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SCANNED MAY 2 9 2014

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: SULSBERGER FOUNDATION

A Employer identification number: 31-6210487

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

Room/suite:

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: ☒ 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)* ▶ $ 6,625,393.

J Accounting method: ☒ 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 ▶ ☐

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	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	122,027.	117,048.		STMT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	695,583.			
b	Gross sales price for all assets on line 6a 2,971,112.				
7	Capital gain net income (from Part IV, line 2)		695,583.		
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	817,610.	812,631.		
Operating and Administrative Expenses					
13	Compensation of officers, directors, trustees, etc	56,102.	28,051.		28,051.
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 7	550.	275.	NONE	275.
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 8	9,631.	2,004.		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) STMT 9	52.	52.		
24	**Total operating and administrative expenses.** Add lines 13 through 23	66,335.	30,382.	NONE	28,526.
25	Contributions, gifts, grants paid	312,011.			312,011.
26	**Total expenses and disbursements** Add lines 24 and 25	378,346.	30,382.	NONE	340,537.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	439,264.			
b	**Net investment income** (if negative, enter -0-)		782,249.		
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	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			
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)	4,714,346.	5,129,802.	6,625,393.
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)	4,714,346.	5,129,802.	6,625,393.
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	4,714,346.	5,129,802.	
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)	4,714,346.	5,129,802.	
31	**Total liabilities and net assets/fund balances** (see instructions)	4,714,346.	5,129,802.	

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	4,714,346.
2	Enter amount from Part I, line 27a	2	439,264.
3	Other increases not included in line 2 (itemize) ▶ROUNDING	3	2.
4	Add lines 1, 2, and 3	4	5,153,612.
5	Decreases not included in line 2 (itemize) ▶BASIS ADJUSTMENT	5	23,810.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,129,802.

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	2,971,112.		2,275,529.	695,583.
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				695,583.
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 } 2 695,583.

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	343,879.	5,564,800.	0.061795
2011	341,487.	3,470,468.	0.098398
2010	341,624.	5,970,682.	0.057217
2009	337,521.	5,228,448.	0.064555
2008	349,214.	6,503,975.	0.053692

2	Total of line 1, column (d)	2	0.335657
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	0.067131
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	6,140,654.
5	Multiply line 4 by line 3	5	412,228.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	7,822.
7	Add lines 5 and 6	7	420,050.
8	Enter qualifying distributions from Part XII, line 4	8	340,537.

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	15,645.
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	15,645.
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	15,645.
6	Credits/Payments				
a	2013 estimated tax payments and 2012 overpayment credited to 2013 . . .	6a	5,176.		
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	5,176.
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	10,469.
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)*

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)*

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** Yes: — No: 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 10		56,102.		

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	5,714,621.
b	Average of monthly cash balances	1b	519,546.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	6,234,167.
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	6,234,167.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	93,513.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,140,654.
6	**Minimum investment return.** Enter 5% of line 5	6	307,033.

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	307,033.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	15,645.		
b	Income tax for 2013 (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	15,645.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	291,388.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	291,388.
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	291,388.

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	340,537.
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	340,537.
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	340,537.

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					291,388.
2	Undistributed income, if any, as of the end of 2013					
a	Enter amount for 2012 only				NONE	
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	55,422.				
f	**Total** of lines 3a through e		55,422.			
4	Qualifying distributions for 2013 from Part XII, line 4. ▶ $ 340,537.					
a	Applied to 2012, but not more than line 2a				NONE	
b	Applied to undistributed income of prior years (Election required - see instructions)			NONE		
c	Treated as distributions out of corpus (Election required - see instructions)		NONE			
d	Applied to 2013 distributable amount					291,388.
e	Remaining amount distributed out of corpus		49,149.			
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		104,571.			
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				NONE	
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		104,571.			
10	Analysis of line 9					
a	Excess from 2009	NONE				
b	Excess from 2010	NONE				
c	Excess from 2011	NONE				
d	Excess from 2012	55,422.				
e	Excess from 2013	49,149.				

Form **990-PF** (2013)

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.

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

c Any submission deadlines

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

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 16				312,011.
Total . . . . ▶ **3a**				312,011.
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	122,027.	
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	695,583.	
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)				817,610.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . 13 817,610.

(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: HUNTINGTON NATIONAL BANK

Date: 05/09/2014

Title:

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
RONALD SHOEMAKER		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
AFLAC INCORPORATED	358.	358.
JEFFERIES TR/J ALERIAN MLP ETF	3,998.	
AT&T INC	972.	972.
ABBVIE INC 1.75% 11/06/2017	88.	88.
AGRIUM INC	58.	58.
AIR PRODUCTS & CHEMICAL INC	237.	237.
AMERICAN ELECTRIC POWER CO INC	524.	524.
AMERICAN EXPRESS COMPANY	197.	197.
AMERISOURCEBERGEN CORP	159.	159.
AMERIPRISE FINANCIAL INC COMMON STOCK	293.	293.
ANADARKO PETE	69.	69.
APPLE COMPUTER	1,291.	1,291.
ARTISAN INTERNATIONAL VALUE FUND - INVES	6,226.	6,226.
AVALONBAY COMMUNITIES INC (REIT)	172.	172.
AVON PRODS INC COM	84.	84.
BAE SYSTEMS PLC SPON ADR	114.	114.
BHP BILLITON PLC ADR	152.	152.
BT GROUP PLC	148.	148.
BARCLAYS PLC ADR	41.	41.
BECTON DICKINSON 1.75% 11/08/2016	92.	92.
BOEING CAPITAL CORP 5.8% 01/15/2013	2,900.	2,900.
BOEING CO	289.	289.
BOSTON PROPERTIES INC (REIT)	123.	123.
BRITISH AMERICAN TOB SP ADR	299.	299.
BROOKFIELD ASSET MANAGEMENT CLASS A	15.	15.
CVS CORP	458.	458.
CABOT OIL & GAS CL A	31.	31.
CANADIAN PACIFIC RAILWAY LTD	156.	156.
CAPITAL ONE FINANCIAL CORP W/1	35.	35.
CARNIVAL PLC ADR	20.	20.
CATERPILLAR INC.	549.	549.
CENTURYTEL INC	116.	116.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CHEVRONTEXACO CORP	875.	875.
CITIGROUP INC	32.	32.
COACH INC W/1 RT/SH	81.	81.
COHEN AND STEERS INSTITUTIONAL REALTY SH	1,431.	1,431.
COMCAST CORP CL A	742.	742.
COMSTOCK RESOURCES INC W/1 RT/SH	42.	42.
CONOCOPHILLIPS	916.	916.
CONVERGYS CORP	147.	147.
CUMMINS INC	290.	290.
DEERE & COMPANY	360.	360.
DELL INC 4.7% 04/15/2013	2,350.	2,350.
DISCOVER FINANCIAL SVS	661.	661.
DUPONT DE NEMOURS CO ¿‰	219.	219.
E.M.C. CORP	95.	95.
EMC CORP/MASS 2.65% 06/01/2020	88.	88.
EOG RESOURCES INC	95.	95.
EASTMAN CHEMICAL CO	29.	29.
EDISON INTL	245.	245.
EQUIFAX INC.	281.	281.
EXXON MOBIL CORP COM	472.	472.
FMC CORP W/1 RT/SH	135.	135.
FEDEX CORP COM	73.	73.
FIDELITY LOW-PRICED STOCK #316	1,791.	1,791.
FIFTH THIRD BANCORP	49.	49.
FIRST MIDWEST BANCORP	47.	47.
FREEPORT MCMORAN COPPER & GOLD	678.	678.
GANNETT CO INC.	687.	687.
GATEWAY FUND - CLASS Y	852.	852.
GENERAL CABLE CORP	78.	78.
GENERAL ELECTRIC CO ¿‰	1,427.	1,427.
GOLDMAN SACHS GROUP INC	388.	388.
HSBC HLDGS PLC	99.	99.
HANESBRANDS INC	238.	238.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
HARTFORD FINL SVCS GROUP INC COM	264.	264.
HITACHI LTD ADR 10	28.	28.
HOME DEPOT INC.	496.	496.
HONDA MOTOR CO.,LTD	56.	56.
HONEYWELL INTL INC COM	291.	291.
HUMANA INC W/1 RT/SH	21.	21.
HUNTINGTON INTL EQUITY FUND IV	3,658.	3,658.
HUNTINGTON SITUS FUND III	1,826.	1,826.
INTERNATIONAL BUSINESS MACHINES CORP	389.	389.
J P MORGAN CHASE & CO	930.	930.
JANUS PERKINS MID CAP VALUE FUND - CLASS	7,495.	7,495.
JOHNSON & JOHNSON CO ¿‰	182.	182.
KAO CORP-SPONSORED ADR	38.	38.
KEYCORP OHIO COM NEW	96.	96.
KOHLS CORP	137.	137.
KRAFT FOODS GROUP INC	267.	267.
LVMH MOET HENNESSY LOU-ADR	36.	36.
LA-Z BOY INC	60.	60.
LAS VEGAS SANDS CORP	465.	247.
ESTEE LAUDER COMPANY	184.	184.
ELI LILLY & CO 4.2% 03/06/2014	4,200.	4,200.
LOOMIS SAYLES GLOBAL EQUITY - CLASS Y	1,902.	1,902.
LOWES COMPANIES INC	139.	139.
MACY'S INC	279.	279.
MAGNA INTL INC CL A	21.	21.
MAINSTAY MARKETFIELD FUND	5.	5.
MARATHON OIL CORP	331.	331.
MASCO CORP	224.	224.
MASTERCARD INC CL A	141.	141.
MERCK & CO INC	1,291.	1,291.
MERGER FUND	1,832.	1,832.
MICROSOFT CORP	475.	475.
MITSUI & CO LTD-SPON ADR	85.	85.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
HUNTINGTON CONSERVATIVE DEPOSIT ACCOUNT	193.	193.
HUNTINGTON OHIO MUNI MONEY MKT IV	21.	21.
MONDELEZ INTERNATIONAL INC W/I	211.	211.
MONSANTO CO NEW	470.	470.
NATIONAL GRID PLC -SP ADR	350.	350.
NATIONAL OILWELL VARCO INC	159.	159.
NESTLES SA SPNSD ADR RSPTG RED SHR/ORD	803.	803.
NEXTERA ENERGY INC	568.	568.
NIKE INC CL B	257.	257.
NISSAN MOTOR CO LTD -SPON ADR	84.	84.
NOBLE ENERGY INC	234.	234.
NOVARTIS ADR	182.	182.
NOVO NORDISK ADR	133.	133.
NU SKIN ENTERPRISES INC-A	86.	86.
OCCIDENTAL PETROLEUM CORP	535.	535.
ORACLE CORP	129.	129.
OPPENHEIMER DEVELOPING MARKET FUND - CLA	588.	588.
ORIX CORP SPON ADR	82.	82.
PIMCO TOTAL RETURN FUND - CLASS A	3,046.	3,046.
PNC FINANCIAL CORP	609.	609.
PPG INDUSTRIES	189.	189.
PACCAR INC	25.	25.
PFIZER INC ¿‰	1,840.	1,840.
PHILIP MORRIS INTL INC	435.	435.
PHILLIPS 66	500.	500.
PIMCO ALL ASSET FUND - INSTITUTIONAL	2,342.	2,342.
PIONEER NAT RES CO COM	10.	10.
PLAINS EXPLORATION & PRODUCT	1,047.	1,047.
POTASH CORP OF SASKATCHEWAN 5.25% 05/15/	5,250.	5,250.
POWERSHARES PREFERRED PORTFOLIO	3,114.	3,114.
PROCTER & GAMBLE CO	779.	779.
PUBLIC STORAGE INC (REIT)	175.	175.
QUALCOMM INC	714.	714.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
REGIONS FINANCIAL HOLDING COMPANY	162.	162.
RELIANCE STEEL & ALUM	257.	257.
REPSOL ADR	50.	50.
REXAM PLC	303.	
ROCHE HLDG LTD SPONSORED ADR	626.	626.
ROGERS COMMUNICATIONS INC CL B	215.	215.
ROYAL DUTCH SHELL PLC -ADR	78.	78.
SLM CORP COM	249.	249.
SAN DISK CORP	76.	76.
SANDS CHINA LTD-UNSPONS ADR	67.	67.
SANOFI ADR	733.	733.
SBERBANK SPON ADR	150.	150.
SCHLUMBERGER LTD.	177.	177.
SEMPRA ENERGY CORP	486.	486.
SEVEN & I HLDGS CO LTD UNSPN ADR	30.	30.
SHERWIN WILLIAMS CO ¿‰	126.	126.
SHIRE PLC ADR	16.	16.
SIEMENS A G (NEW)	108.	108.
SNYDERS-LANCE INC	97.	97.
STARBUCKS CORP	329.	329.
STATE STREET CORP	194.	194.
STERLING FINL CORP/SPOKANE	263.	263.
STRYKER CORP	91.	91.
SUNCOR ENERGY INC	13.	13.
SUNTRUST BANKS INC.	73.	73.
SWEDBANK AB ADR	264.	264.
SYNOVUS FINL CORP	134.	134.
TCW EMERGING MARKETS INCOME FUND - CLASS	1,871.	1,644.
TARGET CORP	221.	221.
TELEFLEX, INC.	287.	287.
TEMPLETON GLOBAL BOND FUND CLASS A	13,670.	13,670.
THERMO ELECTRON CORP W/1 RT/SH	92.	92.
THIRD AVENUE REAL ESTATE VALUE FUND	3,150.	3,150.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
TIDEWATER INC W/1 RT/SH	224.	224.
TOTAL S A SPONSORED ADR	263.	263.
TRAVELERS COS INC	541.	541.
US BANCORP DEL NEW	252.	252.
UNILEVER PLC ADR SPON NEW	29.	29.
UNILEVER N V NY SHS	85.	85.
UNION PACIFIC CORP ¿‰	876.	876.
UNITED TECHNOLOGIES CORP ¿‰	346.	346.
VALE S.A. - SP PREF ADR	55.	55.
VERIZON COMMUNICATIONS	562.	562.
VISA INC CLASS A SHARES	296.	296.
VODAFONE GROUP PLC	179.	179.
VOLVO AKTIEBOLAGET INC B ADR	108.	108.
WELLS FARGO & CO NEW	937.	937.
WHIRLPOOL CORP	308.	308.
WHOLE FOODS MARKET INC	41.	41.
XILINX INC	301.	301.
YUM BRANDS INC	52.	52.
ZIONS BANCORPORATION	31.	31.
ZOETIS INC	3.	3.
ZURICH INSURANCE GROUP-ADR	202.	
ACCENTURE PLC CL A	597.	597.
COVIDIEN PLC	173.	173.
EATON CORP PLC	97.	66.
WILLIS GROUP HOLDINGS PLC	237.	237.
ACE LIMITED	257.	257.
LYONDELLBASELL IND CL A	809.	809.
ROYAL CARIBBEAN CRUISES LTD	97.	97.
AVAGO TECHNOLOGIES LTD	150.	150.
TOTAL	122,027.	117,048.

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
FOREIGN TAXES	839.	839.	
OTHER TAXES	200.		200.
FEDERAL TAX PAYMENT - PRIOR YE	2,251.		
FEDERAL ESTIMATES - PRINCIPAL	5,176.		
FOREIGN TAXES ON QUALIFIED FOR	885.	885.	
FOREIGN TAXES ON NONQUALIFIED	280.	280.	
TOTALS	9,631.	2,004.	200.

SULSBERGER FOUNDATION 31-6210487

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER NONALLOCABLE EXPENSES -	52.	52.
TOTALS	52.	52.

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 .... 56,102.
COMPENSATION EXPLANATION:
  TRUSTEE FEES

TOTAL COMPENSATION: 56,102.
==============

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

RECIPIENT NAME:
ZANESVILLE CONCERT ASSN
C/O RICHARD G. AICHELE
ADDRESS:
2580 PINKERTON LANE
ZANESVILLE, OH 43701-7993
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE OBJECTIVES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 31,201.

RECIPIENT NAME:
SIX COUNTY INC.
ADDRESS:
2845 BELL STREET
ZANESVILLE, OH 43701
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
MEDICAL
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 15,601.

RECIPIENT NAME:
BIG BROTHERS, BIG SISTERS INC
ADDRESS:
ATTN: MOLLY CROOKS
ZANESVILLE, OH 43701-3755
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE OBJECTIVES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 6,240.

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

==

RECIPIENT NAME:
ZANESVILLE MUSEUM OF ART
ADDRESS:
620 MILITARY ROAD
ZANESVILLE, OH 43701
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CULTURAL
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 31,201.

RECIPIENT NAME:
GSMC FOUNDATION
ATTN: KIM ATKINSON
ADDRESS:
800 FOREST AVE
ZANESVILLE, OH 43701
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE OBJECTIVES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 31,201.

RECIPIENT NAME:
MUSKINGUM FAMILY Y
ADDRESS:
1861 ADAMS LANE
ZANESVILLE, OH 43701
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE OBJECTIVES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 46,802.

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

==

RECIPIENT NAME:
UNITED WAY OF MUSKINGUM, PERRY
ADDRESS:
526 PUTNAM AVE
ZANESVILLE, OH 43701-4933
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE OBJECTIVES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 31,201.

RECIPIENT NAME:
MUSKINGUM RESPIRATORY CARE
ADDRESS:
711 MAIN STREET
ZANESVILLE, OH 43701-3499
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
MEDICAL
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 6,240.

RECIPIENT NAME:
AMERICAN HEART ASSN OHIO
NATIONAL BEQUEST CTR.
ADDRESS:
PO BOX 22249
ST PETERSBURG, FL 33742
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
MEDICAL
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 6,240.

RECIPIENT NAME:
ZANESVILLE CIVIC LEAGUE INC
ATTN: HOWARD W. STEWART,
ADDRESS:
928 JACKSON STREET
ZANESVILLE, OH 43701-3373
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE OBJECTIVES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 15,601.

RECIPIENT NAME:
MUSKINGUM VALLEY COUNCIL BOY
ADDRESS:
SCOUTS OF AMERICA
ZANESVILLE, OH 43701-3349
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE OBJECTIVES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 15,601.

RECIPIENT NAME:
ST. JAMES EPISCOPAL CHURCH
ADDRESS:
155 N 6TH STREET
ZANESVILLE, OH 43701
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 6,240.

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

RECIPIENT NAME:
PIONEER & HISTORICAL SOCIETY
ADDRESS:
115 JEFFERSON STREET
ZANESVILLE, OH 43701-4905
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE OBJECTIVES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 6,240.

RECIPIENT NAME:
MUSKINGUM CO BOARD OF MRDD
C/O JOHN HILL
ADDRESS:
1304 NEWARK ROAD
ZANESVILLE, OH 43701-2621
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE OBJECTIVES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 9,360.

RECIPIENT NAME:
ZANESVILLE BD OF EDUCATION
ATTN:TERRY MARTIN,SUPERIN
ADDRESS:
160 N 4TH STREET
ZANESVILLE, OH 43701
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATION
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 46,802.

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

RECIPIENT NAME:
AMERICAN CANCER SOCIETY
ADDRESS:
PO BOX 720366
OKLAHOMA CITY, OK 73162
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
MEDICAL
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 6,240.

TOTAL GRANTS PAID: 312,011.

HUNTINGTON NATIONAL BANK
422 MAIN STREET
ZANESVILLE, OH 43701

Huntington Wealth Advisors

DECEMBER 01, 2013 TO DECEMBER 31, 2013

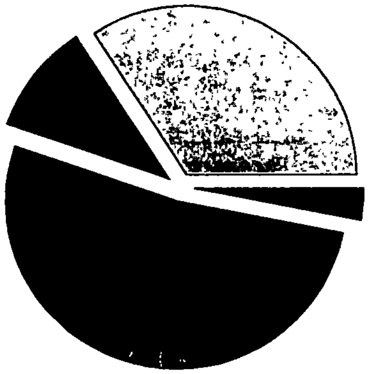
ACCOUNT NAME: SULSBERGER FNDATION
ACCOUNT NUMBER:[redacted]

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

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	2, 266, 960. 43	34. 2%
■	FIXED INCOME	702, 171. 50	10. 6%
■	MUTUAL FUNDS	3, 460, 485. 92	52. 2%
■	SHORT TERM INVESTMENTS	195, 774. 74	3. 0%
	Total	6, 625, 392. 59	100. 0%

ACCOUNT SUMMARY

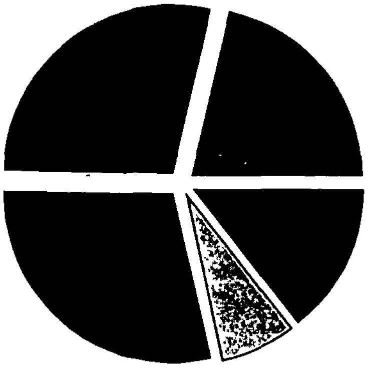
	THIS PERIOD	YEAR TO DATE
BEGINNING MARKET VALUE	**6,527,124.25**	**2,504,983.37**
DIVIDENDS/INTEREST	23,799.98	88,537.33
OTHER CASH RECEIPTS	16,576.62	500,464.73
DISBURSEMENTS AND FEES	21,969.78-	384,094.10-
RECEIPTS/DISTRIBUTIONS IN KIND	0.00	3,201,194.21
REALIZED GAIN/LOSS	165,606.13	548,462.32
CHANGE IN MARKET VALUE	85,744.61-	165,844.73
ENDING MARKET VALUE	**6,625,392.59**	**6,625,392.59**

FOR YOUR INFORMATION

PORTFOLIO DETAIL

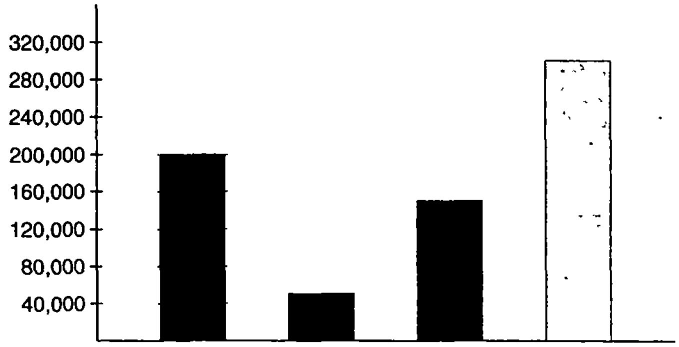
DESCRIPTION		TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
SHORT TERM INVESTMENTS					
MONEY MARKET FUNDS					
608993853					
HUNTINGTON CONSERVATIVE DEPOSIT		195,774 74	1 00	97 89	0 05
ACCOUNT		195,774 74	1 00	8 16	
** TOTAL MONEY MARKET FUNDS	SUB-	195,774.74		97.89	0.05
	TOTAL	195,774.74		8.16	
* TOTAL SHORT TERM INVESTMENTS		195,774.74		97.89	0.05
		195,774.74		8.16	

BOND QUALITY SUMMARY



	S & P QUALITY RATING	MARKET VALUE	PERCENT
■	AA-	149, 239. 00	21. 3%
■	A	199, 564. 50	28. 4%
■	A-	201, 993. 50	28. 8%
▨	BBB+	50, 267. 50	7. 1%
■	BBB	101, 107. 00	14. 4%
	Total	702, 171 50	100. 0%

BOND MATURITY SUMMARY



	YEARS TO MATURITY	PAR VALUE	PERCENT
■	LESS THAN 1 YEAR	200, 000. 00	28. 6%
■	1-3 YEARS	50, 000. 00	7. 1%
■	3-5 YEARS	150, 000. 00	21. 4%
□	5-10 YEARS	300, 000. 00	42. 9%
	Total	700, 000. 00	100. 0%

AVERAGE TIME TO MATURITY: 4.4 YEARS

CURRENT YIELD: 3.14%

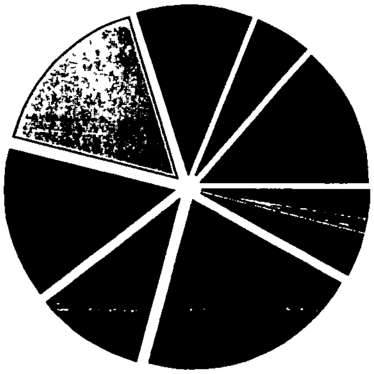
PORTFOLIO DETAIL (CONTINUED)

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						
00287YAJ8						
ABBVIE INC 1.75% 11/06/2017	A	50,000 000	49,914.50	99.83	875 00	1 75
			49,814.50	99.63	133 68	1 80
06051GEX3						
BANK OF AMERICA CORP 2 6%	A-	50,000 000	50,220 50	100 44	1,300.00	2 59
01/15/2019			50,359.50	100 72	249 17	2 51
075887BB4						
BECTON DICKINSON 1.75%	A	50,000.000	50,930.00	101 86	875.00	1 72
11/08/2016			51,021.50	102 04	128 82	1 09
26138EAN9						
DR PEPPER SNAPPLE GROUP 2 6%	BBB+	50,000 000	50,267.50	100.54	1,300.00	2 59
01/15/2019			51,063.50	102.13	599.44	2.49
268648AQ5						
EMC CORP/MASS 2 65% 06/01/2020	A	50,000 000	48,969.00	97.94	1,325.00	2 71
			49,900.50	99.80	110 42	3 01
459284AB1						
COCA COLA ENTERPRISES 3 5%	BBB	50,000.000	49,981.00	99 96	1,750 00	3 50
09/15/2020			50,919.00	101 84	520.14	3 51
532457BE7						
ELI LILLY & CO 4.2% 03/06/2014	AA-	100,000.000	100,658.00	100 66	4,200 00	4 17
			103,040 00	103.04	1,341.67	0 54
68268NAK9						
ONEOK PARTNERS LP 3 2%	BBB	50,000.000	51,126 00	102.25	1,600.00	3 13
09/15/2018-2018			51,054 00	102.11	484.44	2 69
751212AA9						
RALPH LAUREN CORP 2.125%	A	50,000.000	49,751.00	99 50	1,062.50	2 14
09/26/2018-2018			50,225.50	100.45	280 38	2 24
755111BT7						
RAYTHEON COMPANY 3 125%	A-	50,000.000	50,057.00	100.11	1,562 50	3.12
10/15/2020			51,005 00	102.01	329 86	3 11
***** TOTAL CORPORATE BONDS**		**SUB-**	**551,874.50**		**15,850.00**	**2.87**
		TOTAL	**558,403.00**		**4,178.02**	
**** TOTAL CORPORATE OBLIGATIONS**		**SUB-**	**551,874.50**		**15,850.00**	**2.87**
		TOTAL	**558,403.00**		**4,178.02**	
CORPORATE OBLIGATIONS-FOREIGN						
CORPORATE BONDS - FOREIGN						
046353AF5						
ASTRAZENECA PLC 1 95% 09/18/2019	AA-	50,000 000	48,581 00	97 16	975 00	2 01
			49,131.50	98 26	278 96	2.49
73755LAE7						
POTASH CORP OF SASKATCHEWAN	A-	100,000 000	101,716 00	101 72	5,250 00	5 16
5 25% 05/15/2014			102,310 00	102.31	670 83	0 62
***** TOTAL CORPORATE BONDS - FOREIGN**		**SUB-**	**150,297.00**		**6,225.00**	**4.14**
		TOTAL	**151,441.50**		**949.79**	

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	RATING	PAR VALUE	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	YIELD CURRENT/ MATURITY
CORPORATE OBLIGATIONS-FOREIGN						
** TOTAL CORPORATE OBLIGATIONS-FOREIGN		SUB-TOTAL	150,297.00 151,441.50		6,225.00 949.79	4.14
* TOTAL FIXED INCOME			702,171.50 709,844.50		22,075.00 5,127.81	3.14

EQUITY DIVERSIFICATION SUMMARY



INDUSTRY CODE	MARKET VALUE	PERCENT
■ CONSUMER DISCRETIONARY	306, 653. 87	13. 5%
■ CONSUMER STAPLES	119, 104. 85	5. 3%
■ ENERGY	249, 770. 44	11. 0%
▨ FINANCIALS	368, 495. 31	16 3%
■ HEALTH CARE	326, 715. 53	14. 4%
■ INDUSTRIALS	234, 776. 04	10. 3%
■ INFORMATION TECHNOLOGY	477, 255. 37	21. 1%
■ MATERIALS	95, 322. 18	4. 2%
■ TELECOMMUNICATION SERVICES	31, 965. 36	1. 4%
■ UTILITIES	56, 901. 48	2. 5%
Total	2, 266, 960. 43	100. 0%

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITY INVESTMENTS						
CONSUMER DISCRETIONARY						
023135106 AMAZON COM INC	AMZN	64.000	25,522 56 17,779 09	398.79 277 80		
189754104 COACH INC W/1 RT/SH	COH	120.000	6,735.60 5,946.00	56 13 49 55	162 00 40 50	2 41
20030N101 COMCAST CORP CL A	CMCSA	685 000	35,596 03 19,402 91	51 97 28 33	534.30 133 58	1 50
254687106 WALT DISNEY CO	DIS	314 000	23,989 60 11,071 46	76.40 35.26	270 04 270 04	1 13
364730101 GANNETT INC	GCI	465 000	13,754 70 6,402 87	29 58 13 77	372 00 93 00	2 70

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
CONSUMER DISCRETIONARY						
410345102 HANESBRANDS INC	HBI	323 000	22,697 21 8,244 95	70 27 25 53	258 40	1 14
437076102 HOME DEPOT INC	HD	263 000	21,655 42 6,348 56	82 34 24 14	410 28	1.89
471109108 JARDEN CORP COM	JAH	420.000	25,767 00 9,972 79	61 35 23 74	144 90	0 56
517834107 LAS VEGAS SANDS CORP	LVS	332.000	26,184 84 7,021 01	78 87 21 15	464 80	1 78
548661107 LOWES COMPANIES INC	LOW	204.000	10,108.20 5,820.12	49 55 28 53	146 88	1 45
55616P104 MACY'S INC	M	310.000	16,554 00 10,660 52	53 40 34.39	310 00 77.50	1 87
654106103 NIKE INC CL B	NKE	305 000	23,985 20 13,657.03	78 64 44 78	292.80 73 20	1 22
824348106 SHERWIN-WILLIAMS CO W 1 RT SH	SHW	50.000	9,175.00 4,724.50	183 50 94 49	100.00	1 09
855244109 STARBUCKS CORP	SBUX	297.000	23,281.83 3,946 99	78 39 13 29	308.88	1 33
963320106 WHIRLPOOL CORP	WHR	138.000	21,646.68 14,564.74	156 86 105 54	345.00	1 59
**** TOTAL CONSUMER DISCRETIONARY**		**SUB-TOTAL**	**306,653.87** **145,563.54**		**4,120.28** **687.82**	**1.34**
CONSUMER STAPLES						
054303102 AVON PRODUCTS INC	AVP	350 000	6,027.00 7,364 00	17 22 21 04	84.00	1 39
126650100 CVS CAREMARK CORP	CVS	509.000	36,429 13 17,921 99	71 57 35.21	559 90	1.54
50076Q106 KRAFT FOODS GROUP INC	KRFT	132 000	7,116 12 4,595.57	53 91 34 81	277 20 69 30	3 90
518439104 ESTEE LAUDER CO INC	EL	248.000	18,679 36 6,393 29	75 32 25 78	198 40	1.06

DECEMBER 01, 2013 TO DECEMBER 31, 2013

ACCOUNT NAME: SULSBERGER FNDATION
ACCOUNT NUMBER: [redacted]

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
CONSUMER STAPLES						
609207105 MONDELEZ INTERNATIONAL INC W/I	MDLZ	398 000	14,049 40 8,611 92	35 30 21 64	222 88 55 72	1 59
718172109 PHILIP MORRIS INTL INC	PM	115 000	10,019 95 9,883 10	87 13 85 94	432 40 108 10	4 32
742718109 PROCTER & GAMBLE CO	PG	329 000	26,783 89 22,975 21	81 41 69.83	791.57	2.96
**** TOTAL CONSUMER STAPLES**		**SUB-TOTAL**	**119,104.85** **77,745.08**		**2,566.35** **233.12**	**2.15**
ENERGY						
032511107 ANADARKO PETROLEUM CORP W/1 RT/SH	APC	128.000	10,152.96 9,770 97	79.32 76.34	92 16	0 91
127097103 CABOT OIL & GAS CL A	COG	518.000	20,077.68 7,146.20	38.76 13.80	41 44	0 21
166764100 CHEVRON CORPORATION	CVX	166.000	20,735.06 17,039.70	124.91 102 65	664 00	3 20
20825C104 CONOCOPHILLIPS	COP	285 000	20,135 25 13,426.97	70 65 47 11	786.60	3 91
26875P101 EOG RESOURCES INC	EOG	151 000	25,343.84 17,068.32	167.84 113 04	113.25	0 45
565849106 MARATHON OIL CORP	MRO	543.000	19,167.90 17,983 88	35.30 33.12	412.68	2.15
637071101 NATIONAL OILWELL VARCO INC	NOV	167.000	13,281.51 11,207 92	79.53 67.11	173 68	1 31
655044105 NOBLE ENERGY INC	NBL	322 000	21,931.42 14,676.35	68.11 45 58	180 32	0 82
674599105 OCCIDENTAL PETROLEUM CORP	OXY	252.000	23,965 20 14,193 91	95.10 56 33	645 12 161 28	2 69
718546104 PHILLIPS 66	PSX	377.000	29,078 01 13,743 40	77 13 36 45	588 12	2 02
723787107 PIONEER NATURAL RESOURCE W/1 RT/SH	PXD	95 000	17,486 65 10,264 53	184.07 108 05	7 60	0.04

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
ENERGY						
806857108						
SCHLUMBERGER LTD	SLB	168.000	15,138.48	90.11	210.00	1.39
			11,867.12	70.64	52.50	
886423102						
TIDEWATER INC	TDW	224.000	13,276.48	59.27	224.00	1.69
			12,683.07	56.62		
**** TOTAL ENERGY**		**SUB-**	**249,770.44**		**4,138.97**	**1.66**
		TOTAL	**171,072.34**		**213.78**	
FINANCIALS						
001055102						
AFLAC INC	AFL	252.000	16,833.60	66.80	372.96	2.22
			13,351.32	52.98		
008252108						
AFFILIATED MANAGERS GROUP	AMG	110.000	23,856.80	216.88		
			2,858.83	25.99		
025816109						
AMERICAN EXPRESS	AXP	229.000	20,777.17	90.73	210.68	1.01
			7,657.28	33.44		
03076C106						
AMERIPRISE FINANCIAL INC COMMON	AMP	146.000	16,797.30	115.05	303.68	1.81
STOCK			8,049.18	55.13		
101121101						
BOSTON PROPERTIES INC W/1 RT P/S	BXP	109.000	10,940.33	100.37	283.40	2.59
EXP 6/29/2017			6,886.01	63.17	316.10	
172967424						
CITIGROUP INC	C	405.000	21,104.55	52.11	16.20	0.08
			12,423.09	30.67		
254709108						
DISCOVER FINANCIAL SVS	DFS	390.000	21,820.50	55.95	312.00	1.43
			9,191.96	23.57		
38141G104						
GOLDMAN SACHS GROUP INC	GS	120.000	21,271.20	177.26	264.00	1.24
			13,476.80	112.31		
416515104						
HARTFORD FINANCIAL SVCS GRP INC	HIG	586.000	21,230.78	36.23	351.60	1.66
			10,595.38	18.08	87.90	
46625H100						
JP MORGAN CHASE & CO	JPM	480.000	28,070.40	58.48	729.60	2.60
			14,875.36	30.99		
693475105						
PNC FINANCIAL SERVICES	PNC	395.000	30,644.10	77.58	695.20	2.27
			20,783.74	52.62		
7591EP100						
REGIONS FINANCIAL HOLDING	RF	2,030.000	20,076.70	9.89	243.60	1.21
COMPANY			12,581.47	6.20	60.90	

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
FINANCIALS						
78442P106						
SLM CORP	SLM	553 000	14,532 84	26 28	331 80	2.28
			11,119 78	20 11		
857477103						
STATE STREET CORP	STT	190 000	13,944.10	73 39	197 60	1 42
			8,044.90	42 34	49 40	
89417E109						
TRAVELERS COS INC	TRV	276 000	24,989 04	90 54	552 00	2 21
			14,341.65	51 96		
902973304						
U S BANCORP	USB	297 000	11,998 80	40 40	273 24	2 28
			5,445.92	18 34	68 31	
949746101						
WELLS FARGO & CO	WFC	705 000	32,007.00	45 40	846 00	2.64
			12,508.39	17 74		
H0023R105						
ACE LIMITED	ACE	170.000	17,600.10	103.53	428.40	2.43
			11,626.07	68.39		
**** TOTAL FINANCIALS**		**SUB-TOTAL**	**368,495.31**		**6,411.96**	**1.74**
			195,817.13		**582.61**	
HEALTH CARE						
03073E105						
AMERISOURCE BERGEN CORP	ABC	177 000	12,444 87	70 31	166 38	1 34
			8,277 45	46 77		
09062X103						
BIOGEN IDEC INC	BIIB	80.000	22,365 76	279.57		
			9,212 94	115.16		
203668108						
COMMUNITY HEALTH SYSTEMS	CYH	549 000	21,559 23	39.27		
			14,144 05	25.76		
30219G108						
EXPRESS SCRIPTS HOLDING CO	ESRX	327.000	22,968 48	70 24		
			19,646.36	60 08		
375558103						
GILEAD SCIENCES INC	GILD	670.000	50,317.00	75 10		
			14,460.65	21 58		
58933Y105						
MERCK & CO INC	MRK	687.000	34,384 35	50.05	1,209 12	3.52
			24,183 96	35.20	302 28	
717081103						
PFIZER INC	PFE	680 000	20,828 40	30 63	707 20	3 40
			10,402 08	15 30		
771195104						
ROCHE HLDG LTD SPONSORED ADR	RHHBY	329.000	23,046.78	70 05	534 30	2.32
			19,113.43	58 10		

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
HEALTH CARE						
80105N105 SANOFI ADR	SNY	405 000	21,720 15 20,542 13	53 63 50.72	508 28	2 34
879369106 TELEFLEX INC W/1 RT/SH	TFX	211 000	19,804.46 11,626 29	93 86 55.10	286 96	1 45
883556102 THERMO FISHER SCIENTIFIC INC 1 RT PER SHARE EXP 9-25-15	TMO	167 000	18,595 45 7,309 12	111 35 43 77	100 20 25 05	0 54
91911K102 VALEANT PHARMACEUTICALS INTL	VRX	180.000	21,132 00 8,877.16	117.40 49 32	68.40	0 32
G0083B108 ACTAVIS PLC	ACT	140.000	23,520.00 20,161 40	168.00 144 01		
G2554F113 COVIDIEN PLC	COV	206 000	14,028 60 7,295 58	68.10 35.42	263.68	1 88
** TOTAL HEALTH CARE		SUB-TOTAL	326,715.53 195,252.60		3,844.52 327.33	1.18
INDUSTRIALS						
097023105 BOEING CO	BA	149.000	20,337.01 9,366.99	136.49 62.87	435.08	2.14
149123101 CATERPILLAR INC	CAT	319 000	28,968.39 23,858.17	90.81 74.79	765.60	2 64
231021106 CUMMINS INC	CMI	110 000	15,506.70 11,299.43	140.97 102.72	275.00	1 77
294429105 EQUIFAX INC W/ 1 RT PER SHARE EXP 11/6/2015	EFX	250 000	17,272 50 7,620.22	69 09 30 48	220.00	1.27
31428X106 FEDEX CORP	FDX	167.000	24,009.59 14,549.30	143.77 87.12	100 20 25 05	0 42
369604103 GENERAL ELECTRIC CO	GE	1,060 000	29,711.80 16,020.92	28 03 15 11	932.80 233.20	3 14
42805T105 HERTZ GLOBAL HOLDINGS INC 1 RT PER SHARE EXP 12/9/15	HTZ	655 000	18,746.10 9,781.82	28.62 14 93		
438516106 HONEYWELL INTERNATIONAL INC	HON	173 000	15,807 01 10,070 38	91 37 58 21	311 40	1 97

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
INDUSTRIALS						
574599106 MASCO CORP	MAS	782 000	17,806 14 11,968 56	22 77 15 31	234 60	1.32
907818108 UNION PACIFIC CORP	UNP	165.000	27,720 00 11,207 93	168 00 67 93	521 40 130 35	1 88
913017109 UNITED TECHNOLOGIES CORP	UTX	166 000	18,890 80 11,132 14	113 80 67 06	391 76	2.07
** TOTAL INDUSTRIALS		SUB-TOTAL	234,776.04 136,875.86		4,187.84 388.60	1.78
INFORMATION TECHNOLOGY						
037833100 APPLE INC	AAPL	117 000	65,639 34 24,755 93	561.02 211 59	1,427.40	2 17
268648102 EMC CORP/MASS	EMC	476.000	11,971 40 11,584.30	25 15 24.34	190 40	1.59
278642103 EBAY INC	EBAY	536 000	29,407.64 19,672.67	54 87 36 70		
38259P508 GOOGLE INC-CL A	GOOG	52 000	58,276 92 33,462 65	1,120.71 643 51		
459200101 IBM CORP	IBM	111.000	20,820.27 14,768.89	187 57 133 05	421 80	2 03
53578A108 LINKEDIN CORP CL A	LNKD	80 000	17,346 40 8,804 24	216 83 110 05		
57636Q104 MASTERCARD INC CL A	MA	55 000	45,950 30 9,980 59	835.46 181.47	242.00	0.53
594918104 MICROSOFT CORP	MSFT	420 000	15,712 20 8,610 11	37 41 20 50	470 40	2 99
595112103 MICRON TECHNOLOGY	MU	777.000	16,899 75 5,481 88	21 75 7 06		
68389X105 ORACLE CORPORATION FORMERLY ORACLE SYS CORP W/1 RT/SH	ORCL	538 000	20,583 88 13,940 45	38 26 25 91	258.24	1.25
747525103 QUALCOMM INC W 1 RT P/S EXP 9/25/2015	QCOM	549 000	40,763 25 25,276 19	74 25 46 04	768 60	1 89

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
INFORMATION TECHNOLOGY						
79466L302 SALESFORCE COM INC	CRM	480 000	26,491 20 16,034 36	55 19 33 40		
80004C101 SANDISK CORP	SNDK	168 000	11,850.72 8,487 48	70.54 50.52	151.20	1 28
82968B103 SIRIUS XM HOLDINGS INC	1234	4,052 000	14,141 48 11,524.32	3.49 2 84		
92826C839 VISA INC CLASS A SHARES	V	189.000	42,086.52 11,492.28	222 68 60 81	302 40	0 72
983919101 XILINX	XLNX	242.000	11,112.64 4,271.50	45 92 17 65	242 00	2 18
G1151C101 ACCENTURE PLC CL A	ACN	343.000	28,201.46 17,584 20	82 22 51 27	637 98	2 26
**** TOTAL INFORMATION TECHNOLOGY**		**SUB-TOTAL**	**477,255.37 245,732.04**		**5,112.42 0.00**	**1.07**
MATERIALS						
302491303 FMC CORP	FMC	168.000	12,677 28 4,525.16	75 46 26.94	90 72 22 68	0 72
35671D857 FREEPORT-MCMORAN C & G W/1 RT/SH	FCX	302.000	11,397.48 8,538.86	37.74 28 27	377 50	3.31
61166W101 MONSANTO CO	MON	190.000	22,144.50 11,911.83	116 55 62 69	326 80	1.48
693506107 PPG INDUSTRIES INC W/1 RT/SH	PPG	78 000	14,793 48 10,867.17	189 66 139 32	190 32	1 29
759509102 RELIANCE STEEL & ALUM	RS	156 000	11,831 04 6,318 74	75.84 40.50	205 92	1 74
N53745100 LYONDELLBASELL IND CL A	LYB	280.000	22,478 40 11,178 14	80 28 39 92	672 00	2 99
**** TOTAL MATERIALS**		**SUB-TOTAL**	**95,322.18 53,339.90**		**1,863.26 22.68**	**1.95**
TELECOMMUNICATION SERVICES						

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
TELECOMMUNICATION SERVICES						
00206R102 AT&T INC	T	406 000	14,274 96 11,861 78	35.16 29 22	747.04	5 23
92343V104 VERIZON COMMUNICATIONS	VZ	360 000	17,690 40 17,647 20	49.14 49.02	763 20	4 31
**** TOTAL TELECOMMUNICATION SERVICES**		**SUB-TOTAL**	**31,965.36** **29,508.98**		**1,510.24** **0.00**	**4.72**
UTILITIES						
025537101 AMERICAN ELECTRIC POWER	AEP	247 000	11,544 78 6,843 01	46.74 27.70	494.00	4 28
281020107 EDISON INTERNATIONAL FORMERLY SCE CORPORATION	EIX	204 000	9,445.20 9,859.50	46 30 48 33	289 68 72 42	3 07
65339F101 NEXTERA ENERGY INC	NEE	215.000	18,408 30 13,801 97	85.62 64.20	567.60	3 08
816851109 SEMPRA ENERGY	SRE	195 000	17,503.20 9,654.82	89.76 49.51	491.40 122.85	2.81
**** TOTAL UTILITIES**		**SUB-TOTAL**	**56,901.48** **40,159.30**		**1,842.68** **195.27**	**3.24**
*** TOTAL EQUITY INVESTMENTS**			**2,266,960.43** **1,291,066.77**		**35,598.52** **2,651.21**	**1.57**
MUTUAL FUNDS						
MUTUAL FUNDS-FIXED INCOME						
693390445 PIMCO TOTAL RETURN FUND - CLASS A	PTTAX	12,433 971	132,919.15 138,000.00	10 69 11 10	2,897 12 241.43	2.18
73936T565 POWERSHARES PREFERRED PORTFOLIO	PGX	7,800.000	104,832.00 110,779.74	13.44 14 20	7,113.60	6 79
87234N765 TCW EMERGING MARKETS INCOME FUND - CLASS I	TGEIX	8,637.314	72,553.44 73,870.66	8.40 8.55	4,232 28	5 83
880208103 FRANKLIN TEMPLETON GLOBAL BOND FUND - CLASS A	TPINX	25,488 862	334,923.65 291,240 07	13 14 11 43	12,234 65	3 65
**** TOTAL MUTUAL FUNDS-FIXED INCOME**		**SUB-TOTAL**	**645,228.24** **613,890.47**		**26,477.65** **241.43**	**4.10**

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
MUTUAL FUNDS-EQUITY						
00162Q866 JEFFERIES TR/J ALERIAN MLP ETF	AMLP	8,800.000	156,552.00 157,560.83	17.79 17.90	9,398.40	6.00
04314H881 ARTISAN INTERNATIONAL VALUE FUND - INVESTOR CLASS	ARTKX	9,888.066	363,584.19 343,622.67	36.77 34.75	9,126.68	2.51
19247U106 COHEN AND STEERS INSTITUTIONAL REALTY SHARES	CSRIX	2,923.361	119,185.43 130,012.83	40.77 44.47	3,247.85	2.73
316345305 FIDELITY LOW PRICED STOCK FUND	FLPSX	5,578.553	275,915.23 275,662.62	49.46 49.41	2,164.48	0.78
367829884 GATEWAY FUND - CLASS Y	GTEYX	3,873.446	112,291.20 108,852.22	28.99 28.10	1,739.18	1.55
444998405 HUNTINGTON INTERNATIONAL EQUITY FUND IV	HIF4	22,686.983	301,283.13 170,078.95	13.28 7.50	4,287.84	1.42
446990301 HUNTINGTON SITUS FUND III	HSSF3	11,861.993	341,032.30 181,212.97	28.75 15.28	94.90	0.03
471023598 JANUS PERKINS MID CAP VALUE FUND - CLASS T	JMCVX	11,790.271	275,538.63 195,831.09	23.37 16.61	4,150.18	1.51
543487870 LOOMIS SAYLES GLOBAL EQUITY - CLASS Y	LSWWX	4,568.683	88,221.27 85,701.73	19.31 18.76	1,694.98	1.92
56064B852 MAINSTAY MARKETFIELD FUND	MFLDX	2,298.951	42,576.57 40,004.86	18.52 17.40	4.60	0.01
589509108 MERGER FUND	MERFX	4,807.119	76,961.98 76,832.36	16.01 15.98	1,495.01	1.94
683974109 OPPENHEIMER DEVELOPING MARKET FUND - CLASS A	ODMAX	7,698.416	292,693.78 185,763.77	38.02 24.13	277.14	0.09
722005626 PIMCO ALL ASSET FUND - INSTITUTIONAL	PAAIX	6,939.800	83,832.78 85,341.81	12.08 12.30	4,108.36	4.90
73935S105 POWERSHARES DB COMMODITY INDEX TRACKING FUND	DBC	4,800.000	123,168.00 123,863.76	25.66 25.80	3,648.00	2.96
884116401 THIRD AVENUE REAL ESTATE VALUE FUND	TAREX	5,635.711	162,421.19 158,882.93	28.82 28.19	1,713.26	1.05
** **TOTAL MUTUAL FUNDS-EQUITY**		**SUB-TOTAL**	**2,815,257.68** **2,319,225.40**		**47,150.86** **0.00**	**1.67**

ACCOUNT NAME: SULSBERGER FNDATION
ACCOUNT NUMBER: [redacted]

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
MUTUAL FUNDS						
* TOTAL MUTUAL FUNDS			3,460,485.92 2,933,115.87		73,628.51 241.43	2.13
CASH						
CASH			0.00			
* TOTAL CASH			0.00 0.00		0.00 0.00	0.00
GRAND TOTAL ASSETS			6,625,392.59 5,129,801.88		131,399.92 8,028.61	1.98

TRANSACTION SUMMARY

	CURRENT PERIOD			YEAR TO DATE		
	PRINCIPAL CASH	INCOME CASH	COST	PRINCIPAL CASH	INCOME CASH	COST
BEGINNING BALANCE	**1,363,404.08**	**1,363,404.08-**	**4,945,788.93**	**1,096,143.74**	**1,095,589.94-**	**2,085,600.93**
RECEIPTS						
INTEREST		644 10			14,223 31	
DIVIDENDS	64,368 94	25,030 28		78,763 47	76,188 42	
OTHER RECEIPTS	16,576.62			495,737.98	4,726.75	
TOTAL RECEIPTS	**80,945.56**	**25,674.38**	**0.00**	**574,501.45**	**95,138.48**	**0.00**
DISBURSEMENTS						
CASH DISTRIBUTIONS	1,294 00-			5,396 57-	314,182 21-	
FEES	2,049 58-	2,049 58-		17,954 09-	18,086 04-	
OTHER DISBURSEMENTS		16,576.62-		4,839.00-	23,636.19-	
TOTAL DISBURSEMENTS	**3,343.58-**	**18,626.20-**	**0.00**	**28,189.66-**	**355,904.44-**	**0.00**
ASSETS PURCHASED						
BUYS	432,855.22-		432,855.22	2,395,090.03-		2,395,090.03
TOTAL ASSETS PURCHASED	**432,855.22-**	**0.00**	**432,855.22**	**2,395,090.03-**	**0.00**	**2,395,090.03**
ASSETS SOLD/MATURED						
SALES	365,032.07		265,669.28-	1,860,595.01		1,389,494 56-
MATURITIES				200,000.00		203,276.00-
TOTAL ASSETS SOLD/MATURED	**365,032.07**	**0.00**	**265,669.28-**	**2,060,595.01**	**0.00**	**1,592,770.56-**
CASH MANAGEMENT						
DEPOSITS	16,827 01-		16,827.01			
WITHDRAWALS				48,395.39		48,395.39-
TOTAL CASH MANAGEMENT	**16,827.01-**	**0.00**	**16,827.01**	**48,395.39**	**0.00**	**48,395.39-**
IN KIND TRANSACTIONS						
RECEIPTS IN KIND						2,301,853.77
DISTS IN KIND						11,576 90-
TOTAL IN KIND TRANSACTIONS	**0.00**	**0.00**	**0.00**	**0.00**	**0.00**	**2,290,276.87**
ENDING BALANCE	**1,356,355.90**	**1,356,355.90-**	**5,129,801.88**	**1,356,355.90**	**1,356,355.90-**	**5,129,801.88**

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
UTILITIES						
30161N101 EXELON CORP	EXC	400 000	10,956 00 32,912 00	27 39 82 28	496 00	4 53
748356102 QUESTAR CORP	STR	1,000 000	22,990 00 16,175 86	22 99 16.18	720 00	3 13
** TOTAL UTILITIES		SUB-TOTAL	33,946.00 49,087.86		1,216.00 0.00	3.58
* TOTAL EQUITY INVESTMENTS			2,180,621.40 1,536,935.11		48,911.90 5,651.44	2.24
MUTUAL FUNDS						
MUTUAL FUNDS-FIXED INCOME						
524686318 LEGG MASON BW GLOBAL OPPORTUNITIES BOND FUND - IS	GOBSX	11,563.367	124,768 73 125,000 00	10 79 10 81	5,388 53 449 04	4.32
693390304 PIMCO LOW DURATION FUND - INSTITUTIONAL CLASS	PTLDX	12,077.295	124,758 46 125,000.00	10 33 10.35	2,391.30 199.28	1.92
** TOTAL MUTUAL FUNDS-FIXED INCOME		SUB-TOTAL	249,527.19 250,000.00		7,779.83 648.32	3.12
MUTUAL FUNDS-EQUITY						
00162Q866 JEFFERIES TR/J ALERIAN MLP ETF	AMLP	7,300 000	129,867 00 125,851.27	17.79 17.24	7,796 40	6 00
444998306 HUNTINGTON INTERNATIONAL EQUITY FUND III	HIF3	19,077.436	253,348 35 186,896 94	13 28 9 80	3,605 64	1.42
446327249 HUNTINGTON GLOBAL SELECT MARKETS FUND - III	HGSM3	5,208.333	55,937 50 50,000 00	10 74 9 60	1,109 37 92 45	1 98
44632P934 HUNTINGTON DISCIPLINED EQUITY FD TR III	HDE3	14,929 401	163,924.82 136,239 15	10 98 9 13	1,567 59	0 96
446990301 HUNTINGTON SITUS FUND III	HSSF3	5,238 901	150,618 40 60,705 03	28.75 11.59	41.91	0.03
884116401 THIRD AVENUE REAL ESTATE VALUE FUND	TAREX	4,367 576	125,873 54 125,000 00	28 82 28.62	1,327 74	1 05
** TOTAL MUTUAL FUNDS-EQUITY		SUB-TOTAL	879,569.61 684,692.39		15,448.65 92.45	1.76
* TOTAL MUTUAL FUNDS			1,129,096.80 934,692.39		23,228.48 740.77	2.06

DECEMBER 01, 2013 TO DECEMBER 31, 2013

ACCOUNT NAME: HUENEKE FOUND.
ACCOUNT NUMBER: [redacted]

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
GRAND TOTAL ASSETS			3,408,751.79 2,570,661.09		72,189.89 6,396.33	2.12

DECEMBER 01, 2013 TO DECEMBER 31, 2013

ACCOUNT NAME: HUENEKE FOUND
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**	**2,549,320.80**	**0.00**	**7,118.62**	**2,557,041.22**
RECEIPTS						
DIVIDENDS	10,556 36	13,774 22		10,870 41	61,793 97	
OTHER RECEIPTS	5,253.40			64,246.60		
TOTAL RECEIPTS	**15,809.76**	**13,774.22**	**0.00**	**75,117.01**	**61,793.97**	**0.00**
DISBURSEMENTS						
CASH DISTRIBUTIONS	12,000.00-			157,700 00-	521.72-	
FEES	2,651 10-			30,928 10-		
OTHER DISBURSEMENTS		5,253.40-			64,246.60-	
TOTAL DISBURSEMENTS	**14,651.10-**	**5,253.40-**	**0.00**	**188,628.10-**	**64,768.32-**	**0.00**
ASSETS PURCHASED						
BUYS	500,851.27-		500,851.27	580,851.27-		580,851.27
TOTAL ASSETS PURCHASED	**500,851.27-**	**0.00**	**500,851.27**	**580,851.27-**	**0.00**	**580,851.27**
ASSETS SOLD/MATURED						
SALES	526,997.72		515,336.91-	764,453.23		706,290.62-
TOTAL ASSETS SOLD/MATURED	**526,997.72**	**0.00**	**515,336.91-**	**764,453.23**	**0.00**	**706,290.62-**
CASH MANAGEMENT						
DEPOSITS	27,305.11-	8,520.82-	35,825.93	70,090.87-	4,144.27-	74,235.14
TOTAL CASH MANAGEMENT	**27,305.11-**	**8,520.82-**	**35,825.93**	**70,090.87-**	**4,144.27-**	**74,235.14**
IN KIND TRANSACTIONS						
RECEIPTS IN KIND						115,208 00
DISTS IN KIND						50,383.92-
TOTAL IN KIND TRANSACTIONS	**0.00**	**0.00**	**0.00**	**0.00**	**0.00**	**64,824.08**
ENDING BALANCE	**0.00**	**0.00**	**2,570,661.09**	**0.00**	**0.00**	**2,570,661.09**