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Form **990-PF**

Return of Private Foundation

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

OMB No 1545-0052

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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.

For calendar year 2013 or tax year beginning 2/1/2013, and ending 1/31/2014

Name of foundation Leonard C & Mildred F Ferguson Foundation			A Employer identification number 65-6245247	
Number and street (or P.O. box number if mail is not delivered to street address) 7. Easton Oval EA4E86		Room/suite	B Telephone number (see instructions) (330) 258-2360	
City or town Columbus	State OH	ZIP code 43219		
Foreign country name		Foreign province/state/county	Foreign postal code	
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change				
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation				
Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 13,492,274		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	288,622	288,622		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	332,793			
	b Gross sales price for all assets on line 6a	3,151,233			
	7 Capital gain net income (from Part IV, line 2)		332,793		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	621,415	621,415	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	59,827	44,870		14,957
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	2,008	1,506		502
	c Other professional fees (attach schedule)	603	603		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	10,720	3,398		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	3,327			3,327
	22 Printing and publications				
	23 Other expenses (attach schedule)	4,375			4,375
	24 Total operating and administrative expenses. Add lines 13 through 23	80,860	50,377	0	23,161
	25 Contributions, gifts, grants paid	687,315			687,315
26 Total expenses and disbursements: Add lines 24 and 25	768,175	50,377	0	710,476	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-146,760				
b Net investment income (if negative, enter -0-)		571,038			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

HTA

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	559,169	404,057	404,057
	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 ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	3,315,427	2,696,905	2,805,656
	b	Investments—corporate stock (attach schedule)	6,248,124	6,033,170	9,241,347
	c	Investments—corporate bonds (attach schedule)	195,990	1,029,000	1,012,623
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶ See Attached Statement)	19,773	28,591	28,591
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	10,338,483	10,191,723	13,492,274
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	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. ▶ <input type="checkbox"/>			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27	Capital stock, trust principal, or current funds	10,338,483	10,191,723	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	10,338,483	10,191,723	
	31	Total liabilities and net assets/fund balances (see instructions)	10,338,483	10,191,723	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	10,338,483
2	Enter amount from Part I, line 27a	2	-146,760
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	10,191,723
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	10,191,723

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a Capital Gains Distributions				
b Publicly Traded Securities				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a			0	
b 3,150,902		2,818,440	332,462	
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FM V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a			0	
b			332,462	
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	332,793	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }		3	0	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.☐ Yes ☒ No**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	482,921	12,174,007	0.039668
2011	609,923	12,038,786	0.050663
2010	565,648	11,575,923	0.048864
2009	541,853	10,701,733	0.050632
2008	746,231	11,994,821	0.062213
2 Total of line 1, column (d)		2	0.252040
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years		3	0.050408
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5		4	13,226,130
5 Multiply line 4 by line 3		5	666,703
6 Enter 1% of net investment income (1% of Part I, line 27b)		6	5,710
7 Add lines 5 and 6		7	672,413
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	710,476

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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	5,710	
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0	
3	Add lines 1 and 2	3	5,710	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	5,710	
6	Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	1,438	
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d	7	1,438	
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	86	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	4,358	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0	
11	Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	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)? <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 <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <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?	N/A	
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? Website address <input type="checkbox"/> None	13	X	
14	The books are in care of <input type="checkbox"/> Huntington Bank Telephone no <input type="checkbox"/> (330) 258-2360 Located at <input type="checkbox"/> 4767 Munson Street NW Canton OH ZIP+4 <input type="checkbox"/> 44718			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year <input type="checkbox"/> 15			
16	At any time during calendar year 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country <input type="checkbox"/>	16	Yes	No
				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <input type="checkbox"/> 20 <input type="checkbox"/> 20 <input type="checkbox"/> 20 <input type="checkbox"/> 20		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <input type="checkbox"/> 20 <input type="checkbox"/> 20 <input type="checkbox"/> 20 <input type="checkbox"/> 20		
3a	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	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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

5a	During the year did the foundation pay or incur any amount to			
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b	N/A
	Organizations relying on a current notice regarding disaster assistance check here	<input checked="" type="checkbox"/>		
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?	<input type="checkbox"/> Yes <input type="checkbox"/> No		
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X
	<i>If "Yes" to 6b, file Form 8870</i>			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Huntington National Bank	Trustee			
4767 Munson Street, NW Canton, OH 44718	2 00	59,827		
Nancy Seeley	Trustee			
c/o 4767 Munson Street, NW Canton, OH 44718	2 00			
Lynne A Seeley	Trustee			
c/o 4767 Munson Street, NW Canton, OH 44718	2 00			
Dana G Seeley Hayse	Trustee			
c/o 4767 Munson Street, NW Canton, OH 44718	2 00			

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 None	
2	
3	
4	

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

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

	Amount
1 None	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	13,427,543
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	13,427,543
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	13,427,543
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	201,413
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	13,226,130
6	Minimum investment return. Enter 5% of line 5	6	661,307

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	661,307
2a	Tax on investment income for 2013 from Part VI, line 5	2a	5,710
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	5,710
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	655,597
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	655,597
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	655,597

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	710,476
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	710,476
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	5,710
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	704,766

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				655,597
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0	
b Total for prior years 20__, 20__, 20__				
3 Excess distributions carryover, if any, to 2013				
a From 2008	50,390			
b From 2009	13,116			
c From 2010				
d From 2011	18,157			
e From 2012				
f Total of lines 3a through e	81,663			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 710,476				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2013 distributable amount				655,597
e Remaining amount distributed out of corpus	54,879			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	136,542			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	50,390			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	86,152			
10 Analysis of line 9.				
a Excess from 2009	13,116			
b Excess from 2010				
c Excess from 2011	18,157			
d Excess from 2012				
e Excess from 2013	54,879			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)**N/A**

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:**

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

Nancy Seeley

- b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

None

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

- a** The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

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

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

None

- c** Any submission deadlines

None

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

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

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

Form **990-PF** (2013)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	288,622	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	332,793	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a					
b						
c						
d						
e						
12	Subtotal Add columns (b), (d), and (e)		0		621,415	0
13	Total. Add line 12, columns (b), (d), and (e)				13	621,415

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

Recipient(s) paid during the year

Name

Community Bicycle Center

Street

21 Knight Farm Rd

City

Kennebunk

State

ME

Zip Code

04043

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

PC

Purpose of grant/contribution

Support volunteer & Program Director positions

Amount

10,000

Name

Shelburne Farms

Street

1611 Harbor Rd

City

Shelburne

State

VT

Zip Code

05482

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

PC

Purpose of grant/contribution

General Operating Expenses

Amount

5,000

Name

Islesford Boatworks

Street

PO Box 261

City

Islesford

State

ME

Zip Code

04646

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

PC

Purpose of grant/contribution

Expansion children/boat building school

Amount

6,000

Name

Foundation for the future

Street

PO Box 1228

City

Menlo Park

State

CA

Zip Code

94026

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

PC

Purpose of grant/contribution

Education grant to support menlo-atherton programs

Amount

10,000

Name

The Shelter for Abused Women & Children

Street

PO Box 10102

City

Naples

State

FL

Zip Code

34101

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

PC

Purpose of grant/contribution

For Gentlemen against domestic violence program

Amount

20,000

Name

The Naples Art Association

Street

585 Park Street

City

Naples

State

FL

Zip Code

34102

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

PC

Purpose of grant/contribution

Art School Scholarships for needs - based children

Amount

5,000

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

Recipient(s) paid during the year

Name

Ravenswood Education Foundation

Street

PO Box 396

City

Menlo Park

State

CA

Zip Code

94026

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

PC

Purpose of grant/contribution

Help foster educational outcomes in ravenswood city school district

Amount

10,000

Name

Community Heath and Counseling Services

Street

42 Cedar Street

City

Bangor

State

ME

Zip Code

04402

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

PC

Purpose of grant/contribution

General Support of the Arts N Kids program

Amount

3,000

Name

Hospice Volunteers of Waterville Area

Street

304 Main Street PO Box 200

City

Waterville

State

ME

Zip Code

04903

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

PC

Purpose of grant/contribution

Scholarship dollars for children & Parents who cannot afford retreat registration fee

Amount

1,500

Name

Pathways Vermont

Street

1233 Shelburne Rd Suite E6

City

South Burlington

State

VT

Zip Code

05403

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

PC

Purpose of grant/contribution

Furnish two apartments for pathways clientele

Amount

2,500

Name

Green Dragon Youth Development Program

Street

310 Erie St S

City

Massillon

State

OH

Zip Code

44646

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

PC

Purpose of grant/contribution

Development program for new equipment & Repair, tournament fees, ultimate warrior summer camp, uniform

Amount

2,400

Name

Hammer & Nails, Inc

Street

PO Box 8224

City

Canton

State

OH

Zip Code

44711

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

PC

Purpose of grant/contribution

Projects / repairs or community needs in canal fulton or massillon

Amount

1,200

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

Recipient(s) paid during the year

Name

Freeport Health Network

Street

421 W Exchange Street #4

City

Freeport

State

IL

Zip Code

61032

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

PC

Purpose of grant/contribution

Healing garden at Leonard C Ferguson Cancer Center

Amount

35,000

Name

Teens to Trails

Street

PO Box 116

City

Edgecomb

State

ME

Zip Code

04556

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

PC

Purpose of grant/contribution

Provide funding for staff & to help launch foundin member fundraising campaign

Amount

20,000

Name

Community Health & Counseling

Street

PO Box 425

City

Bangor

State

ME

Zip Code

04402

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

PC

Purpose of grant/contribution

Part time assistant for the program

Amount

3,000

Name

Vermont Commons School

Street

75 Green Mountain Drive

City

South Burlington

State

VT

Zip Code

05403

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

PC

Purpose of grant/contribution

Funding for half of a new guidance counselor position

Amount

7,500

Name

Maine Philanthropy Center

Street

PO Box 9301

City

Portland

State

ME

Zip Code

04104

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

PC

Purpose of grant/contribution

Involvement in Environmental Funders Network

Amount

3,000

Name

Kitchen Gardeners International

Street

3 Powderhorn Drive

City

Scarborough

State

ME

Zip Code

04074

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

PC

Purpose of grant/contribution

Funding 4 school garden projects & 500 to Ward Project Administration

Amount

2,500

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

Recipient(s) paid during the year

Name

Eastside College Preparatory

Street

1041 Myrtle Street

City

East Palo Alto

State

CA

Zip Code

94303

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

PC

Purpose of grant/contribution

Grant for 10th grade tuition

Amount

17,000

Name

Community Harvest

Street

4915 Fulton Drive NW Unit 7

City

Canton

State

OH

Zip Code

44718

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

PC

Purpose of grant/contribution

Help Community Harvest feed People

Amount

1,500

Name

Environmental Volunteers

Street

3921 East Bayshore Rd

City

Palo Alto

State

CA

Zip Code

94303

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

PC

Purpose of grant/contribution

Environmental Education Educate for Depth Low Income School Outreach

Amount

10,000

Name

Ogdensburg Boys & Girls Club

Street

610 Patterson Street PO Box 555

City

Ogdensburg

State

NY

Zip Code

13669

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

PC

Purpose of grant/contribution

Social grant youth

Amount

2,500

Name

J Babe Stearn Community Center

Street

2628 13th Street SW

City

Canton

State

OH

Zip Code

44710

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

PC

Purpose of grant/contribution

For Memberships to those in need

Amount

3,000

Name

Highland Community College

Street

2998 West Pearl City Road

City

Freeport

State

IL

Zip Code

61032

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

PC

Purpose of grant/contribution

Grant for Medical Nursing Wing

Amount

20,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year
Recipient(s) paid during the year
Name

Western Mountains Charitable Fdn

Street

496 Main St Unit C

City

Kingfield

State

ME

Zip Code

04947

Foreign Country
Relationship
Foundation Status

PC

Purpose of grant/contribution

Youth grant Experimental Education Program

Amount

10,000

Name

Save the Children

Street

54 Wilton Road

City

Westport

State

CT

Zip Code

06880

Foreign Country
Relationship
Foundation Status

PC

Purpose of grant/contribution

Disaster Relief Philippines

Amount

25,000

Name

Community Building Partnerships

Street

601 Cleveland Avenue North Suite F

City

Canton

State

OH

Zip Code

44702

Foreign Country
Relationship
Foundation Status

PC

Purpose of grant/contribution

General Fund

Amount

2,500

Name

National Wildlife Federation

Street

11100 Wildlife Center Drive

City

Reston

State

VA

Zip Code

20190

Foreign Country
Relationship
Foundation Status

PC

Purpose of grant/contribution

Outdoor Kids Campaign

Amount

10,000

Name

Boys & Girls Club of Peninsula

Street

401 Pierce Road

City

Menlo Park

State

CA

Zip Code

94025

Foreign Country
Relationship
Foundation Status

PC

Purpose of grant/contribution

Grant for Current Operations

Amount

10,000

Name

Cultivating Community

Street

PO Box 3792

City

Portland

State

ME

Zip Code

04104

Foreign Country
Relationship
Foundation Status

PC

Purpose of grant/contribution

Support youth leadership initiative

Amount

9,990

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

Recipient(s) paid during the year

Name

Beacon Journal Charity Fund

Street

50 South Main Street Suite LL100

City

Akron

State

OH

Zip Code

44308

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

PC

Purpose of grant/contribution

Fund for help with Children's Teeth

Amount

2,000

Name

Boys & Girls Club of Massillon

Street

730 Duncan Street

City

Massillon

State

OH

Zip Code

44647

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

PC

Purpose of grant/contribution

50 kids memberships and \$2,500 general needs

Amount

3,000

Name

Stark Community Foundation

Street

400 Market Avenue N

City

Canton

State

OH

Zip Code

44702

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

PC

Purpose of grant/contribution

Donor Advised Fund

Amount

6,000

Name

The Opportunity Alliance

Street

50 Monument Square

City

Portland

State

ME

Zip Code

04101

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

PC

Purpose of grant/contribution

Support for Two Parkside Neighborhood Center Programs

Amount

5,000

Name

Community Bicycle Center

Street

PO Box 783

City

Biddeford

State

ME

Zip Code

04005

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

PC

Purpose of grant/contribution

help purchase the granite street building for the operation of CBC

Amount

50,000

Name

Thousand Islands Land Trust

Street

PO Box 238

City

Clayton

State

NY

Zip Code

13624

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

PC

Purpose of grant/contribution

support the kids treks summer programs for 2014 & 2015

Amount

10,000

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

Recipient(s) paid during the year

Name

Exploratorium

Street

Piers 15/17

City

San Francisco

State

CA

Zip Code

94111

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

PC

Purpose of grant/contribution

Support the exploratorium museum catalyst campaign

Amount

20,000

Name

King Street Youth Center

Street

PO Box 1615

City

Burlington

State

VT

Zip Code

05402

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

PC

Purpose of grant/contribution

Support the kids on the ball & Tennis in the parks programs

Amount

5,000

Name

Silicon Valley Leadership

Street

2001 Gateway Place #101E

City

San Jose

State

CA

Zip Code

95110

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

PC

Purpose of grant/contribution

Three salad bars in underserved elementary Schools in Silicon Valley

Amount

7,800

Name

12 Rivers Conservation

Street

PO Box 180 25 Friendship Street

City

Waldoboro

State

ME

Zip Code

04572

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

PC

Purpose of grant/contribution

support land trusts seeking to accelerate land protection in midcoast maine

Amount

5,000

Name

Bethel Area Nonprofit

Street

PO Box 1247

City

Bethel

State

ME

Zip Code

04217

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

PC

Purpose of grant/contribution

Support a network facilitator for the bethel area nonprofit collaborative

Amount

5,000

Name

Greater Portland Landmarks

Street

53 High Street

City

Portland

State

ME

Zip Code

04101

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

PC

Purpose of grant/contribution

Family oriented activity book and guide to portland historic neighborhoods

Amount

4,525

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

Recipient(s) paid during the year

Name

Building Futures Now

Street

PO Box 1524

City

Palo Alto

State

CA

Zip Code

94302

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

PC

Purpose of grant/contribution

After school program which serves up to 71 students per day for the academic school year

Amount

8,500

Name

Youth Catalytics

Street

PO Box 35

City

Charlotte

State

VT

Zip Code

05445

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

PC

Purpose of grant/contribution

Wellness Initiative

Amount

30,000

Name

Shelburne Farms

Street

1611 Harbor Road

City

Shelburne

State

VT

Zip Code

05482

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

PC

Purpose of grant/contribution

General Operating Expenses

Amount

5,000

Name

St Helena Hospital Foundation

Street

10 Woodland Road

City

St Helena

State

CA

Zip Code

94574

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

PC

Purpose of grant/contribution

Center for Health

Amount

100,000

Name

Flynn Center for the Performing

Street

153 Main Street

City

Burlington

State

VT

Zip Code

05401

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

PC

Purpose of grant/contribution

General Support

Amount

4,000

Name

Peninsula Bridge Program

Street

457 Kingsley Avenue

City

Palo Alto

State

CA

Zip Code

94301

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

PC

Purpose of grant/contribution

Grant to fund nutrition / health and wellness curriculum at all 8 sites

Amount

10,000

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

Recipient(s) paid during the year

Name

Peninsula Open Space Trust

Street

222 High Street

City

Palo Alto

State

CA

Zip Code

94301

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

PC

Purpose of grant/contribution

the heart of the redwoods campaign

Amount

20,000

Name

Maine Audubon

Street

20 Gilsland Farm Rd

City

Falmouth

State

ME

Zip Code

04105

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

PC

Purpose of grant/contribution

Portland after school program

Amount

10,000

Name

Compass High School

Street

1060 Twin Dolphin Dr

City

Redwood City

State

CA

Zip Code

94065

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

PC

Purpose of grant/contribution

Equipment and initiate renovations

Amount

20,000

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

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

		Amount		Totals										Net Gain or Loss	
		Long Term CGDistributions	Short Term CGDistributions	Gross Sales		Cost or Other Basis and Expenses		Net Gain or Loss		Capital Gain/Losses		Other sales		Net Gain or Loss	
			331	3,151,233		2,818,440		332,793				0		332,793	
Check 'X' if includes in Part IV															
1	X	Publicly Traded Securities													
		Description	CUSIP#	Purchaser	Check 'X' if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
									3,150,908	2,818,440					332,468

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

		2,008	1,506	0	502
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	Select Fiduciary	1,458	1,093		365
2	Huntington National	550	413		137

Part I, Line 16c (990-PF) - Other Professional Fees

		603	603	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	Investment fees	603	603		

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

		10,720	3,398	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Tax on investment income	1,438			
2	Estimated Tax on investment income	5,884			
3	Foreign Tax Withheld	3,398	3,398		

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

		4,375	0	0	4,375
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Membership	3,775			3,775
2	Filing fees	600			600

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

		Federal		State/Local		0		0		0		2,805,656	
		3,315,427		0		0		0		0		2,805,656	
	Description	Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year	State/Local Obligation						
1	US Treasury 3 25% 3/31/17		248,082	248,082	276,408	269,140							
2	US Treasury 2 5% 3/31/15		248,777	248,777	261,915	256,700							
3	US Treasury 1 875% 6/30/15		198,863	198,863	207,454	204,680							
4	FNMA 5 38% 10/2/13		252,362		258,485								
5	FNMA 1 3% 11/17/14		150,000	150,000	152,711	151,365							
6	FNMA 1 5% 9/08/14		250,000	250,000	254,308	252,055							
7	FFCB 3 375% 12/27/18		250,260	250,260	281,068	269,888							
8	FFCB 5% 9/4/13		254,530		257,138								
9	FFCB 4 25% 1/5/17		251,298	251,298	285,563	275,567							
10	FHLB 3 5% 3/13/15		246,265	246,265	266,695	259,178							
11	iShares Barclays US Treasury Inflation Prote		111,610		120,780								
12	US Treasury Inflationary Index 125% 4/15/1		101,754	101,754	110,697	108,806							
13	US Treasury Inflationary Index 125% 1/15/2		101,662	101,662	109,959	101,590							
14	FNMA V/R Multi Step Cpn Bnd 1% 12/28/16		100,000		100,189								
15	FHLB 2 5% 4/27/16		149,910	149,910	159,566	156,619							
16	FHLB 1 22% 12/21/16		99,820	99,820	101,804	101,495							
17	FNMA 1 0% 11/29/17		100,000	100,000	99,812	99,058							
18	FHLMC 1 05% 7/30/2018		100,000	100,000	99,788	97,370							
19	FHLB 1 55% 10/12/2017		100,234	100,234	102,898	101,500							
20	Tennessee Valley Authority 1 75% 10/15/201			99,980		100,645							

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

	Description	Num Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year
1	Aaron's Inc		4,245			9,241,347
2	Burberry Group PLC		11,966		7,739	
3	Carnival Corp		30,179	20,288	13,167	
4	Choice Hotels International		5,034	6,121	31,750	24,376
5	Cinemark Holdings		5,623	4,490	7,749	11,599
6	Columbia Sportswear		6,089	6,089	8,161	6,888
7	Coinstar		11,467		7,153	10,409
8	Gannett		5,153		9,362	
9	Hennes & Mauritz		23,163	15,446	7,459	
10	Hibbett Sports		1,804	3,109	32,285	25,858
11	Home Depot		57,977	57,977	7,372	9,722
12	Kingfisher PLC		28,925	25,542	100,380	115,275
13	LKQ Corp		2,256		31,437	40,113
14	LVMH Moet Hennessy		12,842	14,979	40,635	40,632
15	Expedia		7,136		14,551	
16	Fifth & Pacific		2,058	3,060	3,141	7,175
17	Monro Muffler Brake		8,837	8,837	9,961	15,265
18	Morningstar		10,082	10,082	18,276	20,844
19	NCI Buildings Sys		1,592	3,912	2,276	5,034
20	Newell Rubbermaid		1,688	1,350	352,200	370,800
21	Polaris Inds Inc		3,470	2,294	15,415	14,648
22	Publicis Groupe		21,875	30,239	30,572	50,320
23	Regal Entertainment		5,247	4,358	6,942	7,566
24	Sally Beauty		4,731	7,373	14,066	16,546
25	Starbucks		39,530	39,530	84,180	106,680
26	TJX Companies		37,977	37,977	90,360	114,720
27	TRW Automotive Holdings		8,581	6,805	14,350	15,646
28	Target		78,897	78,897	90,615	84,960
29	Toyota Mtr Ltd		31,088	29,301	36,622	40,510
30	Ulta Salon Cosmetics & Fragrance		11,233	11,233	12,423	10,885
31	VF Corp		37,591	37,591	73,790	116,900
32	Wolverine World Wide		5,404	5,404	8,600	11,160
33	Caseys General Stores		3,466	3,466	6,020	7,554
34	Coca Cola		47,495	47,495	74,480	75,640
35	Colgate Palmolive		53,970	53,970	107,370	122,460
36	Energizer Holdings		10,698	8,671	13,748	10,962
37	General Mills		55,000	55,000	62,910	72,030
38	Hain Celestial Group		1,992		3,420	
39	J&J Snack Foods Corp		4,065	5,543	6,815	10,308
40	Kellogg		50,465	50,465	58,500	57,980
41	Nestle SA Sponsored ADR		15,365	17,169	29,055	30,370
42	Procter & Gamble		47,268	31,022	112,740	76,620
43	Nu Skin Enterprises		8,419	13,557	9,743	15,753
44	Reckitt Benckiser Group		19,858		31,538	
45	SabMiller Plc		6,576	14,512	16,830	22,335
46	United National Foods		4,053		8,367	
47	Walmart De Mexico		5,013		17,094	

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

		6,248,124	6,033,170	8,515,327	9,241,347
Description	Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
48 Royal Bank of Scotland		13,414		14,576	
49 Cnooc Ltd		15,224		22,586	
50 Conocophillips		59,017		87,000	
51 Devon Energy Corp		63,812	63,812	57,190	59,220
52 Drl-Quip		5,551	3,922	14,596	14,883
53 Exxon Mobil		57,595	36,868	134,955	92,160
54 Linn Co		3,498		3,511	
55 Oil States Inc		10,138		11,016	
56 Noble Corp		35,458	71,028	40,500	62,060
57 Western Refining		17,642		20,043	
58 Royal Dutch Shell Plc		60,935	60,935	70,520	69,100
59 Schlumberger		46,754	43,496	114,655	122,423
60 Valero Energy		95,785	62,720	109,325	102,200
61 Core Laboratories NV		788	658	8,552	10,020
62 AIA Group		25,963	26,577	27,446	31,768
63 Affiliated Managers Group		3,252		7,629	
64 Allstate		90,700	90,700	87,800	102,400
65 American Campus Communities		3,196		5,123	
66 Bank of America		135,620		33,960	
67 Brandywine Realty Trust		3,046		3,730	
68 Chubb Corp		48,419	48,419	80,310	84,540
69 City Natl Corp		6,481	6,481	7,414	10,129
70 Cobiz Financial		1,907	2,615	2,668	4,393
71 EPR Properties/Entertainment Properties		8,616	10,710	16,120	19,104
72 FNB Corp		4,952	4,952	6,363	6,500
73 First Cash Financial Services		4,909		6,664	
74 Forest City Ent		1,611	1,611	6,172	6,639
75 HCC Insurance Holdings		3,456	3,456	6,189	6,866
76 Hang Lung Properties		14,704		17,896	
77 Hercules Technology Growth		2,847	2,740	3,363	4,203
78 Hersha Hospitality Trust		15,024	4,811	14,124	6,663
79 Hong Kong Exchanges Unspn ADR		8,238	8,238	19,593	16,217
80 Ind & Comm Bk of China		22,066	9,254	25,783	10,010
81 Itau Unibanco Holding		32,059	12,757	29,567	10,994
82 JP Morgan Chase		72,349	72,349	94,100	110,720
83 Jones Lang Lasalle		12,916	15,380	14,466	17,025
84 PT Bank Mandiri		1,846	0	1,933	0
85 Medley Capital Corp		2,875		3,526	
86 Metlife		50,700	50,700	37,340	49,050
87 Mitsubishi UFJ Finl Grp		22,399	27,800	21,819	28,581
88 PNC Financial		33,320	33,320	30,900	39,940
89 Pinnacle Financial Partners		1,525		2,340	
90 Price T Rowe Group		38,308	38,308	71,410	78,440
91 RLI Corp		6,671	6,671	8,971	10,832
92 Raymond James Financial		9,329	12,514	14,683	13,084
93 Reinsurance Group Amer		4,334		6,370	
94 Susquehanna Bancshares		1,464		2,295	

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

		6,248,124	6,033,170	8,515,327	9,241,347
Description	Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
95 Torchmark		8,297		12,869	
96 Tower Bancorp		12,144		14,165	
97 Umpqua Holdings		7,942	7,942	7,963	11,063
98 Universal Health Realty Income		3,224	3,224	5,237	4,028
99 Wells Fargo & Co		64,678		104,490	
100 Westamerica Bancorporation		7,768		7,329	
101 Tree Com		380		437	
102 Abbott Laboratories		30,656	30,656	50,820	54,990
103 Amgen		63,601	63,601	85,460	118,950
104 Becton Dickinson		31,892	31,892	42,020	54,060
105 Bio-Rad Labs		10,615	9,952	14,224	15,000
106 Abbvie		33,244	33,244	55,035	73,845
107 Bio-Reference Labs		2,145		2,751	
108 Fresenius Medical Care		15,933	15,933	29,075	29,150
109 Carefusion		5,847		6,612	
110 Johnson & Johnson		48,660	48,660	73,920	88,470
111 HMS Holdings		4,477		4,580	
112 Landauer		3,985		5,039	
113 Healthways Inc		3,087		3,061	
114 Medtronic		70,919	70,919	69,900	84,840
115 Meridian Bioscience		7,582	7,582	7,542	8,201
116 Novartis Ag ADR		21,844	18,740	32,147	32,419
117 Novo Nordisk ADR		6,130	11,689	41,847	50,976
118 Owens & Minor					
119 Myriad Genetics		7,548	9,357	7,036	8,648
120 Pfizer		109,943	109,943	81,840	91,200
121 SXC Health Solutions					
122 Henry Schein		2,584	2,584	5,957	7,927
123 Solta Medical		3,085		2,703	
124 Techne Corp		6,982	6,982	7,885	9,996
125 Teva Pharmaceutical		84,521		100,142	
126 Young Innovations		3,001		3,750	
127 Syneron Medical		2,858		2,811	
128 Aeon		3,677	2,354	5,230	6,851
129 Acacia Research		10,144	2,243	12,459	1,437
130 Acuity Brands		6,227	3,915	10,664	13,212
131 Advisory Board		911	911	4,068	4,748
132 AGCO Corp		10,650		13,409	
133 Canadian Natl Railway		16,462	16,147	28,028	30,763
134 Carlisle Cos		3,491	3,491	6,736	7,826
135 Caterpillar		24,930	12,465	98,390	46,955
136 Builders Firstsource		2,484		2,798	
137 Clarcor		7,731	7,731	10,344	11,361
138 Embraer		20,427	11,562	30,036	19,335
139 Emerson Electric		50,246	50,246	85,875	98,910
140 Exponent		4,866	4,866	8,800	13,000
141 Fanuc Ltd Unsp		9,576	14,298	22,460	28,694

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

		6,248,124	6,033,170	8,515,327	9,241,347
Description		Book Value	Book Value	FMV	FMV
		End of Year	End of Year	End of Year	End of Year
		Num Shares/ Face Value	End of Year	End of Year	End of Year
142	Forward Air Corp		6,361	10,020	12,026
143	Gardner Denver		1,641	5,418	
144	General Electric		148,106	89,120	100,520
145	Graco		5,337	9,438	11,466
146	Kforce		6,972	7,334	7,868
147	Kirby Corp		8,658	16,603	21,355
148	Knight Trans		8,546	7,178	9,608
149	Komatsu Ltd		19,351	33,326	8,168
150	Middleby		4,509	6,361	14,548
151	Moog Inc		8,523	10,074	13,814
152	Parker Hannifin Corp		45,591	92,970	113,370
153	Polypore International		3,037	2,778	
154	Raven Industries		3,372	6,463	8,988
155	Raytheon		51,860	79,020	142,605
156	Siemens Ag ADR		24,146	21,575	
157	3M		63,522	100,550	128,190
158	Il-VI Inc		5,531	4,595	
159	United Technologies		42,480	87,570	114,020
160	Spirit Airlines		3,281	1,546	3,424
161	Waste Connections		2,108	4,935	5,601
162	Westco Intl		7,666	17,868	12,610
163	Adobe Systems		90,878	113,490	118,380
164	Alliance Data Systems		3,506	17,494	18,693
165	AOL Inc		12,591	12,781	15,759
166	Apple Inc		42,868	34,162	50,060
167	Arm Holdings Plc		2,314	14,741	14,190
168	BMC Software		7,820	7,811	
169	Blackbaud Inc		7,005	10,591	13,164
170	Cisco Systems		86,064	102,850	54,775
171	Cirrus Logic Inc		7,129	6,493	
172	Dassault Systems		7,681	17,005	8,654
173	8x8 Inc		2,819	2,555	4,208
174	Fair Isaac Corp		6,535	11,718	13,046
175	Finisar Corp		2,589	2,620	11,286
176	Heartland Payment Systems		2,947	4,700	6,380
177	Henry Jack & Assoc		6,550	15,140	20,360
178	Hittite Microwave		4,805	5,524	5,162
179	IPG Photonics		10,671	12,310	
180	Intel		141,494	94,680	61,350
181	IBM Corp		38,790	101,535	88,340
182	Manhattan Associates		4,463	15,072	22,019
183	Microsoft		74,928	82,350	113,520
184	National Instruments		3,631	5,311	7,076
185	Neustar Inc		5,006	5,823	
186	Nice Systems		3,345	5,389	5,760
187	OSI Systems		2,153	4,188	
188	Oracle Corporations		100,695	142,040	110,700

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

6,248,124								6,033,170		8,515,327		9,241,347	
Description		Num Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year							
189	Power Integration		4,231	4,231	5,423	8,588							
190	Qualcomm Inc		55,454	55,454	66,020	74,220							
191	SAP AG-Sponsored		16,943	13,284	35,105	21,627							
192	Scansource		5,103	5,103	5,376	6,945							
193	Symntec Corp		44,850	44,850	54,425	53,525							
194	Syntel		6,298	6,823	10,434	15,081							
195	Taiwan Semiconductor Mfg		12,016	28,563	15,824	26,683							
196	Texas Instruments		68,188	68,188	82,700	106,000							
197	Verint Systems		976	1,054	1,453	2,090							
198	Tencent Holdings		18,485	6,050	32,055	22,958							
199	Wex Inc		8,490	3,928	19,181	6,671							
200	Internap Network Services		4,182		4,659								
201	Aptargroup		6,092	5,282	11,337	12,697							
202	Balchem		3,229	3,229	4,974	7,251							
203	CF Industries Holdings		6,332		11,688								
204	Du Pont El De Nemours		40,640	40,640	47,450	61,010							
205	FMC Corp		6,600		11,003								
206	Freeport-McMoran C&G		26,677		35,250								
207	Nucor Corp		38,830	38,830	46,010	48,350							
208	Newmarket Corp		8,114		9,441								
209	Potash Corp		17,870		23,120								
210	Praxair		24,180	24,180	55,185	62,360							
211	Silver Standard Resources		2,470		1,928								
212	Southern Copper		9,000	12,777	11,344	10,688							
213	Syngenta AG		17,860	17,777	21,523	17,231							
214	Assa Abloy Ab		20,071	11,121	28,390	21,479							
215	AT&T		70,680	70,680	69,580	66,640							
216	Metropcs Communications		6,096		5,927								
217	SBA Communications		727		3,343								
218	Ubiquiti Networks		793	15,780	979	19,034							
219	Verizon Communications		84,409	84,409	87,220	96,040							
220	Vodafone Group		48,284		67,289								
221	Dominion Resources		63,138	63,138	108,220	135,820							
222	Exelon		59,535		47,160								
223	Heico		6,023	6,010	6,462	9,231							
224	Southern Co		50,765	50,765	66,345	61,860							
225	Adidas AG ADR		21,308	21,308	27,131	32,640							
226	Callaway Golf		1,423		1,607								
227	Dorman Products		3,711	6,393	7,445	14,031							
228	IMax		7,414	8,749	7,042	10,107							
229	Las Vegas Sands		17,783	17,783	22,132	30,608							
230	National Cinemedia		2,492	3,306	3,056	4,427							
231	Pier 1 Imports		3,926	2,222	6,117	3,746							
232	Ross Stores		8,131		11,940								
233	Southebys		9,761	9,761	8,046	10,734							
234	Swatch Group		15,146	11,282	21,776	17,844							
235	Pepsico		64,900	64,900	72,850	80,360							

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

		6,248,124	6,033,170	8,515,327	9,241,347
Description		Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
Num. Shares/ Face Value					
236	Dawson Geophysical	2,341		1,657	
237	Hornbeck Offshore Services	1,337	5,806	1,841	5,595
238	Suncor Energy	30,260		34,020	
239	Iberiabank Corp	7,651	7,651	7,466	9,547
240	Prosperity Bancshares	7,459	7,459	7,669	10,635
241	Sberbank Spon ADR	12,418		16,577	
242	State Bank Financial	6,025	9,373	6,065	9,918
243	State Street Corp	23,910	23,910	41,738	50,213
244	United Bkshares	1,379	1,379	1,478	1,734
245	Accura	3,264	2,898	2,223	4,143
246	Baxter International	39,495	39,495	50,880	51,225
247	Bristol-Myers Squibb	64,240	64,240	72,280	99,940
248	Chemed Corp	6,540		7,631	
249	Natus Medical	4,594	2,491	4,041	5,178
250	Questcor Pharmaceuticals	5,185	11,853	4,688	18,629
251	Wellcare Health Plans	11,483	11,483	11,055	14,194
252	Actuant	7,251		8,490	
253	Deere & Co	38,965	38,965	47,030	42,980
254	Titan International	1,321		1,895	
255	Automatic Data Processing	24,315		29,645	
256	Comverse Technology	96		118	
257	Google Inc	26,110	45,662	37,785	88,573
258	ICG Group	4,398	5,264	6,060	10,501
259	Liquidity Services	3,446		5,800	
260	Liverson	2,195		2,300	
261	Mercadolibre	14,262	9,180	19,094	11,959
262	TIVO	2,693		3,775	
263	Accenture Plc	70,720	68,608	93,529	99,371
264	Check Point Software	18,895		17,050	
265	Yandex NV	17,038	13,662	14,550	19,871
266	Atmos Energy Corp	10,885		12,777	
267	El Paso Elec Co	11,247		11,859	
268	Huntington Real Strategies Fund	85,000		78,943	
269	MDC Holdings	1,710		2,516	
270	Michelin Unspn	15,853	19,408	20,559	26,806
271	Pearson Plc	19,012	19,012	19,113	18,418
272	Proto Labs	1,856	8,530	1,810	13,729
273	Smith & Wesson Holding	1,788		1,565	
274	Standard Pacific Corp	4,884	2,492	5,868	2,834
275	Vera Bradley	7,230	4,566	6,727	4,468
276	Yum Brands	22,631	26,956	22,015	27,061
277	Sodastream Intl	7,733	7,550	9,570	4,789
278	CVS Caremark	45,525	45,525	51,200	67,720
279	Cardtronics	2,151	3,615	2,304	5,470
280	Harris Teeter Supermarkets	2,645		4,771	
281	Ingredion	11,874	10,666	15,394	11,339
282	Anadarko Petroleum	64,779	64,779	80,020	80,690

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

		6,248,124	6,033,170	8,515,327	9,241,347
Description		Book Value	Book Value	FMV	FMV
		Beg. of Year	End of Year	Beg. of Year	End of Year
		Num Shares/ Face Value			
283	Atwood Oceanics		10,479	10,479	12,718
284	Education Realty		1,625		1,709
285	Extra Space Storage		2,448		2,948
286	First Republic Bank		11,893		12,634
287	HSBC Holdings		23,965	19,973	29,795
288	Hancock Holdings		3,285		3,173
289	Popular		3,142		4,026
290	Primerica		11,900	11,900	12,823
291	World Acceptance		10,225	16,242	12,408
292	Deutsche Bank		13,263	13,876	15,756
293	Catamaran Corp		4,539	1,955	8,977
294	Elekta		16,959		16,398
295	Endo Health Solutions		11,207		10,511
296	Express Scripts		40,082	40,082	40,065
297	MedAssets		1,018		1,525
298	Beacon Corp		4,182	4,182	5,240
299	Trex Company		4,152	3,065	5,450
300	Trinity Inds		14,262		15,602
301	Triumph Group		11,861		13,441
302	Valmont Industries		11,123	11,123	14,572
303	Baidu Inc		16,980	15,306	15,162
304	Broadcom		34,140		32,450
305	Converse		60	60	58
306	Asml Holding		14,362	18,399	16,069
307	Tullow Oil PLC		13,701		12,656
308	Compass Group PLC		13,756	21,000	14,063
309	IPath Dow Jones UBS Commodity Index		102,375		105,750
310	Gray Television Inc			2,248	
311	Nexstar Broadcasting Group			2,504	
312	AMC Entertainment Holdings Inc			3,585	
313	Asbury Automotive Group			8,893	
314	Bally Technologies			10,289	
315	Control4 Corporation			4,588	
316	Dineequity Inc			6,241	
317	Drew Industries Inc			3,842	
318	Express Inc			14,407	
319	Grand Canyon Education Inc			15,018	
320	Lithia Motors Inc Class A			13,102	
321	Lululemon Athletica Inc			26,878	
322	Restorton Hardware Holdings			3,978	
323	Rocket Fuel Inc			4,687	
324	Unifirst Corporation			4,959	
325	Anheuser-Busch Inbev Spn Adr			23,578	
326	Boulder Brands Inc			5,225	
327	Church & Dwight Co Inc			30,820	
328	Elizabeth Arden Inc			6,371	
329	Fomento Economico Mexicano			8,020	

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

		6,248,124	6,033,170	8,515,327	9,241,347
Description	Num Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year
330 Reckitt Benckiser Group			17,201		30,941
331 Halliburton Co			41,030		49,010
332 Oasis Petroleum Inc			13,040		13,714
333 Oceanering Intl Inc			8,780		7,769
334 Pacific Rubiales Energy Corp			25,206		18,970
335 SM Energy Co			16,502		15,559
336 American Equity Invst Life			10,640		11,458
337 American Financial Group Inc New			13,046		15,433
338 Artisan Partners Asset			7,905		13,382
339 Banco Bilbao Vizcaya Spon Adr			20,181		21,331
340 Brandywine Realty Trust			3,785		4,902
341 Citigroup Inc			42,830		47,430
342 Experian Group LTD Spon Adr			16,321		15,537
343 Ing Groep NV Spon Adr			29,516		35,654
344 Intesa Sanpaolo Spa - Spon Adr			21,216		24,477
345 Julius Baer Group LTD - Un Adr			15,657		15,837
346 Physicians Realty Trust			1,675		1,797
347 Portfolio Recovery Associate			12,428		11,450
348 Sumitomo Mitsui Trust Hldgs Spon			25,630		24,168
349 Terreno Realty Corp			916		846
350 Waddell & Reed Financial CLA			12,216		15,557
351 Wageworks Inc			4,224		8,333
352 Wells Fargo & Co			64,678		136,020
353 West America Bancorporation			7,768		8,144
354 Biotelemetry Inc			8,489		7,115
355 Cambrex Corp			4,486		4,392
356 Cardiovascular Systems Inc			4,950		5,529
357 LDR Holding Corporation			713		819
358 MWI Veterinary Supply Inc			5,571		8,754
359 Medassets Inc			1,120		1,300
360 Receptos Inc			1,935		1,793
361 Roche HLDG LTD Sponsored ADR			28,757		32,276
362 Spectranetics Corp			3,678		5,152
363 Tetrphase Pharmaceuticals Inc			1,666		1,582
364 United Therapeutics Corp			6,277		5,747
365 West Pharmaceutical Services			6,042		7,497
366 Actuant Corp CLA			7,251		9,855
367 Enersys			7,053		6,738
368 Kone OYJ-B-Unsponsored ADR			15,007		14,091
369 Kubota Corp Spons Adr			21,255		22,172
370 Lennox International Inc			16,057		15,927
371 Mastec Inc			8,621		9,632
372 On Assignment Inc			3,155		2,790
373 Tata Motors Ltd			12,700		14,454
374 Wabtec Corp			12,892		18,157
375 Amadeus It Holding			15,482		18,170
376 Arrow Electronics Inc			11,431		12,691

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

			6,248,124	6,033,170	8,515,327	9,241,347
	Description	Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
377	Automatic Data Processing			24,315		38,300
378	Brightcove Inc			4,532		3,491
379	Cass Information Systems Inc			1,557		1,840
380	DST Systems Inc			12,815		16,926
381	Egain Corporation			931		1,130
382	Epam Systems Inc			2,980		4,295
383	Euronet World Wide Inc			2,808		3,257
384	FS Networks Inc			10,355		10,595
385	NIC INC			12,041		11,522
386	Nokia Corp			9,691		8,512
387	Rally Software Development			5,781		4,622
388	Synaptics Inc			10,907		15,874
389	Sina Corporation			7,497		8,214
390	Allot Communications LTD			3,546		4,213
391	Ferro Corp			4,795		9,926
392	Innophos Holdings Inc			13,320		11,527
393	International Paper Co			45,270		47,740
394	Olin Corp			3,384		3,779
395	Rock-Tenn Company			15,353		15,628
396	Stepan Co			5,961		6,466
397	US Silica Holdings Inc			3,528		3,248
398	Applied Optoelectronics Inc			1,464		1,554
399	China Mobile Ltd			24,072		21,293
400	AGL Resources INC			19,188		20,880
401	Aaron's Inc			5,815		8,524
402	Burberry Group			28,022		30,079
403	United National Foods			1,538		4,189
404	Chevron Corp			87,503		83,723
405	Builders FirstSource			4,001		5,716
406	IShares TIPs Bond			111,610		112,210
407	Ambarella			2,833		4,580

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

		195,990	1,029,000	202,093	1,012,623
		Book Value	Book Value	FMV	FMV
		Beg of Year	End of Year	Beg of Year	End of Year
Description					
1	Pepsico Inc 4 65% 2/15/13			100,130	
2	Hershey 1 5% 11/1/16		100,079	101,963	102,277
3	Johnson & Johnson 7%		199,948		199,890
4	Kennametal Inc 2 65%		99,230		98,754
5	Nike Inc 2 25%		99,383		92,864
6	Starbucks Corp 2%		99,839		100,286
7	Teva Pharma Fin IC LLC		75,733		71,564
8	Wells Fargo & Company 1 5%		99,918		99,746
9	Amgen Inc 2 5%		155,841		155,688
10	Apple Inc 2 4%		99,029		91,554

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

		19,773	28,591	28,591
		Book Value Beg of Year	Book Value End of Year	FMV End of Year
1	Late Trade Not Completed	19,773	28,520	28,520
2	Accrued Interest Purchased	71	71	71

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

Amount															
Long Term Capital Gains		332,482												332,482	332,482
Short Term Capital Gains		0												0	0
Description of Property Sold	C.U.B.I.#	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Capital Other Basis Plus Expenses of Sale	FMV as of 12/31/83	Adjusted Basis as of 12/31/83	Excess of FMV Over Adj Basis	Gain or Loss	332,482	332,482	
1 Capital Gains Distributions															
2 Rucky Todd/Stanley								288,440					332,482	332,482	

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

59,827 0											
Name	Check 'X' if Business	Street	City	State	Zip Code	Foreign Country	Title	Ag/Hrs Per Week	Compensation	Benefits	Expense Account
Huntington National Bank	X	4767 Munson Street, NW	Canton	OH	44718		Trustee	2.00	59,827		
1 Nancy Saeley		4767 Munson Street, NW	Canton	OH	44718		Trustee	2.00			
2 Lynne A Saeley		4767 Munson Street, NW	Canton	OH	44718		Trustee	2.00			
3 Dana G Saeley Hayes		4767 Munson Street, NW	Canton	OH	44718		Trustee	2.00			
4											