



See a Social Security Number? Say Something!  
Report Privacy Problems to <https://public.resource.org/privacy>  
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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 instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

OMB No 1545-0052

**2014**

Open to Public Inspection

For calendar year 2014, or tax year beginning 01-01-2014 , and ending 12-31-2014

|                                                                                                                                                                                                                                                                                                           |  |                                                                                                                                                                                            |  |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| Name of foundation<br>Brckstreet Foundation Inc                                                                                                                                                                                                                                                           |  | <b>A Employer identification number</b><br><br>80-0772825                                                                                                                                  |  |
| Number and street (or P O box number if mail is not delivered to street address)<br>400 Quarner Street                                                                                                                                                                                                    |  | <b>B Telephone number</b> (see instructions)<br><br>(304) 941-1000                                                                                                                         |  |
| City or town, state or province, country, and ZIP or foreign postal code<br>Charleston, WV 25301                                                                                                                                                                                                          |  | <b>C</b> If exemption application is pending, check here <input type="checkbox"/>                                                                                                          |  |
| <b>G</b> Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity<br><input type="checkbox"/> Final return <input type="checkbox"/> Amended return<br><input type="checkbox"/> Address change <input type="checkbox"/> Name change |  | <b>D 1.</b> Foreign organizations, check here <input type="checkbox"/><br><b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |  |
| <b>H</b> Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation<br><input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation                                                   |  | <b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>                                                                       |  |
| <b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16)▶\$ 32,103,481                                                                                                                                                                                                   |  | <b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>                                                                    |  |
| <b>J</b> Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual<br><input type="checkbox"/> Other (specify) _____<br>(Part I, column (d) must be on cash basis.)                                                                                                     |  |                                                                                                                                                                                            |  |

| Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) ) |                                                                                                            | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------|------------------------------------|---------------------------|-------------------------|-------------------------------------------------------------|
| Revenue                                                                                                                                                             | <b>1</b> Contributions, gifts, grants, etc , received (attach schedule) . . . . .                          | 3,000,000                          |                           |                         |                                                             |
|                                                                                                                                                                     | <b>2</b> Check <input type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B . . . . . |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | <b>3</b> Interest on savings and temporary cash investments                                                | 22,141                             | 22,141                    |                         |                                                             |
|                                                                                                                                                                     | <b>4</b> Dividends and interest from securities. . . . .                                                   | 540,805                            | 540,805                   |                         |                                                             |
|                                                                                                                                                                     | <b>5a</b> Gross rents . . . . .                                                                            |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | <b>b</b> Net rental income or (loss) _____                                                                 |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | <b>6a</b> Net gain or (loss) from sale of assets not on line 10                                            | 566,118                            |                           |                         |                                                             |
|                                                                                                                                                                     | <b>b</b> Gross sales price for all assets on line 6a<br>22,712,811                                         |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | <b>7</b> Capital gain net income (from Part IV, line 2) . . .                                              |                                    | 566,118                   |                         |                                                             |
|                                                                                                                                                                     | <b>8</b> Net short-term capital gain . . . . .                                                             |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | <b>9</b> Income modifications . . . . .                                                                    |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | <b>10a</b> Gross sales less returns and allowances                                                         |                                    |                           |                         |                                                             |
| Operating and Administrative Expenses                                                                                                                               | <b>b</b> Less Cost of goods sold . . . . .                                                                 |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | <b>c</b> Gross profit or (loss) (attach schedule) . . . . .                                                |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | <b>11</b> Other income (attach schedule) . . . . .                                                         |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | <b>12 Total.</b> Add lines 1 through 11 . . . . .                                                          | 4,129,064                          | 1,129,064                 |                         |                                                             |
|                                                                                                                                                                     | <b>13</b> Compensation of officers, directors, trustees, etc                                               | 0                                  | 0                         |                         | 0                                                           |
|                                                                                                                                                                     | <b>14</b> Other employee salaries and wages . . . . .                                                      |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | <b>15</b> Pension plans, employee benefits . . . . .                                                       |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | <b>16a</b> Legal fees (attach schedule) . . . . .                                                          |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | <b>b</b> Accounting fees (attach schedule) . . . . .                                                       | 1,676                              | 0                         |                         | 1,676                                                       |
|                                                                                                                                                                     | <b>c</b> Other professional fees (attach schedule) . . . . .                                               | 47,652                             | 47,652                    |                         | 0                                                           |
|                                                                                                                                                                     | <b>17</b> Interest . . . . .                                                                               |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | <b>18</b> Taxes (attach schedule) (see instructions) . . . . .                                             | 3,920                              | 3,920                     |                         | 0                                                           |
|                                                                                                                                                                     | <b>19</b> Depreciation (attach schedule) and depletion . . .                                               |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | <b>20</b> Occupancy . . . . .                                                                              |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | <b>21</b> Travel, conferences, and meetings . . . . .                                                      |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | <b>22</b> Printing and publications . . . . .                                                              |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | <b>23</b> Other expenses (attach schedule) . . . . .                                                       | 1,180                              | 180                       |                         | 1,000                                                       |
|                                                                                                                                                                     | <b>24 Total operating and administrative expenses.</b><br>Add lines 13 through 23 . . . . .                | 54,428                             | 51,752                    |                         | 2,676                                                       |
|                                                                                                                                                                     | <b>25</b> Contributions, gifts, grants paid . . . . .                                                      | 7,018,900                          |                           |                         | 3,307,233                                                   |
|                                                                                                                                                                     | <b>26 Total expenses and disbursements.</b> Add lines 24 and 25                                            | 7,073,328                          | 51,752                    |                         | 3,309,909                                                   |
|                                                                                                                                                                     | <b>27</b> Subtract line 26 from line 12                                                                    |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | <b>a Excess of revenue over expenses and disbursements</b>                                                 | -2,944,264                         |                           |                         |                                                             |
|                                                                                                                                                                     | <b>b Net investment income</b> (if negative, enter -0-)                                                    |                                    | 1,077,312                 |                         |                                                             |
|                                                                                                                                                                     | <b>c Adjusted net income</b> (if negative, enter -0-)                                                      |                                    |                           |                         |                                                             |

| 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 . . . . .                                                                                  | 19,770,784        | 3,338,855      | 3,338,855             |
|                             | 3                                                                                                                             | Accounts receivable ▶ <u>15,951</u>                                                                                               |                   |                |                       |
|                             |                                                                                                                               | Less allowance for doubtful accounts ▶ _____                                                                                      | 5,178             | 15,951         | 15,951                |
|                             | 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)                                                                |                   |                |                       |
|                             | b                                                                                                                             | Investments—corporate stock (attach schedule) . . . . .                                                                           |                   |                |                       |
|                             | c                                                                                                                             | Investments—corporate bonds (attach schedule). . . . .                                                                            |                   |                |                       |
|                             | 11                                                                                                                            | Investments—land, buildings, and equipment basis ▶ _____                                                                          |                   |                |                       |
|                             | Less accumulated depreciation (attach schedule) ▶ _____                                                                       |                                                                                                                                   |                   |                |                       |
| 12                          | Investments—mortgage loans . . . . .                                                                                          |                                                                                                                                   |                   |                |                       |
| 13                          | Investments—other (attach schedule) . . . . .                                                                                 | 11,687,054                                                                                                                        | 28,748,675        | 28,748,675     |                       |
| 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)                                    | 31,463,016                                                                                                                        | 32,103,481        | 32,103,481     |                       |
| Liabilities                 | 17                                                                                                                            | Accounts payable and accrued expenses . . . . .                                                                                   |                   |                |                       |
|                             | 18                                                                                                                            | Grants payable . . . . .                                                                                                          | 4,766,667         | 8,478,333      |                       |
|                             | 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) . . . . .                                                                             | 4,766,667         | 8,478,333      |                       |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31. |                                                                                                                                   |                   |                |                       |
|                             | 24                                                                                                                            | Unrestricted . . . . .                                                                                                            |                   |                |                       |
|                             | 25                                                                                                                            | Temporarily restricted . . . . .                                                                                                  |                   |                |                       |
|                             | 26                                                                                                                            | Permanently restricted . . . . .                                                                                                  |                   |                |                       |
|                             | Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.   |                                                                                                                                   |                   |                |                       |
|                             | 27                                                                                                                            | Capital stock, trust principal, or current funds . . . . .                                                                        | 0                 | 0              |                       |
|                             | 28                                                                                                                            | Paid-in or capital surplus, or land, bldg , and equipment fund                                                                    | 0                 | 0              |                       |
|                             | 29                                                                                                                            | Retained earnings, accumulated income, endowment, or other funds                                                                  | 26,696,349        | 23,625,148     |                       |
|                             | 30                                                                                                                            | Total net assets or fund balances (see instructions) . . . . .                                                                    | 26,696,349        | 23,625,148     |                       |
|                             | 31                                                                                                                            | Total liabilities and net assets/fund balances (see instructions) . . .                                                           | 31,463,016        | 32,103,481     |                       |

| 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 26,696,349 |
| 2                                                           | Enter amount from Part I, line 27a . . . . .                                                                                                                       | 2 -2,944,264 |
| 3                                                           | Other increases not included in line 2 (itemize) ▶ _____                                                                                                           | 3 0          |
| 4                                                           | Add lines 1, 2, and 3 . . . . .                                                                                                                                    | 4 23,752,085 |
| 5                                                           | Decreases not included in line 2 (itemize) ▶ _____                                                                                                                 | 5 126,937    |
| 6                                                           | Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .                                                              | 6 23,625,148 |

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<br>P—Purchase<br>D—Donation | (c) Date acquired<br>(mo , day, yr ) | (d) Date sold<br>(mo , day, yr ) |
| 1 a                                                                                                                               | Publicly Traded Securities |                                              |                                      |                                  |
| b                                                                                                                                 | Capital Gains Dividends    | P                                            |                                      |                                  |
| c                                                                                                                                 |                            |                                              |                                      |                                  |
| d                                                                                                                                 |                            |                                              |                                      |                                  |
| e                                                                                                                                 |                            |                                              |                                      |                                  |

|                       |                                            |                                                 |                                              |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
| a 22,247,936          |                                            | 22,146,693                                      | 101,243                                      |
| b 464,875             |                                            |                                                 | 464,875                                      |
| c                     |                                            |                                                 |                                              |
| d                     |                                            |                                                 |                                              |
| e                     |                                            |                                                 |                                              |

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

|                          |                                      |                                               |                                                                                              |
|--------------------------|--------------------------------------|-----------------------------------------------|----------------------------------------------------------------------------------------------|
| (i) F M V as of 12/31/69 | (j) Adjusted basis<br>as of 12/31/69 | (k) Excess of col (i)<br>over col (j), if any | (l) Gains (Col (h) gain minus<br>col (k), but not less than -0-) or<br>Losses (from col (h)) |
| a                        |                                      |                                               | 101,243                                                                                      |
| b                        |                                      |                                               | 464,875                                                                                      |
| c                        |                                      |                                               |                                                                                              |
| d                        |                                      |                                               |                                                                                              |
| e                        |                                      |                                               |                                                                                              |

|   |                                                                                                                                                                                                              |                                                                                     |   |         |
|---|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|---|---------|
| 2 | Capital gain net income or (net capital loss)                                                                                                                                                                | { If gain, also enter in Part I, line 7<br>If (loss), enter -0- in Part I, line 7 } | 2 | 566,118 |
| 3 | Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)<br><br>If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0-<br>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 instructions before making any entries

|                                                                      |                                          |                                              |                                                           |
|----------------------------------------------------------------------|------------------------------------------|----------------------------------------------|-----------------------------------------------------------|
| (a)<br>Base period years Calendar<br>year (or tax year beginning in) | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col (b) divided by col (c)) |
| 2013                                                                 | 3,814,785                                | 31,112,598                                   | 0 122612                                                  |
| 2012                                                                 | 264,932                                  | 15,478,779                                   | 0 017116                                                  |
| 2011                                                                 | 0                                        | 4,925,000                                    | 0 000000                                                  |
| 2010                                                                 |                                          |                                              |                                                           |
| 2009                                                                 |                                          |                                              |                                                           |

|   |                                                                                                                                                                                         |   |            |
|---|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|------------|
| 2 | Total of line 1, column (d). . . . .                                                                                                                                                    | 2 | 0 139728   |
| 3 | Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by<br>the number of years the foundation has been in existence if less than 5 years . . . . . | 3 | 0 046576   |
| 4 | Enter the net value of noncharitable-use assets for 2014 from Part X, line 5. . . . .                                                                                                   | 4 | 30,541,387 |
| 5 | Multiply line 4 by line 3. . . . .                                                                                                                                                      | 5 | 1,422,496  |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b). . . . .                                                                                                                     | 6 | 10,773     |
| 7 | Add lines 5 and 6. . . . .                                                                                                                                                              | 7 | 1,433,269  |
| 8 | Enter qualifying distributions from Part XII, line 4. . . . .                                                                                                                           | 8 | 3,309,909  |

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 VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

|    |  |                                                                                                                                                                      |  |         |       |
|----|--|----------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|---------|-------|
| 1a |  | Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1                                          |  |         |       |
| b  |  | Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . . |  | 110,773 |       |
| 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-)                                                            |  | 20      |       |
| 3  |  | Add lines 1 and 2. . . . .                                                                                                                                           |  | 310,773 |       |
| 4  |  | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)                                                          |  | 40      |       |
| 5  |  | Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- . . . . .                                                                    |  | 510,773 |       |
| 6  |  | Credits/Payments                                                                                                                                                     |  |         |       |
| a  |  | 2014 estimated tax payments and 2013 overpayment credited to 2014                                                                                                    |  | 6a      | 2,000 |
| b  |  | Exempt foreign organizations—tax withheld at source . . . . .                                                                                                        |  | 6b      |       |
| c  |  | Tax paid with application for extension of time to file (Form 8868) . . . . .                                                                                        |  | 6c      |       |
| d  |  | Backup withholding erroneously withheld . . . . .                                                                                                                    |  | 6d      |       |
| 7  |  | Total credits and payments. Add lines 6a through 6d. . . . .                                                                                                         |  | 7       | 2,000 |
| 8  |  | Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached.                                                   |  | 8       | 5     |
| 9  |  | Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .                                                                              |  | 9       | 8,778 |
| 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 Refunded                                                                                            |  | 11      |       |

Part VII-AStatements Regarding Activities

|    |  |                                                                                                                                                                                                                                                                |  |    |     |    |
|----|--|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|----|-----|----|
| 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 |     | No |
| b  |  | Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? . . . . .                                                                                                               |  | 1b |     | No |
|    |  | 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 |     | No |
| d  |  | Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ 0 (2) On foundation managers \$ 0                                                                                                   |  |    |     |    |
| e  |  | Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0                                                                                                                      |  |    |     |    |
| 2  |  | Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . .                                                                                                                                                      |  | 2  |     | No |
|    |  | If "Yes," attach a detailed description of the activities.                                                                                                                                                                                                     |  |    |     |    |
| 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  |     | No |
| 4a |  | Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .                                                                                                                                                          |  | 4a |     | No |
| 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? . . . . .                                                                                                                                                       |  | 5  |     | No |
|    |  | If "Yes," attach the statement required by General Instruction T.                                                                                                                                                                                              |  |    |     |    |
| 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  | Yes |    |
| 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  | Yes |    |
| 8a |  | Enter the states to which the foundation reports or with which it is registered (see instructions) WV                                                                                                                                                          |  |    |     |    |
| 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 | Yes |    |
| 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  |     | No |
| 10 |  | Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.  . . . . .                              |  | 10 | Yes |    |

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 |     | No |
| 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 |     | No |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application?<br>Website address ▶brickstreetfoundation.com                                                                                                                                                                                                                | 13 | Yes |    |
| 14 | The books are in care of ▶Melissa Wood Telephone no ▶(304) 941-1000<br>Located at ▶400 Quarner Street Charleston WV ZIP +4 ▶25301                                                                                                                                                                                                                                                |    |     |    |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here . . . . . ▶ <input type="checkbox"/><br>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?<br>See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶ | 16 | Yes | No |

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)<br>(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>(6) Agree to pay money or property to a government official? ( <b>Exception.</b> Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days ). . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |    |     |    |
| b                                                                                       | If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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)? . . . . . <b>1b</b><br>Organizations relying on a current notice regarding disaster assistance check here. . . . . ▶ <input type="checkbox"/>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |    |     |    |
| 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?. . . . . <b>1c</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |    |     | No |
| 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?. . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>If "Yes," list the years ▶ 20____, 20____, 20____, 20____                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |    |     |    |
| b                                                                                       | Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions ). . . . . <b>2b</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |    |     |    |
| c                                                                                       | If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here<br>▶ 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?. . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.</i> ). . . . . <b>3b</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |    |     |    |
| 4a                                                                                      | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | 4a |     | No |
| 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 |     | No |

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

|    |                                                                                                                                                                                                                                |                                                                     |    |    |
|----|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|----|----|
| 5a | During the year did the foundation pay or incur any amount to                                                                                                                                                                  |                                                                     |    |    |
|    | (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?                                                                                                                                      | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |    |    |
|    | (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?                                                                            | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |    |    |
|    | (3) Provide a grant to an individual for travel, study, or other similar purposes?                                                                                                                                             | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |    |    |
|    | (4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (see instructions).                                                                                     | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |    |    |
|    | (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?                                                          | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |    |    |
| b  | If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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.                                                                                                                                            | <input type="checkbox"/>                                            |    |    |
| c  | If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?                                                                     | <input type="checkbox"/> Yes <input type="checkbox"/> No            |    |    |
|    | 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?                                                                                                | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |    |    |
| b  | Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?                                                                                                                     |                                                                     | 6b | No |
|    | If "Yes" to 6b, file Form 8870.                                                                                                                                                                                                |                                                                     |    |    |
| 7a | At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?                                                                                                                           | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |    |    |
| b  | If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?                                                                                                                        |                                                                     | 7b |    |

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 |
| Gregory A Burton                                                                                                             | President                                                 | 0                                         | 0                                                                     | 0                                     |
| 400 Quarrier Street<br>Charleston, WV 25301                                                                                  | 1 00                                                      |                                           |                                                                       |                                       |
| J Chnstopher Howat                                                                                                           | Treasurer                                                 | 0                                         | 0                                                                     | 0                                     |
| 400 Quarrier Street<br>Charleston, WV 25301                                                                                  | 1 00                                                      |                                           |                                                                       |                                       |
| Thomas J Obrokta Jr                                                                                                          | Secretary                                                 | 0                                         | 0                                                                     | 0                                     |
| 400 Quarrier Street<br>Charleston, WV 25301                                                                                  | 1 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.                                                                          |                                                           |                                           |                                                                       | 0                                     |

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. . . . .                                |                     | 0                |

Part IX-A

Summary of Direct Charitable Activities

| List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc | Expenses |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|
| 1                                                                                                                                                                                                                                                     |          |
| 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                                                                                                                |        |
|                                                                                                                  |        |
|                                                                                                                  |        |
| 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 | 22,514,207 |
| b | Average of monthly cash balances. . . . .                                                                          | 1b | 8,492,277  |
| c | Fair market value of all other assets (see instructions). . . . .                                                  | 1c | 0          |
| d | Total (add lines 1a, b, and c). . . . .                                                                            | 1d | 31,006,484 |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . . | 1e | 0          |
| 2 | Acquisition indebtedness applicable to line 1 assets. . . . .                                                      | 2  | 0          |
| 3 | Subtract line 2 from line 1d. . . . .                                                                              | 3  | 31,006,484 |
| 4 | Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .  | 4  | 465,097    |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4                | 5  | 30,541,387 |
| 6 | Minimum investment return. Enter 5% of line 5. . . . .                                                             | 6  | 1,527,069  |

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  | 1,527,069 |
| 2a | Tax on investment income for 2014 from Part VI, line 5. . . . .                                         | 2a | 10,773    |
| b  | Income tax for 2014 (This does not include the tax from Part VI ). . . . .                              | 2b |           |
| c  | Add lines 2a and 2b. . . . .                                                                            | 2c | 10,773    |
| 3  | Distributable amount before adjustments Subtract line 2c from line 1. . . . .                           | 3  | 1,516,296 |
| 4  | Recoveries of amounts treated as qualifying distributions. . . . .                                      | 4  | 0         |
| 5  | Add lines 3 and 4. . . . .                                                                              | 5  | 1,516,296 |
| 6  | Deduction from distributable amount (see instructions). . . . .                                         | 6  | 0         |
| 7  | Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . | 7  | 1,516,296 |

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 | 3,309,909 |
| b                                                                                                                                                                                            | Program-related investments—total from Part IX-B. . . . .                                                                                                    | 1b | 0         |
| 2                                                                                                                                                                                            | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .                                           | 2  |           |
| 3                                                                                                                                                                                            | Amounts set aside for specific charitable projects that satisfy the                                                                                          |    |           |
| a                                                                                                                                                                                            | Suitability test (prior IRS approval required). . . . .                                                                                                      | 3a |           |
| b                                                                                                                                                                                            | Cash distribution test (attach the required schedule). . . . .                                                                                               | 3b |           |
| 4                                                                                                                                                                                            | Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4                                                    | 4  | 3,309,909 |
| 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  | 10,773    |
| 6                                                                                                                                                                                            | Adjusted qualifying distributions. Subtract line 5 from line 4. . . . .                                                                                      | 6  | 3,299,136 |
| 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)<br>Corpus | (b)<br>Years prior to 2013 | (c)<br>2013 | (d)<br>2014 |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2014 from Part XI, line 7                                                                                                                                |               |                            |             | 1,516,296   |
| 2 Undistributed income, if any, as of the end of 2014                                                                                                                               |               |                            |             |             |
| a Enter amount for 2013 only. . . . .                                                                                                                                               |               |                            | 0           |             |
| b Total for prior years 20____, 20____, 20____                                                                                                                                      |               | 0                          |             |             |
| 3 Excess distributions carryover, if any, to 2014                                                                                                                                   |               |                            |             |             |
| a From 2009. . . . .                                                                                                                                                                |               |                            |             |             |
| b From 2010. . . . .                                                                                                                                                                |               |                            |             |             |
| c From 2011. . . . .                                                                                                                                                                |               |                            |             |             |
| d From 2012. . . . .                                                                                                                                                                |               |                            |             |             |
| e From 2013. . . . .                                                                                                                                                                | 1,748,049     |                            |             |             |
| f Total of lines 3a through e. . . . .                                                                                                                                              | 1,748,049     |                            |             |             |
| 4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 3,309,909                                                                                                            |               |                            |             |             |
| a Applied to 2013, but not more than line 2a                                                                                                                                        |               |                            | 0           |             |
| b Applied to undistributed income of prior years (Election required—see instructions). . . . .                                                                                      |               | 0                          |             |             |
| c Treated as distributions out of corpus (Election required—see instructions). . . . .                                                                                              | 0             |                            |             |             |
| d Applied to 2014 distributable amount. . . . .                                                                                                                                     |               |                            |             | 1,516,296   |
| e Remaining amount distributed out of corpus                                                                                                                                        | 1,793,613     |                            |             |             |
| 5 Excess distributions carryover applied to 2014<br>(If an amount appears in column (d), the same amount must be shown in column (a).)                                              | 0             |                            |             | 0           |
| 6 Enter the net total of each column as indicated below:                                                                                                                            |               |                            |             |             |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5                                                                                                                                   | 3,541,662     |                            |             |             |
| b Prior years' undistributed income Subtract line 4b from line 2b. . . . .                                                                                                          |               | 0                          |             |             |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. . . . . |               | 0                          |             |             |
| d Subtract line 6c from line 6b Taxable amount—see instructions . . . . .                                                                                                           |               | 0                          |             |             |
| e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .                                                                             |               |                            | 0           |             |
| f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015 . . . . .                                                               |               |                            |             | 0           |
| 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). . . . .       | 0             |                            |             |             |
| 8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions). . .                                                                                  | 0             |                            |             |             |
| 9 Excess distributions carryover to 2015.<br>Subtract lines 7 and 8 from line 6a . . . . .                                                                                          | 3,541,662     |                            |             |             |
| 10 Analysis of line 9                                                                                                                                                               |               |                            |             |             |
| a Excess from 2010. . . .                                                                                                                                                           |               |                            |             |             |
| b Excess from 2011. . . .                                                                                                                                                           |               |                            |             |             |
| c Excess from 2012. . . .                                                                                                                                                           |               |                            |             |             |
| d Excess from 2013. . . .                                                                                                                                                           | 1,748,049     |                            |             |             |
| e Excess from 2014. . . .                                                                                                                                                           | 1,793,613     |                            |             |             |

Part XIVPrivate Operating Foundations (see instructions and Part VII-A, question 9)

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 organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 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 XVSupplementary Information (Complete this part only if the organization 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) )

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

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

Lucy Allara  
400 Quarrier Street  
Charleston, WV 25301  
(304) 941-1000

b

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

All pertinent information

c

Any submission deadlines

N/A

d

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

N/A

Part XV

Supplementary Information (continued)

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

| Recipient                                                  | 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    |
|------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|--------------------------------|----------------------------------|-----------|
| Name and address (home or business)                        |                                                                                                           |                                |                                  |           |
| a Paid during the year<br>See Additional Data Table        |                                                                                                           |                                |                                  |           |
| Total . . . . .                                            |                                                                                                           |                                | 3a                               | 3,307,233 |
| b Approved for future payment<br>See Additional Data Table |                                                                                                           |                                |                                  |           |
| Total . . . . .                                            |                                                                                                           |                                | 3b                               | 5,220,000 |

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2014)

Part XVII

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

1

Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

Yes

No

a

Transfers from the reporting foundation to a noncharitable exempt organization of

(1)

Cash.

1a(1)

No

(2)

Other assets.

1a(2)

No

b

Other transactions

(1)

Sales of assets to a noncharitable exempt organization.

1b(1)

No

(2)

Purchases of assets from a noncharitable exempt organization.

1b(2)

No

(3)

Rental of facilities, equipment, or other assets.

1b(3)

No

(4)

Reimbursement arrangements.

1b(4)

No

(5)

Loans or loan guarantees.

1b(5)

No

(6)

Performance of services or membership or fundraising solicitations.

1b(6)

No

c

Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

1c

No

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

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.

\*\*\*\*\*

2015-05-12

\*\*\*\*\*

Signature of officer or trustee

Date

Title

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

Yes

No

Paid Preparer Use Only

Print/Type preparer's name

Harry C Harless

Preparer's Signature

Date

Check if self-employed

PTIN

P01042847

Firm's name

Arnett Carbis Toothman LLP

Firm's EIN

55-0486667

Firm's address

P O Box 2629 Charleston, WV 25329

Phone no

(304) 346-0441

Form 990-PF (2014)

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

| Recipient                                                                                                              | 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    |
|------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|--------------------------------|------------------------------------------------------------------------------------|-----------|
| Name and address (home or business)                                                                                    |                                                                                                           |                                |                                                                                    |           |
| <b>a</b> <i>Paid during the year</i>                                                                                   |                                                                                                           |                                |                                                                                    |           |
| ALSCASt Jude Children’s Research Hospital 1356 W Muhammad Ali Blvd Suite B Louisville, KY 40202                        | N/A                                                                                                       | Other Public Charity           | Support St Jude Golf Invitational                                                  | 10,000    |
| American Heart Association PO Box 4002907 Des Moines, IA 50340                                                         | N/A                                                                                                       | Other Public Charity           | To support the heart walk in Charleston West Virginia                              | 10,000    |
| American Lung Association 2102 Kanawha Blvd East Charleston, WV 25311                                                  | N/A                                                                                                       | Other Public Charity           | Support Lung Force breakfast                                                       | 1,000     |
| American Red Cross 113 Lakeview Drive Charleston, WV 25313                                                             | N/A                                                                                                       | Other Public Charity           | Next Century Sponsor                                                               | 100,000   |
| Appalachian Leadership and Education Foundation PO Box 1638 Williamson, WV 25661                                       | N/A                                                                                                       | Other Public Charity           | To support the Brickstreet fellowship program                                      | 7,000     |
| Autism Society River Cities PO Box 1296 Huntington, WV 25714                                                           | N/A                                                                                                       | Other Public Charity           | Support Rally for Autism events                                                    | 1,000     |
| Buckskin Council BSA 2829 Kanawha Blvd East Charleston, WV 25330                                                       | N/A                                                                                                       | Other Public Charity           | To support Leadership Service Center                                               | 100,000   |
| Buckskin Council BSA 2829 Kanawha Blvd East Charleston, WV 25330                                                       | N/A                                                                                                       | Other Public Charity           | Friends of Scouting campaign                                                       | 10,000    |
| CAMC Foundation 3412 Staunton Avenue SE Charleston, WV 25304                                                           | N/A                                                                                                       | Other Public Charity           | NICU waiting room renovation                                                       | 25,000    |
| Capital High School 209 Capitol Street Charleston, WV 25103                                                            | N/A                                                                                                       | Public School                  | Baseball scoreboard and support Capital High School VIPs                           | 5,000     |
| CEDAR of Virginia PO Box 2345 Abingdon, VA 24212                                                                       | N/A                                                                                                       | Other Public Charity           | Sponsor coal fair to educate children on coal related issues- 2014 Coal Fair       | 5,000     |
| Children's Home Society of WV 1422 Kanawha Blvd East Charleston, WV 25330                                              | N/A                                                                                                       | Other Public Charity           | Support the Forever Families Initiative                                            | 5,000     |
| City of Oak Hill-Amphitheater Fund 531 Jones Avenue Oak Hill, WV 25901                                                 | N/A                                                                                                       | City Government                | Funds for stage lighting and sound system for outdoor family centered amphitheater | 5,000     |
| Concord University Foundation PO Box 1405 Athens, WV 24712                                                             | N/A                                                                                                       | State University               | University Foundation Dinner                                                       | 5,000     |
| Cystic Fibrosis Foundation PO Box 5004 Hagerstown, MD 21741                                                            | N/A                                                                                                       | Other Public Charity           | Great Strides Walk in Charleston WV                                                | 5,000     |
| <b>Total . . . . .</b>  <b>3a</b> |                                                                                                           |                                |                                                                                    | 3,307,233 |

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

| Recipient                                                                                                              | 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    |
|------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|--------------------------------|---------------------------------------------------------------------------------------------------|-----------|
| Name and address (home or business)                                                                                    |                                                                                                           |                                |                                                                                                   |           |
| <b>a</b> <i>Paid during the year</i>                                                                                   |                                                                                                           |                                |                                                                                                   |           |
| Dana & Ethel Ervin Scholarship Fund<br>PO Box 123<br>Miami, WV 25134                                                   | N/A                                                                                                       | Other Public Charity           | Scholarship donation                                                                              | 50,000    |
| Dollar Energy Fund PO Box 3979<br>Charleston, WV 25312                                                                 | N/A                                                                                                       | Other Public Charity           | Support for the WV Energy Assistance program                                                      | 3,000     |
| First United Methodist Church 905<br>Glendale Avenue<br>South Charleston, WV 25303                                     | N/A                                                                                                       | Church                         | 2014 Golf Classic Gold Sponsor                                                                    | 1,000     |
| Friends of Coal Ladies Auxillary PO<br>Box 1109<br>Beckley, WV 25802                                                   | N/A                                                                                                       | Other Public Charity           | Coal in Classroom, Giving Hearts and scholarships                                                 | 25,000    |
| Golden Girl Group Home 999 B<br>Street PO Box 876<br>Ceredo, WV 25507                                                  | N/A                                                                                                       | Other Public Charity           | 2015 Donation for study stations                                                                  | 2,000     |
| Habitat for Humanity-Kanawha &<br>Putnam 815 Court Street<br>Charleston, WV 25301                                      | N/A                                                                                                       | Other Public Charity           | Support homeowner education and community center activities                                       | 5,000     |
| Honor Flight Huntington 137<br>Kimberly Circle<br>Fairmont, WV 26554                                                   | N/A                                                                                                       | Other Public Charity           | Donation to help send veterans to their memorials in D C                                          | 10,000    |
| Huntington City Mission 624 10th<br>Street<br>Huntington, WV 25701                                                     | N/A                                                                                                       | Other Public Charity           | Community feeding program                                                                         | 25,000    |
| JDRF International 26 Broadway<br>15th Floor<br>New York, NY 10004                                                     | N/A                                                                                                       | Other Public Charity           | 2014 Walk for a Cure                                                                              | 2,500     |
| Kanawha Valley Elite Baseball Club<br>14 Hidden Valley Drive<br>Alum Creek, WV 25003                                   | N/A                                                                                                       | Other Public Charity           | Assist with purchase of insurance and equipment for the team                                      | 750       |
| Kid's Chance of West Virginia PO<br>Box 11283<br>Charleston, WV 25339                                                  | N/A                                                                                                       | Other Public Charity           | Support organization who raises funds to send the children of people killed on the job to college | 5,000     |
| KVC Behavioral Healthcare 300<br>Kenton Drive Suite 200<br>Charleston, WV 25311                                        | N/A                                                                                                       | Other Public Charity           | 2014 Resource Foster Parent Conference                                                            | 1,000     |
| Legal Aid of WV 922 Quarrier St 400<br>Charleston, WV 25301                                                            | N/A                                                                                                       | Other Public Charity           | To support Civil Legal Services Program and Justice Fund                                          | 50,000    |
| Lincoln County High School Track &<br>Field 81 Lincoln Panther Way<br>Hamlin, WV 25523                                 | N/A                                                                                                       | Public School                  | Support track & field team                                                                        | 3,500     |
| Logan Guyandotte Improvement<br>Committee PO Box 1975<br>Logan, WV 25601                                               | N/A                                                                                                       | Other Public Charity           | Replace displays & equipment which was stolen (Christmas in the Park)                             | 25,000    |
| <b>Total . . . . .</b>  <b>3a</b> |                                                                                                           |                                |                                                                                                   | 3,307,233 |

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

| Recipient                                                                                                              | 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    |
|------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|--------------------------------|----------------------------------------------------------------------------------|-----------|
| Name and address (home or business)                                                                                    |                                                                                                           |                                |                                                                                  |           |
| <b>a</b> <i>Paid during the year</i>                                                                                   |                                                                                                           |                                |                                                                                  |           |
| Make a Wish Foundation of Greater PA and WV 913 Canyon Road Morgantown, WV 26508                                       | N/A                                                                                                       | Other Public Charity           | 2014 Wishmakers Program                                                          | 3,900     |
| March of Dimes 3508 Staunton Avenue SE 2nd Floor Charleston, WV 25304                                                  | N/A                                                                                                       | Other Public Charity           | 2014 Charleston March for Babies                                                 | 2,000     |
| Mountain Mission 1620 7th Avenue Charleston, WV 25387                                                                  | N/A                                                                                                       | Other Public Charit            | General operational support                                                      | 5,000     |
| Mountaineer Montessori School 308 20th Street Charleston, WV 25304                                                     | N/A                                                                                                       | Other Public Charity           | Donation to benefit children at MMS (materials, equipment, programs, etc )       | 5,000     |
| Muscular Dystrophy Association 900 Lee Street Suite 1010 Charleston, WV 25301                                          | N/A                                                                                                       | Other Public Charity           | MDA Camp program                                                                 | 2,500     |
| National MS Society 1700 MacCorkle Avenue SE Suite 141 Charleston, WV 25314                                            | N/A                                                                                                       | Other Public Charity           | 2014 Mike MS Sponsorship                                                         | 5,000     |
| O hio County 4-H Foundation 51 Sixteenth Street Rm 301 Wheeling, WV 26003                                              | N/A                                                                                                       | Other Public Charity           | Support programs and activities of the club                                      | 250       |
| Old Town United Methodist Church 2324 Rose Avenue West Portsmouth, OH 45663                                            | N/A                                                                                                       | Church                         | Donation in memory of deceased                                                   | 1,000     |
| Preston County Literacy Volunteers PO Box 143 Reedsville, WV 26547                                                     | N/A                                                                                                       | Other Public Charity           | Support adult literacy services in Monongalia and Preston Counties in WV         | 1,000     |
| Putnam County Schools 9 Court House Drive Winfield, WV 25213                                                           | N/A                                                                                                       | County Government              | Winfield High School track resurfacing                                           | 60,000    |
| Read Aloud West Virginia Inc PO Box 1784 Charleston, WV 25326                                                          | N/A                                                                                                       | Other Public Charity           | General program support                                                          | 51,000    |
| Richmond Symphony 612 East Grace Street Suite 401 Richmond, VA 23219                                                   | N/A                                                                                                       | Other Public Charity           | Support Masterworks Performance-Tchaikovsky 4                                    | 2,500     |
| Southern WV Community College Box 2020 Mount Gay, WV 25637                                                             | N/A                                                                                                       | State University               | Support students with financial assistance, scholarships and classroom equipment | 175,000   |
| Special Olympics WV 1206 Virginia Street East Charleston, WV 25301                                                     | N/A                                                                                                       | Other Public Charity           | To sponsor the annual summer games for special olympics                          | 27,500    |
| Stonewall State Park Foundation 149 State Park Trail Roanoke, WV 26447                                                 | N/A                                                                                                       | Other Public Charity           | Support nature odyssey camp                                                      | 2,500     |
| <b>Total . . . . .</b>  <b>3a</b> |                                                                                                           |                                |                                                                                  | 3,307,233 |

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

| Recipient                                                                                                              | 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    |
|------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|--------------------------------|-------------------------------------------------------------------------------------------------------------|-----------|
| Name and address (home or business)                                                                                    |                                                                                                           |                                |                                                                                                             |           |
| <b>a</b> <i>Paid during the year</i>                                                                                   |                                                                                                           |                                |                                                                                                             |           |
| The Logan County Child Advocacy Center Inc PO Box 308 Logan, WV 25601                                                  | N/A                                                                                                       | Other Public Charity           | Funds to provide forensic interviews for children who have been victims of crime                            | 4,000     |
| The Marshall University Foundation 519 John Marshall Drive Huntington, WV 25703                                        | N/A                                                                                                       | Other Public Charity           | To support a camp to help special needs children ride a two-wheel bicycle- Lose the Training Wheels program | 1,000     |
| The Marshall University Foundation 519 John Marshall Drive Huntington, WV 25703                                        | N/A                                                                                                       | Other Public Charity           | To provide matching funds for a state program to fund research at Marshall University                       | 833,333   |
| The Willy Foundation PO Box 11544 Charleston, WV 25339                                                                 | N/A                                                                                                       | Other Public Charity           | 2014 Willy Shuman Memorial Family Fun Night                                                                 | 1,500     |
| The YWCA of Charleston 1246 Kanawha Boulevard East Charleston, WV 25301                                                | N/A                                                                                                       | Other Public Charity           | To support the YWCA Sojourner's shelter                                                                     | 10,000    |
| Union Mission Ministries PO Box 112 Charleston, WV 25321                                                               | N/A                                                                                                       | Other Public Charity           | support Potato Challenge                                                                                    | 5,000     |
| United Way of Central WV One United Way Square Charleston, WV 25301                                                    | N/A                                                                                                       | Other Public Charity           | Community Impact Fund                                                                                       | 10,000    |
| University of Charleston 2300 MacCorkle Avenue SE Charleston, WV 25304                                                 | N/A                                                                                                       | Other Public Charity           | Support physician assistant program                                                                         | 200,000   |
| Valley Comprehensive Community Mental Health Center 301 Scott Avenue Morgantown, WV 26508                              | N/A                                                                                                       | Other Public Charity           | Support annual Thanksgiving Dinner                                                                          | 1,000     |
| West Liberty University Foundation 208 University Drive College Union Box 133 West Liberty, WV 26074                   | N/A                                                                                                       | Other Public Charity           | 2014 West Family Stadium Renovation                                                                         | 50,000    |
| West Side Main Street 303 Washington Street West Charleston, WV 25301                                                  | N/A                                                                                                       | Other Public Charity           | 2014 OktoberWest Donation                                                                                   | 10,000    |
| West Virginia School of Osteopathic Medicine 400 North Lee Street Lewisburg, WV 24901                                  | N/A                                                                                                       | Other Public Charity           | Brickstreet scholarship fund                                                                                | 200,000   |
| WV Bar Association PO Box 4845 Charleston, WV 25364                                                                    | N/A                                                                                                       | Other Public Charity           | Support Justice Fund                                                                                        | 10,000    |
| WV National Guard Foundation 1703 Coonskin Drive Charleston, WV 25311                                                  | N/A                                                                                                       | Other Public Charity           | 2014 Gold Star Program                                                                                      | 1,500     |
| WV School of Osteopathic Medicine 400 North Lee Street Lewisburg, WV 24901                                             | N/A                                                                                                       | Other Public Charity           | Support Abracadabra Series                                                                                  | 25,000    |
| <b>Total</b> . . . . .  <b>3a</b> |                                                                                                           |                                |                                                                                                             | 3,307,233 |

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

| Recipient                                                                                                              | 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    |
|------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|--------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------|-----------|
| Name and address (home or business)                                                                                    |                                                                                                           |                                |                                                                                                                                             |           |
| <b>a</b> <i>Paid during the year</i>                                                                                   |                                                                                                           |                                |                                                                                                                                             |           |
| WV Soccer Association PO Box 912<br>Huntington, WV 25712                                                               | N/A                                                                                                       | Other Public Charity           | Supporting hosting US Youth Soccer Region 1 Championships                                                                                   | 65,000    |
| WV State University Foundation 100 Barron Drive East Hall<br>Institute, WV 25112                                       | N/A                                                                                                       | Other Public Charity           | Balancing the Education for Student Success Program                                                                                         | 150,000   |
| WV State University Foundation PO Box 1000<br>Institute, WV 25112                                                      | N/A                                                                                                       | Other Public Charity           | Logan County Extension Programming                                                                                                          | 20,000    |
| WV State University Foundation PO Box 1000<br>Institute, WV 25112                                                      | N/A                                                                                                       | Other Public Charity           | Brickstreet Scholars                                                                                                                        | 50,000    |
| WV Susan G Komen Breast Cancer PO Box 9275<br>South Charleston, WV 25309                                               | N/A                                                                                                       | Other Public Charity           | 2015 Race for the Cure                                                                                                                      | 3,000     |
| WV Symphony Orchestra PO Box 2292<br>Charleston, WV 25328                                                              | N/A                                                                                                       | Other Public Charity           | Support SCALE Project                                                                                                                       | 10,000    |
| WVU Foundation PO Box 1650<br>Morgantown, WV 26502                                                                     | N/A                                                                                                       | Other Public Charity           | Brickstreet scholars fund                                                                                                                   | 200,000   |
| WVU Foundation PO Box 1650<br>Morgantown, WV 26502                                                                     | N/A                                                                                                       | Other Public Charity           | 2014 WV Business Hall of Fame                                                                                                               | 10,000    |
| WVU Foundation-Business School PO Box 1650<br>Morgantown, WV 26502                                                     | N/A                                                                                                       | State University               | Establish an operating fund and an endowment fund for the College of Business called BrickStreet Center for Innovation and Entrepreneurship | 500,000   |
| WVU Law School PO Box 1650<br>Morgantown, WV 26502                                                                     | N/A                                                                                                       | Other Public Charity           | Support Entrepreneurship and Innovation Law Clinic                                                                                          | 85,000    |
| WVU Tech 405 Fayette Pike<br>Montgomery, WV 25136                                                                      | N/A                                                                                                       | Other Public Charity           | Support computer programming competition for students                                                                                       | 5,000     |
| <b>Total . . . . .</b>  <b>3a</b> |                                                                                                           |                                |                                                                                                                                             | 3,307,233 |

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury  
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

OMB No 1545-0047

2014

|                                                        |                                              |
|--------------------------------------------------------|----------------------------------------------|
| Name of the organization<br>Brickstreet Foundation Inc | Employer identification number<br>80-0772825 |
|--------------------------------------------------------|----------------------------------------------|

Organization type (check one)

|                    |                                                                                                           |
|--------------------|-----------------------------------------------------------------------------------------------------------|
| Filers of:         | Section:                                                                                                  |
| Form 990 or 990-EZ | <input type="checkbox"/> 501(c)( ) (enter number) organization                                            |
|                    | <input type="checkbox"/> 4947(a)(1) nonexempt charitable trust <b>not</b> treated as a private foundation |
|                    | <input type="checkbox"/> 527 political organization                                                       |
| Form 990-PF        | <input checked="" type="checkbox"/> 501(c)(3) exempt private foundation                                   |
|                    | <input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation            |
|                    | <input type="checkbox"/> 501(c)(3) taxable private foundation                                             |

Check if your organization is covered by the **General Rule** or a **Special Rule**.  
**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or other property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33<sup>1</sup>/<sub>3</sub>% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. . . . . ▶ \$ \_\_\_\_\_

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

**Employer identification number**  
80-0772825

| (a)<br>No. | (b)<br>Name, address, and ZIP + 4                                                      | (c)<br>Total contributions | (d)<br>Type of contribution                                                                                                                                             |
|------------|----------------------------------------------------------------------------------------|----------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1          | Brickstreet Mutual Insurance Compan<br>400 Quarrier Street<br><br>Charleston, WV 25301 | \$ 3,000,000               | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br><br>(Complete Part II for noncash contributions ) |
| (a)<br>No. | (b)<br>Name, address, and ZIP + 4                                                      | (c)<br>Total contributions | (d)<br>Type of contribution                                                                                                                                             |
|            |                                                                                        | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br><br>(Complete Part II for noncash contributions )            |
| (a)<br>No. | (b)<br>Name, address, and ZIP + 4                                                      | (c)<br>Total contributions | (d)<br>Type of contribution                                                                                                                                             |
|            |                                                                                        | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br><br>(Complete Part II for noncash contributions )            |
| (a)<br>No. | (b)<br>Name, address, and ZIP + 4                                                      | (c)<br>Total contributions | (d)<br>Type of contribution                                                                                                                                             |
|            |                                                                                        | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br><br>(Complete Part II for noncash contributions )            |
| (a)<br>No. | (b)<br>Name, address, and ZIP + 4                                                      | (c)<br>Total contributions | (d)<br>Type of contribution                                                                                                                                             |
|            |                                                                                        | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br><br>(Complete Part II for noncash contributions )            |
| (a)<br>No. | (b)<br>Name, address, and ZIP + 4                                                      | (c)<br>Total contributions | (d)<br>Type of contribution                                                                                                                                             |
|            |                                                                                        | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br><br>(Complete Part II for noncash contributions )            |
| (a)<br>No. | (b)<br>Name, address, and ZIP + 4                                                      | (c)<br>Total contributions | (d)<br>Type of contribution                                                                                                                                             |
|            |                                                                                        | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br><br>(Complete Part II for noncash contributions )            |

|                                                           |                                                     |
|-----------------------------------------------------------|-----------------------------------------------------|
| <b>Name of organization</b><br>Brickstreet Foundation Inc | <b>Employer identification number</b><br>80-0772825 |
|-----------------------------------------------------------|-----------------------------------------------------|

**Part II** **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

| (a) No.<br>from<br>Part I | (b)<br>Description of noncash property given | (c)<br>FMV (or estimate)<br>(see instructions) | (d)<br>Date received |
|---------------------------|----------------------------------------------|------------------------------------------------|----------------------|
| _____                     | _____<br>_____<br>_____<br>_____             | _____<br>\$                                    | _____                |
| (a) No.<br>from<br>Part I | (b)<br>Description of noncash property given | (c)<br>FMV (or estimate)<br>(see instructions) | (d)<br>Date received |
| _____                     | _____<br>_____<br>_____<br>_____             | _____<br>\$                                    | _____                |
| (a) No.<br>from<br>Part I | (b)<br>Description of noncash property given | (c)<br>FMV (or estimate)<br>(see instructions) | (d)<br>Date received |
| _____                     | _____<br>_____<br>_____<br>_____             | _____<br>\$                                    | _____                |
| (a) No.<br>from<br>Part I | (b)<br>Description of noncash property given | (c)<br>FMV (or estimate)<br>(see instructions) | (d)<br>Date received |
| _____                     | _____<br>_____<br>_____<br>_____             | _____<br>\$                                    | _____                |
| (a) No.<br>from<br>Part I | (b)<br>Description of noncash property given | (c)<br>FMV (or estimate)<br>(see instructions) | (d)<br>Date received |
| _____                     | _____<br>_____<br>_____<br>_____             | _____<br>\$                                    | _____                |
| (a) No.<br>from<br>Part I | (b)<br>Description of noncash property given | (c)<br>FMV (or estimate)<br>(see instructions) | (d)<br>Date received |
| _____                     | _____<br>_____<br>_____<br>_____             | _____<br>\$                                    | _____                |

|                                                           |                                                     |
|-----------------------------------------------------------|-----------------------------------------------------|
| <b>Name of organization</b><br>Brickstreet Foundation Inc | <b>Employer identification number</b><br>80-0772825 |
|-----------------------------------------------------------|-----------------------------------------------------|

Part III

**Exclusively** religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.) ▶ \$ \_\_\_\_\_

Use duplicate copies of Part III if additional space is needed.

| (a) No.<br>from<br>Part I             | (b) Purpose of gift | (c) Use of gift                          | (d) Description of how gift is held |
|---------------------------------------|---------------------|------------------------------------------|-------------------------------------|
| —                                     | _____               | _____                                    | _____                               |
|                                       | _____               | _____                                    | _____                               |
|                                       | _____               | _____                                    | _____                               |
| (e) Transfer of gift                  |                     |                                          |                                     |
| Transferee's name, address, and ZIP 4 |                     | Relationship of transferor to transferee |                                     |
| _____                                 |                     | _____                                    |                                     |
| _____                                 |                     | _____                                    |                                     |
| _____                                 |                     | _____                                    |                                     |

| (a) No.<br>from<br>Part I             | (b) Purpose of gift | (c) Use of gift                          | (d) Description of how gift is held |
|---------------------------------------|---------------------|------------------------------------------|-------------------------------------|
| —                                     | _____               | _____                                    | _____                               |
|                                       | _____               | _____                                    | _____                               |
|                                       | _____               | _____                                    | _____                               |
| (e) Transfer of gift                  |                     |                                          |                                     |
| Transferee's name, address, and ZIP 4 |                     | Relationship of transferor to transferee |                                     |
| _____                                 |                     | _____                                    |                                     |
| _____                                 |                     | _____                                    |                                     |
| _____                                 |                     | _____                                    |                                     |

| (a) No.<br>from<br>Part I             | (b) Purpose of gift | (c) Use of gift                          | (d) Description of how gift is held |
|---------------------------------------|---------------------|------------------------------------------|-------------------------------------|
| —                                     | _____               | _____                                    | _____                               |
|                                       | _____               | _____                                    | _____                               |
|                                       | _____               | _____                                    | _____                               |
| (e) Transfer of gift                  |                     |                                          |                                     |
| Transferee's name, address, and ZIP 4 |                     | Relationship of transferor to transferee |                                     |
| _____                                 |                     | _____                                    |                                     |
| _____                                 |                     | _____                                    |                                     |
| _____                                 |                     | _____                                    |                                     |

| (a) No.<br>from<br>Part I             | (b) Purpose of gift | (c) Use of gift                          | (d) Description of how gift is held |
|---------------------------------------|---------------------|------------------------------------------|-------------------------------------|
| —                                     | _____               | _____                                    | _____                               |
|                                       | _____               | _____                                    | _____                               |
|                                       | _____               | _____                                    | _____                               |
| (e) Transfer of gift                  |                     |                                          |                                     |
| Transferee's name, address, and ZIP 4 |                     | Relationship of transferor to transferee |                                     |
| _____                                 |                     | _____                                    |                                     |
| _____                                 |                     | _____                                    |                                     |
| _____                                 |                     | _____                                    |                                     |

## TY 2014 Accounting Fees Schedule

**Name:** Brickstreet Foundation Inc

**EIN:** 80-0772825

| Category        | Amount | Net Investment<br>Income | Adjusted Net<br>Income | Disbursements for<br>Charitable<br>Purposes |
|-----------------|--------|--------------------------|------------------------|---------------------------------------------|
| Accounting Fees | 1,676  | 0                        |                        | 1,676                                       |

**TY 2014 Investments - Other Schedule****Name:** Brickstreet Foundation Inc**EIN:** 80-0772825

| Category / Item | Listed at Cost or<br>FMV | Book Value | End of Year Fair<br>Market Value |
|-----------------|--------------------------|------------|----------------------------------|
| Investments     | AT COST                  | 28,748,675 | 28,748,675                       |

TY 2014 Other Decreases Schedule

**Name:** Brickstreet Foundation Inc

**EIN:** 80-0772825

| Description                     | Amount  |
|---------------------------------|---------|
| Unrealized gains on investments | 126,937 |

## TY 2014 Other Expenses Schedule

**Name:** Brickstreet Foundation Inc

**EIN:** 80-0772825

| Description | Revenue and Expenses<br>per Books | Net Investment<br>Income | Adjusted Net Income | Disbursements for<br>Charitable Purposes |
|-------------|-----------------------------------|--------------------------|---------------------|------------------------------------------|
| Grantmaking | 1,000                             | 0                        |                     | 1,000                                    |
| Bank fees   | 180                               | 180                      |                     | 0                                        |

# TY 2014 Other Professional Fees Schedule

**Name:** Brickstreet Foundation Inc

**EIN:** 80-0772825

| Category        | Amount | Net Investment<br>Income | Adjusted Net<br>Income | Disbursements for<br>Charitable<br>Purposes |
|-----------------|--------|--------------------------|------------------------|---------------------------------------------|
| Investment fees | 47,652 | 47,652                   |                        | 0                                           |

TY 2014 Substantial Contributors Schedule

**Name:** Brickstreet Foundation Inc

**EIN:** 80-0772825

| Name                                | Address                                     |
|-------------------------------------|---------------------------------------------|
| Brickstreet Mutual Insurance Compan | 400 Quarrier Street<br>Charleston, WV 25301 |

# TY 2014 Taxes Schedule

**Name:** Brickstreet Foundation Inc

**EIN:** 80-0772825

| Category     | Amount | Net Investment<br>Income | Adjusted Net<br>Income | Disbursements for<br>Charitable<br>Purposes |
|--------------|--------|--------------------------|------------------------|---------------------------------------------|
| Income Taxes | 3,920  | 3,920                    |                        | 0                                           |