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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning 2/1/2012, and ending 1/31/2013

Name of foundation Leonard C & Mildred F Ferguson Foundation		A Employer identification number 65-6245247
Number and street (or P.O. box number if mail is not delivered to street address) 7 Easton Oval EA4E86	Room/suite	B Telephone number (see instructions) (330) 258-2360
City or town, state, and ZIP code Columbus OH 43219		C If exemption application is pending, check here <input type="checkbox"/>
G 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		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H 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		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 12,803,600	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	303,606	303,606		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	30,409			
	b Gross sales price for all assets on line 6a 2,407,080				
	7 Capital gain net income (from Part IV, line 2)		30,409		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	334,015	334,015	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	54,590	40,942		13,648
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	1,275	956		319
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	3,863	3,863		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	2,008	613		1,395
	24 Total operating and administrative expenses. Add lines 13 through 23	61,736	46,374	0	15,362
	25 Contributions, gifts, grants paid	467,559			467,559
26 Total expenses and disbursements. Add lines 24 and 25	529,295	46,374	0	482,921	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-195,280				
b Net investment income (if negative, enter -0-)		287,641			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

HTA

Form **990-PF** (2012)

SCANNED JUL 08 2013

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing				
	2 Savings and temporary cash investments		318,351	559,169	559,169
	3 Accounts receivable <input type="checkbox"/>				
	Less allowance for doubtful accounts <input type="checkbox"/>				
	4 Pledges receivable <input type="checkbox"/>				
	Less allowance for doubtful accounts <input type="checkbox"/>				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7 Other notes and loans receivable (attach schedule) <input type="checkbox"/>				
	Less allowance for doubtful accounts <input type="checkbox"/>				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10 a Investments—U.S. and state government obligations (attach schedule)		3,215,193	3,315,427	3,507,238
	b Investments—corporate stock (attach schedule)		6,452,120	6,248,124	8,515,327
	c Investments—corporate bonds (attach schedule)		548,035	195,990	202,093
Liabilities	11 Investments—land, buildings, and equipment basis <input type="checkbox"/>				
	Less accumulated depreciation (attach schedule) <input type="checkbox"/>				
	12 Investments—mortgage loans				
	13 Investments—other (attach schedule)				
	14 Land, buildings, and equipment basis <input type="checkbox"/>				
	Less accumulated depreciation (attach schedule) <input type="checkbox"/>				
	15 Other assets (describe <input type="checkbox"/> See Attached Statement)		64	19,773	19,773
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)		10,533,763	10,338,483	12,803,600
	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)				
	22 Other liabilities (describe <input type="checkbox"/>)				
	23 Total liabilities (add lines 17 through 22)		0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds		10,533,763	10,338,483	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds				
	30 Total net assets or fund balances (see instructions)		10,533,763	10,338,483	
	31 Total liabilities and net assets/fund balances (see instructions)		10,533,763	10,338,483	

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	10,533,763
2 Enter amount from Part I, line 27a	2	-195,280
3 Other increases not included in line 2 (itemize) <input type="checkbox"/>	3	
4 Add lines 1, 2, and 3	4	10,338,483
5 Decreases not included in line 2 (itemize) <input type="checkbox"/>	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	10,338,483

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a Capital Gains Distributions				
b Publicly Traded Securities				
c Litigation Proceeds				
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			0	
b 2,406,578		2,376,671	29,907	
c 313			313	
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a			0	
b			29,907	
c			313	
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	30,409
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	0

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	609,923	12,038,786	0.050663
2010	565,648	11,575,923	0.048864
2009	541,853	10,701,733	0.050632
2008	746,231	11,994,821	0.062213
2007	687,274	13,616,515	0.050474
2 Total of line 1, column (d)			2 0.262846
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 0.052569
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 12,174,007
5 Multiply line 4 by line 3			5 639,975
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2,876
7 Add lines 5 and 6			7 642,851
8 Enter qualifying distributions from Part XII, line 4 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.			8 482,921

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 instructions)		1	5,753
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0
3 Add lines 1 and 2		3	5,753
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	5,753
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a		
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7		0
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		131
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		5,884
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		0
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		0

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 Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
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
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 Form 990-T for this year?	N/A	
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	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> OH		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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? Website address <input type="checkbox"/> None	13	X	
14	The books are in care of <input type="checkbox"/> Huntington Bank Telephone no <input type="checkbox"/> (330) 258-2360 Located at <input type="checkbox"/> 4767 Munson Street NW Canton OH ZIP+4 <input type="checkbox"/> 44718			
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 <input type="checkbox"/> 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country <input type="checkbox"/>	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.

1a	During the year did the foundation (either directly or indirectly)		Yes	No
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b		X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years <input type="checkbox"/> 20 _____, 20 _____, 20 _____, 20 _____		Yes	No
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <input type="checkbox"/> 20 _____, 20 _____, 20 _____, 20 _____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?		Yes	No
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?**5b** N/A

Organizations relying on a current notice regarding disaster assistance check here

☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945–5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?**6b** X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**7b** 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 (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Huntington National Bank	Trustee			
4767 Munson Street, NW Canton, OH 44718	2 00	54,590		
Nancy Seeley	Trustee			
c/o 4767 Munson Street, NW Canton, OH 44718	2 00			
Lynne A Seeley	Trustee			
c/o 4767 Munson Street, NW Canton, OH 44718	2 00			
Dana G Seeley Hayse	Trustee			
c/o 4767 Munson Street, NW Canton, OH 44718	2 00			

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

☐

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3 Five highest-paid independent contractors for professional services** (see instructions). If none, enter "NONE."

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

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

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

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

	Expenses
1 None	
2	
3	
4	

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

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

	Amount
1 None	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3



0

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	12,359,391
b	Average of monthly cash balances	1b	7
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	12,359,398
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	12,359,398
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	185,391
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	12,174,007
6	Minimum investment return. Enter 5% of line 5	6	608,700

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	608,700
2a	Tax on investment income for 2012 from Part VI, line 5	2a	5,753
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	5,753
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	602,947
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	602,947
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	602,947

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	482,921
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
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	482,921
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	482,921

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				602,947
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007	16,564			
b From 2008	153,852			
c From 2009	13,116			
d From 2010				
e From 2011	18,157			
f Total of lines 3a through e	201,689			
4 Qualifying distributions for 2012 from Part XII, line 4 \blacktriangleright \$ 482,921				
a Applied to 2011, but not more than line 2a				
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				482,921
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	120,026			120,026
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	81,663			
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				
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				0
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)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	81,663			
10 Analysis of line 9				
a Excess from 2008	50,390			
b Excess from 2009	13,116			
c Excess from 2010				
d Excess from 2011	18,157			
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

Tax year	Prior 3 years			(e) Total
(a) 2012	(b) 2011	(c) 2010	(d) 2009	
				0
b 85% of line 2a				0
c Qualifying distributions from Part XII, line 4 for each year listed				0
d Amounts included in line 2c not used directly for active conduct of exempt activities				0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c				0
3 Complete 3a, b, or c for the alternative test relied upon				
a "Assets" alternative test—enter				
(1) Value of all assets				0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				0
c "Support" alternative test—enter				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0
(3) Largest amount of support from an exempt organization				0
(4) Gross investment income				0

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))

Nancy Seeley

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

Huntington Bank, Irene Gray 4767 Munson St, NW Canton, OH 44718 (330) 258-2362

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

None

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

For youth betterment in the areas of Vermont, Maine, Florida and the Menlo Park and Atherton Areas of California

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) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies .					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	303,606	
5 Net rental income or (loss) from real estate					
a Debt-financed property .					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	30,409	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal Add columns (b), (d), and (e)		0		334,015	0
13 Total. Add line 12, columns (b), (d), and (e)				13	334,015
(See worksheet in line 13 instructions to verify calculations)					

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

[illegible]

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

Somerset Economic Development Corp

Street

41 Court Street

City

Skowhegan

State

ME

Zip Code

04976

Foreign Country**Relationship****Foundation Status**

509(a)(1)

Purpose of grant/contribution

Youth Grant for Tech Spot

Amount

10,000

Name

30 Mile River Watershed Assoc

Street

PO box 132

City

Mount Vernon

State

ME

Zip Code

04352

Foreign Country**Relationship****Foundation Status**

509(a)(1)

Purpose of grant/contribution

Youth Leader Grant

Amount

7,000

Name

Bates Dance Festival Bates College

Street

305 College St

City

Lewistown

State

ME

Zip Code

04240

Foreign Country**Relationship****Foundation Status**

509(a)(1)

Purpose of grant/contribution

Youth Arts Program

Amount

5,000

Name

Beacon Journal Charity Fund

Street

333 S Main St, Ste 319

City

Akron

State

OH

Zip Code

44308

Foreign Country**Relationship****Foundation Status**

509(a)(2)

Purpose of grant/contribution

Dental Health Education

Amount

2,000

Name

Thompson Lake Environmental Assoc

Street

PO Box 25

City

Oxford

State

ME

Zip Code

04270

Foreign Country**Relationship****Foundation Status**

509(a)(2)

Purpose of grant/contribution

Youth Conservation Corps

Amount

3,500

Name

Community Bicycle Center

Street

21 Knight Farm Rd

City

Kennebunk

State

ME

Zip Code

04043

Foreign Country**Relationship****Foundation Status**

509(a)(1)

Purpose of grant/contribution

Healthy Eating & Snack Program

Amount

5,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

The Turning Point of Chittenden County

Street

191 Bank Street

City

Burlington

State

VT

Zip Code

05401

Foreign Country**Relationship****Foundation Status**

509(a)(1)

Purpose of grant/contribution

General Fund

Amount

38,809

Name

Greater Portland Landmarks

Street

93 High Street

City

Portland

State

ME

Zip Code

04101

Foreign Country**Relationship****Foundation Status**

509(a)(1)

Purpose of grant/contribution

Historic Preservation Grant

Amount

10,000

Name

Compass Project/Spurwink

Street

219 Anderson St #6

City

Portland

State

ME

Zip Code

04101

Foreign Country**Relationship****Foundation Status**

509(a)(1)

Purpose of grant/contribution

Pilot Gig Building and Water Program

Amount

5,000

Name

Hospice Volunteers of Waterville Area

Street

304 Main Street

City

Waterville

State

ME

Zip Code

04901

Foreign Country**Relationship****Foundation Status**

509(a)(1)

Purpose of grant/contribution

Social Youth Grant

Amount

1,500

Name

Habitat for Humanity of Greater Stark and Carroll County

Street

2800 Leemont Ave NW

City

Canton

State

OH

Zip Code

44709

Foreign Country**Relationship****Foundation Status**

509(a)(2)

Purpose of grant/contribution

General Fund

Amount

1,000

Name

Highland Community College

Street

2998 Pearl City Road

City

Freeport

State

IL

Zip Code

61032

Foreign Country**Relationship****Foundation Status**

509(a)(1)

Purpose of grant/contribution

New Nursing Wing

Amount

20,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

Ogdensburg Boys and Girls Club

Street

610 Patterson St

City

Ogdensburg

State

NY

Zip Code

13669

Foreign Country**Relationship****Foundation Status**

509(a)(1)

Purpose of grant/contribution

General Fund

Amount

5,000

Name

Frederic Remington Art Museum

Street

303 Washington Street

City

Ogdensburg

State

NY

Zip Code

13669

Foreign Country**Relationship****Foundation Status**

509(a)(1)

Purpose of grant/contribution

Kid's Place

Amount

5,000

Name

The Alie Fund/National Multiple Sclerosis

Street

3201 W Commerical Blvd

City

Fort Lauderdale

State

FL

Zip Code

33309

Foreign Country**Relationship****Foundation Status**

509(a)(1)

Purpose of grant/contribution

Society Health Grant

Amount

5,000

Name

Eastside College Preparatory School

Street

1041 Myrtle Street

City

E Palo Alto

State

CA

Zip Code

94303

Foreign Country**Relationship****Foundation Status**

509(a)(1)

Purpose of grant/contribution

Education Grant

Amount

17,000

Name

Hammer & Nails Inc

Street

906 12th Street

City

Canton

State

OH

Zip Code

44703

Foreign Country**Relationship****Foundation Status**

509(a)(2)

Purpose of grant/contribution

Projects, Community Needs, Homes

Amount

500

Name

Maine Audubon

Street

20 Gilsland Farm Rd

City

Falmouth

State

ME

Zip Code

04195

Foreign Country**Relationship****Foundation Status**

509(a)(2)

Purpose of grant/contribution

Out in the Field Project

Amount

8,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

Androscoggin Land Trust

Street

PO box 3145

City

Auburn

State

ME

Zip Code

04212

Foreign Country**Relationship****Foundation Status**

509(a)(2)

Purpose of grant/contribution

Youth Reconnecting with Androscoggin

Amount

16,000

Name

The Telling Room

Street

225 Commercial Street #201

City

Portland

State

ME

Zip Code

04101

Foreign Country**Relationship****Foundation Status**

509(a)(2)

Purpose of grant/contribution

Young Writers and Leaders

Amount

5,000

Name

The Committee on Temporary Shelter

Street

PO Box 1616

City

Burlington

State

VT

Zip Code

05402

Foreign Country**Relationship****Foundation Status**

509(a)(1)

Purpose of grant/contribution

New Daystation

Amount

10,000

Name

Theatreworks

Street

1100 Hamilton Court

City

Palo Alto

State

CA

Zip Code

94025

Foreign Country**Relationship****Foundation Status**

509(a)(2)

Purpose of grant/contribution

Children's Healing Project

Amount

10,000

Name

Boys & Girls Club of Peninsula

Street

401 Pierce Road

City

Menlo Park

State

CA

Zip Code

94025

Foreign Country**Relationship****Foundation Status**

509(a)(1)

Purpose of grant/contribution

Current Operations and Spelling Bee

Amount

14,000

Name

Medical Assistance Foundation

Street

1712 South Main Street

City

Fairfield

State

IA

Zip Code

52556

Foreign Country**Relationship****Foundation Status**

509(a)(2)

Purpose of grant/contribution

Health Grant Med Machinery

Amount

5,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

Refuge of Hope Ministries

Street

300 Walnut Avenue, NE

City

Canton

State

OH

Zip Code

44702

Foreign Country**Relationship****Foundation Status**

509(a)(1)

Purpose of grant/contribution

Food Program

Amount

2,000

Name

J Babe Stearn Community Center

Street

2628 13th Street SW

City

Canton

State

OH

Zip Code

44710

Foreign Country**Relationship****Foundation Status**

509(a)(1)

Purpose of grant/contribution

General Fund

Amount

1,500

Name

Akron/Canton Regional Foodbank

Street

350 Opportunity Parkway

City

Akron

State

OH

Zip Code

44307

Foreign Country**Relationship****Foundation Status**

509(a)(1)

Purpose of grant/contribution

Food Program

Amount

1,500

Name

Peninsula Open Space Trust

Street

222 High Street

City

Palo Alto

State

CA

Zip Code

94301

Foreign Country**Relationship****Foundation Status**

509(a)(1)

Purpose of grant/contribution

Heart of the Redwoods Campaign

Amount

20,000

Name

Maine Philanthropy Center

Street

PO Box 9301

City

Portland

State

ME

Zip Code

04104

Foreign Country**Relationship****Foundation Status**

509(a)(1)

Purpose of grant/contribution

Environmental Funders Network

Amount

3,000

Name

Stark Community Foundation

Street

400 Market Avenue North

City

Canton

State

OH

Zip Code

44702

Foreign Country**Relationship****Foundation Status**

509(a)(1)

Purpose of grant/contribution

General Fund

Amount

7,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

Freeport Art Museum

Street

121 N Harlem

City

Freeport

State

IL

Zip Code

61032

Foreign Country**Relationship****Foundation Status**

509(a)(1)

Purpose of grant/contribution

New Education Director

Amount

10,000

Name

Thousand Islands Art Center

Street

PO Box 123

City

Clayton

State

NY

Zip Code

13624

Foreign Country**Relationship****Foundation Status**

509(a)(2)

Purpose of grant/contribution

After School Arts Program

Amount

5,000

Name

Prevent Blindness Ohio

Street

1500 West Third Avenue

City

Columbus

State

OH

Zip Code

43212

Foreign Country**Relationship****Foundation Status**

509(a)(1)

Purpose of grant/contribution

Vision Loss Prevention

Amount

5,000

Name

Hope for Haiti

Street

1021 5th Avenue North

City

Naples

State

FL

Zip Code

34102

Foreign Country**Relationship****Foundation Status**

509(a)(2)

Purpose of grant/contribution

Children without Schools

Amount

5,000

Name

Island Readers and Writers

Street

PO Box 227

City

Mount Desert

State

ME

Zip Code

04660

Foreign Country**Relationship****Foundation Status**

509(a)(1)

Purpose of grant/contribution

Education Grant for Books

Amount

5,000

Name

Senior Resource Center

Street

1237 W Galena Ave

City

Freeport

State

IL

Zip Code

61032

Foreign Country**Relationship****Foundation Status**

509(a)(2)

Purpose of grant/contribution

Staff Member

Amount

10,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

Quebec Labrador Foundation

Street

55 South Main Street

City

Ipswich

State

MA

Zip Code

01938

Foreign Country**Relationship****Foundation Status**

509(a)(1)

Purpose of grant/contribution

Environmental Grant Website

Amount

7,500

Name

Maine Conservation Alliance

Street

295 Water Street, Suite 9

City

Augusta

State

ME

Zip Code

04330

Foreign Country**Relationship****Foundation Status**

509(a)(1)

Purpose of grant/contribution

General Operating

Amount

10,000

Name

Exploratorium

Street

Piers 15/17

City

San Francisco

State

CA

Zip Code

94111

Foreign Country**Relationship****Foundation Status**

509(a)(1)

Purpose of grant/contribution

Catalyst Campaign

Amount

20,000

Name

Hammond Presbyterian Church

Street

PO Box 193

City

Hammond

State

NY

Zip Code

13646

Foreign Country**Relationship****Foundation Status**

509(a)(1)

Purpose of grant/contribution

General Upkeep and Maintenance

Amount

10,000

Name**Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount****Name****Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount**

Part I, Line 6 (980 FF) - Gain/Loss from Sale of Assets Other Than Inventory

		Amount		Totals											
		138		Capital Gains/Losses											
				Other sales											
Check "X" to include in Part IV		Description	CUBIP#	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	X	Publicly Traded Securities							2,407,080	2,306,671					23,907
2	X	Litigation Proceeds							313						313

Part I, Line 16b (990-PF) - Accounting Fees

		1,275	956	0	319
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	Select Fiduciary	1,275	956		319

Part I, Line 18 (990-PF) - Taxes

		3,863	3,863	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Tax on investment income				
2	Estimated Tax on investment income				
3	Foreign Tax Withheld	3,863	3,863		

Part I, Line 23 (990-PF) - Other Expenses

		2,008	613	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	State Filing Fee			
2	Dividend Expenses	613	613	
3	Membership	1,395		

Part I, Line 23 (990-PF) - Other Expenses

	1,395
	Disbursements for Charitable Purposes
1	
2	
3	1,395

Part II, Line 10a (990-PF) - Investments - U.S. and State Government Obligations

		Federal		State/Local		0		0		3,315,427		3,444,898		3,507,238	
		3,215,193		0		0		0		0		0		0	
	Description	Num Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year	State/Local Obligation								
1	US Treasury 3 25% 3/31/17		248,082	248,082	281,562	276,408									
2	US Treasury 2 5% 3/31/15		248,777	248,777	267,090	261,915									
3	US Treasury 1 875% 6/30/15		198,863	198,863	210,204	207,454									
4	FNMA 5 38% 10/2/13		252,362	252,362	270,457	258,485									
5	FNMA 1 3% 11/17/14		150,000	150,000	153,049	152,711									
6	FNMA 1 5% 9/08/14		250,000	250,000	255,198	254,308									
7	FFCB 3 375% 12/27/18		250,260	250,260	281,488	281,068									
8	FFCB 5% 9/4/13		254,530	254,530	268,578	257,138									
9	FFCB 4 25% 1/5/17		251,298	251,298	288,415	285,563									
10	FHLB 5 65% 6/15/17		100,000	100,000	101,906										
11	FHLB 3 5% 3/13/15		246,265	246,265	272,490	266,695									
12	IShares Barclays US Treasury Inflation Prote		111,610	111,610	119,360	120,780									
13	US Treasury Inflationary Index 125% 4/15/1		101,754	101,754	108,756	110,697									
14	US Treasury Inflationary Index 125% 1/15/2		101,662	101,662	104,125	109,959									
15	FNMA V/R Multi Step Cpn Bnd 1 3% 10/26/1		100,000	100,000	100,563										
16	FNMA V/R Multi Step Cpn Bnd 1% 12/28/16		100,000	100,000	100,446	100,189									
17	FHLB 2 5% 4/27/16		149,910	149,910	160,304	159,566									
18	FHLB 1 22% 12/21/16		99,820	99,820	100,907	101,804									
19	FNMA 1 0% 11/29/17			100,000		99,812									
20	FHLMC 1 05% 7/30/2018			100,000		99,788									
21	FHLB 1 55% 10/12/2017			100,234		102,898									

Part II, Line 10b (990-PF) - Investments - Corporate Stock

Description		Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
1	Volkswagen	554	12,011		19,632	8,515,327
2	Aaron's Inc	231	3,358	4,245	6,147	7,739
3	Burberry Group PLC			11,966		13,167
4	Carnival Corp	820	30,179	30,179	24,764	31,750
5	Choice Hotels International	260	6,372	5,034	9,448	7,749
6	Cinemark Holdings	290	5,623	5,623	5,719	8,161
7	Columbia Sportswear	110	4,531	6,089	5,044	7,153
8	Coinstar			11,467		9,362
9	Deckers Outdoor	140	2,830		11,319	
10	Gannett	470	6,387	5,153	6,660	7,459
11	Guess	322	11,644		9,660	
12	Hanesbrands	399	8,451		9,815	
13	Hennes & Mauritz	4,964	26,375	23,163	32,470	32,285
14	Hibbett Sports	190	3,016	1,804	9,107	7,372
15	Home Depot	1,500	57,977	57,977	66,585	100,380
16	Kingfisher PLC	3,676	28,926	28,925	29,665	31,437
17	LKQ Corp	447	5,170	2,256	14,572	9,829
18	LVMH Moet Hennessy	1,287	18,941	12,842	41,647	40,635
19	Expedia			7,136		14,551
20	Fifth & Pacific			2,058		3,141
21	Monro Muffler Brake	275	8,837	8,837	11,534	9,961
22	Morningstar	290	11,111	10,082	17,333	18,276
23	NCI Buildings Sys			1,592		2,276
24	Newell Rubbermaid	15,000	1,688	1,688	277,050	352,200
25	Peets Coffee & Tea	80	1,880		4,860	
26	Polaris Inds Inc	282	5,550	3,470	18,161	15,415
27	Publicis Groupe	820	18,130	21,875	20,642	30,572
28	Regal Entertainment	413	4,686	5,247	5,142	6,942
29	Sally Beauty	630	6,085	4,731	12,991	14,066
30	Starbucks	1,500	39,530	39,530	71,880	84,180
31	TJX Companies	1,000	37,977	37,977	68,140	90,360
32	TRW Automotive Holdings	263	8,447	8,581	9,868	14,350
33	Target	1,500	78,897	78,897	76,215	90,615
34	Toyota Mtr Ltd	424	34,721	31,088	31,156	36,622
35	Ulta Salon Cosmetics & Fragrance			11,233		12,423
36	VF Corp	500	37,591	37,591	65,745	73,790
37	Wolverine World Wide	180	4,541	5,404	7,036	8,600
38	Caseys General Stores	110	3,466	3,466	5,603	6,020
39	Church & Dwight Co	328	7,952		14,881	
40	Coca Cola	1,500	71,440	47,495	101,295	74,480
41	Colgate Palmolive	1,000	53,970	53,970	90,720	107,370
42	Diamond Foods	11	382		400	
43	Energizer Holdings	151	9,792	10,698	11,645	13,748
44	General Mills	1,500	55,000	55,000	59,745	62,910
45	Hain Celestial Group	89	2,299	1,992	3,434	3,420
46	J&J Snack Foods Corp	130	5,565	4,065	6,634	6,815

Part II, Line 10b (990-PF) - Investments - Corporate Stock

Appendix, Line 100 (330-41) - Investments - Corporate Stock									
Description		Num Shares/ Face Value	6,452,120		6,248,124		7,827,575		FMV End of Year
			Book Value Beg of Year	Book Value End of Year	FMV Beg of Year				
47	Kellogg	1,000	50,465	50,465	49,520	58,500			
48	Nestle SA Sponsored ADR	467	17,463	15,365	26,788	29,055			
49	Procter & Gamble	1,500	47,268	47,268	94,560	112,740			
50	Nu Skin Enterprises			8,419		9,743			
51	Reckitt Benckiser Group	3,458	30,369	19,858	36,845	31,538			
52	Ruddick	115	2,645		4,639				
53	SabMiller Plc	337	6,576	6,576	12,806	16,830			
54	Tesco Plc Sponsored ADR	1,598	31,648		24,178				
55	United National Foods	155	4,053	4,053	6,828	8,367			
56	Walmart De Mexico	740	7,309	5,013	22,910	17,094			
57	Walgreen	2,000	64,559		66,720				
58	Royal Bank of Scotland			13,414		14,576			
59	BG Group Plc	264	22,182		29,683				
60	Cnooc Ltd	126	18,184	15,224	25,628	22,586			
61	Canadian Natural Resources	409	12,259		16,200				
62	Conocophillips	1,500	77,626	59,017	102,315	87,000			
63	Devon Energy Corp	1,000	63,812	63,812	63,810	57,190			
64	Dril-Quip	205	7,085	5,551	13,524	14,596			
65	Exxon Mobil	1,500	57,595	57,595	125,610	134,955			
66	Linn Co			3,498		3,511			
67	Oil States Inc			10,138		11,016			
68	Noble Corp			35,458		40,500			
69	Western Refining			17,642		20,043			
70	Natural Gas Services Group	98	1,740		1,351				
71	Royal Dutch Shell Plc	1,000	60,935	60,935	71,360	70,520			
72	Schlumberger	1,469	46,754	46,754	110,425	114,655			
73	Valero Energy	2,500	95,785	95,785	59,975	109,325			
74	Core Laboratories NV	105	1,239	788	11,154	8,552			
75	AIA Group			25,963		27,446			
76	Affiliated Managers Group	223	5,969	3,252	8,845	7,629			
77	Allstate	2,000	90,700	90,700	57,700	87,800			
78	American Campus Communities	110	3,245	3,196	4,708	5,123			
79	Bank of America	3,000	135,620	135,620	21,390	33,960			
80	Brandywine Realty Trust			3,046		3,730			
81	Chubb Corp	1,000	48,419	48,419	67,410	80,310			
82	City Natl Corp	120	5,611	6,481	5,506	7,414			
83	Cobiz Financial	327	1,907	1,907	1,955	2,668			
84	EPR Properties/Entertainment Properties		6,693	8,616	13,163	16,120			
85	FNB Corp	549	4,952	4,952	6,434	6,363			
86	First Cash Financial Services	178	6,202	4,909	7,165	6,664			
87	Forest City Ent	540	3,330	1,611	7,090	6,172			
88	HCC Insurance Holdings	220	5,059	3,456	6,107	6,189			
89	Hang Lung Properties	791	11,957	14,704	13,593	17,896			
90	Hercules Technology Growth	206	2,063	2,847	1,963	3,363			
91	Hersha Hospitality Trust	2,312	13,636	15,024	12,554	14,124			
92	Hong Kong Exchanges Unspn ADR	1,000	8,238	8,238	17,931	19,593			

Part II, Line 10b (990-PF) - Investments - Corporate Stock

	Description	Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
93	Ind & Comm Bk of China	1,712	22,066	22,066	23,977	25,783
94	Intercontinentalexchange	109	11,398		12,478	
95	Itau Unibanco Holding	1,514	28,871	32,059	30,219	29,567
96	JP Morgan Chase	2,000	72,349	72,349	74,600	94,100
97	Jones Lang Lasalle	132	11,660	12,916	10,396	14,466
98	PT Bank Mandiri			1,846		1,933
99	Medley Capital Corp	213	2,537	2,875	2,371	3,526
100	Metlife	1,000	50,700	50,700	35,330	37,340
101	Mitsubishi UFJ Finl Grp	4,458	26,364	22,399	20,462	21,819
102	PNC Financial			33,320		30,900
103	Pinnacle Financial Partners	177	2,179	1,525	2,981	2,340
104	Price T Rowe Group	1,000	38,308	38,308	57,840	71,410
105	RLI Corp	120	6,007	6,671	8,558	8,971
106	Raymond James Financial	416	11,796	9,329	14,560	14,683
107	Reinsurance Group Amer	230	10,292	4,334	12,533	6,370
108	Susquehanna Bancshares			1,464		2,295
109	Torchmark	327	12,124	8,297	14,934	12,869
110	Tower Bancorp	71	1,732	12,144	2,186	14,165
111	Turkiye Garanti Bankasi	5,055	23,029		18,319	
112	Umpqua Holdings	630	7,942	7,942	7,667	7,963
113	Universal Health Realty Income	115	3,909	3,224	4,599	5,237
114	Vist Financial	1	23		12	
115	Wells Fargo & Co	3,000	64,678	64,678	87,630	104,490
116	Westamerica Bancorporation	165	7,768	7,768	7,671	7,329
117	Tree Com			380		437
118	Abbott Laboratories	1,500	63,900	30,656	81,225	50,820
119	Amgen	1,500	98,713	63,601	101,895	85,460
120	Becton Dickinson	500	31,892	31,892	39,205	42,020
121	Bio-Rad Labs	140	12,044	10,615	14,218	14,224
122	Abbvie			33,244		55,035
123	Endo Pharmaceutical Hldgs	411	14,029		15,277	
124	Bio-Reference Labs			2,145		2,751
125	Fresenius Medical Care	413	15,933	15,933	29,530	29,075
126	Glaxo Smithkline Plc	2,000	99,748		89,080	
127	Carefusion			5,847		6,612
128	Johnson & Johnson	1,500	72,990	48,660	98,865	73,920
129	HMS Holdings			4,477		4,580
130	Landauer	80	3,985	3,985	4,546	5,039
131	Healthways Inc			3,087		3,061
132	Medtronic	1,500	70,919	70,919	57,855	69,900
133	Meridian Bioscience	435	9,421	7,582	7,586	7,542
134	Novartis Ag ADR	532	24,766	21,844	28,920	32,147
135	Novo Nordisk ADR	278	7,507	6,130	33,132	41,847
136	Owens & Minor	197	4,812		5,991	
137	Myriad Genetics			7,548		7,036
138	Pfizer	3,000	109,943	109,943	64,200	81,840

Part II, Line 10b (990-PF) - Investments - Corporate Stock

	Description	Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
139	SXC Health Solutions	173	6,303		10,909	8,515,327
140	Henry Schein	69	2,584	2,584	4,891	5,957
141	Solta Medical			3,085		2,703
142	Techno Corp	110	6,982	6,982	7,508	7,885
143	Teva Pharmaceutical	2,757	90,392	84,521	124,451	100,142
144	Young Innovations	120	3,875	3,001	3,666	3,750
145	Syneron Medical	275	2,858	2,858	2,987	2,811
146	Aaon	270	4,449	3,677	5,459	5,230
147	Acacia Research	386	7,351	10,144	15,888	12,459
148	Acuity Brands	160	6,258	6,227	9,317	10,664
149	Advisory Board	65	1,625	911	4,954	4,068
150	AGCO Corp			10,650		13,409
151	Brady Corp	225	6,712		7,283	
152	Canadian Natl Railway	376	21,213	16,462	28,358	28,028
153	Carlisle Cos	160	5,499	3,491	7,637	6,736
154	Caterpillar	1,000	24,930	24,930	109,120	98,390
155	Builders Firstsource			2,484		2,798
156	Clarcor	200	7,445	7,731	10,282	10,344
157	Embraer	857	19,489	20,427	23,499	30,036
158	Emerson Electric	1,000	28,206	50,246	51,380	85,875
159	Exponent	210	5,714	4,866	10,259	8,800
160	Fanuc Ltd Unsp	863	9,576	9,576	24,164	22,460
161	Fisrmdth & C	2,216	13,351		16,390	
162	Forward Air Corp	305	7,440	6,361	10,675	10,020
163	Gardner Denver	305	12,970	1,641	22,753	5,418
164	General Electric	4,000	148,106	148,106	74,840	89,120
165	Graco	170	5,031	5,337	7,817	9,438
166	Joy Global	176	4,361		15,961	
167	Kforce	341	4,498	6,972	4,239	7,334
168	Kirby Corp	230	7,194	8,658	15,357	16,603
169	Knight Trans	450	8,546	8,546	7,925	7,178
170	Komatsu Ltd	1,013	13,878	19,351	28,550	33,326
171	Manpower	1,500	84,443		60,165	
172	Mastec	39	443		635	
173	Middleby			4,509		6,361
174	Moog Inc	250	9,468	8,523	10,655	10,074
175	Old Dominion Freight Line	74	2,839		3,154	
176	Parker Hannifin Corp	1,000	45,591	45,591	80,680	92,970
177	Polypore International			3,037		2,778
178	Raven Industries	120	3,372	3,372	7,787	6,463
179	Raytheon	1,500	51,860	51,860	71,985	79,020
180	Siemens Ag ADR	276	34,338	24,146	26,024	21,575
181	Simpson Manufacturing	130	3,478		4,209	
182	3M	1,000	63,522	63,522	86,710	100,550
183	IL-VI Inc	320	6,987	5,531	7,363	4,595

Part II, Line 10b (990-PF) - Investments - Corporate Stock

		6,452,120		6,248,124		7,827,575		8,515,327	
Description		Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year			
184	United Technologies	1,000	42,480	42,480	78,350	87,570			
185	Spirit Airlines			3,281		2,889			
186	Waste Connections	137	2,108	2,108	4,426	4,935			
187	Westco Intl	306	10,228	7,666	19,241	17,868			
188	Adobe Systems	3,000	90,878	90,878	92,850	113,490			
189	Alliance Data Systems	114	3,633	3,506	12,631	17,494			
190	AOL Inc			12,591		12,781			
191	Apple Inc			42,868		34,162			
192	Arm Holdings Plc	429	2,765	2,314	12,390	14,741			
193	BMC Software			7,820		7,811			
194	Blackbaud Inc	450	7,522	7,005	13,694	10,591			
195	Canon	670	26,918		28,710				
196	Cisco Systems	6,000	107,693	86,064	117,870	102,850			
197	Corning	5,000	44,605		64,350				
198	Cirrus Logic Inc			7,129		6,493			
199	Daktronics	645	5,632		7,056				
200	Dassault Systems	153	7,681	7,681	12,694	17,005			
201	8x8 Inc			2,819		2,555			
202	Fair Isaac Corp	310	8,613	6,535	11,234	11,718			
203	Finisar Corp	265	2,651	2,589	5,369	2,620			
204	GSI Commerce								
205	Heartland Payment Systems	148	2,947	2,947	3,552	4,700			
206	Henry Jack & Assoc	410	7,647	6,550	14,022	15,140			
207	Hewlett Packard	3,000	122,145		83,940				
208	Hittite Microwave	90	4,805	4,805	4,952	5,524			
209	IPG Photonics			10,671		12,310			
210	IAC/Interactive	388	7,490		16,711				
211	Intel	5,000	161,244	141,494	132,100	94,680			
212	IBM Corp	750	60,668	38,790	144,450	101,535			
213	LAM Research Corp	265	13,648		11,286				
214	Logmein	112	4,275		4,461				
215	Manhattan Associates	235	4,801	4,463	10,307	15,072			
216	Microsoft	3,000	74,928	74,928	88,590	82,350			
217	MIPS Technologies	499	2,415		2,929				
218	National Instruments	177	3,317	3,631	4,763	5,311			
219	Neustar Inc			5,006		5,823			
220	Nice Systems	146	3,345	3,345	5,250	5,389			
221	OSI Systems	98	2,759	2,153	5,266	4,188			
222	Oracle Corporations	4,000	100,695	100,695	112,840	142,040			
223	Power Integration	165	4,921	4,231	5,937	5,423			
224	Qualcomm Inc			55,454		66,020			
225	Rofin-Sinar Technologies	190	4,388		5,390				
226	SAP AG-Sponsored	676	28,803	16,943	40,884	35,105			
227	Scansource	145	3,982	5,103	5,446	5,376			
228	Sucessfactors	106	3,304		4,219				

Part II, Line 10b (990-PF) - Investments - Corporate Stock

Description		6,452,120		6,248,124		7,827,575		8,515,327	
		Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year			
229	Symntec Corp	2,500	44,850	44,850	42,975	54,425			
230	Syntel	222	8,478	6,298	10,416	10,434			
231	Tencent Holdings	1,036	21,250		25,344				
232	Taiwan Semiconductor Mfg			12,016		15,824			
233	Texas Instruments	2,500	68,188	68,188	80,950	82,700			
234	Verint Systems	43	976	976	1,216	1,453			
235	Wright Express	302	10,563		16,525				
236	Tencent Holdings			18,485		32,055			
237	Wex Inc			8,490		19,181			
238	Internap Network Services	589	4,182	4,182	3,952	4,659			
239	Aptargroup	220	6,092	6,092	11,532	11,337			
240	Balchem	135	2,673	3,229	5,108	4,974			
241	CF Industries Holdings	64	8,251	6,332	11,352	11,688			
242	Cliffs Natural Resources	146	6,797		10,549				
243	Compass Minerals	80	4,270		5,846				
244	Du Pont El De Nemours	1,000	40,640	40,640	50,890	47,450			
245	FMC Corp	108	4,817	6,600	10,009	11,003			
246	Freeport-McMoran C&G	1,000	26,677	26,677	46,210	35,250			
247	Nucor Corp			38,830		46,010			
248	Newmarket Corp	75	4,906	8,114	11,242	9,441			
249	Potash Corp	544	17,870	17,870	25,427	23,120			
250	Praxair	500	24,180	24,180	53,100	55,185			
251	Schnitzer Steel Inds	1,000	43,873		43,630				
252	Silver Standard Resources			2,470		1,928			
253	Southern Copper	193	6,085	9,000	6,695	11,344			
254	Syngenta AG			17,860		21,523			
255	Assa Abloy Ab	1,918	25,592	20,071	25,998	28,390			
256	AT&T	2,000	70,680	70,680	58,820	69,580			
257	Metropcs Communications			6,096		5,927			
258	NII Holdings	249	6,291		5,012				
259	SBA Communications	320	6,464	727	14,630	3,343			
260	Ubiquiti Networks			793		979			
261	Verizon Communications	2,000	84,409	84,409	75,320	87,220			
262	Vodafone Group	2,463	48,284	48,284	66,698	67,289			
263	Dominion Resources	2,000	63,138	63,138	100,080	108,220			
264	Exelon	1,500	59,535	59,535	59,670	47,160			
265	Heico			6,023		6,462			
266	Southern Co	1,500	50,765	50,765	68,340	66,345			
267	Adidas AG ADR		21,880	21,308	21,667	27,131			
268	Callaway Golf	245	1,423	1,423	1,642	1,607			
269	Dorman Products	150	5,329	3,711	6,524	7,445			
270	IMax	55	1,747	7,414	1,139	7,042			
271	Li & Fung Ltd	4,950	18,834		21,651				
272	Las Vegas Sands	280	12,008	17,783	13,751	22,132			
273	National Cinemedia	158	2,027	2,492	2,152	3,056			

Part II, Line 10b (990-PF) - Investments - Corporate Stock

	Description	Num Shares/ Face Value	6,452,120		6,248,124		7,827,575		8,515,327	
			Book Value Beg of Year	Book Value End of Year	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year	FMV Beg of Year	FMV End of Year
274	Pier 1 Imports	191	2,124	3,926			2,970	6,117		
275	Ross Stores	206	7,302	8,131			10,469	11,940		
276	Southbys	324	13,420	9,761			10,596	8,046		
277	Swatch Group	751	14,263	15,146			15,835	21,776		
278	Andersons	110	4,303				4,457			
279	Archer-Daniels-Midland	1,500	41,955				42,945			
280	Corn Products	218	11,285				12,097			
281	Pepsico	500	30,125	64,900			32,835	72,850		
282	Apache Corp	250	30,397				24,720			
283	Dawson Geophysical	138	5,523	2,341			4,911	1,657		
284	Helmerich & Payne	278	16,812				17,155			
285	Hollyfrontier Corp	546	8,758				16,020			
286	Hornbeck Offshore Services	102	2,833	1,337			3,334	1,841		
287	Peabody Energy Corp	1,000	61,484				34,090			
288	RPC Energy Services	696	13,482				10,614			
289	Suncor Energy	1,000	30,260	30,260			34,500	34,020		
290	Amtrust Financial	343	7,427				8,894			
291	Credit Suisse Group	918	39,532				23,905			
292	Ezcorp	80	2,621				2,146			
293	Iberiabank Corp	90	5,288	7,651			4,705	7,466		
294	ING Groep	2,530	21,619				23,048			
295	Prosperity Bancshares	120	5,495	7,459			4,981	7,669		
296	Sberbank Spon ADR	1,541	16,749	12,418			18,390	16,577		
297	State Bank Financial	310	4,943	6,025			4,960	6,065		
298	State Street Corp	750	23,910	23,910			29,385	41,738		
299	United Bkshares	58	1,379	1,379			1,617	1,478		
300	Accuray	191	1,508	3,264			1,079	2,223		
301	Align Technology	156	3,501				3,675			
302	Baxter International	750	39,495	39,495			41,610	50,880		
303	Bristol-Myers Squibb	1,000	30,510	64,240			32,240	72,280		
304	Catalyst Health Solutions	54	2,529				2,957			
305	Chemmed Corp	124	8,070	6,540			6,961	7,631		
306	Impax Laboratories	208	4,446				3,927			
307	Nautus Medical	187	3,013	4,594			2,115	4,041		
308	PAR Pharmaceutical Cos	101	3,137				3,647			
309	Parexel International	82	0				0			
310	Questcor Pharmaceuticals	433	12,761	5,185			15,341	4,688		
311	Wellcare Health Plans	220	11,606	11,483			13,147	11,055		
312	Actuant	345	8,735	7,251			8,746	8,490		
313	Colfax	306	8,695				9,290			
314	Deere & Co	500	38,965	38,965			43,075	47,030		
315	Titan International	78	1,321	1,321			1,883	1,895		
316	US Ecology	131	2,270				2,452			
317	Automatic Data Processing	500	24,315	24,315			27,390	29,645		
318	Comverse Technology	27	177	96			170	118		

Part II, Line 10b (990-PF) - Investments - Corporate Stock

	Description	Num. Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year
319	Global Payment Inc	296	13,594		14,806	8,515,327
320	Google Inc	50	26,110	26,110	29,006	37,785
321	ICG Group	414	3,406	4,398	3,714	6,060
322	J2 Global	325	9,874		8,789	
323	Liquidity Services	270	6,237	3,446	9,318	5,800
324	Livperson	130	1,515	2,195	1,560	2,300
325	Mercadolibre	184	12,001	14,262	16,082	19,094
326	NCR Corp	770	13,991		14,422	
327	Nokia Corp	1,097	6,186		5,529	
328	OCZ Technology Group	386	3,078		3,254	
329	TIVO	328	3,125	2,693	3,403	3,775
330	Tessera Technologies	181	2,768		3,584	
331	Accenture Plc	1,000	52,630	70,720	57,340	93,529
332	Allot Communications	130	1,907		2,049	
333	Check Point Software	223	12,270	18,895	12,553	17,050
334	Yandex NV	601	17,038	17,038	12,224	14,550
335	Teck Resources	379	19,955		16,039	
336	Ancestry.com	23	709		681	
337	Abraxas Petroleum	428	1,430		1,601	
338	KDDI Corp	861	14,763		13,635	
339	Atmos Energy Corp	522	16,615	10,885	16,918	12,777
340	El Paso Elec Co	244	7,626	11,247	8,491	11,859
341	Huntington Real Strategies Fund	10,095	85,000	85,000	77,630	78,943
342	MDC Holdings			1,710		2,516
343	Michelin Unspn			15,853		20,559
344	Pearson Plc			19,012		19,113
345	Proto Labs			1,856		1,810
346	Smith & Wesson Holding			1,788		1,565
347	Standard Pacific Corp			4,884		5,868
348	Vera Bradley			7,230		6,727
349	Yum Brands			22,631		22,015
350	Sodastream Intl			7,733		9,570
351	CVS Caremark			45,525		51,200
352	Cardtronics			2,151		2,304
353	Harris Teeter Supermarkets			2,645		4,771
354	Ingredion			11,874		15,394
355	Anadarko Petroleum			64,779		80,020
356	Atwood Oceanics			10,479		12,718
357	Education Realty			1,625		1,709
358	Extra Space Storage			2,448		2,948
359	First Republic Bank			11,893		12,634
360	HSBC Holdings			23,965		29,795
361	Hancock Holdings			3,285		3,173
362	Popular			3,142		4,026
363	Primerica			11,900		12,823

Part II, Line 10b (990-PF) - Investments - Corporate Stock

	Description	Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
364	World Acceptance			10,225		12,408
365	Deutsche Bank			13,263		15,756
366	Catamaran Corp			4,539		8,977
367	Elekta			16,959		16,398
368	Endo Health Solutions			11,207		10,511
369	Express Scripts			40,082		40,065
370	MedAssets			1,018		1,525
371	Beacon Corp			4,182		5,240
372	Trex Company			4,152		5,450
373	Trinity Inds			14,262		15,602
374	Triumph Group			11,861		13,441
375	Valmont Industries			11,123		14,572
376	Baidu Inc			16,980		15,162
377	Broadcom			34,140		32,450
378	Converse			60		58
379	Asml Holding			14,362		16,069
380	Tullow Oil PLC			13,701		12,656
381	Compass Group PLC			13,756		14,063
382	IPath Dow Jones UBS Commodity Index			102,375		105,750

Part II, Line 10c (990-PF) - Investments - Corporate Bonds

		548,035	195,990	561,194	202,093
		Book Value	Book Value	FMV	FMV
		Beg. of Year	End of Year	Beg. of Year	End of Year
Description		Interest Rate	Maturity Date		
1	Bank of America Corp 2 1%				
2	Pepsico Inc 4 65% 2/15/13				
3	Bank One Corp 5 25% 1/30/13				
4	Hershey 1 5% 11/1/16				
		249,925	95,911	251,218	100,130
		95,911	102,120	104,475	104,404
		100,079	100,079	101,097	101,963

Part II, Line 15 (990-PF) - Other Assets

		64	19,773	19,773
		Book Value Beg of Year	Book Value End of Year	FMV End of Year
1	Late Trade Not Completed		19,773	19,773
2	Accrued Interest Purchased	64		

Part IV(990FF) - Capital Gains and Losses for Tax on Investment Income

		Amount																									
Long-Term Capital Gains		0																									
Short-Term Capital Gains																											
Dispositions		CLSP#		How Acquired		Date Acquired		Date Sold		Cost Basis		Depreciation Allowed		Adjustments		Cost or Other Basis Plus Expanded Sale		Capital Loss		FVA/real '23'69		Adjusted Basis '23'69		Excess FVA Over Adj Basis		Capital Gain or Loss	
1	Capital Gains Dispositions																										
2	Publicly Traded Securities																										
3	Liquidity Payments																										

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

54,500 0 0												
Part VII, Line 1 (99077) - Compensation Officers, Directors, Trustees, and Authorized Agents												
	Name	Check 'X' if Business	Street	City	State	Zip Code	Foreign Country	Title	Ag Hrs Per Week	Compensation	Benefits	Expense Account
1	Huntington National Bank	X	4767 Munson Street, NW	Canton	OH	44718		Trustee	200	54,500		
2	Nancy Sealey		do-4767 Munson Street, NW	Canton	OH	44718		Trustee	200			
3	Lynne A Sealey		do-4767 Munson Street, NW	Canton	OH	44718		Trustee	200			
4	Dana G Sealey Hayse		do-4767 Munson Street, NW	Canton	OH	44718		Trustee	200			