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Department of the Treasury  
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation  
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Open to Public Inspection

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

Name of foundation  
**THE BROTHERHOOD FOUNDATION**

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

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

A Employer identification number  
**34-6883645**

B Telephone number (see instructions)  
**614-331-9046**

C If exemption application is pending, check here

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

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

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

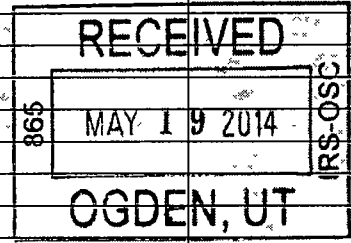
G Check all that apply:  
Initial return  Initial return of a former public charity   
Final return  Amended return   
Address change  Name change

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ **1,807,637.**

J Accounting method:  Cash  Accrual  
 Other (specify) \_\_\_\_\_  
(Part I, column (d) must be on cash basis.)

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)
<b>Revenue</b>					
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	38,199.	38,172.		STMT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	27,819.			
b	Gross sales price for all assets on line 6a <b>201,346.</b>				
7	Capital gain net income (from Part IV, line 2)		27,819.		
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)	4,000.	4,000.		STMT 3
12	<b>Total. Add lines 1 through 11</b>	<b>70,018.</b>	<b>69,991.</b>		
<b>Operating and Administrative Expenses</b>					
13	Compensation of officers, directors, trustees, etc.	17,519.	8,760.		8,760.
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	935.	468.	NONE	468.
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 5	1,062.	353.		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 6	2.	2.		
24	<b>Total operating and administrative expenses. Add lines 13 through 23</b>	<b>19,518.</b>	<b>9,583.</b>	<b>NONE</b>	<b>9,428.</b>
25	Contributions, gifts, grants paid				
26	<b>Total expenses and disbursements. Add lines 24 and 25</b>	<b>19,518.</b>	<b>9,583.</b>	<b>NONE</b>	<b>9,428.</b>
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	50,500.			
b	<b>Net investment income</b> (if negative, enter -0-)		60,408.		
c	<b>Adjusted net income</b> (if negative, enter -0-)				



POSTMARK DATE MAY 14 2014

SCANNED MAY 27 2014

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 (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) . . . . .	1,355,000.	1,405,490.	1,807,637.	
14	Land, buildings, and equipment basis ▶ -----				
	Less: accumulated depreciation ▶ ----- (attach schedule)				
15	Other assets (describe ▶ ----- )				
16	<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .	1,355,000.	1,405,490.	1,807,637.	
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	<b>Total liabilities</b> (add lines 17 through 22) . . . . .		NONE		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
	Foundations that do not follow SFAS 117, . . . ▶ <input checked="" type="checkbox"/> check here and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds . . . . .	1,355,000.	1,405,490.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .			
29	Retained earnings, accumulated income, endowment, or other funds . . . . .				
30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	1,355,000.	1,405,490.		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	1,355,000.	1,405,490.		

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 1,355,000.
2	Enter amount from Part I, line 27a . . . . .	2 50,500.
3	Other increases not included in line 2 (itemize) ▶ -----	3
4	Add lines 1, 2, and 3 . . . . .	4 1,405,500.
5	Decreases not included in line 2 (itemize) ▶ ROUNDING	5 10.
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6 1,405,490.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)				(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr)	(d) Date sold (mo., day, yr)
<b>1a PUBLICLY TRADED SECURITIES</b>						
<b>b</b>						
<b>c</b>						
<b>d</b>						
<b>e</b>						
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)			
<b>a</b> 201,346.		173,527.	27,819.			
<b>b</b>						
<b>c</b>						
<b>d</b>						
<b>e</b>						
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				
<b>a</b>				27,819.		
<b>b</b>						
<b>c</b>						
<b>d</b>						
<b>e</b>						
<b>2 Capital gain net income or (net capital loss)</b>				<b>2</b>	27,819.	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }						
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):</b>				<b>3</b>		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8						

**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	90,041.	1,562,654.	0.057621
2011	129,235.	1,591,242.	0.081216
2010	48,997.	1,505,435.	0.032547
2009	82,410.	1,388,697.	0.059343
2008	89,770.	1,418,851.	0.063270
<b>2 Total of line 1, column (d)</b>			0.293997
<b>3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years</b>			0.058799
<b>4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5</b>			1,664,128.
<b>5 Multiply line 4 by line 3</b>			97,849.
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>			604.
<b>7 Add lines 5 and 6</b>			98,453.
<b>8 Enter qualifying distributions from Part XII, line 4</b>			9,428.

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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		1	1,208.
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	1,208.
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	1,208.
6 Credits/Payments.			
a 2013 estimated tax payments and 2012 overpayment credited to 2013 . . . . .	6a	492.	
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	492.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . . . .		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .		9	716.
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 <input type="checkbox"/> NONE Refunded <input type="checkbox"/>		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? . . . . .		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? . . . . . <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		X
c Did the foundation file Form 1120-POL for this year? . . . . .		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation. ▶ \$ _____ (2) On foundation managers ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . <i>If "Yes," attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i> . . . . .		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		X
b If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . <i>If "Yes," attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	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? <i>If "No," attach explanation.</i> . . . . .	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV.</i> . . . . .		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i> . . . . .		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) . . . . .	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 <input type="checkbox"/> N/A				
14	The books are in care of <input type="checkbox"/> HUNTINGTON NATIONAL BANK Telephone no. <input type="checkbox"/> (614) 331-9046			
Located at <input type="checkbox"/> PO BOX 1558 DEPT EA4E86, COLUMBUS, OH ZIP+4 <input type="checkbox"/> 43216				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . .	<input type="checkbox"/>		
and enter the amount of tax-exempt interest received or accrued during the year . . . . . <input type="checkbox"/> 15				
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	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country <input type="checkbox"/>				

**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
<b>1a</b> During the year did the foundation (either directly or indirectly):			
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . .	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
<b>1b</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)? . . . . .		X
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>			
<b>1c</b>	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? . . . . .		X
<b>2</b> 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))			
<b>a</b>	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? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years <input type="checkbox"/>			
<b>b</b>	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) . . . . .		X
<b>c</b>	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <input type="checkbox"/>		
<b>3a</b>	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
<b>b</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) . . . . .		X
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .		X
<b>b</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? . . . . .		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)?  Yes  No  
 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?  Yes  No  
 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?  Yes  No

**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 7		17,519.		

**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	
<b>Total.</b> Add lines 1 through 3 . . . . .	

**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	1,669,426.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	20,044.
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	NONE
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	1,689,470.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	NONE
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	1,689,470.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	25,342.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	1,664,128.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	83,206.

**Part XI Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here  and do not complete this part.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	83,206.
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5	<b>2a</b>	1,208.
<b>b</b>	Income tax for 2013. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	1,208.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	81,998.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	NONE
<b>5</b>	Add lines 3 and 4	<b>5</b>	81,998.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	NONE
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	<b>7</b>	81,998.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	9,428.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	NONE
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	NONE
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	NONE
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	<b>4</b>	9,428.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	<b>5</b>	N/A
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4.	<b>6</b>	9,428.

**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 . . . . .				81,998.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only . . . . .			5,763.	
b Total for prior years 20 <u>11</u> , 20 <u>  </u> , 20 <u>  </u> . . . . .		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. ▶ \$ <u>9,428.</u>				
a Applied to 2012, but not more than line 2a . . . . .			5,763.	
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 . . . . .				3,665.
e Remaining amount distributed out of corpus . . . . .	NONE			
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 . . . . .	NONE			
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 . . . . .				78,333.
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 . . . . .	NONE			
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 . . . . .	NONE			

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)

Table with columns: Tax year (a) 2013, (b) 2012, (c) 2011, (d) 2010, (e) Total. Rows include: 2a Enter the lesser of the adjusted net income...; 2b 85% of line 2a; 2c Qualifying distributions from Part XII, line 4...; 2d Amounts included in line 2c not used directly for active conduct of exempt activities; 2e Qualifying distributions made directly for active conduct of exempt activities; 3 Complete 3a, b, or c for the alternative test relied upon; 3a "Assets" alternative test; 3b "Endowment" alternative test; 3c "Support" alternative test.

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 [X] 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
<p><b>a</b> <i>Paid during the year</i></p>				
<b>Total</b> .....				<b>▶ 3a</b>
<p><b>b</b> <i>Approved for future payment</i></p>				
<b>Total</b> .....				<b>▶ 3b</b>





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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ABBOTT LABORATORIES 1%	70.	70.
ABBVIE INC	200.	200.
AMERICAN EXPRESS COMPANY	86.	86.
APPLIED MATERIALS INC	58.	58.
CISCO SYSTEMS, INC.	102.	102.
COCA-COLA CO 1%	224.	224.
COLGATE PALMOLIVE CO	266.	266.
CONOCOPHILLIPS	389.	389.
DARDEN RESTAURANTS INC	233.	233.
EXXON MOBIL CORP COM	246.	246.
FEDERATED TOTAL RETURN BOND FUND #328	4,320.	4,320.
FRONTIER COMMUNICATIONS FRONTIER COMMUNI	7.	1.
GENERAL ELECTRIC CO 1%	228.	228.
GOLDMAN SACHS GROUP INC	154.	154.
HEALTH CARE PPTY INVEST INC (REIT)	302.	281.
HOME DEPOT INC.	234.	234.
HUNTINGTON MID CORP AMERICA FD III	754.	754.
HUNTINGTON INTL EQUITY FUND III	1,421.	1,421.
HUNTINGTON DISCIPLINED EQUITY FD TR III	635.	635.
HUNTINGTON SITUS FUND III	1,873.	1,873.
HUNTINGTON REAL STRATEGIES FUND III	996.	996.
J P MORGAN CHASE & CO	408.	408.
JOHNSON & JOHNSON CO 1%	518.	518.
LINEAR TECHNOLOGY CORP COM	104.	104.
MEDTRONIC INC.	68.	68.
MICROSOFT CORP	276.	276.
HUNTINGTON SHORT&INTER FIXED FD	920.	920.
HUNTINGTON GROWTH FUND III	10,065.	10,065.
HUNTINGTON CONSERVATIVE DEPOSIT ACCOUNT	37.	37.
HUNTINGTON INTERMEDIATE GOVT	2,364.	2,364.
MORGAN STANLY DN WTRR DISCVR COM NEW	15.	15.
NEXTERA ENERGY INC	222.	222.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
NIKE INC CL B	227.	227.
OCCIDENTAL PETROLEUM CORP	192.	192.
ORACLE CORP	36.	36.
PIMCO TOTAL RETURN FUND INSTL CLASS	2,995.	2,995.
PARKER HANNIFIN CORP	267.	267.
PEPSICO INC 2%	221.	221.
PHILLIPS 66	68.	68.
PRAXAIR INC	240.	240.
PROCTER & GAMBLE CO	237.	237.
QUALCOMM INC	74.	74.
ROYAL DUTCH SHELL PLC -ADR	248.	248.
SCHLUMBERGER LTD.	121.	121.
SEMPRA ENERGY CORP	239.	239.
TEMPLETON GLOBAL BOND FUND CLASS A	539.	539.
FRANKLIN TEMPLETON GLOBAL BOND FUND - AD	3,272.	3,272.
TEVA PHARMACEUTICAL INDS ADR	190.	190.
THERMO ELECTRON CORP W/1 RT/SH	17.	17.
3M CO COM	64.	64.
VALERO ENERGY	74.	74.
VERIZON COMMUNICATIONS	155.	155.
VODAFONE GROUP PLC	364.	364.
WELLS FARGO & CO NEW	252.	252.
ACCENTURE PLC CL A	235.	235.
ACE LIMITED	77.	77.
TOTAL	38,199.	38,172.

THE BROTHERHOOD FOUNDATION

34-6883645

FORM 990PF, PART I - OTHER INCOME

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
TOTALS	4,000. =====	4,000. =====

THE BROTHERHOOD FOUNDATION

34-6883645

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	935.	468.		468.
TOTALS	935.	468.	NONE	468.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
FOREIGN TAXES	29.	29.	
OTHER TAXES	200.		200.
FEDERAL TAX PAYMENT - PRIOR YE	17.		
FEDERAL ESTIMATES - PRINCIPAL	492.		
FOREIGN TAXES ON QUALIFIED FOR	245.	245.	
FOREIGN TAXES ON NONQUALIFIED	79.	79.	
TOTALS	1,062.	353.	200.

THE BROTHERHOOD FOUNDATION

34-6883645

FORM 990PF, PART I - OTHER EXPENSES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER NONALLOCABLE EXPENSES -	2.	2.
TOTALS	2.	2.

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

=====

OFFICER NAME:

HUNTINGTON NATIONAL BANK

ADDRESS:

P.O. BOX 1558

COLUMBUS, OH 43216

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40

COMPENSATION ..... 17,519.

COMPENSATION EXPLANATION:

TRUSTEE FEES

TOTAL COMPENSATION: 17,519.

=====

THE HUNTINGTON NATIONAL BANK  
PO BOX 1558  
COLUMBUS, OH 43216



THOMSON REUTERS

[REDACTED]  
24481 DETROIT ROAD  
SUITE 400  
WESTLAKE OH 44145-1557

C A S H A C T I V I T Y S T A T E M E N T

ACCOUNTING PERIOD

FROM 12/01/2013 TO 12/31/2013

ACCOUNT NAME: TRUST, N.A., TRUSTEE OF THE  
BROTHERHOOD FOUNDATION

ACCOUNT NUMBER:

[REDACTED]

TRUST ADMINISTRATOR: DAVE SABINE

TELEPHONE NUMBER: 330-742-7021

THE HUNTINGTON FUNDS ARE AFFILIATED WITH THE HUNTINGTON NATIONAL BANK. MUTUAL FUNDS, INCLUDING THE HUNTINGTON FUNDS, ARE NOT INSURED OR GUARANTEED BY THE FEDERAL DEPOSIT INSURANCE CORPORATION OR BY ANY OTHER GOVERNMENT AGENCY OR GOVERNMENT-SPONSORED AGENCY OF THE FEDERAL GOVERNMENT OR THE STATE.

\* MARKET VALUE AND ESTIMATED INCOME FIGURES ARE NOT GUARANTEED, BUT DO COME FROM RELIABLE SOURCES.

FORMAT # 16



TRUST, N.A., TRUSTEE OF THE BROTHERHOOD FOUNDATION ACCOUNT NUMBER [REDACTED]

SCHEDULE OF PRINCIPAL ASSETS AS OF DECEMBER 31, 2013

	COST VALUE	UNIT PRICE	MARKET VALUE	% MKT	EST INCOME	YIELD MKT
CASH MANAGEMENT FUNDS-TAXABLE						
-----						
HUNTINGTON CONSERVATIVE DEPOSIT ACCOUNT	114,125.37		114,125.37	6.4	57	0.0
TOTAL	114,125.37		114,125.37		57	0.0
HUNTINGTON FUNDS-EQUITY						
-----						
8,577.417 HUNTINGTON INTERNATIONAL EQUITY FUND III	103,412.72	13.28	113,908.10	6.4	1,621	1.4
6,035.211 HUNTINGTON DISCIPLINED EQUITY FD TR III	54,737.16	10.98	66,266.62	3.7	634	1.0
17,352.502 HUNTINGTON SITUS FUND III	305,130.84	28.75	498,884.43	28.1	139	0.0
13,940 HUNTINGTON REAL STRATEGIES FUND III	69,839.40	8.05	112,217.00	6.3	990	0.9
TOTAL	533,120.12		791,276.15		3,383	0.4
HUNTINGTON FUNDS-FIXED						
-----						
4,262.435 HUNTINGTON SHORT AND INTERMEDIATE FIXED INCOME FUND III	82,861.74	19.75	84,183.09	4.7	887	1.1



TRUST, N.A., TRUSTEE OF THE BROTHERHOOD FOUNDATION  
ACCOUNT NUMBER [REDACTED]

SCHEDULE OF PRINCIPAL ASSETS  
AS OF DECEMBER 31, 2013

HUNTINGTON FUNDS-FIXED

12,322	HUNTINGTON INTERMEDIATE GOVERNMENT INCOME FUND III	129,873.88	10.56	130,120.32	7.3	2,575	2.0						
	TOTAL	212,735.62		214,303.41		3,462	1.6						

COMMON STOCK

200	ABBOTT LABORATORIES	5,460.43	38.33	7,666.00	0.4	176	2.3						
200	ABBVIE INC	6,687.02	52.81	10,562.00	0.6	320	3.0						
100	AMERICAN EXPRESS	5,772.00	90.73	9,073.00	0.5	92	1.0						
200	CISCO SYSTEMS	4,905.64	22.43	4,486.00	0.3	136	3.0						
200	COCA COLA CO	4,827.00	41.31	8,262.00	0.5	224	2.7						
200	COLGATE PALMOLIVE	6,100.82	65.21	13,042.00	0.7	272	2.1						
144	CONOCOPHILLIPS	4,110.41	70.65	10,173.60	0.6	397	3.9						
100	EXXON MOBIL CORP	6,854.00	101.20	10,120.00	0.6	252	2.5						
300	GENERAL ELECTRIC CO	15,550.50	28.03	8,409.00	0.5	264	3.1						
75	GOLDMAN SACHS GROUP INC	13,028.25	177.26	13,294.50	0.7	165	1.2						
155	HCP INC	5,006.50	36.32	5,629.60	0.3	326	5.8						
150	HOME DEPOT INC	5,004.00	82.34	12,351.00	0.7	234	1.9						
300	JP MORGAN CHASE & CO	11,613.00	58.48	17,544.00	1.0	456	2.6						
200	JOHNSON & JOHNSON	9,987.50	91.59	18,318.00	1.0	528	2.9						
84	NEXTERA ENERGY INC	3,884.16	85.62	7,192.08	0.4	222	3.1						
360	NIKE INC CL B	19,155.58	78.64	28,310.40	1.6	346	1.2						





TRUST, N.A., TRUSTEE OF THE BROTHERHOOD FOUNDATION ACCOUNT NUMBER [REDACTED]

SCHEDULE OF PRINCIPAL ASSETS AS OF DECEMBER 31, 2013

		COST VALUE	UNIT PRICE	MARKET VALUE	% MKT	EST INCOME	YIELD MKT
<b>COMMON STOCK-FOREIGN</b>							
135	ACCENTURE PLC CL A	3,935.25	82.22	11,099.70	0.6	251	2.3
	TOTAL	25,835.69		39,858.18		1,463	3.7
<b>MUTUAL FUNDS FIXED INC-TAXABLE</b>							
9,871.668	FEDERATED TOTAL RETURN BOND FUND - INSTITUTIONAL SHARES	100,000.00	10.89	107,502.46	6.1	3,682	3.4
7,447.865	PIMCO TOTAL RETURN FUND - INSTITUTIONAL CLASS	75,000.00	10.69	79,617.68	4.5	2,056	2.6
6,758.466	FRANKLIN TEMPLETON GLOBAL BOND FUND - ADVISOR CLASS	75,000.00	13.09	88,468.32	5.0	3,467	3.9
	TOTAL	250,000.00		275,588.46		9,205	3.3
<b>ASSETS</b>							
		1,374,065.38		1,776,212.56	100.0	25,039	1.4
<b>CASH</b>							
		0.00		0.00		0	
<b>TOTAL</b>							
		1,374,065.38		1,776,212.56		25,039	



TRUST, N.A., TRUSTEE OF THE  
BROTHERHOOD FOUNDATION  
ACCOUNT NUMBER [REDACTED]

SCHEDULE OF INCOME ASSETS  
AS OF DECEMBER 31, 2013

	COST VALUE	UNIT PRICE	MARKET VALUE	% MKT	EST INCOME	YIELD MKT
CASH MANAGEMENT FUNDS-TAXABLE						
HUNTINGTON CONSERVATIVE DEPOSIT ACCOUNT	31,424.20		31,424.20	100.0	16	0.0
TOTAL	31,424.20		31,424.20		16	0.0
ASSETS	31,424.20		31,424.20	100.0	16	0.0
CASH	0.00		0.00		0	
TOTAL	31,424.20		31,424.20		16	