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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

OMB No 1545-0052

2013

Open to Public Inspection

- ▶ 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

7/1/2013

, and ending

6/30/2014

Name of foundation

The Throckmorton Foundation

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

39 East Market Street

Room/suite

402

City or town

Akron

State

OH

ZIP code

44308

Foreign country name

Foreign province/state/county

Foreign postal code

G Check all that apply

☐

Initial return

☐

Initial return of a former public charity

☐

Final return

☒

Amended return

☐

Address change

☐

Name change

H Check type of organization

☐

Section 501(c)(3) exempt private foundation

☒ Section 4947(a)(1) nonexempt charitable trust☐

Other taxable private foundation

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

6,493,987

J Accounting method. ☒ Cash ☐ Accrual☐ Other (specify) _____

(Part I, column (d) must be on cash basis)

A Employer identification number

61-6288548

B Telephone number (see instructions)

(330) 258-2394

C If exemption application is pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test,
check here and attach computation ☐E If private foundation status was terminated under
section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ☐**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)

1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check ☒ if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	185,180	185,180		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	442,631			
b	Gross sales price for all assets on line 6a 2,258,223				
7	Capital gain net income (from Part IV, line 2)		442,631		
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	627,811	627,811	0	
13	Compensation of officers, directors, trustees, etc.	16,000	8,000		8,000
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)	879	659		220
c	Other professional fees (attach schedule)	40,057	40,057		
17	Interest				
18	Taxes (attach schedule) (see instructions)	1,287	1,287		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)	200			200
24	Total operating and administrative expenses. Add lines 13 through 23	58,423	50,003	0	8,420
25	Contributions, gifts, grants paid	330,553			330,553
26	Total expenses and disbursements. Add lines 24 and 25	388,976	50,003	0	338,973
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	238,835			
b	Net investment income (if negative, enter -0-)		577,808		
c	Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

HTA

Form **990-PF** (2013)

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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			459,090	309,447	309,447
	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)			951,838	650,397	665,189
	b Investments—corporate stock (attach schedule)			3,546,985	3,648,147	4,873,228
	c Investments—corporate bonds (attach schedule)			50,045	639,624	646,087
	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 ▶ <u>Accrued Interest Purchased</u>)			858	36	36
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)			5,008,816	5,247,651	6,493,987
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.					
	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			5,008,816	5,247,651	
	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)			5,008,816	5,247,651	
	31 Total liabilities and net assets/fund balances (see instructions)			5,008,816	5,247,651	

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	5,008,816
2 Enter amount from Part I, line 27a	2	238,835
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	5,247,651
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	5,247,651

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a Publicly Traded Securities	P	7/1/2013	6/30/2014
b Publicly Traded Securities	P	6/30/2013	6/30/2014
c Sale of Oil and Gas Rights	D	7/1/2002	6/30/2014
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 180,413		179,996	417
b 2,053,774		1,635,596	418,178
c 20,009			20,009
d			
e			

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

(i) FMV 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			417
b			418,178
c			20,009
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	442,631
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	417

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	305,276	5,802,622	0.052610
2011	310,806	5,707,703	0.054454
2010	263,395	5,896,436	0.044670
2009	264,236	5,123,080	0.051578
2008	322,514	5,325,223	0.060563

2 Total of line 1, column (d)	2	0.263875
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	0.052775
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	6,115,222
5 Multiply line 4 by line 3	5	322,731
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,778
7 Add lines 5 and 6	7	328,509
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	338,973

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	5,778
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	5,778
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	5,778
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	0
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	2,693
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	3,085
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	5,778
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	0
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	5,778
11	Enter the amount of line 10 to be: Credited to 2014 estimated tax ☐ Refunded ☐	11	5,778

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶ None				
14	The books are in care of ▶ Huntington National Bank	Telephone no ▶	(330) 258-2394	
Located at ▶ 39 East Market Street Akron OH		ZIP+4 ▶	44308	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here	15	☐	
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶				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? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)–3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐	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? ☐ Yes ☒ No		
If "Yes," list the years ▶ 20____, 20____, 20____, 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 ▶ 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)	3b	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))?	☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☒ Yes ☐ No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b		X
Organizations relying on a current notice regarding disaster assistance check here	☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53.4945–5(d).				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
If "Yes" to 6b, file Form 8870				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	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
Neil A Maly 953 Maple St Tallmadge, OH 44278	Trustee 1 00	8,000		
John Rasnick 388 S Main St Akron, OH 44308	Trustee 1 00	8,000		
Mark A Mosley 39 East Market St Akron, OH 44308	Trustee 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	6,208,347
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	6,208,347
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	6,208,347
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	93,125
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,115,222
6	Minimum investment return. Enter 5% of line 5	6	305,761

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	305,761
2a	Tax on investment income for 2013 from Part VI, line 5	2a	
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	305,761
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	305,761
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	305,761

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	338,973
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	338,973
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	5,778
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	333,195

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				305,761
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			227,122	
b Total for prior years: 20____, 20____, 20____				
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 ▶ \$ 338,973				
a Applied to 2012, but not more than line 2a			227,122	
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				111,851
e Remaining amount distributed out of corpus				
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	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				
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				193,910
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)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a				
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				

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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2013	(b) 2012	(c) 2011	(d) 2010	
				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))

NONE

- 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.

Mark A Mosley, Huntington Natl Bank 39 East Market St, Suite 402 Akron, OH 44308 (330) 258-2394

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

See attached statement

- 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

See attached statement

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 <i>Paid during the year</i>				
Decathur, Joshua Baldwin Wallace University Berea, OH 44017	none		Scholarship	6,000
McIntosh, Samuel Baldwin Wallace University Berea, OH 44017	none		Scholarship	13,000
Lowery, Reginald Baldwin Wallace University Berea, OH 44017	none		Scholarship	4,055
George, Yaasmance Baldwin Wallace University Berea, OH 44017	none		Scholarship	6,000
Watson, Nyla Baldwin Wallace University Berea, OH 44017	none		Scholarship	3,295
Garrett, Alexander Baldwin Wallace University Berea, OH 44017	none		Scholarship	7,500
Peacock, Tasha Cuyahoga Community College Cleveland, OH 44145	none		Scholarship	1,000
Watson, Nyla Cuyahoga Community College Cleveland, OH 44145	none		Scholarship	304
Chambers, Barbara University of Akron Akron, OH 44325	none		Scholarship	700
Banks, Danetta Chamberlain College of Nursing Downers Grove, IL 60515	none		Scholarship	1,500
Addie, Kemberly Cleveland State University Cleveland, OH 44115	none		Scholarship	2,000
Total See Attached Statement			3a	330,553
b <i>Approved for future payment</i>				
Total			3b	0

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	185,180	
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	442,631	
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		627,811	0
13	Total. Add line 12, columns (b), (d), and (e)				13	627,811

(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

Grayer, Ashley

Street

Cleveland State University

City

Cleveland

State

OH

Zip Code

44115

Foreign Country**Relationship**

none

Foundation Status**Purpose of grant/contribution**

Scholarship

Amount

900

Name

Hunter, Takara

Street

Cleveland State University

City

Cleveland

State

OH

Zip Code

44115

Foreign Country**Relationship**

none

Foundation Status**Purpose of grant/contribution**

Scholarship

Amount

1,233

Name

McKnight Alveranga, Aziza

Street

Cleveland State University

City

Cleveland

State

OH

Zip Code

44115

Foreign Country**Relationship**

none

Foundation Status**Purpose of grant/contribution**

Scholarship

Amount

500

Name

Ogleby, Toni

Street

Cleveland State University

City

Cleveland

State

OH

Zip Code

44115

Foreign Country**Relationship**

none

Foundation Status**Purpose of grant/contribution**

Scholarship

Amount

3,500

Name

Price, Henry

Street

Cleveland State University

City

Cleveland

State

OH

Zip Code

44115

Foreign Country**Relationship**

none

Foundation Status**Purpose of grant/contribution**

Scholarship

Amount

500

Name

Thornton, Levontez

Street

Cleveland State University

City

Cleveland

State

OH

Zip Code

44115

Foreign Country**Relationship**

none

Foundation Status**Purpose of grant/contribution**

Scholarship

Amount

500

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

Recipient(s) paid during the year

Name

Vernon, Quameen

Street

Cleveland State University

City

Cleveland

State

OH

Zip Code

44115

Foreign Country**Relationship**

none

Foundation Status**Purpose of grant/contribution**

Scholarship

Amount

750

Name

Willis, Christian

Street

Cleveland State University

City

Cleveland

State

OH

Zip Code

44115

Foreign Country**Relationship**

none

Foundation Status**Purpose of grant/contribution**

Scholarship

Amount

1,000

Name

Wils Ayana

Street

Cleveland State University

City

Cleveland

State

OH

Zip Code

44115

Foreign Country**Relationship**

none

Foundation Status**Purpose of grant/contribution**

Scholarship

Amount

1,500

Name

Stevenson, Clarissia

Street

Cuyahoga Community College

City

Cleveland

State

OH

Zip Code

44145

Foreign Country**Relationship**

none

Foundation Status**Purpose of grant/contribution**

Scholarship

Amount

3,200

Name

Williams, Roxann

Street

Grove City College

City

Grove City

State

PA

Zip Code

16127

Foreign Country**Relationship**

none

Foundation Status**Purpose of grant/contribution**

Scholarship

Amount

38,659

Name

Mickey, Keva

Street

John Carroll

City

University Heights

State

OH

Zip Code

44118

Foreign Country**Relationship**

none

Foundation Status**Purpose of grant/contribution**

Scholarship

Amount

2,120

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

Recipient(s) paid during the year

Name

Tripp Brittany

Street

John Carroll

City

University Heights

State

OH

Zip Code

44118

Foreign Country**Relationship**

none

Foundation Status**Purpose of grant/contribution**

Scholarship

Amount

3,000

Name

Bell, Dorothy

Street

Kent State University

City

Kent

State

OH

Zip Code

44240

Foreign Country**Relationship**

none

Foundation Status**Purpose of grant/contribution**

Scholarship

Amount

8,000

Name

Britton, Kelsie

Street

Kent State University

City

Kent

State

OH

Zip Code

44240

Foreign Country**Relationship**

none

Foundation Status**Purpose of grant/contribution**

Scholarship

Amount

2,500

Name

Bullard, Kelsi

Street

Kent State University

City

Kent

State

OH

Zip Code

44240

Foreign Country**Relationship**

none

Foundation Status**Purpose of grant/contribution**

Scholarship

Amount

9,000

Name

Bushner, Deon

Street

Kent State University

City

Kent

State

OH

Zip Code

44240

Foreign Country**Relationship**

none

Foundation Status**Purpose of grant/contribution**

Scholarship

Amount

1,000

Name

Curtain, Tyler

Street

Kent State University

City

Kent

State

OH

Zip Code

44240

Foreign Country**Relationship**

none

Foundation Status**Purpose of grant/contribution**

Scholarship

Amount

3,000

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

Recipient(s) paid during the year

Name

Douglas, Xavier

Street

Kent State University

City

Kent

State

OH

Zip Code

44240

Foreign Country**Relationship**

none

Foundation Status**Purpose of grant/contribution**

Scholarship

Amount

4,500

Name

Williams, Keanna

Street

University of Akron

City

Akron

State

OH

Zip Code

44325

Foreign Country**Relationship**

none

Foundation Status**Purpose of grant/contribution**

Scholarship

Amount

8,500

Name

Gomez, Tai

Street

Kent State University

City

Kent

State

OH

Zip Code

44240

Foreign Country**Relationship**

none

Foundation Status**Purpose of grant/contribution**

Scholarship

Amount

530

Name

Goodall, Branden

Street

Kent State University

City

Kent

State

OH

Zip Code

44240

Foreign Country**Relationship**

none

Foundation Status**Purpose of grant/contribution**

Scholarship

Amount

926

Name

Holland, Jonathan

Street

Kent State University

City

Kent

State

OH

Zip Code

44240

Foreign Country**Relationship**

none

Foundation Status**Purpose of grant/contribution**

Scholarship

Amount

4,000

Name

Jemison, Sarah

Street

Kent State University

City

Kent

State

OH

Zip Code

44240

Foreign Country**Relationship**

none

Foundation Status**Purpose of grant/contribution**

Scholarship

Amount

7,000

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

Recipient(s) paid during the year

Name

Jones, Christopher

Street

Kent State University

City

Kent

State

OH

Zip Code

44240

Foreign Country**Relationship**

none

Foundation Status**Purpose of grant/contribution**

Scholarship

Amount

2,679

Name

McCullar, Qunita

Street

Kent State University

City

Kent

State

OH

Zip Code

44240

Foreign Country**Relationship**

none

Foundation Status**Purpose of grant/contribution**

Scholarship

Amount

2,717

Name

Payten, Charity

Street

Kent State University

City

Kent

State

OH

Zip Code

44240

Foreign Country**Relationship**

none

Foundation Status**Purpose of grant/contribution**

Scholarship

Amount

10,500

Name

Plum, Danielle

Street

Kent State University

City

Kent

State

OH

Zip Code

44240

Foreign Country**Relationship**

none

Foundation Status**Purpose of grant/contribution**

Scholarship

Amount

4,000

Name

Sturkey, Jackson

Street

Kent State University

City

Kent

State

OH

Zip Code

44240

Foreign Country**Relationship**

none

Foundation Status**Purpose of grant/contribution**

Scholarship

Amount

10,000

Name

Williams, Adjoni

Street

Kent State University

City

Kent

State

OH

Zip Code

44240

Foreign Country**Relationship**

none

Foundation Status**Purpose of grant/contribution**

Scholarship

Amount

750

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

Recipient(s) paid during the year

Name

Bass Morgan

Street

University of Akron

City

Akron

State

OH

Zip Code

44325

Foreign Country**Relationship**

none

Foundation Status**Purpose of grant/contribution**

Scholarship

Amount

3,500

Name

Hale Alana

Street

University of Akron

City

Akron

State

OH

Zip Code

44325

Foreign Country**Relationship**

none

Foundation Status**Purpose of grant/contribution**

Scholarship

Amount

3,165

Name

Hill IV Louis

Street

University of Akron

City

Akron

State

OH

Zip Code

44325

Foreign Country**Relationship**

none

Foundation Status**Purpose of grant/contribution**

Scholarship

Amount

5,000

Name

Aladesanm Adebukola

Street

Malone University

City

Canton

State

OH

Zip Code

44709

Foreign Country**Relationship**

none

Foundation Status**Purpose of grant/contribution**

Scholarship

Amount

457

Name

Brown Marcus

Street

Malone University

City

Canton

State

OH

Zip Code

44709

Foreign Country**Relationship**

none

Foundation Status**Purpose of grant/contribution**

Scholarship

Amount

4,308

Name

Danzy Auriana

Street

Malone University

City

Canton

State

OH

Zip Code

44709

Foreign Country**Relationship**

none

Foundation Status**Purpose of grant/contribution**

Scholarship

Amount

4,500

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

Recipient(s) paid during the year

Name

Ennis Brenson

Street

Malone University

City

Canton

State

OH

Zip Code

44709

Foreign Country**Relationship**

none

Foundation Status**Purpose of grant/contribution**

Scholarship

Amount

638

Name

Fisher Philip

Street

Malone University

City

Canton

State

OH

Zip Code

44709

Foreign Country**Relationship**

none

Foundation Status**Purpose of grant/contribution**

Scholarship

Amount

2,500

Name

Grier Summer

Street

Malone University

City

Canton

State

OH

Zip Code

44709

Foreign Country**Relationship**

none

Foundation Status**Purpose of grant/contribution**

Scholarship

Amount

3,919

Name

Haynes Sterling

Street

Malone University

City

Canton

State

OH

Zip Code

44709

Foreign Country**Relationship**

none

Foundation Status**Purpose of grant/contribution**

Scholarship

Amount

5,500

Name

Hooks Demetruis

Street

Malone University

City

Canton

State

OH

Zip Code

44709

Foreign Country**Relationship**

none

Foundation Status**Purpose of grant/contribution**

Scholarship

Amount

1,500

Name

Hunter Reon

Street

Malone University

City

Canton

State

OH

Zip Code

44709

Foreign Country**Relationship**

none

Foundation Status**Purpose of grant/contribution**

Scholarship

Amount

5,244

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

Recipient(s) paid during the year

Name

Martin Delrica

Street

Malone University

City

Canton

State

OH

Zip Code

44709

Foreign Country**Relationship**

none

Foundation Status**Purpose of grant/contribution**

Scholarship

Amount

931

Name

McBride Darius

Street

Malone University

City

Canton

State

OH

Zip Code

44709

Foreign Country**Relationship**

none

Foundation Status**Purpose of grant/contribution**

Scholarship

Amount

8,000

Name

Miller Joah

Street

Malone University

City

Canton

State

OH

Zip Code

44709

Foreign Country**Relationship**

none

Foundation Status**Purpose of grant/contribution**

Scholarship

Amount

9,500

Name

Oldham Mahogany

Street

Malone University

City

Canton

State

OH

Zip Code

44709

Foreign Country**Relationship**

none

Foundation Status**Purpose of grant/contribution**

Scholarship

Amount

2,776

Name

Petty Brandon

Street

Malone University

City

Canton

State

OH

Zip Code

44709

Foreign Country**Relationship**

none

Foundation Status**Purpose of grant/contribution**

Scholarship

Amount

8,500

Name

Slaughter Jessica

Street

Notre Dame College

City

South Euclid

State

OH

Zip Code

44121

Foreign Country**Relationship**

none

Foundation Status**Purpose of grant/contribution**

Scholarship

Amount

4,200

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

Recipient(s) paid during the year

Name

Dysa Kaytlin

Street

University of Mount Union

City

Alliance

State

OH

Zip Code

44709

Foreign Country**Relationship**

none

Foundation Status**Purpose of grant/contribution**

Scholarship

Amount

5,000

Name

Myers Angel

Street

University of Mount Union

City

Alliance

State

OH

Zip Code

44709

Foreign Country**Relationship**

none

Foundation Status**Purpose of grant/contribution**

Scholarship

Amount

2,000

Name

Hill Lindsay

Street

Walsh University

City

North Canton

State

OH

Zip Code

44720

Foreign Country**Relationship**

none

Foundation Status**Purpose of grant/contribution**

Scholarship

Amount

7,000

Name

Jones Maya

Street

Wooster College

City

Wooster

State

OH

Zip Code

44691

Foreign Country**Relationship**

none

Foundation Status**Purpose of grant/contribution**

Scholarship

Amount

14,000

Name

Wesley Veronica

Street

Youngstown University

City

Youngstown

State

OH

Zip Code

44555

Foreign Country**Relationship**

none

Foundation Status**Purpose of grant/contribution**

Scholarship

Amount

3,300

Name

Weese, Shelly

Street

University of Akron

City

Akron

State

OH

Zip Code

44325

Foreign Country**Relationship**

none

Foundation Status**Purpose of grant/contribution**

Scholarship

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

Shorts, Hallie

Street

University of Akron

City

Akron

State

OH

Zip Code

44325

Foreign Country**Relationship**

none

Foundation Status**Purpose of grant/contribution**

Scholarship

Amount

2,400

Name

Henry, Jonathon

Street

University of Akron

City

Akron

State

OH

Zip Code

44325

Foreign Country**Relationship**

none

Foundation Status**Purpose of grant/contribution**

Scholarship

Amount

7,500

Name

Issac, Ezechiel

Street

University of Akron

City

Akron

State

OH

Zip Code

44325

Foreign Country**Relationship**

none

Foundation Status**Purpose of grant/contribution**

Scholarship

Amount

14,000

Name

Jacson, Antonia

Street

University of Akron

City

Akron

State

OH

Zip Code

44325

Foreign Country**Relationship**

none

Foundation Status**Purpose of grant/contribution**

Scholarship

Amount

4,547

Name

Windham, Tae Lor

Street

University of Mount Union

City

Alliance

State

OH

Zip Code

44709

Foreign Country**Relationship**

none

Foundation Status**Purpose of grant/contribution**

Scholarship

Amount

8,000

Name

Wood, Alicia

Street

Ursuline College

City

Pepper Pike

State

OH

Zip Code

44124

Foreign Country**Relationship**

none

Foundation Status**Purpose of grant/contribution**

Scholarship

Amount

1,000

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

Recipient(s) paid during the year

Name

Waldron, Arnita

Street

Cuyahoga Community College

City

Cleveland

State

OH

Zip Code

44145

Foreign Country

Relationship

none

Foundation Status

Purpose of grant/contribution

Scholarship

Amount

350

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

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

General Explanation (990-PF)

Explanation	
1	Form 990-PF, Part XV, Line 2b - Application Format and Required Contents - Students must first be enrolled in Grove City College or other colleges or universities in Eastern Ohio or Western Pennsylvania. The college, university or institution of higher education, through its ordinary and usual procedures, will determine economic need. The college, university or institution of higher education will present to the trustees a list of candidates that meet the criteria or students may apply direct and provide the required information from the college, university or institution of higher education.
2	Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations - Scholarships are to be awarded to individuals of Native American or African American descent who demonstrate an economic need and a willingness to complete a higher education degree that will lead to a gainful career or vocation. All payments will be made directly to the college, university or institution of higher education to be applied against tuition and other qualified expenses. Scholarships are awarded annually and can be renewed contingent upon maintaining the status of a full time student in good academic standing until graduation. Failure to meet the ongoing academic requirements will result in the forfeiture of an remaining undistributed portion of the scholarship. The educational institution will monitor the enrollment and academic standing of the recipients. If an insufficient number of candidates are available awards will be made to the general scholarship funds of Grove City College or other colleges located in Eastern Ohio or Western Pennsylvania.

Part I, Line 6 (990-FP) - Gain/Loss from Sale of Assets Other Than Inventory

Totals											
Capital Gains/Losses											
Other sales											
Gross Sales											
Cost, Other Basis and Expenses											
Net Gain or Loss											
442,631											

Amount											
4027											
Long Term CGD Distributors											
Short Term CGD Distributors											
Check "X" if to include in Part IV	Description	CUGP#	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	Net Gain or Loss
1	X	Publicly Traded Securities		7/12/2013	P	6/30/2014	130,419	173,986		Depreciation	417
2	X	Publicly Traded Securities		6/30/2013	P	6/30/2014	2,053,774	1,635,586			418,188
3	X	Sale of Oil and Gas Rights		7/12/2002	D	6/30/2014	20,008				20,008

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

		879	659	0	220
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	Select Fiduciary	879	659		220

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

		40,057	40,057	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	Huntington National Bank - Investment	40,057	40,057		

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

		1,287	1,287	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Foreign Tax Paid	1,287	1,287		
2	Tax on investment income				
3	Estimated excise tax payments				

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

		200	0	0	200
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	State Filing fee	200			200

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

		Federal		State/Local		0		0		0		665,189	
		951,838		0		0		0		0		0	
		650,397		0		0		0		0		0	
	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	200,000 FHLMC 5% 01/30/2014		200,356		205,566								
2	150,000 FFCB 5 05% 05/06/2015		150,836	150,418	162,672	156,254							
3	200,000 FHLB 5 25% 07/30/2013		200,386		200,826								
4	150,000 FNMA 4 875% 12/15/2016		150,444	150,318	169,736	165,505							
5	100000 Indiana Bd Bk Rev 3 32% 1/15/2023		105,291	104,882	97,915	100,443							
6	50000 Licking Heights OH LSD 12/01/2019		42,775	42,775	41,050	43,664							
7	100000 Ohio St Hgr Educ 3 459% 11/01/202		101,750	101,578	91,775	97,068							
8	100000 Montgomery Cnty Oh 2% 12/01/201			100,426		102,255							

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	IShares Russell Midcap Index Fund	3,030	283,785	76,964	393,567	134,924
2	IShares S&P Smallcap 600 Index	5,750	367,675	278,034	519,282	347,479
3	Vanguard Emerging Markets	2,855	129,124		110,760	
4	Analog Devices Inc	1,780	55,763	48,052	80,207	81,105
5	Apple	150	26,149	26,149	59,479	97,577
6	Baxter International	898	38,715		62,204	
7	Dominion Resources 8 375% Pfd	2,000	57,968	57,968	52,580	51,040
8	CVS Caremark	1,400	66,065	47,189	80,052	75,370
9	Chevron	500	26,380	45,827	59,170	86,816
10	Chubb Corp	800	39,908	48,761	67,720	82,953
11	Cisco Systems	1,500	21,394	21,394	36,503	37,275
12	Colgate Palmolive	1,100	44,500	44,500	63,019	74,998
13	Emerson Electric	957	31,587	31,587	52,195	63,507
14	Exxon Mobil	700	25,160	25,160	63,245	70,476
15	Fedex	500	30,332	30,332	49,290	75,690
16	Honda Motor Co	1,000	33,378	33,378	37,250	34,990
17	Glaxo Smithkline	1,200	56,327	56,327	59,964	64,176
18	M&T Capital	2,000	52,168		51,660	
19	HCP Inc/ Health Care Ppty Invest	1,600	39,938	37,086	72,704	43,449
20	Johnson & Johnson	500	31,098	71,227	42,930	100,435
21	McDonalds Corp	600	33,212	61,616	59,400	90,666
22	Novartis	725	49,134	79,493	51,265	101,846
23	Nextera Energy	2,000	57,048		52,540	
24	Nike	1,200	34,390	34,390	76,416	93,060
25	Oracle	2,000	39,090	39,090	61,420	81,060
26	Parker Hannifin	750	57,078		71,550	
27	Pepsico	700	41,657	71,483	57,253	96,041
28	Praxair	500	28,710	14,355	57,580	33,210
29	Philip Morris Intl	830	71,594		71,895	
30	Procter & Gamble	400	17,638	67,685	30,796	83,305
31	Qualcomm	1,000	42,659	42,659	61,090	79,200
32	Questar	4,000	62,386		95,400	
33	Schlumberger	500	26,458	67,063	35,830	112,053
34	Travelers Cos	1,000	64,192	64,192	79,920	94,070
35	Sempra Energy	500	23,005	13,803	40,880	31,413
36	United Technologies	681	31,643	23,233	63,292	57,725
37	US Bancorp	2,000	65,035	65,035	72,300	86,640
38	Weyerhaeuser	1,950	59,299		55,555	
39	Vodafone Group	2,000	55,677	55,631	57,490	36,395
40	Tennessee Valley Authority	2,000	53,273	46,960	50,740	47,700
41	Accenture Place	800	32,540	32,540	57,568	64,672
42	Oppenheimer Developing Markets	8,487	293,032	276,126	284,809	315,695
43	Union Pacific	500	61,463	49,046	77,140	79,800
44	EMC Corp	2,000	54,058	54,058	47,240	52,680
45	IBM Corp	300	48,909	48,909	57,333	54,381
46	Freeport-McMoran	1,080	42,072		29,819	
47	Sigma-Aldrich	600	38,134		48,252	

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
48	Thornburg International Value	6,963	183,747	333,747	195,514	367,696
49	Franklin Templeton Global Bond	16,774	225,207	225,207	216,555	223,264
50	Eaton Vance Atlanta Capital Smid-Cap	8,284	150,411	150,411	175,047	206,610
51	Walt Disney	1,000	46,820	66,232	63,150	111,462
52	Spectra Energy Corp	1,450		50,170		61,596
53	Berkshire Hathaway Inc CL B	650		80,165		82,264
54	Wells Fargo & Co	840		38,230		44,150
55	Express Scripts Holding Co	715		53,732		49,571
56	Gilead Sciences Inc	800		50,304		66,328
57	3M Company	500		68,572		71,620
58	Monsanto co	350		40,441		43,659
59	Qwest Corp	2,000		52,560		53,060
60	Duke Energy Corp			33,189		37,095
61	Gulf Power Co Series 11-A PFD	2,000		52,074		51,400
62	IShares Core S&P mid-cap ETF IJH	1,325		165,811		189,581

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

	Description	Interest Rate	Maturity Date	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
1	Toyota Motor Credit Corp			50,045	639,624	48,552	646,087
2	Amgen Inc 2.125% 5/15/2017			50,045	100,584	48,552	49,965
3	Autozone Inc 1.3 01/13/2017				90,158		102,494
4	Capital One Bank USA 2 25% 02/13/2019				100,052		90,220
5	Gatx Corp 2 5 03/15/2019				100,679		100,635
6	Oneok Partners LP 3 2%				101,908		100,843
7	Teva Pharma Fin IV LLC 2 25% 03/18/2020				96,208		104,341
8							97,789

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

		858	36	36
		Book Value Beg of Year	Book Value End of Year	FMV End of Year
1	Accrued Interest Purchased	858	36	36

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488604	Excess	417
	Adjusted	418 178
	Losses	2003

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

15,000												0	0
	Name	Check 'X' if Business	Street	City	State	Zip Code	Foreign Country	Title	Agts Per Week	Compensation	Benefits	Expense Account	
1	Nel AMely		953 Maple St	Tellmactga	OH	44273		Trustee	100	8000			
2	John Raandk		388 S Main St	Akron	OH	44308		Trustee	100	8000			
3	Mark Ambley		39 East Market St	Akron	OH	44308		Trustee	200				