

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

2016

Department of the Treasury
Internal Revenue Service

▶ Do not enter social security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

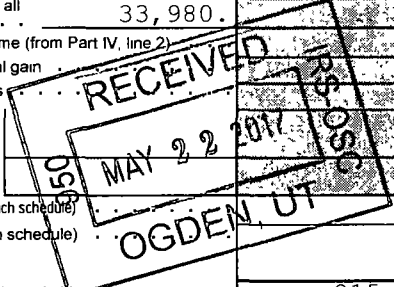
Open to Public Inspection

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

Name of foundation THE HUNTINGTON FOUNDATION, INC.		A Employer identification number 55-0370129
Number and street (or P O box number if mail is not delivered to street address) P. O. BOX 2548		B Telephone number (see instructions) (304) 522-0611
City or town, state or province, country, and ZIP or foreign postal code HUNTINGTON WV 25726		C If exemption application is pending, check here . ▶ <input type="checkbox"/>
G Check all that apply		D 1 Foreign organizations, check here ▶ <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	2 Foreign organizations meeting the 85% test, check here and attach computation ▶ <input type="checkbox"/>
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ <input type="checkbox"/>
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ <input type="checkbox"/>
H Check type of organization		
<input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation		
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust		
<input type="checkbox"/> Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 6,698,118.	J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	

Part II Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants etc., received (attach schedule)				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	158,368.	158,368.		
4 Dividends and interest from securities	50,746.	50,746.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	5,886.	I-6a Stmt		
b Gross sales price for all assets on line 6a	33,980.			
7 Capital gain net income (from Part IV, line 2)		5,886.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total Add lines 1 through 11	215,000.	215,000.		
13 Compensation of officers, directors, trustees, etc.	14,400.	14,400.		
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach sch) I-16b Stmt.	8,655.	6,924.		1,731.
c Other professional fees (attach sch) I-16c Stmt.	490.	417.		73.
17 Interest	14,047.			
18 Taxes (attach schedule)(see Insts)				
19 Depreciation (attach schedule) and depletion				
20 Occupancy	2,640.	1,980.		660.
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) See Line 23 Stmt	22,203.	16,652.		5,551.
24 Total operating and administrative expenses Add lines 13 through 23	62,435.	40,373.		8,015.
25 Contributions, gifts, grants paid	220,412.			220,412.
26 Total expenses and disbursements. Add lines 24 and 25	282,847.	40,373.		228,427.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-67,847.			
b Net investment income (if negative, enter -0-)		174,627.		
c Adjusted net income (if negative, enter -0-)				

SCANNED MAY 22 2017
ADMINISTRATIVE EXPENSES



17

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		3,357.	6,553.	6,553.
	2	Savings and temporary cash investments		425,353.	348,282.	348,282.
	3	Accounts receivable ▶ 318.				
		Less allowance for doubtful accounts ▶		221.	318.	318.
	4	Pledges receivable ▶				
		Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach sch) ▶				
		Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges		2,610.	3,296.	3,296.
	10a	Investments — U S and state government obligations (attach schedule) L-10a Stmt		4,797,286.	3,974,591.	3,974,591.
	b	Investments — corporate stock (attach schedule) L-10b Stmt		1,274,292.	1,797,354.	1,797,354.
	c	Investments — corporate bonds (attach schedule) L-10c Stmt		172,245.	554,930.	554,930.
	11	Investments — land, buildings, and equipment basis ▶				
	Less accumulated depreciation (attach schedule) ▶					
12	Investments — mortgage loans					
13	Investments — other (attach schedule)					
14	Land, buildings, and equipment basis ▶ 18,268.					
	Less accumulated depreciation (attach schedule) L-14 Stmt ▶ 18,268.		0.	0.	0.	
15	Other assets (describe ▶ ACCRUED INTEREST)		13,510.	12,794.	12,794.	
16	Total assets (to be completed by all filers — see the instructions Also, see page 1, item I).		6,688,874.	6,698,118.	6,698,118.	
LIABILITIES	17	Accounts payable and accrued expenses		8,987.	6,626.	
	18	Grants payable		514,548.	452,210.	
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)		523,535.	458,836.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>					
	24	Unrestricted		6,165,339.	6,239,282.	
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>					
	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)		6,165,339.	6,239,282.		
31	Total liabilities and net assets/fund balances (see instructions)		6,688,874.	6,698,118.		

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	6,165,339.
2	Enter amount from Part I, line 27a	2	-67,847.
3	Other increases not included in line 2 (itemize) ▶ CHANGE IN UNREALIZED GAIN ON INVESTMENTS	3	141,790.
4	Add lines 1, 2, and 3	4	6,239,282.
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	6,239,282.

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 33,980.		28,094.	5,886.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			5,886.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px; display: inline-block;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>	2	5,886.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div style="border: 1px solid black; padding: 2px; display: inline-block;"> If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 </div>	3	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2015	396,676.	6,652,037.	0.059632
2014	302,906.	6,795,730.	0.044573
2013	192,214.	6,882,005.	0.027930
2012	612,829.	7,219,930.	0.084880
2011	301,393.	7,041,265.	0.042804

2 Total of line 1, column (d)	2	0.259819
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.051964
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5.	4	6,662,084.
5 Multiply line 4 by line 3	5	346,189.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,746.
7 Add lines 5 and 6	7	347,935.
8 Enter qualifying distributions from Part XII, line 4	8	228,427.

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)

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b	1	3,493.
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	3,493.
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	3,493.
6 Credits/Payments		
a 2016 estimated tax pmts and 2015 overpayment credited to 2016	6 a	2,179.
b Exempt foreign organizations – tax withheld at source	6 b	
c Tax paid with application for extension of time to file (Form 8868)	6 c	
d Backup withholding erroneously withheld	6 d	
7 Total credits and payments Add lines 6a through 6d	7	2,179.
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> 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	1,314.
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0.
11 Enter the amount of line 10 to be Credited to 2017 estimated tax 0. Refunded	11	

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>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</i>		X
c Did the foundation file Form 1120-POL for this year?		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? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, col (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) WEST VIRGINIA		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i>	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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' attach schedule (see instructions)	11	Yes	No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	X	
14	The books are in care of ▶ EXECUTIVE SECRETARY Telephone no ▶ (304) 522-0611 Located at ▶ 916 5TH AVE #207 HUNTINGTON, WV ZIP + 4 ▶ 25701			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If 'Yes,' enter the name of the foreign country ▶	16	Yes	No
				X

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
1 a	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1 b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	1 c	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	2 b	
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 __		
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If 'Yes,' did it have excess business holdings in 2016 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016)	3 b	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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 2016?	4 b	X

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

5 a 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)?

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?

If 'Yes,' attach the statement required by Regulations section 53.4945–5(d)

6 a 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?

If 'Yes' to 6b, file Form 8870

7 a 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?

5 b			
6 b			X
7 b			

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
FRANK HANSHAW JR 163 WOODLAND DRIVE HUNTINGTON WV 25705	PRESIDENT 6.00	3,600.	0.	0.
LEON K OXLEY 81 COPPER GLEN DRIVE HUNTINGTON WV 25701	VICE PRES. 6.00	3,600.	0.	0.
KERMIT E. MCGINNIS P O BOX 1037 HUNTINGTON WV 25713	SEC./TRSR. 6.00	3,600.	0.	0.
DR. JOSEPH B. TOUMA 2970 STAUNTON ROAD HUNTINGTON WV 25702	DIRECTOR 6.00	3,600.	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 None

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 NONE	0.
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 NONE	0.
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	None

BAA Form 990-PF (2016)

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	1 a	6,372,854.
b Average of monthly cash balances	1 b	374,274.
c Fair market value of all other assets (see instructions)	1 c	16,409.
d Total (add lines 1a, b, and c)	1 d	6,763,537.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	
2 Acquisition indebtedness applicable to line 1 assets	2	
3 Subtract line 2 from line 1d	3	6,763,537.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	101,453.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	6,662,084.
6 Minimum investment return. Enter 5% of line 5.	6	333,104.

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	333,104.
2 a Tax on investment income for 2016 from Part VI, line 5	2 a	3,493.
2 b Income tax for 2016 (This does not include the tax from Part VI)	2 b	
2 c Add lines 2a and 2b	2 c	3,493.
3 Distributable amount before adjustments. Subtract line 2c from line 1.	3	329,611.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4.	5	329,611.
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	329,611.

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	1 a	228,427.
b Program-related investments — total from Part IX-B.	1 b	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)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	228,427.
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	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4.	6	228,427.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				329,611.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			196,517.	
b Total for prior years 20 __, 20 __, 20 __				
3 Excess distributions carryover, if any, to 2016				
a From 2011 0.				
b From 2012 0.				
c From 2013 0.				
d From 2014 0.				
e From 2015 0.				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>228,427.</u>				
a Applied to 2015, but not more than line 2a			196,517.	
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 2016 distributable amount				31,910.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2016 (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	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				
d Subtract line 6c from line 6b Taxable amount — see instructions		0.		
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				297,701.
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 2011 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2012 0.				
b Excess from 2013 0.				
c Excess from 2014 0.				
d Excess from 2015 0.				
e Excess from 2016 0.				

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 2016, enter the date of the ruling ▶

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

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

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

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

THE HUNTINGTON FOUNDATION, INC. C/O EXECUTIVE SECRETARY
 916 5TH AVE #207
 HUNTINGTON WV 25701 (304) 522-0611

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

STANDARD APPLICATION FORM SUBMITTED TO GRANT COMMITTEE FOR APPROVAL

c Any submission deadlines

NONE

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

ALL APPLICANTS MUST BE NOT-FOR-PROFIT ORGANIZATIONS

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				
HERITAGE FARM FOUNDATION 3300 HARVEY ROAD HUNTINGTON WV 25704	N/A	N/A	RENOVATIONS	20,000.
CABELL COUNTY SCHOOLS 2850 5TH AVE HUNTINGTON WV 25702	N/A	N/A	EQUIPMENT	6,500.
CABELL CO COALITION FOR THE HOMELESS 627 4TH AVE HUNTINGTON WV 25701	N/A	N/A	RENOVATIONS	15,290.
RECOVERY POINT 2425 9TH AVE HUNTINGTON WV 25703	N/A	N/A	RENOVATIONS ROOF	20,000.
CABELL COUNTY PUBLIC LIBRARY 455 9TH STREET HUNTINGTON WV 25701	N/A	N/A	REPLACEMENT FESTIVAL OF BOOKS	2,500.
LILY'S PLACE 1320 7TH AVE HUNTINGTON WV 25701	N/A	N/A	RENOVATIONS ROOF	15,000.
THE MARSHALL FOUNDATION 519 JOHN MARSHALL DR HUNTINGTON WV 25703	N/A	N/A	REPLACEMENT SCHOOL OF PHARMACY	3,500.
UNLIMITED FUTURES INC 1650 8TH AVE HUNTINGTON WV 25703	N/A	N/A	PROJECT RENOVATIONS KITCHEN	15,000.
CABELL COUNTY PUBLIC LIBRARY 455 9TH STREET HUNTINGTON WV 25701	N/A	N/A	EQUIPMENT IPAD STANDS	4,928.
See Line 3a statement				117,694.
Total				220,412.
b Approved for future payment				
CITY OF HUNTINGTON FOUNDATION 800 FIFTH AVE, CITY BLDG HUNTINGTON WV 25701	N/A	N/A	FACILITY UPGRADE	4,500.
AMERICAN FOUNDATION FOR THE BLIND 1000 5TH AVENUE HUNTINGTON WV 25701	N/A	N/A	OPERATIONAL SUPPORT	28,125.
See Line 3b statement				419,585.
Total				452,210.

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

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

Table with columns: Yes, No. Rows: 1 a (1) Cash, 1 a (2) Other assets, 1 b (1) Sales of assets to a noncharitable exempt organization, 1 b (2) Purchases of assets from a noncharitable exempt organization, 1 b (3) Rental of facilities, equipment, or other assets, 1 b (4) Reimbursement arrangements, 1 b (5) Loans or loan guarantees, 1 b (6) Performance of services or membership or fundraising solicitations, 1 c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

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.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

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

b If 'Yes,' complete the following schedule

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

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.

Sign Here: Signature of officer or trustee, Date 05/12/2017, Title PRESIDENT. May the IRS discuss this return with the preparer shown below (see instructions)? [X] Yes [] No

Paid Preparer Use Only: Print/Type preparer's name CHARLES WILLIAM WRIGHT, CPA; Preparer's signature Charles William Wright, CPA; Date 05/11/17; Check self-employed; PTIN P00003273; Firm's name TRAINER WRIGHT & PATERNO; Firm's address P.O. BOX 2608 HUNTINGTON WV 25726; Firm's EIN 55-0554030; Phone no (304) 697-7083.

Name THE HUNTINGTON FOUNDATION, INC. Employer Identification Number 55-0370129

Asset Information:

Description of Property STRATEGIC VALUE DIVIDEND FD CAP GAIN DISTR
Date Acquired . Various How Acquired . . . Purchased
Date Sold . . . Various Name of Buyer . . .
Sales Price . . . 509. Cost or other basis (do not reduce by depreciation) . . . 0.
Sales Expense . . . Valuation Method
Total Gain (Loss) . . . 509. Accumulation Depreciation . . .

Description of Property DODGE & COX INCOME FD 147 CAP GAIN DISTRIBUTION
Date Acquired . Various How Acquired . . . Purchased
Date Sold . . . Various Name of Buyer . . .
Sales Price . . . 14. Cost or other basis (do not reduce by depreciation) . . .
Sales Expense . . . Valuation Method
Total Gain (Loss) . . . 14. Accumulation Depreciation . . .

Description of Property999 SH LAMB WESTON HLDGS INC
Date Acquired . 06/24/16 How Acquired . . . Purchased
Date Sold . . . 12/16/16 Name of Buyer . . .
Sales Price . . . 35. Cost or other basis (do not reduce by depreciation) . . . 32.
Sales Expense . . . Valuation Method
Total Gain (Loss) . . . 3. Accumulation Depreciation . . .

Description of Property 99 SH LAMB WESTON HLDGS INC
Date Acquired . 06/24/16 How Acquired . . . Purchased
Date Sold . . . 12/21/16 Name of Buyer . . .
Sales Price . . . 3,467. Cost or other basis (do not reduce by depreciation) . . . 3,133.
Sales Expense . . . Valuation Method
Total Gain (Loss) . . . 334. Accumulation Depreciation . . .

Description of Property 275 SH BAXALTA INC
Date Acquired . 09/17/14 How Acquired . . . Purchased
Date Sold . . . 06/03/16 Name of Buyer . . .
Sales Price . . . 4,950. Cost or other basis (do not reduce by depreciation) . . . 3,492.
Sales Expense . . . Valuation Method
Total Gain (Loss) . . . 1,458. Accumulation Depreciation . . .

Description of Property 200 SH JOHNSON CONTROLS INC
Date Acquired . 04/25/14 How Acquired . . . Purchased
Date Sold . . . 09/14/16 Name of Buyer . . .
Sales Price . . . 1,146. Cost or other basis (do not reduce by depreciation) . . . 1,094.
Sales Expense . . . Valuation Method
Total Gain (Loss) . . . 52. Accumulation Depreciation . . .

Description of Property755 SH SHIRE PLC-ADR
Date Acquired . 09/17/14 How Acquired . . . Purchased
Date Sold . . . 06/17/16 Name of Buyer . . .
Sales Price . . . 128. Cost or other basis (do not reduce by depreciation) . . . 102.
Sales Expense . . . Valuation Method
Total Gain (Loss) . . . 26. Accumulation Depreciation . . .

Description of Property See Net Gain or Loss from Sale of Assets
Date Acquired How Acquired
Date Sold Name of Buyer
Sales Price Cost or other basis (do not reduce by depreciation)
Sales Expense Valuation Method
Total Gain (Loss) Accumulation Depreciation

Form 990-PF, Part I, Lines 6a

Net Gain or Loss from Sale of Assets**Asset Information:**

Description of Property 16.7 SH ADIENT PLC ORD SHS
 Business Code Exclusion Code . . . 14
 Date Acquired 04/25/14 How Acquired . . . Purchased
 Date Sold 12/21/16 Name of Buyer . . .
 Check Box, if Buyer is a Business. . . .
 Sales Price 927. Cost or other basis (do not reduce by depreciation) 0.
 Sales Expense Valuation Method
 Total Gain (Loss) 927. Accumulated Depreciation

Description of Property 14 SH JOHNSON CTLS INTL PLC
 Business Code Exclusion Code. . . . 14
 Date Acquired 04/25/14 How Acquired . . . Purchased
 Date Sold 09/28/16 Name of Buyer . . .
 Check Box, if Buyer is a Business. . . .
 Sales Price 6. Cost or other basis (do not reduce by depreciation) 6.
 Sales Expense Valuation Method
 Total Gain (Loss) 0. Accumulated Depreciation

Description of Property 69 SH SHIRE PLC-ADR
 Business Code Exclusion Code. . . . 14
 Date Acquired 09/17/14 How Acquired . . . Purchased
 Date Sold 07/18/16 Name of Buyer . . .
 Check Box, if Buyer is a Business. . . .
 Sales Price 13,303. Cost or other basis (do not reduce by depreciation) 8,591.
 Sales Expense Valuation Method
 Total Gain (Loss) 4,712. Accumulated Depreciation

Description of Property 250 SH CENTURYLINK INC
 Business Code Exclusion Code. . . . 14
 Date Acquired 05/09/13 How Acquired . . . Purchased
 Date Sold 01/14/16 Name of Buyer . . .
 Check Box, if Buyer is a Business. . . .
 Sales Price 5,786. Cost or other basis (do not reduce by depreciation) 9,520.
 Sales Expense Valuation Method
 Total Gain (Loss) -3,734. Accumulated Depreciation

Description of Property 200 SH BAXALTA COM
 Business Code Exclusion Code. . . . 14
 Date Acquired 12/21/09 How Acquired . . . Purchased
 Date Sold 06/03/16 Name of Buyer . . .
 Check Box, if Buyer is a Business. . . .
 Sales Price 3,600. Cost or other basis (do not reduce by depreciation) 2,054.
 Sales Expense Valuation Method
 Total Gain (Loss) 1,546. Accumulated Depreciation

Description of Property 64 SH SHIRE PLC-ADR
 Business Code Exclusion Code. . . . 14
 Date Acquired 12/21/09 How Acquired . . . Purchased
 Date Sold 06/17/16 Name of Buyer . . .
 Check Box, if Buyer is a Business. . . .
 Sales Price 109. Cost or other basis (do not reduce by depreciation) 70.
 Sales Expense Valuation Method
 Total Gain (Loss) 39. Accumulated Depreciation

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

Other expenses	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
INSURANCE	5,260.	3,945.		1,315.
POST OFFICE BOX RENT	228.	171.		57.
SUPPLIES	129.	97.		32.
PHONE	823.	617.		206.
POSTAGE	16.	12.		4.
INVESTMENT	13,770.	10,327.		3,443.
MEETINGS	104.	78.		26.
MISCELLANEOUS	1,873.	1,405.		468.
Total	<u>22,203.</u>	<u>16,652.</u>		<u>5,551.</u>

Form 990-PF, Page 11, Part XV, line 3a

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foun- dation status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox
				Amount
a Paid during the year				
ROTARY CLUB OF HUNTINGTON P O BOX 1311 HUNTINGTON WV 25714	N/A	N/A	PARK IMPROVEMENTS	Person or Business <input checked="" type="checkbox"/> 22,808.
THE HUNTINGTON MUSEUM OF ART 2033 MCCOY ROAD HUNTINGTON WV 25701	N/A	N/A	SPECIAL PROJECTS SUPPORT	Person or Business <input checked="" type="checkbox"/> 93,886.
CABELL COUNTY SCHOOLS 2850 5TH AVE HUNTINGTON WV 25702	N/A	N/A	AFTER SCHOOL PROGRAM	Person or Business <input checked="" type="checkbox"/> 1,000.

Total

117,694.

Form 990-PF, Page 10, Part XV, line 3b
Line 3b statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foun- dation status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox
				Amount
b Approved for future payment				
MARSHALL UNIVERSITY MEDICAL SCHOOL 1600 MEDICAL CENTER DR HUNTINGTON WV 25701	N/A	N/A	OPERATIONAL SUPPORT	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 76,384.
BOY SCOUTS OF AMERICA 823 ADAMS AVENUE HUNTINGTON WV 25704	N/A	N/A	OUTREACH SITES	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 14,753.
UNITED WAY OF THE RIVER CITIES 820 MADISON AVE HUNTINGTON WV 25704	N/A	N/A	OPERATIONAL SUPPORT	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 34,949.
MARSHALL UNIVERSITY MEDICAL SCHOOL 1600 MEDICAL CENTER DR HUNTINGTON WV 25701	N/A	N/A	OPERATIONAL SUPPORT GERIATRICIAN	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 92,267.
MARSHALL UNIVERSITY MEDICAL SCHOOL 1600 MEDICAL CENTER DR HUNTINGTON WV 25701	N/A	N/A	OPERATIONAL SUPPORT CERTIFICATION	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 47,631.
MARSHALL UNIVERSITY MEDICAL SCHOOL 1600 MEDICAL CENTER DR HUNTINGTON WV 25701	N/A	N/A	SCHOLARSHIPS	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 36,907.
ROTARY CLUB OF HUNTINGTON P O BOX 1311 HUNTINGTON WV 25714	N/A	N/A	PARK IMPROVEMENTS	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 22,808.
HUNTINGTON MUSEUM OF ART 2033 MCCOY ROAD HUNTINGTON WV 25701	N/A	N/A	SPECIAL PROJECTS SUPPORT	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 93,886.

Total

419,585.

Form 990-PF, Page 1, Part I
Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TRAINER, WRIGHT & PATERNO	FINANCIAL STATEMENTS, TAX RETURNS, ETC.	8,655.	6,924.		1,731.
Total		<u>8,655.</u>	<u>6,924.</u>		<u>1,731.</u>

Form 990-PF, Page 1, Part I

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FRAZIER & OXLEY LC	SECRETARIAL SERVICES	490.	417.		73.
Total		<u>490.</u>	<u>417.</u>		<u>73.</u>

Form 990-PF, Page 2, Part II, Line 10a

L-10a Stmt

Line 10a - Investments - US and State Government Obligations:	End of Year		End of Year	
	State and Local Obligations Book Value	State and Local Obligations FMV	US Government Obligations Book Value	US Government Obligations FMV
FEDERAL HOME LOAN MORTGAGE CERTIFICATES			3,974,591.	3,974,591.
Total			<u>3,974,591.</u>	<u>3,974,591.</u>

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
VARIOUS CORPORATE EQUITY ACCOUNTS	1,372,398.	1,372,398.
UNREALIZED GAIN/(LOSS) ON AFS	424,956.	424,956.
Total	<u>1,797,354.</u>	<u>1,797,354.</u>

Form 990-PF, Page 2, Part II, Line 10c

L-10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year	
	Book Value	Fair Market Value
VARIOUS CORPORATE BONDS	554,930.	554,930.
Total	<u>554,930.</u>	<u>554,930.</u>

Form 990-PF, Page 2, Part II, Line 14

L-14 Stmt

Line 14b - Description of Land, Buildings, and Equipment	(a) Cost/Other Basis	(b) Accumulated Depreciation	(c) Book Value
OFFICE FURNITURE - PRIOR ACQUISITIONS	3,731.	3,731.	0.

Form 990-PF, Page 2, Part II, Line 14
L-14 Stmt

Continued

Line 14b - Description of Land, Buildings, and Equipment	(a) Cost/Other Basis	(b) Accumulated Depreciation	(c) Book Value
OFFICE EQUIPMENT	13,667.	13,667.	0.
OFFICE EQUIPMENT - COPIER	870.	870.	0.
Total	<u>18,268.</u>	<u>18,268.</u>	<u>0.</u>