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## Return of Private Foundation

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

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Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

OMB No 1545-0052

2016

Open to Public Inspection

Form 990-PF

Department of the Treasury  
Internal Revenue Service

For calendar year 2016 or tax year beginning

, and ending

Name of foundation

CASSIOPEIA FOUNDATION, INC

F/K/A BLUE MOON FUND, INC

Number and street (or P.O. box number if mail is not delivered to street address)

PO BOX 5246

Room/suite

City or town, state or province, country, and ZIP or foreign postal code

CHARLOTTESVILLE, VA 22905-5246

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☒ Address change☒ Name change

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at end of year

J Accounting method:

☐ Cash☒ Accrual

(from Part II, col (c), line 16)

☐ Other (specify)

► \$ 99,805,113. (Part I, column (d) must be on cash basis)

| Part I Analysis of Revenue and Expenses  |  | (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   |  |                                    |                           |                         |   |
| 2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B |  |                                    |                           |                         |   |
| 3 Interest on savings and temporary cash investments   |  | 216.                               | 216.                      |                         | STATEMENT 1   |
| 4 Dividends and interest from securities   |  | 1,327,296.                         | 1,327,296.                |                         | STATEMENT 2   |
| 5a Gross rents   |  |                                    |                           |                         |   |
| b Net rental income or (loss)  |  |                                    |                           |                         |   |
| 6a Net gain or (loss) from sale of assets not on line 10                                       |  | 91,903.                            |                           |                         |   |
| b Gross sales price for all assets on line 6a  |  | 67,566,250.                        |                           |                         |   |
| 7 Capital gain net income (from Part IV, line 2)   |  |                                    | 91,903.                   |                         |   |
| 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  |  | 612,572.                           | 493,272.                  | 147,544.                | STATEMENT 3   |
| 12 Total. Add lines 1 through 11   |  | 2,031,987.                         | 1,912,687.                | 147,544.                |   |
| 13 Compensation of officers, directors, trustees, etc  |  | 225,000.                           | 22,500.                   | 0.                      | 202,500.  |
| 14 Other employee salaries and wages   |  | 659,069.                           | 164,767.                  | 0.                      | 494,302.  |
| 15 Pension plans, employee benefits  |  | 151,494.                           | 37,874.                   | 0.                      | 113,620.  |
| 16a Legal fees STMT 4  |  | 36,733.                            | 0.                        | 307.                    | 30,727.   |
| b Accounting fees STMT 5   |  | 175,820.                           | 87,910.                   | 0.                      | 77,143.   |
| c Other professional fees STMT 6   |  | 1,225,020.                         | 1,131,292.                | 0.                      | 96,357.   |
| 17 Interest  |  | 286.                               | 0.                        | 0.                      | 0.  |
| 18 Taxes STMT 7  |  | 78,943.                            | 33,050.                   | 0.                      | 41,953.   |
| 19 Depreciation and depletion  |  | 102,834.                           | 15,750.                   | 0.                      |   |
| 20 Occupancy   |  | 29,004.                            | 4,641.                    | 0.                      | 21,523.   |
| 21 Travel, conferences, and meetings   |  | 282,260.                           | 16,936.                   | 0.                      | 281,168.  |
| 22 Printing and publications   |  | 9,276.                             | 2,319.                    | 0.                      | 6,957.  |
| 23 Other expenses STMT 8   |  | 277,997.                           | 1,645.                    | 0.                      | 211,274.  |
| 24 Total operating and administrative expenses. Add lines 13 through 23                        |  | 3,253,736.                         | 1,518,684.                | 307.                    | 1,577,524.  |
| 25 Contributions, gifts, grants paid   |  | 18,680,667.                        |                           |                         | 14,053,861.   |
| 26 Total expenses and disbursements. Add lines 24 and 25                                       |  | 21,934,403.                        | 1,518,684.                | 307.                    | 15,631,385.   |
| 27 Subtract line 26 from line 12:  |  |                                    |                           |                         |   |
| a Excess of revenue over expenses and disbursements  |  | -19,902,416.                       |                           |                         |   |
| b Net investment income (if negative, enter -0-)   |  |                                    | 394,003.                  |                         |   |
| c Adjusted net income (if negative, enter -0-)   |  |                                    |                           | 147,237.                |   |

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## CASSIOPEIA FOUNDATION, INC

Form 990-PF (2016)

F/K/A BLUE MOON FUND, INC

13-6034219

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| <b>Part II Balance Sheets</b>      |  | 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 |
| <b>Assets</b>                      | 1  | Cash - non-interest-bearing   |              | 300.              | 300.           | 300.                  |
|                                    | 2  | Savings and temporary cash investments  |              | 1,715,286.        | 15,235,419.    | 15,235,419.           |
|                                    | 3  | Accounts receivable ▶   |              |                   |                |                       |
|                                    |  | Less: allowance for doubtful accounts ▶   |              | 51,530.           |                |                       |
|                                    | 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   |              | 47,345.           | 54,309.        | 54,309.               |
|                                    | 10a  | Investments - U.S. and state government obligations STMT 10                                     |              | 29,203,647.       | 20,946,594.    | 20,946,594.           |
|                                    | b  | Investments - corporate stock STMT 11   |              | 15,532,687.       | 419,246.       | 419,246.              |
|                                    | c  | Investments - corporate bonds STMT 12   |              | 30,659,921.       | 25,709,972.    | 25,709,972.           |
|                                    | 11   | Investments - land, buildings, and equipment basis ▶  |              |                   |                |                       |
|                                    | Less: accumulated depreciation ▶   |   |              |                   |                |                       |
| 12                                 | Investments - mortgage loans   |   |              |                   |                |                       |
| 13                                 | Investments - other STMT 13  |   | 28,296,423.  | 29,642,915.       | 29,642,915.    |                       |
| 14                                 | Land, buildings, and equipment: basis ▶ 3,009,391.   |   |              |                   |                |                       |
|                                    | Less: accumulated depreciation ▶ 1,099,930.  |   | 2,001,103.   | 1,909,461.        | 1,909,461.     |                       |
| 15                                 | Other assets (describe ▶ STATEMENT 14)   |   | 6,432,881.   | 5,886,897.        | 5,886,897.     |                       |
| 16                                 | <b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) |   | 113,941,123. | 99,805,113.       | 99,805,113.    |                       |
| <b>Liabilities</b>                 | 17   | Accounts payable and accrued expenses   |              | 121,581.          | 86,697.        |                       |
|                                    | 18   | Grants payable  |              | 4,753,431.        | 8,877,441.     |                       |
|                                    | 19   | Deferred revenue  |              |                   |                |                       |
|                                    | 20   | Loans from officers, directors, trustees, and other disqualified persons                        |              |                   |                |                       |
|                                    | 21   | Mortgages and other notes payable   |              |                   |                |                       |
|                                    | 22   | Other liabilities (describe ▶ STATEMENT 15)   |              | 37,736.           | 25,944.        |                       |
| 23                                 | <b>Total liabilities</b> (add lines 17 through 22)   |   | 4,912,748.   | 8,990,082.        |                |                       |
| <b>Net Assets or Fund Balances</b> | Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>                   |   |              |                   |                |                       |
|                                    | and complete lines 24 through 26 and lines 30 and 31.  |   |              |                   |                |                       |
|                                    | 24   | Unrestricted  |              | 109,028,375.      | 90,815,031.    |                       |
|                                    | 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                                 | <b>Total net assets or fund balances</b>   |   | 109,028,375. | 90,815,031.       |                |                       |
| 31                                 | <b>Total liabilities and net assets/fund balances</b>  |   | 113,941,123. | 99,805,113.       |                |                       |

**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<br>(must agree with end-of-year figure reported on prior year's return) | 1 | 109,028,375. |
| 2 | Enter amount from Part I, line 27a  | 2 | -19,902,416. |
| 3 | Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9  | 3 | 1,689,072.   |
| 4 | Add lines 1, 2, and 3   | 4 | 90,815,031.  |
| 5 | Decreases not included in line 2 (itemize) ▶  | 5 | 0.           |
| 6 | <b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30  | 6 | 90,815,031.  |

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**CASSIOPEIA FOUNDATION, INC**  
**F/K/A BLUE MOON FUND, INC**
**Part IV Capital Gains and Losses for Tax on Investment Income**

| (a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)  |  | (b) How acquired<br>P - Purchase<br>D - Donation | (c) Date acquired<br>(mo., day, yr.)  | (d) Date sold<br>(mo., day, yr.) |
|---|--|--|---|----------------------------------|
| <b>1a PUBLICLY TRADED SECURITIES</b>  |  |  |   |                                  |
| b   |  |  |   |                                  |
| c   |  |  |   |                                  |
| d   |  |  |   |                                  |
| e   |  |  |   |                                  |
| (e) Gross sales price   | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale  | (h) Gain or (loss)<br>(e) plus (f) minus (g)  |                                  |
| a 67,566,250.   |  | 67,474,347.                                      | 91,903.   |                                  |
| b   |  |  |   |                                  |
| c   |  |  |   |                                  |
| d   |  |  |   |                                  |
| e   |  |  |   |                                  |
| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69   |  |  | (i) Gains (Col. (h) gain minus<br>col. (k), but not less than -0-) or<br>Losses (from col. (h)) |                                  |
| (j) F M.V. as of 12/31/69   | (k) Adjusted basis<br>as of 12/31/69       | (l) Excess of col. (i)<br>over col. (j), if any  |   |                                  |
| a   |  |  | 91,903.   |                                  |
| b   |  |  |   |                                  |
| c   |  |  |   |                                  |
| d   |  |  |   |                                  |
| e   |  |  |   |                                  |
| 2 Capital gain net income or (net capital loss)   |  | 2  |   | 91,903.                          |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):<br>If gain, also enter in Part I, line 8, column (c).<br>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 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<br>Calendar year (or tax year beginning in)  | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio<br>(col. (b) divided by col. (c)) |
|--|---------------------------------------|---|--|
| 2015   | 18,934,708.                           | 127,632,080.                              | .148354  |
| 2014   | 14,283,040.                           | 127,267,249.                              | .112229  |
| 2013   | 19,083,877.                           | 138,301,099.                              | .137988  |
| 2012   | 13,007,784.                           | 149,988,204.                              | .086725  |
| 2011   | 14,857,000.                           | 161,552,426.                              | .091964  |
| 2 Total of line 1, column (d)  |                                       |   | 2 .577260  |
| 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 .115452  |
| 4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5   |                                       |   | 4 112,734,866.   |
| 5 Multiply line 4 by line 3  |                                       |   | 5 13,015,466.  |
| 6 Enter 1% of net investment income (1% of Part I, line 27b)   |                                       |   | 6 3,940.   |
| 7 Add lines 5 and 6  |                                       |   | 7 13,019,406.  |
| 8 Enter qualifying distributions from Part XII, line 4   |                                       |   | 8 15,631,385.  |

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.

## CASSIOPEIA FOUNDATION, INC

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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 <input type="checkbox"/> and enter "N/A" on line 1.<br>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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b   |    | 1       | 3,940. |
| 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       | 3,940. |
| 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       | 3,940. |
| 6 Credits/Payments:  |    |         |        |
| a 2016 estimated tax payments and 2015 overpayment credited to 2016  | 6a | 28,280. |        |
| b Exempt foreign organizations - tax withheld at source  | 6b |         |        |
| c Tax paid with application for extension of time to file (Form 8868)  | 6c |         |        |
| d Backup withholding erroneously withheld  | 6d |         |        |
| 7 Total credits and payments. Add lines 6a through 6d  | 7  | 28,280. |        |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" 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  |         |        |
| 10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid  | 10 | 24,340. |        |
| 11 Enter the amount of line 10 to be: Credited to 2017 estimated tax <input checked="" type="checkbox"/> 24,340. Refunded <input type="checkbox"/>   | 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?  |     | X  |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?<br>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 |     | 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:<br>(1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.   |     |    |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.  |     |    |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS?<br>If "Yes," attach a detailed description of the activities.  |     | 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   |     | X  |
| 4a 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?<br>If "Yes," attach the statement required by General Instruction T.  |     | X  |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:<br>• By language in the governing instrument, or<br>• 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? If "Yes," complete Part II, col. (c), and Part XV  |     | X  |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> NY, 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  |     | 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)? If "Yes," complete Part XIV   |     | X  |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses  |     | X  |

N/A

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**CASSIOPEIA FOUNDATION, INC**  
**F/K/A BLUE MOON FUND, INC**

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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)   |     | 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)  |     | X  |
| 13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?<br>Website address ► <u>WWW.BLUEMOONFUND.ORG</u>  | X   |    |
| 14 The books are in care of ► <u>THE ORGANIZATION</u> Telephone no. ► <u>434-295-5160</u><br>Located at ► <u>PO BOX 5246, CHARLOTTESVILLE, VA</u> ZIP+4 ► <u>22905-5246</u>  |     |    |
| 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<br>► 15 <u>N/A</u>  |     |    |
| 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?<br>See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ► |     | 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 |
|---|-----|----|
| 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 checked="" type="checkbox"/> Yes <input 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<br>► <input type="checkbox"/>   | 1b  | X  |
| c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?   | 1c  | 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<br>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.) <u>N/A</u>  | 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.<br>►   |     |    |
| 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 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) <u>N/A</u> | 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 2016?   | 4b  | X  |

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**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required** (continued)**5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ 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

☐**5b****X****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?**SEE STATEMENT 16**☒ 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?

If "Yes" to 6b, file Form 8870.

**6b****X****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****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.**

| (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 |
|--------------------------------|---|---|---|---------------------------------------|
| DIANE E. MILLER                | PRESIDENT/CEO/TRUSTEE                                     |   |   |                                       |
| PO BOX 5246                    |   |   |   |                                       |
| CHARLOTTESVILLE, VA 22905-5246 | 30.00   | 225,000.                                  | 24,000.   | 0.                                    |
| ETHAN A. MILLER                | SECRETARY/TRUSTEE   |   |   |                                       |
| PO BOX 5246                    |   |   |   |                                       |
| CHARLOTTESVILLE, VA 22905-5246 | 1.00  | 0.  | 0.  | 0.                                    |
| ZACHARY MILLER                 | TRUSTEE   |   |   |                                       |
| PO BOX 5246                    |   |   |   |                                       |
| CHARLOTTESVILLE, VA 22905-5246 | 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 |
|---|---|------------------|---|---------------------------------------|
| PAUL HARRISON - PO BOX 5246,                                  | VP OF STRATEGY/IMPLEMENTATION                             |                  |   |                                       |
| CHARLOTTESVILLE, VA 22905-5246                                | 37.50   | 229,800.         | 18,000.   | 0.                                    |
| JI QIANG ZHANG - PO BOX 5246,                                 | VP OF PROGRAM   |                  |   |                                       |
| CHARLOTTESVILLE, VA 22905-5246                                | 37.50   | 225,000.         | 16,000.   | 0.                                    |
| STEPHANIE RANDOLPH - PO BOX 5246,                             | PGM/GRANTS OFFICER  |                  |   |                                       |
| CHARLOTTESVILLE, VA 22905-5246                                | 37.50   | 82,318.          | 3,250.  | 0.                                    |
| ELIZABETH JOHNSON - PO BOX 5246,                              | EXECUTIVE ASST  |                  |   |                                       |
| CHARLOTTESVILLE, VA 22905-5246                                | 37.50   | 68,268.          | 2,688.  | 0.                                    |
| SHERIDAN HYLAND - PO BOX 5246,                                | PGM/GRANTS OFFICER  |                  |   |                                       |
| CHARLOTTESVILLE, VA 22905-5246                                | 37.50   | 56,534.          | 1,519.  | 0.                                    |

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

0

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**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 |
|--|-------------------------|------------------|
| MOSAICO LP - 119 EAST COLUMBIA STREET, FALLS CHURCH, VA 22046              | INVESTMENT MANAGEMENT   | 625,000.         |
| HANTZMON WIEBEL LLP - 818 EAST JEFFERSON STREET, CHARLOTTESVILLE, VA 22902 | ACCOUNTING/TAX SERVICES | 158,287.         |
| ROCKEFELLER & CO<br>10 ROCKEFELLER PLAZA #3, NEW YORK, NY 10020            | INVESTMENT MANAGEMENT   | 96,423.          |
| JOSEPH BOUCHARD - 1240 SMITH COVE CIRCLE, VIRGINIA BEACH, VA 23455         | CONSULTING              | 61,667.          |
| XOFFICIO LLC - 1560 INSURANCE LANE, CHARLOTTESVILLE, VA 22911              | CONSULTING              | 56,874.          |
| 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<br>SEE STATEMENT 17 | 20,613.  |
| 2<br>SEE STATEMENT 18 | 41,299.  |
| 3<br>SEE STATEMENT 19 | 110,901. |
| 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 THE ORGANIZATION HAD NO PROGRAM RELATED INVESTMENTS DURING THE YEAR. | 0.     |
| 2  |        |
| 3 All other program-related investments See instructions.              |        |
| 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 | 104,459,251. |
| b | Average of monthly cash balances  | 1b | 8,037,108.   |
| c | Fair market value of all other assets   | 1c | 1,955,282.   |
| d | <b>Total</b> (add lines 1a, b, and c)   | 1d | 114,451,641. |
| 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  | 114,451,641. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)   | 4  | 1,716,775.   |
| 5 | <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5  | 112,734,866. |
| 6 | <b>Minimum investment return.</b> Enter 5% of line 5  | 6  | 5,636,743.   |

**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  | 5,636,743. |
| 2a | Tax on investment income for 2016 from Part VI, line 5  | 2a | 3,940.     |
| b  | Income tax for 2016. (This does not include the tax from Part VI.)  | 2b |            |
| c  | Add lines 2a and 2b   | 2c | 3,940.     |
| 3  | Distributable amount before adjustments. Subtract line 2c from line 1                                     | 3  | 5,632,803. |
| 4  | Recoveries of amounts treated as qualifying distributions   | 4  | 19,651.    |
| 5  | Add lines 3 and 4   | 5  | 5,652,454. |
| 6  | Deduction from distributable amount (see instructions)  | 6  | 0.         |
| 7  | <b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7  | 5,652,454. |

**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 | 15,631,385. |
| 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 | <b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4                 | 4  | 15,631,385. |
| 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  | 3,940.      |
| 6 | <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4   | 6  | 15,627,445. |

**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.

## CASSIOPEIA FOUNDATION, INC

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**Part XIII Undistributed Income** (see instructions)

|  | (a)<br>Corpus | (b)<br>Years prior to 2015 | (c)<br>2015 | (d)<br>2016 |
|--|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2016 from Part XI, line 7   |               |                            |             | 5,652,454.  |
| 2 Undistributed income, if any, as of the end of 2016  |               |                            |             |             |
| a Enter amount for 2015 only   |               |                            | 0.          |             |
| b Total for prior years:   |               | 0.                         |             |             |
| 3 Excess distributions carryover, if any, to 2016:   |               |                            |             |             |
| a From 2011  | 7,148,688.    |                            |             |             |
| b From 2012  | 5,840,644.    |                            |             |             |
| c From 2013  | 10,997,395.   |                            |             |             |
| d From 2014  | 7,795,758.    |                            |             |             |
| e From 2015  | 12,425,681.   |                            |             |             |
| f Total of lines 3a through e  | 44,208,166.   |                            |             |             |
| 4 Qualifying distributions for 2016 from Part XII, line 4: ► \$  | 15,631,385.   |                            |             |             |
| a Applied to 2015, but not more than line 2a   |               |                            | 0.          |             |
| b Applied to undistributed income of prior years (Election required - see instructions)  |               | 0.                         |             |             |
| c Treated as distributions out of corpus (Election required - see instructions)  | 0.            |                            |             |             |
| d Applied to 2016 distributable amount   |               |                            |             | 5,652,454.  |
| e Remaining amount distributed out of corpus   | 9,978,931.    |                            |             |             |
| 5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))   | 0.            |                            |             | 0.          |
| 6 Enter the net total of each column as indicated below:   | 54,187,097.   |                            |             |             |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5  |               |                            |             |             |
| b Prior years' undistributed income. Subtract line 4b from line 2b   |               | 0.                         |             |             |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed |               | 0.                         |             |             |
| d Subtract line 6c from line 6b. Taxable amount - see instructions   |               | 0.                         |             |             |
| e Undistributed income for 2015. Subtract line 4a from line 2a Taxable amount - see instr.   |               |                            | 0.          |             |
| f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017  |               |                            |             | 0.          |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)       | 0.            |                            |             |             |
| 8 Excess distributions carryover from 2011 not applied on line 5 or line 7   | 7,148,688.    |                            |             |             |
| 9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a  | 47,038,409.   |                            |             |             |
| 10 Analysis of line 9:   |               |                            |             |             |
| a Excess from 2012   | 5,840,644.    |                            |             |             |
| b Excess from 2013   | 10,997,395.   |                            |             |             |
| c Excess from 2014   | 7,795,758.    |                            |             |             |
| d Excess from 2015   | 12,425,681.   |                            |             |             |
| e Excess from 2016   | 9,978,931.    |                            |             |             |

N/A

☐ 4942(1)(3) or ☐ 4942(1)(5)

(4) Gross investment income

[illegible]

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## CASSIOPEIA FOUNDATION, INC

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**Part XV** Supplementary Information (continued)**3** Grants and Contributions Paid During the Year or Approved for Future Payment

| Recipient<br>Name and address (home or business) | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount      |
|--|--|--------------------------------------|-------------------------------------|-------------|
| <b>a</b> Paid during the year                    |  |                                      |                                     |             |
| SEE ATTACHED SCHEDULE                            |  | PC                                   |                                     | 14,053,861. |
|  |  |                                      |                                     |             |
|  |  |                                      |                                     |             |
|  |  |                                      |                                     |             |
|  |  |                                      |                                     |             |
|  |  |                                      |                                     |             |
| <b>Total</b>                                     |  |                                      | <b>3a</b>                           | 14,053,861. |
| <b>b</b> Approved for future payment             |  |                                      |                                     |             |
| SEE ATTACHED SCHEDULE                            |  | PC                                   |                                     | 24,188,578. |
|  |  |                                      |                                     |             |
|  |  |                                      |                                     |             |
| <b>Total</b>                                     |  |                                      | <b>3b</b>                           | 24,188,578. |

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## Part XVII

**Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

- |          |  | Yes          |
|----------|--|--------------|
| <b>1</b> | 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?  |              |
| <b>a</b> | Transfers from the reporting foundation to a noncharitable exempt organization of:   |              |
|          | (1) Cash   | <b>1a(1)</b> |
|          | (2) Other assets   | <b>1a(2)</b> |
| <b>b</b> | Other transactions:  |              |
|          | (1) Sales of assets to a noncharitable exempt organization   | <b>1b(1)</b> |
|          | (2) Purchases of assets from a noncharitable exempt organization   | <b>1b(2)</b> |
|          | (3) Rental of facilities, equipment, or other assets   | <b>1b(3)</b> |
|          | (4) Reimbursement arrangements   | <b>1b(4)</b> |
|          | (5) Loans or loan guarantees   | <b>1b(5)</b> |
|          | (6) Performance of services or membership or fundraising solicitations   | <b>1b(6)</b> |
| <b>c</b> | Sharing of facilities, equipment, mailing lists, other assets, or paid employees   | <b>1c</b>    |
| <b>d</b> | 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. |              |

|       | Yes | No |
|-------|-----|----|
| 1a(1) |     | X  |
| 1a(2) |     | X  |
| 1b(1) |     | X  |
| 1b(2) |     | X  |
| 1b(3) |     | X  |
| 1b(4) |     | X  |
| 1b(5) |     | X  |
| 1b(6) |     | X  |
| 1c    |     | X  |

[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 |
|--------------------------|--------------------------|---------------------------------|
| 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

14 Nov 2017  
Date

**PRESIDENT/CEO**  
Title

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 ☐  
self-employed

|      |  |
|------|--|
| PTIN |  |
|------|--|

JEFFREY D. ULMER

*[Signature]*  
BEL LLP, CPA'

11/14/2017

P00147690

Firm's name ► **HANTZMON WIEBEL LLP, CPA'S**

Firm's EIN ► 54-0618213

Firm's address ► 818 E. JEFFERSON ST., P.O. BOX 1408  
CHARLOTTESVILLE, VA 22902

Phone no. (434) 296-2156

Form **990-PF** (2016)

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

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| SOURCE                  | (A)<br>REVENUE<br>PER BOOKS | (B)<br>NET INVESTMENT<br>INCOME | (C)<br>ADJUSTED<br>NET INCOME |
|-------------------------|-----------------------------|---------------------------------|-------------------------------|
| VIRGINIA NATIONAL BANK  | 216.                        | 216.                            | 216.                          |
| TOTAL TO PART I, LINE 3 | 216.                        | 216.                            | 216.                          |

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FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

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| SOURCE                         | GROSS<br>AMOUNT | CAPITAL<br>GAINS<br>DIVIDENDS | (A)<br>REVENUE<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME |
|--------------------------------|-----------------|-------------------------------|-----------------------------|-----------------------------------|-------------------------------|
| VARIOUS INVESTMENT<br>MANAGERS | 1,327,296.      | 0.                            | 1,327,296.                  | 1,327,296.                        | 1,327,296.                    |
| TO PART I, LINE 4              | 1,327,296.      | 0.                            | 1,327,296.                  | 1,327,296.                        | 1,327,296.                    |

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FORM 990-PF OTHER INCOME STATEMENT 3

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| DESCRIPTION                           | (A)<br>REVENUE<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME |
|---------------------------------------|-----------------------------|-----------------------------------|-------------------------------|
| OTHER INCOME                          | 300,850.                    | 300,850.                          |                               |
| INCOME FROM PARTNERSHIP INVESTMENTS   | 192,422.                    | 192,422.                          |                               |
| INCOME FROM PARTNERSHIP INVESTMENTS   | -28,244.                    | 0.                                |                               |
| INTEREST EARNED ON PRIS               | 127,893.                    | 0.                                |                               |
| RETURNED GRANT FUNDS                  | 19,651.                     | 0.                                |                               |
| TOTAL TO FORM 990-PF, PART I, LINE 11 | 612,572.                    | 493,272.                          |                               |

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| FORM 990-PF                                   | LEGAL FEES                   |                                   |                               | STATEMENT 4                   |
|---|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| DESCRIPTION                                   | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
| INCURRED IN THE GENERAL<br>COURSE OF BUSINESS | 36,426.                      | 0.                                | 0.                            | 30,727.                       |
| LEGAL FEES FOR PRI/MRI                        | 307.                         | 0.                                | 307.                          | 0.                            |
| TO FM 990-PF, PG 1, LN 16A                    | 36,733.                      | 0.                                | 307.                          | 30,727.                       |

| FORM 990-PF                             | ACCOUNTING FEES              |                                   |                               | STATEMENT 5                   |
|---|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| DESCRIPTION                             | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
| ANNUAL ACCOUNTING & RELATED<br>EXPENSES | 175,820.                     | 87,910.                           | 0.                            | 77,143.                       |
| TO FORM 990-PF, PG 1, LN 16B            | 175,820.                     | 87,910.                           | 0.                            | 77,143.                       |

| FORM 990-PF                                 | OTHER PROFESSIONAL FEES      |                                   |                               | STATEMENT 6                   |
|---|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| DESCRIPTION                                 | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
| CONSULTING FEES - GENERAL                   | 4,635.                       | 0.                                | 0.                            | 4,635.                        |
| CONSULTING FEES - PROGRAM                   | 61,667.                      | 0.                                | 0.                            | 61,667.                       |
| INVESTMENT MANAGEMENT FEES                  | 803,826.                     | 803,826.                          | 0.                            | 0.                            |
| CONSULTING FEES - WEBSITE                   | 6,571.                       | 0.                                | 0.                            | 6,330.                        |
| CONSULTING FEES -<br>INFORMATION TECHNOLOGY | 20,855.                      | 0.                                | 0.                            | 23,725.                       |
| INVESTMENT EXPENSES                         | 260,552.                     | 260,552.                          | 0.                            | 0.                            |
| CUSTODIAL FEES                              | 66,914.                      | 66,914.                           | 0.                            | 0.                            |
| TO FORM 990-PF, PG 1, LN 16C                | 1,225,020.                   | 1,131,292.                        | 0.                            | 96,357.                       |



| FORM 990-PF                 | TAXES                        |                                   |                               | STATEMENT 7                   |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| DESCRIPTION                 | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
| FEDERAL EXCISE TAXES        | 3,940.                       | 0.                                | 0.                            | 0.                            |
| FOREIGN TAXES               |                              |                                   |                               |                               |
| WITHHELD/ACCRUED            | 21,279.                      | 21,279.                           | 0.                            | 0.                            |
| OTHER TAXES AND LICENSES    | 5,139.                       | 0.                                | 0.                            | 5,139.                        |
| STATE REGISTRATION FEES     | 1,500.                       | 0.                                | 0.                            | 1,500.                        |
| PAYROLL TAXES               | 47,085.                      | 11,771.                           | 0.                            | 35,314.                       |
| TO FORM 990-PF, PG 1, LN 18 | 78,943.                      | 33,050.                           | 0.                            | 41,953.                       |

| FORM 990-PF                               | OTHER EXPENSES               |                                   |                               | STATEMENT 8                   |
|---|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| DESCRIPTION                               | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
| BANK SERVICE FEES                         | 830.                         | 0.                                | 0.                            | 830.                          |
| DIRECTOR & OFFICER LIABILITY<br>INSURANCE | 22,243.                      | 0.                                | 0.                            | 22,243.                       |
| EQUIPMENT RENTAL                          | 1,161.                       | 181.                              | 0.                            | 980.                          |
| POSTAGE/FED EXP/COURIERS                  | 961.                         | 150.                              | 0.                            | 955.                          |
| GENERAL LIABILITY INSURANCE               | 13,137.                      | 0.                                | 0.                            | 13,137.                       |
| MAINTENANCE AGREEMENTS                    | 14,487.                      | 0.                                | 0.                            | 16,275.                       |
| MINOR EQUIPMENT PURCHASES                 | 687.                         | 107.                              | 0.                            | 580.                          |
| MISCELLANEOUS EXPENSE                     | 2,657.                       | 0.                                | 0.                            | 2,657.                        |
| OFFICE EXPENSE                            | 7,727.                       | 1,205.                            | 0.                            | 11,163.                       |
| REPAIRS AND MAINTENANCE<br>EXPENSE        | 9,080.                       | 0.                                | 0.                            | 8,092.                        |
| ONLINE SUBSCRIPTIONS                      | 27,443.                      | 0.                                | 0.                            | 27,474.                       |
| FLEX PLAN ADMINISTRATION                  | 16.                          | 2.                                | 0.                            | 14.                           |
| DIRECT CHARITABLE ACTIVITIES              | 172,813.                     | 0.                                | 0.                            | 106,874.                      |
| NONDEDUCTIBLE EXPENSE                     | 3,074.                       | 0.                                | 0.                            | 0.                            |
| ABANDONED ASSET LOSS                      | 1,681.                       | 0.                                | 0.                            | 0.                            |
| TO FORM 990-PF, PG 1, LN 23               | 277,997.                     | 1,645.                            | 0.                            | 211,274.                      |

| FORM 990-PF                            | OTHER INCREASES IN NET ASSETS OR FUND BALANCES | STATEMENT  | 9 |
|--|--|------------|---|
| DESCRIPTION                            |  | AMOUNT     |   |
| UNREALIZED GAIN/LOSS ON INVESTMENTS    |  | 1,675,761. |   |
| PRIOR PERIOD ADJUSTMENT                |  | 13,311.    |   |
| TOTAL TO FORM 990-PF, PART III, LINE 3 |  | 1,689,072. |   |

| FORM 990-PF                                      | U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS |                |             | STATEMENT 10         |
|--|--|----------------|-------------|----------------------|
| DESCRIPTION                                      | U.S.<br>GOV'T                              | OTHER<br>GOV'T | BOOK VALUE  | FAIR MARKET<br>VALUE |
| INVESTMENTS - U.S. & MUNICIPAL BONDS             | X  |                | 20,946,594. | 20,946,594.          |
| TOTAL U.S. GOVERNMENT OBLIGATIONS                |  |                | 20,946,594. | 20,946,594.          |
| TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS |  |                |             |                      |
| TOTAL TO FORM 990-PF, PART II, LINE 10A          |  |                | 20,946,594. | 20,946,594.          |

| FORM 990-PF                             | CORPORATE STOCK | STATEMENT         | 11 |
|---|-----------------|-------------------|----|
| DESCRIPTION                             | BOOK VALUE      | FAIR MARKET VALUE |    |
| INVESTMENTS - CORPORATE STOCKS          | 419,246.        | 419,246.          |    |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | 419,246.        | 419,246.          |    |

| FORM 990-PF                             | CORPORATE BONDS | STATEMENT         | 12 |
|---|-----------------|-------------------|----|
| DESCRIPTION                             | BOOK VALUE      | FAIR MARKET VALUE |    |
| INVESTMENTS - CORPORATE BONDS           | 25,709,972.     | 25,709,972.       |    |
| TOTAL TO FORM 990-PF, PART II, LINE 10C | 25,709,972.     | 25,709,972.       |    |

|             |                   |              |
|-------------|-------------------|--------------|
| FORM 990-PF | OTHER INVESTMENTS | STATEMENT 13 |
|-------------|-------------------|--------------|

| DESCRIPTION                            | VALUATION METHOD | BOOK VALUE  | FAIR MARKET VALUE |
|--|------------------|-------------|-------------------|
| INVESTMENTS - OTHER                    | FMV              | 29,642,915. | 29,642,915.       |
| TOTAL TO FORM 990-PF, PART II, LINE 13 |                  | 29,642,915. | 29,642,915.       |

|             |              |              |
|-------------|--------------|--------------|
| FORM 990-PF | OTHER ASSETS | STATEMENT 14 |
|-------------|--------------|--------------|

| DESCRIPTION                            | BEGINNING OF YR BOOK VALUE | END OF YEAR BOOK VALUE | FAIR MARKET VALUE |
|--|----------------------------|------------------------|-------------------|
| INTEREST AND DIVDEND INCOME RECEIVABLE | 1,113,168.                 | 1,202,935.             | 1,202,935.        |
| PRI-INVESTMENTS                        | 5,564,744.                 | 5,398,822.             | 5,398,822.        |
| PROVISION FOR LOSS ON PRI              | -750,000.                  | -750,000.              | -750,000.         |
| PREPAID EXCISE/INCOME TAX              | 4,969.                     | 35,140.                | 35,140.           |
| PREPAID GRANTS/GRANTS RECEIVABLE       | 500,000.                   | 0.                     | 0.                |
| TO FORM 990-PF, PART II, LINE 15       | 6,432,881.                 | 5,886,897.             | 5,886,897.        |

|             |                   |              |
|-------------|-------------------|--------------|
| FORM 990-PF | OTHER LIABILITIES | STATEMENT 15 |
|-------------|-------------------|--------------|

| DESCRIPTION                            | BOY AMOUNT | EOY AMOUNT |
|--|------------|------------|
| DEFERRED TAXES PAYABLE                 | 25,000.    | 20,000.    |
| PAYROLL RELATED LIABILITIES            | 2,336.     | 5,944.     |
| UBI TAXES-FEDERAL AND STATE            | 10,400.    | 0.         |
| TOTAL TO FORM 990-PF, PART II, LINE 22 | 37,736.    | 25,944.    |

FORM 990-PF

EXPENDITURE RESPONSIBILITY STATEMENT  
PART VII-B, LINE 5C

STATEMENT 16

GRANTEE'S NAME

SEE ATTACHED STATMENT

GRANTEE'S ADDRESSGRANT AMOUNTDATE OF GRANTAMOUNT EXPENDEDPURPOSE OF GRANT

SEE ATTACHED STATEMENT

DATES OF REPORTS BY GRANTEE

SEE ATTACHED STATEMENT

ANY DIVERSION BY GRANTEE

NONE

RESULTS OF VERIFICATION

SEE ATTACHED STATEMENT

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|             |   |              |
|-------------|---|--------------|
| FORM 990-PF | SUMMARY OF DIRECT CHARITABLE ACTIVITIES | STATEMENT 17 |
|-------------|---|--------------|

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ACTIVITY ONE

SOUTHEAST ASIA INTEGRATED POLICY:  
AN INITIATIVE AIMED AT IDENTIFYING AND IMPLEMENTING  
COORDINATED APPROACHES TO BIODIVERSITY CONSERVATION, TRADE,  
AND ENVIRONMENTAL IMPACT ASSESSMENT THROUGH WORKSHOPS AND  
RESEARCH.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 1

20,613.

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|             |   |              |
|-------------|---|--------------|
| FORM 990-PF | SUMMARY OF DIRECT CHARITABLE ACTIVITIES | STATEMENT 18 |
|-------------|---|--------------|

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ACTIVITY TWO

RURAL DEVELOPMENT INITIATIVE:  
AN INITIATIVE TO BETTER UNDERSTAND THE CHALLENGES FACING  
RURAL COMMUNITIES IN ADDRESSING POVERTY IN A CULTURALLY AND  
ENVIRONMENTALLY SUSTAINABLE MANNER. INCLUDES RESEARCH,  
CONVENING, AND PRACTICAL COMPONENTS, WITH THE EXPECTED  
OUTCOME BEING AN ACTION PLAN TO BE MADE AVAILABLE TO THE  
GENERAL PUBLIC AND VARIOUS STAKEHOLDERS INCLUDING FUNDERS,  
AND GOVERNMENT AGENCIES.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 2

41,299.

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|             |   |              |
|-------------|---|--------------|
| FORM 990-PF | SUMMARY OF DIRECT CHARITABLE ACTIVITIES | STATEMENT 19 |
|-------------|---|--------------|

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ACTIVITY THREE

SEA LEVEL RISE ADAPTATION:  
AN INITIATIVE DESIGNED TO ADDRESS THE IMPACTS OF SEA LEVEL  
RISE THROUGH WORKSHOPS, CONVENINGS, AND SUSTAINABLE BUSINESS  
DEVELOPMENT.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 3

110,901.

Cassiopeia Foundation, Inc.  
Charlottesville, Virginia

13-6034219

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END OF YEAR

Form 990-PF, Part II

| <u>(b)</u>        | <u>(c) Fair</u>     |
|-------------------|---------------------|
| <u>Book Value</u> | <u>Market Value</u> |

Balance Sheet

Investments - corporate stock

(Statement 11, p. 2, Part II, line 10b):

| Quantity  | Description                        |                |                |
|-----------|------------------------------------|----------------|----------------|
|           | GS INVESTMENT PARTNERS OFFSHORE LP | 324,107        | 324,107        |
| 1,553.561 | GS WEST STREET PORTFOLIO 2007      | 95,140         | 95,140         |
|           |                                    | <u>419,246</u> | <u>419,246</u> |

December 31, 2016

END OF YEAR

Form 990-PF, Part II

Balance Sheet

Investments - corporate bonds  
(Statement 12, p. 2, Part II, line 10c):

| Quantity | Description  | (b)<br>Book Value | (c) Fair<br>Market Value |
|----------|--|-------------------|--------------------------|
|          | RSF SOCIAL INVESTMENT FUND                                   | \$ 500,000.00     | \$ 500,000.00            |
| 692      | ABB FINANCE USA INC  | 693,406           | 693,406                  |
| 1,114    | AFRICAN DEVELOPMENT BANK 1.625% 05/08/2017 DD 05/08/12       | 1,120,447.07      | 1,120,447                |
| 300      | AMERICAN EXPRESS CREDIT 2.125% 07/27/2018 DD 07/29/13        | 301,985.14        | 301,985                  |
| 632      | AIR PRODUCTS & CHEMICALS INC 4.375% 08/21/2019 DD 08/21/09   | 681,420.44        | 681,420                  |
| 630      | ANHEUSER-BUSCH COS LLC5.600% 03/01/2017 DD 02/09/07          | 634,510.07        | 634,510                  |
| 150      | ANHEUSER-BUSCH INBEV FINANCE I 1.900% 02/01/2019 DD 01/25/16 | 150,764.50        | 150,765                  |
| 280      | APPLE INC 2.850% 02/23/2023 DD 02/23/16                      | 279,734.09        | 279,734                  |
| 1,586    | ASIAN DEVELOPMENT BANK                                       | 1,582,717.27      | 1,582,717                |
| 175      | AT&T INC 4.125% 02/17/2026 DD 02/09/16                       | 186,124.11        | 186,124                  |
| 958      | BANK OF AMERICA CORP 1.950% 08/16/2018 DD 05/12/15           | 960,503.62        | 960,504                  |
| 300      | BNP PARIBAS SA 1.375% 03/17/2017 DD 03/17/14                 | 299,985.80        | 299,986                  |
| 300      | CATERPILLAR FINANCIAL SERVICES 1.250% 05/18/2019 DD 05/18/16 | 301,156.58        | 301,157                  |
| 658      | CISCO SYSTEMS INC 1.100% 03/03/2017 DD 03/03/14              | 658,448.18        | 658,448                  |
| 225      | CISCO SYSTEMS INC 4.450% 01/15/2020 DD 11/17/09              | 238,203.64        | 238,204                  |
| 25       | CISCO SYSTEMS INC 3.150% 03/14/2017 DD 03/16/11              | 25,104.15         | 25,104                   |
| 190      | CITIGROUP INC 2.700% 03/30/2021 DD 03/30/16                  | 189,511.81        | 189,512                  |
| 590      | COMCAST CORP 6.500% 01/15/2017 DD 07/14/06                   | 591,007.06        | 591,007                  |
| 285      | COMCAST CORP 3.600% 03/01/2024 DD 02/26/14                   | 304,480.29        | 304,480                  |
| 225      | CSX CORP 3.700% 10/30/2020 DD 10/21/10                       | 233,250.44        | 233,250                  |
| 799      | CVS HEALTH CORP 1.900% 7/20/2018 DD 7/20/15                  | 802,659.21        | 802,659                  |
| 1,197    | DANAHER CORP 1.650% 09/15/2018 DD 09/15/15                   | 892,247.04        | 892,247                  |
| 617      | DOVER CORP 5.450% 03/15/2018 DD 03/14/08                     | 647,182.75        | 647,183                  |
| 614      | ECOLAB INC 2.000% 01/14/2019 DD 01/14/16                     | 619,043.45        | 619,043                  |
| 240      | ECOLAB INC 1.450% 12/08/2017 DD 12/13/12                     | 239,132.52        | 239,133                  |
| 639      | EUROPEAN BANK FOR RECONSTRUCTION 1.625% 4/10/2018 DD 9/17/13 | 642,895.96        | 642,896                  |
| 830      | EXPORT DEVELOPMENT CANADA 0.875% 01/30/2017 DD 01/30/14      | 830,053.17        | 830,053                  |
| 245      | GENERAL ELECTRIC CAPITAL CORP 4.650% 10/17/2021 DD 10/17/11  | 262,587.51        | 262,588                  |
| 275      | GLAXOSMITHKLINE CAPITAL PLC 1.500% 05/08/2017 DD 05/09/12    | 275,224.10        | 275,224                  |
| 160      | GOLDMAN SACHS GROUP INC/THE 2.750% 09/15/2020 DD 09/15/15    | 163,556.03        | 163,556                  |
| 300      | JPMORGAN CHASE & CO 3.900% 07/15/2025 DD 07/21/15            | 308,655.51        | 308,656                  |
| 310      | JOHN DEERE CAPITAL CORP 1.950% 01/08/2019 DD 01/08/16        | 311,863.45        | 311,863                  |
| 638      | KROGER CO/ THE 2.300% 01/15/2019 DD 12/23/13                 | 648,937.18        | 648,937                  |
| 275      | MERCK & CO INC   | 275,950.78        | 275,951                  |
| 711      | MICROSOFT CORP 0.875% 11/15/2017 DD 11/07/12                 | 711,226.26        | 711,226                  |
| 905      | MORGAN STANLEY 2.200% 12/07/2018 DD 06/08/15                 | 909,600.50        | 909,601                  |
| 703      | ORACLE CORP 1.200% 10/15/2017 DD 10/25/12                    | 704,105.44        | 704,105                  |
| 270      | ORACLE CORP 2.500% 10/15/2022 DD 10/25/12                    | 256,952.66        | 256,953                  |
| 689      | PENTAIR FINANCE SA 1.875% 09/15/2017 DD 03/15/13             | 690,703.48        | 690,703                  |
| 100      | PEPSICO INC 3.125% 11/01/2020 DD 10/26/10                    | 102,874.49        | 102,874                  |
| 736      | PRAXAIR INC 1.050% 11/07/2017 DD 11/07/12                    | 735,762.22        | 735,762                  |
| 200      | ROYAL BANK OF CANADA 2.200% 07/27/2018 DD 07/29/13           | 201,876.88        | 201,877                  |
| 95       | SANOFI 1.250% 04/10/2018 DD 04/10/13                         | 94,834.62         | 94,835                   |
| 290      | SCHLUMBERGER INVESTMNET SA 3.650% 12/01/2023 DD 12/03/16     | 310,622.81        | 310,623                  |
| 646      | SOUTHERN POWER CO 1.950% 12/15/2019 DD 11/16/16              | 639,059.94        | 639,060                  |
| 255      | STARBUCKS CORP 2.450% 06/15/2026 DD 05/16/16                 | 254,441.50        | 254,442                  |
| 275      | STATE STREET CORP 1.350% 05/15/2018 DD 05/15/13              | 273,246.31        | 273,246                  |
| 205      | STATOIL ASA 2.650% 01/15/2024 DD 05/15/13                    | 202,759.28        | 202,759                  |
| 725      | THERMO FISHER SCIENTIFIC INC 2.400% 02/01/2019 DD 12/11/13   | 736,071.59        | 736,072                  |
| 300      | TORONTO-DOMINION BANK/THE 1.400% 04/30/2018 DD 04/30/13      | 300,938.91        | 300,939                  |
| 649      | UNITED PARCEL SERVICE INC 5.500% 01/15/2018 DD 01/15/08      | 677,432.33        | 677,432                  |
| 300      | UNITEDHEALTH GROUP INC 2.700% 07/15/2020 DD 07/23/15         | 307,477.68        | 307,478                  |
| 655      | WALT DISNEY CO/THE 1.100% 12/01/2017 DD 11/30/12             | 655,920.98        | 655,921                  |

Cassiopeia Foundation, Inc.  
Charlottesville, Virginia

13-6034219

December 31, 2016

END OF YEAR

Form 990-PF, Part II

(b)  
Book Value

(c) Fair  
Market Value

Balance Sheet

Investments - corporate bonds  
(Statement 12, p. 2, Part II, line 10c):

| Quantity | Description                                      |                      |                      |
|----------|--|----------------------|----------------------|
| 200      | WALT DISNEY CO/THE 2.150% 09/17/2020 DD 09/17/15 | 200,134.01           | 200,134              |
|          |  | <u>\$ 25,818,791</u> | <u>\$ 25,818,791</u> |



Cassiopeia Foundation, Inc.  
Charlottesville, Virginia

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END OF YEAR

Form 990-PF, Part II

(b)  
Book Value

(c) Fair  
Market Value

Balance Sheet

Investments - Other

(Statement 13, p. 2, Part II, line 13):

| Quantity | Description                                |                      |                      |
|----------|--|----------------------|----------------------|
|          | GS DISTRESSED MANAGERS FUND IV OFFSHORE LP | 1,024,345            | 1,024,345            |
|          | GS MEZZANINE PARTNERS V OFFSHORE LP        | 457,365              | 457,365              |
|          | GS VINTAGE V OFFSHORE LP                   | 1,394,068            | 1,394,068            |
|          | MOSAICO EVERGREEN FUND LP                  | 26,767,137           | 26,767,137           |
|          |  | <u>\$ 29,642,915</u> | <u>\$ 29,642,915</u> |

December 31, 2016

Form 990-PF, Part II

Balance Sheet

Investments - US and state government obligations  
(Statement 10, p. 2, Part II, line 10a):

|          |  | END OF YEAR       |                          |
|----------|--|-------------------|--------------------------|
|          |  | (b)<br>Book Value | (c) Fair<br>Market Value |
| Quantity | Description  |                   |                          |
| 130      | BROWARD CNTY FL WTR & SWR UTIL 1.910% 10/01/2018 DD 04/10/12 | \$ 128,881        | \$ 128,881               |
| 1,000    | CALIFORNIA ST 6.200% 03/01/2019 DD 04/01/10                  | \$ 1,099,834      | \$ 1,099,834             |
| 50       | CALIFORNIA ST DEPT OF WTR RESO 2.637% 12/01/2022 DD 09/27/12 | \$ 49,649         | \$ 49,649                |
| 140      | CALLEGUAS CA MUNI WTR DIST 2.601% 07/01/2020 DD 06/20/12     | \$ 140,035        | \$ 140,035               |
| 150      | CLAYTON CNTY GA & CLAYTON CNTY 1.800% 05/01/2019 DD 06/27/13 | \$ 150,000        | \$ 150,000               |
| 25       | CMWLTH FING AUTH PA  | \$ 27,742         | \$ 27,742                |
| 40       | COLORADO ST BRD OF GOVERNORS U 1.823% 03/01/2019 DD 03/28/13 | \$ 40,000         | \$ 40,000                |
| 375      | COLUMBUS GA WTR & SWR REVENUE 2.480% 05/01/2019 DD 04/26/12  | \$ 378,031        | \$ 378,031               |
| 300      | DALLAS CNTY SCHS TX 3.200% 12/01/2021 DD 05/22/14            | \$ 304,491        | \$ 304,491               |
| 250      | DALLAS TX WTRWKS & SWR SYS REV 2.796% 10/01/2023 DD 03/25/15 | \$ 250,000        | \$ 250,000               |
| 100      | ESCONDIDO CA REV 2.000% 9/01/2019 DD 05/14/15                | \$ 99,615         | \$ 99,615                |
| 230      | ESCONDIDO CA REV 2.500% 9/01/2021 DD 05/14/15                | \$ 227,998        | \$ 227,998               |
| 40       | FAIRFAX CNTY VA WTR AUTH WTR R 2.555% 04/01/2023 DD 02/25/13 | \$ 40,144         | \$ 40,144                |
| 100      | FEDERAL HOME LN BK CONS BD 1.375% 03/09/2018 DD 02/13/12     | \$ 99,934         | \$ 99,934                |
| 150      | FEDERAL HOME LN BK CONS BD 1.625% 06/14/2019 DD 05/07/12     | \$ 149,619        | \$ 149,619               |
| 160      | FEDERAL HOME LN BK CONS BD 2.250% 09/08/2017 DD 08/24/10     | \$ 160,897        | \$ 160,897               |
| 200      | GREAT NECK NY NORTH WTR AUTH 1.500% 12/01/2018 DD 04/28/16   | \$ 200,000        | \$ 200,000               |
| 150      | GREENE CNTY OH 1.750% 12/01/2018 DD 06/20/13                 | \$ 150,559        | \$ 150,559               |
| 220      | HONOLULU CITY & CTY HI 2.468% 10/01/2025 DD 10/26/16         | \$ 220,000        | \$ 220,000               |
| 30       | JEA FL DIST ENERGY SYS REVENUE 3.000% 10/01/2022 DD 06/19/13 | \$ 33,088         | \$ 33,088                |
| 150      | JEA FL WTR & SWR REVENUE 5.300% 10/01/2020 DD 01/27/10       | \$ 150,000        | \$ 150,000               |
| 30       | LAS VEGA VLY NV WTR DIST 4.514% 06/01/2020 DD 05/26/11       | \$ 32,012         | \$ 32,012                |
| 1,210    | NEW YORK CITY NY HSG DEV COPRM 1.208% 05/01/2018 DD 10/18/16 | \$ 1,210,000      | \$ 1,210,000             |
| 275      | NEW YORK CITY NY HSG DEV CORPM 1.362% 05/01/2019 DD 10/18/16 | \$ 275,000        | \$ 275,000               |
| 150      | NEW YORK ST ENERGY RESEARCH & 2.372% 07/01/2019 DD 08/13/13  | \$ 150,000        | \$ 150,000               |
| 675      | OREGON ST 4.875% 10/01/2018 DD 04/17/08                      | \$ 715,267        | \$ 715,267               |
| 40       | PEACHTREE CITY GA WTR & SEWERA 1.680% 03/01/2019 DD 02/27/13 | \$ 40,221         | \$ 40,221                |
| 50       | ROCKDALE CNTY GA WTR & SEWERAG 1.540% 07/01/2018 DD 04/11/13 | \$ 50,000         | \$ 50,000                |
| 325      | TAXOMA WA WTR REVENUE 1.150% 12/01/2017 DD 05/12/15          | \$ 325,000        | \$ 325,000               |
| 275      | TEXAS ST 2.305% 10/01/2022 DD 10/29/15                       | \$ 275,000        | \$ 275,000               |
| 150      | TUCSON AZ WTR SYS REVENUE 1.180% 07/01/2017 DD 06/05/13      | \$ 150,000        | \$ 150,000               |
| 1,647    | U S TREAS-CPI INFLAT 0.125% 12/31/2017 DD 04/15/12           | \$ 1,647,525      | \$ 1,647,525             |
| 250      | U S TREASURY NOTE 0.500% 07/31/2017 DD 07/31/12              | \$ 249,105        | \$ 249,105               |
| 1,468    | U S TREASURY NOTE 0.750% 12/31/2017 DD 12/31/12              | \$ 1,467,374      | \$ 1,467,374             |
| 2,898    | U S TREASURY NOTE 0.875% 10/15/2018 DD 10/15/15              | \$ 2,889,829      | \$ 2,889,829             |
| 350      | U S TREASURY NOTE 1.250% 04/30/2019 DD 04/30/2012            | \$ 349,681        | \$ 349,681               |
| 415      | U S TREASURY NOTE 1.500% 08/15/2026 DD 08/15/16              | \$ 376,153        | \$ 376,153               |
| 300      | U S TREASURY NOTE 1.500% 08/31/2018 DD 08/31/11              | \$ 299,683        | \$ 299,683               |
| 1,427    | U S TREASURY NOTE 1.500% 12/31/2018 DD 12/31/13              | \$ 1,433,994      | \$ 1,433,994             |
| 200      | U S TREASURY NOTE 1.750% 02/28/2022 DD 02/28/15              | \$ 198,957        | \$ 198,957               |
| 200      | U S TREASURY NOTE 2.000% 02/15/2023 DD 02/15/13              | \$ 200,754        | \$ 200,754               |
| 285      | U S TREASURY NOTE 2.125% 05/15/2025 DD 05/15/15              | \$ 284,192        | \$ 284,192               |
| 375      | U S TREASURY NOTE 2.125% 08/15/2021 DD 08/15/11              | \$ 369,599        | \$ 369,599               |
| 325      | U S TREASURY NOTE 2.375% 08/15/2024 DD 08/15/14              | \$ 325,384        | \$ 325,384               |
| 100      | U S TREASURY NOTE 0.625% 04/30/2018 DD 04/30/13              | \$ 99,167         | \$ 99,167                |
| 275      | U S TREASURY NOTE 2.500% 05/15/2024 DD 05/15/14              | \$ 274,233        | \$ 274,233               |
| 365      | U S TREASURY NOTE 2.750% 11/15/2023 DD 11/15/13              | \$ 362,341        | \$ 362,341               |
| 1,020    | UNIV OF CALIFORNIA CA REVENUES 1.296% 05/15/2018 DD 03/14/13 | \$ 1,020,000      | \$ 1,020,000             |
| 450      | VIRGINIA ST RESOURCES AUTH INF 3.315% 11/01/2025 DD 05/28/15 | \$ 450,000        | \$ 450,000               |
| 1,020    | WEST VIRGINIA ST HSG DEVE FUND 2.709% 11/01/2017 DD 09/14/11 | \$ 1,034,369      | \$ 1,034,369             |

Cassiopeia Foundation, Inc.  
Charlottesville, Virginia

13-6034219

December 31, 2016

END OF YEAR

Form 990-PF, Part II

(b)  
Book Value

(c) Fair  
Market Value

Balance Sheet

Investments - US and state government obligations  
(Statement 10, p. 2, Part II, line 10a):

Quantity Description

300 WICHITA KS 3.200% 06/01/2022 DD 02/01/14

\$ 300,000 \$ 300,000

\$ 20,955,356 \$ 20,955,356

Cassiopeia Foundation, Inc.  
Charlottesville, VA

December 31, 2016

Form 990-PF, Part XV

**Grants and Contributions Paid this year (p.10, Part XV, Line 3a):**

| <u>Recipient</u>   | <u>Purpose of the Grant</u>  | <u>Paid during the year</u> |
|--|--|-----------------------------|
| ALZHEIMERS DISEASE AND RELATED<br>DISORDERS ASSOCIATION<br>CHARLOTTESVLE<br>VA<br>United States<br>501(c)(3)\PC - 501(c)(3) organization - public<br>charity | To support art programs and classes for individuals in the<br>early stages of Alzheimer's disease and their families.  | 50,000                      |
| Amazon Conservation Association<br>Washington<br>DC<br>United States<br>501(c)(3)\PC - 501(c)(3) organization - public<br>charity                            | To support the scientific, conservation and policy<br>communities in their efforts to protect the Amazon<br>rainforest through the institutionalization of the Amazon<br>Biodiversity Center as an independent 501(c)3 organization.   | 150,000                     |
| Appalachian Voices<br>Boone<br>NC<br>501(c)(3)\PC - 501(c)(3) organization - public<br>charity   | For general operating support.   | 250,000                     |
| Appalshop Inc<br>Whitesburg<br>KY<br>USA<br>501(c)(3)\PC - 501(c)(3) organization - public<br>charity  | To support the expansion of a narrative-based strategic<br>communications initiative that builds support within central<br>Appalachia for development policies and practices that<br>decrease destructive mining activity and accelerate a just<br>transition towards thriving communities throughout<br>Appalachia. | 150,000                     |
| Baltimore Educational Scholarship Trust Inc.<br>Baltimore<br>MD<br>United States<br>501(c)(3)\PC - 501(c)(3) organization - public<br>charity                | For general support.   | 12,500                      |
| Calvert School Inc.<br>Baltimore<br>MD<br>501(c)(3)\PC - 501(c)(3) organization - public<br>charity  | For general support.   | 100,000                     |

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**Grants and Contributions Paid this year (p.10, Part XV, Line 3a):**

| <u>Recipient</u>  | <u>Purpose of the Grant</u>  | <u>Paid during the year</u> |
|---|--|-----------------------------|
| Calvert Social Investment Foundation Inc.<br>Bethesda<br>MD<br><br>501(c)(3)\PC - 501(c)(3) organization - public<br>charity        | For general support.   | 37,500                      |
| Center for American Progress<br>Washington<br>DC<br>USA<br>501(c)(3)\PC - 501(c)(3) organization - public<br>charity                | To support climate change mitigation cooperation between the US and China by maximizing current and new opportunities to provide leadership at the Conference of Parties Paris 2015 Convention on Climate Change by educating policy experts and the broader public to lay the groundwork for continued and potentially more ambitious cooperation in 2017 and beyond. | 150,000                     |
| Center for American Progress<br>Washington<br>DC<br>USA<br>501(c)(3)\PC - 501(c)(3) organization - public<br>charity                | To support climate change mitigation cooperation between the US and China by maximizing current and new opportunities to provide leadership at the Conference of Parties Paris 2015 Convention on Climate Change by educating policy experts and the broader public to lay the groundwork for continued and potentially more ambitious cooperation in 2017 and beyond. | 150,000                     |
| Ceres Inc.<br>Boston<br>MA<br>United States<br>501(c)(3)\PC - 501(c)(3) organization - public<br>charity                            | To support the advancement of state-level clean energy policies and Virginia's Clean Power Plan implementation process to help send the right market signals for innovation and investments in clean energy in Virginia.   | 69,500                      |
| Charlottesville Area Community Foundation<br>Charlottesville<br>VA<br><br>501(c)(3)\PC - 501(c)(3) organization - public<br>charity | For general operating support  | 5,000                       |
| Charlottesville Day School Inc.<br>Charlottesville<br>VA<br><br>501(c)(3)\PC - 501(c)(3) organization - public<br>charity           | To support the construction of a music and fitness center at Charlottesville Day School.   | 100,000                     |

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**Grants and Contributions Paid this year (p.10, Part XV, Line 3a):**

| <u>Recipient</u>  | <u>Purpose of the Grant</u>   | <u>Paid during the year</u> |
|---|---|-----------------------------|
| China Council for Industrial Environmental<br>Protection<br>Beijing<br><br>China<br>Foreign Grant Affidavit\NC - 501(c)(3)<br>organization foreign equivalent - public<br>charity | For general support.  | 88,300                      |
| China Green Carbon Foundation<br>Beijing<br><br>China<br>Foreign Grant Affidavit\NC - 501(c)(3)<br>organization foreign equivalent - public<br>charity                            | To support the biodiversity conservation initiative in China<br>by establishing a domestic Chinese fund that will provide<br>programmatic and grant-making advice and services to<br>enhance community conservation towards sustainable<br>development.             | 250,000                     |
| China Green Carbon Foundation<br>Beijing<br><br>China<br>Foreign Grant Affidavit\NC - 501(c)(3)<br>organization foreign equivalent - public<br>charity                            | To support biodiversity initiatives in China by enhancing<br>habitat and source conservations efforts in the region while<br>also raising awareness of and increasing efforts to combat<br>illegal wildlife trade and reduce the demand for wild animal<br>products | 200,000                     |
| Coap Incorporated<br>Harlan<br>KY<br><br>501(c)(3)\PC - 501(c)(3) organization - public<br>charity  | To support the Appalachian transition in Eastern Kentucky<br>by designing and implementing an on-bill financing program<br>to create energy savings in homes and creating income and<br>sustainable job opportunities for local workers.                            | 65,000                      |
| Coastal Communities Consulting Inc<br>Gretna<br>LA<br><br>501(c)(3)\PC - 501(c)(3) organization - public<br>charity   | For general support.  | 75,000                      |
| Common Ground Healing Arts Inc.<br>Charlottesville<br>VA<br><br>501(c)(3)\PC - 501(c)(3) organization - public<br>charity   | For general support.  | 115,170                     |

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**Grants and Contributions Paid this year (p.10, Part XV, Line 3a):**

| <b><u>Recipient</u></b>  | <b><u>Purpose of the Grant</u></b>  | <b><u>Paid during the year</u></b> |
|--|---|------------------------------------|
| Community Farm Alliance Inc.<br>Berea<br>KY<br>501(c)(3)\PC - 501(c)(3) organization - public charity                                | To support the Appalachian transition by creating strategic communications to inform the public and government officials about the benefits that the local and regional food systems offer as a part of a sustainable economic transition.  | 30,000                             |
| Community Power Network<br>Washington<br>DC<br>501(c)(3)\PC - 501(c)(3) organization - public charity                                | For general support   | 50,000                             |
| Enterprise Community Partners Inc<br>Columbia<br>MD<br>United States<br>501(c)(3)\PC - 501(c)(3) organization - public charity       | For general support.  | 12,500                             |
| Environmental Defense Fund Incorporated<br>New York<br>NY<br>United States<br>501(c)(3)\PC - 501(c)(3) organization - public charity | To support ocean conservation in Myanmar by working with diverse Myanmar stakeholders to develop a marine conservation strategy that can address the current shortcomings of Myanmar's nearshore and offshore fisheries by protecting and restoring marine ecosystems, improving fisher peoples' incomes, and increasing oceans protein production. | 166,000                            |
| Environmental Defense Fund Incorporated<br>New York<br>NY<br>United States<br>501(c)(3)\PC - 501(c)(3) organization - public charity | To support ocean conservation in Myanmar by working with diverse Myanmar stakeholders to develop a marine conservation strategy that can address the current shortcomings of Myanmar's nearshore and offshore fisheries by protecting and restoring marine ecosystems, improving fisher peoples' incomes, and increasing oceans protein production. | 166,000                            |

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**Grants and Contributions Paid this year (p.10, Part XV, Line 3a):**

| <b><u>Recipient</u></b>   | <b><u>Purpose of the Grant</u></b>   | <b><u>Paid during the year</u></b> |
|---|--|------------------------------------|
| Federation of Appalachian Housing Inc.<br>Berea<br>KY<br>501(c)(3)\PC - 501(c)(3) organization - public<br>charity                                  | To support energy efficiency efforts in central Appalachia through the promotion of affordable, energy efficient homeownership opportunities by leveraging financing and the production of energy efficient homes which will create a base for comparable sales used by appraisers and will allow the appraisal to reflect measurable energy efficiency improvements and designs as evidence of a homes increased value. | 100,500                            |
| Focused Ultrasound Foundation<br>Charlottesville<br>VA<br>501(c)(3)\PC - 501(c)(3) organization - public<br>charity                                 | For general support.   | 250,000                            |
| Foundation for Louisiana<br>Baton Rouge<br>LA<br>501(c)(3)\PC - 501(c)(3) organization - public<br>charity  | To support coastal resiliency in Louisiana through the creation of a fund aimed at reversing the ecological and economic vulnerability of the region by supporting the implementation of the 2012 Coastal Master Plan and advocacy for a non-political, science-based approach within the plan's 2017 revision and renewal process.  | 405,500                            |
| Global Environmental Institute<br>Beijing<br>China<br>Foreign Grant Affidavit\NC - 501(c)(3)<br>organization foreign equivalent - public<br>charity | To support the rural renewable energy and climate change mitigation initiative in Myanmar by building a sustainable development model through the identification of climate-friendly industries and sites for project demonstrations that promote climate adaptation products and renewable energy alternatives to set the country's path for low carbon development.  | 187,000                            |
| Global Environmental Institute<br>Beijing<br>China<br>Foreign Grant Affidavit\NC - 501(c)(3)<br>organization foreign equivalent - public<br>charity | For general support.   | 150,000                            |



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|---|---|-----------------------------|
| Global Environmental Institute<br>Beijing<br><br>China<br>Foreign Grant Affidavit\NC - 501(c)(3)<br>organization foreign equivalent - public<br>charity   | To support the biodiversity conservation and climate change mitigation and adaptation initiatives by establishing a fund in China to support ongoing initiatives and foster new solutions to address China's and Asia's environmental challenges  | 1,000,000                   |
| Global Environmental Institute<br>Beijing<br><br>China<br>Foreign Grant Affidavit\NC - 501(c)(3)<br>organization foreign equivalent - public<br>charity   | To support the biodiversity conservation initiative in China by conducting research on China's eco-security system and exploring an ecosystem services-based economic model that benefits both conservation and development in order to provide data necessary for potential eco-security system reforms.   | 165,000                     |
| Global Environmental Institute<br>Beijing<br><br>China<br>Foreign Grant Affidavit\NC - 501(c)(3)<br>organization foreign equivalent - public<br>charity   | To support the climate change mitigation and community conservation in Myanmar through the training of domestic organization initiatives in Myanmar to enhance its capacity to propose and implement innovative solutions to address the country's environmental and development challenges by creating a pilot project to build out community conservation development funds that will support the establishment of environmentally responsible small to medium sized enterprises. | 379,000                     |
| Green & Healthy Homes Initiative Inc.<br>Baltimore<br>MD<br><br>501(c)(3)\PC - 501(c)(3) organization - public<br>charity   | For general support.  | 12,500                      |
| Groupe Energies Renouvelables,<br>Environnement et Solidarites<br>Phnom Penh<br>Phnom Penh<br>Cambodia<br>Foreign Grant Affidavit\NC - 501(c)(3)<br>organization foreign equivalent - public<br>charity | For general support.  | 29,000                      |

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**Grants and Contributions Paid this year (p.10, Part XV, Line 3a):**

| <u>Recipient</u>   | <u>Purpose of the Grant</u>   | <u>Paid during the year</u> |
|--|---|-----------------------------|
| Guangdong Harmony Foundation<br>Guangzhou  |   |                             |
| China<br>Foreign Grant Affidavit\NC - 501(c)(3)<br>organization foreign equivalent - public<br>charity | To support the biodiversity conservation and climate change mitigation initiatives by strengthening and expanding the grant making capacity of the Southern China Environmental Fund in China.  | 250,000                     |
| Habitat for Humanity of the Chesapeake Inc.<br>Arbutus<br>MD   | To support the rehabilitation of the Sandtown, Maryland neighborhood through the rehabilitation of ten vacant and boarded properties into energy-efficient, affordable homes for low income families, providing financial literacy education to the families and supporting community members, stakeholders and city officials in the community planning process to mobilize resources to implement community plans | 12,500                      |
| 501(c)(3)\PC - 501(c)(3) organization - public<br>charity  |   |                             |
| Innovation Center for Energy and<br>Transportation<br>S Pasadena<br>CA                                 |   |                             |
| 501(c)(3)\PC - 501(c)(3) organization - public<br>charity  | For general support.  | 90,000                      |
| International Labor Rights Forum<br>Washington<br>DC   | To support the counter-human trafficking initiative in Southeast Asia by enabling the International Labor Rights Forum and partners to develop a data platform that will be used in satellite-based vessel technology to analyze human trafficking information on fishing vessels.  | 200,000                     |
| 501(c)(3)\PC - 501(c)(3) organization - public<br>charity  |   |                             |
| International Rivers Network<br>Berkeley<br>CA<br>United States  | To support rivers and watersheds in China and the Himalayan regions by scaling up and expanding engagement with Chinese dam corporations and the Chinese government on policy solutions and implementation and by strengthening sustainable hydropower policies and river protection policies in the Himalayan region.  | 197,000                     |
| 501(c)(3)\PC - 501(c)(3) organization - public<br>charity  |   |                             |
| Jefferson Area Board for Aging Inc.<br>Charlottesville<br>VA<br>United States                          |   |                             |
| 501(c)(3)\PC - 501(c)(3) organization - public<br>charity  | For general support.  | 79,669                      |

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| <u>Recipient</u>   | <u>Purpose of the Grant</u>   | <u>Paid during the year</u> |
|--|---|-----------------------------|
| Jefferson School Foundation<br>Charlottesville<br>VA<br>United States<br>501(c)(3)\PC - 501(c)(3) organization - public<br>charity                           | To support the African American Heritage Center, which is<br>dedicated to honoring and preserving the heritage and<br>legacy of the African-American community of Charlottesville,<br>Virginia.   | 96,670                      |
| Literacy Volunteers of Charlottesville-<br>Albemarle<br>Charlottesville<br>VA<br>United States<br>501(c)(3)\PC - 501(c)(3) organization - public<br>charity  | For general support   | 21,660                      |
| Literacy Volunteers of Charlottesville-<br>Albemarle<br>Charlottesville<br>VA<br>United States<br>501(c)(3)\PC - 501(c)(3) organization - public<br>charity  | To support outreach and marketing efforts that will increase<br>visibility, community participation and collaborations at the<br>Jefferson School City Center   | 60,000                      |
| Marshall-Wythe School of Law Foundation<br>Williamsburg<br>VA<br>501(c)(3)\PC - 501(c)(3) organization - public<br>charity                                   | To support coastal resiliency efforts in Virginia's low-lying<br>region of Hampton Roads through the development of an<br>economic analysis of the economic consequences of failing<br>to adapt to sea level rise to help inform critical policy<br>decisions at both a state and local level.  | 178,500                     |
| Mountain Association for Community<br>Economic Development Inc.<br>Berea<br>KY<br>United States<br>501(c)(3)\PC - 501(c)(3) organization - public<br>charity | To support the Appalachian Transition by leveraging the<br>Central Appalachian Network's local relationships and<br>programmatic experiences to convene and catalyze<br>resources to increase the impact of the local food sector<br>throughout the region and model and grow, cross-sector<br>working groups, public engagement and communications to<br>advance the Transition. | 100,000                     |
| Mountain Association for Community<br>Economic Development Inc.<br>Berea<br>KY<br>United States<br>501(c)(3)\PC - 501(c)(3) organization - public<br>charity | For general support   | 100,000                     |

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| <u>Recipient</u>  | <u>Purpose of the Grant</u>   | <u>Paid during the year</u> |
|---|---|-----------------------------|
| Nature Conservancy<br>Arlington<br>VA<br>United States<br>501(c)(3)\PC - 501(c)(3) organization - public<br>charity                             | To support conservation management of native forest areas<br>om Hawaii's East Molokai Mountains by working with<br>conservation partners and the community to protect the<br>coastal sand dunes at Moomomi, one of the last and most<br>intact dune ecosystems in the state.  | 100,000                     |
| New Venture Fund<br>Washington<br>DC<br>501(c)(3)\PC - 501(c)(3) organization - public<br>charity   | To support biodiversity conservation in the Andes Amazon<br>region of Peru and adjacent countries through the creation,<br>consolidation and development of long-term financing<br>capacity for new and expanded protected areas through the<br>creation of a multi-donor fund which will provide grants<br>throughout the region to enhance the capacity and efforts of<br>nonprofit organizations.  | 833,333                     |
| New Venture Fund<br>Washington<br>DC<br>501(c)(3)\PC - 501(c)(3) organization - public<br>charity   | To support biodiversity conservation in the Andes Amazon<br>region of Peru and adjacent countries through the creation,<br>consolidation and development of long-term financing<br>capacity for new and expanded protected areas through the<br>creation of a multi-donor fund which will provide grants<br>throughout the region to enhance the capacity and efforts of<br>nonprofit organizations.  | 833,333                     |
| Piedmont Family Young Men's Christian<br>Association Inc.<br>Charlottesville<br>VA<br>501(c)(3)\PC - 501(c)(3) organization - public<br>charity | For general support.  | 118,560                     |
| Rockefeller Family Fund Inc.<br>New York<br>NY<br>USA<br>501(c)(3)\PC - 501(c)(3) organization - public<br>charity                              | To support the economic transition for coal-impacted<br>communities by convening grantees of the Just Transition<br>Fund and the federal POWER Initiative with philanthropists,<br>federal agencies and other stakeholders to gain a deeper<br>understanding of the transition challenges, share best<br>practices for communities in transition and advance the<br>national conversation about philanthropy's role to ensure<br>effective distribution of federal and private dollars into the<br>transitioning communities. | 85,000                      |

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| <u>Recipient</u>  | <u>Purpose of the Grant</u>   | <u>Paid during the year</u> |
|---|---|-----------------------------|
| Rural Action Inc.<br>the Plains<br>OH   |   |                             |
| 501(c)(3)\PC - 501(c)(3) organization - public<br>charity   | For general support.  | 25,000                      |
| Snv USA<br>Bethesda<br>MD   |   |                             |
| 501(c)(3)\PC - 501(c)(3) organization - public<br>charity   | For general support   | 244,000                     |
| Stockholm Environment Institute US Inc.<br>Somerville<br>MA   | To support biodiversity conservation in Myanmar through<br>the establishment of a national dialogue on water resources<br>management in Ayeyarwady River Basin which could serve<br>as a model for the resources management decision making<br>process in nationwide.   |                             |
| 501(c)(3)\PC - 501(c)(3) organization - public<br>charity   |   | 198,000                     |
| The Coalition to Restore Coastal Louisiana<br>Baton Rouge<br>LA   |   |                             |
| 501(c)(3)\PC - 501(c)(3) organization - public<br>charity   | For general support.  | 50,000                      |
| The Federation for Associations connected<br>to the International HUMANA PEOPLE TO<br>PEOPLE Movement<br>Yunnan<br>China<br>Foreign Grant Affidavit\NC - 501(c)(3)<br>organization foreign equivalent - public<br>charity | To support biodiversity conservation and climate change in<br>China by employing climate-smart and conservation<br>agriculture techniques in Yunnan Province via Farmers' Clubs<br>while also linking farmers to markets and developing a<br>program to certify farmers' carbon credits.  | 98,500                      |
| The Greater New Orleans Foundation<br>New Orleans<br>LA<br>United States<br>501(c)(3)\PC - 501(c)(3) organization - public<br>charity   | To support the Imagine New Orleans Endowment<br>established to enhance New Orleans' ability to engage on<br>coastal issues facing the region and to support the Coastal 5<br>+ 1 initiative aimed at coordinating and strengthening<br>coastal restoration and economic development in the five<br>coastal parishes in Louisiana. | 100,000                     |

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|--|---|-----------------------------|
| The International Snow Leopard Trust<br>Seattle<br>WA<br>USA<br>501(c)(3)\PC - 501(c)(3) organization - public charity   | To support biodiversity conservation in the Himalayas by encouraging the development and growth of scalable pilot demonstrations that protect critical ecological systems, improve citizens' livelihoods, and encourage local communities to take ownership for their conservation activities   | 25,000                      |
| The Small-Scale Sustainable Infrastructure Development Fund in<br>Cambridge<br>MA<br>United States<br>501(c)(3)\PC - 501(c)(3) organization - public charity   | To support climate change mitigation and improve access to rural renewable energy in Myanmar and India by increasing partnership and financing opportunities for small and medium sized enterprises with clean energy and environmentally sustainable components.   | 79,000                      |
| The State Forestry Administration of<br>Bamboo Research and Development Center<br>Hangzhou Zhejiang Province<br><br>China<br>Foreign Grant Affidavit\NC - 501(c)(3) organization foreign equivalent - public charity | To support the biodiversity conservation and climate change mitigation initiatives in Myanmar by strengthening and scaling up the country's commercial bamboo industry as a sustainable substitute for traditional timber products through the introduction of successful Chinese bamboo market models and technology.  | 128,200                     |
| U Win Aung<br>Bahar T.S.<br>Yangon<br>Union of Myanmar<br>Other\NC - Individual grant: made pursuant to IRS approved individual grant guidelines.  | To support biodiversity conservation, climate change mitigation and sustainable fisheries in Myanmar by disseminating information to relevant stakeholders, providing education on a wide range of issues to key environmental leaders and integrating different actors across different sectors with shared interests in pursuing sustainable economic and environmental developments. | 90,000                      |
| West Virginia Citizen Action Education Fund<br>Inc.<br>Charleston<br>WV<br>United States<br>501(c)(3)\PC - 501(c)(3) organization - public charity   | For general support.  | 30,000                      |

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| <u>Recipient</u>  | <u>Purpose of the Grant</u>  | <u>Paid during the year</u> |
|---|--|-----------------------------|
| West Virginia Community Development Hub<br>Inc.<br>Fairmont<br>WV |  |                             |
| 501(c)(3)\PC - 501(c)(3) organization - public<br>charity         | For general support.   | 50,000                      |
| West Virginia Community Development Hub<br>Inc.<br>Fairmont<br>WV |  |                             |
| 501(c)(3)\PC - 501(c)(3) organization - public<br>charity         | To support the Appalachian Transition initiative in West Virginia by creating a comprehensive communications structure to grow and galvanize the diverse community and economic transition activity that is gaining momentum in the state.   | 65,000                      |
| Wetlands Watch Inc.<br>Norfolk<br>VA                              |  |                             |
| 501(c)(3)\PC - 501(c)(3) organization - public<br>charity         | To support coastal resiliency efforts in Virginia's low-lying region of Hampton Roads by increasing local government understanding of the Community Rating System and providing guidance and technical assistance necessary to meet the program requirements while promoting the using of nature-based adaptation approaches                       | 50,000                      |
| Wetlands Watch Inc.<br>Norfolk<br>VA                              |  |                             |
| 501(c)(3)\PC - 501(c)(3) organization - public<br>charity         | For general support.   | 17,000                      |
| Wildlife Conservation Society<br>Bronx<br>NY<br>United States     |  |                             |
| 501(c)(3)\PC - 501(c)(3) organization - public<br>charity         | To support ocean conservation in Myanmar by working with diverse Myanmar stakeholders to develop a marine conservation strategy that can address the current shortcomings of Myanmar's nearshore and offshore fisheries by protecting and restoring marine ecosystems, improving fisher peoples' incomes, and increasing oceans protein production | 164,000                     |
| Wildlife Conservation Society<br>Bronx<br>NY<br>United States     |  |                             |
| 501(c)(3)\PC - 501(c)(3) organization - public<br>charity         | To support biodiversity conservation in Tibet by strengthening the financial sustainability of Conservation Incentive Agreement (CIA) models for wildlife conservation and supporting incorporation of models into provincial policies.  | 79,866                      |

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| <u>Recipient</u>  | <u>Purpose of the Grant</u>  | <u>Paid during the year</u> |
|---|--|-----------------------------|
| Wildlife Conservation Society<br>Bronx<br>NY<br>United States<br>501(c)(3)\PC - 501(c)(3) organization - public charity | To support biodiversity, local economic sustainability and climate change mitigation in Bolivia's Madidi- Tambopata landscape to create sustainable livelihoods through increased collaboration with national research organizations, protected area entities, important indigenous communities, and government agencies at all levels to strengthen protected area management and support indigenous territorial consolidation. | 175,000                     |
| Wildlife Conservation Society<br>Bronx<br>NY<br>United States<br>501(c)(3)\PC - 501(c)(3) organization - public charity | To support global conservation in 15 global priority regions through increased investment in field work to influence conservation on a global scale through policy engagement, scientific synthesis and social campaigns.  | 3,500,000                   |
| Wildlife Conservation Society<br>Bronx<br>NY<br>United States<br>501(c)(3)\PC - 501(c)(3) organization - public charity | To support ocean conservation in Myanmar by working with diverse Myanmar stakeholders to develop a marine conservation strategy that can address the current shortcomings of Myanmar's nearshore and offshore fisheries by protecting and restoring marine ecosystems, improving fisher peoples' incomes, and increasing oceans protein production.  | 164,000                     |
| Woods Hole Research Center Inc.<br>Falmouth<br>MA<br>United States<br>501(c)(3)   | To support climate stabilization around the globe through intensive research and analysis to identify high-priority areas for land carbon restoration and then quantifying and publicizing the progress made by individual jurisdictions to increase land carbon storage while simultaneously reducing emissions in the atmosphere.  | 244,100                     |
|   |  | <u>\$14,053,861</u>         |



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13-6034219

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**Grants and Contributions Approved for Future Payment (p. 10, Part XV, Line 3b):**

| <u>Planned Recipient</u>  | <u>Purpose of the Grant</u>  | <u>Approved for<br/>Future<br/>Payment</u> |
|---|--|--|
| Alzheimer's Disease and Related Disorders<br>Association<br>Charlottesville, VA United States<br>501(c)(3)\PC - 501(c)(3) organization - public charity | To support art programs and classes for individuals in<br>the early stages of Alzheimer's disease and their<br>families  | 50,000                                     |
| Baltimore Educational Scholarship Trust, Inc.<br>Baltimore, MD United States<br>501(c)(3)\PC - 501(c)(3) organization - public charity                  | For general support.   | 15,000                                     |
| Calvert Social Investment Foundation, Inc.<br>Bethesda, MD United States<br>501(c)(3)\PC - 501(c)(3) organization - public charity                      | For general support.   | 50,000                                     |
| Ceres, Inc.<br>Boston, MA United States<br>501(c)(3)\PC - 501(c)(3) organization - public charity   | To support the advancement of state-level clean<br>energy policies and Virginia's Clean Power Plan<br>implementation process to help send the right market<br>signals for innovation and investments in clean energy<br>in Virginia  | 116,500                                    |
| Charlottesville Area Community Foundation<br>Charlottesville, VA United States<br>501(c)(3)\PC - 501(c)(3) organization - public charity                | For general support.   | 50,000                                     |
| Chesapeake Bay Foundation, Inc.<br>Annapolis, MD United States<br>501(c)(3)   | To support coastal resiliency and pollution reduction<br>efforts in Virginia's Hampton Roads region by engaging<br>in community education and awareness activities that<br>encourage the implementation of best management<br>practices to improve water quality and promote these<br>management practices in local planning and budgeting<br>processes. | 99,240                                     |
| Chesapeake Climate Action Network<br>Takoma Park, MD United States<br>501(c)(3)\PC - 501(c)(3) organization - public charity                            | For general support.   | 100,000                                    |
| China Green Carbon Foundation<br>Beijing, China<br>Foreign Grant Affidavit\NC - 501(c)(3) organization<br>foreign equivalent - public charity           | To support the biodiversity conservation initiative in<br>China by establishing a domestic Chinese fund that will<br>provide programmatic and grant-making advice and<br>services to enhance community conservation towards<br>sustainable development.  | 500,000                                    |

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Charlottesville, VA

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| <u>Planned Recipient</u>   | <u>Purpose of the Grant</u>   | <u>Approved for<br/>Future<br/>Payment</u> |
|--|---|--|
| China Green Carbon Foundation<br>Beijing, China<br>Foreign Grant Affidavit\NC - 501(c)(3) organization<br>foreign equivalent - public charity  | To support biodiversity initiatives in China by enhancing habitat and source conservations efforts in the region while also raising awareness of and increasing efforts to combat illegal wildlife trade and reduce the demand for wild animal products.  | 200,000                                    |
| Enterprise Community Partners, Inc.<br>Columbia, MD United States<br>501(c)(3)\PC - 501(c)(3) organization - public charity                    | For general operating support.  | 30,000                                     |
| Foundation for Appalachian Kentucky, Inc.<br>Chavies, KY United States<br>501(c)(3)\PC - 501(c)(3) organization - public charity               | To support the development of an impact investing system in Central Appalachia through the analysis of the current supply and demand for impact capital in the region and the design of platforms and tools to strengthen the capacity of the region to access and absorb impact capital.   | 150,000                                    |
| Foundation for Louisiana<br>Baton Rouge, LA United States<br>501(c)(3)\PC - 501(c)(3) organization - public charity                            | To support coastal resiliency in Louisiana through the creation of a fund aimed at reversing the ecological and economic vulnerability of the region by supporting the implementation of the 2012 Coastal Master Plan and advocacy for a non-political, science-based approach within the plan's 2017 revision and renewal process. | 1,839,500                                  |
| Friends of the Osa<br>Washington, DC United States<br>501(c)(3)\PC - 501(c)(3) organization - public charity                                   | To support biodiversity conservation in the Osa Peninsula, Costa Rica, through the development of a conservation learning campus that promotes biodiversity conservation, sustainable agriculture, and ecotourism.  | 56,000                                     |
| Global Environmental Institute<br>Beijing, China<br>Foreign Grant Affidavit\NC - 501(c)(3) organization<br>foreign equivalent - public charity | To support the biodiversity conservation and climate change mitigation and adaptation initiatives by establishing a fund in China to support ongoing initiatives and foster new solutions to address China's and Asia's environmental challenges.   | 5,000,000                                  |

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|--|---|--|
| Guangdong Harmony Foundation<br>Guangzhou, China<br>Foreign Grant Affidavit\NC - 501(c)(3) organization<br>foreign equivalent - public charity | To support the biodiversity conservation and climate change mitigation initiatives by strengthening and expanding the grant making capacity of the Southern China Environmental Fund in China.  | 500,000                                    |
| Hopewell Fund<br>Washington, DC United States<br>501(c)(3)\PC - 501(c)(3) organization - public charity  | To support the exploration and development of a social incubator designed to grow the number of mission-driven ventures in Charlottesville, Virginia, during its landscape analysis and program building year.  | 364,000                                    |
| Jefferson Area Board for Aging, Inc<br>Charlottesville, VA United States<br>501(c)(3)\PC - 501(c)(3) organization - public charity             | For general support.  | 179,271                                    |
| Jefferson School Foundation<br>Charlottesville, VA United States<br>501(c)(3)\PC - 501(c)(3) organization - public charity                     | To support the African American Heritage Center, which is dedicated to honoring and preserving the heritage and legacy of the African-American community of Charlottesville, Virginia.  | 96,670                                     |
| Kentucky Coalition, Inc.<br>London, KY United States<br>501(c)(3)\PC - 501(c)(3) organization - public charity                                 | For general support.  | 100,000                                    |
| Nature Conservancy<br>Arlington, VA United States<br>501(c)(3)\PC - 501(c)(3) organization - public charity                                    | To support conservation management of native forest areas in Hawaii's East Molokai Mountains and the upper watershed area by creating two subunits to enable the application of best management strategies specific to the geography and forest type for each area.   | 100,000                                    |
| New Venture Fund<br>Washington, DC United States<br>501(c)(3)\PC - 501(c)(3) organization - public charity                                     | To support biodiversity conservation in the Andes Amazon region of Peru and adjacent countries through the creation, consolidation, and development of long-term financing capacity for new and expanded protected areas through the creation of a multi-donor fund which will provide grants throughout the region to enhance the capacity and efforts of nonprofit organizations. | 6,666,667                                  |

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|---|---|--|
| Piedmont Family Young Men's Christian Association,<br>Inc.<br>Charlottesville, VA United States<br>501(c)(3)\PC - 501(c)(3) organization - public charity   | For general support.  | 118,560                                    |
| Piedmont Virginia Community College Educational<br>Foundation<br>Charlottesville, VA United States<br>501(c)(3)\PC - 501(c)(3) organization - public charity  | For general support.  | 103,470                                    |
| Piedmont Virginia Community College Educational<br>Foundation<br>Charlottesville, VA United States<br>501(c)(3)\PC - 501(c)(3) organization - public charity  | For general support.  | 300,000                                    |
| Stockholm Environment Institute US, Inc.<br>Somerville, MA United States<br>501(c)(3)\PC - 501(c)(3) organization - public charity  | To support biodiversity conservation in Myanmar<br>through the establishment of a national dialogue on<br>water resources management in Ayeyarwady River<br>Basin which could serve as a model for the resources<br>management decision making process nationwide.  | 152,000                                    |
| The Center for the Living City<br>New York, NY United States<br>501(c)(3)\PC - 501(c)(3) organization - public charity  | For general support.  | 5,000                                      |
| The State Forestry Administration of Bamboo<br>Research and Development Center<br>Hangzhou Zhejiang Province, China<br>Foreign Grant Affidavit\NC - 501(c)(3) organization<br>foreign equivalent - public charity | To support the biodiversity conservation and climate<br>change mitigation initiatives in Myanmar by<br>strengthening and scaling up the country's commercial<br>bamboo industry as a sustainable substitute for<br>traditional timber products through the introduction<br>of successful Chinese bamboo market models and<br>technology | 121,300                                    |
| VA Institute of Marine Science - College of William &<br>Mary<br>Gloucester Point, VA United States<br>501(c)(3)\PC - 501(c)(3) organization - public charity   | To support the creation of a data portal to provide<br>comprehensive information, data analyses and tools to<br>support climate change risk assessment and<br>adaptation planning in Coastal Virginia   | 300,000                                    |

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|--|---|--|
| Wetlands Watch, Inc.<br>Norfolk, VA United States<br>501(c)(3)\PC - 501(c)(3) organization - public charity        | To support coastal resiliency efforts in Virginia's low-lying region of Hampton Roads by increasing local governments understanding of the Community Rating System and providing guidance and technical assistance necessary to meet the program requirements while promoting the using of nature-based adaptation approaches.      | 50,000                                     |
| Wildlife Conservation Society<br>Bronx, NY United States<br>501(c)(3)\PC - 501(c)(3) organization - public charity | To support global conservation in 15 global priority regions through increased investment in field work to influence conservation on a global scale through policy engagement, scientific synthesis, and social campaigns.  | 6,500,000                                  |
| Wildlife Conservation Society<br>Bronx, NY United States<br>501(c)(3)\PC - 501(c)(3) organization - public charity | General support to expand the education and participation of fishermen and their communities in the practice of sustainable fishing in Belize.  | 20,000                                     |
| Woods Hole Research Center, Inc.<br>Falmouth, MA United States<br>501(c)(3) organization - public charity          | To support climate stabilization around the globe through intensive research and analysis to identify high-priority areas for land carbon restoration and then quantifying and publicizing the progress made by individual jurisdictions to increase land carbon storage while simultaneously reducing emissions in the atmosphere. | 255,400                                    |
| <b>TOTAL GRANTS AND CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT</b>  |   | <b><u>\$ 24,188,578</u></b>                |