Form **990-PF** Department of the Treasury Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf*

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning , 2014, and ending , 20

Name of foundation: LYDIA M. TAYLOR TRUST

A Employer identification number: 31-6307982

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

Room/suite:

B Telephone number (see instructions): 330-438-1180

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

C If exemption application is pending, check here ▶ [ ]

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

D 1 Foreign organizations, check here ▶ [ ]

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 4,333,972.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) (Part I, column (d) must be on cash basis)

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

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue 1	Contributions, gifts, grants, etc, received (attach schedule)				
2	Check ▶ [ ] if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	97,100.	97,100.		STMT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	382,618.			
b	Gross sales price for all assets on line 6a 1,958,532.				
7	Capital gain net income (from Part IV, line 2)		382,618.		
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	479,718.	479,718.		
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	33,308.	16,654.		16,654.
14	Other employee salaries and wages		NONE	NONE	
15	Pension plans, employee benefits		NONE	NONE	
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) STMT 4	550.	275.	NONE	275.
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 5	9,209.	685.		200.
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings		NONE	NONE	
22	Printing and publications		NONE	NONE	
23	Other expenses (attach schedule) STMT 6	12.	6.		6.
24	**Total operating and administrative expenses.** Add lines 13 through 23	43,079.	17,620.	NONE	17,135.
25	Contributions, gifts, grants paid	200,149.			200,149.
26	**Total expenses and disbursements** Add lines 24 and 25	243,228.	17,620.	NONE	217,284.
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	236,490.			
b	**Net investment income** (if negative, enter -0-)		462,098.		
c	**Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets 1	Cash - non-interest-bearing			
2	Savings and temporary cash investments		299,867.	299,867.
3	Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶ NONE			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments - U S and state government obligations (attach schedule)			
b	Investments - corporate stock (attach schedule) STMT 7		2,167,914.	2,772,582.
c	Investments - corporate bonds (attach schedule) STMT 8		1,259,937.	1,261,523.
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule)	3,485,767.		
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	3,485,767.	3,727,718.	4,333,972.
Liabilities 17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)		NONE	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, ▶ ☒ **check here and complete lines 27 through 31.**			
27	Capital stock, trust principal, or current funds	3,485,767.	3,727,718.	
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)	3,485,767.	3,727,718.	
31	**Total liabilities and net assets/fund balances** (see instructions)	3,485,767.	3,727,718.	

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	3,485,767.
2	Enter amount from Part I, line 27a	2	236,490.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	10,492.
4	Add lines 1, 2, and 3	4	3,732,749.
5	Decreases not included in line 2 (itemize) ▶ POST YEAR END TRANSACTIONS	5	5,031.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,727,718.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	PUBLICLY TRADED SECURITIES			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	1,958,532.		1,575,914.	382,618.
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col (k), but not less than -0-) or Losses (from col. (h))
	(i) F M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				382,618.
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	382,618.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2013	174,289.	4,095,952.	0.042552
2012	222,928.	3,905,690.	0.057078
2011	222,506.	3,981,733.	0.055882
2010	416,884.	4,098,104.	0.101726
2009	212,489.	3,689,175.	0.057598

2	**Total** of line 1, column (d)	2	0.314836
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	0.062967
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	4,194,332.
5	Multiply line 4 by line 3	5	264,105.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4,621.
7	Add lines 5 and 6	7	268,726.
8	Enter qualifying distributions from Part XII, line 4	8	217,284.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter _______________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	9,242.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	9,242.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	9,242.
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014 — 6a: 5,040.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	5,040.
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	4,202.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be: **Credited to 2015 estimated tax** ▶ NONE **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶ $ ________ (2) On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ OH			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ▶ N/A			
14	The books are in care of ▶ HUNTINGTON NATIONAL BANK Telephone no ▶ (740)588-6470 Located at ▶ 422 MAIN ST, ZANESVILLE, OH ZIP+4 ▶ 43702			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22 1) If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ Yes ☒ No If "Yes," list the years ▶ ____ , ____ , ____ , ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____ , ____ , ____ , ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2014 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 2014)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	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 4945(d)(4)(A)? (see instructions)	☐ Yes ☒ No	
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No	
b	If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?		5b
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes ☐ No	
	If "Yes," attach the statement required by Regulations section 53 4945-5(d).		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b — No: X
	If "Yes" to 6b, file Form 8870.		
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No	
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		7b

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		33,308.		

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

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

Total number of other employees paid over $50,000 ▶ NONE

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments. See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1a	4,076,601.
b	Average of monthly cash balances	1b	181,604.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	4,258,205.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	4,258,205.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	63,873.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,194,332.
6	**Minimum investment return.** Enter 5% of line 5	6	209,717.

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	209,717.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	9,242.		
b	Income tax for 2014 (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	9,242.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	200,475.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	200,475.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	200,475.

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	217,284.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	217,284.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	217,284.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7					200,475.
2 Undistributed income, if any, as of the end of 2014					
a Enter amount for 2013 only				NONE	
b Total for prior years 20 12 ,20 ,20			NONE		
3 Excess distributions carryover, if any, to 2014.					
a From 2009	NONE				
b From 2010	13,490.				
c From 2011	27,629.				
d From 2012	31,153.				
e From 2013	NONE				
f Total of lines 3a through e		72,272.			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ $ 217,284.					
a Applied to 2013, but not more than line 2a				NONE	
b Applied to undistributed income of prior years (Election required - see instructions)			NONE		
c Treated as distributions out of corpus (Election required - see instructions)		NONE			
d Applied to 2014 distributable amount					200,475.
e Remaining amount distributed out of corpus		16,809.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)		NONE			NONE
6 **Enter the net total of each column as indicated below:**					
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5		89,081.			
b Prior years' undistributed income Subtract line 4b from line 2b			NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions			NONE		
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount - see instructions				NONE	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015					NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)		NONE			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)		NONE			
9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a		89,081.			
10 Analysis of line 9					
a Excess from 2010	13,490.				
b Excess from 2011	27,629.				
c Excess from 2012	31,153.				
d Excess from 2013	NONE				
e Excess from 2014	16,809.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, 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) 2014	(b) 2013	(c) 2012	(d) 2011	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test-enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see instructions.)

1 Information Regarding Foundation Managers

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

N/A

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

N/A

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
GENESIS HEALTHCARE FOUNDATION ATTN: PAUL MCCL 1135 MAPLE AVENUE ZANESVILLE OH 43701-1407	NONE	PC	MEDICAL	195,149.
PIONEER & HISTORICAL SOCIETY ATTN: JIM GEYER 115 JEFFERSON STREET ZANESVILLE OH 43701-490	NONE	PC	SUPPORT CHARITABLE ACTIVITY	5,000.
Total . . . . . . ▶ 3a				200,149.
b Approved for future payment				
Total . . . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	97,100.	
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	382,618.	
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)				479,718.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 479,718.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
	NOT APPLICABLE

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? [ ] Yes [X] No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Robert S. Moore Jr. | 05/05/2015 |

Signature of officer or trustee | Date | Title

HUNTINGTON NATIONAL BANK

May the IRS discuss this return with the preparer shown below (see instructions)? [X] Yes [ ] No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check [ ] if self-employed	PTIN
JOSEPH B HULL		05/05/2015		P00135850

Firm's name ▶ ERNST & YOUNG U.S. LLP — Firm's EIN ▶ 34-6565596

Firm's address ▶ 1100 HUNTINGTON CTR, 41 S HIGH COLUMBUS, OH 43215 — Phone no 614-232-7290

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AT&T INC	414.	414.
ALTERA CORPORATION 2.5% 11/15/2018	1,215.	1,215.
AMERICAN EXPRESS COMPANY	319.	319.
ANADARKO PETE	361.	361.
APACHE CORP	37.	37.
APPLE COMPUTER	646.	646.
ARTISAN INTERNATIONAL VALUE FUND - INVES	6,039.	6,039.
AUTOMATIC DATA PROCESSING	806.	806.
AUTOZONE INC 4% 11/15/2020-2020	1,961.	1,961.
BALL CORP W/1 RT/SH	213.	213.
BAXTER INTERNATIONAL INC	667.	667.
BORG-WARNER AUTOMOTIVE INC	158.	158.
BRISTOL-MYERS SQUIBB CO	720.	720.
CVS CORP	470.	470.
CANADIAN NATL RAILWAY COM	511.	511.
CARDINAL HEALTH INC	632.	632.
CENTURYTEL INC	983.	983.
CHEVRONTEXACO CORP	758.	758.
CHEVRON CORPORATION 2.427% 06/24/2020-20	1,214.	1,214.
CHUBB CORP	128.	128.
CHURCH & DWIGHT CO INC	490.	490.
CISCO SYSTEMS, INC.	873.	873.
COHEN AND STEERS INSTITUTIONAL REALTY SH	3,588.	3,588.
COLGATE PALMOLIVE CO	454.	454.
COLUMBIA FUNDS SERIES TRUST - COLUMBIA M	893.	893.
COMCAST CORP CL A	349.	349.
CONOCOPHILLIPS	880.	880.
DEERE & COMPANY	544.	544.
DIRECTV HOLDINGS/FINANCE 1.75% 01/15/201	559.	559.
DR PEPPER SNAPPLE GROUP 2% 01/15/2020	639.	639.
E.M.C. CORP	501.	501.
EMERSON ELECTRIC CO ¿‰	739.	739.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
EXXON MOBIL CORP COM	277.	277.
FEDERATED TOTAL RETURN BOND FUND #328	6.	6.
FEDERATED INTERNATIONAL LEADERS FUND	2,381.	2,381.
FIDELITY LOW-PRICED STOCK #316	808.	808.
FRANKLIN RES INC	216.	216.
FREEPORT MCMORAN COPPER & GOLD	763.	763.
GATEWAY FUND - CLASS Y	2,115.	2,115.
GENERAL DYNAMICS CORP	470.	470.
GENERAL MILLS INC	604.	604.
HALLIBURTON CO ¿‰	255.	255.
ILLINOIS TOOL WORKS INC COM	737.	737.
INTERNATIONAL BUSINESS MACHINES CORP	133.	133.
IBM CORP 1.875% 05/15/2019	911.	911.
ISHARES S & P MIDCAP 400	1,053.	1,053.
ISHARES S & P SMALLCAP 600	1,776.	1,776.
J P MORGAN CHASE & CO	293.	293.
KENNAMETAL INC 2.65% 11/01/2019-2019	1,248.	1,248.
ESTEE LAUDER COMPANY	307.	307.
LORD ABBETT SHORT DURATION INCOME FUND -	730.	730.
MCDONALDS CORP	573.	573.
MERCK & CO INC	862.	862.
METLIFE INC	536.	536.
HUNTINGTON CONSERVATIVE DEPOSIT ACCOUNT	89.	89.
NEXTERA ENERGY INC	566.	566.
NIKE INC CL B	350.	350.
OCCIDENTAL PETROLEUM CORP	658.	658.
ORACLE CORP	427.	427.
OPPENHEIMER DEVELOPING MARKETS FUND-I	992.	992.
PIMCO LOW DURATION INSTITUTIONAL	8,906.	8,906.
PIMCO TOTAL RETURN FUND - CLASS A	249.	249.
PNC FINANCIAL CORP	620.	620.
PEPSICO INC ¿‰	340.	340.
PRAXAIR INC	416.	416.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PRINCIPAL FINANCIAL GROUP 1.85% 11/15/20	899.	899.
PRUDENTIAL FINL INC	629.	629.
QUALCOMM INC	708.	708.
SCHLUMBERGER LTD.	264.	264.
SEMPRA ENERGY CORP	548.	548.
SMUCKER J M CO NEW	203.	203.
STATE STREET CORP	310.	310.
TCW EMERGING MARKETS INCOME FUND - CLASS	5,218.	5,218.
TJX COMPANIES INC W/1 RT/SH	228.	228.
TEMPLETON GLOBAL BOND FUND CLASS A	1,772.	1,772.
FRANKLIN TEMPLETON GLOBAL BOND FUND - AD	19,077.	19,077.
TEXAS INSTRUMENTS INC.	1,060.	1,060.
3M CO COM	599.	599.
TOYOTA MOTOR CREDIT CORP SERIES MTN 1.25	538.	538.
TRACTOR SUPPLY COMPANY	195.	195.
TRAVELERS COS INC	645.	645.
UNITEDHEALTH GROUP INC	520.	520.
V F CORP W/1 RT/SH	415.	415.
VALERO ENERGY	551.	551.
VERIZON COMMUNICATIONS	286.	286.
VODAFONE GROUP PLC 1.5% 02/19/2018	550.	550.
WASATCH LONG/SHORT FUND	645.	645.
WELLS FARGO & CO NEW	817.	817.
ACCENTURE PLC CL A	995.	995.
TOTAL	97,100.	97,100.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	550.	275.		275.
TOTALS	550.	275.	NONE	275.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
FOREIGN TAXES	77.	77.	
OTHER TAXES	200.		200.
FEDERAL TAX PAYMENT - PRIOR YE	3,284.		
FEDERAL ESTIMATES - PRINCIPAL	5,040.		
FOREIGN TAXES ON QUALIFIED FOR	384.	384.	
FOREIGN TAXES ON NONQUALIFIED	224.	224.	
TOTALS	9,209.	685.	200.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER NON-ALLOCABLE EXPENSE -	12.	6.	6.
TOTALS	12.	6.	6.

LYDIA M. TAYLOR TRUST 31-6307982

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION		ENDING BOOK VALUE	ENDING FMV
EQUITIES		2,167,914.	2,772,582.
	TOTALS	2,167,914.	2,772,582.

LYDIA M. TAYLOR TRUST 31-6307982

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION		ENDING BOOK VALUE	ENDING FMV
FIXED		1,259,937.	1,261,523.
	TOTALS	1,259,937.	1,261,523.

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
RETURN OF CAPITAL	104.
2013 SALES POSTED IN 2014	10,386.
ROUNDING	2.
TOTAL	10,492.

STATEMENT 9

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

OFFICER NAME:
  HUNTINGTON NATIONAL BANK
ADDRESS:
  422 MAIN ST
  ZANESVILLE, OH 43702
TITLE:
  TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 8
COMPENSATION .... 33,308.
COMPENSATION EXPLANATION:
  TRUSTEE FEES

TOTAL COMPENSATION: 33,308.

TAYLOR LYDIA
31-6307982

The Huntington Trust

1

DECEMBER 01, 2014 TO DECEMBER 31, 2014

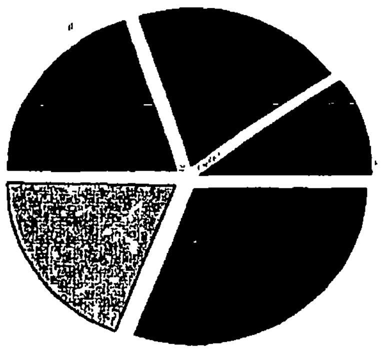
ACCOUNT NAME: LYDIA M. TAYLOR

PORTFOLIO DETAIL

Scanned 4-21-15

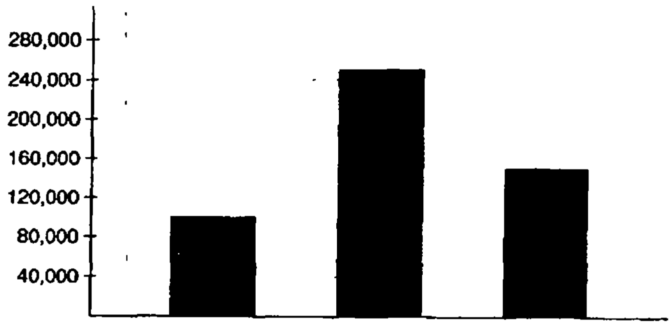
DESCRIPTION		TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/	CURRENT YIELD
SHORT TERM INVESTMENTS					
MONEY MARKET FUNDS					
608993853 HUNTINGTON CONSERVATIVE DEPOSIT ACCOUNT		299,867.32 299,867.32	1.00 1.00	149 94 12.49	0 05
** TOTAL MONEY MARKET FUNDS	SUB-TOTAL	299,867.32 299,867.32		149.94 12.49	0.05
* TOTAL SHORT TERM INVESTMENTS		299,867.32 299,867.32		149.94 12.49	0.05

BOND QUALITY SUMMARY



S & P QUALITY RATING	MARKET VALUE	PERCENT
AA	50, 241. 50	10. 0%
AA-	99, 516. 00	19 9%
A-	99, 422. 00	19. 9%
BBB+	98, 887. 00	19. 8%
BBB	152, 192. 50	30. 4%
Total	500, 259. 00	100. 0%

BOND MATURITY SUMMARY



YEARS TO MATURITY	PAR VALUE	PERCENT
1-3 YEARS	100, 000. 00	20 0%
3-5 YEARS	250, 000. 00	50. 0%
5-10 YEARS	150, 000. 00	30. 0%
Total	500, 000. 00	100 0%

AVERAGE TIME TO MATURITY: 4.1 YEARS

CURRENT YIELD: 2.18%

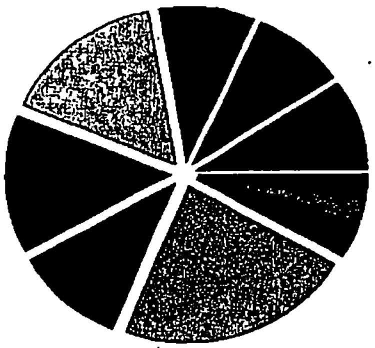
ST105-1739 5

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	RATING	PAR VALUE	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/	YIELD CURRENT/ MATURITY
FIXED INCOME						
CORPORATE OBLIGATIONS						
CORPORATE BONDS						
021441AE0 ALTERA CORPORATION 2 5% 11/15/2018	A-	50,000 000	50,318 50 49,813 50	100 64 99 63	1,250 00 159 72	2 48 2 29
053332AL6 AUTOZONE INC 4% 11/15/2020-2020	BBB	50,000 000	53,051 00 51,777 50	106 10 103.56	2,000 00 255 56	3 77 2 82
166764AG5 CHEVRON CORPORATION 2 427% 06/24/2020-2020	AA	50,000 000	50,241.50 49,813 50	100 48 99 63	1,213 50 23 60	2 42 2 29
25459HBH7 DIRECTV HOLDINGS/FINANCE 1 75% 01/15/2018	BBB	50,000 000	49,670 50 49,272 00	99 34 98 54	875 00 403 47	1 76 1 96
26138EAQ2 DR PEPPER SNAPPLE GROUP 2% 01/15/2020	BBB+	50,000 000	48,847 00 48,130 50	97 69 96 26	1,000 00 461 11	2 05 2 45
459200HE4 IBM CORP 1.875% 05/15/2019	AA-	50,000 000	49,665 00 49,522 50	99 33 99 05	937 50 119 79	1 89 1 92
489170AD2 KENNAMETAL INC 2 65% 11/01/2019-2019	BBB	50,000 000	49,471 00 49,479 30	98 94 98 96	1,325 00 220 83	2 68 2 85
74251VAG7 PRINCIPAL FINANCIAL GROUP 1.85% 11/15/2017	BBB+	50,000 000	50,040 00 50,137.50	100 08 100 28	925 00 118 19	1 85 1 80
89233P6S0 TOYOTA MOTOR CREDIT CORP SERIES MTN 1 25% 10/05/2017	AA-	50,000 000	49,851 00 49,715 00	99 70 99 43	625 00 149 31	1 25 1 34
*** TOTAL CORPORATE BONDS		SUB- TOTAL	451,155.50 447,661.30		10,151.00 1,911 58	2.25
** TOTAL CORPORATE OBLIGATIONS		SUB- TOTAL	451,155.50 447,661 30		10,151.00 1,911 58	2.25
CORPORATE OBLIGATIONS-FOREIGN						
CORPORATE BONDS - FOREIGN						
92857WBE9 VODAFONE GROUP PLC 1.5% 02/19/2018	A-	50,000 000	49,103 50 49,249 50	98.21 98 50	750 00 275 00	1 53 2 08
*** TOTAL CORPORATE BONDS - FOREIGN		SUB- TOTAL	49,103.50 49,249 50		750 00 275.00	1 53
** TOTAL CORPORATE OBLIGATIONS-FOREIGN		SUB- TOTAL	49,103.50 49,249 50		750 00 275 00	1 53
* TOTAL FIXED INCOME			500,259.00 496,910 80		10,901.00 2,186 58	2 18

PORTFOLIO DETAIL (CONTINUED)

EQUITY DIVERSIFICATION SUMMARY



INDUSTRY CODE	MARKET VALUE	PERCENT
CONSUMER DISCRETIONARY	152, 097. 50	9. 3%
CONSUMER STAPLES	145, 866. 65	8. 9%
ENERGY	152, 008. 08	9. 3%
FINANCIALS	264, 530. 95	16. 2%
HEALTH CARE	235, 628. 70	14. 4%
INDUSTRIALS	177, 820. 90	10. 9%
INFORMATION TECHNOLOGY	371, 205. 18	22. 7%
MATERIALS	62, 928. 90	3. 9%
TELECOMMUNICATION SERVICES	30, 405. 60	1. 9%
UTILITIES	41, 884. 95	2. 5%
Total	1, 634, 377. 41	100 0%

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/	CURRENT YIELD
EQUITY INVESTMENTS						
CONSUMER DISCRETIONARY						
099724106 BORG-WARNER INC	BWA	410.000	22,529.50 22,660.66	54.95 55.27	213.20	0.95
20030N101 COMCAST CORP CL A	CMCSA	290 000	16,822.90 4,277 50	58.01 14.75	261.00	1 55
580135101 MCDONALDS CORP	MCD	145.000	13,586 50 7,827 10	93.70 53.98	493.00	3.63
654106103 NIKE INC CL B	NKE	270.000	25,960.50 7,736 05	96.15 28.65	302 40 75 60	1 16
872540109 TJX COMPANIES INC	TJX	290.000	19,888 20 11,587 42	68.58 39.96	203.00	1.02
892356106 TRACTOR SUPPLY COMPANY	TSCO	320.000	25,222 40 19,973 24	78 82 62.42	204 80	0.81
918204108 V F CORP	VFC	375.000	28,087.50 22,312 46	74 90 59 50	480.00	1.71
** TOTAL CONSUMER DISCRETIONARY		SUB-TOTAL	152,097.50 96,374.43		2,157.40 75.60	1.42

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/	CURRENT YIELD
CONSUMER STAPLES						
126650100 CVS HEALTH CORPORATION	CVS	465 000	44,784 15 24,107 68	96 31 51 84	651 00	1 45
171340102 CHURCH & DWIGHT CO INC W/1 RT/SH	CHD	395 000	31,129 95 18,848 51	78 81 47 72	489 80	1 57
194162103 COLGATE PALMOLIVE	CL	320 000	22,140 80 12,755.50	69 19 39 86	460 80	2 08
370334104 GENERAL MILLS INC	GIS	375 000	19,998.75 10,637 07	53 33 28 37	615 00	3 08
518439104 ESTEE LAUDER CO INC	EL	365 000	27,813 00 21,322 13	76 20 58 42	350 40	1 26
** TOTAL CONSUMER STAPLES		SUB-TOTAL	145,866.65 87,670.89		2,567 00 0.00	1 76
ENERGY						
032511107 ANADARKO PETROLEUM CORP W/1 RT/SH	APC	365 000	30,112.50 27,828 73	82 50 76 24	394 20	1 31
166764100 CHEVRON CORPORATION	CVX	180 000	20,192.40 17,767.80	112 18 98.71	770 40	3 82
20825C104 CONOCOPHILLIPS	COP	310 000	21,408 60 14,832 19	69 06 47 85	905 20	4 23
406216101 HALLIBURTON CO	HAL	405 000	15,928 65 19,751 81	39.33 48 77	291.60	1 83
674599105 OCCIDENTAL PETROLEUM CORP	OXY	243 000	19,588 23 16,632 85	80 61 68 45	699 84 169 20	3.57
806857108 SCHLUMBERGER LTD	SLB	220 000	18,790 20 19,852.78	85 41 90 24	352 00 88 00	1 87
91913Y100 VALERO ENERGY CORP	VLO	525 000	25,987 50 13,592 89	49 50 25 89	577 50	2 22
** TOTAL ENERGY		SUB-TOTAL	152,008 08 130,259.05		3,990.74 257.20	2 63
FINANCIALS						

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/	CURRENT YIELD
FINANCIALS						
025816109 AMERICAN EXPRESS	AXP	325.000	30,238.00 17,328.35	93.04 53.32	338.00	1.12
084670702 BERKSHIRE HATHAWAY INC CL B	BRKB	235.000	35,285.25 26,961.53	150.15 114.73		
354613101 FRANKLIN RES INC	BEN	450.000	24,916.50 18,856.19	55.37 41 90	270.00 292.50	1 08
59156R108 METLIFE INC	MET	510.000	27,585.90 25,306 15	54.09 49 62	714 00	2 59
693475105 PNC FINANCIAL SERVICES	PNC	330.000	30,105.90 20,500.62	91.23 62 12	633.60	2.10
744320102 PRUDENTIAL FINANCIAL INC	PRU	290.000	26,233.40 15,182.07	90.46 52.35	672.80	2 56
857477103 STATE STREET CORP	STT	360.000	28,260.00 24,728.36	78.50 68.69	432 00 108.00	1.53
89417E109 TRAVELERS COS INC	TRV	300.000	31,755.00 13,076.27	105 85 43.59	660.00	2.08
949746101 WELLS FARGO & CO	WFC	550.000	30,151.00 18,226.34	54.82 33.14	770.00	2 55
** **TOTAL FINANCIALS**		**SUB-TOTAL**	264,530.95 180,165.88		4,490.40 400.50	1.70
HEALTH CARE						
071813109 BAXTER INTERNATIONAL INC W/1 RT/SH	BAX	330.000	24,185.70 17,651.28	73.29 53 49	686.40 171.60	2.84
110122108 BRISTOL-MYERS SQUIBB CO	BMY	500.000	29,515 00 9,950.85	59.03 19.90	740.00 185.00	2 51
14149Y108 CARDINAL HEALTH INC	CAH	490 000	39,557 70 21,829.75	80.73 44 55	671.30 167 83	1 70
30219G108 EXPRESS SCRIPTS HOLDING CO	ESRX	360.000	30,481.20 20,233.80	84 67 56 21		
375558103 GILEAD SCIENCES INC	GILD	495 000	46,658.70 32,651 69	94 26 65 96		

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/	CURRENT YIELD
HEALTH CARE						
58933Y105 MERCK & CO INC	MRK	490 000	27,827 10 14,096 83	56 79 28.77	882 00 220 50	3 17
91324P102 UNITEDHEALTH GROUP INC	UNH	370 000	37,403 30 20,482 02	101 09 55 38	555 00	1 48
** TOTAL HEALTH CARE		SUB-TOTAL	235,628 70 136,896.22		3,534.70 744 93	1 50
INDUSTRIALS						
136375102 CANADIAN NATL RAILWAY COM	CNI	510 000	35,144 10 14,432 69	68 91 28 30	455 43	1.30
244199105 DEERE & CO W/1 RT/SH	DE	245 000	21 675 15 18,837 48	88 47 76 89	588 00 147 00	2 71
291011104 EMERSON ELECTRIC CO	EMR	425 000	26,235 25 19,639 83	61.73 46 21	799 00	3 05
369550108 GENERAL DYNAMICS CORP	GD	170 000	23,395 40 9,801 67	137 62 58 25	421 60	1 80
452308109 ILLINOIS TOOL WORKS	ITW	450 000	42,615 00 26,065.55	94 70 57.92	873 00 218 25	2 05
88579Y101 3M COMPANY	MMM	175 000	28,756.00 13,564 33	164.32 77 51	717 50	2 50
** TOTAL INDUSTRIALS		SUB-TOTAL	177,820.90 102,441.55		3,854.53 365.25	2.17
INFORMATION TECHNOLOGY						
037833100 APPLE INC	AAPL	350 000	38,633 00 16,000 48	110 38 45 72	658 00	1 70
053015103 AUTOMATIC DATA PROCESSING	ADP	420 000	35,015 40 19,156 49	83 37 45 61	823 20 205 80	2 35
17275R102 CISCO SYSTEMS	CSCO	1,180 000	32,821 70 22,314 74	27 82 18 91	896 80	2 73
268648102 EMC CORP/MASS	EMC	1,310 000	38,959 40 27,331 85	29 74 20 86	602 60 150 65	1 55

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/	CURRENT YIELD
INFORMATION TECHNOLOGY						
278642103 EBAY INC	EBAY	385 000	21,608 20 20,073 90	58 12 52 14		
30303M102 FACEBOOK INC-A	FB	515.000	40,180 30 33,716 02	78 02 65 47		
68389X105 ORACLE CORPORATION	ORCL	890 000	40,023 30 18,685 85	44 97 21.00	427 20	1 07
747525103 QUALCOMM INC	QCOM	440 000	32,705 20 33,619 52	74 33 78 41	739 20	2 26
882508104 TEXAS INSTRUMENTS INC	TXN	855 000	45,712 58 21,709 35	53 47 25 39	1,162 80	2 54
G1151C101 ACCENTURE PLC CL A	ACN	510 000	45,548 10 21,241 24	89 31 41 65	1,040 40	2 28
** TOTAL INFORMATION TECHNOLOGY		SUB-TOTAL	371,205 18 233,849.44		6,350.20 356.45	1 71
MATERIALS						
058498106 BALL CORP W/1 PFD STK PUR RT/SH	BLL	410 000	27,949.70 11,307 49	68 17 27 58	213 20	0 78
35671D857 FREEPORT-MCMORAN INC W/1 RT/SH	FCX	610 000	14,249 60 22,766 44	23.36 37 32	762.50	5.35
74005P104 PRAXAIR INC	PX	160 000	20,729 60 12,240 59	129 56 76.50	416 00	2.01
** TOTAL MATERIALS		SUB-TOTAL	62,928.90 46,314.52		1,391.70 0.00	2.21
TELECOMMUNICATION SERVICES						
156700106 CENTURYLINK INC	CTL	455 000	18,008 90 15,958 05	39 58 35 07	982 80	5 46
92343V104 VERIZON COMMUNICATIONS	VZ	265 000	12,396 70 13,075 07	46 78 49 34	583 00	4 70
** TOTAL TELECOMMUNICATION SERVICES		SUB-TOTAL	30,405 60 29,033.12		1,565.80 0.00	5.15

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/	CURRENT YIELD
UTILITIES						
65339F101 NEXTERA ENERGY INC	NEE	195.000	20,726.55 7,372.87	106 29 37.81	565.50	2 73
816851109 SEMPRA ENERGY	SRE	190.000	21,158.40 9,643 45	111.36 50 76	501 60 125.40	2.37
** TOTAL UTILITIES		SUB-TOTAL	41,884.95 17,016.32		1,067.10 125.40	2.55
* TOTAL EQUITY INVESTMENTS			1,634,377.41 1,060,021.42	2	30,969.57 2,325.33	1.89
MUTUAL FUNDS						
MUTUAL FUNDS-FIXED INCOME						
31428Q101 FEDERATED TOTAL RETURN BOND FUND - INSTITUTIONAL SHARES	FTRBX	6,999 115	77,270 23 77,200.24	11.04 11 03	2,827 64 235.64	3.66
543916688 LORD ABBETT SHORT DURATION INCOME FUND - CLASS I	LLDYX	16,348.938	72,752.77 73,570 22	4.45 4 50	2,877.41 239.78	3.96
693390304 PIMCO LOW DURATION FUND - INSTITUTIONAL CLASS	PTLDX	21,330 585	214,159 07 221,608.27	10.04 10.39	3,434.22 286.19	1.60
87234N765 TCW EMERGING MARKETS INCOME FUND - CLASS I	TGEIX	14,093.109	113,590.46 119,878.93	8.06 8.51	5,919.11	5 21
880208400 FRANKLIN TEMPLETON GLOBAL BOND FUND - ADVISOR CLASS	TGBAX	22,843 826	283,491 88 270,768.04	12.41 11.85	9,662 94	3.41
** TOTAL MUTUAL FUNDS-FIXED INCOME		SUB-TOTAL	761,264.41 763,025.70	3	24,721.32 761.61	3.25
MUTUAL FUNDS-EQUITY						
04314H881 ARTISAN INTERNATIONAL VALUE FUND - INVESTOR CLASS	ARTKX	6,793.577	232,408 27 244,367 96	34.21 35.97	3,716.09	1 60
19247U106 COHEN AND STEERS INSTITUTIONAL REALTY SHARES	CSRIX	2,471.312	123,713 88 107,899 67	50 06 43 66	2,718 44	2.20
19766B349 COLUMBIA FUNDS SERIES TRUST - COLUMBIA MIDCAP VALUE FUND - R5	CVERX	5,949.165	103,218 01 109,345 66	17 35 18 38	886.43	0.86
31428U623 FEDERATED INTERNATIONAL LEADERS FUND	FGFLX	6,237 596	199,790.20 220,000.00	32.03 35.27	2,158.21	1 08

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/	CURRENT YIELD
MUTUAL FUNDS-EQUITY						
464287507 ISHARES CORE S&P MID-CAP ETF	IJH	701 000	101,504 80 94,003 96	144 80 134 10	1,361 34	1 34
464287804 ISHARES CORE S&P SMALL-CAP ETF	IJR	1,859 000	212,037 54 194,348 86	114 06 104.54	2,604 48	1 23
683974604 OPPENHEIMER DEVELOPING MARKETS FUND-I	ODVIX	2,775 972	97,325 58 60,930 45	35 06 21 95	830 02	0 85
936793835 WASATCH LONG/SHORT FUND	FMLSX	4,577 627	68,206 64 76,995 68	14 90 16 82	77 82	0 11
** TOTAL MUTUAL FUNDS-EQUITY		SUB-TOTAL	1,138,204 92 1,107,892.24 4		14,352.81 0.00	1 26
* TOTAL MUTUAL FUNDS			1,699,469.33 1,670,917.94		39,074.13 761 61	2.06
GRAND TOTAL ASSETS			4,333,973.06 3,727,717.48		81,094.64 5,286.01	1.87