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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

, and ending

Name of foundation

THE JAMES HUNTINGTON FOUNDATION
C/O MR. SAMUEL H. ELLIS

A Employer identification number

36-3553345

Number and street (or P.O. box number if mail is not delivered to street address)

10 S. WACKER DRIVE, SUITE 2675

Room/suite

B Telephone number

312-855-4460

City or town, state or province, country, and ZIP or foreign postal code

CHICAGO, IL 60606

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 changeD 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 foundationE 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 ☐

I Fair market value of all assets at end of year

J Accounting method: ☒ Cash ☐ Accrual

(from Part II, col. (c), line 16)

☐ Other (specify)

\$ 19,007,313. (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))

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1 Contributions, gifts, grants, etc., received

N/A

2 Check ☒ if the foundation is not required to attach Sch. B

3 Interest on savings and temporary cash investments

210.

210.

STATEMENT 1

4 Dividends and interest from securities

329,909.

329,909.

STATEMENT 2

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

b Gross sales price for all assets on line 6a 33,259,793.

7 Capital gain net income (from Part IV, line 2)

3,023,217.

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)

11 Other income

782,724.

-173,002.

STATEMENT 3

12 Total. Add lines 1 through 11

4,136,060.

3,180,334.

13 Compensation of officers, directors, trustees, etc

0.

0.

0.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees

b Accounting fees

STMT 4

4,827.

4,827.

0.

c Other professional fees

STMT 5

526,903.

526,903.

0.

17 Interest

18 Taxes

STMT 6

60,019.

60,019.

0.

19 Depreciation and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses

STMT 7

3,703.

3,703.

0.

24 Total operating and administrative expenses. Add lines 13 through 23

595,452.

595,452.

0.

25 Contributions, gifts, grants paid

913,500.

913,500.

26 Total expenses and disbursements. Add lines 24 and 25

1,508,952.

595,452.

913,500.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

2,627,108.

b Net investment income (if negative, enter -0-)

2,584,882.

c Adjusted net income (if negative, enter -0-)

N/A

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LHA For Paperwork Reduction Act Notice, see instructions.

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2013.04000 THE JAMES HUNTINGTON FOUNDATION C/O33451

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		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		3,474,345.	9,200,241.	9,200,241.
	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				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock STMT 8		11,390,623.	8,735,786.	8,735,786.
	c	Investments - corporate bonds				
	11	Investments - land, buildings, and equipment basis ▶				
	Less accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 9		1,324,016.	1,048,247.	1,048,247.	
14	Land, buildings, and equipment: basis ▶					
	Less accumulated depreciation ▶					
15	Other assets (describe ▶ STATEMENT 10)		191,221.	23,039.	23,039.	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		16,380,205.	19,007,313.	19,007,313.	
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				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)		0.	0.	
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		16,380,205.	19,007,313.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds		0.	0.	
30	Total net assets or fund balances		16,380,205.	19,007,313.		
31	Total liabilities and net assets/fund balances		16,380,205.	19,007,313.		

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	16,380,205.
2	Enter amount from Part I, line 27a	2	2,627,108.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	19,007,313.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	19,007,313.

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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 SEE ATTACHMENT A		P	VARIOUS	VARIOUS
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 33,259,793.		30,236,576.	3,023,217.
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			3,023,217.
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	3,023,217.
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). If (loss), enter -0- in Part I, line 8		3	N/A

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	748,330.	15,402,391.	.048585
2011	736,500.	15,453,376.	.047659
2010	666,000.	15,078,009.	.044170
2009	733,851.	13,395,059.	.054785
2008	751,381.	14,919,392.	.050363

2 Total of line 1, column (d)	2	.245562
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	.049112
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	17,779,622.
5 Multiply line 4 by line 3	5	873,193.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	25,849.
7 Add lines 5 and 6	7	899,042.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	913,500.

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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)		1	25,849.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	25,849.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	25,849.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a 11,962.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 28,500.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	40,462.
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 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	14,613.
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax ☒ 14,613. Refunded ☐		11	0.

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)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☒ \$ 0. (2) On foundation managers. ☒ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☒ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
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? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ IL		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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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)? ☐ 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)?

N/A
▶ ☐

5b

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?

N/A ☐ 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

6b

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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

7b

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
SAMUEL H. ELLIS 10 SOUTH WACKER DRIVE STE 2675 CHICAGO, IL 606067453	TRUSTEE	0.00	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

▶ 0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
KINNEY ASSET MANAGEMENT, LLC - 175 W. JACKSON BLVD. 4TH FLOOR, CHICAGO, IL 60604	INVESTMENT ADVISORY	519,502.

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

0

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 N/A

2

3

4

Part IX-B**Summary of Program-Related Investments**

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

Amount

1 N/A

2

All other program-related investments. See instructions.

3

Total. Add lines 1 through 3

0.

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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	18,050,378.
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	18,050,378.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	18,050,378.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	270,756.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	17,779,622.
6	Minimum investment return. Enter 5% of line 5	6	888,981.

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	888,981.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	25,849.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	25,849.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	863,132.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	863,132.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	863,132.

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	913,500.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	913,500.
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	5	25,849.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	887,651.

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.

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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				863,132.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			758,350.	
b Total for prior years:				
2011, _____, _____		2,917.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 913,500.				
a Applied to 2012, but not more than line 2a			758,350.	
b Applied to undistributed income of prior years (Election required - see instructions) *		2,917.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				152,233.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				710,899.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

* SEE STATEMENT 11

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N/A

- 4942(j)(3) or 4942(j)(5)

- (4) Gross investment income

[illegible]

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

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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 ATTACHMENT B				913,500.
Total			3a	913,500.
b Approved for future payment				
NONE				
Total			3b	0.

Enter gross amounts unless otherwise indicated.

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

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10-10-13

Part XVII

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

- | 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | Yes | No |
|---|--|-------|----|
| | | | |
| 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. | | |

[illegible]

- 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
N/A		

**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

Date _____

Title

May the IRS discuss this return with the preparer shown below (see instr)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ self-employed

PTIN

MATT MERCER

Matthew R. Meun

07/15/14

P00448241

Firm's name ▶ DELOITTE TAX LLP

Firm's EIN ▶ 86-1065772

Firm's address ► 1601 DODGE STREET, SUITE 3100
OMAHA, NE 68102

Phone no. **402-346-7788**

Huntington Management LLC
REALIZED GAINS AND LOSSES
JAMES HUNTINGTON FOUNDATION
CONSOLIDATED ACCOUNTS
From 01-01-13 Through 12-31-13

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
08-23-2011	01-01-2013		Japanese Yen	1 74	1 73	-0 01@	
	01-02-2013	11,000	GREENCORE GROUP PLC (ID)	15,929 68	18,726 76		2,797 08
05-26-2006	01-08-2013	600	BROOKFIELD REAL ESTATE SERVICES	5,802 29	7,843 21		2,040 92
	01-08-2013		Canadian Dollars	1,965 24	1,981 60	16 36@	
03-25-2010	01-08-2013	200	NAKANISHI INC	19,244 66	21,723 27		2,478 61
08-23-2011	01-08-2013	200	NAKANISHI INC	18,920 50	21,723 27		2,802 77
08-24-2011	01-08-2013	100	NAKANISHI INC	9,450 90	10,861 63		1,410 73
	01-08-2013		European Euros	81 20	81 91	0 71@	
02-23-2007	01-08-2013	600	SARTORIUS STEDIM BIOTECH	33,365 17	62,142 73		28,777 56
11-29-2011	01-08-2013	1,000	PROTO CORP	16,000 14	17,970 40		1,970 26
11-30-2009	01-08-2013	6,000	C&C GROUP PLC (ID)	24,762 47	35,631 00		10,868 53
	01-09-2013		European Euros	97,692 53	97,342 73	-349 80@	
08-24-2011	01-09-2013	400	NAKANISHI INC	37,803 61	42,354 81		4,551 21
	01-09-2013		European Euros	23,541 11	23,486 70	-54 40@	
11-30-2009	01-09-2013	4,000	C&C GROUP PLC (ID)	16,508 31	23,541 11		7,032 79
11-29-2011	01-09-2013	600	PROTO CORP	9,600 08	10,651 63		1,051 55
	01-10-2013		Japanese Yen	129,106 42	143,322 44	14,216 02@	
11-29-2011	01-10-2013	700	PROTO CORP	11,200 10	12,084 08		883 98
04-11-2007	01-10-2013	1,100	MEIKO NETWORK JAPAN CO LTD	5,496 53	12,564 00		7,067 47
	01-11-2013		British Pound	1 35	1 37	0 01@	
11-30-2009	01-11-2013	15,400	C&C GROUP PLC (ID)	63,557 00	90,630 63		27,073 63
08-23-2011	01-14-2013	13,600	GREENCORE GROUP PLC (ID)	19,694 88	23,761 01		4,066 13
02-23-2007	01-14-2013	200	SARTORIUS STEDIM BIOTECH	11,121 72	21,451 10		10,329 38
	01-15-2013		European Euros	224,369 78	219,170 61	-5,199 17@	
	01-15-2013		Japanese Yen	367,789 92	416,677 56	48,887 64@	
02-23-2007	01-15-2013	100	SARTORIUS STEDIM BIOTECH	5,560 86	10,844 85		5,283 99
08-23-2011	01-15-2013	4,000	GREENCORE GROUP PLC (ID)	5,792 61	6,956 47		1,163 86
11-29-2011	01-15-2013	700	PROTO CORP	11,200 10	11,898 93		698 83
11-28-2011	01-15-2013	1,200	PROTO CORP	19,166 42	20,398 18		1,231 76
11-28-2011	01-16-2013	200	PROTO CORP	3,194 40	3,421 29		226 89
03-14-2012	01-16-2013	700	PROTO CORP	11,135 74	11,974 53	838 79	
	01-17-2013		Japanese Yen	3,691 59	3,656 32	-35 27@	
	01-17-2013		Japanese Yen	1,685 66	1,686 41	0 75@	
08-13-2007	01-17-2013	300	PRONEXUS INC	2,182 59	1,685 66		-496 94
	01-17-2013		Japanese Yen	11,377 01	11,382 06	5 06@	
08-10-2011	01-17-2013	100	NAKANISHI INC	9,429 71	11,377 01		1,947 30
	01-17-2013		Japanese Yen	22,754 02	22,764 13	10 11@	
05-18-2010	01-17-2013	200	NAKANISHI INC	18,589 29	22,754 02		4,164 73
	01-17-2013		Japanese Yen	19,709 01	19,717 77	8 76@	
03-14-2012	01-17-2013	1,300	PROTO CORP	20,680 66	21,682 64	1,001 98	
11-21-2006	01-17-2013	300	SHOEI CO LTD	2,975 34	1,681 06		-1,294 27
02-23-2007	01-18-2013	400	SARTORIUS STEDIM BIOTECH	22,243 45	43,796 77		21,553 32
11-30-2009	01-18-2013	13,400	C&C GROUP PLC (ID)	55,302 84	80,098 67		24,795 83
03-14-2012	01-18-2013	1,200	PROTO CORP	19,089 84	20,315 52	1,225 68	
11-21-2006	01-18-2013	2,300	SHOEI CO LTD	22,810 92	13,012 23		-9,798 69

Huntington Management LLC
REALIZED GAINS AND LOSSES
JAMES HUNTINGTON FOUNDATION
CONSOLIDATED ACCOUNTS
From 01-01-13 Through 12-31-13

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
08-13-2007	01-18-2013	800	PRONEXUS INC	5,820 25	4,514 40		-1,305 85
	01-18-2013		Japanese Yen	37,842 68	37,847 95	5 27@	
11-30-2009	01-21-2013	5,200	C&C GROUP PLC (ID)	21,460 80	31,918 26		10,457 46
09-26-2011	01-21-2013	1,300	C&C GROUP PLC (ID)	5,130 49	7,979 56		2,849 07
01-27-2010	01-21-2013	2,200	C&C GROUP PLC (ID)	8,636 44	13,503 89		4,867 45
03-14-2012	01-21-2013	900	PROTO CORP	14,317 38	15,320 00	1,002 62	
08-13-2007	01-21-2013	500	PRONEXUS INC	3,637 66	2,850 46		-787 20
03-14-2012	01-22-2013	300	PROTO CORP	4,772 46	5,175 12	402 66	
03-07-2012	01-22-2013	500	PROTO CORP	7,850 63	8,625 22	774 59	
11-21-2006	01-22-2013	700	SHOEI CO LTD	6,942 45	3,988 52		-2,953 93
08-13-2007	01-22-2013	300	PRONEXUS INC	2,182 59	1,734 20		-448 39
01-27-2010	01-23-2013	3,680	C&C GROUP PLC (ID)	14,446 42	22,678 69		8,232 27
11-23-2011	01-23-2013	120	C&C GROUP PLC (ID)	446 19	739 53		293 34
03-07-2012	01-23-2013	1,200	PROTO CORP	18,841 50	20,705 21	1,863 71	
11-21-2006	01-23-2013	300	SHOEI CO LTD	2,975 34	1,707 58		-1,267 76
08-13-2007	01-23-2013	400	PRONEXUS INC	2,910 13	2,309 51		-600 62
02-23-2007	01-24-2013	200	SARTORIUS STEDIM BIOTECH	11,121 72	23,069 52		11,947 80
08-23-2011	01-24-2013	10,600	GREENCORE GROUP PLC (ID)	15,350 42	18,959 64		3,609 22
03-07-2012	01-24-2013	1,200	PROTO CORP	18,841 50	19,967 81	1,126 31	
11-21-2006	01-24-2013	300	SHOEI CO LTD	2,975 34	1,677 61		-1,297 73
08-13-2007	01-24-2013	400	PRONEXUS INC	2,910 13	2,270 35		-639 78
08-23-2011	01-25-2013	7,900	GREENCORE GROUP PLC (ID)	11,440 41	14,126 98		2,686 57
11-21-2006	01-25-2013	800	SHOEI CO LTD	7,934 23	4,506 22		-3,428 01
08-13-2007	01-25-2013	1,000	PRONEXUS INC	7,275 31	5,703 71		-1,571 61
	01-25-2013		Japanese Yen	11,356 54	11,284 23	-72 31@	
11-21-2006	01-28-2013	2,000	SHOEI CO LTD	19,835 58	11,431 43		-8,404 15
08-13-2007	01-28-2013	700	PRONEXUS INC	5,092 72	4,050 34		-1,042 38
	01-29-2013		Japanese Yen	2,292 47	2,288 42	-4 05@	
	01-29-2013		European Euros	17,744 81	17,744 77	-0 04@	
05-12-2011	01-29-2013	153	KINEPOLIS	11,680 61	17,744 81		6,064 20
08-13-2007	01-29-2013	400	PRONEXUS INC	2,910 13	2,277 87		-632 26
	01-30-2013		Japanese Yen	2,492 96	2,490 23	-2 73@	
02-23-2007	01-30-2013	300	SARTORIUS STEDIM BIOTECH	16,682 59	36,568 78		19,886 19
12-21-2011	01-30-2013	3,000	C&C GROUP PLC (ID)	11,033 91	19,343 94		8,310 03
	01-30-2013		Japanese Yen	2,103 10	2,101 94	-1 15@	
08-13-2007	01-30-2013	800	PRONEXUS INC	5,820 25	4,595 47		-1,224 78
	01-31-2013		European Euros	1 37	1 36	-0 01@	
12-21-2011	01-31-2013	2,100	C&C GROUP PLC (ID)	7,723 74	13,658 90		5,935 16
	01-31-2013		Japanese Yen	2,492 37	2,475 52	-16 85@	
02-23-2007	02-01-2013	100	SARTORIUS STEDIM BIOTECH	5,560 86	12,390 78		6,829 92
11-30-2009	02-01-2013	6,800	C&C GROUP PLC (ID)	28,064 13	45,711 56		17,647 43
02-11-2010	02-01-2013	3,900	C&C GROUP PLC (LN)	14,298 43	26,216 93		11,918 50
	02-01-2013		European Euros	97,944 87	98,057 92	113 05@	
02-23-2007	02-04-2013	300	SARTORIUS STEDIM BIOTECH	16,682 59	37,371 48		20,688 89
11-30-2009	02-06-2013	1,300	C&C GROUP PLC (ID)	5,365 20	8,548 51		3,183 31
11-24-2011	02-06-2013	1,880	C&C GROUP PLC (LN)	6,897 26	12,362 47		5,465 21
11-24-2011	02-06-2013	1,520	C&C GROUP PLC (LN)	5,576 50	9,995 19		4,418 69
02-11-2010	02-06-2013	900	C&C GROUP PLC (LN)	3,299 64	5,918 21		2,618 57

Huntington Management LLC
REALIZED GAINS AND LOSSES
JAMES HUNTINGTON FOUNDATION
CONSOLIDATED ACCOUNTS
From 01-01-13 Through 12-31-13

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
02-23-2007	02-06-2013	100	SARTORIUS STEDIM BIOTECH	5,560 86	12,572 44		7,011 58
12-21-2011	02-07-2013	5,500	C&C GROUP PLC (ID)	20,228 84	35,997 52		15,768 68
02-23-2007	02-08-2013	100	SARTORIUS STEDIM BIOTECH	5,560 86	12,556 27		6,995 41
12-21-2011	02-08-2013	7,300	C&C GROUP PLC (ID)	26,849 19	48,268 06		21,418 87
02-23-2007	02-14-2013	250	SARTORIUS STEDIM BIOTECH	13,902 15	32,053 26		18,151 11
05-12-2011	02-15-2013	80	KINEPOLIS	6,107 51	9,697 32		3,589 81
11-18-2011	02-15-2013	70	KINEPOLIS	4,928 81	8,485 17		3,556 36
	02-19-2013		Canadian Dollars	1,976 96	1,945 53	-31 43@	
	02-19-2013		British Pound	16 81	17 27	0 46@	
	02-19-2013		European Euros	7,151 16	6,995 22	-155 94@	
	02-19-2013		Japanese Yen	1,132 39	1,153 92	21 53@	
	02-20-2013		Japanese Yen	0 01	0 02	0 00@	
	02-20-2013		Japanese Yen	700,000 00	798,519 73	98,519 73@	
	02-20-2013		Japanese Yen	1,130,820 45	1,301,480 26	170,659 81@	
02-23-2007	02-22-2013	200	SARTORIUS STEDIM BIOTECH	11,121 72	26,413 08		15,291 36
12-21-2011	02-27-2013	600	C&C GROUP PLC (ID)	2,206 78	3,834 62		1,627 84
12-21-2011	02-28-2013	3,500	C&C GROUP PLC (ID)	12,872 90	22,282 24		9,409 34
04-11-2007	02-28-2013	600	MEIKO NETWORK JAPAN CO LTD	2,998 11	7,311 01		4,312 90
04-11-2007	03-01-2013	700	MEIKO NETWORK JAPAN CO LTD	3,497 79	8,390 69		4,892 90
11-30-2009	03-04-2013	2,600	C&C GROUP PLC (ID)	10,730 40	16,303 09		5,572 69
04-11-2007	03-04-2013	600	MEIKO NETWORK JAPAN CO LTD	2,998 11	7,284 39		4,286 28
11-30-2009	03-05-2013	6,900	C&C GROUP PLC (ID)	28,476 84	43,301 04		14,824 20
11-23-2011	03-05-2013	1,880	C&C GROUP PLC (ID)	6,990 36	11,797 96		4,807 60
12-21-2011	03-05-2013	3,000	C&C GROUP PLC (ID)	11,033 91	18,826 53		7,792 62
02-11-2010	03-05-2013	4,120	C&C GROUP PLC (ID)	15,105 01	25,855 13		10,750 12
04-11-2007	03-05-2013	900	MEIKO NETWORK JAPAN CO LTD	4,497 16	11,086 88		6,589 72
02-23-2007	03-06-2013	70	SARTORIUS STEDIM BIOTECH	3,892 60	9,380 70		5,488 10
02-11-2010	03-07-2013	10,280	C&C GROUP PLC (ID)	37,689 20	64,755 89		27,066 69
02-11-2010	03-07-2013	5,800	C&C GROUP PLC (LN)	21,264 33	36,535 42		15,271 09
12-20-2011	03-07-2013	10,000	C&C GROUP PLC (LN)	36,571 57	62,992 11		26,420 54
04-11-2007	03-07-2013	500	MEIKO NETWORK JAPAN CO LTD	2,498 42	6,342 07		3,843 65
04-11-2007	03-08-2013	300	MEIKO NETWORK JAPAN CO LTD	1,499 05	3,673 87		2,174 82
05-18-2010	03-11-2013	400	NAKANISHI INC	37,178 58	50,654 14		13,475 56
03-07-2012	03-11-2013	3,300	PROTO CORP	51,814 13	50,278 33		-1,535 80
03-08-2012	03-11-2013	200	PROTO CORP	3,136 60	3,047 18		-89 42
04-11-2007	03-11-2013	500	MEIKO NETWORK JAPAN CO LTD	2,498 42	6,292 94		3,794 52
04-11-2007	03-12-2013	400	MEIKO NETWORK JAPAN CO LTD	1,998 74	4,973 15		2,974 41
	03-13-2013		European Euros	5 65	5 69	0 04@	
	03-13-2013		Canadian Dollars	1,867 00	1,869 85	2 85@	
05-18-2010	03-14-2013	100	NAKANISHI INC	9,294 64	12,645 89		3,351 25

Huntington Management LLC
REALIZED GAINS AND LOSSES
JAMES HUNTINGTON FOUNDATION
CONSOLIDATED ACCOUNTS
From 01-01-13 Through 12-31-13

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
04-11-2007	03-14-2013	500	MEIKO NETWORK JAPAN CO LTD	2,498 42	6,502 31		4,003 89
04-11-2007	03-15-2013	900	MEIKO NETWORK JAPAN CO LTD	4,497 16	12,181 55		7,684 39
	03-15-2013		European Euros	130,163 49	130,014 16	-149 32@	
02-23-2007	03-15-2013	1,100	SARTORIUS STEDIM BIOTECH	61,169 48	149,662 91		88,493 43
	03-15-2013		European Euros	19,499 43	19,454 24	-45 19@	
04-11-2007	03-18-2013	700	MEIKO NETWORK JAPAN CO LTD	3,497 79	9,386 01		5,888 22
05-18-2010	03-19-2013	100	NAKANISHI INC	9,294 64	12,957 83		3,663 19
02-23-2007	03-19-2013	55	SARTORIUS STEDIM BIOTECH	3,058 47	7,516 35		4,457 88
03-08-2012	03-19-2013	600	PROTO CORP	9,409 81	9,362 67		-47 14
	03-19-2013		Japanese Yen	17 07	17 53	0 47@	
02-23-2007	03-20-2013	500	SARTORIUS STEDIM BIOTECH	27,804 31	69,892 25		42,087 94
	03-21-2013		Canadian Dollars	483,577 73	500,000 00	16,422 27@	
05-18-2010	03-21-2013	100	NAKANISHI INC	9,294 64	12,939 99		3,645 35
02-23-2007	03-21-2013	100	SARTORIUS STEDIM BIOTECH	5,560 86	14,009 36		8,448 50
02-23-2007	03-22-2013	90	SARTORIUS STEDIM BIOTECH	5,004 78	12,508 60		7,503 82
	03-25-2013		European Euros	1,907,860 95	1,946,808 85	38,947 90@	
	03-25-2013		European Euros	41,616 61	42,224 36	607 75@	
02-23-2007	03-25-2013	300	SARTORIUS STEDIM BIOTECH	16,682 59	41,616 61		24,934 02
05-18-2010	03-26-2013	100	NAKANISHI INC	9,294 64	12,683 69		3,389 04
04-11-2007	03-28-2013	600	MEIKO NETWORK JAPAN CO LTD	2,998 11	8,337 88		5,339 77
	03-28-2013		Japanese Yen	12,683 70	12,628 17	-55 53@	
	03-28-2013		European Euros	303,090 38	305,285 21	2,194 83@	
	04-01-2013		Japanese Yen	8,335 17	8,333 48	-1 68@	
04-11-2007	04-01-2013	600	MEIKO NETWORK JAPAN CO LTD	2,998 11	8,064 96		5,066 85
02-23-2007	04-02-2013	1,000	SARTORIUS STEDIM BIOTECH	55,608 62	136,801 74		81,193 12
	04-05-2013		Canadian Dollars	600 82	600 77	-0 06@	
04-11-2007	04-08-2013	600	MEIKO NETWORK JAPAN CO LTD	2,998 11	8,165 81		5,167 70
08-26-2011	04-09-2013	100	NAKANISHI INC	9,176 17	12,776 60		3,600 43
11-11-2011	04-09-2013	200	NAKANISHI INC	18,302 16	25,553 20		7,251 04
04-27-2010	04-09-2013	100	NAKANISHI INC	9,094 59	12,776 61		3,682 02
04-11-2007	04-09-2013	500	MEIKO NETWORK JAPAN CO LTD	2,498 42	6,883 09		4,384 67
04-27-2010	04-10-2013	100	NAKANISHI INC	9,094 59	12,776 60		3,682 01
04-11-2007	04-10-2013	400	MEIKO NETWORK JAPAN CO LTD	1,998 74	5,369 87		3,371 13
02-23-2007	04-11-2013	100	SARTORIUS STEDIM BIOTECH	5,560 86	13,478 05		7,917 19
02-23-2007	04-12-2013	100	SARTORIUS STEDIM BIOTECH	5,560 86	13,583 81		8,022 95

Huntington Management LLC
REALIZED GAINS AND LOSSES
JAMES HUNTINGTON FOUNDATION
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Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
04-11-2007	04-12-2013	500	MEIKO NETWORK JAPAN CO LTD	2,498 42	7,074 60		4,576 18
04-11-2007	04-15-2013	200	MEIKO NETWORK JAPAN CO LTD	999 37	2,862 87		1,863 50
	04-15-2013		European Euros	225,512 34	224,671 19	-841 15@	
	04-16-2013		Japanese Yen	46,120 28	50,496 37	4,376 09@	
04-11-2007	04-16-2013	100	MEIKO NETWORK JAPAN CO LTD	499 68	1,410 92		911 24
	04-16-2013		British Pound	10,028 62	10,128 90	100 28@	
	04-16-2013		Canadian Dollars	5,306 11	5,263 77	-42 34@	
02-23-2007	04-17-2013	800	SARTORIUS STEDIM BIOTECH	44,486 90	107,255 28		62,768 38
04-11-2007	04-17-2013	200	MEIKO NETWORK JAPAN CO LTD	999 37	2,836 75		1,837 38
	04-18-2013		Japanese Yen	388,457 35	424,503 63	36,046 28@	
	04-18-2013		European Euros	124,116 78	125,335 89	1,219 12@	
02-23-2007	04-18-2013	350	SARTORIUS STEDIM BIOTECH	19,463 02	46,404 35		26,941 33
04-11-2007	04-18-2013	400	MEIKO NETWORK JAPAN CO LTD	1,998 74	5,583 34		3,584 60
02-23-2007	04-19-2013	600	SARTORIUS STEDIM BIOTECH	33,365 17	78,503 55		45,138 38
04-11-2007	04-19-2013	200	MEIKO NETWORK JAPAN CO LTD	999 37	2,734 83		1,735 46
	04-19-2013		European Euros	1,358 60	1,343 53	-15 08@	
	04-19-2013		European Euros	1,903 76	1,883 28	-20 48@	
	04-19-2013		European Euros	96,028 82	94,995 89	-1,032 93@	
02-23-2007	04-22-2013	180	SARTORIUS STEDIM BIOTECH	10,009 55	22,986 50		12,976 95
04-11-2007	04-22-2013	200	MEIKO NETWORK JAPAN CO LTD	999 37	2,791 36		1,791 99
04-11-2007	04-23-2013	300	MEIKO NETWORK JAPAN CO LTD	1,499 05	4,247 20		2,748 15
04-11-2007	04-24-2013	300	MEIKO NETWORK JAPAN CO LTD	1,499 05	4,261 63		2,762 58
02-23-2007	04-25-2013	250	SARTORIUS STEDIM BIOTECH	13,902 15	32,809 51		18,907 36
08-13-2007	04-25-2013	700	PRONEXUS INC	5,092 72	5,784 83		692 11
04-11-2007	04-25-2013	1,100	MEIKO NETWORK JAPAN CO LTD	5,496 53	15,222 48		9,725 95
11-21-2006	04-26-2013	400	SHOEI CO LTD	3,967 12	3,971 40		4 28
08-13-2007	04-26-2013	900	PRONEXUS INC	6,547 78	7,361 32		813 54
04-11-2007	04-26-2013	900	MEIKO NETWORK JAPAN CO LTD	4,497 16	12,452 61		7,955 45
02-23-2007	04-26-2013	360	SARTORIUS STEDIM BIOTECH	20,019 10	47,848 55		27,829 45
	04-26-2013		European Euros	5,353 27	5,354 09	0 82@	
02-23-2007	04-29-2013	580	SARTORIUS STEDIM BIOTECH	32,253 00	77,371 99		45,118 99
	04-29-2013		European Euros	16,059 81	16,158 59	98 78@	
04-11-2007	04-30-2013	900	MEIKO NETWORK JAPAN CO LTD	4,497 16	12,462 02		7,964 86
11-21-2006	04-30-2013	700	SHOEI CO LTD	6,942 45	6,727 38		-215 07

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						Short Term	Long Term
08-13-2007	04-30-2013	900	PRONEXUS INC	6,547 78	7,389 20		841 42
11-21-2006	05-01-2013	300	SHOEI CO LTD	2,975 34	2,890 26		-85 08
08-13-2007	05-01-2013	600	PRONEXUS INC	4,365 19	4,945 56		580 37
04-11-2007	05-01-2013	600	MEIKO NETWORK JAPAN CO LTD	2,998 11	8,362 22		5,364 11
	05-01-2013		European Euros	29 44	29 39	-0 05@	
	05-01-2013		Japanese Yen	14 82	14 86	0 04@	
11-21-2006	05-02-2013	600	SHOEI CO LTD	5,950 68	5,620 92		-329 76
08-13-2007	05-02-2013	700	PRONEXUS INC	5,092 72	5,703 19		610 47
04-11-2007	05-02-2013	500	MEIKO NETWORK JAPAN CO LTD	2,498 42	7,027 93		4,529 51
	05-03-2013		European Euros	9,864 21	9,810 52	-53 69@	
08-13-2007	05-07-2013	1,000	PRONEXUS INC	7,275 31	8,075 49		800 18
04-11-2007	05-07-2013	400	MEIKO NETWORK JAPAN CO LTD	1,998 74	5,687 86		3,689 12
03-08-2012	05-08-2013	250	PROTO CORP	3,920 75	4,307 94		387 19
08-13-2007	05-08-2013	1,100	PRONEXUS INC	8,002 85	8,820 53		817 68
04-11-2007	05-08-2013	750	MEIKO NETWORK JAPAN CO LTD	3,747 63	10,637 28		6,889 65
	05-08-2013		Japanese Yen	253 30	250 55	-2 74@	
03-08-2012	05-09-2013	250	PROTO CORP	3,920 75	4,225 86		305 11
08-13-2007	05-09-2013	1,200	PRONEXUS INC	8,730 38	8,915 34		184 96
04-11-2007	05-09-2013	800	MEIKO NETWORK JAPAN CO LTD	3,997 48	10,972 88		6,975 40
03-08-2012	05-10-2013	200	PROTO CORP	3,136 60	3,331 84		195 24
11-21-2006	05-10-2013	500	SHOEI CO LTD	4,958 90	4,766 89		-192 01
03-08-2012	05-13-2013	1,900	PROTO CORP	29,797 74	29,093 42		-704 32
03-09-2012	05-13-2013	1,400	PROTO CORP	21,711 19	21,437 26		-273 93
03-13-2012	05-13-2013	800	PROTO CORP	12,396 29	12,249 86		-146 43
12-02-2009	05-13-2013	400	PROTO CORP	5,694 36	6,124 94		430 58
11-21-2006	05-13-2013	500	SHOEI CO LTD	4,958 90	4,720 28		-238 62
04-11-2007	05-13-2013	300	MEIKO NETWORK JAPAN CO LTD	1,499 05	4,135 85		2,636 80
12-02-2009	05-14-2013	1,000	PROTO CORP	14,235 90	14,585 47		349 57
04-11-2007	05-14-2013	200	MEIKO NETWORK JAPAN CO LTD	999 37	2,763 00		1,763 63
04-27-2010	05-15-2013	200	NAKANISHI INC	18,189 17	26,339 43		8,150 26
12-02-2009	05-15-2013	100	PROTO CORP	1,423 59	1,512 77		89 18
04-11-2007	05-15-2013	500	MEIKO NETWORK JAPAN CO LTD	2,498 42	6,828 69		4,330 27
04-27-2010	05-16-2013	200	NAKANISHI INC	18,189 17	26,399 05		8,209 88
04-11-2007	05-16-2013	900	MEIKO NETWORK JAPAN CO LTD	4,497 16	11,994 97		7,497 81
	05-16-2013		Swiss Francs	1,676 26	1,678 17	1 91@	
10-19-2012	05-17-2013	1,800	MICROSOFT CORP	51,787 26	61,764 35	9,977 09	
01-02-2013	05-17-2013	4,700	MICROSOFT CORP	128,595 29	161,273 59	32,678 30	
04-11-2007	05-17-2013	900	MEIKO NETWORK JAPAN CO LTD	4,497 16	12,216 48		7,719 32
	05-20-2013		Canadian Dollars	1,886 16	1,874 46	-11 70@	
	05-20-2013		British Pound	15,753 82	15,612 99	-140 83@	
	05-20-2013		Swiss Francs	3,113 06	3,107 39	-5 67@	
04-27-2010	05-20-2013	100	NAKANISHI INC	9,094 59	13,612 49		4,517 90
04-11-2007	05-20-2013	500	MEIKO NETWORK JAPAN CO LTD	2,498 42	6,881 37		4,382 95

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						Short Term	Long Term
	05-20-2013		European Euros	38,043 17	37,100 68	-942 49@	
	05-20-2013		Japanese Yen	3,296 44	3,148 68	-147 76@	
	05-21-2013		Japanese Yen	50,315 98	52,650 35	2,334 37@	
	05-21-2013		Japanese Yen	980,735 00	1,072,349 65	91,614 65@	
04-11-2007	05-21-2013	500	MEIKO NETWORK JAPAN CO LTD	2,498 42	6,728 11		4,229 69
04-11-2007	05-22-2013	400	MEIKO NETWORK JAPAN CO LTD	1,998 74	5,262 60		3,263 86
04-11-2007	05-23-2013	800	MEIKO NETWORK JAPAN CO LTD	3,997 48	10,453 70		6,456 22
08-23-2011	05-24-2013	8,000	GREENCORE GROUP PLC (ID)	11,585 22	16,070 14		4,484 92
	05-27-2013		European Euros	2,059 17	2,021 76	-37 41@	
08-23-2011	05-28-2013	9,000	GREENCORE GROUP PLC (ID)	13,033 38	23,304 09		10,270 71
04-11-2007	05-30-2013	700	MEIKO NETWORK JAPAN CO LTD	3,497 79	8,957 11		5,459 32
04-11-2007	05-31-2013	900	MEIKO NETWORK JAPAN CO LTD	4,497 16	11,226 47		6,729 31
	05-31-2013		European Euros	149,454 01	145,215 95	-4,238 06@	
	05-31-2013		Japanese Yen	28,229 52	28,204 04	-25 48@	
	06-01-2013		European Euros	1 01	1 00	-0 01@	
	06-01-2013		Japanese Yen	22 69	23 11	0 42@	
04-11-2007	06-03-2013	600	MEIKO NETWORK JAPAN CO LTD	2,998 11	7,488 34		4,490 23
04-11-2007	06-04-2013	800	MEIKO NETWORK JAPAN CO LTD	3,997 48	9,712 30		5,714 82
04-11-2007	06-05-2013	1,050	MEIKO NETWORK JAPAN CO LTD	5,246 69	12,948 17		7,701 48
	06-05-2013		Japanese Yen	2 72	2 81	0 09@	
	06-05-2013		Japanese Yen	212 10	218 18	6 08@	
	06-06-2013		Japanese Yen	339 60	353 78	14 18@	
	06-11-2013		Swiss Francs	2 92	2 79	-0 13@	
	06-11-2013		European Euros	6,159 58	6,222 62	63 04@	
	06-11-2013		British Pound	0 84	0 82	-0 02@	
	06-11-2013		Japanese Yen	7,145 91	7,450 07	304 16@	
	06-11-2013		Canadian Dollars	1,855 51	1,888 27	32 76@	
	06-17-2013		European Euros	24,429 62	24,702 71	273 09@	
	06-20-2013		Canadian Dollars	476,502 06	480,000 00	3,497 94@	
	06-21-2013		Canadian Dollars	490,000 00	490,028 35	28 35@	
	06-21-2013		European Euros	1,941,622 27	1,900,000 00	-41,622 27@	
	06-28-2013		British Pound	3,971 88	3,906 87	-65 01@	
	06-28-2013		Canadian Dollars	4,047 57	4,104 29	56 72@	
	06-28-2013		Japanese Yen	412 06	418 08	6 03@	
	06-28-2013		Japanese Yen	20,286 71	20,324 28	37 57@	
	07-01-2013		Japanese Yen	0 53	0 53	0 01@	
	07-05-2013		Canadian Dollars	578 79	577 91	-0 87@	
03-15-2011	07-08-2013	400	NINTENDO CO LTD	100,751 42	47,217 21		-53,534 21
10-06-2009	07-08-2013	650	NINTENDO CO LTD	160,453 53	76,727 98		-83,725 55
12-02-2009	07-11-2013	2,100	PROTO CORP	29,895 39	28,031 80		-1,863 59
08-23-2011	07-12-2013	8,115	GREENCORE GROUP PLC (ID)	11,751 76	17,876 16		6,124 40
07-22-2011	07-12-2013	11,885	GREENCORE GROUP PLC (ID)	16,955 37	26,180 93		9,225 56

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						Short Term	Long Term
01-02-2013	07-16-2013	800	MICROSOFT CORP	21,888 56	28,988 20	7,099 64	
02-11-2011	07-16-2013	200	MICROSOFT CORP	5,447 94	7,247 06		1,799 12
12-02-2009	07-17-2013	400	PROTO CORP	5,694 36	5,363 87		-330 49
03-08-2012	07-17-2013	50	NINTENDO CO LTD	7,000 30	6,766 87		-233 43
12-21-2011	07-17-2013	350	NINTENDO CO LTD	47,398 51	47,368 12		-30 39
	07-18-2013		Japanese Yen	5,352 82	5,510 74	157 92@	
	07-18-2013		European Euros	12,607 04	12,769 94	162 91@	
10-06-2009	07-18-2013	250	NINTENDO CO LTD	61,712 90	32,812 48		-28,900 42
04-28-2011	07-18-2013	100	NINTENDO CO LTD	23,720 84	13,124 99		-10,595 85
05-13-2011	07-18-2013	100	NINTENDO CO LTD	22,479 10	13,124 99		-9,354 11
06-14-2011	07-18-2013	100	NINTENDO CO LTD	20,172 36	13,124 99		-7,047 37
06-20-2011	07-18-2013	100	NINTENDO CO LTD	19,141 65	13,124 99		-6,016 66
07-27-2011	07-18-2013	50	NINTENDO CO LTD	9,051 77	6,562 52		-2,489 25
07-22-2011	07-18-2013	4,115	GREENCORE GROUP PLC (ID)	5,870 54	9,344 85		3,474 31
07-14-2011	07-18-2013	8,885	GREENCORE GROUP PLC (ID)	12,555 34	20,177 17		7,621 83
12-02-2009	07-18-2013	400	PROTO CORP	5,694 36	5,337 40		-356 96
12-02-2009	07-19-2013	200	PROTO CORP	2,847 18	2,659 85		-187 33
03-08-2012	07-22-2013	100	NINTENDO CO LTD	14,000 60	14,157 15		156 55
12-02-2009	07-22-2013	400	PROTO CORP	5,694 36	5,345 61		-348 75
	07-22-2013		Canadian Dollars	5,082 94	5,183 91	100 97@	
07-27-2011	07-23-2013	350	NINTENDO CO LTD	63,362 42	48,508 60		-14,853 82
03-08-2012	07-23-2013	150	NINTENDO CO LTD	21,000 90	20,789 40		-211 50
07-14-2011	07-23-2013	2,300	GREENCORE GROUP PLC (ID)	3,250 12	5,213 06		1,962 94
04-21-2011	07-23-2013	6,100	LSL PROPERTY SERVICES PLC	26,971 47	37,242 50		10,271 03
12-02-2009	07-23-2013	200	PROTO CORP	2,847 18	2,680 65		-166 53
	07-24-2013		European Euros	337,974 59	337,230 06	-744 53@	
	07-24-2013		Japanese Yen	422,125 63	429,489 26	7,363 63@	
07-14-2011	07-24-2013	8,815	GREENCORE GROUP PLC (ID)	12,456 42	19,886 06		7,429 64
07-29-2011	07-24-2013	185	GREENCORE GROUP PLC (ID)	252 15	417 35		165 20
04-21-2011	07-24-2013	400	LSL PROPERTY SERVICES PLC	1,768 62	2,440 73		672 11
12-02-2009	07-24-2013	200	PROTO CORP	2,847 18	2,667 38		-179 80
07-29-2011	07-25-2013	3,200	GREENCORE GROUP PLC (ID)	4,361 44	7,281 23		2,919 79
12-02-2009	07-25-2013	250	PROTO CORP	3,558 97	3,365 32		-193 65
07-29-2011	07-26-2013	1,315	GREENCORE GROUP PLC (ID)	1,792 28	2,994 71		1,202 43
08-04-2011	07-26-2013	2,485	GREENCORE GROUP PLC (ID)	3,268 53	5,659 22		2,390 69
12-02-2009	07-26-2013	300	PROTO CORP	4,270 77	4,061 33		-209 44
04-21-2011	07-29-2013	1,600	LSL PROPERTY SERVICES PLC	7,074 48	9,845 20		2,770 72
08-04-2011	07-29-2013	8,000	GREENCORE GROUP PLC (ID)	10,522 44	18,231 93		7,709 49
12-02-2009	07-29-2013	800	PROTO CORP	11,388 72	10,647 88		-740 84
08-04-2011	07-30-2013	2,100	GREENCORE GROUP PLC (ID)	2,762 14	4,835 26		2,073 12

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						Short Term	Long Term
04-21-2011	07-31-2013	600	LSL PROPERTY SERVICES PLC	2,652 93	3,729 84		1,076 91
04-23-2012	07-31-2013	4,400	LSL PROPERTY SERVICES PLC	17,341 97	27,352 20		10,010 23
12-02-2009	07-31-2013	700	PROTO CORP	9,965 13	9,214 50		-750 63
	08-01-2013		European Euros	29 36	29 57	0 21@	
04-27-2012	08-01-2013	7,100	LSL PROPERTY SERVICES PLC	27,883 79	46,552 90		18,669 11
05-28-2010	08-01-2013	8,900	LSL PROPERTY SERVICES PLC	34,882 40	58,355 06		23,472 66
04-23-2012	08-02-2013	4,100	LSL PROPERTY SERVICES PLC	16,159 56	27,169 90		11,010 34
04-27-2012	08-02-2013	1,900	LSL PROPERTY SERVICES PLC	7,461 86	12,590 93		5,129 07
12-02-2009	08-05-2013	700	PROTO CORP	9,965 13	9,569 84		-395 29
12-02-2009	08-06-2013	300	PROTO CORP	4,270 77	4,135 19		-135 58
12-21-2011	08-06-2013	150	NINTENDO CO LTD	20,313 65	20,412 14		98 50
05-09-2012	08-06-2013	150	NINTENDO CO LTD	18,841 15	20,412 15		1,571 00
04-27-2012	08-07-2013	4,500	LSL PROPERTY SERVICES PLC	17,672 82	31,012 15		13,339 33
12-02-2009	08-07-2013	1,000	PROTO CORP	14,235 90	14,223 71		-12 19
	08-08-2013		European Euros	6,733 37	6,795 97	62 60@	
	08-08-2013		British Pound	4 91	4 82	-0 09@	
04-27-2012	08-08-2013	4,500	LSL PROPERTY SERVICES PLC	17,672 82	31,456 36		13,783 53
	08-08-2013		Japanese Yen	43 85	43 04	-0 81@	
12-02-2009	08-08-2013	200	PROTO CORP	2,847 18	2,865 01		17 83
	08-08-2013		British Pound	31,451 45	31,451 45	0 00@	
	08-09-2013		Canadian Dollars	1,873 30	1,867 56	-5 74@	
	08-09-2013		European Euros	6,122 13	6,179 05	56 92@	
12-02-2009	08-09-2013	400	PROTO CORP	5,694 36	5,530 36		-164 00
12-02-2009	08-12-2013	200	PROTO CORP	2,847 18	2,706 51		-140 67
05-09-2012	08-13-2013	250	NINTENDO CO LTD	31,401 91	31,799 75		397 83
05-17-2012	08-13-2013	250	NINTENDO CO LTD	29,748 46	31,799 75		2,051 29
12-02-2009	08-13-2013	300	PROTO CORP	4,270 77	4,051 45		-219 32
	08-13-2013		European Euros	38,654 20	38,654 20	0 00@	
	08-13-2013		Japanese Yen	81,530 10	81,410 26	-119 84@	
07-24-2012	08-14-2013	600	NINTENDO CO LTD	64,811 05	76,532 83		11,721 78
12-02-2009	08-14-2013	300	PROTO CORP	4,270 77	4,010 94		-259 83
07-24-2012	08-15-2013	250	NINTENDO CO LTD	27,004 61	31,829 76		4,825 15
12-19-2012	08-15-2013	100	NINTENDO CO LTD	10,679 29	12,731 90	2,052 61	
12-18-2012	08-15-2013	150	NINTENDO CO LTD	15,998 78	19,097 85	3,099 08	
12-02-2009	08-15-2013	400	PROTO CORP	5,694 36	5,364 72		-329 64
	08-16-2013		European Euros	21,373 27	21,372 57	-0 70@	
12-02-2009	08-16-2013	200	PROTO CORP	2,847 18	2,675 34		-171 84
12-02-2009	08-19-2013	400	PROTO CORP	5,694 36	5,265 61		-428 74
05-17-2012	08-20-2013	250	NINTENDO CO LTD	29,748 46	30,849 35		1,100 90
07-20-2012	08-20-2013	300	NINTENDO CO LTD	33,281 71	37,019 22		3,737 51
07-24-2012	08-20-2013	150	NINTENDO CO LTD	16,202 76	18,509 61		2,306 85
08-08-2011	08-20-2013	1,215	GREENCORE GROUP PLC (ID)	1,476 70	2,827 19		1,350 49
08-09-2011	08-20-2013	6,000	GREENCORE GROUP PLC (ID)	5,518 57	13,961 45		8,442 88

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						Short Term	Long Term
08-10-2011	08-20-2013	3,000	GREENCORE GROUP PLC (ID)	2,667 01	6,980 72		4,313 71
12-22-2011	08-20-2013	685	GREENCORE GROUP PLC (ID)	550 88	1,593 95		1,043 07
12-02-2009	08-20-2013	1,000	PROTO CORP	14,235 90	13,003 22		-1,232 68
12-18-2012	08-21-2013	50	NINTENDO CO LTD	5,332 93	6,148 99	816 06	
07-25-2012	08-21-2013	200	NINTENDO CO LTD	20,937 10	24,595 95		3,658 85
12-17-2012	08-21-2013	200	NINTENDO CO LTD	20,919 39	24,595 95	3,676 56	
12-02-2009	08-21-2013	600	PROTO CORP	8,541 54	7,739 34		-802 20
	08-22-2013		Japanese Yen	319,970 60	306,879 05	-13,091 56@	
	08-22-2013		Japanese Yen	400,000 00	382,504 88	-17,495 12@	
	08-22-2013		Japanese Yen	5,176 21	4,979 83	-196 38@	
12-02-2009	08-22-2013	400	PROTO CORP	5,694 36	5,176 21		-518 14
12-02-2009	08-23-2013	800	PROTO CORP	11,388 72	10,308 03		-1,080 69
12-30-2005	08-23-2013	14,500	GLACIER MEDIA INC	33,695 75	18,894 93		-14,800 82
12-02-2009	08-26-2013	400	PROTO CORP	5,694 36	5,174 91		-519 45
	08-27-2013		Japanese Yen	318,234 07	305,636 25	-12,597 82@	
	08-27-2013		Japanese Yen	14,279 87	14,416 60	136 73@	
12-02-2009	08-27-2013	1,100	PROTO CORP	15,659 49	14,279 88		-1,379 61
04-12-2004	08-27-2013	20,800	TRAVELERS COS INC	898,946 88	1,659,992 06		761,045 18
05-21-2002	08-27-2013	4,223	VERIZON COMMUNICATIONS INC	156,442 76	196,703 91		40,261 15
03-26-2003	08-27-2013	9,125	WESTERN UNION CO	106,518 68	163,973 39		57,454 71
05-21-2002	08-27-2013	1,013	FRONTIER COMMUNICATIONS CORP	10,335 50	4,538 16		-5,797 34
06-04-2009	08-27-2013	9,800	BELGACOM SA	303,430 86	238,793 87		-64,636 99
06-05-2009	08-27-2013	26,450	DEUTSCHE TELEKOM AG REG	299,606 14	342,138 84		42,532 70
	08-27-2013		European Euros	342,138 84	342,433 04	294 20@	
	08-27-2013		European Euros	238,793 87	238,999 91	206 04@	
12-02-2009	08-28-2013	200	PROTO CORP	2,847 18	2,586 85		-260 33
12-02-2009	08-29-2013	3,300	PROTO CORP	46,978 46	42,398 69		-4,579 78
12-02-2010	08-30-2013	300	IRISH CONTINENTAL GROUP PLC UTS IR	6,102 98	9,705 75		3,602 77
	08-30-2013		Japanese Yen	42,398 70	42,399 56	0 86@	
	08-30-2013		Japanese Yen	5,103 62	5,100 60	-3 01@	
12-02-2009	08-30-2013	400	PROTO CORP	5,694 36	5,103 63		-590 73
12-02-2009	09-02-2013	750	PROTO CORP	10,676 92	9,392 23		-1,284 69
	09-05-2013		Canadian Dollars	1,825 12	1,829 01	3 89@	
	09-05-2013		European Euros	0 55	0 56	0 01@	
	09-05-2013		British Pound	8 33	8 28	-0 05@	
	09-05-2013		Japanese Yen	31 41	31 99	0 58@	
05-28-2010	09-10-2013	19,000	LSL PROPERTY SERVICES PLC	74,468 04	141,559 44		67,091 40
12-30-2005	09-13-2013	22,000	GLACIER MEDIA INC	51,124 58	23,652 49		-27,472 09
	09-18-2013		British Pound	6,482 68	6,590 19	107 51@	
12-30-2005	09-20-2013	14,000	GLACIER MEDIA INC	32,533 83	16,772 59		-15,761 24
	09-23-2013		Canadian Dollars	16,772 59	16,645 82	-126 77@	
	09-24-2013		European Euros	2,539,267 50	2,541,308 77	2,041 27@	
	09-24-2013		Canadian Dollars	479,008 51	473,354 18	-5,654 33@	
12-30-2005	09-24-2013	10,600	GLACIER MEDIA INC	24,632 75	12,756 02		-11,876 73
	09-25-2013		European Euros	1,972,953 53	1,926,547 47	-46,406 06@	
12-30-2005	09-30-2013	1,300	GLACIER MEDIA INC	3,021 00	1,621 81		-1,399 19

Huntington Management LLC
REALIZED GAINS AND LOSSES
JAMES HUNTINGTON FOUNDATION
CONSOLIDATED ACCOUNTS
From 01-01-13 Through 12-31-13

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
	09-30-2013		Canadian Dollars	329 56	329 40	-0 16@	
	10-01-2013		Canadian Dollars	22 51	22 50	-0 01@	
	10-03-2013		British Pound	3 41	3 42	0 01@	
	10-04-2013		Canadian Dollars	550 76	551 09	0 34@	
12-30-2005	10-08-2013	7,400	GLACIER MEDIA INC	17,196 45	8,726 14		-8,470 31
04-27-2010	10-08-2013	100	NAKANISHI INC	9,094 59	14,809 26		5,714 67
08-04-2011	10-14-2013	12,215	GREENCORE GROUP PLC (ID)	16,066 45	30,766 81		14,700 36
08-08-2011	10-14-2013	285	GREENCORE GROUP PLC (ID)	346 39	717 86		371 47
08-08-2011	10-17-2013	1,300	GREENCORE GROUP PLC (ID)	1,580 01	3,413 59		1,833 58
08-08-2011	10-18-2013	2,200	GREENCORE GROUP PLC (ID)	2,673 86	5,843 15		3,169 29
12-22-2011	10-18-2013	2,000	GREENCORE GROUP PLC (ID)	1,608 41	5,311 96		3,703 55
02-04-2013	10-18-2013	9,100	HOWDEN JOINERY GROUP PLC	27,640 15	47,230 70	19,590 55	
01-21-2013	10-18-2013	100	HOWDEN JOINERY GROUP PLC	302 36	519 02	216 66	
12-30-2005	10-18-2013	15,500	GLACIER MEDIA INC	36,019 59	18,637 15		-17,382 44
12-22-2011	10-21-2013	4,900	GREENCORE GROUP PLC (ID)	3,940 60	13,359 43		9,418 83
07-26-2013	10-22-2013	1,200	GLOBAL PAYMENTS INC	55,263 96	70,080 21	14,816 25	
12-22-2011	10-22-2013	4,615	GREENCORE GROUP PLC (ID)	3,711 40	12,714 76		9,003 36
10-12-2011	10-22-2013	285	GREENCORE GROUP PLC (ID)	227 24	785 21		557 97
01-21-2013	10-22-2013	1,300	HOWDEN JOINERY GROUP PLC	3,930 62	6,745 41	2,814 79	
	10-22-2013		British Pound	0 02	0 02	0 00@	
12-22-2011	10-23-2013	12,800	GREENCORE GROUP PLC (ID)	10,293 81	36,133 95		25,840 14
12-30-2005	10-24-2013	1,079	GLACIER MEDIA INC	2,507 43	1,233 22		-1,274 21
03-12-2013	10-24-2013	11,300	GLACIER MEDIA INC	21,606 54	12,915 15	-8,691 39	
10-25-2011	10-24-2013	34,421	GLACIER MEDIA INC	63,164 03	39,340 93		-23,823 10
	10-24-2013		European Euros	41,258 94	39,381 03	-1,877 91@	
12-30-2005	10-25-2013	40,900	GLACIER MEDIA INC	95,045 25	47,723 77		-47,321 48
11-18-2011	10-25-2013	500	KINEPOLIS	35,205 80	73,893 52		38,687 72
06-15-2011	10-25-2013	400	GROUPE BRUXELLES LAMBERT SA	34,439 50	35,781 47		1,341 97
07-28-2011	10-25-2013	200	GROUPE BRUXELLES LAMBERT SA	16,880 24	17,890 74		1,010 50
	10-25-2013		Canadian Dollars	17,724 11	17,450 47	-273 64@	
	10-25-2013		British Pound	6,028 19	6,022 74	-5 45@	
10-25-2011	10-28-2013	8,500	GLACIER MEDIA INC	15,597 87	10,727 21		-4,870 66
10-25-2011	10-29-2013	2,079	GLACIER MEDIA INC	3,815 06	2,656 72		-1,158 34
11-10-2011	10-29-2013	20,000	GLACIER MEDIA INC	36,420 60	25,557 74		-10,862 86
	10-29-2013		Japanese Yen	434,764 34	425,000 10	-9,764 24@	
	10-29-2013		European Euros	383,868 51	368,431 58	-15,436 93@	
10-12-2011	11-01-2013	12,500	GREENCORE GROUP PLC (ID)	9,966 54	36,962 98		26,996 44

Huntington Management LLC
REALIZED GAINS AND LOSSES
JAMES HUNTINGTON FOUNDATION
CONSOLIDATED ACCOUNTS
From 01-01-13 Through 12-31-13

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
10-12-2011	11-04-2013	8,000	GREENCORE GROUP PLC (ID)	6,378 59	24,169 49		17,790 90
02-11-2011	11-06-2013	200	MICROSOFT CORP	5,447 94	7,520 14		2,072 20
11-13-2012	11-06-2013	1,500	MICROSOFT CORP	40,767 60	56,401 11	15,633 51	
02-16-2011	11-06-2013	450	MICROSOFT CORP	12,006 00	16,920 33		4,914 33
11-30-2012	11-06-2013	1,300	MICROSOFT CORP	34,674 64	48,880 98	14,206 34	
10-12-2011	11-07-2013	2,215	GREENCORE GROUP PLC (ID)	1,766 07	6,901 38		5,135 31
08-12-2011	11-07-2013	785	GREENCORE GROUP PLC (ID)	145 71	2,445 87		2,300 16
01-21-2013	11-07-2013	5,300	HOWDEN JOINERY GROUP PLC	16,024 83	28,489 23	12,464 40	
08-12-2011	11-08-2013	5,215	GREENCORE GROUP PLC (ID)	968 01	15,880 18		14,912 17
08-10-2011	11-08-2013	1,785	GREENCORE GROUP PLC (ID)	307 57	5,435 50		5,127 93
08-10-2011	11-11-2013	13,215	GREENCORE GROUP PLC (ID)	2,277 08	41,000 38		38,723 30
08-16-2011	11-11-2013	7,785	GREENCORE GROUP PLC (ID)	997 19	24,153 47		23,156 28
08-16-2011	11-15-2013	2,215	GREENCORE GROUP PLC (ID)	283 72	6,756 95		6,473 23
08-19-2011	11-15-2013	8,785	GREENCORE GROUP PLC (ID)	1,013 70	26,799 02		25,785 32
08-19-2011	11-18-2013	8,000	GREENCORE GROUP PLC (ID)	923 12	24,441 23		23,518 11
07-26-2013	11-18-2013	500	GLOBAL PAYMENTS INC	23,026 65	31,969 84	8,943 19	
04-26-2013	11-18-2013	500	GLOBAL PAYMENTS INC	22,880 10	31,969 84	9,089 74	
08-19-2011	11-19-2013	21,500	GREENCORE GROUP PLC (ID)	2,480 88	66,107 01		63,626 13
08-19-2011	11-20-2013	1,000	GREENCORE GROUP PLC (ID)	115 39	3,054 69		2,939 30
08-19-2011	11-21-2013	10,000	GREENCORE GROUP PLC (ID)	1,153 90	30,471 70		29,317 80
08-19-2011	11-22-2013	6,000	GREENCORE GROUP PLC (ID)	692 34	18,125 22		17,432 88
	11-22-2013		British Pound	4 17	4 12	-0 05@	
08-19-2011	11-25-2013	4,715	GREENCORE GROUP PLC (ID)	544 06	14,112 50		13,568 44
08-17-2011	11-25-2013	3,385	GREENCORE GROUP PLC (ID)	385 44	10,131 68		9,746 24
08-17-2011	11-26-2013	9,615	GREENCORE GROUP PLC (ID)	1,094 83	28,633 97		27,539 14
08-18-2011	11-26-2013	6,000	GREENCORE GROUP PLC (ID)	671 08	17,868 32		17,197 24
	11-27-2013		European Euros	34 49	34 49	0 00@	
	11-27-2013		Canadian Dollars	1,847 55	1,817 24	-30 31@	
	11-27-2013		British Pound	1,372 91	1,375 64	2 73@	
11-21-2006	11-27-2013	1,500	SHOEI CO LTD	14,876 69	16,972 15		2,095 46
	11-29-2013		Japanese Yen	624,048 00	650,031 41	25,983 41@	
	12-05-2013		Japanese Yen	18 64	18 65	0 00@	
	12-12-2013		British Pound	7 01	7 01	0 00@	
	12-13-2013		Canadian Dollars	1,813 28	1,806 04	-7 24@	

Huntington Management LLC
REALIZED GAINS AND LOSSES
JAMES HUNTINGTON FOUNDATION
CONSOLIDATED ACCOUNTS
From 01-01-13 Through 12-31-13

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
	12-16-2013		European Euros	6,423 27	6,494 91	71 64@	
	12-16-2013		Japanese Yen	2,281 71	2,266 67	-15 04@	
11-21-2006	12-18-2013	500	SHOEI CO LTD	4,958 90	6,314 79		1,355 89
11-21-2006	12-19-2013	1,000	SHOEI CO LTD	9,917 79	12,914 76		2,996 97
	12-24-2013		Canadian Dollars	473,642 72	480,000 00	6,357 28@	
	12-27-2013		European Euros	3,033,733 07	2,980,000 00	-53,733 07@	
TOTAL GAINS						739,276 93	3,060,424 40
TOTAL LOSSES						-241,699 39	-534,785 67
TOTAL REALIZED GAIN/LOSS						497,577.55	2,525,638.73
		3,023,216 28		30,236,576.31	33,259,792.58		

An '@' denotes a currency transaction

The James Huntington Foundation Gift List 2013

	AMOUNT	DATE
Spectrum Health Foundation - gift in memory of Lynn Browne	\$1,000	3/20/2013
Max McGraw Wildlife Foundation	\$4,300	4/19/2013
Ment School of Music	\$25,000	6/18/2013
The American Cancer Society	\$500	6/18/2013
Juvenile Diabetes Foundation	\$5,000	8/6/2013
Ride 2 Recovery	\$500	9/5/2013
Mayo Clinic	\$25,000	11/7/2013
Greater Santa Barbara Ice Skating Association	\$10,000	11/19/2013
Ment School of Music (2)	\$75,000	12/10/2013
Max McGraw Wildlife Foundation (2)	\$3,000	12/10/2013
Advocate Good Shepherd Hospital	\$10,000	12/10/2013
Anzona Sonora Museum	\$5,000	12/10/2013
Art Institute of Chicago	\$8,000	12/10/2013
Barrington Area Community Foundation	\$10,000	12/10/2013
Barrington Area Conservation Trust	\$5,000	12/10/2013
Barrington Giving Day	\$3,000	12/10/2013
Barrington Youth Services	\$3,000	12/10/2013
Chicago Botanic Garden	\$5,000	12/10/2013
Chicago History Museum	\$1,000	12/10/2013
Chicago Public Radio	\$3,000	12/10/2013
Chicago Shakespeare Theater	\$5,000	12/10/2013
Chicago Symphony Orchestral Association	\$7,500	12/10/2013
Chicago Zoological Society	\$3,000	12/10/2013
Children's Hospital of Chicago	\$25,000	12/10/2013
Citizens For Conservation	\$1,000	12/10/2013
District 220 Educational Foundation	\$10,000	12/10/2013
Ducks Unlimited, Inc	\$5,000	12/10/2013
Field Museum of Natural History	\$5,000	12/10/2013
Foundation For Homan Square	\$1,000	12/10/2013
Foundation for Lincoln Public Schools (Bill Pfeiff Award)	\$3,000	12/10/2013
Fresh Air Fund	\$14,000	12/10/2013
Golden Apple Foundation	\$1,000	12/10/2013
Hadley School for the Blind	\$2,000	12/10/2013
Hentage Foundation	\$5,000	12/10/2013
JourneyCare Foundation	\$8,000	12/10/2013
Link Unlimited	\$2,000	12/10/2013
Lync Opera of Chicago	\$15,000	12/10/2013
Nature Conservancy of Illinois	\$5,000	12/10/2013
The Woman's Board of Northwestern Memorial Hospital	\$10,000	12/10/2013
Northwestern University	\$3,000	12/10/2013
Old Town School of Folk Music	\$8,000	12/10/2013
Openlands	\$3,000	12/10/2013
Opportunity International	\$25,000	12/10/2013
Presbyterian Church of Barrington	\$15,000	12/10/2013
Shedd Aquanum	\$5,000	12/10/2013
Sonoran Institute	\$3,000	12/10/2013
The Brain Research Foundation	\$3,000	12/10/2013
The Chicago Council on Global Affairs	\$15,000	12/10/2013
The Wetlands Initiative	\$2,000	12/10/2013
Trout Unlimited	\$4,000	12/10/2013
Trustees of Deerfield Academy	\$8,000	12/10/2013
Trustees of Phillips Academy - Ellis Family Fund	\$12,000	12/10/2013
Tucson Museum of Art	\$5,000	12/10/2013
University of Anzosa Foundation	\$30,000	12/10/2013
University of Michigan Parents Pledge Program	\$5,000	12/10/2013
Wellness Place	\$3,000	12/10/2013
WTTW Channel 11	\$10,000	12/10/2013
Young Naperville Singers	\$5,000	12/10/2013
Home of the Sparrow	\$3,000	12/10/2013
Rice County Community Foundation - Class of 1961 Scholarship Fund	\$500	12/10/2013
Association House of Chicago	\$2,000	12/10/2013
Rush University Medical Center	\$10,000	12/10/2013
University of Nebraska Foundation	\$25,000	12/10/2013
Antiquarian Society	\$1,000	12/10/2013
Bergens PTA	\$3,000	12/10/2013
Amennd Foundation	\$2,000	12/10/2013
Doctors Without Borders	\$2,000	12/10/2013
Jeffco Open Space Foundation	\$1,000	12/10/2013
Evergreen Recreation & Park Foundation	\$1,000	12/10/2013
Earned Assets Resource Network	\$20,000	12/10/2013
Glorietta Parents Fund	\$1,500	12/10/2013
Optimist Scholarship Foundation of Delphos Ohio Inc	\$2,000	12/10/2013
The Delphos Stadium Club, Inc	\$4,000	12/10/2013
Cuba Cares Fund	\$2,000	12/10/2013
EHS Education Foundation	\$3,000	12/10/2013
Barrington Children's Charities	\$1,000	12/10/2013
Rehabilitaion Institute of Chicago	\$5,000	12/10/2013
Children's Health Guild	\$2,500	12/10/2013
Midwest Care Center	\$5,000	12/13/2013
Ment School of Music (3)	\$75,000	12/18/2013
Salvation Army - Chicago	\$200,000	12/18/2013
Salvation Army - Tucson	\$48,200	12/18/2013
	\$913,500	

ATTACHMENT B

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
GOLDMAN SACHS	210.	210.	
TOTAL TO PART I, LINE 3	210.	210.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
VARIOUS	329,909.	0.	329,909.	329,909.	
TO PART I, LINE 4	329,909.	0.	329,909.	329,909.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DISTRIBUTIONS FROM PARTNERSHIPS	137,566.	0.	
UNREALIZED GAIN FROM SECURITIES	653,051.	0.	
TAXABLE INCOME FROM PFIC	0.	-173,043.	
UNREALIZED LOSS FROM FOREIGN CURRENCY	-7,934.	0.	
SECURITIES LITIGATION	41.	41.	
TOTAL TO FORM 990-PF, PART I, LINE 11	782,724.	-173,002.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING AND LEGAL FEES	4,827.	4,827.		0.
TO FORM 990-PF, PG 1, LN 16B	4,827.	4,827.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BROKER AND BANK FEES	526,903.	526,903.		0.
TO FORM 990-PF, PG 1, LN 16C	526,903.	526,903.		0.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN DIVIDEND				
WITHHOLDING	45,004.	45,004.		0.
PERMITS	15.	15.		0.
FEDERAL	15,000.	15,000.		0.
TO FORM 990-PF, PG 1, LN 18	60,019.	60,019.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
BANK SERVICE CHARGE	3,703.	3,703.			0.
TO FORM 990-PF, PG 1, LN 23	3,703.	3,703.			0.

FORM 990-PF	CORPORATE STOCK		STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
CORPORATE STOCK	8,735,786.	8,735,786.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	8,735,786.	8,735,786.		

FORM 990-PF	OTHER INVESTMENTS		STATEMENT	9
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
INVESTMENT IN GS MEZZANINE PARTNERS III OFFSHORE, L.P.	FMV	13,613.	13,613.	
INVESTMENT IN GS MEZZANINE PARTNERS 2006 OFFSHORE, L.P.	FMV	351,620.	351,620.	
INVESTMENT IN GOLDMAN SACHS WLR OPPORTUNITIES FUND OFFSHORE, L.P.	FMV	683,014.	683,014.	
TOTAL TO FORM 990-PF, PART II, LINE 13		1,048,247.	1,048,247.	

FORM 990-PF	OTHER ASSETS		STATEMENT	10
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE	
FORWARD CONTRACT JAPANESE YEN	185,438.	17,572.	17,572.	
CANADIAN DOLLARS	3,798.	3,656.	3,656.	
	1,985.	1,811.	1,811.	
TO FORM 990-PF, PART II, LINE 15	191,221.	23,039.	23,039.	

FORM 990-PF	ELECTION UNDER REGULATIONS SECTION	STATEMENT 11
	53.4942(A)-3(D)(2) TO APPLY	
	EXCESS QUALIFYING DISTRIBUTIONS	
	TO PRIOR YEAR'S UNDISTRIBUTED INCOME	

PURSUANT TO CODE SEC. 4942(H)(2) AND REG. 53.4942(A)-3(D)(2), THE JAMES HUNTINGTON FOUNDATION ELECTS TO TREAT CURRENT YEAR QUALIFYING DISTRIBUTIONS IN EXCESS OF THE IMMEDIATELY PRECEDING TAX YEAR'S UNDISTRIBUTED INCOME AS COMING FROM PRIOR YEAR'S UNDISTRIBUTED INCOME AS FOLLOWS:

2011 - \$2,917

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

Department of the Treasury
Internal Revenue Service

► **File a separate application for each return.**
► **Information about Form 8868 and its instructions is at www.irs.gov/form8868.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Type or print	Name of exempt organization or other filer, see instructions.	Enter filer's identifying number
	THE JAMES HUNTINGTON FOUNDATION C/O MR. SAMUEL H. ELLIS	Employer identification number (EIN) or 36-3553345
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. 10 S. WACKER DRIVE, SUITE 2675	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. CHICAGO, IL 60606	

Enter the Return code for the return that this application is for (file a separate application for each return)

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

SAMUEL H. ELLIS

- The books are in the care of ► **10 SOUTH WACKER DRIVE STE 2675 - CHICAGO, IL 60606-7453**
Telephone No. ► **312-855-4462** Fax No. ► **312-855-9283**

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2014**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year **2013** or
► ☐ tax year beginning _____, and ending _____.

2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	40,462.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	11,962.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	28,500.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.