

For calendar year 2017, or tax year beginning 01-01-2017, and ending 12-31-2017

Name of foundation HARRY AND ZOE POOLE FOUNDATION		A Employer identification number 20-1360297	
Number and street (or P.O. box number if mail is not delivered to street address) 3877 FAIRFAX RIDGE ROAD NO 200N		Room/suite	
City or town, state or province, country, and ZIP or foreign postal code FAIRFAX, VA 22030		B Telephone number (see instructions) (703) 591-7200	
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here 2. Foreign organizations meeting the 85% test, check here and attach computation	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 3,619,913	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	191	191	191	
	4 Dividends and interest from securities	79,478	79,478	79,478	
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	79,082			
	b Gross sales price for all assets on line 6a 1,036,854				
	7 Capital gain net income (from Part IV, line 2)		79,082		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances _____				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	675	0	0	
	12 Total. Add lines 1 through 11	159,426	158,751	79,669	
	13 Compensation of officers, directors, trustees, etc	27,500	0	27,500	0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	5,900	5,900	5,900	0
	c Other professional fees (attach schedule)	51,774	51,774	51,774	0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	2,432	2,432	2,432	0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	3,462	3,462	3,462	0
	24 Total operating and administrative expenses. Add lines 13 through 23	91,068	63,568	91,068	0
	25 Contributions, gifts, grants paid	156,000			156,000
	26 Total expenses and disbursements. Add lines 24 and 25	247,068	63,568	91,068	156,000
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-87,642			
	b Net investment income (if negative, enter -0-)		95,183		
c Adjusted net income (if negative, enter -0-)				0	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
Assets	1	Cash—non-interest-bearing					
	2	Savings and temporary cash investments	213,333	250,173	250,173		
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____					
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)					
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges					
	10a	Investments—U S and state government obligations (attach schedule)					
	b	Investments—corporate stock (attach schedule)	2,084,598	2,471,594	2,471,594		
	c	Investments—corporate bonds (attach schedule)	141,038	106,780	106,780		
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
	12	Investments—mortgage loans					
	13	Investments—other (attach schedule)	860,798	791,366	791,366		
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
15	Other assets (describe ▶ _____)						
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	3,299,767	3,619,913	3,619,913			
Liabilities	17	Accounts payable and accrued expenses					
	18	Grants payable					
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable (attach schedule)					
	22	Other liabilities (describe ▶ _____)					
	23	Total liabilities (add lines 17 through 22)	0	0			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☒ and complete lines 24 through 26 and lines 30 and 31.						
	24	Unrestricted	3,299,767	3,619,913			
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here ☐ and complete lines 27 through 31.						
	27	Capital stock, trust principal, or current funds					
	28	Paid-in or capital surplus, or land, bldg , and equipment fund					
	29	Retained earnings, accumulated income, endowment, or other funds					
	30	Total net assets or fund balances (see instructions)	3,299,767	3,619,913			
31	Total liabilities and net assets/fund balances (see instructions) .	3,299,767	3,619,913				

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,299,767
2	Enter amount from Part I, line 27a	2	-87,642
3	Other increases not included in line 2 (itemize) ▶ _____	3	407,788
4	Add lines 1, 2, and 3	4	3,619,913
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	3,619,913

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 P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a PUBLICLY TRADED SECURITIES		2017-01-01	2017-12-31
b PUBLICLY TRADED SECURITIES		2015-01-01	2017-12-31
c CAPITAL GAINS DIVIDENDS	P		
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 252,802		250,051	2,751
b 780,167		707,721	72,446
c 3,885			3,885
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			2,751
b			72,446
c			3,885
d			
e			

2 Capital gain net income or (net capital loss)	2	79,082
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	2,751

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2016	204,726	3,232,034	0 063343
2015	257,339	3,563,453	0 072216
2014	178,500	3,860,612	0 046236
2013	196,050	3,652,744	0 053672
2012	167,750	3,391,877	0 049456

2 Total of line 1, column (d)	2	0 284923
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 056985
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	3,464,080
5 Multiply line 4 by line 3	5	197,401
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	952
7 Add lines 5 and 6	7	198,353
8 Enter qualifying distributions from Part XII, line 4	8	156,000

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	1,904
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	1,904
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	1,904
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	3,226
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	0
7	Total credits and payments. Add lines 6a through 6d.	7	3,226
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	0
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	1,322
11	Enter the amount of line 10 to be Credited to 2018 estimated tax ☐ 1,322 Refunded ☐	11	0

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ 0 (2) On foundation managers ☐ \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	2	No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	No
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ VA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i> .	8b	Yes
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the taxable year beginning in 2017 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	Yes	
14	The books are in care of ► PAUL M GURMAN Telephone no ► (703) 591-7200			

Located at **►** 3877 FAIRFAX RIDGE ROAD SUITE 200N FAIRFAX VAZIP+4 **►** 22030

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year ► 15 0			
16	At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes," enter the name of the foreign country ►	16	Yes	No

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.**

1a	During the year did the foundation (either directly or indirectly)		Yes	No
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ☐ 1b			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017? ☐ 1c			No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? ☐ Yes ☒ No If "Yes," list the years ► 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions). ☐ 2b			
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2017 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2017). ☐ Yes ☒ No 3b			
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a			No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017? 4b			No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ 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)?	5b	No	
	Organizations relying on a current notice regarding disaster assistance check here. 			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes ☐ No		
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>			
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? <i>If "Yes" to 6b, file Form 8870</i>	6b	No	
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?	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 (see instructions).				
(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
PAUL M GURMAN 3877 FAIRFAX RIDGE ROAD 200N FAIRFAX, VA 22030	PRESIDENT 4 00	25,000	0	0
CHARLES WIGHT 3877 FAIRFAX RIDGE ROAD 200N FAIRFAX, VA 22030	DIRECTOR 1 00	2,500	0	0
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
NONE				
Total number of other employees paid over \$50,000.				0
3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."				
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation		
NONE				
Total number of others receiving over \$50,000 for professional services.				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	
2	
3	
4	
Part IX-B Summary of Program-Related Investments (see instructions)	
Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	3,285,846
b	Average of monthly cash balances.	1b	230,986
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	3,516,832
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	3,516,832
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	52,752
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	3,464,080
6	Minimum investment return. Enter 5% of line 5.	6	173,204

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	173,204
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	1,904
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,904
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	171,300
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	171,300
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	171,300

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	156,000
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	156,000
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	156,000

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				171,300
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2017				
a From 2012.				
b From 2013.				
c From 2014.				
d From 2015.				
e From 2016.				24,423
f Total of lines 3a through e.	24,423			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ 156,000				
a Applied to 2016, 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 2017 distributable amount.				156,000
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))	15,300			15,300
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	9,123			
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 2016 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				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 2012 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	9,123			
10 Analysis of line 9				
a Excess from 2013.				
b Excess from 2014.				
c Excess from 2015.				
d Excess from 2016.				9,123
e Excess from 2017.				

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

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

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

1 Information Regarding Foundation Managers:	
a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2)) See Additional Data Table	
b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest	
2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:	
Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d	
a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed HARRY AND ZOE POOLE FOUNDATION PAUL 3877 FAIRFAX RIDGE ROAD SUITE 200N FAIRFAX, VA 22030 (703) 591-7200	
b The form in which applications should be submitted and information and materials they should include WRITTEN REQUEST	
c Any submission deadlines NONE	
d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors FUNDS SHOULD BE USED TO PROMOTE EDUCATION OR BENEFIT CHILDREN	

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See Additional Data Table				
Total			▶ 3a	156,000
b <i>Approved for future payment</i>				
Total			▶ 3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2017)

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

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

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

b If "Yes," complete the following schedule

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

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.		
	***** Signature of officer or trustee	2018-05-14 Date	***** 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 if self-employed ☐	PTIN
	DANIEL A LARSON		2018-05-02		P01293368
	Firm's name ► GROSS MENDELSON & ASSOCIATES PA				Firm's EIN ► 52-0982413
Firm's address ► 36 SOUTH CHARLES ST 18TH FLOOR BALTIMORE, MD 21201					Phone no (410) 685-5512

Form 990PF Part XV Line 1a - List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000).

PAUL M GURMAN
CHARLES WIGHT

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
A WIDER CIRCLE9159 BROOKVILLE RD SILVER SPRING, MD 20910	NONE	PUBLIC CHARITY	FAMILY NEEDS	2,000
CASA CHIRILAGUA 4109 MOUNT VERNON AVE ALEXANDRIA, VA 22305	NONE	PUBLIC CHARITY	FAMILY NEEDS	5,000
CLIFTON LIONS CLUB 7207 MAIN STREET CLIFTON, VA 20124	NONE	PUBLIC CHARITY	ASSISTANCE FOR LIFE WITH CANCER PROGRAM	500
DC SPECIAL EDUCATION COOPERATIVE 641 S ST NW FI 3 WASHINGTON, DC 20001	NONE	PUBLIC CHARITY	EDUCATION FOR SPECIAL NEEDS CHILDREN	1,000
DOORWAYS FOR WOMEN AND FAMILIES PO BOX 100185 ARLINGTON, VA 22210	NONE	PUBLIC CHARITY	AT-RISK WOMEN AND CHILDREN ASSISTANCE PROGRAMMING	7,500
Total ► 3a				156,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
FOOD FOR OTHERS 2938 PROSPERITY AVENUE FAIRFAX, VA 22031	NONE	PUBLIC CHARITY	TO PROVIDE FOOD ON WEEKENDS TO CHILDREN FROM LOW OR NO INCOME FAMILIES	3,500
FRIENDS OF GUEST HOUSE 1 EAST LURAY AVENUE ALEXANDRIA, VA 22301	NONE	PUBLIC CHARITY	CHILDREN SUPPORT	2,500
GOOD SHEPHERD HOUSING & FAMILY SERV INC PO BOX 15096 ALEXANDRIA, VA 22309	NONE	PUBLIC CHARITY	REDUCING HOMELESSNESS AND PROMOTING SELF SUFFICIENCY	5,000
JCCNV8900 LITTLE RIVE TURNPIKE FAIRFAX, VA 22031	NONE	PUBLIC CHARITY	SPECIAL NEEDS PROGAMMING	20,000
MARTHA'S TABLE2114 14TH ST NW WASHINGTON, DC 20009	NONE	PUBLIC CHARITY	PROVIDE FOOD, CLOTHING, AND EDUCATION FOR PEOPLE IN NEED	2,000
Total ▶ 3a				156,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MASSACHUSETTS INST OF TECH 77 MASSACHUSETTS AVENUE CAMBRIDGE, MA 02139	NONE	UNIVERSITY	EDUCATIONAL SCHOLARSHIPS	25,000
NAVY SAFE HARBOR FOUNDATION 3631 RANSOM PLACE ALEXANDRIA, VA 22306	NONE	501(C)(3)	CHILDREN SUPPORT	4,000
PARKMONT SCHOOL 4842 SIXTEENTH STREET NW WASHINGTON, DC 20011	NONE	PUBLIC CHARITY	SPECIAL NEEDS LITERACY PROGRAMMING	8,500
RADFORD UNIVERSITYPO BOX 6915 RADFORD, VA 24142	NONE	UNIVERSITY	SCHOLARSHIP	5,000
REACH OUT AND READ VIRGINIA 1742 PARHAM ROAD RICHMOND, VA 23228	NONE	PUBLIC CHARITY	CHILDREN READING PROGRAMMING	7,500
Total ▶ 3a				156,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
READING IS FUNDAMENTAL 1825 CONNECTICUT AVE NW WASHINGTON, DC 20009	NONE	PUBLIC CHARITY	CHILDREN READING PROGRAMMING	1,000
SAFE SPOTPO BOX 148 FAIRFAX, VA 22038	NONE	PUBLIC CHARITY	CHILD SAFETY PROGRAMS	5,000
SO OTHERS MIGHT EAT 71 O STREET NW WASHINGTON, DC 20001	NONE	PUBLIC CHARITY	FAMILY NEEDS	2,500
TEE OFF FOR TOTS 1650 TYSONS BLVD 10TH FLOOR MCLEAN, VA 22102	NONE	PUBLIC CHARITY	CHILDREN EDUCATIONAL PROGRAMS	15,000
THE ALEX POPECK NEVER BACK DOWN FOUNDATION PO BOX 1204 OLNEY, MD 20830	NONE	PUBLIC CHARITY	PROMOTE EDUCATIONAL ADVANCE FOR CHILDREN	2,500
Total ► 3a				156,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
THE SUNSHINE FOUNDATION 1041 MILL CREEK DRIVE FEASTERVILLE, PA 19053	NONE	PUBLIC CHARITY	ILL CHILDREN PROGRAMMING	5,000
THE YOUTH QUEST FOUNDATION 14151 NEWBROOK DRIVE SUITE 20 CHANTILLY, VA 20151	NONE	PUBLIC CHARITY	AT-RISK CHILDREN EDUCATIONAL PROGRAMMING	6,000
TOUCHING HEARTPO BOX 710282 HERNDON, VA 20171	NONE	PUBLIC CHARITY	CHILDREN'S EDUCATION THROUGH PHILANTHROPY	5,000
UNITED COMMUNITY MINISTRIES 7511 FORDSON ROAD ALEXANDRIA, VA 22306	NONE	PUBLIC CHARITY	CHILDREN'S PROGRAMS	10,000
WASHINGTON TENNIS & EDUCATION FOUNDATION 16TH AND KENNEDY STREETS NW WASHINGTON, DC 20011	NONE	PUBLIC CHARITY	AT RISK CHILDREN AFTER SCHOOL PROGRAMMING	5,000
Total ► 3a				156,000

TY 2017 Accounting Fees Schedule**Name:** HARRY AND ZOE POOLE FOUNDATION**EIN:** 20-1360297**Accounting Fees Schedule**

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION FEES	3,500	3,500	3,500	0
BOOKKEEPING	2,400	2,400	2,400	0

TY 2017 Investments Corporate Bonds Schedule**Name:** HARRY AND ZOE POOLE FOUNDATION**EIN:** 20-1360297**Investments Corporate Bonds Schedule**

Name of Bond	End of Year Book Value	End of Year Fair Market Value
JP MORGAN 6.15% PFD - 3,000 SHARES	80,790	80,790
WF- 5.7% PFD- 1,000 SHARES #6645	25,990	25,990

TY 2017 Investments Corporate Stock Schedule**Name:** HARRY AND ZOE POOLE FOUNDATION**EIN:** 20-1360297

Name of Stock	End of Year Book Value	End of Year Fair Market Value
WF #3022-3523 PENN CAPITAL -MID CAP CORE	279,918	279,918
WF #5394-1653 WHV INT'L EQUITY	191,371	191,371
WF #1954-2616 ATALANTA/SOSNOFF CAPITAL	739,731	739,731
WF #6463-6001 EQUITY INVESTMENT CORP	480,160	480,160
WF #7236-9945 CLEARBRIDGE MULTI CAP GWTH	735,629	735,629
WF #6069-6645 WP CAREY, INC.	44,785	44,785

TY 2017 Investments - Other Schedule**Name:** HARRY AND ZOE POOLE FOUNDATION**EIN:** 20-1360297**Investments Other Schedule 2**

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
LOOMIS SAYLES STRATEGIC INC - 8,179 SH	FMV	119,897	119,897
MAINSTAY FUNDS UNCONSTR BD FD- 9,227 SHS	FMV	82,122	82,122
ALLIANZGI NFJ DIV INT PREM - 93 SHS	FMV	1,214	1,214
ALPINE TOTAL DYNAMIC DIV - 6618 SHS	FMV	62,672	62,672
CALAMOS CONVERTIBLE OPP - 1594 SHS	FMV	17,838	17,838
GUGGENHEIM FUNDS MACRO OPP - 2,495 SHS	FMV	66,859	66,859
ARTISAN PARTNERS SMALL CAP FD - 205 SHS	FMV	6,296	6,296
MAINSTAY FDS TR INT'L OPPOR - 8,759 SHS	FMV	84,612	84,612
JP MORGAN TR INTREPID EUROPE FD-3,052 SHS	FMV	82,639	82,639
ALLIANZGI AGIC INCOME & GROWTH- 25,138 SHS	FMV	267,217	267,217

TY 2017 Other Expenses Schedule**Name:** HARRY AND ZOE POOLE FOUNDATION**EIN:** 20-1360297**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL PROCESSING FEES	520	520	520	0
INSURANCE	2,377	2,377	2,377	0
REGISTRATION FEES	25	25	25	0
MEETING EXPENSE	540	540	540	0

TY 2017 Other Income Schedule

Name: HARRY AND ZOE POOLE FOUNDATION

EIN: 20-1360297

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OTHER INVESTMENT INCOME	675	0	0

TY 2017 Other Increases Schedule**Name:** HARRY AND ZOE POOLE FOUNDATION**EIN:** 20-1360297

Description	Amount
2013 FEDERAL INCOME TAX REFUND	2,975
NET UNREALIZED GAIN ON INVESTMENTS	404,813

TY 2017 Other Professional Fees Schedule**Name:** HARRY AND ZOE POOLE FOUNDATION**EIN:** 20-1360297

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CONSULTING AND ADVISORY FEES	51,774	51,774	51,774	0

TY 2017 Taxes Schedule**Name:** HARRY AND ZOE POOLE FOUNDATION**EIN:** 20-1360297

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL TAXES	1,913	1,913	1,913	0
FOREIGN TAXES W/H	519	519	519	0