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

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

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation <b>THE JAMES HUNTINGTON FOUNDATION C/O MR. SAMUEL H. ELLIS</b>		<b>A Employer identification number</b> <b>36-3553345</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>10 S. WACKER DRIVE, SUITE 2675</b>	Room/suite	<b>B Telephone number</b> <b>312-855-4460</b>
City or town, state, and ZIP code <b>CHICAGO, IL 60606</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"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/>
<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 2.</b> 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>\$ 16,380,205.</b>	<b>J</b> Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
(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))		(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				N/A	
<b>2</b> Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
<b>3</b> Interest on savings and temporary cash investments		350.	350.		STATEMENT 1
<b>4</b> Dividends and interest from securities		423,202.	423,202.		STATEMENT 2
<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		858,826.			
<b>b</b> Gross sales price for all assets on line 6a		28,071,286.			
<b>7</b> Capital gain net income (from Part IV, line 2)			858,826.		
<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)					
<b>11</b> Other income		1,744,746.	72,845.		STATEMENT 3
<b>12</b> Total. Add lines 1 through 11		3,027,124.	1,355,223.		
<b>13</b> Compensation of officers, directors, trustees, etc.		0.	0.		0.
<b>14</b> Other employee salaries and wages					
<b>15</b> Pension plans, employee benefits					
<b>16a</b> Legal fees					
<b>b</b> Accounting fees		4,242.	4,242.		0.
<b>c</b> Other professional fees		115,354.	115,354.		0.
<b>17</b> Interest					
<b>18</b> Taxes		52,853.	52,853.		0.
<b>19</b> Depreciation and depletion					
<b>20</b> Occupancy					
<b>21</b> Travel, conferences, and meetings					
<b>22</b> Printing and publications					
<b>23</b> Other expenses		5,817.	5,817.		0.
<b>24</b> Total operating and administrative expenses. Add lines 13 through 23		178,266.	178,266.		0.
<b>25</b> Contributions, gifts, grants paid		760,100.			760,100.
<b>26</b> Total expenses and disbursements. Add lines 24 and 25		938,366.	178,266.		760,100.
<b>27</b> Subtract line 26 from line 12:					
<b>a</b> Excess of revenue over expenses and disbursements		2,088,758.			
<b>b</b> Net investment income (if negative, enter -0-)			1,176,957.		
<b>c</b> Adjusted net income (if negative, enter -0-)				N/A	

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**THE JAMES HUNTINGTON FOUNDATION**  
**C/O MR. SAMUEL H. ELLIS**

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<b>Part II Balance Sheets</b> Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	1,820,654.	3,474,345.	3,474,345.
	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			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock <b>STMT 8</b>	10,966,291.	11,390,623.	11,390,623.
	c Investments - corporate bonds			
<b>Liabilities</b>	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other <b>STMT 9</b>	1,502,366.	1,324,016.	1,324,016.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ <b>STATEMENT 10</b> )	2,136.	191,221.	191,221.
	<b>16 Total assets</b> (to be completed by all filers)	14,291,447.	16,380,205.	16,380,205.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
<b>Net Assets or Fund Balances</b>	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ )			
<b>23 Total liabilities</b> (add lines 17 through 22)	0.	0.		
<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	14,291,447.	16,380,205.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	<b>30 Total net assets or fund balances</b>	14,291,447.	16,380,205.	
<b>31 Total liabilities and net assets/fund balances</b>	14,291,447.	16,380,205.		

**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)	14,291,447.
2 Enter amount from Part I, line 27a	2,088,758.
3 Other increases not included in line 2 (itemize) ▶	0.
4 Add lines 1, 2, and 3	16,380,205.
5 Decreases not included in line 2 (itemize) ▶	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	16,380,205.

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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.)
<b>1a SEE ATTACHMENT A</b>	<b>P</b>	<b>VARIOUS</b>	<b>VARIOUS</b>
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

(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)
<b>a 28,071,286.</b>		<b>27,212,460.</b>	<b>858,826.</b>
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
<b>a</b>			<b>858,826.</b>
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2 Capital gain net income or (net capital loss)</b>	<b>2</b>	<b>858,826.</b>
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):</b> If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	<b>3</b>	<b>N/A</b>

**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	736,500.	15,453,376.	.047659
2010	666,000.	15,078,009.	.044170
2009	733,851.	13,395,059.	.054785
2008	751,381.	14,919,392.	.050363
2007	722,880.	16,175,164.	.044691

<b>2 Total of line 1, column (d)</b>	<b>2</b>	<b>.241668</b>
<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>	<b>.048334</b>
<b>4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5</b>	<b>4</b>	<b>15,402,391.</b>
<b>5 Multiply line 4 by line 3</b>	<b>5</b>	<b>744,459.</b>
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>	<b>6</b>	<b>11,770.</b>
<b>7 Add lines 5 and 6</b>	<b>7</b>	<b>756,229.</b>
<b>8 Enter qualifying distributions from Part XII, line 4</b>	<b>8</b>	<b>760,100.</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.

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**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	11,770.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" 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	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	11,770.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	11,770.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 8,732.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 15,000.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	23,732.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	11,962.
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input checked="" type="checkbox"/> 11,962. Refunded <input type="checkbox"/>		11	0.

**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 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. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
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) <input checked="" type="checkbox"/> IL		
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		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address **N/A**

14 The books are in care of **SAMUEL H. ELLIS** Telephone no. **312-855-4462**  
 Located at **10 SOUTH WACKER DRIVE STE 2675, CHICAGO, IL** ZIP+4 **60606-7453**

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** **N/A**

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?  
 See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country

16	Yes	No
		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?	<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 type="checkbox"/> Yes <input checked="" 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)? Organizations relying on a current notice regarding disaster assistance check here	<b>N/A</b>	
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?		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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
If "Yes," list the years <b>2011</b>		
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.)		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.)	<b>N/A</b>	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		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)?

☐ 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)?

N/A

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?

N/A

☐ 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

6b

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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

7b

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

**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.

(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
SAMUEL H. ELLIS	TRUSTEE			
10 SOUTH WACKER DRIVE STE 2675				
CHICAGO, IL 606067453	0.00	0.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

0

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**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
KINNEY ASSET MANAGEMENT, LLC - 175 W. JACKSON BLVD. 4TH FLOOR, CHICAGO, IL 60604	INVESTMENT ADVISORY	111,864.

Total number of others receiving over \$50,000 for professional services **0**

**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 N/A	
2	
3	
4	

**Part IX-B** Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3 **0.**

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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	15,636,945.
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	15,636,945.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	15,636,945.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	234,554.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	15,402,391.
6	Minimum investment return. Enter 5% of line 5	6	770,120.

**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	770,120.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	11,770.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	11,770.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	758,350.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	758,350.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	758,350.

**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	760,100.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	760,100.
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	5	11,770.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	748,330.

**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.

Form 990-PF (2012)

**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				758,350.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			763,017.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 760,100.				
a Applied to 2011, but not more than line 2a			760,100.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				0.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:	0.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
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		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			2,917.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				758,350.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

**Part XIV Private Operating Foundations** (see instructions and Part VII-A, question 9)

N/A

**1 a** 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)

- 2 a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed
- b** 85% of line 2a
- c** Qualifying distributions from Part XII, line 4 for each year listed
- d** Amounts included in line 2c not used directly for active conduct of exempt activities
- e** Qualifying distributions made directly for active conduct of exempt activities.

[illegible]

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

**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:

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

- c** Any submission deadlines:

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

THE JAMES HUNTINGTON FOUNDATION

Form 990-PF (2012)

C/O MR. SAMUEL H. ELLIS

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**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>				
SEE ATTACHMENT B				760,100.
<b>Total</b>			<b>3a</b>	760,100.
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>			<b>3b</b>	0.

**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		Related or exempt function income
<b>1</b> Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
<b>2</b> Membership dues and assessments						
<b>3</b> Interest on savings and temporary cash investments			14	350.		
<b>4</b> Dividends and interest from securities			14	423,202.		
<b>5</b> Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property						
<b>6</b> Net rental income or (loss) from personal property						
<b>7</b> Other investment income			14	72,845.		
<b>8</b> Gain or (loss) from sales of assets other than inventory			18	858,826.		
<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:						
a _____						
b _____						
c _____						
d _____						
e _____						
<b>12</b> Subtotal. Add columns (b), (d), and (e)		0.		1,355,223.		0.
<b>13</b> Total. Add line 12, columns (b), (d), and (e)					13	1,355,223.

(See worksheet in line 13 instructions to verify calculations.)

**Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes**

[illegible]

**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		X
	(2) Other assets		X
<b>b</b>	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization		X
	(2) Purchases of assets from a noncharitable exempt organization		X
	(3) Rental of facilities, equipment, or other assets		X
	(4) Reimbursement arrangements		X
	(5) Loans or loan guarantees		X
	(6) Performance of services or membership or fundraising solicitations		X
<b>c</b>	Sharing of facilities, equipment, mailing lists, other assets, or paid employees		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
N/A		

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.

Sign Here



 7-15-13
 



Signature of officer or trustee
Date
Title

May the IRS discuss this return with the preparer shown below (see instr. 7)?

☒ Yes
 ☐ No

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature <i>Matthew R Mercer</i>	Date 15 JULY 2013	Check <input type="checkbox"/> if self-employed	PTIN P00448241
	Firm's name ▶ DELOITTE TAX LLP			Firm's EIN ▶ 86-1065772	
	Firm's address ▶ 1601 DODGE STREET, SUITE 3100 OMAHA, NE 68102			Phone no. 402-346-7788	

Huntington Management LLC  
**REALIZED GAINS AND LOSSES**  
**JAMES HUNTINGTON FOUNDATION**  
**CONSOLIDATED ACCOUNTS**  
*From 01-01-12 Through 12-31-12*

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
	01-11-12		Canadian Dollars	472,292.92	460,000.00	-12,292.92@	
	01-19-12		European Euros	1,719,569.23	1,775,200.12	55,630.89@	
07-20-11	02-02-12	100,000	CD BANK OF BARODA NY	100,000.00	100,000.00	0.00	
			0.300% Due 02-02-12				
	02-09-12		European Euros	36,888.72	36,289.94	-598.78@	
08-08-11	02-09-12	8,000	C&C GROUP PLC (LN)	36,180.85	36,888.72	707.87	
	02-09-12		European Euros	13,833.27	13,608.72	-224.54@	
08-09-11	02-09-12	3,000	C&C GROUP PLC (LN)	13,093.89	13,833.27	739.38	
	02-09-12		European Euros	1,777.86	1,749.00	-28.85@	
08-19-11	02-09-12	1,400	C&C GROUP PLC (LN)	6,060.08	6,455.52	395.43	
09-27-11	02-09-12	3,200	C&C GROUP PLC (LN)	12,732.45	14,755.48	2,023.03	
09-28-11	02-09-12	3,000	C&C GROUP PLC (LN)	11,873.87	13,833.27	1,959.39	
10-25-11	02-09-12	16,400	C&C GROUP PLC (LN)	64,660.34	75,621.93	10,961.58	
10-07-11	02-16-12	300	SARTORIUS AG PFD	11,144.48	17,089.54	5,945.05	
10-07-11	02-17-12	700	SARTORIUS AG PFD	26,003.80	39,790.36	13,786.56	
	02-20-12		European Euros	165,768.25	166,212.84	444.58@	
	02-22-12		Japanese Yen	2,437,253.13	2,500,100.66	62,847.53@	
08-13-07	02-24-12	3,100	PRONEXUS INC	22,553.47	15,612.13		-6,941.34
10-25-11	02-27-12	3,600	C&C GROUP PLC (LN)	14,193.73	17,328.83	3,135.10	
09-28-11	02-27-12	2,200	C&C GROUP PLC (LN)	8,614.67	10,589.84	1,975.17	
10-03-11	02-27-12	8,500	C&C GROUP PLC (LN)	31,802.12	40,915.30	9,113.18	
10-04-11	02-27-12	700	C&C GROUP PLC (LN)	2,608.33	3,369.50	761.17	
	02-27-12		Japanese Yen	7,057.01	7,005.73	-51.27@	
08-13-07	02-27-12	3,100	PRONEXUS INC	22,553.47	15,910.24		-6,643.22
	02-28-12		Japanese Yen	4,083.12	3,819.67	-263.45@	
10-04-11	03-01-12	2,300	C&C GROUP PLC (LN)	8,570.23	11,201.12	2,630.89	
11-24-11	03-01-12	3,300	C&C GROUP PLC (LN)	12,106.88	16,071.18	3,964.29	
	03-01-12		European Euros	15.62	15.56	-0.05@	
	03-01-12		Japanese Yen	177.93	176.74	-1.18@	
11-21-06	03-02-12	1,300	SHOEI CO LTD	12,893.12	8,600.48		-4,292.64
08-13-07	03-02-12	1,900	PRONEXUS INC	13,823.09	9,678.56		-4,144.53
11-21-06	03-05-12	2,100	SHOEI CO LTD	20,827.36	14,314.49		-6,512.87
02-11-11	03-06-12	3,100	MICROSOFT CORP	84,443.07	97,824.93		13,381.86
	03-07-12		Japanese Yen	37,185.71	37,403.79	218.08@	
11-24-11	03-12-12	8,000	C&C GROUP PLC (LN)	29,350.02	40,444.67	11,094.65	
	03-13-12		Canadian Dollars	39.10	38.56	-0.54@	
05-26-06	03-13-12	2,500	BROOKFIELD REAL ESTATE SERVICES	24,176.21	34,849.78		10,673.57
10-07-11	03-13-12	500	SARTORIUS AG PFD	18,574.14	30,258.58	11,684.43	
	03-13-12		Japanese Yen	3,005.90	3,084.19	78.28@	
08-13-07	03-13-12	600	PRONEXUS INC	4,365.18	3,005.90		-1,359.28
	03-14-12		European Euros	170,163.44	166,775.13	-3,388.31@	
	03-14-12		Japanese Yen	181,714.74	186,291.32	4,576.57@	
05-26-06	03-14-12	200	BROOKFIELD REAL ESTATE SERVICES	1,934.09	2,782.75		848.65
	03-14-12		Japanese Yen	61,095.23	61,044.16	-51.07@	
08-13-07	03-14-12	1,000	PRONEXUS INC	7,275.31	5,020.94		-2,254.37
	03-14-12		Canadian Dollars	37,593.43	37,400.40	-193.03@	
07-08-11	03-16-12	30,000	GREENCORE GROUP PLC (ID)	43,878.12	39,846.69	-4,031.43	
	03-19-12		European Euros	1,747,681.02	1,700,000.00	-47,681.02@	
	03-21-12		Canadian Dollars	488,756.03	475,000.00	-13,756.03@	
	04-13-12		Japanese Yen	4,062.72	3,939.08	-123.64@	

Huntington Management LLC  
**REALIZED GAINS AND LOSSES**  
**JAMES HUNTINGTON FOUNDATION**  
**CONSOLIDATED ACCOUNTS**  
*From 01-01-12 Through 12-31-12*

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
11-22-11	04-13-12	400	CALBEE INC	17,713.75	23,259.42	5,545.67	
11-21-11	04-13-12	600	CALBEE INC	26,510.25	34,889.13	8,378.88	
11-21-11	04-17-12	100	CALBEE INC	4,418.37	6,057.35	1,638.98	
11-18-11	04-17-12	100	CALBEE INC	4,292.78	6,057.35	1,764.57	
06-10-11	04-18-12	300	ABLE CHINTAI HOLDINGS INC	1,604.05	2,127.79	523.74	
05-26-11	04-18-12	300	ABLE CHINTAI HOLDINGS INC	1,590.43	2,127.80	537.36	
05-26-11	04-20-12	600	ABLE CHINTAI HOLDINGS INC	3,180.86	4,256.95	1,076.08	
02-08-11	04-20-12	800	ABLE CHINTAI HOLDINGS INC	4,222.75	5,675.94		1,453.19
02-09-11	04-20-12	2,600	ABLE CHINTAI HOLDINGS INC	13,669.77	18,446.81		4,777.04
02-10-11	04-20-12	300	ABLE CHINTAI HOLDINGS INC	1,571.90	2,128.47		556.57
06-17-11	04-20-12	300	ABLE CHINTAI HOLDINGS INC	1,568.61	2,128.47	559.86	
05-25-11	04-20-12	700	ABLE CHINTAI HOLDINGS INC	3,655.75	4,966.45	1,310.70	
06-22-11	04-20-12	1,200	ABLE CHINTAI HOLDINGS INC	6,207.13	8,513.91	2,306.78	
06-20-11	04-20-12	400	ABLE CHINTAI HOLDINGS INC	2,068.57	2,837.97	769.40	
06-21-11	04-20-12	400	ABLE CHINTAI HOLDINGS INC	2,067.51	2,837.97	770.46	
05-24-11	04-20-12	500	ABLE CHINTAI HOLDINGS INC	2,554.72	3,547.46	992.74	
05-16-11	04-20-12	500	ABLE CHINTAI HOLDINGS INC	2,553.67	3,547.46	993.79	
05-17-11	04-20-12	200	ABLE CHINTAI HOLDINGS INC	1,016.42	1,418.98	402.56	
05-20-11	04-20-12	400	ABLE CHINTAI HOLDINGS INC	2,027.54	2,837.97	810.43	
07-04-11	04-20-12	1,400	ABLE CHINTAI HOLDINGS INC	6,892.70	9,932.90	3,040.20	
02-24-12	04-20-12	4,600	ABLE CHINTAI HOLDINGS INC	22,617.86	32,636.67	10,018.81	
12-16-10	04-20-12	2,300	ABLE CHINTAI HOLDINGS INC	10,901.84	16,318.33		5,416.49
12-20-10	04-20-12	1,100	ABLE CHINTAI HOLDINGS INC	5,190.53	7,804.42		2,613.89
12-21-10	04-20-12	1,300	ABLE CHINTAI HOLDINGS INC	6,066.66	9,223.40		3,156.74
12-22-10	04-20-12	1,400	ABLE CHINTAI HOLDINGS INC	6,477.87	9,932.90		3,455.03
12-17-10	04-20-12	800	ABLE CHINTAI HOLDINGS INC	3,695.66	5,675.94		1,980.28
12-15-10	04-20-12	2,800	ABLE CHINTAI HOLDINGS INC	12,372.96	19,865.80		7,492.84
12-14-10	04-20-12	2,100	ABLE CHINTAI HOLDINGS INC	8,909.87	14,899.35		5,989.48



Huntington Management LLC  
**REALIZED GAINS AND LOSSES**  
**JAMES HUNTINGTON FOUNDATION**  
**CONSOLIDATED ACCOUNTS**  
*From 01-01-12 Through 12-31-12*

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
12-13-10	04-20-12	4,600	ABLE CHINTAI HOLDINGS INC	18,974.06	32,636 67		13,662 61
03-15-11	04-20-12	2,000	ABLE CHINTAI HOLDINGS INC	7,966 63	14,189 86		6,223 23
	04-23-12		British Pound	39,847 53	40,566 82	719 28@	
	04-23-12		Canadian Dollars	37 12	37 26	0 13@	
	04-25-12		Japanese Yen	302,461 73	302,345 32	-116 40@	
	04-25-12		European Euros	118 63	120 36	1 73@	
	04-27-12		European Euros	5,445 26	5,454 11	8 84@	
	04-30-12		Japanese Yen	5,008 77	4,927 32	-81 44@	
	04-30-12		British Pound	148,095 18	148,674.26	579 08@	
	04-30-12		European Euros	16,335 79	16,341 34	5 54@	
	05-22-12		Japanese Yen	260,000.00	265,191.90	5,191 90@	
	05-24-12		Japanese Yen	2,218,377 71	2,234,720 56	16,342 85@	
	05-29-12		European Euros	23,296 49	23,214 11	-82 38@	
	06-14-12		Canadian Dollars	486,863 75	500,000 00	13,136 25@	
	06-15-12		British Pound	2 31	2.23	-0 08@	
	06-15-12		Japanese Yen	67 47	66 78	-0 68@	
	06-18-12		European Euros	1,692,148 21	1,750,000.00	57,851 79@	
11-18-11	06-22-12	700	CALBEE INC	30,049.49	42,086.50	12,037 00	
06-20-11	06-22-12	400	CALBEE INC	13,402 56	24,049 43		10,646.87
05-26-06	06-28-12	3,000	BROOKFIELD REAL ESTATE SERVICES	29,011.45	35,457 65		6,446 19
06-20-11	06-29-12	1,100	CALBEE INC	36,857 04	68,915 88		32,058 84
06-17-11	07-03-12	900	CALBEE INC	29,620 35	60,448 76		30,828 41
	07-05-12		Japanese Yen	200,000 00	191,836 02	-8 163 97@	
	07-05-12		European Euros	330,576 34	349,998 06	19,421 72@	
	07-05-12		Japanese Yen	559,783 92	543,301 31	-16,482 60@	
	07-11-12		Canadian Dollars	78 74	78 83	0 09@	
	07-11-12		Japanese Yen	4,126 06	4,006 58	-119 48@	
06-17-11	07-11-12	900	CALBEE INC	29,620 35	60,014 45		30,394.10
	07-11-12		Japanese Yen	55,888 39	55,888.39	0 00@	
	07-11-12		European Euros	14,022 11	14,025 20	3 08@	
	07-11-12		European Euros	17,050 05	17,050 06	0 00@	
05-26-06	07-13-12	1,000	BROOKFIELD REAL ESTATE SERVICES	9,670.48	11,833 25		2,162 76
05-26-06	07-20-12	800	BROOKFIELD REAL ESTATE SERVICES	7,736 38	9,342 37		1,605 98
	07-25-12		European Euros	28,673.58	28,673.58	0 00@	
02-23-07	07-26-12	625	SARTORIUS STEDIM BIOTECH	34,755.38	51,596 15		16,840 76
05-26-06	07-27-12	1,300	BROOKFIELD REAL ESTATE SERVICES	12,571 63	15,494 24		2,922 60
05-26-06	08-01-12	7,100	BROOKFIELD REAL ESTATE SERVICES	68,660.44	84,017.96		15,357 51
02-23-07	08-01-12	1,000	SARTORIUS STEDIM BIOTECH	55,608.61	82,818.96		27,210 34
08-05-11	08-06-12	13,000	UNITED BUSINESS MEDIA LTD	103,645.37	133,439.87		29,794 49
07-10-12	08-07-12	100	NEMETSCHEK AG	3,496 52	3,387 01	-109 51	
02-23-07	08-07-12	100	SARTORIUS STEDIM BIOTECH	5,560 86	8,768 77		3,207 90
07-24-12	08-08-12	600	NEMETSCHEK AG	21,766 56	19,982 55	-1,784.01	

Huntington Management LLC  
**REALIZED GAINS AND LOSSES**  
**JAMES HUNTINGTON FOUNDATION**  
**CONSOLIDATED ACCOUNTS**  
*From 01-01-12 Through 12-31-12*

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
07-24-12	08-09-12	100	NEMETSCHEK AG	3,627.76	3,294.87	-332.89	
07-11-12	08-09-12	200	NEMETSCHEK AG	7,178.78	6,589.75	-589.03	
07-25-12	08-09-12	200	NEMETSCHEK AG	7,168.39	6,589.76	-578.63	
02-23-07	08-10-12	600	SARTORIUS STEDIM BIOTECH	33,365.17	51,216.89		17,851.71
07-25-12	08-13-12	200	NEMETSCHEK AG	7,168.39	6,562.95	-605.44	
07-25-12	08-14-12	300	NEMETSCHEK AG	10,752.59	9,771.29	-981.30	
11-01-11	08-14-12	2,100	MEIKO NETWORK JAPAN CO LTD	17,872.81	21,381.03	3,508.21	
07-25-12	08-15-12	100	NEMETSCHEK AG	3,584.19	3,247.25	-336.94	
07-10-12	08-15-12	300	NEMETSCHEK AG	10,489.58	9,741.76	-747.82	
11-01-11	08-15-12	1,700	MEIKO NETWORK JAPAN CO LTD	14,468.46	17,552.10	3,083.63	
05-26-06	08-16-12	2,100	BROOKFIELD REAL ESTATE SERVICES	20,308.01	28,331.88		8,023.86
	08-16-12		Canadian Dollars	2.96	2.92	-0.03@	
03-22-06	08-16-12	1,500	DAEKYO CO LTD PREF	3,873.92	4,901.98		1,028.05
11-01-11	08-16-12	1,900	MEIKO NETWORK JAPAN CO LTD	16,170.64	19,678.08	3,507.43	
03-22-06	08-17-12	5,240	DAEKYO CO LTD PREF	13,532.90	17,075.52		3,542.61
11-01-11	08-17-12	1,500	MEIKO NETWORK JAPAN CO LTD	12,766.29	15,755.04	2,988.74	
	08-17-12		Japanese Yen	5.45	5.43	-0.01@	
03-22-06	08-20-12	3,160	DAEKYO CO LTD PREF	8,161.06	10,324.12		2,163.05
11-01-11	08-20-12	1,500	MEIKO NETWORK JAPAN CO LTD	12,766.29	15,839.34	3,073.04	
03-22-06	08-21-12	6,360	DAEKYO CO LTD PREF	16,425.43	20,695.85		4,270.41
11-01-11	08-21-12	300	MEIKO NETWORK JAPAN CO LTD	2,553.25	3,101.08	547.82	
10-17-11	08-21-12	500	MEIKO NETWORK JAPAN CO LTD	4,064.69	5,168.48	1,103.79	
03-22-06	08-22-12	1,740	DAEKYO CO LTD PREF	4,493.75	5,661.42		1,167.66
10-17-11	08-22-12	500	MEIKO NETWORK JAPAN CO LTD	4,064.69	5,138.94	1,074.25	
04-11-07	08-22-12	100	MEIKO NETWORK JAPAN CO LTD	499.68	1,027.79		528.10
05-26-06	08-23-12	1,000	BROOKFIELD REAL ESTATE SERVICES	9,670.48	13,392.82		3,722.33
08-13-07	08-23-12	2,500	PRONEXUS INC	18,188.28	14,925.14		-3,263.14
04-11-07	08-23-12	400	MEIKO NETWORK JAPAN CO LTD	1,998.73	4,128.28		2,129.54
	08-24-12		European Euros	1.19	1.16	-0.02@	
	08-24-12		Japanese Yen	2,236,284.67	2,200,018.56	-36,266.10@	
08-13-07	08-27-12	700	PRONEXUS INC	5,092.71	4,132.45		-960.26
08-13-07	08-31-12	500	PRONEXUS INC	3,637.65	2,992.38		-645.27
08-05-11	09-06-12	300	UNITED BUSINESS MEDIA LTD	2,391.81	3,305.51		913.69
08-13-07	09-06-12	1,300	PRONEXUS INC	9,457.90	7,773.10		-1,684.80
08-05-11	09-07-12	2,700	UNITED BUSINESS MEDIA LTD	21,526.34	29,778.63		8,252.28
08-08-11	09-07-12	800	UNITED BUSINESS MEDIA LTD	6,371.43	8,823.30		2,451.86

Huntington Management LLC  
**REALIZED GAINS AND LOSSES**  
**JAMES HUNTINGTON FOUNDATION**  
**CONSOLIDATED ACCOUNTS**  
*From 01-01-12 Through 12-31-12*

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
08-08-11	09-10-12	1,200	UNITED BUSINESS MEDIA LTD	9,557.14	13,643.80		4,086.65
08-13-07	09-14-12	700	PRONEXUS INC	5,092.71	4,217.58		-875.13
	09-14-12		Japanese Yen	1.91	1.85	-0.05@	
	09-14-12		Canadian Dollars	19.28	18.86	-0.41@	
	09-14-12		European Euros	5.14	4.90	-0.23@	
	09-14-12		British Pound	3.46	3.37	-0.08@	
	09-18-12		Japanese Yen	3,670.16	3,572.73	-97.42@	
08-13-07	09-18-12	600	PRONEXUS INC	4,365.18	3,670.16		-695.02
03-22-06	09-19-12	16,957	DAEKYO CO LTD PREF	43,793.41	54,076.91		10,283.49
	09-20-12		Canadian Dollars	511,077.28	485,000.00	-26,077.28@	
	09-21-12		European Euros	1,761,029.71	1,700,000.00	-61,029.71@	
	10-03-12		European Euros	1,938.50	1,943.14	4.64@	
	10-05-12		European Euros	26,748.50	26,112.20	-636.29@	
	10-05-12		British Pound	1.26	1.25	0.00@	
	10-05-12		Canadian Dollars	41.05	40.76	-0.28@	
	10-05-12		European Euros	310,305.20	298,887.79	-11,417.41@	
	10-05-12		European Euros	27,108.34	27,054.32	-54.02@	
	10-10-12		British Pound	34,654.25	34,805.81	151.56@	
08-08-11	10-10-12	5,000	UNITED BUSINESS MEDIA LTD	38,169.92	58,305.77		20,135.84
	10-10-12		Japanese Yen	3,290.01	3,240.80	-49.20@	
	10-10-12		Japanese Yen	565,293.13	556,838.42	-8,454.70@	
08-08-11	10-11-12	300	UNITED BUSINESS MEDIA LTD	2,290.19	3,510.14		1,219.95
	10-11-12		British Pound	368.39	369.08	0.68@	
05-05-11	10-15-12	1,600	IRISH CONTINENTAL GROUP PLC UTS UK	40,212.64	38,662.61		-1,550.03
06-23-11	10-15-12	500	IRISH CONTINENTAL GROUP PLC UTS UK	11,303.23	12,082.06		778.83
08-05-11	10-15-12	200	IRISH CONTINENTAL GROUP PLC UTS UK	4,233.59	4,832.82		599.23
07-12-11	10-15-12	300	IRISH CONTINENTAL GROUP PLC UTS UK	6,337.26	7,249.23		911.97
08-22-11	10-15-12	200	IRISH CONTINENTAL GROUP PLC UTS UK	4,170.07	4,832.82		662.74
09-08-11	10-15-12	900	IRISH CONTINENTAL GROUP PLC UTS UK	18,174.46	21,747.71		3,573.25
09-07-11	10-15-12	500	IRISH CONTINENTAL GROUP PLC UTS UK	10,061.52	12,082.06		2,020.54
06-25-12	10-15-12	200	IRISH CONTINENTAL GROUP PLC UTS UK	3,801.86	4,832.82	1,030.96	
10-03-11	10-15-12	1,600	IRISH CONTINENTAL GROUP PLC UTS UK	30,303.48	38,662.61		8,359.13
05-13-11	10-15-12	900	IRISH CONTINENTAL GROUP PLC UTS IR	21,477.14	21,747.71		270.57
05-17-11	10-15-12	500	IRISH CONTINENTAL GROUP PLC UTS IR	11,819.16	12,082.06		262.90
05-20-11	10-15-12	500	IRISH CONTINENTAL GROUP PLC UTS IR	11,808.42	12,082.06		273.64
05-18-11	10-15-12	900	IRISH CONTINENTAL GROUP PLC UTS IR	21,115.16	21,747.71		632.55

Huntington Management LLC  
**REALIZED GAINS AND LOSSES**  
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**CONSOLIDATED ACCOUNTS**  
*From 01-01-12 Through 12-31-12*

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
06-14-11	10-15-12	500	IRISH CONTINENTAL GROUP PLC UTS IR	11,486.69	12,082.06		595.37
07-06-11	10-15-12	300	IRISH CONTINENTAL GROUP PLC UTS IR	6,805.51	7,249.23		443.72
07-18-11	10-15-12	600	IRISH CONTINENTAL GROUP PLC UTS IR	12,849.35	14,498.47		1,649.12
12-02-10	10-15-12	1,400	IRISH CONTINENTAL GROUP PLC UTS IR	28,480.58	33,829.78		5,349.20
	10-18-12		Japanese Yen	4,151.62	4,124.91	-26.71@	
08-13-07	10-18-12	1,200	PRONEXUS INC	8,730.37	7,187.34		-1,543.02
06-15-11	10-19-12	1,500	CALBEE INC	48,247.80	132,795.44		84,547.64
06-16-11	10-19-12	200	CALBEE INC	6,381.10	17,706.06		11,324.96
	10-22-12		European Euros	280,305.27	280,311.87	6.59@	
08-08-11	10-26-12	4,600	UNITED BUSINESS MEDIA LTD	35,116.33	51,069.93		15,953.60
07-08-11	10-29-12	10,000	GREENCORE GROUP PLC (ID)	14,626.04	14,581.68		-44.36
08-13-07	10-30-12	2,200	PRONEXUS INC	16,005.69	13,104.80		-2,900.88
	10-31-12		British Pound	0.38	0.39	0.00@	
	10-31-12		British Pound	50,973.12	51,069.39	96.26@	
08-08-11	11-01-12	2,900	UNITED BUSINESS MEDIA LTD	22,138.55	33,192.27		11,053.72
	11-01-12		British Pound	5.62	5.66	0.03@	
	11-01-12		Japanese Yen	43.51	43.79	0.28@	
08-08-11	11-02-12	4,100	UNITED BUSINESS MEDIA LTD	31,299.34	46,942.76		15,643.42
	11-02-12		Japanese Yen	16,097.01	16,050.01	-46.99@	
	11-02-12		British Pound	63,727.11	63,672.71	-54.40@	
	11-02-12		European Euros	18.43	18.57	0.14@	
	11-02-12		Canadian Dollars	1,971.45	1,980.97	9.51@	
08-08-11	11-06-12	5,100	UNITED BUSINESS MEDIA LTD	38,933.32	58,126.49		19,193.17
08-09-11	11-06-12	100	UNITED BUSINESS MEDIA LTD	741.35	1,139.74		398.39
08-09-11	11-07-12	1,900	UNITED BUSINESS MEDIA LTD	14,085.69	21,485.29		7,399.59
09-06-11	11-07-12	900	UNITED BUSINESS MEDIA LTD	6,181.07	10,177.24		3,996.17
10-05-11	11-07-12	1,000	UNITED BUSINESS MEDIA LTD	6,672.93	11,308.04		4,635.11
	11-09-12		British Pound	149,218.03	148,799.83	-418.20@	
	11-19-12		Japanese Yen	4,043.00	4,087.18	44.17@	
	11-26-12		Japanese Yen	4,824.60	4,973.26	148.65@	
	11-26-12		Japanese Yen	2,137,131.21	2,195,026.73	57,895.52@	
	11-26-12		Japanese Yen	376.83	374.73	-2.10@	
	11-30-12		Japanese Yen	9,818.56	9,698.81	-119.74@	
	11-30-12		British Pound	1.67	1.68	0.00@	
	12-04-12		Canadian Dollars	1,982.08	1,984.28	2.19@	
	12-04-12		British Pound	0.17	0.18	0.00@	
	12-05-12		Japanese Yen	3,991.03	3,983.31	-7.72@	
04-12-04	12-05-12	2,200	TRAVELERS COS INC	95,080.92	160,693.41		65,612.49
07-11-12	12-07-12	4,100	C&C GROUP PLC (ID)	17,050.06	21,773.30	4,723.23	
11-30-09	12-07-12	13,400	C&C GROUP PLC (ID)	55,302.84	71,161.55		15,858.70

Huntington Management LLC  
**REALIZED GAINS AND LOSSES**  
**JAMES HUNTINGTON FOUNDATION**  
**CONSOLIDATED ACCOUNTS**  
*From 01-01-12 Through 12-31-12*

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
04-11-07	12-12-12	4,200	MEIKO NETWORK JAPAN CO LTD	20,986 74	45,100.94		24,114 19
11-24-11	12-17-12	6,600	C&C GROUP PLC (LN)	24,213 76	38,339 11		14,125 34
11-24-11	12-18-12	6,200	C&C GROUP PLC (LN)	22,746 26	36,468.92		13,722 65
07-08-11	12-18-12	1,000	GREENCORE GROUP PLC (ID)	1,462 60	1,607 59		144 98
08-23-11	12-18-12	12,000	GREENCORE GROUP PLC (ID)	17,377 83	19,291 13		1 913 29
08-23-11	12-19-12	3,400	GREENCORE GROUP PLC (ID)	4,923.72	5,623 94		700 21
08-23-11	12-20-12	3,300	GREENCORE GROUP PLC (ID)	4,778 90	5,391 62		612 71
04-11-07	12-20-12	1,500	MEIKO NETWORK JAPAN CO LTD	7,495 26	16,656 04		9,160 77
	12-20-12		European Euros	10,217 14	10,391 78	174.63@	
	12-20-12		Japanese Yen	332 49	324 85	-7 64@	
	12-21-12		Canadian Dollars	495,591 51	500,000 00	4,408 49@	
	12-21-12		European Euros	1,926,904 46	1,900,000.00	-26,904 46@	
	12-25-12		Japanese Yen	3,301 62	3,370 53	68 91@	
04-11-07	12-25-12	300	MEIKO NETWORK JAPAN CO LTD	1,499 05	3,305 10		1,806 04
08-23-11	12-27-12	2,000	GREENCORE GROUP PLC (ID)	2,896 30	3,206 34		310 03
TOTAL GAINS						459,067.10	731,539 60
TOTAL LOSSES						-285,470 18	-46,310 24
						<b>27,212,460.01 T</b>	<b>28,071,286.30 T</b>
TOTAL REALIZED GAIN/LOSS						<b>173,596.92</b>	<b>685,229.36</b>
858,826 28							

GAIN = 858,826 29 -- TIES TO AA-2

An '@' denotes a currency transaction

# The James Huntington Foundation Gift List 2012

	AMOUNT	DATE
Max McGraw Wildlife Foundation	\$4,300	4/5/2012
Merit School of Music	\$25,000	5/15/2012
American Cancer Society	\$300	5/31/2012
Barrington Honor Ride	\$500	8/29/2012
Invest For Kids	\$1,000	10/22/2012
Merit School of Music (2)	\$40,000	12/7/2012
Max McGraw Wildlife Foundation (2)	\$2,500	12/7/2012
Juvenile Diabetes Foundation	\$5,000	12/7/2012
Advocate Good Shepherd Hospital	\$10,000	12/7/2012
Arizona Sonora Museum	\$5,000	12/7/2012
Art Institute of Chicago	\$8,000	12/7/2012
Barrington Area Community Foundation	\$10,000	12/7/2012
Barrington Area Conservation Trust	\$5,000	12/7/2012
Barrington Giving Day	\$3,000	12/7/2012
Barrington Youth Services	\$3,000	12/7/2012
Chicago Botanic Garden	\$5,000	12/7/2012
Chicago History Museum	\$1,000	12/7/2012
Chicago Public Radio	\$3,000	12/7/2012
Chicago Shakespeare Theater	\$5,000	12/7/2012
Chicago Symphony Orchestral Association	\$7,500	12/7/2012
Chicago Zoological Society	\$3,000	12/7/2012
Children's Hospital of Chicago	\$25,000	12/7/2012
Citizens For Conservation	\$1,000	12/7/2012
District 220 Educational Foundation	\$10,000	12/7/2012
Ducks Unlimited, Inc	\$5,000	12/7/2012
Field Museum of Natural History	\$5,000	12/7/2012
Foundation For Homan Square	\$1,000	12/7/2012
Foundation for Lincoln Public Schools (Bill Pfeiff Award)	\$3,000	12/7/2012
Fresh Air Fund	\$14,000	12/7/2012
Golden Apple Foundation	\$1,000	12/7/2012
Hadley School for the Blind	\$2,000	12/7/2012
Hentage Foundation	\$5,000	12/7/2012
Hospice Foundation of North Eastern Illinois	\$7,000	12/7/2012
Link Unlimited	\$2,000	12/7/2012
Lyric Opera of Chicago	\$15,000	12/7/2012
Nature Conservancy of Illinois	\$5,000	12/7/2012
The Woman's Board of Northwestern Memorial Hospital	\$10,000	12/7/2012
Northwestern University	\$3,000	12/7/2012
Old Town School of Folk Music	\$8,000	12/7/2012
Openlands	\$3,000	12/7/2012
Opportunity International	\$25,000	12/7/2012
Presbyterian Church of Barrington	\$10,000	12/7/2012
Shedd Aquarium	\$5,000	12/7/2012
Sonoran Institute	\$3,000	12/7/2012
The Brain Research Foundation	\$3,000	12/7/2012
The Chicago Council on Global Affairs	\$15,000	12/7/2012
The Wetlands Initiative	\$2,000	12/7/2012
Trout Unlimited	\$2,500	12/7/2012
Trustees of Deerfield Academy	\$8,000	12/7/2012
Trustees of Phillips Academy - Ellis Family Fund	\$12,000	12/7/2012
Tucson Museum of Art	\$5,000	12/7/2012
University of Arizona Foundation	\$15,000	12/7/2012
University of Michigan Parents Pledge Program	\$5,000	12/7/2012
Wellness Place	\$3,000	12/7/2012
WTTW Channel 11	\$8,000	12/7/2012
Young Naperville Singers	\$5,000	12/7/2012
Home of the Sparrow	\$1,000	12/7/2012
World Golf Hall of Fame Museum	\$3,000	12/7/2012
Rice County Community Foundation - Class of 1961 Scholarship Fund	\$500	12/7/2012
Association House of Chicago	\$2,000	12/7/2012
Rush University Medical Center	\$10,000	12/7/2012
The Evergreen Middle School PTA	\$3,000	12/7/2012
University of Nebraska Foundation	\$25,000	12/7/2012
Antiquarian Society	\$1,000	12/7/2012
Bergens PTA	\$3,000	12/7/2012
American Cancer Society (2)	\$5,000	12/7/2012
Amennd Foundation	\$1,000	12/7/2012
Doctors Without Borders	\$2,000	12/7/2012
Jeffco Open Space Foundation	\$3,000	12/7/2012
Evergreen Recreation & Park Foundation	\$3,000	12/7/2012
Earned Assets Resource Network	\$20,000	12/7/2012
Glonetta Parents Fund	\$1,000	12/7/2012
The Children's Health Guild	\$1,000	12/7/2012
Optimist Scholarship Foundation of Delphos Ohio Inc	\$1,500	12/7/2012
The Elizabeth Hospice	\$2,500	12/7/2012
The Delphos Stadium Club, Inc	\$3,000	12/7/2012
Delphos Canal Commission	\$1,000	12/7/2012
Harry & Reba Hoge Foundation	\$5,000	12/14/2012
Cuba Cares Fund	\$2,000	12/14/2012
Salvation Army - Chicago	\$200,000	12/14/2012
Salvation Army - Tucson	\$62,000	12/14/2012
	\$760,100	

## FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
GOLDMAN SACHS	350.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	350.

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
VARIOUS	423,202.	0.	423,202.
TOTAL TO FM 990-PF, PART I, LN 4	423,202.	0.	423,202.

## FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DISTRIBUTIONS FROM PARTNERSHIPS	82,087.	0.	
UNREALIZED GAIN FROM SECURITIES	1,662,684.	0.	
TAXABLE INCOME FROM PFIC	0.	72,845.	
UNREALIZED LOSS FROM FOREIGN CURRENCY	-25.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,744,746.	72,845.	

## FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING & LEGAL FEES	4,242.	4,242.		0.
TO FORM 990-PF, PG 1, LN 16B	4,242.	4,242.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BROKER AND BANK FEES	115,354.	115,354.		0.
TO FORM 990-PF, PG 1, LN 16C	115,354.	115,354.		0.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN DIVIDEND WITHHOLDING PERMITS	52,738. 115.	52,738. 115.		0. 0.
TO FORM 990-PF, PG 1, LN 18	52,853.	52,853.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK SERVICE CHARGE MISCELLENIOUS EXPENSES	5,814. 3.	5,814. 3.		0. 0.
TO FORM 990-PF, PG 1, LN 23	5,817.	5,817.		0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	11,390,623.	11,390,623.
TOTAL TO FORM 990-PF, PART II, LINE 10B	11,390,623.	11,390,623.



FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT IN GS MEZZANINE PARTNERS III OFFSHORE, L.P.	FMV	167,384.	167,384.
INVESTMENT IN GS MEZZANINE PARTNERS 2006 OFFSHORE, L.P.	FMV	462,220.	462,220.
INVESTMENT IN GOLDMAN SACHS WLR OPPORTUNITIES FUND OFFSHORE, L.P.	FMV	694,412.	694,412.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,324,016.	1,324,016.

FORM 990-PF	OTHER ASSETS	STATEMENT	10
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
FORWARD CONTRACT JAPANESE YEN	2,136.	185,438.	185,438.
CANADIAN DOLLARS	0.	3,798.	3,798.
	0.	1,985.	1,985.
TO FORM 990-PF, PART II, LINE 15	2,136.	191,221.	191,221.

## Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

▶ File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete **Part II** unless you have already been granted an automatic 3 month extension on a previously filed Form 8868

**Electronic filing (e-file)** - You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*.

### **Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Type or print	Name of exempt organization or other filer, see instructions <b>THE JAMES HUNTINGTON FOUNDATION C/O MR. SAMUEL H. ELLIS</b>	Employer identification number (EIN) or <b>36-3553345</b>
	Number, street, and room or suite no. If a P.O. box, see instructions. <b>10 S. WACKER DRIVE, SUITE 2675</b>	Social security number (SSN)
File by the due date for filing your return. See instructions	City, town or post office, state, and ZIP code. For a foreign address, see instructions <b>CHICAGO, IL 60606</b>	

Enter the Return code for the return that this application is for (file a separate application for each return)

**04**

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**SAMUEL H. ELLIS**

- The books are in the care of ▶ **10 SOUTH WACKER DRIVE STE 2675 - CHICAGO, IL 60606-7453**  
Telephone No ▶ **312-855-4462** FAX No ▶ **312-855-9283**

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_ If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3 month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for ☒ calendar year **2012** or ☐ tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	15,000.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	\$	0.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$	15,000.

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

LHA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form 8868 (Rev. 1-2013)