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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.
▶ Go to *www.irs.gov/Form990PF* for instructions and the latest information.

OMB No 1545-0052

2018

Open to Public Inspection

For calendar year 2018, or tax year beginning 01-01-2018 , and ending 12-31-2018

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) Room/suite
3877 FAIRFAX RIDGE ROAD NO 200N

B Telephone number (see instructions)
(703) 591-7200

City or town, state or province, country, and ZIP or foreign postal code
FAIRFAX, VA 22030

C If exemption application is pending, check here ▶ ☐

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*) ▶$ 3,168,213

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	432	432	432	
	4	Dividends and interest from securities	94,079	94,079	94,079	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	161,184			
	b	Gross sales price for all assets on line 6a 1,052,621				
	7	Capital gain net income (from Part IV, line 2)		161,184		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	50	0	0	
	12	**Total.** Add lines 1 through 11	255,745	255,695	94,511	
Operating and Administrative Expenses	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)	4,975	4,975	4,975	0
	c	Other professional fees (attach schedule)	57,463	57,463	57,463	0
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	2,704	2,704	2,704	0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	3,376	3,376	3,376	0
	24	**Total operating and administrative expenses.** Add lines 13 through 23	96,018	68,518	96,018	0
	25	Contributions, gifts, grants paid	150,500			150,500
	26	**Total expenses and disbursements.** Add lines 24 and 25	246,518	68,518	96,018	150,500
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	9,227			
	b	**Net investment income** (if negative, enter -0-)		187,177		
	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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	250,173	165,053	165,053
	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)	2,471,594	2,280,463	2,280,463
	c	Investments—corporate bonds (attach schedule)	106,780	101,140	101,140
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	791,366	621,557	621,557
	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)	3,619,913	3,168,213	3,168,213
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	3,619,913	3,168,213	
	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)	3,619,913	3,168,213	
	31	**Total liabilities and net assets/fund balances** (see instructions)	3,619,913	3,168,213	

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	3,619,913
2	Enter amount from Part I, line 27a	2	9,227
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	3,629,140
5	Decreases not included in line 2 (itemize) ▶	5	460,927
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,168,213

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		2018-01-01	2018-12-31
b	PUBLICLY TRADED SECURITIES		2017-01-01	2018-12-31
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	266,691		279,917	-13,226
b	782,401		611,520	170,881
c	3,529			3,529
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				-13,226
b				170,881
c				3,529
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	161,184
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	-13,226

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))
2017	156,000	3,464,080	0 045034
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

2	**Total** of line 1, column (d)	2	0 280501
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years	3	0 056100
4	Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	3,551,798
5	Multiply line 4 by line 3	5	199,256
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,872
7	Add lines 5 and 6	7	201,128
8	Enter qualifying distributions from Part XII, line 4	8	150,500

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	3,744
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0
3	Add lines 1 and 2.			3	3,744
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	3,744
6	Credits/Payments				
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a	1,322		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	8,000		
d	Backup withholding erroneously withheld	6d	0		
7	Total credits and payments Add lines 6a through 6d.			7	9,322
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	14
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	5,564
11	Enter the amount of line 10 to be **Credited to 2019 estimated tax** ▶ 5,564	**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).	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 ▶ $ 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? *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		No
7	Did the foundation have at least $5,000 in assets at any time during the year?*If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶VA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2018 or the taxable year beginning in 2018? See the instructions for Part XIV If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

Part VII-A Statements Regarding Activities (continued)

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule See instructions	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?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶PAUL M GURMAN Telephone no ▶(703) 591-7200

Located at ▶3877 FAIRFAX RIDGE ROAD SUITE 200N FAIRFAX VA ZIP+4 ▶22030

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

			Yes	No
16	At any time during calendar year 2018, 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 the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes", enter the name of the foreign country ▶			

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

			Yes	No
	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)			
	(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		
	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 2018?	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 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? ☐ 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 2018 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 2018).*	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 2018?	4b		No

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

				Yes	No
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		
8	Is the foundation subject to the section 4960 tax on payment(s) of more than $1,000,000 in remuneration or excess parachute payment during the year?	☐ Yes ☑ No			

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

1 List all officers, directors, trustees, foundation managers and their compensation. See instructions

(a) Name and address	**(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
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	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
NONE				

Total number of other employees paid over $50,000. ▶	0

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

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

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

Total number of others receiving over $50,000 for professional services. . . . . ▶	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 . . . . ▶	0

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	3,422,187
b	Average of monthly cash balances		1b	183,699
c	Fair market value of all other assets (see instructions)		1c	0
d	**Total** (add lines 1a, b, and c)		1d	3,605,886
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	3,605,886
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	54,088
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	3,551,798
6	**Minimum investment return.** Enter 5% of line 5		6	177,590

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	177,590
2a	Tax on investment income for 2018 from Part VI, line 5	2a 3,744		
b	Income tax for 2018 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	3,744
3	Distributable amount before adjustments Subtract line 2c from line 1		3	173,846
4	Recoveries of amounts treated as qualifying distributions		4	0
5	Add lines 3 and 4		5	173,846
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	173,846

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	150,500
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	150,500
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	150,500

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 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7					173,846
2 Undistributed income, if any, as of the end of 2018					
a Enter amount for 2017 only.				0	
b Total for prior years 20___ , 20___ , 20___			0		
3 Excess distributions carryover, if any, to 2018					
a From 2013.					
b From 2014.					
c From 2015.					
d From 2016.	9,123				
e From 2017.					
f **Total** of lines 3a through e.		9,123			
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ $ 150,500					
a Applied to 2017, 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 2018 distributable amount.					150,500
e Remaining amount distributed out of corpus		0			
5 Excess distributions carryover applied to 2018 *(If an amount appears in column (d), the same amount must be shown in column (a))*		9,123			9,123
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0			
b Prior years' undistributed income Subtract line 4b from line 2b			0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.			0		
d Subtract line 6c from line 6b Taxable amount —see instructions			0		
e Undistributed income for 2017 Subtract line 4a from line 2a Taxable amount—see instructions				0	
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019					14,223
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 2013 not applied on line 5 or line 7 (see instructions) . . .		0			
9 **Excess distributions carryover to 2019.** Subtract lines 7 and 8 from line 6a		0			
10 Analysis of line 9					
a Excess from 2014. . . .					
b Excess from 2015. . . .					
c Excess from 2016. . . .					
d Excess from 2017. . . .					
e Excess from 2018. . . .					

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 2018, 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)

	Tax year	Prior 3 years			**(e) Total**
	(a) 2018	**(b)** 2017	**(c)** 2016	**(d)** 2015	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon **a** "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

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 to individuals or organizations under other conditions, complete items 2a, b, c, and d See instructions

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 *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				
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	432	
4 Dividends and interest from securities. . . .			14	94,079	
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	50	
8 Gain or (loss) from sales of assets other than inventory			18	161,184	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .		0		255,745	0

13 Total. Add line 12, columns (b), (d), and (e). **13** 255,745

(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)

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) (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) (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

****** | 2019-05-10 | ******

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
DANIEL A LARSON		2019-05-10		P01293368

Firm's name ▶ GROSS MENDELSOHN & ASSOCIATES PA — Firm's EIN ▶52-0982413

Firm's address ▶ 3877 FAIRFAX RIDGE ROAD SUITE 200N FAIRFAX, VA 22030 — Phone no (703) 591-7200

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 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*				
CLIFTON LIONS CLUB 7207 MAIN STREET CLIFTON, VA 20124	NONE	PUBLIC CHARITY	ASSISTANCE FOR LIFE WITH CANCER PROGRAM	500
YOUTH APOSTLES1600 CARLIN LN MCLEAN, VA 22101	NONE	PUBLIC CHARITY	RELIGIOUS PROGRAMS FOR THE YOUTH	1,000
DEPAUL COMMUNITY RESOURCES 5650 HOLLINS RD ROANOKE, VA 24019	NONE	PUBLIC CHARITY	PROVIDE ASSISTANCE TO THOSE WITH DEVELOPMENTAL DISABILITIES	1,000
Total . . . . ▶ **3a**				150,500

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*				
READING IS FUNDAMENTAL 1825 CONNECTICUT AVE NW WASHINGTON, DC 20009	NONE	PUBLIC CHARITY	CHILDREN READING PROGRAMMING	1,000
THE FATHER MCKENNA CENTER INC 900 NORTH CAPITOL ST NW WASHINGTON, DC 20002	NONE	PUBLIC CHARITY	PRVOIDE RELIEF FOR THE HOMELESS AND FAMILIES STRUGGLING WITH FOOD INSECURITY	2,000
GREATER DC DIAPER BANK 8858 MONARD DR SILVER SPRING, MD 20910	NONE	PUBLIC CHARITY	FAMILY NEEDS	2,000
Total . . . . ▶ **3a**				150,500

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*				
A WIDER CIRCLE9159 BROOKVILLE RD SILVER SPRING, MD 20910	NONE	PUBLIC CHARITY	FAMILY NEEDS	2,000
SPACE OF HER OWNPO BOX 230283 ALEXANDRIA, VA 22320	NONE	PUBLIC CHARITY	AT RISK CHILDREN'S NEEDS THROUGH MENTORING	2,500
MEDICAL MISSION OF MERCY USA PO BOX 144 FALLS CHURCH, VA 22040	NONE	PUBLIC CHARITY	PROVIDE MEDICAL AND SURGICAL SERVICES TO THOSE IN NEED	2,500
Total . . . . ▶ **3a**				150,500

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*				
FRIENDS OF GUEST HOUSE 1 EAST LURAY AVENUE ALEXANDRIA, VA 22301	NONE	PUBLIC CHARITY	CHILDREN SUPPORT	2,500
GIRLS ON THE RUN OF NORTHERN VIRGINIA 10301 DEMOCRACY LN STE 100 FAIRFAX, VA 22030	NONE	PUBLIC CHARITY	YOUTH ACTIVITIES	2,500
WESLEY HOUSING DEVELOPMENT CORP 5515 CHEROKEE AVE STE 204 ALEXANDRIA, VA 22312	NONE	PUBLIC CHARITY	AFFORDABLE HOUSING	3,000
Total . . . . ▶ **3a**				150,500

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*				
THE CHILD & FAMILY NETWORK CENTERS 3700 WHEELER AVE ALEXANDRIA, VA 22304	NONE	PUBLIC CHARITY	EDUCATIONAL PROGRAMS FOR AT-RISK CHILDREN	3,500
NAVY SAFE HARBOR FOUNDATION 3631 RANSOM PLACE ALEXANDRIA, VA 22306	NONE	501(C)(3)	CHILDREN SUPPORT	5,000
GOOD SHEPHERD HOUSING & FAMILY SERV INC PO BOX 15096 ALEXANDRIA, VA 22309	NONE	PUBLIC CHARITY	REDUCING HOMELESSNESS AND PROMOTING SELF SUFFICIENCY	5,000
Total . . . . ▶ **3a**				150,500

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*				
WASHINGTON TENNIS & EDUCATION FOUNDATION 16TH AND KENNEDY STREETS NW WASHINGTON, DC 20011	NONE	PUBLIC CHARITY	AT RISK CHILDREN AFTER SCHOOL PROGRAMMING	5,000
SAFE SPOTPO BOX 148 FAIRFAX, VA 22038	NONE	PUBLIC CHARITY	CHILD SAFETY PROGRAMS	5,000
TOUCHING HEARTPO BOX 710282 HERNDON, VA 20171	NONE	PUBLIC CHARITY	CHILDREN'S EDUCATION THROUGH PHILANTHROPHY	5,000
Total . . . . ▶ **3a**				150,500

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*				
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
REACH OUT AND READ VIRGINIA 1742 PARHAM ROAD RICHMOND, VA 23228	NONE	PUBLIC CHARITY	CHILDREN READING PROGRAMMING	7,500
Total . . . . ▶ **3a**				150,500

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*				
DOORWAYS FOR WOMEN AND FAMILIES PO BOX 100185 ARLINGTON, VA 22210	NONE	PUBLIC CHARITY	AT-RISK WOMEN AND CHILDREN ASSISTANCE PROGRAMMING	7,500
PARKMONT SCHOOL 4842 SIXTEENTH STREET NW WASHINGTON, DC 20011	NONE	PUBLIC CHARITY	SPECIAL NEEDS LITERACY PROGRAMMING	8,500
TEE OFF FOR TOTS 1650 TYSONS BLVD 10TH FLOOR MCLEAN, VA 22102	NONE	PUBLIC CHARITY	CHILDREN EDUCATIONAL PROGRAMS	10,000
Total . . . . ▶ **3a**				150,500

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*				
UNITED COMMUNITY MINISTRIES 7511 FORDSON ROAD ALEXANDRIA, VA 22306	NONE	PUBLIC CHARITY	CHILDREN'S PROGRAMS	10,000
JCCNV8900 LITTLE RIVE TURNPIKE FAIRFAX, VA 22031	NONE	PUBLIC CHARITY	SPECIAL NEEDS PROGAMMING	20,000
MASSACHUSETTS INST OF TECH 77 MASSACHUSETTS AVENUE CAMBRIDGE, MA 02139	NONE	UNIVERSITY	EDUCATIONAL SCHOLARSHIPS	25,000
Total . . . . ▶ **3a**				150,500

TY 2018 Accounting Fees Schedule

Name: HARRY AND ZOE POOLE FOUNDATION

EIN: 20-1360297

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION FEES	3,775	3,775	3,775	0
BOOKKEEPING	1,200	1,200	1,200	0

TY 2018 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
WF- 5.7% PFD- 1,000 SHARES #6645	23,800	23,800
JP MORGAN 6.15% PFD - 3,000 SHARES	77,340	77,340

TY 2018 Investments Corporate Stock Schedule

Name: HARRY AND ZOE POOLE FOUNDATION

EIN: 20-1360297

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
WF #3022-3523 PENN CAPITAL -MID CAP CORE	236,260	236,260
WF #5394-1653 LONDON CO	176,055	176,055
WF #1954-2616 ATALANTA/SOSNOFF CAPITAL	657,235	657,235
WF #6463-6001 EQUITY INVESTMENT CORP	513,220	513,220
WF #7236-9945 CLEARBRIDGE MULTI CAP GWTH	655,222	655,222
WF #6069-6645 WP CAREY, INC.	42,471	42,471

TY 2018 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 - 1,401 SH	FMV	18,975	18,975
JP MORGAN TR INTREPID EUROPE FD-3,139 SHS	FMV	67,369	67,369
MAINSTAY FDS TR INT'L OPPOR - 9,315 SHS	FMV	64,923	64,923
ABERDEEN TOTAL DYNAMIC DIV - 6,618 SHS	FMV	47,716	47,716
GUGGENHEIM FUNDS MACRO OPP - 2,586 SHS	FMV	67,233	67,233
CALAMOS CONVERTIBLE OPP - 1,594 SHS	FMV	14,123	14,123
ALLIANZGI NFJ DIV INT PREM - 93 SHS	FMV	993	993
ARTISAN PARTNERS SMALL CAP FD - 247 SHS	FMV	6,445	6,445
ALLIANZGI AGIC INCOME & GROWTH- 27,298 SHS	FMV	254,152	254,152
COLUMBIA FUNDS TR IX STRATEGIC- 14,144 SHS	FMV	79,628	79,628

TY 2018 Other Decreases Schedule

Name: HARRY AND ZOE POOLE FOUNDATION

EIN: 20-1360297

Description	Amount
NET UNREALIZED LOSS ON INVESTMENTS	460,927

TY 2018 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
REGISTRATION FEES	25	25	25	0
MEETING EXPENSE	477	477	477	0
PAYROLL PROCESSING FEES	476	476	476	0
INSURANCE	2,398	2,398	2,398	0

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TY 2018 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	50	0	0

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TY 2018 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	57,463	57,463	57,463	0

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TY 2018 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	791	791	791	0