79 440 00 71 940 00	52 96 47 96	2 460 00	3 10
31424X106 FEDEX CORP	FDX	2 500 000	229 300 00 91 650 00	91 72 90 66	1 400 00	0 61
369804103 GENERAL ELECTRIC CO	GE	7 000 000	146 930 00 236,950 00	20 99 33 85	5 320 00	3 62

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DECEMBER 01, 2012 TO DECEMBER 31, 2012

ACCOUNT NAME: HOOVER FOUNDATION (HUNTINGTON)

ACCOUNT NUMBER: 7055000301

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
INDUSTRIALS						
701094104 PARKER HANNIFIN CORP	PH	1,000 000	85 060 00 72,233 50	85 06 72 23	1,640 00	1 93
88579Y101 3M COMPANY	MMM	3 000 000	278,550 00 172,052 29	92 85 57 35	7,080 00	2 54
913017109 UNITED TECHNOLOGIES CORP	UTX	3,000 000	246 030 00 105,225 00	82 01 35 08	6,420 00	2 61
** TOTAL INDUSTRIALS		SUB- TOTAL	1,172,335 00 811,500 29		26 620 00	2 27
INFORMATION TECHNOLOGY						
00724F101 ADOBE SYSTEMS INC	ADBE	6,000 000	226,080 00 86,654 90	37 68 14 44	150 00	0 07
111320107 BROADCOM CORP CL A	BRCM	1,500 000	49,815 00 48,574 05	33 21 32 38	600 00	1 20
17275R102 CISCO SYSTEMS	CSCO	10,000 000	196,494 00 151,530 78	19 65 15 15	5,800 00	2 85
268648102 EMC CORP/MASS	EMC	7,500 000	189 750 00 161 622 25	25 30 21 55		
38259P508 GOOGLE INC-CL A	GOOG	100 000	70,738 00 76,028 89	707 38 760 29		
458140100 INTEL CORP	INTC	10 000 000	206,200 00 201,066 25	20 82 20 11	9,000 00	4 36
459200101 IBM CORP	IBM	1,500 000	287,325 00 140,790 30	191 56 93 80	5,100 00	1 77
38491S104 MICROSOFT CORP	MSFT	5 000 000	133,548 50 97 348 50	26 71 19 47	4,800 00	3 44
66369X103 ORACLE CORPORATION FORMERLY ORACLE SYS CORP W/1 RT/SH	ORCL	6 000 000	199 920 00 62 156 23	33 32 10 36	1 440 00	3 72
147525103 QUALCOMM INC W/1 RT P/S EXP 9/25/2013	QCOM	750 000	46 394 70 46,724 93	61 86 62 30	750 00	1 62
862508104 TEXAS INSTRUMENTS INC	TXN	5 000 000	154 450 00 157 171 78	30 89 31 43	4 200 00	2 72

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ACCOUNT NAME: HOOVER FOUNDATION (HUNTINGTON)
ACCOUNT NUMBER: 7055000301

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
INFORMATION TECHNOLOGY						
G1151C101 ACCENTURE PLC CL A	ACN	2,000 000	133,000 00 100,685 35	66 50 50 34	3 240 00	2 44
** TOTAL INFORMATION TECHNOLOGY		SUB-TOTAL	1,893,715 20 1,330,264 01		34,680 00	1 83
MATERIALS						
263534109 DU PONT E I DE NEMOURS & CO	DD	1,000 000	44,976 50 45,098 87	44 98 45 10	1,720 00	3 82
35671D857 FREEPORT-MCMORAN C & G W/1 RT/SH	FCX	4,000 000	136,800 00 99,080 70	34 20 24 77	5,000 00	3 65
61166W101 MONSANTO CO	MON	1 000 000	94,650 00 63,994 55	94 65 63 99	1,500 00	1 58
670346105 NUCOR CORP W/1 RT/SH	NUE	1,000 000	43,160 00 40,300 00	43 16 40 30	1,470 00	3 41
74005P104 PRAXAIR INC	PX	1,000 000	109,450 00 37,060 00	109 45 37 06	2 200 00	2 01
** TOTAL MATERIALS		SUB-TOTAL	429,036 50 285,514 22		11 890 00	2 77
TELECOMMUNICATION SERVICES						
00206R102 AT&T INC	T	5,000 000	168,550 00 208,973 00	33 71 41 79	9,000 00	5 34
92343V104 VERIZON COMMUNICATIONS	VZ	4 000 000	173,080 00 137,717 86	43 27 34 43	8,210 00	4 76
92857W209 VODAFONE GROUP PLC	VOD	4,500 000	113,365 00 103,240 10	25 19 22 94	6,750 00	5 65
** TOTAL TELECOMMUNICATION SERVICES		SUB-TOTAL	454,995 00 449,930 96		23,960 00	5 27
UTILITIES						
25748U109 DOMINION RESOURCES INC /A	D	2,000 000	103,600 00 77,468 90	51 80 38 73	4 226 00	4 07
26441C204 DUKE ENERGY CORP	DUK	1,335 000	85,045 40 63,327 36	63 80 47 96	4,075 98	4 80

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DECEMBER 01, 2012 TO DECEMBER 31 2012

ACCOUNT NAME: HOOVER FOUNDATION (HUNTINGTON)

ACCOUNT NUMBER: 70SS000301

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
UTILITIES						
842587107 SOUTHERN CO	SO	5 000 000	214,050 00 131,572 32	42 81 26 31	9 800 00	4 58
** TOTAL UTILITIES		SUB-TOTAL	402,695 40 272 968 58		18 098.98	4 49
* TOTAL EQUITY INVESTMENTS			10 707 372 28 8 179,768 42		265,050 66	2 48
MUTUAL FUNDS						
MUTUAL FUNDS-FIXED INCOME						
464287176 ISHARES BARCLAYS US TREASURY INFLATION PROTECTED SECURITIES FUND	TIP	2 000 000	242,820 00 202 020 00	121 41 101 01	5,386 00	2 22
** TOTAL MUTUAL FUNDS-FIXED INCOME		SUB-TOTAL	242 820 00 202,020 00		5 386 00	2 22
MUTUAL FUNDS-EQUITY						
025083791 AMERICAN CENTURY HERITAGE FUND - INVESTORS CLASS	TWHIX	67,115 268	1 496,999 32 980,827 34	22 20 14 61	8,657 87	0 58
23337R791 DWS INTERNATIONAL FUND - INSTITUTIONAL SHARES	SUIHX	3,995 770	170,859 13 143,369 54	42 76 35 88	4,359 39	2 56
444988405 HUNTINGTON INTERNATIONAL EQUITY FUND IV	HIF4	34,366 807	388 717 32 271,463 47	11 34 7 90	6 495 20	1 67
446990400 HUNTINGTON SITUS FUND IV	HSSF4	42,976 338	1 007,365 36 884,063 51	23 44 19 87	1,719 05	0 17
464287465 ISHARES MSCI EAFE INDEX FUND	EFA	2 896 000	184 666 56 156,615 68	56 86 54 08	5,094 06	3 09
683974505 OPPENHEIMER DEVELOPING MARKETS FUND - CLASS Y	ODVYX	17,430 190	807 965 03 567 743 23	46 88 32 57	4,340 12	0 71
77957Y106 T. ROWE PRICE MID CAP VALUE FUND	TRMCX	59 636 524	1 433,713 12 1 361 546 01	24 04 16 30	19 064 35	1 33
760905631 ROYCE TOTAL RETURN FUND	RYTRX	17 904 153	980 053 21 850,300 61	13 63 9 04	15 459 39	1 58
885215566 THORNBERG INTERNATIONAL VALUE - I SHARES	TCVIX	60 959 850	1 712 362 19 1 100 050 56	28 09 18 19	24 379 14	1 41

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DECEMBER 01, 2012 TO DECEMBER 31, 2012

ACCOUNT NAME: HOOVER FOUNDATION (HUNTINGTON)

ACCOUNT NUMBER: 7055000301

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
MUTUAL FUNDS-EQUITY						
922908827 VANGUARD SMALL CAP GROWTH INDEX FUND - INVESTOR SHARES	VISGX	45,008.533	1,126,563.58 207,369.18	25.23 17.94	10,281.41	0.89
* TOTAL MUTUAL FUNDS-EQUITY		SUB- TOTAL	9,089,262.22 6,632,379.11		99,370.55	1.09
* TOTAL MUTUAL FUNDS			9,332,082.22 6,834,399.11		104,756.55	1.12
CASH						
CASH			0.00			
* TOTAL CASH			0.00 0.00		0.00	0.00
GRAND TOTAL ASSETS			26,919,365.82 21,577,264.08		546,241.55	2.93