Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2017

Open to Public Inspection

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

Name of foundation
OAK SPRING GARDEN FOUNDATION

A Employer identification number
54-1672141

Number and street (or P O box number if mail is not delivered to street address) Room/suite
1776 LOUGHBOROUGH LANE

B Telephone number (see instructions)
(540) 592-3159

City or town, state or province, country, and ZIP or foreign postal code
UPPERVILLE, VA 20184

C If exemption application is pending, check here ▶ ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization ☑ 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)*▶$ 352,393,392

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)	3,740,687			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	82,358	82,358	82,358	
	4	Dividends and interest from securities	1,066,076	1,066,076	1,066,076	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	8,654,683			
	b	Gross sales price for all assets on line 6a 40,665,091				
	7	Capital gain net income (from Part IV, line 2)		8,654,683		
	8	Net short-term capital gain			2,848,409	
	9	Income modifications				
	10a	Gross sales less returns and allowances 2,569				
	b	Less Cost of goods sold 2,626				
	c	Gross profit or (loss) (attach schedule)	-57		-57	
	11	Other income (attach schedule)	1,271,903	1,228,401	1,271,903	
	12	**Total.** Add lines 1 through 11	14,815,650	11,031,518	5,268,689	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	694,900			694,900
	14	Other employee salaries and wages	3,063,534			3,017,433
	15	Pension plans, employee benefits	845,571			839,842
	16a	Legal fees (attach schedule)	72,548			72,548
	b	Accounting fees (attach schedule)	157,644	44,235		109,414
	c	Other professional fees (attach schedule)	1,679,570	1,077,097	1,077,097	565,484
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	157,794			157,794
	19	Depreciation (attach schedule) and depletion	538,389			
	20	Occupancy	314,896			306,780
	21	Travel, conferences, and meetings	152,031			152,005
	22	Printing and publications	5,689			5,689
	23	Other expenses (attach schedule)	2,159,167			2,249,044
	24	**Total operating and administrative expenses.** Add lines 13 through 23	9,841,733	1,121,332	1,077,097	8,170,933
	25	Contributions, gifts, grants paid	227,074			206,962
	26	**Total expenses and disbursements.** Add lines 24 and 25	10,068,807	1,121,332	1,077,097	8,377,895
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	4,746,843			
	b	**Net investment income** (if negative, enter -0-)		9,910,186		
	c	**Adjusted net income**(if negative, enter -0-)			4,191,592	

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	296,431	517,139	517,139
	2	Savings and temporary cash investments	61,282,603	38,296,983	38,296,983
	3	Accounts receivable ▶ 490			
		Less allowance for doubtful accounts ▶	187	490	490
	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	732,325	695,669	837,565
	9	Prepaid expenses and deferred charges		183,041	183,041
	10a	Investments—U S and state government obligations (attach schedule)	14,983,335		
	b	Investments—corporate stock (attach schedule)		10,883,649	10,883,649
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	133,215,121	180,095,308	180,095,308
	14	Land, buildings, and equipment basis ▶ 31,407,405			
		Less accumulated depreciation (attach schedule) ▶ 1,118,729	17,572,534	30,288,676	30,288,676
	15	Other assets (describe ▶)	90,414,808	91,290,541	91,290,541
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	318,497,344	352,251,496	352,393,392
Liabilities	17	Accounts payable and accrued expenses		280,433	
	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 ▶)	34,406	1,000	
	23	**Total liabilities**(add lines 17 through 22)	34,406	281,433	
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	318,462,938	147,124,592	
	25	Temporarily restricted		204,445,471	
	26	Permanently restricted		400,000	
		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)	318,462,938	351,970,063	
	31	**Total liabilities and net assets/fund balances** (see instructions)	318,497,344	352,251,496	

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	318,462,938
2	Enter amount from Part I, line 27a	2	4,746,843
3	Other increases not included in line 2 (itemize) ▶	3	28,770,851
4	Add lines 1, 2, and 3	4	351,980,632
5	Decreases not included in line 2 (itemize) ▶	5	10,569
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	351,970,063

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)
1a	See Additional Data Table			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	See Additional Data Table			
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
a	See Additional Data Table			
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	8,654,683
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	2,848,409

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	9,227,478	170,163,294	0 054227
2015	93,544	99,980	0 935627
2014	10,887	111,565	0 097584
2013	8,155	45,081	0 180897
2012	2,489	9,368	0 265692

2	**Total** of line 1, column (d)	2	1 534027
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 306805
4	Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	215,764,090
5	Multiply line 4 by line 3	5	66,197,502
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	99,102
7	Add lines 5 and 6	7	66,296,604
8	Enter qualifying distributions from Part XII, line 4	8	21,632,424

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	198,204
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	
3	Add lines 1 and 2.			3	198,204
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	198,204
6	Credits/Payments				
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	100,000		
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	260,000
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ 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	61,796
11	Enter the amount of line 10 to be **Credited to 2018 estimated tax** ▶ 61,796	**Refunded** ▶		11	

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

Website address ▶HTTPS //WWW OSGF ORG/

14 The books are in care of ▶JACQUELYN WONG, OAK SPRING GARDEN FOUNDATION Telephone no ▶(540) 592-3240

Located at ▶1776 LOUGHBOROUGH LANE 1776 LOUGHBOROUGH LANE UPPERVILLE VA ZIP+4 ▶20184

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 |

			Yes	No
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?	16		No
	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 ▶			

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?	☐ 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		No
	Organizations relying on a current notice regarding disaster assistance check here ▶	☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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).*		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			
	If "Yes," attach the statement required by Regulations section 53 4945–5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?. . . . . ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		No
	If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ 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	(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
See Additional Data Table				

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
FREDERICK GLASCOCK 1776 LOUGHBOROUGH LANE UPPERVILLE, VA 20184	MAINTENANCE 40 00	99,613	26,584	
J RANDOLPH EMBREY JR 1776 LOUGHBOROUGH LANE UPPERVILLE, VA 20184	GARDENS 40 00	106,251	12,672	
WILLIAM KEYSER JR 1776 LOUGHBOROUGH LANE UPPERVILLE, VA 20184	MAINTENANCE 40 00	86,677	30,831	
RYAN E CAISON 1776 LOUGHBORUGH LANE UPPERVILLE, VA 20184	HOSPITALITY 40 00	94,024	23,052	
KATHARINE J OLIMPI 1776 LOUGHBOROUGH LANE UPPERVILLE, VA 20184	ADMINISTRATI 40 00	87,000	26,161	
Total number of other employees paid over $50,000. ▶				19

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
BF WISE & SONS LC BF WISE & SONS LC 3890 RIDGEVIEW ROAD 3890 RIDGEVIEW ROAD REVA, VA 22735	RESTORATION	936,710
MONTICELLO ASSOCIATES MONTICELLO ASSOCIATES 1800 LARIMER STREET SUITE 2100 1800 LARIMER STREET SUITE 2100 DENVER, CO 80202	INVESTMENT ADVI	375,000
UPDEGROVE COMBS & MCDANIEL PLC UPDEGROVE COMBS & MCDANIEL PLC 10 ROCK POINTE LANE 10 ROCK POINTE LANE WARRENTON, VA 20186	ACCOUNTING	127,990
HEPACO LLC HEPACO LLC PO BOX 26308 PO BOX 26308 CHARLOTTE, NC 282216308	ENVIRONMENTAL	102,215
PLUMBTECH LLC PLUMBTECH LLC 110 TURNBERRY CT 110 TURNBERRY CT STEPHENS CITY, VA 22655	PLUMBING	64,884
Total number of others receiving over $50,000 for professional services. ▶		

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 OSG HOSTS CONFERENCES, WORKSHOPS, SHORT COURSES, SUPPORTS EMERGING LEADERS, FELLOWS, AND INTERNS AND MAKES ITS COLLECTIONS AND MATERIALS AVAILABLE THROUGH ON-SITE ACCESS AND ON-LINE THROUGH DIGITIZATION	564,283
2 OSGF CONSERVATION, RESTORATION, MAINTENANCE, IMPROVEMENTS AND UPKEEP OF THE GROUNDS, FORMAL GARDENS, BUILDINGS MEADOWS, GREEN HOUSES AND WOOD LANDS	7,695,845
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 N/A	
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	36,037,771
b	Average of monthly cash balances.	1b	13,609,041
c	Fair market value of all other assets (see instructions).	1c	169,403,026
d	**Total** (add lines 1a, b, and c).	1d	219,049,838
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). 1e		
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	219,049,838
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	3,285,748
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	215,764,090
6	**Minimum investment return.** Enter 5% of line 5.	6	10,788,205

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

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	8,377,895
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	13,254,529
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	21,632,424
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4.	6	21,632,424

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				
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.				
b Total for prior years 20____ , 20____ , 20____				
3 Excess distributions carryover, if any, to 2017				
a From 2012.				
b From 2013.				
c From 2014.				
d From 2015.				
e From 2016.				
f **Total** of lines 3a through e.				
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ $ 21,632,424				
a Applied to 2016, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2017 distributable amount.				
e Remaining amount distributed out of corpus	21,632,424			
5 Excess distributions carryover applied to 2017 *(If an amount appears in column (d), the same amount must be shown in column (a))*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	21,632,424			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount —see instructions				
e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions) . . .				
9 **Excess distributions carryover to 2018.** Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2013. . . .				
b Excess from 2014. . . .				
c Excess from 2015. . . .				
d Excess from 2016. . . .				
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. . . . . ▶ 1993-08-11

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

	Tax year	Prior 3 years			(e) Total
	(a) 2017	**(b)** 2016	**(c)** 2015	**(d)** 2014	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	4,191,592	1,516,590	2,066	662	5,710,910
b 85% of line 2a	3,562,853	1,289,102	1,756	563	4,854,274
c Qualifying distributions from Part XII, line 4 for each year listed	21,632,424	9,227,478	93,544	10,887	30,964,333
d Amounts included in line 2c not used directly for active conduct of exempt activities	206,962	418,000			624,962
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	21,425,462	8,809,478	93,544	10,887	30,339,371
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.	7,192,137	5,672,110	3,333	5,578	12,873,158
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))

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 email address of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				227,074
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	82,358	
4 Dividends and interest from securities. . . .			14	1,066,076	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.			14	1,228,401	
8 Gain or (loss) from sales of assets other than inventory			18	8,654,683	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					-57
11 Other revenue					
a MISCELLANEOUS INCOME					43,502
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				11,031,518	43,445

13 Total. Add line 12, columns (b), (d), and (e). **13** 11,074,963

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
11B	PART OF CHARITABLE MISSION
10	PART OF CHARITABLE MISSION

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501 (c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(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

******	2018-10-05	******
Signature of officer or trustee	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
MARY LEIGH MCDANIEL		2018-11-12		P00003957
Firm's name ▶ UPDEGROVE COMBS & MCDANIEL PLC				Firm's EIN ▶54-1391150
Firm's address ▶ 10 ROCK POINTE LN STE 3 WARRENTON, VA 20186				Phone no (540) 347-5681

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
SANDERSON INTERNATIONAL VALUE FUND	P	2017-05-26	2017-12-07
BOND MARKET DISOUNT BASIS ADJT	P	2016-01-01	2017-12-31
SHORT TERM GAINS FROM PTE'S	P	2017-12-31	2017-12-31
PEPSICO INC	P	2017-03-15	2017-12-20
PEPSICO INC	P	2017-05-10	2017-12-20
JP MORGAN CHASE & CO	P	2017-03-15	2017-06-05
ORACLE CORPORATION	P	2017-05-10	2017-07-12
VANGUARD ULTRA SHORT ST	P	2016-10-18	2017-10-17
WELLINGTON CTF RESEARCH EQTY	P	2016-03-01	2017-12-04
WELLINGTON SELECT LEADERS PORTFOLIO	P	2016-03-01	2017-12-04

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
3,500,000		1,525,200	1,974,800
		20,259	-20,259
872,761			872,761
53,336		49,984	3,352
154,083		146,517	7,566
124,644		137,523	-12,879
45,252		40,940	4,312
7,100,000		7,104,044	-4,044
5,500,000		4,218,600	1,281,400
1,500,000		1,102,585	397,415

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			1,974,800
			-20,259
			872,761
			3,352
			7,566
			-12,879
			4,312
			-4,044
			1,281,400
			397,415

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
INDUS SELECT FUND LTD-1	P	2016-03-01	2017-12-06
CEDAR ROCK CAPITAL PARTNERS LLC	P	2016-06-01	2017-12-08
LONG TERM GAINS FROM PTE'S	P	2016-01-01	2017-12-31
VANGUARD ULTRA SHORT ST	P	2016-10-18	2017-12-21
US TREASURY D NOTES	P	2015-04-30	2017-05-30
SHORT SALE GAIN ADJT	P	2017-12-31	2017-12-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1,500,000		467,450	1,032,550
2,000,000		1,701,900	298,100
2,809,527			2,809,527
500,000		501,502	-1,502
14,998,438		14,993,904	4,534
2,541			2,541

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			1,032,550
			298,100
			2,809,527
			-1,502
			4,534
			2,541

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(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
W TAYLOR REVELEY III JD 1776 LOUGHBOROUGH LANE UPPERVILLE, VA 20184	CHAIRMAN 2 00	0	0	0
LEWIS W BERNARD 1776 LOUGHBOROUGH LANE UPPERVILLE, VA 20184	TRUSTEE 2 00	0	0	0
THOMAS E LOVEJOY PHD 1776 LOUGHBOROUGH LANE UPPERVILLE, VA 20184	TRUSTEE 2 00	0	0	0
PETER R CRANE 1776 LOUGHBOROUGH LANE UPPERVILLE, VA 20184	PRESIDENT 40 00	530,000	28,073	0
TONY L WILLIS 1776 LOUGHBOROUGH LANE UPPERVILLE, VA 20184	TREASURER 40 00	164,900	13,847	0

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
CHICAGO BOTANIC GARDEN CHICAGO BOTANIC GARDEN 1000 LAKE COOK ROAD 1000 LAKE COOK ROAD GLENCOE, IL 60022		PC	RESEARCH FELLOWSHIP	82,282
SEWANEE THE UNIVERSITY OF THE SOUTH SEWANEE UNIVERSITY OF THE SOUTH 735 UNIVERSITY AVENUE 735 UNIVERSITY LANE SEWANEE, TN 37383		PC	FELLOWSHIP	49,680
THE UNIVERSITY OF BRISTOL THE UNIVERSITY OF BRISTOL 3-5 WOODLAND ROAD 3-5 WOODLAND ROAD BRISTOL, BS8 1TB UK		NC	FELLOWSHIP	75,000
Total . . . . ▶ 3a				227,074

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
MIDDLEBURG HUMANE FOUNDATION MIDDLEBURG HUMANE FOUNDATION PO BOX 1238 PO BOX 1238 MIDDLEBURG, VA 20118		PC	FERAL CAT WORK SUPPORT	1,400
FUTURE HARVEST FUTURE HARVEST 1114 SHAWAN ROAD SUITE 1 1114 SHAWAN ROAD SUITE 1 COCKEYSVILLE, MD 21030		PC	SUPPORT FOR OPERATIONS	16,500
VARIOUS ORGANIZATIONS VARIOUS ORGANIZAITONS 1776 LOUGHBROUGH LANE 1776 LOUGHBOROUGH LANE UPPERVILLE, VA 20184		NC	BOOK DONATIONS	1,212
Total . . . . ▶ 3a				227,074

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
RX ART RX ART208 FORSYTH STREET 208 FORSYTH STREET NEW YORK, NY 10002		PC	SUPPORT FOR PROGRAMS	1,000
Total . . . . ▶ 3a				227,074

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TY 2017 Accounting Fees Schedule

Name: OAK SPRING GARDEN FOUNDATION

EIN: 54-1672141

Accounting Fees Schedule

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	157,644	44,235		109,414

TY 2017 Contractor Compensation Explanation

Name: OAK SPRING GARDEN FOUNDATION

EIN: 54-1672141

Contractor	Explanation
BF WISE & SONS LC BF WISE & SONS LC	CONSTRUCTION
MONTICELLO ASSOCIATES MONTICELLO ASSOCIATES	FINANCIAL
UPDEGROVE COMBS & MCDANIEL PLC UPDEGROVE COMBS & MCDANIEL PLC	ACCOUNTING
HEPACO LLC HEPACO LLC	ENVIRONMENTAL
PLUMBTECH LLC PLUMBTECH LLC	PLUMBING

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Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2017 Depreciation Schedule

Name: OAK SPRING GARDEN FOUNDATION

EIN: 54-1672141

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
BUILDINGS		8,057,307	150,830			192,468			
BUILDING IMPROVEMENTS		6,639,758	1,475			139,597			
FURNITURE AND EQUIPMENT		1,360,494	120,454			179,806			
LAND IMPROVEMENTS		326,240	4,538			21,126			
OTHER ASSETS		313,713	5,670			5,392			

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TY 2017 Investments Corporate Stock Schedule

Name: OAK SPRING GARDEN FOUNDATION

EIN: 54-1672141

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ALPHABET INC. CL C	797,357	797,357
AMAZON INC.	555,498	555,498
ANADARKO PETROLEUM CORP.	101,916	101,916
BANK OF AMERICA CORP.	245,016	245,016
BERKLEY W R CORP	164,795	164,795
BERKSHIRE HATHAWAY INC. CL B	961,367	961,367
CITIGROUP INC.	617,603	617,603
DISH NETWORK CORP CL A	325,894	325,894
ECOLAB INC.	536,720	536,720
FIDELITY NATIONAL INFORMATION SERVIC	112,908	112,908
GENERAL DYNAMICS CORP	101,725	101,725
GENERAL MOTORS CORP.	373,009	373,009
GOLDMAN SACHS GROUP INC.	331,188	331,188
JP MORGAN CHASE & CO.	395,678	395,678
LIBERTY TRIPADVISOR HOLDINGS	24,552	24,552
MARRIOTT INTL INC CL A (NEW)	393,617	393,617
MICROSOFT CORP	744,198	744,198
MONDELEZ INTERNATIONAL, INC.	291,040	291,040
MORGAN STANLEY	120,681	120,681
ORACLE CORPORATION	685,560	685,560
PEPSICO INC.	113,924	113,924
THERMO FISHER SCIENTIFIC, INC.	246,844	246,844
TRIPADVISOR INC	155,070	155,070
TWENTY-FIRST CENTURY FOX CL B	368,496	368,496
UNITEDHEALTH GROUP INC.	451,943	451,943
WELLS FARGO & CO	333,685	333,685
AERCAP HOLDINGS NV	110,481	110,481
AON PLC	542,700	542,700
LIBERTY GLOBAL PLC	680,184	680,184

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TY 2017 Investments - Other Schedule

Name: OAK SPRING GARDEN FOUNDATION

EIN: 54-1672141

Investments Other Schedule 2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ACCUMULATED NET INCOME FROM PTES	FMV		
ANCHORAGE CAPITAL OFFSHORE LTD	FMV	5,618,635	5,618,635
CEDAR ROCK CAP PARTNERS	FMV	10,236,082	10,236,082
COATUE OFFSHORE FUND LTD	FMV	9,720,548	9,720,548
DAVIDSON KEMPNER INSTUTL PTNR	FMV	12,552,347	12,552,347
FARALLON EQUITY PARTNERS INTL.	FMV	20,473,259	20,473,259
GQG PARTNERS LLC EMERGING MKTS	FMV	8,480,032	8,480,032
HARBOR SPRING CAP PRTNRS	FMV	5,571,309	5,571,309
INDUS SELECT FUND LTD	FMV	6,792,091	6,792,091
KING STREET CAPITAL, LTD	FMV	11,882,084	11,882,084
MW EUREKA FUND	FMV	8,839,225	8,839,225
RENISSANCE INDTL DIVERS ALPHA FD LLC	FMV	8,039,177	8,039,177
ROCK SPRINGS CAPITAL OFFSHORE F	FMV	11,313,964	11,313,964
SANDERSON INTERNATIONAL VALUE F	FMV	11,967,518	11,967,518
SENATOR GLOB OPP OFFSHORE FD	FMV	5,850,806	5,850,806
THE HIGHCLERE INTERNATIONAL INV	FMV	9,307,326	9,307,326
WELLINGTON EMERGING COMPANIES	FMV	5,842,785	5,842,785
WELLINGTON TC-RESEARCH EQUITY	FMV	21,387,763	21,387,763
WELLINGTON TC-SELECT LEADERS	FMV	6,220,357	6,220,357

TY 2017 Land, Etc. Schedule

Name: OAK SPRING GARDEN FOUNDATION

EIN: 54-1672141

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
BUILDINGS	8,057,307	343,297	7,714,010	7,714,010
BUILDING IMPROVEMENTS	6,639,758	141,073	6,498,685	6,498,685
FURNITURE & EQUIPMENT	1,674,208	608,696	1,065,512	1,065,512
LAND IMPROVEMENTS	326,240	25,663	300,577	300,577
LAND	14,709,892		14,709,892	14,709,892

TY 2017 Legal Fees Schedule

Name: OAK SPRING GARDEN FOUNDATION

EIN: 54-1672141

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	72,548			72,548

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TY 2017 Other Assets Schedule

Name: OAK SPRING GARDEN FOUNDATION

EIN: 54-1672141

Other Assets Schedule

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
RARE BOOKS	39,746,846	39,981,632	39,981,632
OTHER ASSETS	640		
COLLECTIONS	50,667,322	51,308,909	51,308,909

TY 2017 Other Decreases Schedule

Name: OAK SPRING GARDEN FOUNDATION

EIN: 54-1672141

Description	Amount
BOOK/TAX DIFF - MARKET DISCOUNT	10,569

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TY 2017 Other Expenses Schedule

Name: OAK SPRING GARDEN FOUNDATION

EIN: 54-1672141

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
AUTOMOBILE EXPENSE	22,609			21,444
BANK FEES	1,522			1,521
COMPUTER SUPPLIES	5,971			26,879
DECORATIVE ART	99,502			99,502
DUES & SUBSCRIPTIONS	21,501			28,131
EDUCATION	1,540			1,540
EQUIPMENT (NON CAPITALIZABLE)	41,707			36,038
EQUIPMENT RENTAL				5,668
FEES & PERMITS	4,374			914

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FINE ART CONSERVATION	61,059			61,059
GARDEN & LANDSCAPE	55,068			51,967
HOUSEHOLD AND FOOD	75,665			75,665
INSURANCE	140,990			208,656
LEASE EXPENSE	3,489			3,489
LOSS ON INVENTORY	30,030			30,030
OFFICE EXPENSE	32,759			32,568
OTHER EXPENSE	8,445			11,905
RENT	4,301			4,101
REPAIRS AND MAINTENANCE	1,548,635			1,547,967

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TY 2017 Other Income Schedule

Name: OAK SPRING GARDEN FOUNDATION

EIN: 54-1672141

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
INVESTMENT INCOME FROM PTES	1,228,401	1,228,401	1,228,401
MISCELLANEOUS INCOME	43,502		43,502

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TY 2017 Other Increases Schedule

Name: OAK SPRING GARDEN FOUNDATION

EIN: 54-1672141

Description	Amount
CHANGES TO BEG NET ASSETS	6,573,691
UNREALIZED GAIN	22,197,160

TY 2017 Other Liabilities Schedule

Name: OAK SPRING GARDEN FOUNDATION

EIN: 54-1672141

Description	Beginning of Year - Book Value	End of Year - Book Value
CREDIT CARD PAYABLE	34,391	
SALES TAX PAYABLE	15	
SECURITY DEPOSIT		1,000

TY 2017 Other Professional Fees Schedule

Name: OAK SPRING GARDEN FOUNDATION

EIN: 54-1672141

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PROF FEES - COMPUTER, TELEPHONE	2,861			2,861
PROFESSIONAL FEES - CONSULTING	38,811			38,811
INVESTMENT MANAGEMENT FEES	1,077,097	1,077,097	1,077,097	
PROFESSIONAL FEES - PROGRAM	44,575			44,575
PROF FEES - LANDSCAPE, GARDEN	69,724			39,574
PROF FEES - RESEARCH, LIBRARY	347,479			347,479
PROF FEES - CONSULTING	62,892			56,912
PROF FEES - RESTORATION	2,025			2,025
PROF FEES - ENGINEERING	17,263			17,263
PAYROLL FEES	16,843			15,984

TY 2017 Sales Of Inventory Schedule

Name: OAK SPRING GARDEN FOUNDATION

EIN: 54-1672141

Category	Gross Sales	Cost of Goods Sold	Net (Gross Sales Minus Cost of Goods Sold)
BOOK SALES	2,569	2,626	-57

TY 2017 Taxes Schedule

Name: OAK SPRING GARDEN FOUNDATION

EIN: 54-1672141

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAXES	148,508			148,508
PERSONAL PROPERTY TAX	9,286			9,286

TY 2017 TransfersToControlledEntities

Name: OAK SPRING GARDEN FOUNDATION

EIN: 54-1672141

Name	US / Foreign Address	EIN	Description	Amount
OAK SPRING GARDEN LLC	1776 LOUGHBOROUGH LANE UPPERVILLE, VA 20184	36-4802602	OPERATING EXPENSE	13,353,405
Total				13,353,405

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

Schedule of Contributors

▶ **Attach to Form 990, 990-EZ, or 990-PF**
▶ **Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at** *www irs gov/form990*

OMB No 1545-0047

2017

Name of the organization	**Employer identification number**
OAK SPRING GARDEN FOUNDATION	54-1672141

Organization type (check one)

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

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

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

Special Rules

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

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

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

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

Name of organization	Employer identification number
OAK SPRING GARDEN FOUNDATION	54-1672141

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	GERARD B LAMBERT FOUNDATION 160 CENTRAL PARK SOUTH STE 2801 NEW YORK, NY 10019	$ 3,100,000	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
2	GERARD B LAMBERT FOUNDATION 160 CENTRAL PARK SOUTH STE 2801 NEW YORK, NY 10019	$ 639,687	Person ☐ Payroll ☐ Noncash ☑ (Complete Part II for noncash contributions)
-		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization	Employer identification number
OAK SPRING GARDEN FOUNDATION	54-1672141

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
2	CERAMICS & GLASS	$ 18,520	2017-02-23
2	FINE ART	$ 385,815	2017-02-23
2	FURNITURE & DECORATIVE ARTS	$ 117,837	2017-02-23
2	JEWELRY	$ 15,235	2017-02-23
2	SILVER	$ 75,505	2017-02-23
2	WINE	$ 26,775	2017-02-23

Name of organization	Employer identification number
OAK SPRING GARDEN FOUNDATION	54-1672141

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

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	