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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.
▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No 1545-0052

2017

Open to Public Inspection

For calendar year 2017 or tax year beginning , and ending

Name of foundation: THE PETERMAN FOUNDATION, INC.

A Employer identification number: 27-1332412

Number and street (or P O box number if mail is not delivered to street address): 364 PATTESON DRIVE #265

Room/suite:

B Telephone number (see instructions): 304-598-8000

City or town, state or province country and ZIP or foreign postal code: MORGANTOWN WV 26505

C If exemption application is pending, check here ▶

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

D 1 Foreign organizations check here ▶
2 Foreign organizations meeting the 85% test, check here and attach computation ▶

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 5,044,442

J Accounting method: Cash X 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 ▶

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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))

	Line	Description	(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 ▶ X if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	30,226	12,134		
	4	Dividends and interest from securities	92,409	92,409		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10 STMT 1	198,272			
	b	Gross sales price for all assets on line 6a 2,149,338				
	7	Capital gain net income (from Part IV, line 2)		15,619		
	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	320,907	120,162	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule) SEE STMT 2	3,089			3,089
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 3	500			
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (att sch) STMT 4 STMT 5	42,979	34,037		4,492
	24	**Total operating and administrative expenses** Add lines 13 through 23	46,568	34,037	0	7,581
	25	Contributions, gifts, grants paid	212,000			212,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	258,568	34,037	0	219,581
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	62,339			
	b	**Net investment income** (if negative, enter -0-)		86,125		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash – non-interest-bearing	14,942	6,636	6,636
	2	Savings and temporary cash investments	53,877	132,690	132,690
	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 (att schedule) ▶ Less allowance for doubtful accounts ▶ 0			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments – U S and state government obligations (attach schedule) STMT 6	625,976	572,359	579,194
	b	Investments – corporate stock (attach schedule) SEE STMT 7	2,413,816	2,204,641	2,605,929
	c	Investments – corporate bonds (attach schedule) SEE STMT 8	1,481,102	1,735,726	1,719,993
	11	Investments – land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	4,589,713	4,652,052	5,044,442
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 ▶ X and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	4,589,713	4,652,052	
	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			
	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)	4,589,713	4,652,052	
	31	**Total liabilities and net assets/fund balances** (see instructions)	4,589,713	4,652,052	

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	4,589,713
2	Enter amount from Part I, line 27a	2	62,339
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	4,652,052
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	4,652,052

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (for example, 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	FIRST NATIONAL/CAP GAIN DIST			
b	HUNTINGTON NATIONAL/CAP GAIN			
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	15,619			15,619
c				
d				
e				

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

	(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j) if any	(l) Gains (Col (h) gain minus col (k) but not less than -0-) or Losses (from col (h))
a				
b				15,619
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	15,619
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) See instructions If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes **X** 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))
2016	237,477	4,688,507	0.050651
2015	227,070	4,833,950	0.046974
2014	179,307	4,864,267	0.036862
2013	52,677	3,337,912	0.015781
2012	39,565	685,871	0.057686

2 **Total** of line 1, column (d)	2	0.207954
3 Average distribution ratio for the 5-year base period – divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years	3	0.041591
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	4,770,734
5 Multiply line 4 by line 3	5	198,420
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	861
7 Add lines 5 and 6	7	199,281
8 Enter qualifying distributions from Part XII, line 4	8	219,581

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 ◆ [X] and enter 1% of Part I, line 27b			1	861
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations, enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)			2	0
3	Add lines 1 and 2			3	861
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)			4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	861
6	Credits/Payments				
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	5,943		
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	5,943
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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ◆			10	5,082
11	Enter the amount of line 10 to be **Credited to 2018 estimated tax** ◆ 5,082 **Refunded** ◆			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes? See the Instructions for the definition	1b		X
	If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ◆ $ ________ (2) On foundation managers ◆ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ◆ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	X	
8a	Enter the states to which the foundation reports or with which it is registered See instructions ◆ NONE			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G*? If "No," attach explanation	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the taxable year beginning in 2017? See instructions for Part XIV If "Yes," complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule See instructions	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement See instructions	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ THOMAS A. VORBACH, ESQ. Telephone no ▶ 304-598-8112
SUNCREST CENTER, SUITE 400
Located at ▶ MORGANTOWN WV ZIP+4 ▶ 26505

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 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies			Yes	No
1a	During the year, did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	Yes X No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	Yes X No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	Yes X No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	Yes X 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 X 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 X 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	N/A	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 2017?	N/A	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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017?	Yes X 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)	N/A	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 X No			
b	If "Yes," did it have excess business holdings in 2017 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 2017)	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017?		4b		X

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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 X 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 X No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	Yes X No			
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? See instructions	Yes X 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 X 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	N/A	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? N/A	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 X No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
If "Yes" to 6b, file Form 8870				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	Yes X No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b		

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

1 List all officers, directors, trustees, and 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
THOMAS A. VORBACH 5009 LAKE LYNN DRIVE	MORGANTOWN WV 26508	PRESIDENT 1.00	0	0	0
LAURIE C. BARBE 651 KILARNEY DRIVE	MORGANTOWN WV 26505	VICE PRES 1.00	0	0	0
SHERI O. SMITH 845 MALLARD LANDING BLVD	CLEMMONS NC 27012	SEC./TREAS. 1.00	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 ▶ 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 ▶		

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 SEE STATEMENT 9	
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 N/A	
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	4,712,554
b	Average of monthly cash balances		1b	130,831
c	Fair market value of all other assets (see instructions)		1c	0
d	**Total** (add lines 1a, b, and c)		1d	4,843,385
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	4,843,385
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)		4	72,651
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	4,770,734
6	**Minimum investment return.** Enter 5% of line 5		6	238,537

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	238,537
2a	Tax on investment income for 2017 from Part VI, line 5	2a 861		
b	Income tax for 2017 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	861
3	Distributable amount before adjustments Subtract line 2c from line 1		3	237,676
4	Recoveries of amounts treated as qualifying distributions		4	
5	Add lines 3 and 4		5	237,676
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	237,676

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	219,581
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	219,581
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	861
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	218,720

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				237,676
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			211,898	
b Total for prior years 20____ , 20____ , 20____				
3 Excess distributions carryover, if any, to 2017				
a From 2012				
b From 2013				
c From 2014				
d From 2015				
e From 2016				
f **Total** of lines 3a through e				
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ $ 219,581				
a Applied to 2016, but not more than line 2a			211,898	
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2017 distributable amount				7,683
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount – see instructions				
e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount – see instructions				
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				229,993
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)				
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2018** Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2013				
b Excess from 2014				
c Excess from 2015				
d Excess from 2016				
e Excess from 2017				

DAA

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 2017, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test – enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test – enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

Check here ▶ 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 , to individuals or organizations under other conditions, complete items 2a, b, c, and d See instructions

a The name, address, and telephone number or email address of the person to whom applications should be addressed

SEE ATTACHED.

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

SEE ATTACHED.

c Any submission deadlines

SEE ATTACHED.

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

SEE 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*				
MOUNTAINEER SPAY NEUTER ASSIST. PRO 1216 PHILLIP ST. MORGANTOWN WV 26501	NONE	501C3	SPAYING AND NEUTERING ANIMALS	50,000
PRESTON COUNTY HUMANE SOCIETY 116 BROWN AVENUE KINGWOOD WV 26537	NONE	501C3	SPAYING AND NEUTERING ANIMALS	10,000
HOMEWARD BOUND WV, INC. PO BOX 80 ARTHURDALE WV 26520	NONE	501C3	SPAYING AND NEUTERING ANIMALS	20,000
PET HELPERS, INC. 726 EAST PARK AVE, PMB 3 FAIRMONT WV 26554	NONE	501C3	SPAYING AND NEUTERING ANIMALS	50,000
ANIMAL FRIENDS OF NORTH CENTRAL WV 252 BREWER ROAD MORGANTOWN WV 26508	NONE	501C3	SPAYING AND NEUTERING ANIMALS	50,000
MARION COUNTY HUMANE SOCIETY PO BOX 905 FAIRMONT WV 26554	NONE	501C3	SPAYING AND NEUTERING ANIMALS	15,000
MONONGALIA COUNTY HUMANE SOCIETY PO BOX 390 MORGANTOWN WV 26507-0390	NONE	501C3	SPAYING AND NEUTERING ANIMALS	
MOUNTAINEERS FOR MUTTS 2002 WHITEHALL COURT MORGANTOWN WV 26508	NONE	501C3	SPAYNG AND NEUTERING ANIMALS	10,000
STEPPING STONES 400 MYLAN PARK MORGANTOWN WV 26501	NONE	501C3	HELPING DISABLED INDIVIDUALS	7,000
MOUNTAINEER SPAY NEUTER ADJUSTMENT 1216 PHILLIP ST. MORGANTOWN WV 26501	NONE	501(C)(3)	SPAY AND NEUTER ANIMALS	
Total			▶ 3a	212,000
b *Approved for future payment* N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	30,226	
4 Dividends and interest from securities			14	92,409	
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			14	15,619	182,653
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		138,254	182,653

13 **Total.** Add line 12, columns (b), (d), and (e) 13 320,907

(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)
N/A	

DAA

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) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash	1a(1)		X
(2) Other assets	1a(2)		X
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

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

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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

May the IRS discuss this return with the preparer shown below? See instructions X Yes No

Signature of officer or trustee | Date 11-12-18 | Title PRESIDENT

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check if self-employed
MELISSA S. WATKINS, ESQ.	MELISSA S. WATKINS, ESQ.	11/12/18	

Firm's name ▶	STEPTOE & JOHNSON PLLC	PTIN	P00670290
Firm's address ▶	PO BOX 1616 MORGANTOWN, WV 26507-1616	Firm's EIN ▶	55-0286140
		Phone no	304-598-8000

DAA

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets

Description / Whom Sold	How Received	Date Acquired	Date Sold	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
HUNTINGTON NATL S-T (SEE ATTACHED)	PURCHASE	VARIOUS	VARIOUS	$ 228,398	$ 227,879	$	$	$ 519
FIRST NATIONAL S-T (SEE ATTACHED)	PURCHASE	VARIOUS	VARIOUS	391	386			5
FIRST NATIONAL L-T(SEE ATTACHED)	PURCHASE	VARIOUS	VARIOUS	1,100,603	980,846			119,757
HUNTINGTON NATL BANK	PURCHASE	VARIOUS	VARIOUS	804,327	741,955			62,372
TOTAL				$ 2,133,719	$ 1,951,066	$ 0	$ 0	$ 182,653

Statement 2 - Form 990-PF, Part I, Line 16a - Legal Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
STEPTOE & JOHNSON PLLC	$ 3,089	$	$	$ 3,089
TOTAL	$ 3,089	$ 0	$ 0	$ 3,089

Statement 3 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
IRS	$ 500	$	$	$
TOTAL	$ 500	$ 0	$ 0	$ 0

Statement 4 - Form 990-PF, Part I, Line 23 - Amortization

Description	Date Acquired	Cost Basis	Prior Year Amortization	Life	Current Year Amortization	Net Investment Income	Adjusted Net Income	COGS
AMORTIZATION ON 75,000 UNITS OF WHEELING WV WTRWKS		$	$ 406		$	$	$	
AMORTIZATION ON 50,000 UNITS OF MARSHALL CNTY WVA			423					
AMORTIZATION ON 75,000 UNITS OF WV STR DEV AUTH			121					
AMORTIZATION ON 75,000 UNITS PARKERSBURG WV WRTWK			217					
AMORTIZATION ON 50,000 UNITS BERKELRY COUNTY WV BD			2,167					
AMORTIZATION ON 50,000 UNITS WV ST			7,247					
AMORTIZATION ON 50,000 UNITS WEST VIRGINIAST REF 4			1,670					
AMORTIZATION ON 75,000 UNITS WV ST WTR DEV AUTH			130					
AMORTIZATION ON 50,000 UNITS WV ST REF 4%			650		1,112			
AMORITIZATION ON 75,000 UNITS WHEELING WV WTRWKS			232					
AMORITIZATION ON 50,000 UNITS BERKELEY CTY WV BD			818					
AMORITIZATION ON 75,000 UNITS WV ST WTR DEV AUTH			30					
AMORITIZATION ON 50,000 UNITS BERKELEY CTY WV BD			949					
AMORITIZATION ON 50,000 UNITS PUTNAM CNTY WV BD ED			1,155		1,155			
AMORITIZATION ON 65,000 UNITS WV UNIV REVS RED-WVA			50					
AMORITIZATIN ON 60,000 UNITS WV UNIV REVS WV			1,507					
AMORITIZATION ON 50,000 UNITS PARKERSBURG WV WTRWK			134					
AMORITIZATION ON 50,000 UNITS WV ST SCH BLDG AUTH			162					
AMORITIZATION ON 50,000 UNITS BERKELEY CTY WV BRD			263					

Statement 4 - Form 990-PF, Part I, Line 23 - Amortization (continued)

Description	Date Acquired	Cost Basis	Prior Year Amortization	Life	Current Year Amortization	Net Investment Income	Adjusted Net Income	COGS
AMORITIZATION ON 50,000 UNITS PUTNAM CNTY WV BRD		$	$ 573		$	$	$	
AMORITIZATION ON 50,000 UNITS WV HIGHER ED POL			201					
AMORITIZATION ON 65,000 UNITS WV UNIV REVS REF			50					
AMORITIZATION ON 50,000 UNITS WV UNIV REVS WV			48		32			
AMORITIZATION ON 60,000 UNITS WV UNIV REVS WV			1,440		1,439			
AMORITIZATION ON 50,000 UNITS PARKERSBURG WV WTRWK			68					
AMORITIZATION ON 50,000 UNITS WV ST SCH BLDG AUTH			82					
COSTCO WHOLE CORP 2.75%					44			
IBM CORP 3.3%					27			
INTEL CORP					48			
INTERCON EXCHANGE 2.5%					212			
JP MORGAN 2.4%					177			
ORACLE CORP 3.625%					204			
TOTAL		$ 0	$ 20,793		$ 4,450	$ 0	$ 0	

Statement 5 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
EXPENSES				
INVESTMENT/MANAGEMENT FEES	33,019	33,019		
FOREIGN TAXES PAID	1,018	1,018		
ADVERTISING	4,474			4,474
BANK SERVICE CHARGE	18			18
TOTAL	$ 38,529	$ 34,037	$ 0	$ 4,492

Statement 6 - Form 990-PF, Part II, Line 10a - US and State Government Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
701352BQ8 PARKBRG WV WTRWKS & SEW SY	$	$	COST	$
963270DR1 WH WV WTRWKS & SWR SYS REV			COST	
084239FQ0 BERKELEY CNTY WV BRD ED			COST	
084239FR8 BERKELEY CNTY WV BRD ED			COST	
95662MM64 WV ST HSG DEV FD SER	50,000		COST	
95662MN22 WV ST HSG DEV FD SER	50,000	50,000	COST	50,889
956553VL2 WV ST REF 4%	53,894	52,782	COST	52,683
305459FC8 FAIRMONT WV WTRWKS REV REF	49,883	49,905	COST	50,497
746690CM6 PUTNAM CNTY WVA BRD ED PUB	54,042	52,887	COST	52,865
95648MPF0 WV ST ECON DEV AUTH	99,358	99,458	COST	100,267
95662MN48 WV ST HSG DEV FD SER	50,000	50,000	COST	50,252
95667QAP1 WV ST SCH BLDG AUTH REV			COST	
956704YW4 WV UNIV REVS WV UNIV	50,160	50,128	COST	51,173
956704YY0 WV UNIV REVS WV UNIV	68,639	67,199	COST	68,513
95662MM64 WV ST HSG DEV FD SER	50,000	50,000	COST	50,889
95662MN22 WV ST HSG DEV FD SER	50,000	50,000	COST	51,166
			COST	
TOTAL	$ 625,976	$ 572,359		$ 579,194

Statement 7 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
60-0041-01-6-EQUITIES (SEE ATTACHED)	$ 895,940	$ 993,632	COST	$ 1,142,978
6091000094-MUT FUND (SEE ATTACHED)	333,075	83,343	COST	84,131
6091000469-EQUITIES (SEE ATTACHED)	474,054	427,212	COST	583,434
6091000469-MUTUAL FD (SEE ATTACHED)	429,321	313,465	COST	362,344
6091000094 MUTUAL FD (SEE ATTACHED)	91,524	280,066	COST	324,964
60910000469 MUTUAL FD (SEE ATTACHED)	189,902	106,923	COST	108,078
TOTAL	$ 2,413,816	$ 2,204,641		$ 2,605,929

Statement 8 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
FEDERATED INTRMD CORP BD FD	$ 145,692	$ 82,500	COST	$ 82,418
MERGER FUND - INST			COST	
NEUBERGER BERMAN INCOME FDS			COST	
OPPENHEIMER SR FLOAT RATE-Y			COST	
VANGUARD INTER TERM INV GRADE ADMIRA		96,381	COST	93,870
VANGUARD SHORT TERM INV GRADE			COST	
VANGAURD ADM SRT TRM US TRSRY			COST	
VANGUARD INFLATION PROTECTED			COST	
EATON VANCE FLOATING-RATE FUND			COST	
FIDELITY NEW MARKETS INCOME FUND		41,689	COST	41,562
PIMCO 0-5 YEAR HIGH YIELD			COST	
FRANKLIN TEMPLETON GLOBAL BOND			COST	
VANGUARD INFLATION PROTECTED			COST	
ISHARES TIPS BOND ETF			COST	
FEDERATED INST HIGH			COST	
BLACKROCK STRATEGIC INCOME			COST	
CREDIT SUISSIE FLT RATE HIGH			COST	
PIMCO INCOME FUND			COST	
FRANKLIN TEMPLETOM GLOBAL BOND			COST	
EATON VANCE FLOATING-RATE FUND			COST	
VANGUARD INFLATION PROTECTED		52,500	COST	51,992
JPMORGAN CHASE & CO 2.2%	74,556	74,556	COST	74,915
VANGUARD HIGH-YIELD TAX-EXEMPT			COST	
MERGER FUND - L			COST	
SPDR BARCLAYS CONVERTIBLE			COST	

Statement 8 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
INTEL CORP 2.45%	$ 50,187	$ 50,140	COST	$ 50,337
ORACLE CORPORATION 3.625%	51,429-	51,225	COST	52,455
SYSCO CORP 2.6%	48,820	49,020	COST	49,637
VANGUARD SHORT TERM CORP BOND	412,303	333,799	COST	333,647
FEDERATED INST HIGH YLD			COST	
FIDELITY SPARTAN INTMD TREASURY BOND	148,588	164,088	COST	156,262
FIDELITY SPARTAN SHORT TERM	191,553	52,915	COST	52,159
OPPENHEIMER SENOR FLT RATE			COST	
BLACKROCK STRATEGIC INCOME			COST	
MERCK & CO INC 2.35%	49,340	49,340	COST	49,893
EATON VANCE FLOATING-RATE FUND			COST	
FEDERATED INSTI HIGH			COST	
MERGER FUND - L			COST	
STATE ST. CORP 2.65%	49,536	49,536	COST	48,586
JPMORGAN MTGE BACK SEC-SEL #1273	44,027		COST	
VANGUARD INTER TERM INV GRADE	121,273		COST	
JP MORGAN CHASE & CO 2.4%	50,798	50,621	COST	49,735
COHEN & STEERS PREFERRED SECURITIES	33,000		COST	
PIMCO INV GRAD BOND		126,454	COST	125,273
OPPENHEIMER INTL BOND		105,000	COST	104,824
COSTCO WHOLESALE 2.75%		50,651	COST	49,899
IBM CORP 3.375%		52,411	COST	51,645
BANK OF NEW YORK MELLON		50,873	COST	49,825
COSTCO WHOLESALE 2.75%		50,651	COST	49,899
INTERNCONTINENTAL EXCHANGE 2.5%		50,433	COST	50,195
IBM CORP		50,943	COST	50,965
TOTAL	$ 1,471,102	$ 1,735,726		$ 1,719,993

Federal Statements

Statement 9 - Form 990-PF, Part IX-A, Line 1 - Summary of Direct Charitable Activities

Description
THE ORGANIZATION SUPPORTS FREE SPAYING AND NEUTERING OF CATS AND DOGS, THE PREVENTION OF CRUELTY TO ANIMALS, AND THE NEEDS OF THOSE INDIVIDUALS WHO ARE MENTALLY OR PHYSICALLY INCAPACITATED OR INCOMPETENT.

Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description
SEE ATTACHED.

Form 990-PF, Part XV, Line 2c - Submission Deadlines

Description
SEE ATTACHED.

Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description
SEE ATTACHED.