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

**2012**

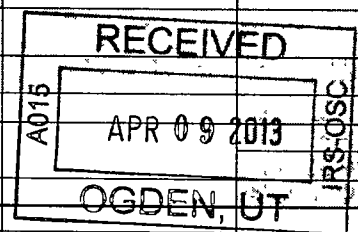
Department of the Treasury  
Internal Revenue Service

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**

Name of foundation <b>THE HUNTINGTON FOUNDATION, INC.</b>		<b>A</b> Employer identification number 55-0370129
Number and street (or P O box number if mail is not delivered to street address) P. O. BOX 2548		<b>B</b> Telephone number (see the instructions) (304) 522-0611
City or town <b>HUNTINGTON</b>		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
State ZIP code <b>WV 25726</b>		<b>D 1</b> Foreign organizations, check here <input type="checkbox"/>
<b>G</b> Check all that apply		<b>D 2</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial Return of a former public charity	<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
<input type="checkbox"/> Address change	<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>I</b> Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ <b>7,292,191.</b>		<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>Part I Analysis of Revenue and Expenses</b> (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>REVENUE</b>	<b>1</b> Contributions, gifts, grants, etc. received (all sch)				
	<b>2</b> <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	<b>3</b> Interest on savings and temporary cash investments	233,121.	233,121.		
	<b>4</b> Dividends and interest from securities	23,541.	23,541.		
	<b>5a</b> Gross rents				
	<b>b</b> Net rental income or (loss)				
	<b>6a</b> Net gain/(loss) from sale of assets not on line 10	-9,459.	L-6a Stmt		
	<b>7</b> Gross sales price for all assets on line 6a	4,340.			
	<b>8</b> Capital gain net income (from Part IV, line 2)		0.		
	<b>9</b> Net short-term capital gain				
	<b>10a</b> Gross sales less returns and allowances				
	<b>b</b> Less Cost of goods sold				
<b>c</b> Gross profit/(loss) (att sch)					
<b>11</b> Other income (attach schedule)					
<b>12 Total.</b> Add lines 1 through 11	247,203.	256,662.			
<b>ADMINISTRATIVE EXPENSES</b>	<b>13</b> Compensation of officers, directors, trustees, etc	14,400.	14,400.		
	<b>14</b> Other employee salaries and wages	18,000.	18,000.		
	<b>15</b> Pension plans, employee benefits				
	<b>16a</b> Legal fees (attach schedule)				
	<b>b</b> Accounting fees (attach sch) L-16b Stmt	8,175.	6,540.		1,635.
	<b>c</b> Other prof fees (attach sch)				
	<b>17</b> Interest	5,183.			
	<b>18</b> Taxes (attach schedule)(see instrs) See Line 18 Stmt	5,347.	1,377.		
	<b>19</b> Depreciation (attach sch) and depletion	124.	124.		
	<b>20</b> Occupancy	5,400.	4,050.		1,350.
	<b>21</b> Travel, conferences, and meetings				
	<b>22</b> Printing and publications				
	<b>23</b> Other expenses (attach schedule) See Line 23 Stmt	19,487.	14,616.		4,871.
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23	76,116.	59,107.		7,856.
	<b>25</b> Contributions, gifts, grants paid	606,949.			606,949.
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	683,065.	59,107.		614,805.	
<b>27</b> Subtract line 26 from line 12:					
<b>a Excess of revenue over expenses and disbursements</b>	-435,862.				
<b>b Net investment income</b> (if negative, enter -0-)		197,555.			
<b>c Adjusted net income</b> (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		972.	6,905.	6,905.
	2	Savings and temporary cash investments		441,869.	837,163.	837,163.
	3	Accounts receivable				
		Less allowance for doubtful accounts		516.		
	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 sch)				
		Less allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges		3,887.	3,911.	3,911.
	10a	Investments – US and state government obligations (attach schedule)	L-10a Stmt	6,177,993.	5,667,309.	5,667,309.
	b	Investments – corporate stock (attach schedule)	L-10b Stmt	685,198.	759,471.	759,471.
	c	Investments – corporate bonds (attach schedule)				
	11	Investments – land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule)					
12	Investments – mortgage loans					
13	Investments – other (attach schedule)					
14	Land, buildings, and equipment basis		18,268.			
	Less accumulated depreciation (attach schedule)	L-14 Stmt	17,978.			
15	Other assets (describe ACCRUED INTEREST)		414.	290.	290.	
16	<b>Total assets</b> (to be completed by all filers – see the instructions Also, see page 1, item I)		7,331,224.	7,292,191.	7,292,191.	
LIABILITIES	17	Accounts payable and accrued expenses		17,018.	10,678.	
	18	Grants payable		320,009.	654,980.	
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & 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)		337,027.	665,658.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>					
	24	Unrestricted		6,994,197.	6,626,533.	
	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, building, and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds					
30	<b>Total net assets or fund balances</b> (see instructions)		6,994,197.	6,626,533.		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions)		7,331,224.	7,292,191.		

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	6,994,197.
2	Enter amount from Part I, line 27a	2	-435,862.
3	Other increases not included in line 2 (itemize) <u>CHANGE IN UNREALIZED GAIN ON INVESTMENTS</u>	3	68,198.
4	Add lines 1, 2, and 3	4	6,626,533.
5	Decreases not included in line 2 (itemize)	5	
6	<b>Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30</b>	6	6,626,533.

**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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
<b>1 a 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 4,340.		13,799.	-9,459.	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))	
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any		
a			-9,459.	
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 -9,459.
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.

(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 (column (b) divided by column (c))
2011	301,393.	7,041,265.	0.042804
2010	244,437.	6,846,395.	0.035703
2009	218,830.	6,550,669.	0.033406
2008	406,554.	6,620,080.	0.061412
2007	344,708.	6,693,381.	0.051500
2 Total of line 1, column (d)			2 0.224825
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.044965
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 7,219,930.
5 Multiply line 4 by line 3			5 324,644.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,976.
7 Add lines 5 and 6			7 326,620.
8 Enter qualifying distributions from Part XII, line 4			8 614,805.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 – see instructions)**

1 a 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 instrs)			
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		1	1,976.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	1,976.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5 <b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0-		5	1,976.
6 Credits/Payments			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	4,400.	
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments Add lines 6a through 6d	7	4,400.	
8 Enter any <b>penalty</b> 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	2,424.	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	11		

**Part VII-A Statements Regarding Activities**

	Yes	No
1 a 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 the instructions for definition)? <i>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</i>		X
c Did the foundation file <b>Form 1120-POL</b> 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? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a 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 <b>Form 990-T</b> for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		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? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ <u>WV - West Virginia</u>		
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 <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

**Part VII-A Statements Regarding Activities (continued)**

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <span style="float:right">▶ N/A</span>	X		
14	The books are in care of ▶ EXECUTIVE SECRETARY Telephone no ▶ (304) 522-0611 Located at ▶ 401 ELEVENTH ST. SUITE 306, HUNTINGTON, WV ZIP + 4 ▶ 25726			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?		Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If 'Yes,' enter the name of the foreign country ▶			X

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

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

		Yes	No
1 a	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		
1 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 <input type="checkbox"/>		
1 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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years ▶ 20 __, 20 __, 20 __, 20 __		
2 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)		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20 __, 20 __, 20 __, 20 __		
3 a	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		
3 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)		
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
4 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

BAA

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

**5 a** 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)? **5 b**

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)

**6 a** 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? **6 b**  Yes  No

If 'Yes' to 6b, file Form 8870

**7 a** 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? **7 b**

**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
FRANK HANSHAW JR 163 WOODLAND DRIVE HUNTINGTON WV 25705	PRESIDENT 6.00	3,600.	0.	0.
LEON K OXLEY 81 COPPER GLEN DRIVE HUNTINGTON WV 25701	VICE PRES. 6.00	3,600.	0.	0.
KERMIT E. MCGINNIS P O BOX 1037 HUNTINGTON WV 25713	SEC./TRSR. 6.00	3,600.	0.	0.
DR. JOSEPH B. TOUMA 2970 STAUNTON ROAD HUNTINGTON WV 25702	DIRECTOR 6.00	3,600.	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
NONE				

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

None

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

**3** Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
-----		
-----		
-----		
-----		
-----		
-----		
-----		
-----		
-----		
-----		

Total number of others receiving over \$50,000 for professional services None

**Part IX-A** Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
-----	
-----	0.
2	
-----	
-----	
3	
-----	
-----	
4	
-----	
-----	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
-----	
-----	0.
2	
-----	
-----	
All other program-related investments See instructions	
3	
-----	
-----	
<b>Total.</b> Add lines 1 through 3	None

BAA



**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>1 a</b>	6,817,915.
<b>b</b> Average of monthly cash balances	<b>1 b</b>	490,620.
<b>c</b> Fair market value of all other assets (see instructions)	<b>1 c</b>	21,343.
<b>d Total</b> (add lines 1a, b, and c)	<b>1 d</b>	7,329,878.
<b>e</b> Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1 e</b>	
<b>2</b> Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b> Subtract line 2 from line 1d	<b>3</b>	7,329,878.
<b>4</b> Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	109,948.
<b>5 Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	7,219,930.
<b>6 Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	360,997.

**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>	360,997.
<b>2 a</b> Tax on investment income for 2012 from Part VI, line 5	<b>2 a</b>	1,976.
<b>b</b> Income tax for 2012 (This does not include the tax from Part VI)	<b>2 b</b>	
<b>c</b> Add lines 2a and 2b	<b>2 c</b>	1,976.
<b>3</b> Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	359,021.
<b>4</b> Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b> Add lines 3 and 4	<b>5</b>	359,021.
<b>6</b> Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7 Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	359,021.

**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>1 a</b>	614,805.
<b>b</b> Program-related investments – total from Part IX-B	<b>1 b</b>	0.
<b>2</b> Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	<b>2</b>	
<b>3</b> Amounts set aside for specific charitable projects that satisfy the		
<b>a</b> Suitability test (prior IRS approval required)	<b>3 a</b>	
<b>b</b> Cash distribution test (attach the required schedule)	<b>3 b</b>	
<b>4 Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	614,805.
<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>	1,976.
<b>6 Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	612,829.

**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				359,021.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			340,035.	
b Total for prior years 20 __, 20 __, 20 __				
3 Excess distributions carryover, if any, to 2012				
a From 2007	0.			
b From 2008	0.			
c From 2009	0.			
d From 2010	0.			
e From 2011	0.			
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4 \$ 614,805.				
a Applied to 2011, but not more than line 2a			340,035.	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2012 distributable amount				274,770.
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))				
6 Enter the net total of each column as indicated below:				
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				
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 instructions			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				84,251.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	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	0.			
b Excess from 2009	0.			
c Excess from 2010	0.			
d Excess from 2011	0.			
e Excess from 2012	0.			

BAA

**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)

	Tax year				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
<b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
<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

THE HUNTINGTON FOUNDATION, INC. C/O EXECUTIVE SECRETARY  
 401 ELEVETH STREET SUITE 306  
 HUNTINGTON WV 25701 (304) 522-0611

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

STANDARD APPLICATION FORM SUBMITTED TO GRANT COMMITTEE FOR APPROVAL

**c** Any submission deadlines

NONE

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

ALL APPLICANTS MUST BE NOT-FOR-PROFIT ORGANIZATIONS

**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>				
CABELL COUNTY PUBLIC LIBRARY 455 9TH STREET HUNTINGTON WV 25701	N/A	N/A	BOOK FESTIVAL	2,500.
AMERICAN FOUNDATION FOR THE BLIND 1000 5TH AVE HUNTINGTON WV 25701	N/A	N/A	TECHNOLOGY PRODUCTS STUDIES	10,000.
THE HEALING PLACE OF HUNTINGTON 2425 9TH AVE HUNTINGTON WV 25703	N/A	N/A	RENOVATION OF FACILITIES	50,000.
HUNTINGTON HIGH SCHOOL LSIC 1 HIGHLANDER WAY HUNTINGTON WV 25701	N/A	N/A	STUDENT TRANSPORTATION	1,000.
MARSHALL UNIV FOUNDATION 519 JOHN MARSHALL DRIVE HUNTINGTON WV 25703	N/A	N/A	MEDICAL SCHOOL CREATE ENDOWED CHAIR	474,199.
CABELL COUNTY BOARD OF EDUCATION 2850 5TH AVENUE HUNTINGTON WV 25702	N/A	N/A	CAFETERIA EQUIPMENT SALAD BARS	16,750.
YMCA OF HUNTINGTON 935 10TH AVENUE HUNTINGTON WV 25701	N/A	N/A	RENOVATION OF POOL	20,000.
HUNTINGTON CITY MISSION 624 10TH STREET HUNTINGTON WV 25701	N/A	N/A	RENOVATION OF FACILITIES	15,000.
TRI-STATE FIRE SCHOOL ASSOC P O BOX 616 HUNTINGTON WV 25711	N/A	N/A	ROOF REPAIRS	17,500.
<b>Total</b>				<b>606,949.</b>
<b>b Approved for future payment</b>				
THE ROTARY CLUB OF HUNTINGTON 328 SIXTH AVENUE HUNTINGTON WV 25701	N/A	N/A	PARK ENHANCEMENT	13,866.
CABELL HUNTINGTON HOSPITAL FOUNDATION 1340 HAL GREER BLVD HUNTINGTON WV 25701	N/A	N/A	CHILDREN'S HOSPITAL PROJECT	92,818.
See Line 3b statement				548,296.
<b>Total</b>				<b>654,980.</b>



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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

Table with columns Yes and No. Rows include 1 a (1) Cash, 1 a (2) Other assets, 1 b (1) Sales of assets to a noncharitable exempt organization, 1 b (2) Purchases of assets from a noncharitable exempt organization, 1 b (3) Rental of facilities, equipment, or other assets, 1 b (4) Reimbursement arrangements, 1 b (5) Loans or loan guarantees, 1 b (6) Performance of services or membership or fundraising solicitations, and 1 c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

d If the answer to any of the above is 'Yes,' complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

Table with columns (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, and (d) Description of transfers, transactions, and sharing arrangements.

2 a 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

Table with columns (a) Name of organization, (b) Type of organization, and (c) Description of relationship.

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

Signature of officer or trustee: Frank C. Harshbarger, Date: 04/03/13, Title: PRESIDENT

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

Paid Preparer Use Only section containing fields for Preparer's name, signature, date, firm's name, address, and phone number.

Form **4562**

**Depreciation and Amortization  
(Including Information on Listed Property)**

OMB No 1545-0172

**2012**

Department of the Treasury  
Internal Revenue Service (99)

▶ See separate instructions. ▶ Attach to your tax return.

Attachment  
Sequence No **179**

Name(s) shown on return

Identifying number

**THE HUNTINGTON FOUNDATION, INC.**

**55-0370129**

Business or activity to which this form relates

Form 990-PF page 1

**Part I Election To Expense Certain Property Under Section 179**

Note: If you have any listed property, complete Part V before you complete Part I

1	Maximum amount (see instructions)				<b>1</b>
2	Total cost of section 179 property placed in service (see instructions)				<b>2</b>
3	Threshold cost of section 179 property before reduction in limitation (see instructions)				<b>3</b>
4	Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0-				<b>4</b>
5	Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions				<b>5</b>
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost		
7	Listed property Enter the amount from line 29			<b>7</b>	
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7				<b>8</b>
9	Tentative deduction Enter the smaller of line 5 or line 8				<b>9</b>
10	Carryover of disallowed deduction from line 13 of your 2011 Form 4562				<b>10</b>
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instrs)				<b>11</b>
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11				<b>12</b>
13	Carryover of disallowed deduction to 2013 Add lines 9 and 10, less line 12			<b>13</b>	

Note: Do not use Part II or Part III below for listed property Instead, use Part V

**Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See instructions)**

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)				<b>14</b>
15	Property subject to section 168(f)(1) election				<b>15</b>
16	Other depreciation (including ACRS)				<b>16</b> 124.

**Part III MACRS Depreciation (Do not include listed property) (See instructions)**

**Section A**

17	MACRS deductions for assets placed in service in tax years beginning before 2012				<b>17</b>
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here <input type="checkbox"/>				

**Section B - Assets Placed in Service During 2012 Tax Year Using the General Depreciation System**

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19 a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27.5 yrs	MM	S/L	
i Nonresidential real property			27.5 yrs	MM	S/L	
			39 yrs	MM	S/L	
				MM	S/L	

**Section C - Assets Placed in Service During 2012 Tax Year Using the Alternative Depreciation System**

20 a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

**Part IV Summary (See instructions)**

21	Listed property Enter amount from line 28				<b>21</b>
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations - see instructions				<b>22</b> 124.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs				<b>23</b>

**Part V Listed Property** (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement)

**Note:** For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable

**Section A – Depreciation and Other Information** (Caution: See the instructions for limits for passenger automobiles)

**24 a** Do you have evidence to support the business/investment use claimed?  Yes  No **24 b** If 'Yes,' is the evidence written?  Yes  No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost
<b>25</b> Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions)							25	
<b>26</b> Property used more than 50% in a qualified business use								
<b>27</b> Property used 50% or less in a qualified business use								
<b>28</b> Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1							28	
<b>29</b> Add amounts in column (i), line 26 Enter here and on line 7, page 1							29	

**Section B – Information on Use of Vehicles**

Complete this section for vehicles used by a sole proprietor, partner, or other 'more than 5% owner,' or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

	(a) Vehicle 1		(b) Vehicle 2		(c) Vehicle 3		(d) Vehicle 4		(e) Vehicle 5		(f) Vehicle 6	
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
<b>30</b> Total business/investment miles driven during the year (do not include commuting miles)												
<b>31</b> Total commuting miles driven during the year												
<b>32</b> Total other personal (noncommuting) miles driven												
<b>33</b> Total miles driven during the year Add lines 30 through 32												
<b>34</b> Was the vehicle available for personal use during off-duty hours?												
<b>35</b> Was the vehicle used primarily by a more than 5% owner or related person?												
<b>36</b> Is another vehicle available for personal use?												

**Section C – Questions for Employers Who Provide Vehicles for Use by Their Employees**

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons (see instructions)

	Yes	No
<b>37</b> Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
<b>38</b> Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
<b>39</b> Do you treat all use of vehicles by employees as personal use?		
<b>40</b> Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
<b>41</b> Do you meet the requirements concerning qualified automobile demonstration use? (See instructions) <b>Note:</b> If your answer to 37, 38, 39, 40, or 41 is 'Yes,' do not complete Section B for the covered vehicles		

**Part VI Amortization**

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
<b>42</b> Amortization of costs that begins during your 2012 tax year (see instructions)					
<b>43</b> Amortization of costs that began before your 2012 tax year					43
<b>44</b> Total. Add amounts in column (f) See the instructions for where to report					44



Name THE HUNTINGTON FOUNDATION, INC.	Employer Identification Number 55-0370129
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**Asset Information:**

Description of Property 0.9999 SH DUKE ENERGY CORP NEW  
 Date Acquired 12/10/09 How Acquired Purchased  
 Date Sold 08/14/12 Name of Buyer \_\_\_\_\_  
 Sales Price \_\_\_\_\_ 68. Cost or other basis (do not reduce by depreciation) 53.  
 Sales Expense \_\_\_\_\_ Valuation Method \_\_\_\_\_  
 Total Gain (Loss) \_\_\_\_\_ 15. Accumulation Depreciation \_\_\_\_\_

Description of Property 200 SH HEWLETT PACKARD CO COM  
 Date Acquired 09/18/00 How Acquired Purchased  
 Date Sold 12/26/12 Name of Buyer \_\_\_\_\_  
 Sales Price \_\_\_\_\_ 2,848. Cost or other basis (do not reduce by depreciation) 10,321.  
 Sales Expense \_\_\_\_\_ Valuation Method \_\_\_\_\_  
 Total Gain (Loss) \_\_\_\_\_ -7,473. Accumulation Depreciation \_\_\_\_\_

Description of Property 100 SH HEWLETT PACKARD CO COM  
 Date Acquired 11/13/00 How Acquired Purchased  
 Date Sold 12/26/12 Name of Buyer \_\_\_\_\_  
 Sales Price: \_\_\_\_\_ 1,424. Cost or other basis (do not reduce by depreciation) 3,425.  
 Sales Expense \_\_\_\_\_ Valuation Method \_\_\_\_\_  
 Total Gain (Loss) \_\_\_\_\_ -2,001. Accumulation Depreciation \_\_\_\_\_

Description of Property \_\_\_\_\_  
 Date Acquired \_\_\_\_\_ How Acquired \_\_\_\_\_  
 Date Sold \_\_\_\_\_ Name of Buyer \_\_\_\_\_  
 Sales Price \_\_\_\_\_ Cost or other basis (do not reduce by depreciation) \_\_\_\_\_  
 Sales Expense \_\_\_\_\_ Valuation Method \_\_\_\_\_  
 Total Gain (Loss) \_\_\_\_\_ Accumulation Depreciation \_\_\_\_\_

Description of Property \_\_\_\_\_  
 Date Acquired. \_\_\_\_\_ How Acquired \_\_\_\_\_  
 Date Sold \_\_\_\_\_ Name of Buyer \_\_\_\_\_  
 Sales Price \_\_\_\_\_ Cost or other basis (do not reduce by depreciation) \_\_\_\_\_  
 Sales Expense \_\_\_\_\_ Valuation Method \_\_\_\_\_  
 Total Gain (Loss) \_\_\_\_\_ Accumulation Depreciation \_\_\_\_\_

Description of Property \_\_\_\_\_  
 Date Acquired \_\_\_\_\_ How Acquired \_\_\_\_\_  
 Date Sold. \_\_\_\_\_ Name of Buyer \_\_\_\_\_  
 Sales Price \_\_\_\_\_ Cost or other basis (do not reduce by depreciation) \_\_\_\_\_  
 Sales Expense \_\_\_\_\_ Valuation Method \_\_\_\_\_  
 Total Gain (Loss) \_\_\_\_\_ Accumulation Depreciation \_\_\_\_\_

Description of Property. \_\_\_\_\_  
 Date Acquired \_\_\_\_\_ How Acquired \_\_\_\_\_  
 Date Sold \_\_\_\_\_ Name of Buyer \_\_\_\_\_  
 Sales Price \_\_\_\_\_ Cost or other basis (do not reduce by depreciation) \_\_\_\_\_  
 Sales Expense \_\_\_\_\_ Valuation Method \_\_\_\_\_  
 Total Gain (Loss) \_\_\_\_\_ Accumulation Depreciation \_\_\_\_\_

Description of Property \_\_\_\_\_  
 Date Acquired \_\_\_\_\_ How Acquired \_\_\_\_\_  
 Date Sold \_\_\_\_\_ Name of Buyer \_\_\_\_\_  
 Sales Price \_\_\_\_\_ Cost or other basis (do not reduce by depreciation) \_\_\_\_\_  
 Sales Expense \_\_\_\_\_ Valuation Method \_\_\_\_\_  
 Total Gain (Loss) \_\_\_\_\_ Accumulation Depreciation \_\_\_\_\_

Form 990-PF, Page 1, Part I, Line 18

**Line 18 Stmt**

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
TAXES - FICA	1,377.	1,377.		
EXCISE TAX	3,970.			
<b>Total</b>	<u>5,347.</u>	<u>1,377.</u>		

Form 990-PF, Page 1, Part I, Line 23

**Line 23 Stmt**

Other expenses.	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
SUPPLIES	82.	61.		21.
INSURANCE	7,355.	5,516.		1,839.
POST OFFICE BOX RENT	218.	164.		54.
PHONE	958.	719.		239.
POSTAGE	57.	43.		14.
INVESTMENT	10,690.	8,018.		2,672.
MEETINGS	94.	70.		24.
MISCELLANEOUS	33.	25.		8.
<b>Total</b>	<u>19,487.</u>	<u>14,616.</u>		<u>4,871.</u>

Form 990-PF, Page 10, Part XV, line 3b

**Line 3b statement**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foun- dation status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox  Amount
<b>b</b> <i>Approved for future payment</i> HUNTINGTON MUSEUM OF ART 2033 MCCOY ROAD HUNTINGTON WV 25701	N/A	N/A	MUSEUM MAKING CONNECTIONS PROGRAM	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 32,635.
CITY OF HUNTINGTON FOUNDATION 800 FIFTH AVE, CITY BLDG HUNTINGTON WV 25701	N/A	N/A	FACILITY UPGRADE	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 4,500.
MARSHALL UNIV FOUNDATION 519 JOHN MARSHALL DRIVE HUNTINGTON WV 25703	N/A	N/A	COLLEGE OF FINE ARTS FURNISHINGS & EQUIPMENT	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 32,122.
MARSHALL UNIV FOUNDATION 519 JOHN MARSHALL DRIVE HUNTINGTON WV 25703	N/A	N/A	EDWARDS SCHOOL OF MEDICINE SCHOLARSHIP	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 4,840.
MARSHALL UNIV FOUNDATION 519 JOHN MARSHALL DRIVE HUNTINGTON WV 25703	N/A	N/A	MEDICAL SCHOOL CREATE ENDOWED CHAIR	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 474,199.

Total

548,296.

Form 990-PF, Page 1, Part I

**Line 16b - Accounting Fees**

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TRAINER, WRIGHT & PA	FINANCIAL STMTS, TAX R	8,175.	6,540.		1,635.
Total		<u>8,175.</u>	<u>6,540.</u>		<u>1,635.</u>

Form 990-PF, Page 2, Part II, Line 10a

**L-10a Stmt**

Line 10a - Investments - US and State Government Obligations:	End of Year		End of Year	
	State and Local Obligations Book Value	State and Local Obligations FMV	US Government Obligations Book Value	US Government Obligations FMV
FEDERAL HOME LOAN MORTGAGE CERTIFIC			5,667,309.	5,667,309.
Total			<u>5,667,309.</u>	<u>5,667,309.</u>

Form 990-PF, Page 2, Part II, Line 10b

**L-10b Stmt**

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
VARIOUS CORPORATE EQUITY ACCOUNTS	604,394.	604,394.
UNREALIZED GAIN/(LOSS) ON AFS	155,077.	155,077.
Total	<u>759,471.</u>	<u>759,471.</u>

Form 990-PF, Page 2, Part II, Line 14

**L-14 Stmt**

Line 14b - Description of Land, Buildings, and Equipment	(a)	(b)	(c)
	Cost/Other Basis	Accumulated Depreciation	Book Value
OFFICE FURNITURE - PRIOR ACQUISITIONS	3,731.	3,731.	0.
OFFICE EQUIPMENT	13,667.	13,667.	0.
OFFICE EQUIPMENT - COPIER	870.	580.	290.
Total	<u>18,268.</u>	<u>17,978.</u>	<u>290.</u>