

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 ANNE R HENRY CHARITABLE FOUNDATION		A Employer identification number 27-6254411	
Number and street (or P O box number if mail is not delivered to street address) P O BOX 31		Room/suite	
		B Telephone number (see instructions) (207) 772-3761	
City or town, state or province, country, and ZIP or foreign postal code PORTLAND, ME 041120031		C If exemption application is pending, check here ▶ <input type="checkbox"/>	
G Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		D 1. Foreign organizations, check here ▶ <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation ▶ <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶\$ 4,154,210	J Accounting method <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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 ▶ <input type="checkbox"/>	

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 <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities . . .	88,281	88,281		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	42,223			
	b Gross sales price for all assets on line 6a 1,671,139				
	7 Capital gain net income (from Part IV, line 2) . . .		42,223		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	130,504	130,504		
	13 Compensation of officers, directors, trustees, etc	37,369	18,685		18,685
	14 Other employee salaries and wages		0	0	0
	15 Pension plans, employee benefits		0	0	
	16a Legal fees (attach schedule)				0
	b Accounting fees (attach schedule)	840	420	0	420
	c Other professional fees (attach schedule)				0
	17 Interest				0
	18 Taxes (attach schedule) (see instructions) . . .	6,785	1,803		0
	19 Depreciation (attach schedule) and depletion . . .	0	0		
	20 Occupancy				
	21 Travel, conferences, and meetings		0	0	
	22 Printing and publications		0	0	
	23 Other expenses (attach schedule)	100	100		
	24 Total operating and administrative expenses. Add lines 13 through 23	45,094	21,008	0	19,105
	25 Contributions, gifts, grants paid	207,646			207,646
	26 Total expenses and disbursements. Add lines 24 and 25	252,740	21,008	0	226,751
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-122,236			
	b Net investment income (if negative, enter -0-)		109,496		
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 (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	442,498	524,233	524,233
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____		0	0
	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 ▶ _____ 0			
	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)	2,565,517	2,272,207	3,085,899
	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)	594,048	681,922	544,078
	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)	3,602,063	3,478,362	4,154,210	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)		0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	3,602,063	3,478,362	
	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)	3,602,063	3,478,362		
31	Total liabilities and net assets/fund balances (see instructions) .	3,602,063	3,478,362		

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	3,602,063
2	Enter amount from Part I, line 27a	2	-122,236
3	Other increases not included in line 2 (itemize) ▶ _____	3	379
4	Add lines 1, 2, and 3	4	3,480,206
5	Decreases not included in line 2 (itemize) ▶ _____	5	1,844
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	3,478,362

(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	42,223
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	

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	224,597	4,219,063		0 053234
2016	223,621	3,873,357		0 057733
2015	223,515	4,154,805		0 053797
2014	231,653	4,281,926		0 0541
2013	213,507	3,984,702		0 053582
2 Total of line 1, column (d)			2	0 272446
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 054489
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5			4	4,522,401
5 Multiply line 4 by line 3			5	246,421
6 Enter 1% of net investment income (1% of Part I, line 27b)			6	1,095
7 Add lines 5 and 6			7	247,516
8 Enter qualifying distributions from Part XII, line 4			8	226,751

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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b	1	2,190
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	2,190
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	2,190
6	Credits/Payments		
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a	2,864
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	0
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	2,864
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	0
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ▶	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ▶	10	674
11	Enter the amount of line 10 to be Credited to 2019 estimated tax ▶ 674 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). 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	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ _____ (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) ▶ ME _____		
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)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions.	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions.	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► _____	13	Yes	
14	The books are in care of ► <u>H M PAYSON</u> Telephone no ► <u>(207) 772-3761</u>			

Located at ► P O BOX 31 PORTLAND ME ZIP+4 ► 04112

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —check here	<input type="checkbox"/>		
	and enter the amount of tax-exempt interest received or accrued during the year	► 15		
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	Yes	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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions.	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 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?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	If "Yes," list the years ► 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If "Yes," did it have excess business holdings in 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))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5)	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions.	5b	
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? If "Yes," attach the statement required by Regulations section 53.4945–5(d)	<input type="checkbox"/> Yes	<input type="checkbox"/> No
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870	6b	
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b	
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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
HM PAYSON CO P O BOX 31 PORTLAND, ME 04112	TRUSTEE 1	28,113		
VERRILL DANA P O BOX 586 PORTLAND, ME 04112	TRUSTEE 1	9,256		
ANNE STANLEY 11 ISLAND POND ROAD CUMBERLAND FORESIDE, ME 04110	TRUSTEE 1	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. ▶

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 ►	

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	4,254,685
b	Average of monthly cash balances.	1b	336,585
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	4,591,270
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	4,591,270
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	68,869
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	4,522,401
6	Minimum investment return. Enter 5% of line 5.	6	226,120

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	226,120
2a	Tax on investment income for 2018 from Part VI, line 5.	2a	2,190
b	Income tax for 2018 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	2,190
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	223,930
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	223,930
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	223,930

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	226,751
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	226,751
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	226,751

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				223,930
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. 21,384				
b From 2014. 25,845				
c From 2015. 21,199				
d From 2016. 31,441				
e From 2017. 16,506				
f Total of lines 3a through e.	116,375			
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ 226,751				
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.				223,930
e Remaining amount distributed out of corpus	2,821			
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	119,196			
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				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).	0			
8 Excess distributions carryover from 2013 not applied on line 5 or line 7 (see instructions).	21,384			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	97,812			
10 Analysis of line 9				
a Excess from 2014. 25,845				
b Excess from 2015. 21,199				
c Excess from 2016. 31,441				
d Excess from 2017. 16,506				
e Excess from 2018. 2,821				

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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Tax year	Prior 3 years			(e) Total
	(a) 2018	(b) 2017	(c) 2016	(d) 2015	
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))

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

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2018)

Part XVII

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

[illegible]

- 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 |
| | | |
| | | |
| | | |
| | | |

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.

<p>Sign Here</p> <p>*****</p> <hr/> <p>Signature of officer or trustee</p>	<p>2019-05-07</p> <hr/> <p>Date</p>	<p>*****</p> <hr/> <p>Title</p>
---	-------------------------------------	---------------------------------

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 <input type="checkbox"/>	PTIN
	DOAK ARTHUR PFAFF		2019-05-07		P00878518
	Firm's name ▶ ERNST & YOUNG US LLP				Firm's EIN ▶ 34-6565596
	Firm's address ▶ 2100 E CARY STREET SUITE 201 RICHMOND, VA 23223				Phone no (804) 344-4548

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 CLASS ACTION SETTLEMENT PROCEEDS			2018-05-22
1 1000 ABBOTT LABORATORIES		2016-04-28	2018-06-29
150 ABBOTT LABORATORIES		2016-04-28	2018-06-29
170 ABBOTT LABORATORIES		2016-04-28	2018-06-29
85 BERKSHIRE HATHAWAY INC		2015-11-19	2018-06-29
75 BERKSHIRE HATHAWAY INC		2015-11-19	2018-06-29
500 BERKSHIRE HATHAWAY INC		2015-08-26	2018-06-29
65 EXXON MOBIL CORP		2015-08-26	2018-06-29
300 EXXON MOBIL CORP		2017-09-27	2018-06-29
426 EXXON MOBIL CORP		2012-03-29	2018-06-29

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)
84			84
61,673		41,240	20,433
9,244		6,186	3,058
10,478		7,011	3,467
16,025		11,472	4,553
14,138		10,072	4,066
94,301		41,454	52,847
5,375		4,641	734
24,839		24,440	399
35,272		28,693	6,579

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			(I) 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	
			84
			20,433
			3,058
			3,467
			4,553
			4,066
			52,847
			734
			399
			6,579

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
65 EXXON MOBIL CORP		2015-08-26	2018-06-29
1 1885 GENERAL ELECTRIC CO		2015-08-26	2018-06-29
285 GENERAL ELECTRIC CO		2015-08-26	2018-06-29
325 GENERAL ELECTRIC CO		2015-08-26	2018-06-29
145 MERCK & CO INC		2015-12-08	2018-06-29
150 MERCK & CO INC		2015-12-08	2018-06-29
930 MERCK & CO INC		2015-12-08	2018-06-29
75 PROCTER & GAMBLE CO		2017-10-06	2018-06-29
490 PROCTER & GAMBLE CO		2017-09-27	2018-06-29
85 PROCTER & GAMBLE CO		2017-10-06	2018-06-29

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

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
5,375		4,641	734
25,873		44,877	-19,004
3,905		6,786	-2,881
4,454		7,743	-3,289
8,813		7,764	1,049
9,117		8,032	1,085
56,568		49,754	6,814
5,819		6,911	-1,092
38,065		44,520	-6,455
6,596		7,831	-1,235

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			(I) 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	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			734
			-19,004
			-2,881
			-3,289
			1,049
			1,085
			6,814
			-1,092
			-6,455
			-1,235

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1195 QUALCOMM INC		2016-03-22	2018-06-29
1 225 QUALCOMM INC		2016-03-22	2018-06-29
175 QUALCOMM INC		2016-03-22	2018-06-29
900 SPDR BLOOMBERG BARCLAYS SHORT TERM HIGH		2015-01-20	2018-06-29
2160 SPDR BLOOMBERG BARCLAYS SHORT TERM HIGH		2014-01-16	2018-06-29
1055 SPDR BLOOMBERG BARCLAYS SHORT TERM HIGH		2015-01-20	2018-06-29
670 WALMART INC		2015-05-19	2018-06-29
110 WALMART INC		2015-05-19	2018-06-29
100 WALMART INC		2015-05-19	2018-06-29
150 WELLS FARGO & COMPANY		2017-10-06	2018-06-29

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

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
67,457		62,047	5,410
12,695		11,697	998
9,872		9,096	776
24,595		26,733	-2,138
59,040		66,922	-7,882
28,832		31,259	-2,427
57,652		52,915	4,737
9,459		8,487	972
8,598		7,695	903
8,513		8,330	183

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	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			5,410
			998
			776
			-2,138
			-7,882
			-2,427
			4,737
			972
			903
			183

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
125 WELLS FARGO & COMPANY		2017-10-06	2018-06-29
1 800 WELLS FARGO & COMPANY		2017-09-27	2018-06-29
191 DELPHI TECHNOLOGIES PLC SHS		2017-09-27	2018-06-29
33 DELPHI TECHNOLOGIES PLC SHS		2017-10-06	2018-06-29
28 DELPHI TECHNOLOGIES PLC SHS		2017-10-06	2018-06-29
85 APTIV PLC		2017-10-06	2018-06-29
100 APTIV PLC		2017-10-06	2018-06-29
575 APTIV PLC		2017-09-27	2018-06-29
3154 45 BARON EMERGING MARKETS INSTITUTIONAL		2017-09-27	2018-07-16
507 98 BARON EMERGING MARKETS INSTITUTIONAL		2017-10-06	2018-07-16

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)
7,093		6,943	150
45,439		43,424	2,015
8,692		9,351	-659
1,495		1,642	-147
1,267		1,393	-126
7,812		7,160	652
9,192		8,423	769
52,894		47,670	5,224
44,667		45,361	-694
7,193		7,508	-315

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	
			150
			2,015
			-659
			-147
			-126
			652
			769
			5,224
			-694
			-315

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
412 288 BARON EMERGING MARKETS INSTITUTIONAL		2017-10-06	2018-07-16
1 969 683 DFA EMERGING MARKETS CORE EQUITY PORTFOL		2014-11-06	2018-07-16
842 756 DFA EMERGING MARKETS CORE EQUITY PORTFOL		2014-11-06	2018-07-16
5768 379 DFA EMERGING MARKETS CORE EQUITY PORTFOL		2015-01-26	2018-07-16
450 MICROSOFT CORP		2013-03-07	2018-09-17
85 THOR INDUSTRIES INC		2017-10-06	2018-09-27
510 THOR INDUSTRIES INC		2017-09-27	2018-09-27
75 THOR INDUSTRIES INC		2017-10-06	2018-09-27
946 688 BARON EMERGING MARKETS INSTITUTIONAL		2017-10-06	2018-10-11
899 312 BARON EMERGING MARKETS INSTITUTIONAL		2018-06-29	2018-10-11

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)
5,838		6,094	-256
20,615		19,045	1,570
17,917		16,552	1,365
122,636		113,137	9,499
51,014		12,583	38,431
7,337		10,991	-3,654
44,062		60,774	-16,712
6,473		9,699	-3,226
11,834		13,992	-2,158
11,241		12,635	-1,394

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	
			-256
			1,570
			1,365
			9,499
			38,431
			-3,654
			-16,712
			-3,226
			-2,158
			-1,394

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
725 465 BARON EMERGING MARKETS INSTITUTIONAL		2018-06-29	2018-10-11
1 852 935 BARON EMERGING MARKETS INSTITUTIONAL		2017-10-06	2018-10-11
5190 473 BARON EMERGING MARKETS INSTITUTIONAL		2017-09-27	2018-10-11
6540 327 BARON EMERGING MARKETS INSTITUTIONAL		2018-06-29	2018-10-11
1130 D R HORTON INC		2018-06-29	2018-10-11
145 D R HORTON INC		2018-06-29	2018-10-11
90 D R HORTON INC		2018-06-29	2018-10-11
40 ABBVIE INC COM		2018-06-29	2018-11-01
540 ABBVIE INC COM		2018-06-29	2018-11-01
70 ABBVIE INC COM		2018-06-29	2018-11-01

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

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
9,068		10,193	-1,125
10,662		12,606	-1,944
64,881		74,639	-9,758
81,754		91,892	-10,138
43,066		46,698	-3,632
5,519		5,999	-480
3,423		3,727	-304
3,199		3,739	-540
43,286		50,373	-7,087
5,604		6,537	-933

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			(I) 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	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			-1,125
			-1,944
			-9,758
			-10,138
			-3,632
			-480
			-304
			-540
			-7,087
			-933

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

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
45 INTERNATIONAL BUSINESS MACHINES			2015-11-19	2018-12-17
1 45 INTERNATIONAL BUSINESS MACHINES			2015-11-19	2018-12-17
295 INTERNATIONAL BUSINESS MACHINES			2015-11-19	2018-12-17
220 ISHARES RUSSELL MID-CAP GROWTH (MKT)			2018-07-16	2018-12-27
185 ISHARES RUSSELL MID-CAP GROWTH (MKT)			2018-07-16	2018-12-27
1315 ISHARES RUSSELL MID-CAP GROWTH (MKT)			2018-07-16	2018-12-27
CAPITAL GAIN DIVIDENDS		P		

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)
5,222		6,199	-977
5,222		6,199	-977
34,279		40,608	-6,329
24,191		28,764	-4,573
20,341		24,189	-3,848
144,636		171,891	-27,255
			17,046

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	
			-977
			-977
			-6,329
			-4,573
			-3,848
			-27,255

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MAINE COAST HERITAGE TRUST 1 BOWDOIN MILL ISLAND STE 201 TOPSHAM, ME 04086	NONE	PC	GENERAL PURPOSE	15,000
GOOD SHEPHERD FOOD BANK P O BOX 1807 AUBURN, ME 04112	NONE	PC	GENERAL PURPOSE	7,500
PORTLAND WIDOWS WOOD SOCIETY P O BOX 31 PORTLAND, ME 04112	NONE	SO I	GENERAL PURPOSE	7,500
Total ► 3a				207,646

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
PREBLE STREETP O BOX 1459 PORTLAND, ME 04104	NONE	PC	GENERAL PURPOSE	15,000
MAINE STATE MUSIC THEATRE 22 ELM ST BRUNSWICK, ME 04011	NONE	PC	PROFESSIONAL PERFORMANCES &	7,500
OPERA MAINEPO BOX 7733 PORTLAND, ME 04112	NONE	PC	OPERA PERFORMANCES	7,500
Total ▶ 3a				207,646

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
USM FOUNDATIONP O BOX 9300 PORTLAND, ME 04104	NONE	PC	GENERAL OPERATING SUPPORT	21,259
USM FOUNDATIONP O BOX 9300 PORTLAND, ME 04104	NONE	PC	SCHOLARSHIPS TO USM SCHOOL	28,887
MAINE HISTORICAL SOCIETY 489 CONGRESS ST PORTLAND, ME 04101	NONE	PC	GENERAL PURPOSE	7,500
Total ▶ 3a				207,646

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MAINE MEDICAL CENTER 22 BRAMHALL ST PORTLAND, ME 04102	NONE	PC	GENERAL PUROSE	15,000
ST ALBANS EPISCOPAL CHURCH 885 SHORE RD CAP ELIZABETH, ME 04107	NONE	PC	GENERAL PURPOSE	15,000
MAINE AUDUBON 20 GILSLAND FARM RD FALMOUTH, ME 04105	NONE	PC	GENERAL PURPOSE	7,500
Total ▶ 3a				207,646

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MAINE BEHAVIORAL HEALTHCARE 123 ANDOVER RD WESTBROOK, ME 04092	NONE	PC	GENERAL PURPOSE	7,500
CHILDRENS MUSEUM & THEATRE OF MAINE P O BOX 4041 PORTLAND, ME 04112	NONE	PC	GENERAL PURPOSE	7,500
PORTLAND MUSEUM OF ART 7 CONGRESS SQ PORTLAND, ME 04101	NONE	PC	ART EXHIBITS & EDUCATIONAL	7,500
Total ▶ 3a				207,646

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
PORTLAND PUBLIC LIBRARY 5 MONUMENT SQUARE PORTLAND, ME 04101	NONE	PC	GENERAL PURPOSE	7,500
FALMOUTH MEMORIAL LIBRARY 5 LUNT RD FALMOUTH, ME 04105	NONE	PC	GENERAL PURPOSE	7,500
PORTLAND SYMPHONY ORCHESTRA P O BOX 3573 PORTLAND, ME 04104	NONE	PC	GENERAL PURPOSE	15,000
Total ▶ 3a				207,646

TY 2018 Accounting Fees Schedule**Name:** ANNE R HENRY CHARITABLE FOUNDATION**EIN:** 27-6254411

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION FEE (NON-ALLOC	840	420		420

TY 2018 Investments Corporate Stock Schedule

Name: ANNE R HENRY CHARITABLE FOUNDATION
EIN: 27-6254411

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MCDONALDS CORP	52,188	59,486
PROCTOR & GAMBLE CO		
BP PLC SPONS ADR		
EXXON MOBIL CORP		
AFLAC INC	48,035	84,286
AMERICAN INTERNATIONAL GROUP		
BERKSHIRE HATHAWAY INC		
JOHNSON & JOHNSON	61,986	85,173
APPLE INC	72,792	187,711
INTEL CORP	56,097	121,126
MICROSOFT CORP	32,269	117,720
DANAHER CORP	60,277	96,005
INTERNATIONAL BUSINESS MACHINE		
MASTERCARD INC CLASS A	44,903	134,885
MERCK & CO INC		
ORACLE CORP	59,012	60,953
PFIZER INC	103,834	157,577
VISA INC CLASS A		
WAL-MART STORES INC		
QUALCOMM INC		
GENERAL ELECTRIC CO		
JPMORGAN CHASE & CO	34,384	61,013
OCCIDENTAL PETROLEUM CORP		
CUMMINS INC	89,438	110,921
DISCOVER FINANCIAL SERVICES	75,535	78,738
DISCOVERY COMMUNICATIONS INC A		
DRIL-QUIP INC		
GILEAD SCIENCES INC		
MYLAN N V SHS		
POLARIS INDUSTRIES INC		

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
PRECISION CASTPARTS CORP		
SYSCO CORP		
TWENTY FIRST CENTURY FOX INC C		
VIACOM INC CLASS B		
WILLIAMS COMPANIES INC		
ABBOTT LABORATORIES		
ADIENT PLC ORD SHS		
ALPHABET INC CAP STK CL A	26,440	36,574
ALPHABET INC CAP STK CL C	81,273	113,917
AMERICAN EXPRESS CO		
CISCO SYSTEMS INC	58,078	94,243
CSX CORP		
FORTIVE CORP COM		
JOHNSON CTLS INTL PLC SHS		
PHILLIPS 66	89,638	99,073
AMAZON.COM INC	77,107	120,158
AMGEN INC	62,070	65,214
DIAGEO PLC SPONSORED ADR	80,066	86,498
GENERAL DYNAMICS CORP	71,984	54,237
HOME DEPOT INC	86,150	91,065
TJX COS INC NEW		
THOR INDUSTRIES		
UNITED TECHNOLOGIES CORP		
WELLS FARGO & COMPANY		
ACCENTURE PLC A	54,032	55,699
DELPHI TECHNOLOGIES PLC SHS		
APTIV PLC		
BROADCOM INC COM	58,756	58,484
CDW CORP COM	62,776	57,546
FISERV INC	60,590	59,894

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
HASBRO INC	59,672	52,813
S&P GLOBAL INC COM	50,467	41,635
TJX COS INC NEW	87,442	105,586
TEXAS INSTRUMENTS INC	60,627	51,975
TWENTY FIRST CENTURY FOX INC C	95,470	153,135
UNITED TECHNOLOGIES CORP	82,322	74,536
VISA INC CLASS A SHARES	46,454	131,940
WALGREENS BOOTS ALLIANCE INC C	66,303	64,230
MEDTRONIC PLC SHS	63,740	61,853

TY 2018 Investments - Other Schedule

Name: ANNE R HENRY CHARITABLE FOUNDATION

EIN: 27-6254411

Investments Other Schedule 2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
VANGUARD FTSE DEVELOPED MARKET			
SPDR BARCAP ST HIGH YIELD BOND			
ISHARES S&P 100 (MKT)			
DFA EMERGING MARKETS CORE EQUI			
SPDR BLOOMBERG BARCLAYS SHORT			
BARON EMERGING MARKETS	AT COST	230,400	204,491
OAKMARK INTERNATIONAL FUND CLA	AT COST	451,522	339,587

TY 2018 Other Decreases Schedule**Name:** ANNE R HENRY CHARITABLE FOUNDATION**EIN:** 27-6254411

Description	Amount
2018 TRANS POSTED IN 2019	579
WASH SALE	1,265

TY 2018 Other Expenses Schedule**Name:** ANNE R HENRY CHARITABLE FOUNDATION**EIN:** 27-6254411**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER ALLOCABLE EXPENSE-PRINCI	88	88		0
OTHER EXPENSE (NON-DEDUCTIBLE	12	12		0

TY 2018 Other Increases Schedule

Name: ANNE R HENRY CHARITABLE FOUNDATION

EIN: 27-6254411

Description	Amount
2017 TRANS POSTED IN 2018	379

TY 2018 Taxes Schedule**Name:** ANNE R HENRY CHARITABLE FOUNDATION**EIN:** 27-6254411

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL TAX PAYMENT - PRIOR YE	2,118	0		0
FEDERAL ESTIMATES - PRINCIPAL	2,864	0		0
FOREIGN TAXES ON QUALIFIED FOR	1,783	1,783		0
FOREIGN TAXES ON NONQUALIFIED	20	20		0