

For calendar year 2015, or tax year beginning 01-01-2015 , and ending 12-31-2015

Name of foundation Harry and Zoe Poole Foundation		A Employer identification number 20-1360297	
Number and street (or P O box number if mail is not delivered to street address) 3877 Fairfax Ridge Road		B Telephone number (see instructions) (703) 591-7200	
City or town, state or province, country, and ZIP or foreign postal code Fairfax, VA 22030		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <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		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 3,327,460		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)			

Part I	Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>	Revenue and expenses per books (a)	Net investment income (b)	Adjusted net income (c)	Disbursements for charitable purposes (d) (cash basis only)
Revenue	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	34	34	34	
	4 Dividends and interest from securities	76,893	76,893	76,893	
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10 _____	152,563			
	b Gross sales price for all assets on line 6a _____ 1,349,773				
	7 Capital gain net income (from Part IV, line 2)		152,563		
	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	229,490	229,490	76,927	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	24,000		24,000	
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule).				
	b Accounting fees (attach schedule).	6,600	6,600	6,600	
	c Other professional fees (attach schedule)	50,893	50,893	50,893	
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	2,400	2,400	2,400	
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings.				
	22 Printing and publications				
	23 Other expenses (attach schedule).	3,483	3,483	3,483	
	24 Total operating and administrative expenses. Add lines 13 through 23	87,376	63,376	87,376	0
	25 Contributions, gifts, grants paid	259,000			259,000
	26 Total expenses and disbursements. Add lines 24 and 25	346,376	63,376	87,376	259,000
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-116,886			
	b Net investment income (if negative, enter -0-)		166,114		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	382,967	181,747	181,747
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions).			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	2,200,701	2,055,799	2,055,799
	c	Investments—corporate bonds (attach schedule)	41,296	119,312	119,312
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	1,203,664	970,602	970,602
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets(to be completed by all filers—see the instructions Also, see page 1, item I)	3,828,628	3,327,460	3,327,460	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule).			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities(add lines 17 through 22)		0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	3,828,628	3,327,460	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances(see instructions)	3,828,628	3,327,460	
	31	Total liabilities and net assets/fund balances(see instructions)	3,828,628	3,327,460	

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 3,828,628
2	Enter amount from Part I, line 27a	2 -116,886
3	Other increases not included in line 2 (itemize) ▶ _____	3
4	Add lines 1, 2, and 3	4 3,711,742
5	Decreases not included in line 2 (itemize) ▶ _____	5 384,282
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6 3,327,460

Part IV

Capital Gains and Losses for Tax on Investment Income

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)		How acquired P—Purchase D—Donation (b)	Date acquired (c) (mo , day, yr)	Date sold (d) (mo , day, yr)
1 a	Publicly Traded Securities	P	2015-01-01	2015-12-15
b	Publicly Traded Securities	P	2000-01-01	2015-12-15
c	Capital Gain Dividends			
d				
e				

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
a 360,582		398,518	-37,936
b 962,232		798,692	163,540
c			26,959
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) (l)
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
a			-37,936
b			163,540
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	152,563
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	-37,936

Part V

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

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)
If section 4940(d)(2) applies, leave this part blank

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

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

(a) 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))
2014	178,500	3,860,612	0 04624
2013	196,050	3,652,744	0 05367
2012	167,750	3,391,877	0 04946
2011	139,500	3,477,228	0 04012
2010	150,330	3,281,999	0 04580

2	Total of line 1, column (d).	2	0 235286
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 047057
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5.	4	3,563,453
5	Multiply line 4 by line 3.	5	167,685
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	1,661
7	Add lines 5 and 6.	7	169,346
8	Enter qualifying distributions from Part XII, line 4.	8	259,000

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 VII

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

1a

Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1
Date of ruling or determination letter _____
(attach copy of letter if necessary—see instructions)

2

Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b

3

All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)

4

Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5

Add lines 1 and 2.

6

Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

7

Tax based on investment income. Subtract line 6 from line 5. If zero or less, enter -0-

8

Credits/Payments

9

2015 estimated tax payments and 2014 overpayment credited to 2015

10

Exempt foreign organizations—tax withheld at source

11

Tax paid with application for extension of time to file (Form 8868).

12

Backup withholding erroneously withheld

13

Total credits and payments. Add lines 9a through 12d.

14

Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached

15

Tax due. If the total of lines 7 and 14 is more than line 13, enter amount owed

16

Overpayment. If line 13 is more than the total of lines 7 and 14, enter the amount overpaid.

17

Enter the amount of line 16 to be Credited to 2015 estimated tax 5,000 Refunded

1

1,661

2

3

1,661

4

5

1,661

6a

8,576

6b

6c

4,500

6d

7

13,076

8

9

10

11,415

11

6,415

Part VII-A

Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
1a				No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file Form 1120-POL for this year?			No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ (2) On foundation managers \$			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5		No
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		No
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) VA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Form 990-PF (2015)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	Yes	
14	The books are in care of ▶ Paul M Gurman Telephone no ▶ (703) 591-7200 Located at ▶ 3877 Fairfax Ridge Road Suite 200N Fairfax VA ZIP+4 ▶ 22030			
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	15		
16	At any time during calendar year 2015, 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 instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶	16	Yes No	No No

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (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)? Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	1b		No
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 2015?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? <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).	2b		No
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2015 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 2015).	3b		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015?	4b		No

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

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

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	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
Paul M Gurman 3877 Fairfax Ridge Road 200N Fairfax, VA 22030	President 4 00	20,000		
Charles Wight 3877 Fairfax Ridge Road 200N Fairfax, VA 22030	Director 0 00	2,000		
John Riley 3877 Fairfax Ridge Road 200N Fairfax, VA 22030	Director 0 00	2,000		
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	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
NONE				
Total number of other employees paid over \$50,000. ▶				

Part VIII

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

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

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

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

Part IX-A

Summary of Direct Charitable Activities

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

	Expenses
1	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	

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	3,280,408
b	Average of monthly cash balances.	1b	337,311
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	3,617,719
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	
3	Subtract line 2 from line 1d.	3	3,617,719
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	54,266
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,563,453
6	Minimum investment return. Enter 5% of line 5.	6	178,173

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	178,173
2a	Tax on investment income for 2015 from Part VI, line 5.	2a	1,661
b	Income tax for 2015 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,661
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	176,512
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	176,512
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	176,512

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	259,000
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	259,000
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	1,661
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	257,339

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				176,512
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.			104,737	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2015				
a From 2010.				
b From 2011.				
c From 2012.				
d From 2013.				
e From 2014.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ \$ 259,000				
a Applied to 2014, but not more than line 2a			104,737	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2015 distributable amount.				154,263
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2014 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015.				22,249
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 2010 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a.				
10 Analysis of line 9				
a Excess from 2011.				
b Excess from 2012.				
c Excess from 2013.				
d Excess from 2014.				
e Excess from 2015.				

Part XIV

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b Check box to indicate whether the organization is a:

Tax year	Prior 3 years			(e) Total
(a) 2015	(b) 2014	(c) 2013	(d) 2012	

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Part XV

1 Information Regarding Foundation Managers:

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

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

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

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

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

Harry and Zoe Poole Foundation
3877 Fairfax Ridge Road Suite 200N
Fairfax, VA 22030
(703) 591-7200

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

Written request

c Any submission deadlines

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

Funds should be used to promote education or benefit children

Part XV

Supplementary Information(continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<div>a Paid during the year</div> <div>See Additional Data TableSee Additional Data Table</div>				
<div>Total</div>			<div>▶ 3a</div>	259,000
<div>b Approved for future payment</div>				
<div>Total</div>			<div>▶ 3b</div>	

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2015)

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

a Transfers from the reporting foundation to a noncharitable exempt organization of		
(1) Cash.	1a(1)	No
(2) Other assets.	1a(2)	No
b Other transactions		
(1) Sales of assets to a noncharitable exempt organization.	1b(1)	No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)	No
(3) Rental of facilities, equipment, or other assets.	1b(3)	No
(4) Reimbursement arrangements.	1b(4)	No
(5) Loans or loan guarantees.	1b(5)	No
(6) Performance of services or membership or fundraising solicitations.	1b(6)	No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c	No
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received		

[illegible]

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.		
	<div style="border-bottom: 1px solid black; text-align: center; margin-bottom: 5px;">*****</div> <div style="border-bottom: 1px solid black; text-align: center;">Signature of officer or trustee</div>	<div style="border-bottom: 1px solid black; text-align: center; margin-bottom: 5px;">2016-11-09</div> <div style="border-bottom: 1px solid black; text-align: center;">Date</div>	<div style="border-bottom: 1px solid black; text-align: center; margin-bottom: 5px;">*****</div> <div style="border-bottom: 1px solid black; text-align: center;">Title</div>

May the IRS discuss this return with the preparer shown below
 (see instr.)? ☐ Yes ☒ No

Paid Preparer Use Only	Print/Type preparer's name John J Kelly	Preparer's Signature	Date	Check if self-employed <input checked="" type="checkbox"/>	PTIN P00483689
	Firm's name ▶ Gurman & Company PLLC			Firm's EIN ▶	
	Firm's address ▶ 3877 Fairfax Ridge Rd Ste 200N Fairfax, VA 220307473			Phone no (703) 591-7200	

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
JCCNV 8900 Little Rive Turnpike Fairfax,VA 22031	None	PC	Special Needs progamming	15,000
Tee Off For Tots 1650 Tysons Blvd 10th Floor McLean,VA 22102	None	PC	Children Educational programs	20,000
The Sunshine Foundation 1041 Mill Creek Drive Feasterville,PA 19053	None	PC	Ill children programming	5,000
The Youth Quest Foundation 14151 Newbrook Drive Suite 20 Chantilly,VA 20151	None	PC	At-Risk Children Educational Programming	6,000
Bright Beginnings Inc 128 M Street NW Washington,DC 20001	None	PC	Children and Parenting Educational Programming	10,000
Doorways for Women and Families PO Box 100185 Arlington,VA 22210	None	PC	At-Risk Women and Children assistance programming	15,000
Reach Out and Read Virginia 1742 Parham Road Richmond,VA 23228	None	PC	Children reading programming	10,000
ECHO Inc 7205 Old Keene Mill Road Springfield,VA 22150	None	PC	Temporary assistance for needy families	7,500
The Reading Connection 4001 N 9th Street Suite 226 Arlington,VA 22003	None	PC	Assistance for education program	10,000
Clifton Lions Club 7207 Main Street Clifton,VA 20124	None	PC	Assistance for life with cancer program	500
Massachusetts Inst of Tech 77 Massachusetts Avenue Cambridge,MA 02139	None	PC	Educational scholarships	25,000
Navy Safe Harbor Foundation 3631 Ransom Place Alexandria,VA 22306	None	PC	Children Support	4,000
Parkmont School 4842 Sixteenth Street NW Washington,DC 20011	None	PC	Special needs literacy programming	10,000
Kilmer Center - Ffx Cty Public Scho 8102 Wolftrap Road Vienna,VA 22182	None	PC	Special needs programming	1,000
Carpenter's Shelter 930 North Henry Street Alexandria,VA 22314	None	PC	Support homeless achieve independencespecial needs programming	5,000
Total ▶ 3a				259,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Jill's House PO Box 9104 McLean,VA 22102	None	PC	At-risk families with special needs children programming	5,000
The Salvation Army 2626 Pennsylvania Avenue NW Washington,DC 20037	None	PC	Educational supplies programming	10,000
Radford University PO Box 6915 Radford,VA 24142	None	PC	Scholarship	10,000
Camp Virginia Jaycees Inc PO Box 648 Blue Ridge,VA 24064	None	PC	Special needs programming	5,000
Birthright of Woodbridge Inc 4207 Dale Boulevard Woodbridge,VA 22193	None	PC	Assistance to families	2,000
Medical Care for Children Prtnshp Found 1616 Anderson Road McLean,VA 22102	None	PC	Children's needs	5,000
Space of Her Own Inc PO Box 230283 Alexandria,VA 22320	None	PC	At risk children's needs through mentoring	15,000
So Others Might Eat 71 O Street NW Washington,DC 20001	None	PC	Family needs	5,000
United Community Ministries 7511 Fordson Road Alexandria,VA 22306	None	PC	Children's programs	10,000
Theatre Arts Festival for Youth 210 Ross Drive Vienna,VA 22180	None	PC	Special needs programming	6,000
Homestretch 303 South Maple Avenue 400 Falls Church,VA 22046	None	PC	Special needs programming	7,500
Food for Others 2938 Prosperity Avenue Fairfax,VA 22031	None	PC	To provide food on weekends to children from low or no income families	7,000
Touching Heart PO Box 710282 Herndon,VA 20171	None	PC	Children's education through philanthropy	10,000
Washington Tennis Education Foundat 16th and Kennedy Streets NW Washington,DC 20011	None	PC	At risk children after school programming	5,000
Good Shepherd Housing Family Serv I PO Box 15096 Alexandria,VA 22309	None	PC	Reducing homelessness and promoting self sufficiency	7,500
Total ▶ 3a				259,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Children's Science Center 2214 Rock Hill Road Suite 380 Herndon, VA 20170	None	PC	Children STEM education	5,000
Total ▶ 3a				259,000

TY 2015 Accounting Fees Schedule**Name:** Harry and Zoe Poole Foundation**EIN:** 20-1360297**Software ID:** 15000324**Software Version:** 2015v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Bookkeeping	2,400	2,400	2,400	0
Tax preparation fees	4,200	4,200	4,200	0

TY 2015 Investments Corporate Bonds Schedule**Name:** Harry and Zoe Poole Foundation**EIN:** 20-1360297**Software ID:** 15000324**Software Version:** 2015v2.0

Name of Bond	End of Year Book Value	End of Year Fair Market Value
Barclay's Bk PLC - 1600 units	41,552	41,552
JP Morgan 6.15% Pfd - 3,000 shares	77,760	77,760

TY 2015 Investments Corporate Stock Schedule**Name:** Harry and Zoe Poole Foundation**EIN:** 20-1360297**Software ID:** 15000324**Software Version:** 2015v2.0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
WF #3022-3523 Penn Capital -Mid Cap Core	224,280	224,280
WF #8305-8124 Hays Advisory Lrg Cap Eq		
WF #5394-1653 Whv Int'l Equity	152,611	152,611
WF #1954-2616 Atalanta/Sosnoff Capital	570,453	570,453
WF #6463-6001 Equity Investment Corp	420,266	420,266
WF #7236-9945 ClearBridge Multi Cap Gwth	649,839	649,839
WF #6069-6645 WP Carey, Inc.	38,350	38,350

TY 2015 Investments - Other Schedule

Name: Harry and Zoe Poole Foundation

EIN: 20-1360297

Software ID: 15000324

Software Version: 2015v2.0

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
Loomis Sayles Strategic Inc - 32,414 Sh	FMV	446,336	446,336
Goldman Sachs Strat Inc Fd - 10,192 shs	FMV	98,045	98,045
Mainstay Funds Unconstr Bd Fd-11,264 shs	FMV	95,181	95,181
Virtus Premium Alphasector - 14,886 shs	FMV		
Allianzgi NFJ Div Int Prem - 93 shs	FMV	1,152	1,152
Alpine Total Dynamic Div - 6618 shs	FMV	50,826	50,826
Calamos Convertible Opp - 1594 shs	FMV	15,797	15,797
Guggenheim Funds Macro Opp - 2,990 shs	FMV	75,327	75,327
Artisan Partners Small Cap Fd - 175 shs	FMV	4,699	4,699
Mainstay Fds Tr Int'l Oppor - 11,016 shs	FMV	91,103	91,103
JP Morgan Tr Intrepid Europe Fd-3870 shs	FMV	92,136	92,136

TY 2015 Other Decreases Schedule**Name:** Harry and Zoe Poole Foundation**EIN:** 20-1360297**Software ID:** 15000324**Software Version:** 2015v2.0

Description	Amount
Federal Income Tax	10,000

TY 2015 Other Expenses Schedule**Name:** Harry and Zoe Poole Foundation**EIN:** 20-1360297**Software ID:** 15000324**Software Version:** 2015v2.0

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Insurance	1,950	1,950	1,950	
Meeting Expenses	938	938	938	
Payroll Processing Fees	595	595	595	

TY 2015 Other Professional Fees Schedule**Name:** Harry and Zoe Poole Foundation**EIN:** 20-1360297**Software ID:** 15000324**Software Version:** 2015v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Consulting and Advisory Fees	50,893	50,893	50,893	0

TY 2015 Taxes Schedule**Name:** Harry and Zoe Poole Foundation**EIN:** 20-1360297**Software ID:** 15000324**Software Version:** 2015v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Foreign Taxes W/H	845	845	845	
Payroll Taxes	1,530	1,530	1,530	
Registration Fee	25	25	25	