Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf*

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation: TAYLOR-MCHENRY MEMORIAL FUND

A Employer identification number: 31-6063772

Number and street (or P O box number if mail is not delivered to street address) | Room/suite: PO BOX 1558 DEPT EA4E86

B Telephone number (see instructions): 330-438-1180

City or town, state or province, country, and ZIP or foreign postal code: COLUMBUS, OH 43216

C If exemption application is pending, check here ▶ [ ]

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return [ ] Amended return [ ] Address change [ ] Name change

D 1. Foreign organizations, check here ▶ [ ]
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation
[ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 2,849,070.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) ____
(Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

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 ▶ [ ] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	50,197.	49,387.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	141,944.			
	b Gross sales price for all assets on line 6a 1,095,835.				
	7 Capital gain net income (from Part IV, line 2)		141,944.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	192,141.	191,331.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	22,548.	11,274.		11,274.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 4	550.	275.	NONE	275.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 5	6,029.	779.		200.
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule)				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	29,127.	12,328.	NONE	11,749.
	25 Contributions, gifts, grants paid	130,718.			130,718.
	26 Total expenses and disbursements Add lines 24 and 25	159,845.	12,328.	NONE	142,467.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	32,296.			
	b **Net investment income** (if negative, enter -0-)		179,003.		
	c **Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets 1	Cash - non-interest-bearing			
2	Savings and temporary cash investments			
3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶ NONE			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10 a	Investments - U S and state government obligations (attach schedule)			
b	Investments - corporate stock (attach schedule)			
c	Investments - corporate bonds (attach schedule)			
11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule)	2,149,289.	2,172,343.	2,849,070.
14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	2,149,289.	2,172,343.	2,849,070.
Liabilities 17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)		NONE	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, ▶ ☒ **check here and complete lines 27 through 31.**			
27	Capital stock, trust principal, or current funds	2,149,289.	2,172,343.	
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)	2,149,289.	2,172,343.	
31	**Total liabilities and net assets/fund balances** (see instructions)	2,149,289.	2,172,343.	

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	2,149,289.
2	Enter amount from Part I, line 27a	2	32,296.
3	Other increases not included in line 2 (itemize) ▶ ROUNDING	3	3.
4	Add lines 1, 2, and 3	4	2,181,588.
5	Decreases not included in line 2 (itemize) ▶ BASIS ADJUSTMENT	5	9,245.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,172,343.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr.)	(d) Date sold (mo , day, yr)
1a	PUBLICLY TRADED SECURITIES			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	1,095,835.		953,891.	141,944.
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				141,944.
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	141,944.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	132,941.	2,502,956.	0.053114
2011	145,177.	2,543,148.	0.057086
2010	138,111.	2,509,756.	0.055030
2009	126,690.	2,271,974.	0.055762
2008	166,688.	2,695,434.	0.061841

2 **Total** of line 1, column (d)	2	0.282833
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	0.056567
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	2,683,400.
5 Multiply line 4 by line 3	5	151,792.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,790.
7 Add lines 5 and 6	7	153,582.
8 Enter qualifying distributions from Part XII, line 4	8	142,467.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter ________________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	3,580.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	3,580.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	3,580.
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 3,208.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	3,208.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ 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	372.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ NONE **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	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.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	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*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ OH			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation.*	8b	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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV.*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ▶ N/A			
14	The books are in care of ▶ HUNTINGTON NATIONAL BANK Telephone no ▶ (740)588-6470			
	Located at ▶ 422 MAIN ST, ZANESVILLE, OH ZIP+4 ▶ 43702			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
			Yes	**No**
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____ , ____ , ____ , ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____ , ____ , ____ , ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 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 2013)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		X

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

		Yes	No
5a	During the year did the foundation pay or incur any amount to		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53 4945-5(d)		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **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**		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 6		22,548.		

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		NONE	NONE	NONE

Total number of other employees paid over $50,000 ▶ NONE

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		NONE
Total number of others receiving over $50,000 for professional services . . . . ▶		NONE

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

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

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

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

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	2,659,951.
b	Average of monthly cash balances	1b	64,313.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	2,724,264.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	2,724,264.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	40,864.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,683,400.
6	**Minimum investment return.** Enter 5% of line 5	6	134,170.

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	134,170.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	3,580.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	3,580.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	130,590.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	130,590.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	130,590.

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	142,467.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	142,467.
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	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	142,467.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				130,590.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			7,071.	
b Total for prior years 20 11 ,20 ,20		NONE		
3 Excess distributions carryover, if any, to 2013				
a From 2008 NONE				
b From 2009 NONE				
c From 2010 NONE				
d From 2011 NONE				
e From 2012 NONE				
f **Total** of lines 3a through e	NONE			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 142,467.				
a Applied to 2012, but not more than line 2a			7,071.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2013 distributable amount				130,590.
e Remaining amount distributed out of corpus	4,806.			
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5	4,806.			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	NONE			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	4,806.			
10 Analysis of line 9:				
a Excess from 2009 NONE				
b Excess from 2010 NONE				
c Excess from 2011 NONE				
d Excess from 2012 NONE				
e Excess from 2013 4,806.				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, 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	Prior 3 years			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

N/A

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.

N/A

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 address of the person to whom applications should be addressed:

SEE STATEMENT 7

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 14				130,718.
Total . . . . ▶ **3a**				130,718.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

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	50,197.	
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	141,944.	
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)				192,141.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . 13 192,141.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
	NOT APPLICABLE

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

			Yes	No
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?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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.

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee: [signature] Date: 05/09/2014 Title:

HUNTINGTON NATIONAL BANK

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
RONALD SHOEMAKER	[signature]	05/09/2014		P00021964

Firm's name ▶ ERNST & YOUNG U.S. LLP — Firm's EIN ▶ 34-6565596

Firm's address ▶ 1100 HUNTINGTON CTR, 41 S HIGH COLUMBUS, OH 43215 — Phone no 419-321-6096

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AT&T INC	538.	538.
AMERICAN EXPRESS COMPANY	318.	318.
APPLE COMPUTER	211.	211.
ARCHER DANIELS MIDLAND CO	281.	281.
AUTOMATIC DATA PROCESSING	750.	750.
BALL CORP W/1 RT/SH	148.	148.
BAXTER INTERNATIONAL INC	523.	523.
BLACKROCK INFLATION PROTECTED BOND PORT	1,338.	1,338.
BRISTOL-MYERS SQUIBB CO	663.	663.
CVS CORP	269.	269.
CANADIAN NATL RAILWAY COM	342.	342.
CARDINAL HEALTH INC	439.	439.
CENTURYTEL INC	702.	702.
CHEVRONTEXACO CORP	605.	605.
CHURCH & DWIGHT CO INC	316.	316.
CISCO SYSTEMS, INC.	663.	663.
COHEN AND STEERS INSTITUTIONAL REALTY SH	1,333.	1,333.
COMCAST CORP CL A	360.	360.
DEERE & COMPANY	204.	204.
E.M.C. CORP	165.	165.
EMERSON ELECTRIC CO ¿‰	523.	523.
EXXON MOBIL CORP COM	332.	332.
FIDELITY LOW-PRICED STOCK #316	441.	441.
FRANKLIN RES INC	136.	136.
GENERAL ELECTRIC CO ¿‰	96.	96.
GENERAL MILLS INC	515.	515.
HALLIBURTON CO ¿‰	67.	67.
HUNTINGTON INTL EQUITY FUND IV	1,781.	1,781.
HUNTINGTON DISCIPLINED EQUITY FD TR III	671.	671.
HUNTINGTON SITUS FUND IV	365.	365.
ILLINOIS TOOL WORKS INC COM	413.	413.
INTERNATIONAL BUSINESS MACHINES CORP	426.	426.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
JANUS PERKINS MID CAP VALUE FUND - CLASS	1,837.	1,837.
JOHNSON CONTROLS INC	207.	207.
ESTEE LAUDER COMPANY	182.	182.
MAINSTAY MARKETFIELD FUND	9.	9.
MARATHON PETROLEUM CORP	277.	277.
MATTEL INC	563.	
MERCK & CO INC	619.	619.
HUNTINGTON CONSERVATIVE DEPOSIT ACCOUNT	41.	41.
HUNTINGTON INTERMEDIATE GOVT	3,222.	3,222.
NEXTERA ENERGY INC	429.	429.
NIKE INC CL B	184.	184.
NUCOR CORP	279.	279.
OCCIDENTAL PETROLEUM CORP	336.	336.
ORACLE CORP	198.	198.
OPPENHEIMER DEVELOPING MARKET FUND - CLA	191.	191.
PIMCO LOW DURATION INSTITUTIONAL	29.	29.
PIMCO TOTAL RETURN FUND - CLASS A	7,088.	7,088.
PEPSICO INC ¿‰	332.	332.
PRAXAIR INC	282.	282.
PRUDENTIAL FINL INC	528.	528.
ROYCE SPECIAL EQUITY FUND	680.	680.
SPDR S&P REGIONAL BANKING ETF	363.	363.
SCHLUMBERGER LTD.	221.	221.
SEMPRA ENERGY CORP	392.	392.
SMUCKER J M CO NEW	58.	58.
STATE STREET CORP	393.	393.
TCW EMERGING MARKETS INCOME FUND - CLASS	1,885.	1,638.
TJX COMPANIES INC W/1 RT/SH	203.	203.
TEMPLETON GLOBAL BOND FUND CLASS A	6,900.	6,900.
TEXAS INSTRUMENTS INC.	851.	851.
THORNBURG INTERNATIONAL VALUE - I SHARES	2,358.	2,358.
TRACTOR SUPPLY COMPANY	21.	21.
TRAVELERS COS INC	539.	539.

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
UNITED TECHNOLOGIES CORP ¿‰		384.	384.
UNITEDHEALTH GROUP INC		300.	300.
VALERO ENERGY		462.	462.
WELLS FARGO & CO NEW		445.	445.
ACCENTURE PLC CL A		632.	632.
NOBLE CORP PLC		113.	113.
NOBLE CORP		230.	230.
	TOTAL	50,197.	49,387.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	550.	275.		275.
TOTALS	550.	275.	NONE	275.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER TAXES	200.		200.
FEDERAL TAX PAYMENT - PRIOR YE	1,842.		
FEDERAL ESTIMATES - PRINCIPAL	3,208.		
FOREIGN TAXES ON QUALIFIED FOR	642.	642.	
FOREIGN TAXES ON NONQUALIFIED	137.	137.	
TOTALS	6,029.	779.	200.

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

OFFICER NAME:
HUNTINGTON NATIONAL BANK
ADDRESS:
422 MAIN ST
ZANESVILLE, OH 43702
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 2
COMPENSATION .... 22,548.
COMPENSATION EXPLANATION:
TRUSTEE FEES

TOTAL COMPENSATION: 22,548.

RECIPIENT NAME:
HUNTINGTON NATIONAL BANK
ADDRESS:
422 MAIN ST
ZANESVILLE, OH 43702
RECIPIENT'S PHONE NUMBER: 740-588-7060
FORM, INFORMATION AND MATERIALS:
LETTER DESCRIBING FUNDS NEEDED AND PROPOSED USE OF FUNDS
SUBMISSION DEADLINES:
NONE
RESTRICTIONS OR LIMITATIONS ON AWARDS:
LIMITED TO MUSKINGUM COUNTY, OHIO RESIDENTS

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

==

RECIPIENT NAME:
SALVATION ARMY
ADDRESS:
PO BOX 2307
ZANESVILLE, OH 43702
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
SOUTHEASTERN OHIO SYMPHONY
ORCHESTRA
ADDRESS:
PO BOX 42
NEW CONCORD, OH 43762
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
YOUNG ARTIST COMPETITION
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 3,000.

RECIPIENT NAME:
ZANESVILLE CITY SCHOOLS
ADDRESS:
1063 SUPERIOR STREET
ZANESVILLE, OH 43702
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATION
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 7,000.

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

RECIPIENT NAME:
UNITED WAY
ADDRESS:
526 PUTNAM AVE
ZANESVILLE, OH 43701
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY WELFARE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 2,928.

RECIPIENT NAME:
FOREVER DADS
ADDRESS:
PO BOX 2307
ZANESVILLE, OH 43702
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
ST JAMES EPISCOPAL CHURCH
ADDRESS:
PO BOX 2307
ZANESVILLE, OH 43702
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
RELIGIOUS-DINNER PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 1,500.

RECIPIENT NAME:
ZANESVILLE DAY NURSERY
ADDRESS:
505 LINDEN AVENUE
ZANESVILLE, OH 43701
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,700.

RECIPIENT NAME:
POLICE ATHLETIC LEAGUE
ADDRESS:
42 SOUTH 1ST STREET
NEWARK, OH 43055
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 2,950.

RECIPIENT NAME:
PIONEER AND HISTORICAL SOCIETY
ADDRESS:
115 JEFFERSON ST
ZANESVILLE, OH 43701
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 2,500.

RECIPIENT NAME:
COBURN CHILD CARE CENTER
ADDRESS:
3618 MAPLE AVE
ZANESVILLE, OH 43701
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
MUSKINGUM VALLEY GARDEN SOCIETY
ADDRESS:
PO BOX 2688
ZANESVILLE, OH 43702
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 1,500.

RECIPIENT NAME:
VILLAGE OF FRAZEYSBURG
ADDRESS:
PO BOX 160
FRAZEYSBURG, OH 43822
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

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

RECIPIENT NAME:
C.A.S.S. M.I.N.D ACADEMY
ADDRESS:
405 MOXAHALA AVE
ZANESVILLE, OH 43701
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
SUMMER HIGH SCHOOL MUSIC
ADDRESS:
163 STORMONT ST
NEW CONCORD, OH 43762
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 3,840.

RECIPIENT NAME:
MUSKINGUM VALLEY NEW TECH
ADDRESS:
1701 BLUE AVE
ZANESVILLE, OH 43701
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
FRIENDS OF MUSKINGUM RECREATION
CENTER
ADDRESS:
1425 NEWARK ROAD
ZANESVILLE, OH 43701
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
WEST MUSKINGUM SCHOOL FOR THE
VISUAL &
ADDRESS:
3610 KYRAN DR
ZANESVILLE, OH 43701
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
AMERICAN LEGION NATIONAL TRAIL
POST 756
ADDRESS:
PO BOX 133
GRATIOT, OH 43740
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 6,800.

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

RECIPIENT NAME:
MEADOW VIEW CHURCH OF CHRIST
ADDRESS:
6750 RAIDERS RD
FRAZEYSBURG, OH 43822
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
FIRST BAPTIST CHURCH OF ZANESVILLE
ADDRESS:
105 S 6TH STREET
ZANESVILLE, OH 43701
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 3,000.

TOTAL GRANTS PAID: 130,718.

HUNTINGTON NATIONAL BANK
422 MAIN STREET
ZANESVILLE, OH 43701

JEFF MASLANICH
THOMSON REUTERS
24481 S DETROIT ROAD SUITE 400
WESTLAKE, OH 44145

Huntington Wealth Advisors

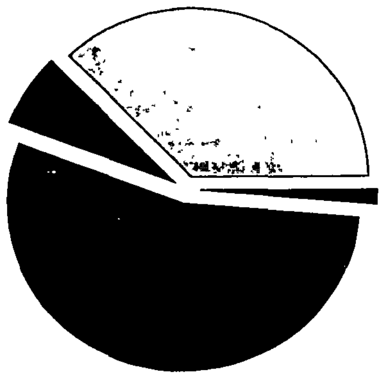
DECEMBER 01, 2013 TO DECEMBER 31, 2013

ACCOUNT NAME: TAYLOR-MCHENRY FUND
ACCOUNT NUMBER: [redacted]

ADMINISTRATOR: WAYNE WYCOFF
740-588-6734
WAYNE.WYCOFF
@HUNTINGTON.COM

INVESTMENT OFFICER: CHAD TOM
740-588-6735
CHAD.TOM@HUNTINGTON.COM

ASSET ALLOCATION SUMMARY



	MARKET VALUE	PERCENT
EQUITY INVESTMENTS	1, 060, 050. 98	37. 2%
FIXED INCOME	198, 216. 00	7. 0%
MUTUAL FUNDS	1, 552, 646. 16	54. 5%
SHORT TERM INVESTMENTS	38, 156. 55	1. 3%
Total	2, 849, 069. 69	100. 0%

ACCOUNT SUMMARY

	THIS PERIOD	YEAR TO DATE
BEGINNING MARKET VALUE	**2,822,135.66**	**2,585,589.78**
DIVIDENDS/INTEREST	8,858.24	47,164.64
OTHER CASH RECEIPTS	23,564.26	146,245.95
DISBURSEMENTS AND FEES	45,804.18-	305,653.18-
RECEIPTS/DISTRIBUTIONS IN KIND	0.00	0.29
REALIZED GAIN/LOSS	64,970.69	135,296.16
CHANGE IN MARKET VALUE	24,654.98-	240,426.05
ENDING MARKET VALUE	**2,849,069.69**	**2,849,069.69**

FOR YOUR INFORMATION

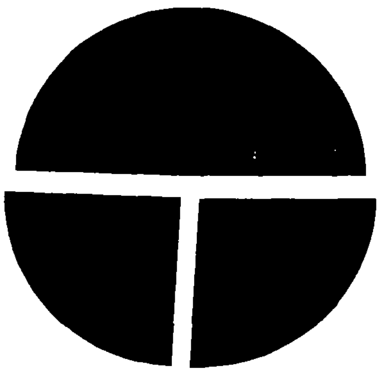
DECEMBER 01, 2013 TO DECEMBER 31, 2013

ACCOUNT NAME: TAYLOR-MCHENRY FUND
ACCOUNT NUMBER: [redacted]

PORTFOLIO DETAIL

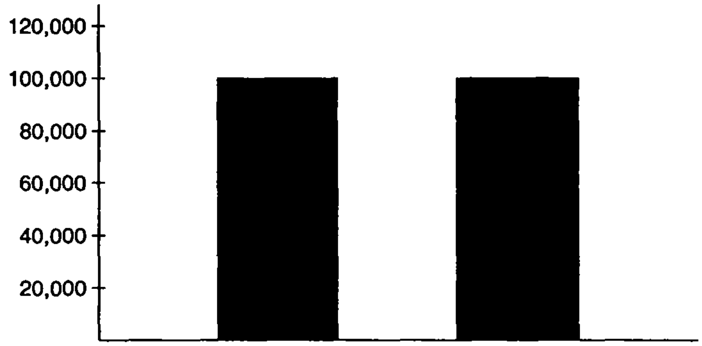
DESCRIPTION		TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
SHORT TERM INVESTMENTS					
MONEY MARKET FUNDS					
608993853 HUNTINGTON CONSERVATIVE DEPOSIT ACCOUNT		38,156 55 38,156 55	1 00 1.00	19 07 1 59	0 05
**** TOTAL MONEY MARKET FUNDS**	**SUB-TOTAL**	38,156.55 38,156.55		19.07 1.59	0.05
*** TOTAL SHORT TERM INVESTMENTS**		38,156.55 38,156.55		19.07 1.59	0.05

BOND QUALITY SUMMARY



S & P QUALITY RATING	MARKET VALUE	PERCENT
AA-	98, 125. 50	49. 5%
A-	48, 749. 50	24. 6%
BBB	51, 341. 00	25. 9%
Total	198, 216. 00	100. 0%

BOND MATURITY SUMMARY



YEARS TO MATURITY	PAR VALUE	PERCENT
3-5 YEARS	100, 000. 00	50. 0%
5-10 YEARS	100, 000. 00	50. 0%
Total	200, 000 00	100. 0%

AVERAGE TIME TO MATURITY: 5.0 YEARS

CURRENT YIELD: 2.18%

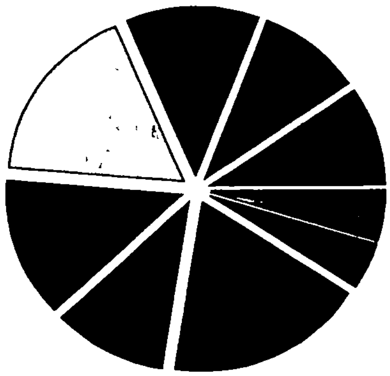
DECEMBER 01, 2013 TO DECEMBER 31, 2013

ACCOUNT NAME: TAYLOR-MCHENRY FUND
ACCOUNT NUMBER: [redacted]

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	RATING	PAR VALUE	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	YIELD CURRENT/ MATURITY
FIXED INCOME						
CORPORATE OBLIGATIONS						
CORPORATE BONDS						
053332AL6 AUTOZONE INC 4% 11/15/2020-2020	BBB	50,000.000	51,341.00 51,777 50	102 68 103 56	2,000 00 255 56	3 90 3 56
459200HE4 IBM CORP 1.875% 05/15/2019	AA-	50,000.000	49,041 50 49,522 50	98 08 99 05	937 50 119 79	1.91 2.26
89233P6S0 TOYOTA MOTOR CREDIT CORP SERIES MTN 1 25% 10/05/2017	AA-	50,000.000	49,084 00 49,715.00	98.17 99 43	625 00 149 31	1 27 1.76
***** TOTAL CORPORATE BONDS**		**SUB-TOTAL**	**149,466.50 151,015.00**		**3,562.50 524.66**	**2.38**
**** TOTAL CORPORATE OBLIGATIONS**		**SUB-TOTAL**	**149,466.50 151,015.00**		**3,562.50 524.66**	**2.38**
CORPORATE OBLIGATIONS-FOREIGN						
CORPORATE BONDS - FOREIGN						
92857WBE9 VODAFONE GROUP PLC 1.5% 02/19/2018	A-	50,000.000	48,749.50 49,249.50	97.50 98.50	750.00 275.00	1.54 2.14
***** TOTAL CORPORATE BONDS - FOREIGN**		**SUB-TOTAL**	**48,749.50 49,249.50**		**750.00 275.00**	**1.54**
**** TOTAL CORPORATE OBLIGATIONS-FOREIGN**		**SUB-TOTAL**	**48,749.50 49,249.50**		**750.00 275.00**	**1.54**
*** TOTAL FIXED INCOME**			**198,216.00 200,264.50**		**4,312.50 799.66**	**2.18**

EQUITY DIVERSIFICATION SUMMARY



INDUSTRY CODE	MARKET VALUE	PERCENT
CONSUMER DISCRETIONARY	101, 007. 00	9. 5%
CONSUMER STAPLES	102, 512. 10	9. 7%
ENERGY	129, 110. 50	12. 2%
FINANCIALS	183, 649. 65	17. 3%
HEALTH CARE	140, 712 05	13. 3%
INDUSTRIALS	111, 491. 95	10. 5%
INFORMATION TECHNOLOGY	195, 794. 58	18. 5%
MATERIALS	46, 513. 20	4. 4%
TELECOMMUNICATION SERVICES	22, 524. 85	2. 1%
UTILITIES	26, 735. 10	2. 5%
Total	1, 060, 050. 98	100. 0%

DECEMBER 01, 2013 TO DECEMBER 31, 2013

ACCOUNT NAME: TAYLOR-MCHENRY FUND
ACCOUNT NUMBER: [redacted]

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITY INVESTMENTS						
CONSUMER DISCRETIONARY						
20030N101						
COMCAST CORP CL A	CMCSA	400.000	20,786.00	51 97	312 00	1 50
			6,140.00	15 35	78 00	
478366107						
JOHNSON CTLS INC	JCI	300.000	15,390.00	51.30	264 00	1 72
			5,570 52	18 57	66 00	
577081102						
MATTEL INC	MAT	265 000	12,608.70	47.58	381 60	3.03
			6,826.08	25.76		
654106103						
NIKE INC CL B	NKE	255 000	20,053.20	78.64	244.80	1 22
			8,645 25	33.90	61 20	
872540109						
TJX COMPANIES INC	TJX	310.000	19,756.30	63.73	179 80	0 91
			12,269.64	39.58		
892356106						
TRACTOR SUPPLY COMPANY	TSCO	160.000	12,412.80	77.58	83 20	0 67
			9,649.60	60.31		
**** TOTAL CONSUMER DISCRETIONARY**		**SUB-TOTAL**	**101,007.00**		**1,465.40**	**1.45**
			49,101.09		**205.20**	
CONSUMER STAPLES						
039483102						
ARCHER-DANIELS-MIDLAND CO	ADM	370.000	16,058.00	43.40	355 20	2.21
			12,433.84	33.60		
126650100						
CVS CAREMARK CORP	CVS	245 000	17,534.65	71.57	269.50	1 54
			10,816.63	44.15		
171340102						
CHURCH & DWIGHT CO INC W/1 RT/SH	CHD	235.000	15,575.80	66.28	263 20	1.69
			9,458.74	40.25		
370334104						
GENERAL MILLS INC	GIS	295.000	14,723.45	49.91	448 40	3 05
			8,487.30	28.77		
518439104						
ESTEE LAUDER CO INC	EL	210.000	15,817.20	75.32	168.00	1.06
			12,248.98	58.33		
713448108						
PEPSICO INC	PEP	150.000	12,441.00	82.94	340.50	2 74
			261.34	1.74	85.13	
832696405						
SMUCKER (J.M.) CO THE-NEW COM WI	SJM	100.000	10,362.00	103 62	232 00	2 24
			10,714 99	107.15		
**** TOTAL CONSUMER STAPLES**		**SUB-TOTAL**	**102,512.10**		**2,076.80**	**2.03**
			64,421.82		**85.13**	

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
ENERGY						
166764100 CHEVRON CORPORATION	CVX	155 000	19,361 05 15,437 58	124 91 99.60	620 00	3.20
30231G102 EXXON MOBIL CORP	XOM	135.000	13,662 00 442 81	101 20 3 28	340.20	2 49
406216101 HALLIBURTON CO	HAL	245.000	12,433 75 11,813 66	50 75 48 22	147.00	1 18
56585A102 MARATHON PETROLEUM CORP	MPC	180.000	16,511 40 12,182.29	91 73 67 68	302.40	1.83
674599105 OCCIDENTAL PETROLEUM CORP	OXY	175 000	16,642 50 10,949 75	95 10 62.57	448.00 112.00	2.69
806857108 SCHLUMBERGER LTD	SLB	130 000	11,714.30 9,134.35	90.11 70.26	162 50 40.63	1.39
91913Y100 VALERO ENERGY CORP	VLO	435.000	21,924.00 10,002 78	50.40 22.99	391.50	1.79
G65431101 NOBLE CORP PLC	NE_US	450.000	16,861 50 13,877 73	37.47 30 84	342.00	2.03
**** TOTAL ENERGY**		**SUB-TOTAL**	**129,110.50** **83,840.95**		**2,753.60** **152.63**	**2.13**
FINANCIALS						
025816109 AMERICAN EXPRESS	AXP	370.000	33,570 10 21,108 39	90.73 57.05	340.40	1.01
354613101 FRANKLIN RES INC	BEN	465.000	26,844.45 17,741 96	57.73 38.15	223.20 55.80	0.83
744320102 PRUDENTIAL FINANCIAL INC	PRU	305.000	28,127.10 16,533.67	92.22 54 21	646.60	2.30
78464A698 SPDR S&P REGIONAL BANKING ETF	KRE	435.000	17,665.35 11,500.96	40 61 26 44	241.86	1.37
857477103 STATE STREET CORP	STT	385.000	28,255.15 15,977 50	73 39 41 50	400.40 100.10	1.42
89417E109 TRAVELERS COS INC	TRV	275 000	24,898 50 14,631.82	90 54 53 21	550.00	2 21

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
FINANCIALS						
949746101 WELLS FARGO & CO	WFC	535.000	24,289 00 19,580.20	45 40 36 60	642.00	2 64
**** TOTAL FINANCIALS**		**SUB-TOTAL**	**183,649.65** **117,074.50**		**3,044.46** **155.90**	**1.66**
HEALTH CARE						
071813109 BAXTER INTERNATIONAL INC W/1 RT/SH	BAX	330.000	22,951 50 19,886 20	69 55 60 26	646 80 161 70	2 82
110122108 BRISTOL-MYERS SQUIBB CO	BMY	430.000	22,854.50 3,493.15	53 15 8 12	619 20 154 80	2 71
14149Y108 CARDINAL HEALTH INC	CAH	380 000	25,387.80 15,846 00	66.81 41.70	459 80 114 95	1 81
375558103 GILEAD SCIENCES INC	GILD	390.000	29,289.00 7,807.78	75 10 20 02		
58933Y105 MERCK & CO INC	MRK	375.000	18,768 75 10,491 28	50 05 27.98	660 00 165 00	3.52
91324P102 UNITEDHEALTH GROUP INC	UNH	285.000	21,460.50 15,625.83	75 30 54.83	319 20	1 49
**** TOTAL HEALTH CARE**		**SUB-TOTAL**	**140,712.05** **73,150.24**		**2,705.00** **596.45**	**1.92**
INDUSTRIALS						
136375102 CANADIAN NATL RAILWAY COM	CNI	470 000	26,799 40 14,817.05	57.02 31 53	392 92	1.47
244199105 DEERE & CO W/1 RT/SH	DE	145.000	13,242.85 13,123.90	91 33 90.51	295 80 73 95	2 23
291011104 EMERSON ELECTRIC CO	EMR	315.000	22,106.70 14,059.45	70 18 44.63	541.80	2.45
452308109 ILLINOIS TOOL WORKS	ITW	350 000	29,428 00 19,365 11	84.08 55 33	588.00 147 00	2 00
913017109 UNITED TECHNOLOGIES CORP	UTX	175 000	19,915 00 11,894.75	113 80 67.97	413 00	2.07
**** TOTAL INDUSTRIALS**		**SUB-TOTAL**	**111,491.95** **73,260.26**		**2,231.52** **220.95**	**2.00**

DECEMBER 01, 2013 TO DECEMBER 31, 2013

ACCOUNT NAME: TAYLOR-MCHENRY FUND
ACCOUNT NUMBER: [redacted]

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
INFORMATION TECHNOLOGY						
053015103 AUTOMATIC DATA PROCESSING	ADP	375.000	30,299.63 19,203.97	80 80 51.21	720.00 180 00	2 38
17275R102 CISCO SYSTEMS	CSCO	1,300.000	29,159.00 23,250.38	22.43 17.88	884 00	3 03
268648102 EMC CORP/MASS	EMC	825 000	20,748.75 16,230.41	25.15 19.67	330 00	1 59
459200101 IBM CORP	IBM	115.000	21,570.55 5,561.44	187.57 48.36	437 00	2.03
68389X105 ORACLE CORPORATION FORMERLY ORACLE SYS CORP W/1 RT/SH	ORCL	825 000	31,564.50 19,202.32	38 26 23.28	396 00	1.25
882508104 TEXAS INSTRUMENTS INC	TXN	795.000	34,908.45 24,757.37	43 91 31 14	954.00	2 73
G1151C101 ACCENTURE PLC CL A	ACN	335 000	27,543.70 19,044.04	82.22 56.85	623 10	2 26
**** TOTAL INFORMATION TECHNOLOGY**		**SUB-TOTAL**	**195,794.58 127,249.93**		**4,344.10 180.00**	**2.22**
MATERIALS						
058498106 BALL CORP W/1 PFD STK PUR RT/SH	BLL	320 000	16,531.20 7,886.05	51.66 24.64	166.40	1.01
670346105 NUCOR CORP W/1 RT/SH	NUE	245.000	13,078.10 10,515.50	53.38 42.92	362.60 90.65	2.77
74005P104 PRAXAIR INC	PX	130.000	16,903.90 11,441.25	130.03 88.01	312.00	1 85
**** TOTAL MATERIALS**		**SUB-TOTAL**	**46,513.20 29,842.80**		**841.00 90.65**	**1.81**
TELECOMMUNICATION SERVICES						
00206R102 AT&T INC	T	310 000	10,899.60 4,631.98	35 16 14.94	570.40	5 23
156700106 CENTURYLINK INC	CTL	365 000	11,625.25 13,064.78	31.85 35.79	788.40	6 78
**** TOTAL TELECOMMUNICATION SERVICES**		**SUB-TOTAL**	**22,524.85 17,696.76**		**1,358.80 0.00**	**6.03**

ACCOUNT NAME: TAYLOR-MCHENRY FUND
ACCOUNT NUMBER: [redacted]

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
UTILITIES						
65339F101 NEXTERA ENERGY INC	NEE	155 000	13,271 10 1,726 78	85 62 11.14	409.20	3.08
816851109 SEMPRA ENERGY	SRE	150 000	13,464 00 7,806.00	89 76 52 04	378.00 94 50	2.81
**** TOTAL UTILITIES**		**SUB-TOTAL**	**26,735.10** **9,532.78**		**787.20** **94.50**	**2.94**
*** TOTAL EQUITY INVESTMENTS**			**1,060,050.98** **645,171.13**		**21,607.88** **1,781.41**	**2.04**
MUTUAL FUNDS						
MUTUAL FUNDS-FIXED INCOME						
091937748 BLACKROCK INFLATION PROTECTED BOND PORTFOLIO - INSTITUTIONAL	BPRIX	6,018.609	64,880.61 70,244.26	10.78 11.67	812.51 67 71	1.25
693390304 PIMCO LOW DURATION FUND - INSTITUTIONAL CLASS	PTLDX	13,780.065	142,348.07 143,105.35	10.33 10.38	2,728 45 227.37	1 92
693390445 PIMCO TOTAL RETURN FUND - CLASS A	PTTAX	12,411 682	132,680.88 129,127.25	10 69 10.40	2,891.92 240.99	2.18
87234N765 TCW EMERGING MARKETS INCOME FUND - CLASS I	TGEIX	7,241.121	60,825.42 61,884.76	8.40 8.55	3,548.15	5.83
880208103 FRANKLIN TEMPLETON GLOBAL BOND FUND - CLASS A	TPINX	13,038.143	171,321 20 156,330.98	13 14 11 99	6,258.31	3.65
**** TOTAL MUTUAL FUNDS-FIXED INCOME**		**SUB-TOTAL**	**572,056.18** **560,692.60**		**16,239.34** **536.07**	**2.84**
MUTUAL FUNDS-EQUITY						
04314H881 ARTISAN INTERNATIONAL VALUE FUND - INVESTOR CLASS	ARTKX	1,317 530	48,445.58 46,772.32	36.77 35.50	1,216.08	2.51
19247U106 COHEN AND STEERS INSTITUTIONAL REALTY SHARES	CSRIX	1,887.340	76,946.85 79,346.79	40 77 42 04	2,096.83	2.73
316345305 FIDELITY LOW PRICED STOCK FUND	FLPSX	1,374.897	68,002.41 67,940.12	49 46 49.41	533.46	0.78
444998405 HUNTINGTON INTERNATIONAL EQUITY FUND IV	HIF4	11,041 877	146,636.13 86,808.80	13.28 7 86	2,086 91	1 42

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
MUTUAL FUNDS-EQUITY						
44632P934 HUNTINGTON DISCIPLINED EQUITY FD TR III	HDE3	6,369.211	69,933 94 59,492.36	10 98 9 34	668 77	0 96
446990400 HUNTINGTON SITUS FUND IV	HSSF4	2,484 851	71,439.47 29,087.36	28 75 11.71	99 39	0.14
471023598 JANUS PERKINS MID CAP VALUE FUND - CLASS T	JMCVX	2,889 786	67,534.30 44,941.54	23 37 15 55	1,017.20	1 51
56064B852 MAINSTAY MARKETFIELD FUND	MFLDX	4,293 577	79,517.05 75,009.08	18 52 17 47	8.59	0 01
683974109 OPPENHEIMER DEVELOPING MARKET FUND - CLASS A	ODMAX	2,494.912	94,856.55 61,189.12	38 02 24.53	89 82	0 09
780905782 ROYCE SPECIAL EQUITY FUND	RYSEX	2,730.549	68,318.34 38,696.03	25.02 14.17	81 92	0 12
885215566 THORNBURG INTERNATIONAL VALUE - I SHARES	TGVIX	5,893.929	188,959.36 138,774.25	32.06 23.55	2,416.51	1.28
**** TOTAL MUTUAL FUNDS-EQUITY**		**SUB-TOTAL**	**980,589.98** **728,057.77**		**10,315.48** **0.00**	**1.05**
*** TOTAL MUTUAL FUNDS**			**1,552,646.16** **1,288,750.37**		**26,554.82** **536.07**	**1.71**
GRAND TOTAL ASSETS			**2,849,069.69** **2,172,342.55**		**52,494.27** **3,118.73**	**1.84**

DECEMBER 01, 2013 TO DECEMBER 31, 2013

ACCOUNT NAME: TAYLOR-MCHENRY FUND
ACCOUNT NUMBER: [redacted]

TRANSACTION SUMMARY

	CURRENT PERIOD			YEAR TO DATE		
	PRINCIPAL CASH	INCOME CASH	COST	PRINCIPAL CASH	INCOME CASH	COST
BEGINNING BALANCE	0.00	0.00	2,120,753.54	0.00	1,524.54	2,147,764.44
RECEIPTS						
INTEREST					351.73-	
DIVIDENDS	25,022.95	8,858.24		25,119.77	47,516.37	
OTHER RECEIPTS	5,863.89	17,700.37		26,778.41	119,467.54	
TOTAL RECEIPTS	30,886.84	26,558.61	0.00	51,898.18	166,632.18	0.00
DISBURSEMENTS						
CASH DISTRIBUTIONS	802.00-	19,500.00-		2,420.00-	130,993.00-	
FEES	968.96-	968.96-		11,208.14-	11,340.09-	
OTHER DISBURSEMENTS	17,700.37-	5,863.89-		122,913.54-	26,778.41-	
TOTAL DISBURSEMENTS	19,471.33-	26,332.85-	0.00	136,541.68-	169,111.50-	0.00
ASSETS PURCHASED						
BUYS	215,728.61-		215,728.61	965,670.59-		965,670.59
TOTAL ASSETS PURCHASED	215,728.61-	0.00	215,728.61	965,670.59-	0.00	965,670.59
ASSETS SOLD/MATURED						
SALES	184,647.00		144,699.26-	1,036,178.72		926,002.33-
TOTAL ASSETS SOLD/MATURED	184,647.00	0.00	144,699.26-	1,036,178.72	0.00	926,002.33-
CASH MANAGEMENT						
WITHDRAWALS	19,666.10	225.76-	19,440.34-	14,135.37	954.78	15,090.15-
TOTAL CASH MANAGEMENT	19,666.10	225.76-	19,440.34-	14,135.37	954.78	15,090.15-
ENDING BALANCE	0.00	0.00	2,172,342.55	0.00	0.00	2,172,342.55