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

Return of Private Foundation

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

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

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

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning , 2016, and ending , 20

Name of foundation: Berkeley Minor and Susan Fountaine Minor Foundation

A Employer identification number: 55-6014946

Number and street (or P O box number if mail is not delivered to street address): 300 Summers Street, Suite 620 — Room/suite:

B Telephone number (see instructions): (304) 348-7000

City or town, state or province, country, and ZIP or foreign postal code: Charleston, WV 25301

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 2,565,348.89

J Accounting method: ☑ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*

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

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)				
	2	Check ▶ ☐ if the foundation is not required to attach Sch. B				
	3	Interest on savings and temporary cash investments	53,668.38	53,476.57	53,476.57	
	4	Dividends and interest from securities				
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	13,416.45			
	b	Gross sales price for all assets on line 6a 886,263.06				
	7	Capital gain net income (from Part IV, line 2)		13,416.45		
	8	Net short-term capital gain			-0-	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less: Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	67,084.83	66,893.02	53,476.57	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	15,316.33	15,316.33	15,316.33	-0-
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	3,000.00	-0-	-0-	3,000.00
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)				
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	18,316.33	15,316.33	15,316.33	3,000.00
	25	Contributions, gifts, grants paid	165,000.00			165,000.00
	26	**Total expenses and disbursements.** Add lines 24 and 25	183,316.33	15,316.33	15,316.33	168,000.00
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	(116,231.50)			
	b	**Net investment income** (if negative, enter -0-)		51,576.69		
	c	**Adjusted net income** (if negative, enter -0-)			38,160.24	

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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets 1	Cash—non-interest-bearing	1,566.16		
2	Savings and temporary cash investments	48,204.67	94,324.42	94,324.42
3	Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U S. and state government obligations (attach schedule)	94,543.82	42,649.48	42,169.20
b	Investments—corporate stock (attach schedule)	2,379.20	2,379.20	103,064.00
c	Investments—corporate bonds (attach schedule)	50,010.62		
11	Investments—land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)	2,054,128.37	1,995,248.24	2,325,791.27
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)	2,250,832.84	2,134,601.34	2,565,348.89
Liabilities 17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)	-0-	-0-	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☑ and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds	2,250,832.84	2,134,601.34	
28	Paid-in or capital surplus, or land, bldg., and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see instructions)	2,250,832.84	2,134,601.34	
31	**Total liabilities and net assets/fund balances** (see instructions)	2,250,832.84	2,134,601.34	

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	2,250,832.84
2	Enter amount from Part I, line 27a	2	(116,231.50)
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,134,601.34

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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

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

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	13,416.45
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	-0-

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2015	143,500.00	2,604,436.46	0.0551
2014	176,304.43	2,696,230.73	0.0654
2013	161,670.04	2,581,959.93	0.0626
2012	149,035.55	2,403,921.49	0.0620
2011	156,786.23	2,455,027.72	0.0639

2	**Total** of line 1, column (d)	2	0 3090
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.0618
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	2,474,869 66
5	Multiply line 4 by line 3	5	152,946.94
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	515.77
7	Add lines 5 and 6	7	153,462.71
8	Enter qualifying distributions from Part XII, line 4	8	168,000.00

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter: ________ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b	1	516	
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2		
3	Add lines 1 and 2	3	516	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4		
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	516	
6	Credits/Payments:			
a	2016 estimated tax payments and 2015 overpayment credited to 2016 — 6a: 203			
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	203	
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	313	
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 2017 estimated tax** ▶ **Refunded** ▶	11		

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		✓
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		✓
	*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		✓
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ ________ **(2)** On foundation managers. ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		✓
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		✓
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		✓
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		✓
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	✓	
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	✓	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ West Virginia			
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	✓	
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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		✓
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		✓

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		✓
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		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✓	

Website address ▶ **N/A**

14 The books are in care of ▶ **Branch Banking and Trust Company** Telephone no. ▶ **(304) 348-7000**
Located at ▶ **300 Summers Street, Charleston, WV** ZIP+4 ▶ **25301**

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

			Yes	No
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		✓
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	1c		✓
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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ Yes ☑ No If "Yes," list the years ▶ 20 ___ , 20 ___ , 20 ___ , 20 ___			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions.)	2b		✓
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ 20 ___ , 20 ___ , 20 ___ , 20 ___			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2016 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		✓
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 2016?	4b		✓

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

5a	During the year did the foundation pay or incur any amount to:			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		✓
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Branch Banking and Trust Company Charleston, WV	Corp. Trustee Part-time	15,316.33	-0-	-0-
John L. Ray Charleston, WV	Personal Trustee Part-time	-0-	-0-	-0-
Christopher J. Winton Charleston, WV	Personal Trustee Part-time	-0-	-0-	-0-
Mark W. Kelley South Charleston, WV	Personal Trustee Part-time	-0-	-0-	-0-

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

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

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

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

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

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

Part IX-A **Summary of Direct Charitable Activities**

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

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

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

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	2,512,384.86
b	Average of monthly cash balances	1b	173.18
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	2,512,558 04
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	2,512,558.04
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	37,688.37
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,474,869.66
6	**Minimum investment return.** Enter 5% of line 5	6	123,743.48

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	123,743.48
2a	Tax on investment income for 2016 from Part VI, line 5	2a	516.00		
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	516.00
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	123,227.48
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	123,227.48
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	123,227.48

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	168,000.00
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	168,000.00
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	516.00
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	167,484.00

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7					123,227.48
2 Undistributed income, if any, as of the end of 2016:					
a Enter amount for 2015 only				-0-	
b Total for prior years: 20___,20___,20___			-0-		
3 Excess distributions carryover, if any, to 2016:					
a From 2011	36,784.51				
b From 2012	34,153.48				
c From 2013	36,168.04				
d From 2014	45,252.84				
e From 2015	14,975.18				
f **Total** of lines 3a through e		167,334.05			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ $ 168,000.00					
a Applied to 2015, 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 2016 distributable amount					123,227.48
e Remaining amount distributed out of corpus		44,772.52			
5 Excess distributions carryover applied to 2016 *(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		212,106.57			
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 2015. Subtract line 4a from line 2a. Taxable amount—see instructions				-0-	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017					-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 2011 not applied on line 5 or line 7 (see instructions)		36,784.51			
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a		175,322.06			
10 Analysis of line 9:					
a Excess from 2012	34,153.48				
b Excess from 2013	36,168.04				
c Excess from 2014	45,252.84				
d Excess from 2015	14,975.18				
e Excess from 2016	44,772.52				

Part XIV Private 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 2016, enter the date of the ruling . . . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

None

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

None

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

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

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

John L. Ray, Trustee, 109 Capitol Street, Suite 700, Charleston, WV 25301, telephone (304) 342-1141

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

See Statement attached

c Any submission deadlines:

See Statement attached

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

See Statement attached

Part XV Supplementary Information *(continued)*

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
University of Charleston **Charleston, WV**		**501(c)(3)**	**Educational**	**100,000.00**
University of Virginia **Charlottesville, VA**		**501(c)(3)**	**Educational**	**60,000.00**
Washington and Jefferson College **Washington, PA**		**501(c)(3)**	**Educational**	**5,000.00**
Total . . . . . . ▶ **3a**				**165,000.00**
b *Approved for future payment*				
None				
Total . . . . . . ▶ **3b**				**-0-**

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	53,476.57	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	13,416.45	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		-0-		66,893.02	-0-

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 66,893.02

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions.)

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

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

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

▶ [signature] | 4/24/17 | ▶ Assistant Vice President

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☑ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Christopher J. Winton, Esq.	[signature]	4-26-17		P00-18-0175
Firm's name ▶ Ray, Winton & Kelley, PLLC			Firm's EIN ▶	55-0320519
Firm's address ▶ 109 Capitol Street, Suite 700, Charleston, WV 25301			Phone no	(304) 342-1141

THE BERKELEY MINOR AND SUSAN FONTAINE MINOR FOUNDATION
(FEIN 55-6014946)

Statement Attached to 2016 Return of Private Foundation
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Part I. Line 4. Dividends and interest from securities

	Per Books	Net Investment Income
Dividends	$28,171.77	$28,171.77
U.S. interest	25,009.86	25,009.86
Regular interest	1,250.00	1,250.00
Other income	91.52	91.52
Amortized bond premiums	(1,046.58)	(1,046.58)
Tax adjustments	191.81	0.00
Total Dividends and Interest	$53,668.38	$53,476.57

Part I. Line 13. Compensation of officers, directors, trustees

BB&T trustee fees	$15,316.33

Part I. Line 16a. Legal fees

Ray, Winton & Kelley, PLLC, attorneys	$3,000.00

Part II. Line 2. Savings and Temporary Cash Investments

	Book Value	Fair Market Value
BB&T Deposit Fund - principal	$94,324.42	$94,324.42
BB&T Deposit Fund - income	0.00	0.00
Total Cash	$94,324.42	$94,324.42

THE BERKELEY MINOR AND SUSAN FONTAINE MINOR FOUNDATION
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Part II. Line 10a. Investments - U.S. Government Obligations

	Book Value	Fair Market Value
$40,000 Federal Home Loan Mortgage Corp. 4.875% bond 6/13/18	$42,649.48	$42,169.20

Part II. Line 10b. Investments - Corporate Stock

	Book Value	Fair Market Value
396.4 shares, Horse Creek Land & Mining Co. (closely held)	$2,379.20	$103,064.00

Part II. Line 13. Investments - Other

	Book Value	Fair Market Value
18,399.495 units, Causeway International Value Fund	$122,053.92	$116,501.00
6,256.083 units, Harding Loevner International Equity Fund	91,795.39	111,545.96
1,526 units, Ishares Russell Mid Cap Value Fund	80,169.25	122,736.18
666 units, Ishares S&P Mid Cap Growth Fund	117,838.04	121,345.20
2,465 units, Ishares Russell 1000 Growth	219,919.37	258,578.50
571 units, Ishares S&P Small Cap Value Index Fund	28,050.84	79,945.71
527 units, Ishares S&P Small Cap Growth Index Fund	51,646.88	79,050.00
14,248.169 units, John Hancock Disciplined Value Fund	256,254.36	275,987.03

THE BERKELEY MINOR AND SUSAN FONTAINE MINOR FOUNDATION
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Part II. Line 13. Investments - Other

	Book Value	Fair Market Value
1,412.688 units, Lazard Emerging Market Fund	22,845.09	22,546.50
704.442 units, Oppenheimer Developing Markets Fund	23,284.95	22,521.01
1,831 units, SPDR S&P ETF Trust	257,574.77	409,283.43
16,940.671 units, Doubleline Total Return Bond Fund	185,375.55	179,909.93
407 units, Ishares Barleys US TIPS	47,132.64	46,060.19
23,976.021 units, Metro West Total Return Bond Fund	258,764.91	252,467.50
21,731.657 units, Sterling Capital Total Return Bond Fund	232,542.28	227,313.13
Total investments - Other	$1,995,248.24	$2,325,791.27

Part IV. Capital Gains & Losses

Description	Acquired	Sold	Proceeds	Basis	Gain (Loss)
2167 Sterling Capital	03-10-15	03-02-16	22,667.54	23,230.99	(563.45)
301 Hotchkiss	03-10-15	03-02-16	3,261.08	3,789.50	(528.42)
963 Pimco Foreign	03-10-15	03-02-16	9,682.30	10,539.74	(857.44)
1355 Pimco Foreign	07-27-15	03-02-16	13,617.77	14,430.77	(813.00)
52 Pimco Foreign	10-21-15	03-02-16	532.03	562.73	(30.70)
434 Pimco Real	03-10-15	03-02-16	4,640.36	4,757.78	(117.42)

THE BERKELEY MINOR AND SUSAN FONTAINE MINOR FOUNDATION
(FEIN 55-6014946)

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Part IV. Capital Gains & Losses

Description	Acquired	Sold	Proceeds	Basis	Gain (Loss)
410 Sterling Capital	03-10-15	03-02-16	4,099.49	4,218.62	(119.13)
1 Ishares Small	07-27-15	03-02-16	106.55	112.26	(5.71)
5532 Causeway	10-21-15	05-02-16	77,069.27	81,550.69	(4,481.42)
162 Goldman Growth	08-06-15	05-02-16	3,859.14	4,573.98	(714.84)
1750 Harding	08-06-15	05-02-16	30,807.45	32,207.79	(1,400.34)
41 Harding	08-17-15	05-02-16	721.60	736.76	(15.16)
670 Sterling Capital	07-27-15	05-02-16	6,829.91	6,809.79	20.12
30 Sterling Capital	10-21-15	05-02-16	308.68	307.47	1.21
10 Sterling Capital	12-16-15	05-02-16	103.69	101.65	2.04
54 Goldman Growth	08-06-15	06-06-16	1,332.41	1,544.67	(212.26)
837 Doubleline	07-27-15	06-17-16	9,147.53	9,172.66	(25.13)
127 Doubleline	10-21-15	06-17-16	1,391.12	1,397.49	(6.37)
182 Goldman Growth	08-06-15	06-17-16	4,304.65	5,119.29	(814.64)
55 Harding	12-16-15	06-17-16	949.01	962.32	(13.31)
144 Hotchkiss	07-27-15	06-17-16	1,643.57	1,771.89	(128.32)
127 Hancock Disciplined	08-31-15	06-17-16	2,208.81	2,306.08	(97.27)
37 Hancock Disciplined	10-21-15	06-17-16	650.82	681.37	(30.55)
188 Hancock Disciplined	05-02-16	06-17-16	3,260.52	3,322.86	(62.34)

THE BERKELEY MINOR AND SUSAN FONTAINE MINOR FOUNDATION
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Part IV. Capital Gains & Losses

Description	Acquired	Sold	Proceeds	Basis	Gain (Loss)
136 Hancock Disciplined	06-06-16	06-17-16	2,352.90	2,414.25	(61.35)
48 Lazard	06-06-16	06-17-16	709.81	722.89	(13.08)
320 Neuberger	07-27-15	06-17-16	3,445.21	3,502.85	(57.64)
10 Oppenh.	06-06-16	06-17-16	322.22	332.26	(10.04)
84 Ishares Growth	08-06-15	06-17-16	8,357.81	8,532.26	(174.45)
58 SPDR	05-02-16	06-17-16	11,997.61	12,004.26	(6.65)
16 Ishares Small	08-06-15	06-17-16	2,031.47	2,109.84	(78.37)
18 Goldman Growth	08-06-15	07-22-16	452.84	511.88	(59.04)
50 Goldman Growth	08-31-15	08-09-16	1,245.33	1,341.25	(95.92)
92 Goldman Growth	10-21-15	08-09-16	2,285.96	2,425.14	(139.18)
574 Goldman Growth	12-16-15	08-09-16	14,259.60	13,586.86	672.74
174 Goldman Growth	03-02-16	08-09-16	4,318.53	3,855.33	463.20
66 Neuberger	10-21-15	08-09-16	731.79	712.64	19.15
79 Neuberger	12-16-15	08-09-16	876.46	831.37	45.09
1535 Neuberger	03-02-16	08-09-16	17,011.88	16,059.95	951.93
314 Neuberger	05-02-16	08-09-16	3,487.67	3,393.24	94.43
98 Neuberger	06-06-16	08-09-16	1,089.43	1,060.92	28.51
66 Neuberger	07-22-16	08-09-16	737.86	733.87	3.99
50 Pimco real	10-21-15	08-09-16	561.79	539.14	22.65
32 Pimco Real	12-16-15	08-09-16	358.35	335.86	22.49
146 Pimco Real	05-02-16	08-09-16	1,638.23	1,603.00	35.23

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(FEIN 55-6014946)

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Part IV. Capital Gains & Losses

Description	Acquired	Sold	Proceeds	Basis	Gain (Loss)
40 Pimco Real	06-06-16	08-09-16	450.65	442.98	7.67
72 Pimco Real	07-22-16	08-09-16	811.04	808.13	2.91
157 Sterling Capital	08-09-16	08-19-16	1,711.01	1,712.59	(1.58)
266 Causeway	10-21-15	08-19-16	3,743.98	3,933.44	(189.46)
118 Doubleine	07-22-16	08-19-16	1,293.07	1,293.07	0.00
55 Hotchkiss	10-21-15	08-19	659.67	661.34	(1.67)
133 Met West	08-09-16	08-19-16	1,471.96	1,473.30	(1.34)
196 Hotchkiss	12-16-15	12-12-16	2,356.92	2,166.56	190.36
59 Hotchkiss	05-02-16	12-12-16	719.98	682.81	37.17
36 Hotchkiss	06-06-16	12-12-16	436.32	416.34	19.98
13 Hotchkiss	07-22-16	12-12-16	159.20	155.75	3.45
1226 Hotchkiss	08-09-16	12-12-16	14,731.83	14,474.24	257.59
GE bond	04-25-08	01-08-16	50,000.00	50,009.07	(9.07)
4129 Pimco Foreign	05-08-14	03-02-16	41,499.69	44,679.26	(3,179.57)
1059 Harding	03-27-12	05-02-16	18,480.34	15,771.29	2,709.05
1365 Harding	02-14-14	05-02-16	24,037.18	23,777.69	259.49
174 Harding	12-30-14	05-02-16	3,065.37	3,074.09	(8.72)
992 Lazard	10-14-09	05-02-16	14,799.59	18,541.67	(3,742.08)
523 Lazard	07-26-10	05-02-16	7,798.11	10,000.00	(2,201.89)
126 Lazard	02-28-13	05-02-16	1,885.43	2,500.00	(614.57)
86 Lazard	10-23-13	05-02-16	1,290.21	1,739.32	(449.11)
166 Lazard	12-09-13	05-02-16	2,484.87	3,233.16	(748.29)
808 Oppenh.	03-27-12	05-02-16	24,924.91	27,084.20	(2,159.29)
17 Oppenh.	02-14-14	05-02-16	551.03	639.00	(87.97)

THE BERKELEY MINOR AND SUSAN FONTAINE MINOR FOUNDATION
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Part IV. Capital Gains & Losses

Description	Acquired	Sold	Proceeds	Basis	Gain (Loss)
2284 Sterling Capital	05-08-14	05-02-16	23,253.92	23,573.71	(319.79)
27 Sterling Capital	12-30-14	05-02-16	281.66	282.77	(1.11)
21 Sterling Capital	03-10-15	05-02-16	215.16	217.07	(1.91)
80 Ishares Mid	10-03-14	05-02-16	5,808.67	5,584.80	223.87
20 Harding	03-27-12	06-06-16	368.95	311.15	57.80
6 Ishares Small	03-27-12	06-06-16	713.20	479.10	234.10
18 Ishares Mid	10-03-14	06-06-16	1,339.98	1,256.58	83.40
15 Ishares Small	03-27-12	06-06-16	1,955.50	1,257.03	698.47
27 Ishares Growth	10-23-13	06-06-16	2,743.21	2,177.41	565.80
18 SPDR	11-14-12	06-06-16	3,809.08	2,470.75	1,338.33
1133 Sterling Capital	05-08-14	06-17-16	12,163.25	12,163.25	0.00
33 Harding	03-27-12	06-17-16	581.21	509.91	71.30
10 Lazard	10-14-09	06-17-16	151.04	192.59	(41.55)
227 Met West	09-13-12	06-17-16	2,488.62	2,500.00	(11.38)
376 Met West	10-09-12	06-17-16	4,114.70	4,156.11	(41.41)
353 Met West	03-10-15	06-17-16	3,858.47	3,858.48	(0.01)
10 Oppenh.	03-27-12	06-17-16	314.70	349.33	(34.63)
163 Pimco Real	05-08-14	06-17-16	1,791.97	1,860.46	(68.49)
61 Ishares Mid	10-03-14	06-17-16	4,473.64	4,258.41	215.23
9 Ishares Small	03-31-10	06-17-16	1,049.55	581.76	467.79

THE BERKELEY MINOR AND SUSAN FONTAINE MINOR FOUNDATION
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Part IV. Capital Gains & Losses

Description	Acquired	Sold	Proceeds	Basis	Gain (Loss)
12 Ishares Small	03-27-12	06-17-16	1,399.41	958.20	441.21
195 Harding	03-27-12	07-22-16	3,569.85	2,938.03	631.82
14 Hancock Disciplined	10-08-14	07-22-16	267.62	281.30	(13.68)
71 Lazard	10-14-09	07-22-16	1,133.12	1,337.97	(204.85)
19 Oppenh.	03-27-12	07-22-16	636.97	665.18	(28.21)
9 Ishares Small	03-31-10	07-22-16	1,103.98	581.76	522.22
29 Ishares Growth	10-23-13	07-22-16	3,024.74	2,338.70	686.04
12 Ishares Small	03-27-12	07-22-16	1,612.52	1,005.62	606.90
14 Ishares Mid	10-03-14	07-22-16	1,072.86	977.34	95.52
25 SPDR	11-14-12	07-22-16	5,428.87	3,431.59	1,997.28
1210 Doubleline	10-09-12	08-09-16	13,244.42	13,801.32	(556.90)
731 Doubleline	12-20-12	08-09-16	7,997.80	8,319.46	(321.66)
219 Doubleline	04-12-13	08-09-16	2,399.12	2,500.00	(100.88)
1790 Goldman Growth	03-12-09	08-09-16	44,397.48	21,876.50	22,520.98
691 Goldman Growth	06-20-09	08-09-16	17,137.67	11,077.29	6,060.38
208 Goldman Growth	02-14-14	08-09-16	5,164.75	6,395.55	(1,230.80)
48 Goldman Growth	04-22-14	08-09-16	1,192.68	1,469.20	(276.52)
115 Goldman Growth	05-08-14	08-09-16	2,862.64	3,442.09	(579.45)

THE BERKELEY MINOR AND SUSAN FONTAINE MINOR FOUNDATION
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Part IV. Capital Gains & Losses

Description	Acquired	Sold	Proceeds	Basis	Gain (Loss)
629 Goldman Growth	12-30-14	08-09-16	15,608.33	17,603.42	(1,995.09)
398 Goldman Growth	08-06-15	08-09-16	9,884.21	11,195.47	(1,311.26)
21 Harding	03-27-12	08-09-16	406.95	328.80	78.15
67 Hancock Disciplined	10-08-14	08-09-16	1,213.37	1,269.04	(55.67)
40 Lazard	10-14-09	08-09-16	672.50	757.68	(85.18)
4460 Neuberger	07-27-15	08-09-16	49,425.67	48,801.15	624.52
9 Oppenh.	03-27-12	08-09-16	298.75	303.18	(4.43)
1909 Pimco Real	05-08-14	08-09-16	21,310.31	21,787.69	(477.38)
41 Pimco Real	12-30-14	08-09-16	460.55	449.41	11.14
54 Pimco Real	03-10-15	08-09-16	609.03	597.03	12.00
604 Pimco Real	07-27-15	08-09-16	6,749.33	6,586.04	163.29
177 Harding	03-27-12	08-19-16	3,339.37	2,670.78	668.59
125 Hancock Disciplined	10-08-14	08-19-16	2,276.10	2,367.44	(91.34)
33 Lazard	10-14-09	08-19-16	558.79	628.81	(70.02)
22 Openh.	03-27-12	08-19-16	734.44	738.86	(4.42)
10 Ishares Growth	08-06-15	08-18-16	1,996.66	1,929.92	66.74
14 Ishares Mid	07-27-15	08-18-16	1,081.47	1,004.36	77.11
6 Ishares Small	07-27-15	08-18-16	743.14	673.56	69.58
17 SPDR	11-14-12	08-18-16	3,719.01	2,333.48	1,385.53
USTN	03-10-11	08-31-16	50,000.00	50,849.31	(849.31)

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Part IV. Capital Gains & Losses

Description	Acquired	Sold	Proceeds	Basis	Gain (Loss)
1599 Hotchkiss	05-08-14	12-12-16	19,215.53	21,263.48	(2,047.95)
152 Hotchkiss	08-01-14	12-12-16	1,836.39	2,000.00	(163.61)
69 Hotchkiss	12-30-14	12-12-16	836.96	863.45	(26.49)
163 Hotchkiss	03-10-15	12-12-16	1,967.26	2,055.72	(88.46)
424 Hotchkiss	07-27-15	12-12-16	5,098.03	5,216.88	(118.85)
22 Hotchkiss	10-21-15	12-12-16	267.52	265.29	2.23
Mutual Funds STCG	Distrib.	2016			2,883.62
Mutual Funds LTCG	Distrib.	2016			335.30
Total gain (loss)			886,263.06	876,065.53	13,416.45

Part XV. Line 2. Supplementary Information

Students admitted to the University of Charleston and the University of Virginia apply to their respective schools for scholarship aid from the Foundation. The schools then make recommendations to the Foundation as to which students should be considered for scholarship aid. The Episcopal Diocese of West Virginia through its Bishop nominates students admitted to the Virginia Theological Seminary or other seminaries. The Trustees of the Foundation make the final decision as to which students are granted scholarship aid.

Students attending West Virginia University and other schools apply directly to the Foundation for scholarship aid. They submit applications in writing to the Foundation at any time prior to August 1 of the year in which they wish to receive the aid. The Trustees consider these applications at their August meeting. No specific form of application is required, but the applicants are requested to furnish the Foundation with the following information:

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> The applicant's name and address, age, schools attended, names and addresses of parents, brothers, and sisters, the applicant's prior academic achievements (including lists of courses and grades) in secondary schools and colleges, aptitude and achievement test scores, awards, and any written recommendations by teachers or others.

It is the policy of the trustees of the Foundation that only residents of the State of West Virginia are eligible for awards of scholarship aid. There are, however, no specific restrictions on awards in the trust indenture creating the Foundation.

Grants to other qualified, tax-exempt organizations are also permitted under the governing instrument.