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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 <b>REEVES FOUNDATION 1038053407</b>		<b>A</b> Employer identification number <b>34-6575477</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>P.O. BOX 441</b>		<b>B</b> Telephone number (see instructions) <b>330- 364-4660</b>
City or town, state, and ZIP code <b>DOVER, OH 44622</b>		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> Check all that apply:	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change
<b>H</b> Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>D</b> 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 21,972,270.</b>		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<b>J</b> Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)		<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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)
<b>1</b> Contributions, gifts, grants, etc., received (attach schedule)					
<b>2</b> Check <input type="checkbox"/> if the foundation is <b>not</b> required to attach Sch. B					
<b>3</b> Interest on savings and temporary cash investments					
<b>4</b> Dividends and interest from securities		628,553.	628,553.		STMT 1
<b>5a</b> Gross rents					
<b>b</b> Net rental income or (loss)					
<b>6a</b> Net gain or (loss) from sale of assets not on line 10		1,069,519.			
<b>b</b> Gross sales price for all assets on line 6a <b>9,698,698.</b>					
<b>7</b> Capital gain net income (from Part IV, line 2)			1,069,519.		
<b>8</b> Net short-term capital gain					
<b>9</b> Income modifications					
<b>10a</b> Gross sales less returns and allowances					
<b>b</b> Less Cost of goods sold					
<b>c</b> Gross profit or (loss) (attach schedule)					
<b>11</b> Other income (attach schedule)					
<b>12</b> Total. Add lines 1 through 11		1,698,072.	1,698,072.		
<b>13</b> Compensation of officers, directors, trustees, etc.		118,437.	35,531.		82,906.
<b>14</b> Other employee salaries and wages			NONE	NONE	
<b>15</b> Pension plans, employee benefits			NONE	NONE	
<b>16a</b> Legal fees (attach schedule)					
<b>b</b> Accounting fees (attach schedule) STMT. 2		6,907.	6,907.	NONE	4,835.
<b>c</b> Other professional fees (attach schedule) STMT. 3		76,955.	76,955.		
<b>17</b> Interest					
<b>18</b> Taxes (attach schedule) (see instructions) STMT. 4		31,803.	5,695.		
<b>19</b> Depreciation (attach schedule) and depletion					
<b>20</b> Occupancy					
<b>21</b> Travel, conferences, and meetings			NONE	NONE	
<b>22</b> Printing and publications			NONE	NONE	
<b>23</b> Other expenses (attach schedule) STMT. 5		14,691.	7,070.		7,345.
<b>24</b> Total operating and administrative expenses. Add lines 13 through 23		248,793.	132,158.	NONE	95,086.
<b>25</b> Contributions, gifts, grants paid		609,104.			823,654.
<b>26</b> Total expenses and disbursements. Add lines 24 and 25		857,897.	132,158.	NONE	918,740.
<b>27</b> Subtract line 26 from line 12					
<b>a</b> Excess of revenue over expenses and disbursements		840,175.			
<b>b</b> Net investment income (if negative, enter -0-)			1,565,914.		
<b>c</b> Adjusted net income (if negative, enter -0-)					

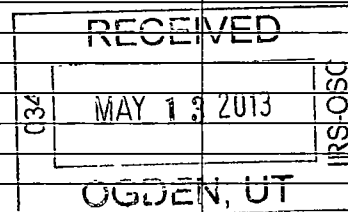
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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing . . . . .				
	2	Savings and temporary cash investments . . . . .			1,057.	1,057.
	3	Accounts receivable ▶ 105,082.				
		Less: allowance for doubtful accounts ▶		97,007.	105,082.	105,082.
	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 . . . . . STMT 6.	2,454.	2,467.	2,467.	
	10 a	Investments - U S and state government obligations (attach schedule) .				
	b	Investments - corporate stock (attach schedule) . . . . .				
	c	Investments - corporate bonds (attach schedule) . . . . .				
	Liabilities	11	Investments - land, buildings, and equipment basis Less: accumulated depreciation ▶ (attach schedule)			
12		Investments - mortgage loans . . . . .				
13		Investments - other (attach schedule) . . . . . STMT 7.	18,602,332.	19,237,599.	21,863,664.	
14		Land, buildings, and equipment basis Less: accumulated depreciation ▶ (attach schedule)				
15		Other assets (describe ▶ )				
16		<b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .	18,701,793.	19,346,205.	21,972,270.	
17		Accounts payable and accrued expenses . . . . .	59,705.	79,453.		
18		Grants payable . . . . .	387,000.	172,450.		
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	<b>Total liabilities</b> (add lines 17 through 22) . . . . .	446,705.	251,903.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted . . . . .	18,255,088.	19,094,302.		
	25	Temporarily restricted . . . . .				
	26	Permanently restricted . . . . .				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>					
	27	Capital stock, trust principal, or current funds . . . . .				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .				
	29	Retained earnings, accumulated income, endowment, or other funds . .				
	30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	18,255,088.	19,094,302.		
	31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	18,701,793.	19,346,205.		

## 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	18,255,088.
2	Enter amount from Part I, line 27a . . . . .	2	840,175.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3 . . . . .	4	19,095,263.
5	Decreases not included in line 2 (itemize) ▶ NET INCOME BETWEEN TAX YEARS	5	961.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	19,094,302.

**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.)
<b>1a PUBLICLY TRADED SECURITIES</b>					
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 9,698,698.		8,629,179.	1,069,519.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) FM V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
a			1,069,519.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	1,069,519.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3		

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	1,013,456.	21,708,246.	0.046685
2010	1,099,677.	20,722,481.	0.053067
2009	824,393.	19,148,953.	0.043052
2008	1,298,949.	22,232,672.	0.058425
2007	1,373,753.	24,711,780.	0.055591
<b>2 Total of line 1, column (d)</b>			<b>2</b> 0.256820
<b>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</b>			<b>3</b> 0.051364
<b>4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5</b>			<b>4</b> 21,809,400.
<b>5 Multiply line 4 by line 3</b>			<b>5</b> 1,120,218.
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>			<b>6</b> 15,659.
<b>7 Add lines 5 and 6</b>			<b>7</b> 1,135,877.
<b>8 Enter qualifying distributions from Part XII, line 4</b> 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.			<b>8</b> 918,740.

**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 <input type="checkbox"/> and enter "N/A" on line 1 . . . . . Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	31,318.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> 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	31,318.
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	31,318.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012 . . . . .	6a	19,156.	
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	19,156.	
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached . . . . .	8	38.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .	9	12,200.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . . .	10		
11 Enter the amount of line 10 to be Credited to 2013 estimated tax Refunded	11		

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .		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) 480-4962			
	Located at ▶ 41 S HIGH ST - HC0440, COLUMBUS, OH ZIP+4 ▶ 43215			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . .	15		
and enter the amount of tax-exempt interest received or accrued during the year . . . . . ▶				
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
				X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶				

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . .	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> 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)? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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) . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? . . . . .	1b	X
Organizations relying on a current notice regarding disaster assistance check here . . . . . ▶ <input type="checkbox"/>		
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? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.) . . . . .	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? . . . . .	4b	X

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**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)****5a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ **5b**Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No  
If "Yes," attach the statement required by Regulations section 53.4945-5(d).**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No **6b**  
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 8		118,437.	-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 ☐

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	21,873,172.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	268,351.
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	NONE
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	22,141,523.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	NONE
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	22,141,523.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	332,123.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	21,809,400.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	1,090,470.

**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)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	1,090,470.
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	31,318.
<b>b</b>	Income tax for 2012 (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	31,318.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	1,059,152.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	NONE
<b>5</b>	Add lines 3 and 4	<b>5</b>	1,059,152.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	NONE
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	1,059,152.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	918,740.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	NONE
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	NONE
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	NONE
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	918,740.
<b>5</b>	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)	<b>5</b>	N/A
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	918,740.

**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 . . . . .				1,059,152.
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 . . . . .	150,908.			
b From 2008 . . . . .	200,389.			
c From 2009 . . . . .	NONE			
d From 2010 . . . . .	78,433.			
e From 2011 . . . . .	NONE			
f Total of lines 3a through e . . . . .	429,730.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>918,740.</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 . . . . .				918,740.
e Remaining amount distributed out of corpus . . . . .	NONE			
5 Excess distributions carryover applied to 2012 . (If an amount appears in column (d), the same amount must be shown in column (a) ) . . . . .	140,412.			140,412.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5 . . . . .	289,318.			
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 . . . . .				
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) . . . . .	10,496.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a . . . . .	278,822.			
10 Analysis of line 9				
a Excess from 2008 . . . . .	200,389.			
b Excess from 2009 . . . . .	NONE			
c Excess from 2010 . . . . .	78,433.			
d Excess from 2011 . . . . .	NONE			
e Excess from 2012 . . . . .	NONE			

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

**1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test - enter					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i). . . . .					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .					
<b>c</b> "Support" alternative test - enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .					
<b>(3)</b> Largest amount of support from an exempt organization . . . . .					
<b>(4)</b> 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 10

**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
<b>a Paid during the year</b>  MISCELLANEOUS CHARITIES SEE DETAIL ATTACHED				823,654.
<b>Total</b> . . . . .			<b>3a</b>	823,654.
<b>b Approved for future payment</b>  SEE ATTACHED LIST  GRANTS PAID FOR PREVIOUS YEAR			172450	
<b>Total</b> . . . . .			<b>3b</b>	

Form **990-PF** (2012)

## Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount		
<b>1</b> Program service revenue						
<b>a</b> _____						
<b>b</b> _____						
<b>c</b> _____						
<b>d</b> _____						
<b>e</b> _____						
<b>f</b> _____						
<b>g</b> Fees and contracts from government agencies						
<b>2</b> Membership dues and assessments . . . . .						
<b>3</b> Interest on savings and temporary cash investments						
<b>4</b> Dividends and interest from securities . . . . .			14	577,249.		
<b>5</b> Net rental income or (loss) from real estate:						
<b>a</b> Debt-financed property . . . . .						
<b>b</b> Not debt-financed property . . . . .						
<b>6</b> Net rental income or (loss) from personal property .						
<b>7</b> Other investment income . . . . .						
<b>8</b> Gain or (loss) from sales of assets other than inventory			18	1,069,519.		
<b>9</b> Net income or (loss) from special events . . . . .						
<b>10</b> Gross profit or (loss) from sales of inventory . .						
<b>11</b> Other revenue <b>a</b> _____						
<b>b</b> _____						
<b>c</b> _____						
<b>d</b> _____						
<b>e</b> _____						
<b>12</b> Subtotal. Add columns (b), (d), and (e) . . . . .				1,646,768.		
<b>13</b> Total. Add line 12, columns (b), (d), and (e) . . . . .				1,646,768.		

(See worksheet in line 13 instructions to verify calculations )

## Line No.

Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)

NOT APPLICABLE

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

		Yes	No
<b>1</b>	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
<b>a</b>	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash	<b>1a(1)</b>	X
	(2) Other assets	<b>1a(2)</b>	X
<b>b</b>	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization	<b>1b(1)</b>	X
	(2) Purchases of assets from a noncharitable exempt organization	<b>1b(2)</b>	X
	(3) Rental of facilities, equipment, or other assets	<b>1b(3)</b>	X
	(4) Reimbursement arrangements	<b>1b(4)</b>	X
	(5) Loans or loan guarantees	<b>1b(5)</b>	X
	(6) Performance of services or membership or fundraising solicitations	<b>1b(6)</b>	X
<b>c</b>	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	<b>1c</b>	X
<b>d</b>	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[illegible]

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

**b** If "Yes," complete the following schedule.

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

**Sign  
Here**

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

Signature of officer or trustee

Date \_\_\_\_\_

**Title**

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

**Paid  
Preparer  
Use Only**

Print/Type preparer's name

SCOTT J. GOYETCHE, CPA

Preparer's signature

Date

04/26/2011

Check ☐ if  
3 self-employed

PTIN

P00021559

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

Firm's EIN ▶ 75-1297386

Firm's address ► 6135 TRUST DRIVE, STE. 118

HOLLAND, OH

43528

Phone no 419-861-2300

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
USGI REPORTED AS NONQUALIFIED DIVIDENDS	364.	364.
FOREIGN DIVIDENDS	51,236.	51,236.
NONDIVIDEND DISTRIBUTIONS	281.	281.
DOMESTIC DIVIDENDS	213,702.	213,702.
CORPORATE INTEREST	139,753.	139,753.
U.S. GOVERNMENT INTEREST(FEDERAL TAXABLE	134,051.	134,051.
EXEMPT DIVIDENDS NOT SUBJECT TO AMT - ST	24.	24.
U.S. GOVERNMENT INTEREST - FEDERAL & STA	51,281.	51,281.
NONDISTRIBUTIVE U.S. GOVERNMENT INTEREST	13,330.	13,330.
NONQUALIFIED DOMESTIC DIVIDENDS	24,531.	24,531.
TOTAL	628,553.	628,553.

FORM 990PF, PART I - ACCOUNTING FEES  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
AUDIT & ACCOUNTING FEES (ALLOC	6,907.	6,907.		4,835.
TOTALS	6,907.	6,907.	NONE	4,835.
	=====	=====	=====	=====



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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
INVESTMENT MGMT FEES-SUBJECT T	76,955.	76,955.
TOTALS	76,955.	76,955.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
OTHER TAXES	1,868.	1,868.
FEDERAL TAX PAYMENT - PRIOR YE	11,741.	
FEDERAL ESTIMATES - PRINCIPAL	14,367.	
FOREIGN TAXES ON QUALIFIED FOR	3,821.	3,821.
FOREIGN TAXES ON NONQUALIFIED	6.	6.
	-----	-----
TOTALS	31,803.	5,695.
	=====	=====

## FORM 990PF, PART I - OTHER EXPENSES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
OTHER NON-ALLOCABLE EXPENSE -	4,856.	2,428.	2,428.
OTHER NON-ALLOCABLE EXPENSE -	9,285.	4,642.	4,642.
TAX PREPARATION FEE (NON-ALLOC	550.		275.
TOTALS	14,691.	7,070.	7,345.

REEVES FOUNDATION 1038053407

34-6575477

FORM 990PF, PART II - PREPAID EXPENSES AND DEFERRED CHARGES  
=====

DESCRIPTION  
-----

PREPAID EXP AND OTHER ASSETS

2,467.

TOTALS

2,467.

2,467.

REEVES FOUNDATION 1038053407

34-6575477

FORM 990PF, PART II - OTHER INVESTMENTS  
=====

DESCRIPTION -----	COST/ FMV C OR F -----	ENDING BOOK VALUE -----	ENDING FMV ---
SCHEDULE ATTACHED	C	19,237,599.	21,863,664.
NET CASH	C		
TOTALS		19,237,599.	21,863,664.
		=====	=====

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

## OFFICER NAME:

H. DONALD PATTERSON

## ADDRESS:

232 W 3RD ST #327

DOVER, OH 44622

## TITLE:

EXEC DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 16

COMPENSATION ..... 20,570.

## OFFICER NAME:

THOMAS J. PATTON

## ADDRESS:

232 W 3RD ST #327

DOVER, OH 44622

## TITLE:

VICE PRESIDENT

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 6

COMPENSATION ..... 12,468.

## OFFICER NAME:

JEFFRY T. WAGNER

## ADDRESS:

232 W 3RD ST #327

DOVER, OH 44622

## TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 4

COMPENSATION ..... 11,328.

## OFFICER NAME:

DON A. ULRICH

## ADDRESS:

232 W 3RD ST #327

DOVER, OH 44622

## TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 4

COMPENSATION ..... 11,209.

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

## OFFICER NAME:

RONALD PISSOCRA

## ADDRESS:

232 W 3RD ST #327

DOVER, OH 44622

## TITLE:

PRESIDENT

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 6

COMPENSATION ..... 14,400.

## OFFICER NAME:

PETER F. WAGNER

## ADDRESS:

232 W 3RD ST #327

DOVER, OH 44622

## TITLE:

SECRETARY/TREASURER

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 6

COMPENSATION ..... 12,456.

## OFFICER NAME:

PAYROLL TAXES W/H ON WAGES LISTED

## ADDRESS:

COMPENSATION ..... 27,439.

## OFFICER NAME:

TERRY A. PENNINGTON

## ADDRESS:

232 W 3RD ST #327

DOVER, OH 44622

## TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 4

COMPENSATION ..... 8,567.

TOTAL COMPENSATION:

118,437.

=====

RECIPIENT NAME:

DON PATTERSON, EXECUTIVE DIRECTOR

ADDRESS:

PO BOX 441

DOVER, OH 44622

FORM, INFORMATION AND MATERIALS:

APPLICATION SHOULD BE IN WRITING & INCLUDE AN  
OUTLINE OF THE REQUESTED AMOUNT & PURPOSE.

SUBMISSION DEADLINES:

APPLICATIONS SHOULD BE SUBMITTED 3 WEEKS  
3 WEEKS PRIOR TO BIMONTHLY MEETING.

RESTRICTIONS OR LIMITATIONS ON AWARDS:

FUNDS ARE GRANTED FOR CHARITABLE &  
EDUCATIONAL PURPOSES WITH PRIORITY GIVEN TO  
THOSE BENEFITTING TUSCAWARAS COUNTY OHIO.



REEVES FOUNDATION 1038053407  
Schedule D Detail of Short-term Capital Gains and Losses

34-6575477

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
<b>PUBLICLY TRADED SECURITIES</b>					
2100. AMERICAN EXPRESS CO	07/14/2011	01/23/2012	105,727.00	109,189.00	-3,462.00
3800. BEMIS INC DIST W/1 RT/SH	07/14/2011	01/23/2012	113,968.00	129,677.00	-15,709.00
1700. TARGET CORP	09/01/2011	01/23/2012	84,931.00	87,482.00	-2,551.00
1100. TIFFANY & CO W/1 RT/SH	05/10/2011	01/23/2012	68,306.00	75,894.00	-7,588.00
2900. ACCENTURE PLC CL A	04/06/2011	01/23/2012	162,460.00	159,065.00	3,395.00
1200. EVEREST RE GROUP LTD	09/23/2011	01/23/2012	103,568.00	91,716.00	11,852.00
3100. CHECK POINT SOFTWARE TECH	04/06/2011	01/23/2012	169,542.00	159,805.00	9,737.00
5900. AUTOMATIC DATA PROC	01/23/2012	03/05/2012	320,069.00	321,100.00	-1,031.00
2000. CANADIAN NATL RAILWAY COM	03/30/2011	03/05/2012	154,397.00	148,740.00	5,657.00
1900. CHUBB CORP W/1 RT/SH	09/08/2011	03/05/2012	127,390.00	115,915.00	11,475.00
2600. KROGER CO W/1 RT/SH	08/16/2011	05/10/2012	59,904.00	59,930.00	-26.00
835. MCDONALDS CORP W/1 RT/SH	01/23/2012	05/10/2012	76,877.00	84,796.00	-7,919.00
1000. ANADARKO PETE CORP W/1 RT/SH	09/08/2011	06/12/2012	62,699.00	73,276.00	-10,577.00
3800. AUTODESK INC W/1 RT/SH	09/23/2011	06/12/2012	121,869.00	106,012.00	15,857.00
1850. DEERE & CO W/1 RT/SH	09/08/2011	06/12/2012	135,229.00	145,558.00	-10,329.00
1600. MCGRW-HILL COMPANIES INC W/1	09/01/2011	06/12/2012	69,187.00	67,440.00	1,747.00
4086. ROYAL DUTCH SHELL PLC -ADR	08/16/2011	06/12/2012	260,447.00	267,265.00	-6,818.00
6200. TEXAS INSTR INC W/1 RT/SH	03/05/2012	06/12/2012	173,715.00	202,394.00	-28,679.00
21208.908 HUNTINGTON MORTGAGE SECURITIES	03/26/2012	07/31/2012	200,000.00	197,667.00	2,333.00
2100. PRUDENTIAL FINANCIAL INC	03/05/2012	08/27/2012	113,910.00	128,525.00	-14,615.00
1900. SPDR DOW JONES INDUSTRIAL AVERAGE ETF TR	09/09/2011	08/30/2012	247,013.00	208,693.00	38,320.00
1200. GENUINE PARTS CO W/1 RT/SH	05/10/2012	09/05/2012	73,625.00	78,227.00	-4,602.00
14500. TECO ENERGY INC W/1 RT/SH	06/12/2012	09/05/2012	251,698.00	257,885.00	-6,187.00
1850. BOEING CO	12/12/2011	09/14/2012	132,315.00	131,295.00	1,020.00
2000. ARCHER DANIELS MIDLAND	05/10/2012	11/16/2012	49,339.00	67,480.00	-18,141.00
8500. CISCO SYSTEMS W/1 RT/SH	01/23/2012	11/16/2012	152,342.00	170,170.00	-17,828.00
1600. EXPRESS SCRIPTS HOLDING CO	10/01/2012	11/16/2012	83,123.00	101,263.00	-18,140.00
4169. POWERSHARES QQQ TRUST SERIES I	04/26/2012	12/21/2012	270,393.00	277,239.00	-6,846.00
<b>TOTAL PUBLICLY TRADED SECURITIES</b>			3,944,043.00	4,023,698.00	-79,655.00
<b>Totals</b>			3,944,043.00	4,023,698.00	-79,655.00

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REEVES FOUNDATION 1038053407  
Schedule D Detail of Long-term Capital Gains and Losses

34-6575477

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
<b>PUBLICLY TRADED SECURITIES</b>					
1600. COSTCO WHOLESALERS CORP	12/21/2010	01/23/2012	130,532.00	116,144.00	14,388.00
2000. VIACOM INC CLASS B COMMON	06/22/2010	01/23/2012	107,272.00	66,145.00	41,127.00
250000. FNMA 4.125% 02/24/2020-2012	02/11/2010	02/24/2012	250,000.00	250,000.00	
500. APPLE COMPUTER INC	05/04/2009	04/24/2012	277,912.00	65,799.00	212,113.00
1600. COSTCO WHOLESALERS CORP	12/21/2010	05/10/2012	134,429.00	116,144.00	18,285.00
4200. HUMANA INC W/1 RT/SH	06/22/2010	05/10/2012	333,200.00	206,739.00	126,461.00
325000. FHLB SER 312 5.75% 05/15/2012	06/07/2002	05/15/2012	325,000.00	328,666.00	-3,666.00
500000. FNMA 3% 05/23/2018-2012	05/09/2011	05/23/2012	500,000.00	500,000.00	
5700. ISHARES MSCI EAFE INDEX FUND	02/27/2004	06/12/2012	274,997.00	269,344.00	5,653.00
6700. INTEL CORP	08/16/2011	08/27/2012	166,116.00	138,890.00	27,226.00
3600. ESTEE LAUDER CO CL A	03/30/2011	08/27/2012	215,368.00	172,304.00	43,064.00
1650. ACE LIMITED	05/20/2011	08/27/2012	122,371.00	113,918.00	8,453.00
2900. COACH INC W/1 RT/SH	10/20/2010	09/14/2012	181,166.00	129,347.00	51,819.00
1900. SPDR DOW JONES INDUSTRIAL AVERAGE ETF TR	09/09/2011	09/14/2012	258,185.00	208,693.00	49,492.00
3000. SPDR S&P MIDCAP 400 ETF TRUST	02/18/2009	10/01/2012	534,768.00	284,760.00	250,008.00
500000. US TREASURY INFLATIONARY INDEX N/B 1.875	10/15/2003	10/31/2012	641,776.00	521,788.00	119,988.00
250000. US TREASURY 3.875% 10/31/2012	11/20/2007	10/31/2012	250,000.00	254,082.00	-4,082.00
6086. POWERSHARES QQQ TRUST SERIES I	09/09/2011	11/07/2012	390,855.00	323,714.00	67,141.00
4450. MICROSOFT CORP	09/08/2011	11/16/2012	117,821.00	117,391.00	430.00
3342. CONSUMER DISCRETIONARY SELECT	08/06/2009	11/16/2012	150,624.00	86,529.00	64,095.00
4700. SPECTRA ENERGY CORP	07/14/2011	11/16/2012	128,121.00	127,780.00	341.00
2600. UNITEDHEALTH GROUP INC	02/25/2011	11/16/2012	134,765.00	110,817.00	23,948.00
1814. POWERSHARES QQQ TRUST SERIES I	09/09/2011	12/21/2012	117,652.00	96,487.00	21,165.00
TOTAL PUBLICLY TRADED SECURITIES			5,742,930.00	4,605,481.00	1,137,449.00
<b>Totals</b>			5,742,930.00	4,605,481.00	1,137,449.00

JSA  
2F0870 1 000

FEDERAL CAPITAL GAIN DIVIDENDS  
=====LONG-TERM CAPITAL GAIN DIVIDENDS  
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## 15% RATE CAPITAL GAIN DIVIDENDS

LONG-TERM 15% CAPITAL GAIN DIVIDENDS

11,675.00

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS

11,675.00

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS

11,675.00

=====

THE REEVES FOUNDATION  
Dover, Ohio 44622

LIST OF GRANTS PAID IN 2012

<u>Name and Address</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Dennison Railroad Depot Museum Dennison, OH 44621	Railroad Car Restoration	\$ 10,000
Delaware Valley Fire District Port Washington, OH 43837	Equipment	22,848
Big Brothers & Big Sisters New Philadelphia, OH 44663	Copier	9,338
Dover City Schools Dover, OH 44622	Band Room Improvements	3,400
Ohio Foundation of Independent Colleges Columbus, OH 43215	2011-2012 Campaign	16,000
Tuscarawas Valley Band Boosters Bolivar, OH 44612	Uniforms & Concert Attire	6,350
Garaway Schools Sugarcreek, OH 44681	Point of Sale System	5,950
Tuscarawas County Agricultural Society Dover, OH 44622	Electrical Project	31,025
Tuscarawas Village Tuscarawas, OH 44682	Police Equipment	1,960
Zoar Volunteer Fire Department Zoar, OH 44697	Equipment	5,500
American Red Cross New Philadelphia, OH 44663	Smoke Alarms	7,980
Lawrence Township Bolivar, OH 44612	Mower	5,334
Tuscarawas County YMCA Dover, OH 44622	Parking Lot Repairs	15,484
Buckeye Career Center New Philadelphia, OH 44663	Training Simulator	37,005
Claymont Schools Dennison, OH 44621	Project Lead the Way	5,000
Dover Schools Dover, OH 44622	Project Lead the Way	5,000
Indian Valley Schools Gnadenhutten, OH 44629	Project Lead the Way	5,000

THE REEVES FOUNDATION  
Dover, Ohio 44622

LIST OF GRANTS PAID IN 2012

<u>Name and Address</u>	<u>Purpose of Grant</u>	<u>Amount</u>
New Philadelphia Schools New Philadelphia, OH 44663	Project Lead the Way	\$ 5,000
Strasburg Schools Strasburg, OH 44680	Project Lead the Way	5,000
Tuscarawas Valley Schools Zoarville, OH 44656	Project Lead the Way	5,000
Zoar Village Zoar, OH 44697	Sidewalk Project	15,000
Community Hospice New Philadelphia, OH 44663	Hospice House Construction	400,000
Tusc. County Job & Family Services Dept. New Philadelphia, OH 44663	Playground Equipment	15,000
Warwick Township New Philadelphia, OH 44663	Community Hall Improvements	13,000
Friends of the Homeless New Philadelphia, OH 44663	Exodus House Painting	7,300
Twin City Christian Service Center Uhrichsville, OH 44683	Exhaust Fan	500
Claymont Schools Dennison, OH 44621	Vision Screeners	13,319
Tuscarawas County Senior Center Dover, OH 44622	Transportation Vans	15,746
Strasburg Schools Strasburg, OH 44680	Library Books	3,000
Horizons of Tuscarawas County Dover, OH 44622	Transportation Van	7,824
Tusc. County Council-Church & Community New Philadelphia, OH 44663	General Fund & Emergency Assistance Fund	55,000
Society for Equal Access New Philadelphia, OH 44663	Transportation Vans	14,791
Dover Historical Society Dover, OH 44622	General Fund & Supplement	55,000
	TOTAL	\$ 823,654

December 31, 2012

THE REEVES FOUNDATION  
Dover, Ohio 44622

GRANTS APPROVED FOR FUTURE PAYMENT

<u>Name and Address</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Garaway Athletic Boosters Sugarcreek, OH 44681	Bleachers & Fence	\$ 22,450
Tuscarawas County Humane Society New Philadelphia, OH 44663	Shelter Construction	150,000
		<hr/>
	TOTAL	\$ 172,450

HUNTINGTON NATIONAL BANK  
41 SOUTH HIGH STREET  
COLUMBUS, OH 43216

## Huntington Wealth Advisors

DECEMBER 01, 2012 TO DECEMBER 31, 2012

ACCOUNT NAME: REEVES FDN  
ACCOUNT NUMBER: 1038053407

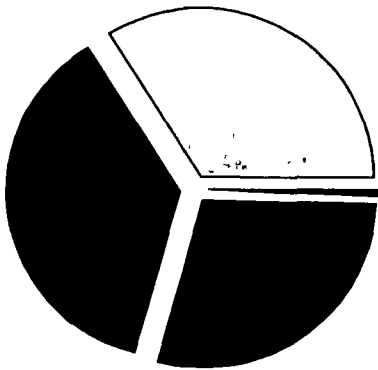


THOMSON REUTERS  
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24481 DETROIT ROAD  
SUITE 400  
WESTLAKE, OH 44145

ADMINISTRATOR: LISA LYNCH  
614-480-4962  
LISA.LYNCH@HUNTINGTON.COM

INVESTMENT OFFICER: PAUL C KOSCIK  
614-480-4886  
PAUL.KOSCIK@HUNTINGTON.COM

## ASSET ALLOCATION SUMMARY



	MARKET VALUE	PERCENT
CASH	1,056.88	0.0%
EQUITY INVESTMENTS	7,392,651.47	33.8%
FIXED INCOME	8,064,062.75	36.9%
MUTUAL FUNDS	6,308,991.86	28.9%
SHORT TERM INVESTMENTS	96,901.12	0.4%
Total	21,863,664.08	100.0%

## ACCOUNT SUMMARY

	THIS PERIOD	YEAR TO DATE
BEGINNING MARKET VALUE	22,088,341.57	21,192,886.13
DIVIDENDS/INTEREST	104,883.35	600,459.57
OTHER CASH RECEIPTS	77,566.66	400,868.71
DISBURSEMENTS AND FEES	429,957.12-	1,469,329.16-
RECEIPTS/DISTRIBUTIONS IN KIND	0.00	118,434.49-
REALIZED GAIN/LOSS	25,814.38	1,202,112.00
CHANGE IN MARKET VALUE	2,984.76-	55,101.32
ENDING MARKET VALUE	21,863,664.08	21,863,664.08

## FOR YOUR INFORMATION

DECEMBER 01, 2012 TO DECEMBER 31, 2012

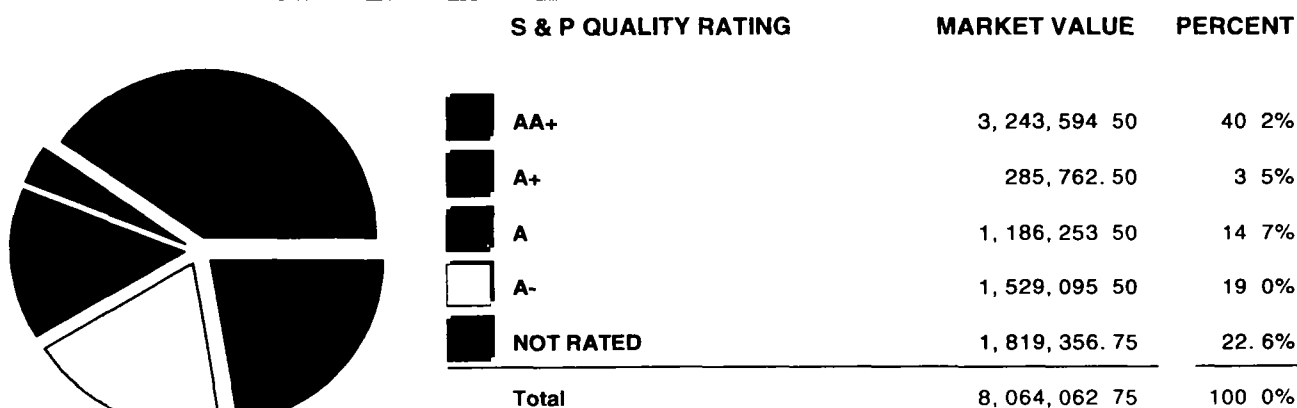
ACCOUNT NAME: REEVES FDN

ACCOUNT NUMBER: 1038053407

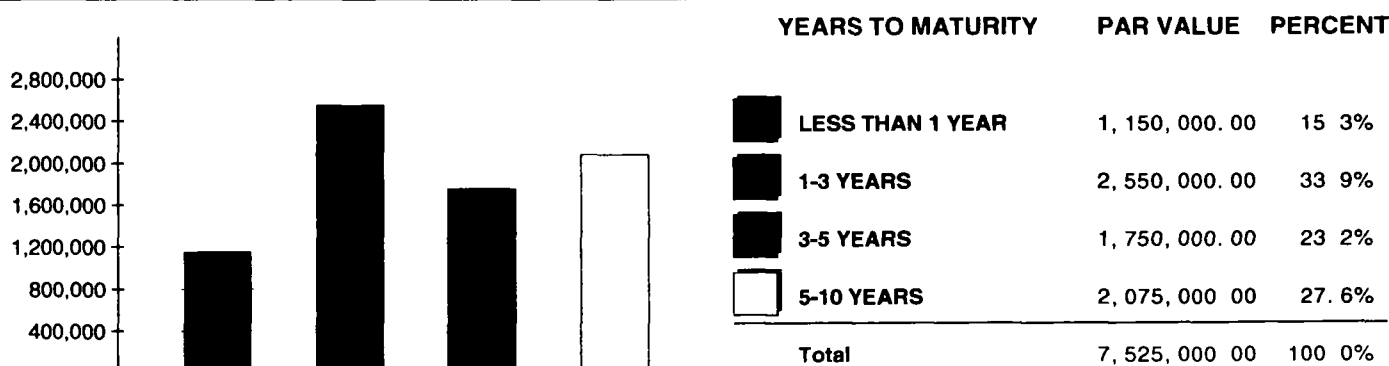
## PORTFOLIO DETAIL

DESCRIPTION	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
<b>SHORT TERM INVESTMENTS</b>				
<b>MONEY MARKET FUNDS</b>				
608993853				
HUNTINGTON CONSERVATIVE DEPOSIT	96,901.12	1.00	58.14	0.06
ACCOUNT	96,901.12	1.00	4.85	
<b>** TOTAL MONEY MARKET FUNDS</b>	<b>SUB-TOTAL</b>			
	96,901.12		58.14	0.06
	96,901.12		4.85	
<b>* TOTAL SHORT TERM INVESTMENTS</b>				
	96,901.12		58.14	0.06
	96,901.12		4.85	

## BOND QUALITY SUMMARY



## BOND MATURITY SUMMARY



AVERAGE TIME TO MATURITY: 3.7 YEARS

CURRENT YIELD: 3.62%



DECEMBER 01, 2012 TO DECEMBER 31, 2012

ACCOUNT NAME: REEVES FDN

ACCOUNT NUMBER: 1038053407

**PORTFOLIO DETAIL ( CONTINUED )**

DESCRIPTION	RATING	PAR VALUE	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	YIELD CURRENT/ MATURITY
<b>FIXED INCOME</b>						
<b>U. S. GOVT OBLIGATIONS</b>						
<b>U.S. TREASURY NOTES and BONDS</b>						
912828FF2 US TREASURY 5 125% 05/15/2016	NR	250,000 000	289,062 50 250,937 50	115 63 100 38	12,812 50 1,663 50	4 43 0 46
912828GS3 US TREASURY 4 5% 05/15/2017	NR	250,000 000	291,972 50 246,210 94	116 79 98 48	11,250 00 1,460 64	3 85 0 63
912828RC6 US TREASURY N/B 2 125% 08/15/2021		250,000 000	262,812 50 254,140 63	105 13 101 66	5,312 50 2,006 62	2 02 1 58
912828SX9 US TREASURY N/B 1 125% 05/31/2019		325,000 000	327,057 25 326,459 96	100 63 100 45	3,656 25 323 20	1 12 1 09
912828TJ9 US TREASURY N/B 1 625% 08/15/2022		250,000 000	248,360 00 248,125 00	99 34 99 25	4,062 50 1,534 48	1 64 1 79
912828TU4 US TREASURY N/B .25% 10/31/2014		400,000 000	400,092 00 399,671 87	100 02 99 92	1,000 00 170 33	0 25 0 25
<b>*** TOTAL U.S. TREASURY NOTES and BONDS</b>		<b>SUB-TOTAL</b>	<b>1,819,356.75 1,725,545.90</b>		<b>38,093.75 7,158.77</b>	<b>2.09</b>
<b>** TOTAL U. S. GOVT OBLIGATIONS</b>		<b>SUB-TOTAL</b>	<b>1,819,356.75 1,725,545.90</b>		<b>38,093.75 7,158.77</b>	<b>2.09</b>
<b>U. S. GOVT AGENCIES</b>						
<b>US GOV-NO DELAY DAYS</b>						
3133XTXG6 FHLB 3 4% 06/17/2014	AA+	250,000 000	261,327 50 251,030 00	104 53 100 41	8,500 00 330 56	3 25 0 30
<b>*** TOTAL US GOV-NO DELAY DAYS</b>		<b>SUB-TOTAL</b>	<b>261,327.50 251,030.00</b>		<b>8,500.00 330.56</b>	<b>3.25</b>
<b>FNMA</b>						
31359MQV8 FNMA 4 75% 02/21/2013-2006	AA+	550,000 000	553,432 00 545,521 50	100 62 99 19	26,125 00 9,434 03	4 72 0 27
<b>*** TOTAL FNMA</b>		<b>SUB-TOTAL</b>	<b>553,432.00 545,521.50</b>		<b>26,125.00 9,434.03</b>	<b>4.72</b>
<b>FHLB</b>						
313376C94 FHLB 2 625% 12/10/2021	AA+	500,000 000	540,555 00 524,745 00	108 11 104 95	13,125 00 765 63	2 43 1 80

DECEMBER 01, 2012 TO DECEMBER 31, 2012

ACCOUNT NAME: REEVES FDN

ACCOUNT NUMBER: 1038053407

## PORTFOLIO DETAIL ( CONTINUED )

DESCRIPTION	RATING	PAR VALUE	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	YIELD CURRENT/ MATURITY
<b>FHLB</b>						
3133XASA6 FHLB 4 5% 02/18/2015	AA+	500,000 000	542,795 00 498,045 00	108 56 99 61	22,500 00 8,312 50	4 15 0.47
3133XVRJ2 FHLB 3 5% 12/09/2016	AA+	500,000 000	553,990 00 504,185 00	110 80 100 84	17,500 00 1,069 44	3.16 0 75
3133XWNB1 FHLB 2 875% 06/12/2015	AA+	250,000 000	265,322 50 255,697 50	106.13 102 28	7,187 50 379 34	2 71 0.37
3133XWX95 FHLB 2 75% 03/13/2015	AA+	250,000 000	263,235 00 250,955 00	105 29 100 38	6,875 00 2,062 50	2 61 0 34
<b>*** TOTAL FHLB</b>		<b>SUB- TOTAL</b>	<b>2,165,897 50 2,033,627 50</b>		<b>67,187 50 12,589 41</b>	<b>3.10</b>
<b>FHLMC</b>						
3128X2TM7 FHLMC 5% 01/30/2014-2007	AA+	250,000 000	262,937 50 249,765 63	105 18 99 91	12,500 00 5,243 06	4 75 0 20
<b>*** TOTAL FHLMC</b>		<b>SUB- TOTAL</b>	<b>262,937 50 249,765 63</b>		<b>12,500 00 5,243 06</b>	<b>4.75</b>
<b>** TOTAL U. S. GOVT AGENCIES</b>		<b>SUB- TOTAL</b>	<b>3,243,594 50 3,079,944 63</b>		<b>114,312 50 27,597 06</b>	<b>3.52</b>
<b>CORPORATE OBLIGATIONS</b>						
<b>CORPORATE BONDS</b>						
032654AE5 ANALOG DEVICES INC 5% 07/01/2014	A-	200,000 000	212,698 00 210,044 00	106 35 105 02	10,000 00 5,000 00	4 70 0 77
05531FAF0 BB&T CORPORATION 3 95% 04/29/2016	A-	250,000 000	272,612 50 254,055 00	109 05 101 62	9,875 00 1,700 69	3 62 1 16
071813BA6 BAXTER INTERNATIONAL INC 4 5% 08/15/2019	A	250,000 000	288,450 00 255,245 00	115 38 102 10	11,250 00 4,250 00	3 90 2 02
17275RAC6 CISCO SYSTEMS 5 5% 02/22/2016	A+	250,000 000	285,762 50 241,082 50	114 31 96 43	13,750 00 4,927 08	4 81 0 89
24422ERH4 JOHN DEERE CAPITAL CORP SERIES MTN 3 15% 10/15/2021	A	250,000 000	263,627 50 251,300 00	105 45 100 52	7,875 00 1,662 50	2 99 2 55
24702RAG6 DELL INC 5 625% 04/15/2014	A-	200,000 000	212,290 00 201,952 00	106 15 100 98	11,250 00 2,375 00	5 30 0 86

DECEMBER 01, 2012 TO DECEMBER 31, 2012

ACCOUNT NAME: REEVES FDN

ACCOUNT NUMBER: 1038053407

**PORTFOLIO DETAIL ( CONTINUED )**

DESCRIPTION	RATING	PAR VALUE	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	YIELD CURRENT/ MATURITY
<b>CORPORATE BONDS</b>						
247109BQ3 DELMARVA POWER & LIGHT 6 4% 12/01/2013	A	250,000 000	262,592 50 250,937 50	105 04 100 38	16,000 00 1,333 33	6 09 0 92
38141EA58 GOLDMAN SACHS GROUP INC 5 375% 03/15/2020	A-	250,000 000	286,507 50 248,335 00	114 60 99 33	13,437 50 3,956 60	4 69 3 09
63534PAG2 NATIONAL CITY BANK SERIES BKNT 5 8% 06/07/2017	A-	250,000 000	294,987 50 255,295 00	118 00 102 12	14,500 00 966 67	4 92 1 63
<b>*** TOTAL CORPORATE BONDS</b>		<b>SUB- TOTAL</b>	<b>2,379,528.00 2,168,246.00</b>		<b>107,937.50 26,171.87</b>	<b>4.54</b>
<b>FINANCIALS</b>						
46625HAT7 JP MORGAN CHASE & CO 5 75% 01/02/2013	A-	250,000.000	250,000 00 250,665 00	100 00 100 27	14,375 00 7,147 57	5 75 5 75
<b>*** TOTAL FINANCIALS</b>		<b>SUB- TOTAL</b>	<b>250,000.00 250,665.00</b>		<b>14,375.00 7,147.57</b>	<b>5.75</b>
<b>INDUSTRIALS</b>						
291011AS3 EMERSON ELECTRIC CO 5% 12/15/2014	A	250,000 000	271,082 50 253,800 00	108 43 101 52	12,500 00 555 56	4 61 0 68
701094AG9 PARKER HANNIFIN CORP 4 875% 02/15/2013	A	100,000 000	100,501.00 100,891 00	100 50 100.89	4,875 00 1,841 67	4 85 1 06
<b>*** TOTAL INDUSTRIALS</b>		<b>SUB- TOTAL</b>	<b>371,583.50 354,691.00</b>		<b>17,375.00 2,397.23</b>	<b>4.68</b>
<b>** TOTAL CORPORATE OBLIGATIONS</b>		<b>SUB- TOTAL</b>	<b>3,001,111.50 2,773,602.00</b>		<b>139,687.50 35,716 67</b>	<b>4.65</b>
<b>* TOTAL FIXED INCOME</b>			<b>8,064,062.75 7,579,092.53</b>		<b>292,093.75 70,472.50</b>	<b>3.62</b>

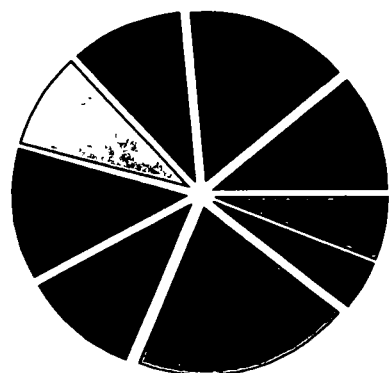
DECEMBER 01, 2012 TO DECEMBER 31, 2012

ACCOUNT NAME: REEVES FDN

ACCOUNT NUMBER: 1038053407

## PORTFOLIO DETAIL ( CONTINUED )

## EQUITY DIVERSIFICATION SUMMARY



INDUSTRY CODE	MARKET VALUE	PERCENT
CONSUMER DISCRETIONARY	825,586.80	11.2%
CONSUMER STAPLES	1,127,015.50	15.2%
ENERGY	750,263.00	10.2%
FINANCIALS	668,592.00	9.0%
HEALTH CARE	915,376.82	12.4%
INDUSTRIALS	798,354.00	10.8%
INFORMATION TECHNOLOGY	1,499,026.35	20.3%
MATERIALS	346,507.00	4.7%
TELECOMMUNICATION SERVICES	461,930.00	6.2%
<b>Total</b>	<b>7,392,651.47</b>	<b>100.0%</b>

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
<b>EQUITY INVESTMENTS</b>						
<b>CONSUMER DISCRETIONARY</b>						
608190104 MOHAWK INDUSTRIES INC	MHK	1,050.000	94,993.50 67,248.30	90.47 64.05		
81369Y407 CONSUMER DISCRETIONARY SELECT SECTOR SPDR FUND	XLY	11,358.000	538,813.30 296,481.92	47.44 26.10	8,632.08 3,469.98	1.60
87612E106 TARGET CORP	TGT	1,200.000	71,004.00 76,562.52	59.17 63.80	1,728.00	2.43
918204108 V F CORP W/1 RT/SH	VFC	800.000	120,776.00 106,993.60	150.97 133.74	2,784.00	2.31
<b>** TOTAL CONSUMER DISCRETIONARY</b>		<b>SUB- TOTAL</b>	<b>825,586.80 547,286.34</b>		<b>13,144.08 3,469.98</b>	<b>1.59</b>
<b>CONSUMER STAPLES</b>						
126650100 CVS CAREMARK CORP	CVS	5,000.000	241,750.00 186,613.00	48.35 37.32	4,500.00	1.86
171340102 CHURCH & DWIGHT CO INC W/1 RT/SH	CHD	3,600.000	192,852.00 197,263.08	53.57 54.80	3,456.00	1.79
194162103 COLGATE PALMOLIVE	CL	1,350.000	141,129.00 134,752.82	104.54 99.82	3,348.00	2.37

DECEMBER 01, 2012 TO DECEMBER 31, 2012

ACCOUNT NAME: REEVES FDN

ACCOUNT NUMBER: 1038053407

**PORTFOLIO DETAIL ( CONTINUED )**

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
<b>CONSUMER STAPLES</b>						
370334104 GENERAL MILLS INC	GIS	3,225 000	130,354 50 130,883 08	40 42 40 58	4,257 00	3 27
501044101 THE KROGER CO	KR	2,000 000	52,040 00 48,959 80	26 02 24 48	1,200 00	2 31
931142103 WAL-MART STORES INC	WMT	2,200 000	150,106 00 150,672 94	68 23 68 49	3,498 00	2 33
966837106 WHOLE FOODS MARKET INC	WFM	2,400 000	218,784 00 125,667 12	91 16 52 36	1,920 00	0 88
<b>** TOTAL CONSUMER STAPLES</b>			<b>SUB- TOTAL</b>		<b>22,179.00 0 00</b>	<b>1.97</b>
<b>ENERGY</b>						
166764100 CHEVRON CORPORATION	CVX	1,800 000	194,652 00 184,352 40	108 14 102 42	6,480 00	3 33
20825C104 CONOCOPHILLIPS	COP	2,500 000	144,975 00 107,463 06	57 99 42 99	6,600 00	4 55
30231G102 EXXON MOBIL CORP	XOM	1,700 000	147,135 00 117,974 99	86 55 69 40	3,876 00	2 63
565849106 MARATHON OIL CORP	MRO	4,100 000	125,706 00 126,683 85	30 66 30 90	2,788 00	2 22
718546104 PHILLIPS 66	PSX	1,250 000	66,375 00 33,884 93	53 10 27 11	1,250 00	1 88
81369Y506 ENERGY SELECT SECTOR SPDR FUND	XLE	1,000 000	71,420 00 64,239 90	71 42 64 24	1,300 00 370 95	1 82
<b>** TOTAL ENERGY</b>			<b>SUB- TOTAL</b>		<b>22,294.00 370.95</b>	<b>2 97</b>
<b>FINANCIALS</b>						
020002101 ALLSTATE CORP	ALL	3,400 000	136,578 00 101,622 60	40 17 29 89	2,992 00	2 19
172062101 CINCINNATI FINL CORP	CINF	4,400 000	172,304 00 129,786 80	39 16 29 50	7,172 00 1,793 00	4 16

DECEMBER 01, 2012 TO DECEMBER 31, 2012

ACCOUNT NAME: REEVES FDN

ACCOUNT NUMBER: 1038053407

**PORTFOLIO DETAIL ( CONTINUED )**

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
<b>FINANCIALS</b>						
316773100 FIFTH THIRD BANCORP	FITB	8,100 000	123,120 00 109,593 00	15 20 13 53	3,240 00 810 00	2 63
637417106 NATIONAL RETAIL PROPERTIES INC COMMON STOCK	NNN	4,000 000	124,800 00 123,513 60	31 20 30 88	6,320 00	5 06
902973304 U S BANCORP	USB	3,500 000	111,790 00 116,399 15	31 94 33 26	2,730 00 682 50	2 44
<b>** TOTAL FINANCIALS</b>		<b>SUB- TOTAL</b>	<b>668,592.00 580,915.15</b>		<b>22,454.00 3,285.50</b>	<b>3.36</b>
<b>HEALTH CARE</b>						
002824100 ABBOTT LABORATORIES	ABT	1,900 000	124,450 00 103,151 00	65 50 54 29	1,064 00	0 85
110122108 BRISTOL-MYERS SQUIBB CO	BMJ	5,000 000	162,950 00 166,303 00	32 59 33 26	7,000 00	4 30
478160104 JOHNSON & JOHNSON	JNJ	1,200 000	84,120 00 82,976 04	70 10 69 15	2,928 00	3 48
585055106 MEDTRONIC INC	MDT	3,300 000	135,366 00 135,398 01	41 02 41 03	3,432 00	2 54
58933Y105 MERCK & CO INC	MRK	2,000 000	81,880 00 76,993 80	40 94 38 50	3,440 00 860 00	4 20
717081103 PFIZER INC	PFE	7,400 000	185,586 82 169,682 00	25 08 22 93	7,104 00	3 83
91324P102 UNITEDHEALTH GROUP INC	UNH	2,600 000	141,024 00 110,816 68	54 24 42 62	2,210 00	1 57
<b>** TOTAL HEALTH CARE</b>		<b>SUB- TOTAL</b>	<b>915,376.82 845,320 53</b>		<b>27,178.00 860.00</b>	<b>2.97</b>
<b>INDUSTRIALS</b>						
244199105 DEERE & CO W/1 RT/SH	DE	1,600 000	138,272 00 137,128 00	86 42 85 71	2,944 00 736 00	2 13
369604103 GENERAL ELECTRIC CO	GE	7,000 000	146,930.00 134,743 45	20 99 19 25	5,320 00 1,330 00	3 62

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ACCOUNT NAME: REEVES FDN

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**PORTFOLIO DETAIL ( CONTINUED )**

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
<b>INDUSTRIALS</b>						
883203101 TEXTRON INC	TXT	13,600 000	337,144 00 232,198 24	24 79 17 07	1,088 00 272 00	0 32
907818108 UNION PACIFIC CORP	UNP	1,400 000	176,008 00 155,314 00	125 72 110 94	3,864 00 966 00	2 20
<b>** TOTAL INDUSTRIALS</b>		<b>SUB- TOTAL</b>	<b>798,354.00 659,383.69</b>		<b>13,216.00 3,304.00</b>	<b>1.66</b>
<b>INFORMATION TECHNOLOGY</b>						
053015103 AUTOMATIC DATA PROCESSING	ADP	2,250 000	128,092 50 120,320 10	56 93 53 48	3,915 00 978 75	3 06
38259P508 GOOGLE INC-CL A	GOOG	250 000	176,845 00 167,132 48	707 38 668 53		
459200101 IBM CORP	IBM	1,000 000	191,550 00 130,279 90	191.55 130.28	3,400 00	1 77
81369Y803 TECHNOLOGY SELECT SECTOR SPDR FUND	XLK	30,601.000	882,838 85 788,766 07	28 85 25 78	15,392 30 5,129 65	1 74
G1151C101 ACCENTURE PLC CL A	ACN	1,800 000	119,700 00 118,690 02	66 50 65 94	2,916 00	2 44
<b>** TOTAL INFORMATION TECHNOLOGY</b>		<b>SUB- TOTAL</b>	<b>1,499,026.35 1,325,188.57</b>		<b>25,623 30 6,108 40</b>	<b>1.71</b>
<b>MATERIALS</b>						
278865100 ECOLAB INC W/1 RT PER SHARE	ECL	2,700 000	194,130.00 133,257 00	71 90 49 35	2,484 00	1 28
460146103 INTERNATIONAL PAPER CO	IP	3,550 000	141,432 00 113,617 40	39 84 32 00	4,260 00	3 01
74005P104 PRAXAIR INC	PX	100 000	10,945 00 9,347 00	109 45 93 47	220 00	2 01
<b>** TOTAL MATERIALS</b>		<b>SUB- TOTAL</b>	<b>346,507.00 256,221.40</b>		<b>6,964.00 0.00</b>	<b>2.01</b>
<b>TELECOMMUNICATION SERVICES</b>						
00206R102 AT&T INC	T	6,900 000	232,599 00 255,024 00	33 71 36 96	12,420 00	5 34

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ACCOUNT NAME: REEVES FDN

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**PORTFOLIO DETAIL ( CONTINUED )**

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
<b>TELECOMMUNICATION SERVICES</b>						
92343V104 VERIZON COMMUNICATIONS	VZ	5,300 000	229,331 00 187,963 97	43 27 35 46	10,918 00	4 76
<b>** TOTAL TELECOMMUNICATION SERVICES</b>		<b>SUB-TOTAL</b>	<b>461,930.00 442,987.97</b>		<b>23,338.00 0.00</b>	<b>5.05</b>
<b>* TOTAL EQUITY INVESTMENTS</b>			<b>7,392,651.47 6,266,714.62</b>		<b>176,390.38 17,398.83</b>	<b>2.39</b>
<b>MUTUAL FUNDS</b>						
<b>MUTUAL FUNDS-FIXED INCOME</b>						
464288687 ISHARES S&P US PREFERRED STOCK INDEX	PFF	6,462 000	256,024 44 251,168 25	39 62 38 87	15,398 95 1,678 19	6 01
607998408 HUNTINGTON MORTGAGE SECURITIES FUND I	HMSF1	48,563 071	448,237 15 453,408 25	9 23 9 34	14,059 01 1,171 58	3 14
<b>** TOTAL MUTUAL FUNDS-FIXED INCOME</b>		<b>SUB-TOTAL</b>	<b>704,261.59 704,576.50</b>		<b>29,457.96 2,849.77</b>	<b>4.18</b>
<b>MUTUAL FUNDS-EQUITY</b>						
444997209 HUNTINGTON ROTATING MARKETS FUND II	HRIF2	6,220 233	65,001 43 80,367 17	10 45 12 92	1,631 57 135 96	2 51
444998207 HUNTINGTON INTERNATIONAL EQUITY FUND II	HIF2	93,375 983	1,058,883 65 1,153,682 14	11 34 12 36	28,236 90 2,353 08	2.67
464287465 ISHARES MSCI EAFE INDEX FUND	EFA	14,076 000	800,361 36 737,965 65	56 86 52 43	24,759 68	3 09
464287804 ISHARES CORE S&P SMALL-CAP ETF	IJR	11,334 000	885,185 40 428,126 74	78 10 37 77	14,654 86	1 66
78462F103 SPDR S&P 500 ETF TRUST	SPY	11,799 000	1,680,295 59 1,657,710 80	142 41 140 50	36,612 30 10,626 01	2 18
78467Y107 SPDR S&P MIDCAP 400 ETF TRUST	MDY	6,004 000	1,115,002 84 531,405 17	185 71 88 51	12,728 48 4,896 98	1 14
<b>** TOTAL MUTUAL FUNDS-EQUITY</b>		<b>SUB-TOTAL</b>	<b>5,604,730.27 4,589,257.67</b>		<b>118,623.79 18,012.03</b>	<b>2.12</b>
<b>* TOTAL MUTUAL FUNDS</b>			<b>6,308,991.86 5,293,834.17</b>		<b>148,081 75 20,861.80</b>	<b>2.35</b>



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ACCOUNT NAME: REEVES FDN

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**PORTFOLIO DETAIL ( CONTINUED )**

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
<b>CASH</b>						
CASH			1,056.88			
			1,056.88			
<b>* TOTAL CASH</b>			1,056.88		0.00	0.00
			1,056.88		0.00	
<b>GRAND TOTAL ASSETS</b>			21,863,664.08		616,624.02	2.82
			19,237,599.32		108,737.98	