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EXTENDED TO NOVEMBER 15, 2019

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

2018

Open to Public Inspection

For calendar year 2018 or tax year beginning , and ending

Name of foundation: THE ELLIOT FOUNDATION, INC.

A Employer identification number: 26-2253829

Number and street (or P O box number if mail is not delivered to street address): 240 CAPITOL STREET, SUITE 500 — Room/suite:

B Telephone number: (304)344-1623

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: [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) ▶$ 8,820,039.

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

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

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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))

	Line	(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	225,000.		N/A	
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	525.	525.		STATEMENT 1
	4 Dividends and interest from securities	250,812.	250,812.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	9,263.			
	b Gross sales price for all assets on line 6a 202,113.				
	7 Capital gain net income (from Part IV, line 2)		9,263.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total** Add lines 1 through 11	485,600.	260,600.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	2,026.	2,026.		0.
	c Other professional fees				
	17 Interest				
	18 Taxes				
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 4	24,353.	22,372.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	26,379.	24,398.		0.
	25 Contributions, gifts, grants paid	211,500.			211,500.
	26 **Total expenses and disbursements** Add lines 24 and 25	237,879.	24,398.		211,500.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	247,721.			
	b **Net investment income** (if negative, enter -0-)		236,202.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	34,239.	238,219.	238,219.
	3	Accounts receivable ▶ 1,780.			
		Less: allowance for doubtful accounts ▶	1,780.	1,780.	1,780.
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		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			
	b	Investments - corporate stock STMT 5	7,023,091.	7,269,781.	7,170,559.
	c	Investments - corporate bonds STMT 6	1,642,964.	1,440,041.	1,409,481.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other			
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	8,702,074.	8,949,821.	8,820,039.
Liabilities	17	Accounts payable and accrued expenses	334.	360.	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	334.	360.	
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	8,701,740.	8,949,461.	
	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**	8,701,740.	8,949,461.	
	31	**Total liabilities and net assets/fund balances**	8,702,074.	8,949,821.	

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	8,701,740.
2	Enter amount from Part I, line 27a	2	247,721.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	8,949,461.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	8,949,461.

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	PUBLICLY TRADED SECURITIES - LONG-TERM	P	VARIOUS	12/31/18
b	CAPITAL GAINS DIVIDENDS			
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	193,426.		192,850.	576.
b	8,687.			8,687.
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				576.
b				8,687.
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 — 9,263.

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).
If (loss), enter -0- in Part I, line 8 — 3 — N/A

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 doesn't 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))
2017	10,000.	3,531,761.	.002831
2016	16,725.	3,193,708.	.005237
2015	27,149.	3,128,414.	.008678
2014	10,741.	3,064,774.	.003505
2013	45,375.	2,878,004.	.015766

2	**Total** of line 1, column (d)	2	.036017
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	.007203
4	Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	9,199,217.
5	Multiply line 4 by line 3	5	66,262.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,362.
7	Add lines 5 and 6	7	68,624.
8	Enter qualifying distributions from Part XII, line 4	8	211,500.

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.

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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	2,362.
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	2,362.
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	2,362.
6 Credits/Payments:				
a 2018 estimated tax payments and 2017 overpayment credited to 2018	6a	0.		
b Exempt foreign organizations - tax withheld at source	6b	0.		
c Tax paid with application for extension of time to file (Form 8868)	6c	5,000.		
d Backup withholding erroneously withheld	6d	0.		
7 Total credits and payments. Add lines 6a through 6d			7	5,000.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	37.
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	2,601.
11 Enter the amount of line 10 to be: **Credited to 2019 estimated tax** ▶		2,601. **Refunded** ▶	11	0.

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. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? 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. ▶ WV			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G*? If "No," attach explanation	8b	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 2018 or the tax year beginning in 2018? See the 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 STMT 7	10	X	

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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 ▶ THE FOUNDATION Telephone no. ▶ (304)344-1623
Located at ▶ 240 CAPITOL STREET, SUITE 500, 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 N/A

			Yes	No
16	At any time during calendar year 2018, 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

			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 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 2018?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) 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. ▶ ______, ______, ______, ______			
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 2018 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 2018.) 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 2018?	4b		X

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

			Yes	No
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	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 ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
If "Yes" to 6b, file Form 8870.				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b		
8 Is the foundation subject to the section 4960 tax on payment(s) of more than $1,000,000 in remuneration or excess parachute payment(s) during the year?	☐ Yes ☒ No			

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.

(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
JOHN R. ELLIOT 240 CAPITOL STREET, SUITE 500 CHARLESTON, WV 25301	DIRECTOR/PRESIDENT 1.00	0.	0.	0.
FONDA J. ELLIOT 240 CAPITOL STREET, SUITE 500 CHARLESTON, WV 25301	DIRECTOR/VICE PRESIDENT 1.00	0.	0.	0.
GREGORY J. ELLIOT 240 CAPITOL STREET, SUITE 500 CHARLESTON, WV 25301	DIRECTOR/VICE PRESIDENT 1.00	0.	0.	0.
ANDREW M. ELLIOT 240 CAPITOL STREET, SUITE 500 CHARLESTON, WV 25301	DIRECTOR/SECRETARY/TREASUR 1.00	0.	0.	0.

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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 ▶	0.

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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	9,325,734.
b	Average of monthly cash balances		1b	11,793.
c	Fair market value of all other assets		1c	1,780.
d	**Total** (add lines 1a, b, and c)		1d	9,339,307.
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	9,339,307.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	140,090.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	9,199,217.
6	**Minimum investment return** Enter 5% of line 5		6	459,961.

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	459,961.
2a	Tax on investment income for 2018 from Part VI, line 5	2a 2,362.		
b	Income tax for 2018. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	2,362.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	457,599.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	457,599.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	457,599.

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	211,500.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions** Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4	4	211,500.
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	5	2,362.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	209,138.

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 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				457,599.
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only			155,505.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2018:				
a From 2013				
b From 2014				
c From 2015				
d From 2016				
e From 2017				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2018 from Part XII, line 4. ▶ $ 211,500.				
a Applied to 2017, but not more than line 2a			155,505.	
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 2018 distributable amount				55,995.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2018 (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	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2017. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2018. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2019				401,604.
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 2013 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2019.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2014				
b Excess from 2015				
c Excess from 2016				
d Excess from 2017				
e Excess from 2018				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2018, 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			
	(a) 2018	(b) 2017	(c) 2016	(d) 2015	(e) Total
2 a 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., to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

SEE STATEMENT 8

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

c Any submission deadlines:

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

Part XV Supplementary Information *(continued)*

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
READ-A-LOUD WV P.O. BOX 1784 CHARLESTON, WV 25326	N/A	PUBLIC CHARITY	SUPPORT	12,500.
THE CLAY CENTER 1 CLAY SQUARE CHARLESTON, WV 25301	N/A	PUBLIC CHARITY	SUPPORT	48,000.
CAMC FOUNDATION 3414 STAUNTON AVENUE SE CHARLESTON, WV 25304	N/A	PUBLIC CHARITY	SUPPORT	20,000.
CHILDHOOD LANGUAGE CENTER 1313 QUARRIER STREET, SUITE A CHARLESTON, WV 25301	N/A	PUBLIC CHARITY	SUPPORT	1,000.
WVSO FOUNDATION 110 WYOMING STREET CHARLESTON, WV 25302	N/A	PUBLIC CHARITY	SUPPORT	100,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	211,500.
b *Approved for future payment* NONE				
Total			▶ 3b	0.

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THE ELLIOT FOUNDATION, INC. 26-2253829

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
YMCA OF KANAWHA VALLEY 100 YMCA DRIVE CHARLESTON, WV 25301	N/A	PUBLIC CHARITY	SUPPORT	30,000.
Total from continuation sheets				30,000.

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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					525.
4 Dividends and interest from securities					250,812.
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					9,263.
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.		0.	260,600.

13 Total Add line 12, columns (b), (d), and (e) 13 260,600.

(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).
3,4,	THIS INCOME IS FROM INVESTMENTS. THIS INCOME IS TO BE DISTRIBUTED TO
8	ESTABLISHED CHARITIES.

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 ☒ 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

Signature of officer or trustee | Date | Title 7/29/19

May the IRS discuss this return with the preparer shown below? See instr ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
K. SCOTT PHILLIPS	K. Scott Phillips CPA	7/29/19		P01323272

Firm's name ▶ GRAY, GRIFFITH & MAYS, A.C. Firm's EIN ▶ 55-0621482

Firm's address ▶ 707 VIRGINIA STREET, EAST, SUITE 400 CHARLESTON, WV 25301-2711 Phone no. (304) 345-9400

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Go to www.irs.gov/Form990 for the latest information.

OMB No 1545-0047

2018

Name of the organization	Employer identification number
THE ELLIOT FOUNDATION, INC.	26-2253829

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**

Note: Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

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

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** $5,000, or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals Complete Parts I (entering "N/A" in column (b) instead of the contributor name and address), II, and III

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions totaling $5,000 or more during the year ▶ $ ______

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

Name of organization: THE ELLIOT FOUNDATION, INC.

Employer identification number: 26-2253829

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	JOHN R. ELLIOT 240 CAPITOL STREET, SUITE 500 CHARLESTON, WV 25301	$ 225,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)

Name of organization	Employer identification number
THE ELLIOT FOUNDATION, INC.	26-2253829

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		$	

Name of organization	Employer identification number
THE ELLIOT FOUNDATION, INC.	26-2253829

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

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

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
AMERICAN EXPR CENT BK CD 2.1% DUE 6/3/20	525.	525.	
TOTAL TO PART I, LINE 3	525.	525.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
3M CO - DIVIDENDS	782.	0.	782.	782.	
ABBVIE INC SR NOTE 2% DUE 11/6/18 - INTEREST	375.	0.	375.	375.	
ABVIE INC 3.2% DUE 11/6/22 - INTEREST	800.	0.	800.	800.	
ALLERGAN INC 3.375% DUE 9/15/20 - INTEREST	1,005.	0.	1,005.	1,005.	
ALTRIA GROUP INC. - DIVIDENDS	1,430.	0.	1,430.	1,430.	
AMAZON.COM INC 2.5% DUE 11/29/22 - INTEREST	625.	0.	625.	625.	
AMGEN INC NOTE 3.45% DUE 10/1/20 - INTEREST	863.	0.	863.	863.	
AMGEN INC. - DIVIDENDS	1,320.	0.	1,320.	1,320.	
ANTHEM INC NOTE 3.125% DUE 5/15/22 - INTEREST	781.	0.	781.	781.	
APPLE INC - DIVIDENDS	423.	0.	423.	423.	
AT&T INC. - DIVIDENDS	1,350.	0.	1,350.	1,350.	
AUTOMATIC DATA PROCESSING INC. - DIVIDENDS	792.	0.	792.	792.	
AUTOZONE INC SR NOTE 3.125% DUE 7/15/23 - INTEREST	937.	0.	937.	937.	

BAIDU INC NOTE 2.75% DUE 6/9/19 - INTEREST	402.	0.	402.	402.
BAIDU INC NOTE 3% DUE 6/30/20 - INTEREST	1,350.	0.	1,350.	1,350.
BANK OF NEW YORK MELLON CORP - DIVIDENDS	520.	0.	520.	520.
BB&T CORP MED TERM NOTE 2.05% DUE 6/19/18 - INTEREST	208.	0.	208.	208.
BB&T GLOBAL BK 1.45% 5/10/19 - INTEREST	363.	0.	363.	363.
BP CAPITAL MARKETS PLC NOTES 2.237% DUE 5/10/19 -	671.	0.	671.	671.
BRISTOL MYERS SQUIBB CO - DIVIDENDS	640.	0.	640.	640.
BURLINGTN NORTH SANTA FESR 3.05% 3/15/22 - INTEREST	1,525.	0.	1,525.	1,525.
CAMPBELL SOUP CO - DIVIDENDS	333.	0.	333.	333.
CAPITAL ONE BANK USA SR NOTE 2.25% 2/13/19 - INTEREST	1,108.	0.	1,108.	1,108.
CAPITAL WORLD GROWTH & INCOME - DIVIDENDS	1,003.	812.	191.	191.
CATERPILLAR INC DEL - DIVIDENDS	492.	0.	492.	492.
CB CONAGRA FOODS INC CORP 3.25% DUE 9/15/22 - INTEREST	808.	0.	808.	808.
CBS CORP NEW 2.3% DUE 8/15/19 - INTEREST	575.	0.	575.	575.
CHEVRON CORPORATION - DIVIDENDS	1,344.	0.	1,344.	1,344.
CISCO SYS INC - DIVIDENDS	640.	0.	640.	640.
CITY HLDG CO	148,980.	0.	148,980.	148,980.
CNB CASH EQUIVALENT FD - DIVIDENDS	1,260.	0.	1,260.	1,260.
COCA COLA CO - DIVIDENDS	390.	0.	390.	390.
CSX CORP - DIVIDENDS	176.	0.	176.	176.
CUMMINS INC - DIVIDENDS	645.	0.	645.	645.

DISCOVERY COMMUNICATIONS NT 3.3% DUE 5/15/22 -	825.	0.	825.	825.
DISNEY WALT CO - DIVIDENDS	840.	0.	840.	840.
DOLLAR GEN CORP NEW - DIVIDENDS	396.	0.	396.	396.
DOMINION RES INC VA 2.75% DUE 9/15/22 - INTEREST	688.	0.	688.	688.
DOMINION RES INC VA NEW - DIVIDENDS	585.	0.	585.	585.
DOWDUPONT INC - DIVIDENDS	399.	0.	399.	399.
DUKE ENERGY CORP NEW - DIVIDENDS	638.	0.	638.	638.
EMERSON ELEC CO - DIVIDENDS	681.	0.	681.	681.
ENTERGY LOUISIANA LLC PFD 5.25% DUE 7/1/52 - DIVIDENDS	1,312.	0.	1,312.	1,312.
ETF I-SHARES TRUST EAFE INDEX FUND - DIVIDENDS	597.	0.	597.	597.
EUROPACIFIC GROWTH FUND - DIVIDENDS	2,030.	1,593.	437.	437.
EXELON CORP - DIVIDENDS	414.	0.	414.	414.
EXXON MOBIL CORP - DIVIDENDS	1,615.	0.	1,615.	1,615.
EXXON MOBIL CORP. 2.397% DUE 3/6/22 - INTEREST	474.	0.	474.	474.
FANNIE MAE 3.5% DUE 8/25/41 - INTEREST	562.	0.	562.	562.
FORD MOTOR CREDIT CO LLC 4.25% DUE 9/20/22 - INTEREST	1,063.	0.	1,063.	1,063.
FORD MOTOR CREDIT NOTES 2% DUE 8/20/18 - INTEREST	500.	0.	500.	500.
GABS CWHEQ 1/15/37 - INTEREST	406.	0.	406.	406.
GE CAP CORP 4.875% PFD SR NT DUE 10/15/52 -	460.	0.	460.	460.
GENERAL ELEC CO - DIVIDENDS	384.	0.	384.	384.
GENERAL ELEC CO PERP PFD SER C FIXED/FLTG -	420.	0.	420.	420.
GENERAL ELEC CO PERP PFD SER C FIXED/FLTG -	420.	0.	420.	420.

GENERAL ELECTRIC CAP CORP 3.1% DUE 1/9/23 - INTEREST	775.	0.	775.	775.
GENERAL MILLS INC - DIVIDENDS	1,176.	0.	1,176.	1,176.
GENUINE PARTS CO - DIVIDENDS	850.	0.	850.	850.
GEORGIA PWR CO SR NOTE 2.85% DUE 5/15/22 - INTEREST	713.	0.	713.	713.
GILEAD SCIENCES INC - DIVIDENDS	342.	0.	342.	342.
GINNIE MAE 3% DUE 12/20/42 - INTEREST	64.	0.	64.	64.
GLAXOSMITHKLINE PLC SPONSORED - DIVIDENDS	2,043.	0.	2,043.	2,043.
GNMA 3% 10/16/41 - INTEREST	1,610.	0.	1,610.	1,610.
GOLDMAN SACHS GROUP INC 5.25% DUE 7/27/21 -	2,625.	0.	2,625.	2,625.
GOLDMAN SACHS GRP MED TERM 2% 8/19/23 - INTEREST	400.	0.	400.	400.
GROWTH FUND OF AMERICA - DIVIDENDS	4,050.	3,809.	241.	241.
HOME DEPOT INC - DIVIDENDS	824.	0.	824.	824.
HSBC USA INC NEW SR NOTE 2.375% DUE 11/13/19	594.	0.	594.	594.
INGERSOLL-RAND PLC - DIVIDENDS	588.	0.	588.	588.
INTEL CORP - DIVIDENDS	840.	0.	840.	840.
INTERNATIONAL BUSINESS MACHINES - DIVIDENDS	1,788.	0.	1,788.	1,788.
ISHARES TR INDEX MSCI EMERG MKT - DIVIDENDS	349.	0.	349.	349.
ISHARES TR US AER DEF ETF - DIVIDENDS	272.	0.	272.	272.
JOHNSON & JOHNSON - DIVIDENDS	534.	0.	534.	534.
JOHNSON CTLS INTL PLC - DIVIDENDS	312.	0.	312.	312.
JPMORGAN CHASE & CO 2.2% DUE 10/22/19 -	550.	0.	550.	550.

JPMORGAN CHASE & CO SER P PERP 5.45% PFD -	1,362.	0.	1,362.	1,362.
KAYNE ANDERSON MLP INVEST CO PDF 3.5% - DIVIDENDS	438.	0.	438.	438.
KELLOGG CO - DIVIDENDS	1,100.	0.	1,100.	1,100.
KENNAMETAL INC SR NOTE 2.65% DUE 11/1/19 - INTEREST	456.	0.	456.	456.
KOHLS CORP 3.25% DUE 2/1/23 - INTEREST	813.	0.	813.	813.
KRAFT HEINZ CO - DIVIDENDS	937.	0.	937.	937.
KROGER CO MTNF 1.5% 9/30/19 - INTEREST	375.	0.	375.	375.
LILLY ELI & CO - DIVIDENDS	585.	0.	585.	585.
LOWES COS INC - DIVIDENDS	890.	0.	890.	890.
MARATHON PETE CORP - DIVIDENDS	437.	0.	437.	437.
MCDONALD'S CORP MED TERM NT 2.1% DUE 12/7/18 -	508.	0.	508.	508.
MCDONALDS CORP - DIVIDENDS	528.	0.	528.	528.
MDU RESOURCES GROUP - DIVIDENDS	513.	0.	513.	513.
MEDTRONIC PLC - DIVIDENDS	960.	0.	960.	960.
MICROCHIP TECHNOLOGY INC - DIVIDENDS	473.	0.	473.	473.
MICROSOFT CORP 2% DUE 8/8/23 - INTEREST	1,000.	0.	1,000.	1,000.
MONSANTO CO NEW SR NOTE 1.85% DUE 11/15/18 -	117.	0.	117.	117.
MOTOROLA SOLUTIONS 4% DUE 9/1/24 - INTEREST	1,000.	0.	1,000.	1,000.
MYLAN INC NOTE 2.55% 3/28/19 - INTEREST	372.	0.	372.	372.
NETAPP INC 3.375% DUE 6/15/21 - INTEREST	844.	0.	844.	844.
NEXTERA ENERGY INC - DIVIDENDS	666.	0.	666.	666.

OCCIDENTAL PETE CORP DEL - DIVIDENDS	1,236.	0.	1,236.	1,236.
OHIO CNTY WV COMMN SP DIST 3.25% DUE 3/1/19 - INTEREST	1,138.	0.	1,138.	1,138.
ORACLE CORP - DIVIDENDS	342.	0.	342.	342.
PENNSYLVANIA ST HGR EDU REV 4% DUE 6/15/23 - INTEREST	1,000.	0.	1,000.	1,000.
PEPSICO INC - DIVIDENDS	693.	0.	693.	693.
PFIZER INC - DIVIDENDS	952.	0.	952.	952.
PHILLIPS 66 - DIVIDENDS	775.	0.	775.	775.
PHILLIPS 66 4.3% DUE 4/1/22 - INTEREST	1,048.	0.	1,048.	1,048.
PROCTER & GAMBLE CO - DIVIDENDS	1,280.	0.	1,280.	1,280.
PUBLIC STORAGE PFD PERPETUAL SER E CUM - DIVIDENDS	1,225.	0.	1,225.	1,225.
QUALCOMM INC - DIVIDENDS	778.	0.	778.	778.
QUALCOMM INC 2.25% DUE 5/20/20 - INTEREST	563.	0.	563.	563.
RAYONIER INC 3.75% DUE 4/1/22 - INTEREST	938.	0.	938.	938.
RYDER SYSTEM INC MED TERM NT 2.35% DUE 2/26/19 -	588.	0.	588.	588.
SCE TRUST II 5.1% PFD SECS PERP - DIVIDENDS	1,275.	0.	1,275.	1,275.
SCHLUMBERGER LTD - DIVIDENDS	950.	0.	950.	950.
SELECT SECTOR SPDR TR SBI INT-FINL - DIVIDENDS	474.	0.	474.	474.
SOUTHERN CO - DIVIDENDS	834.	0.	834.	834.
SPDR S&P REGIONAL BANKING ETF - DIVIDENDS	526.	0.	526.	526.
STRATEGIC VALUE DIVIDEND FD #662 - DIVIDENDS	2,765.	1,357.	1,408.	1,408.
SYMANTEC CORP SR NOTE 3.95% DUE 6/15/22 - INTEREST	988.	0.	988.	988.

SYSCO CORP - DIVIDENDS	288.	0.	288.	288.	
UNITED PARCEL SERVICE INC CL B - DIVIDENDS	1,092.	0.	1,092.	1,092.	
UNITED TECHNOLOGIES CORP - DIVIDENDS	709.	0.	709.	709.	
UNITED TECHNOLOGIES CORP 3.1% DUE 6/1/22 -	775.	0.	775.	775.	
VERIZON COMMUNICATION 2.45% DUE 11/1/22	1,225.	0.	1,225.	1,225.	
VERIZON COMMUNICATIONS - DIVIDENDS	1,068.	0.	1,068.	1,068.	
VODAFONE GROUP PLC 2.95% DUE 2/19/23 - INTEREST	738.	0.	738.	738.	
WAL MART STORES INC - DIVIDENDS	699.	0.	699.	699.	
WALGREEN CO CORP NT 3.1% DUE 9/15/22 - INTEREST	620.	0.	620.	620.	
WASHINGTON MUTUAL INVS FD INC - DIVIDENDS	1,503.	1,116.	387.	387.	
WASTE MGMT INC DEL - DIVIDENDS	186.	0.	186.	186.	
WELLS FARGO & CO NEW - DIVIDENDS	820.	0.	820.	820.	
WELLS FARGO & CO PFD 5.2% - DIVIDENDS	1,300.	0.	1,300.	1,300.	
WEST VA UNIV REVS RFDG 3.619% DUE 10/1/28 - INTEREST	1,810.	0.	1,810.	1,810.	
TO PART I, LINE 4	259,499.	8,687.	250,812.	250,812.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
GRAY, GRIFFITH & MAYS, AC	2,026.	2,026.		0.
TO FORM 990-PF, PG 1, LN 16B	2,026.	2,026.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TRUST DEPARTMENT FEES	21,938.	21,938.		0.
TAXES & PENALTIES	1,981.	0.		0.
LICENSES & FEES	26.	26.		0.
FOREIGN TAXES	372.	372.		0.
BANK FEES	36.	36.		0.
TO FORM 990-PF, PG 1, LN 23	24,353.	22,372.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 5

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CITY NATIONAL BANK	7,269,781.	7,170,559.
TOTAL TO FORM 990-PF, PART II, LINE 10B	7,269,781.	7,170,559.

FORM 990-PF CORPORATE BONDS STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CITY NATIONAL BANK	1,440,041.	1,409,481.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,440,041.	1,409,481.

FORM 990-PF — LIST OF SUBSTANTIAL CONTRIBUTORS — STATEMENT 7
PART VII-A, LINE 10

NAME OF CONTRIBUTOR	ADDRESS
JOHN R. ELLIOT	240 CAPITOL STREET, SUITE 500 CHARLESTON, WV 25301

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION PART XV, LINES 2A THROUGH 2D STATEMENT 8

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

JOHN R. ELLIOT
240 CAPITOL STREET, SUITE 500
CHARLESTON, WV 25301

TELEPHONE NUMBER

(304)344-1623

FORM AND CONTENT OF APPLICATIONS

LETTER APPLICATIONS WHICH INCLUDE: NAME, MISSION, & AMOUNT REQUESTED, AND PURPOSE OF EACH ENTITY AS WELL AS VERIFICATION OF TAX EXEMPT STATUS.

ANY SUBMISSION DEADLINES

N/A

RESTRICTIONS AND LIMITATIONS ON AWARDS

THE FOUNDATION WILL MAKE QUALIFYING DISTRIBUTIONS TO ESTABLISHED PUBLIC CHARITIES, COLLEGES AND UNIVERSITIES, MEDICAL INSTITUTIONS AND OTHER QUALIFYING RECIPIENTS, PRIMARILY LOCATED IN THE STATE OF WEST VIRGINIA. THE FOUNDATION WILL MAKE SUCH CONTRIBUTIONS BASED UPON ANALYSIS AND DETERMINATIONS BY ITS BOARD OF DIRECTORS AS TO WORTHY AND DESERVING RECIPIENTS IN EACH YEAR. THE FOUNDATION WILL ALSO REVIEW AND CONSIDER REQUESTS FOR GRANTS OR CONTRIBUTIONS FROM ANY QUALIFYING RECIPIENT ORGANIZATIONS, AND IN CONSIDERING AND MAKING SUCH GRANTS IT WILL PRIMARILY FOCUS ON CULTURAL, ARTS, ENVIRONMENTAL AND EDUCATIONAL ASPECTS.