** PUBLIC DISCLOSURE COPY **

Return of Organization Exempt From Income Tax
Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

Department of the Treasury Internal Revenue Service

▶ Do not enter social security numbers on this form as it may be made public.

► Go to www.irs.gov/Form990 for instructions and the latest information.

Inspection

OMB No. 1545-0047

A F	or the	\simeq 2017 calendar year, or tax year beginning $$ JUL $1,$ 2017 $$ and $$	ending J	<u>UN 30, 2018</u>						
	Check if applicable	C Name of organization		D Employer identif	ication number					
	Addres									
	Name change			54-0	505966					
	Initial return	,	Room/suite	E Telephone number						
	□Final return/	PO BOX 932		(540						
_	termin ated		G Gross receipts \$	24,023,675.						
Ļ	Amended LEXINGTON, VA 24450 H(a) Is this a group return Applica-									
	tion pendir	Finame and address of principal officer. TIX. DAVID II. INABIT	CKI	for subordinates	····· — —					
_		SAME AS C ABOVE		H(b) Are all subordinates i						
		empt status: X 501(c)(3) 501(c) () ◀ (insert no.) 4947(a)(1) c	or 527	1	a list. (see instructions)					
		e: WWW.VMIAA.ORG organization: X Corporation Trust Association Other		H(c) Group exemption						
		organization: X Corporation	L Year	of formation: 1937	M State of legal domicile: VA					
•		Briefly describe the organization's mission or most significant activities: TO SU	TDDORT	THE VIRGIN	TA MTT.TTARV					
e S	'	INSTITUTE (VMI), A STATE-SUPPORTED SCHOOL		IIIE VINGIN	IA MIDIIANI					
Governance	2	Check this box if the organization discontinued its operations or dispos		than 25% of its not as	eats					
Veri	3			3	29					
Ĝ	4	Number of independent voting members of the governing body (Part VI, line 1b)			29					
	1 -	Total number of individuals employed in calendar year 2017 (Part V, line 2a)			90					
iţi		Total number of volunteers (estimate if necessary)			0					
Activities &		Total unrelated business revenue from Part VIII, column (C), line 12			-452,399.					
⋖		Net unrelated business taxable income from Form 990-T, line 34			-664,027.					
				Prior Year	Current Year					
Φ	8	Contributions and grants (Part VIII, line 1h)		42,856,461.	19,310,649.					
ž	9	Program service revenue (Part VIII, line 2g)		0.	0.					
Revenue	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)		2,634,582.						
Œ	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)		930,091.	1,262,903.					
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12) .		46,421,134.	24,023,675.					
	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)		12,878,551.	13,386,680.					
	1	Benefits paid to or for members (Part IX, column (A), line 4)		0.	0.					
S	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)		3,067,285.						
Expenses	16a	Professional fundraising fees (Part IX, column (A), line 11e)		0.	0.					
ž	b	Total fundraising expenses (Part IX, column (D), line 25) 2,836,50		2 500 001	4 014 176					
ш	''	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)		3,780,801.						
		Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)		19,726,637.						
	19	Revenue less expenses. Subtract line 18 from line 12		26,694,497.	3,338,303.					
Net Assets or		Total consts (Ded V. Per 40)		ginning of Current Year 69,547,108.	End of Year 397, 361, 347.					
SSE	20	Total assets (Part X, line 16)	-3	5,915,659.						
let A	21	Total liabilities (Part X, line 26) Net assets or fund balances. Subtract line 21 from line 20		63,631,449.						
	22 art II	Signature Block	J	03,031,447.	371,021,020.					
		Ities of perjury, I declare that I have examined this return, including accompanying schedules	and stateme	ents, and to the best of m	v knowledge and helief it is					
		t, and complete. Declaration of preparer (other than officer) is based on all information of wh			y miowioago ana bonon, it io					
	, 001100	A substitution of property (entire than entirely to see our an information of the	non propara	l l l l l l l l l l l l l l l l l l l						
Sig	n	Signature of officer		Date						
Her		MR. DAVID L. PRASNICKI, TREASURER								
		Type or print name and title								
		Print/Type preparer's name Preparer's signature		Date Check	PTIN					
Paid	i	JOSEPH S. NADDER, III JOSEPH S. NADDER	R, II 1	1/14/18 self-emplo						
Prep	oarer	Firm's name ▶ DIXON HUGHES GOODMAN LLP		Firm's EIN ▶	56-0747981					
Use	Only	Firm's address > 901 EAST CARY STREET, SUITE 1000								
		RICHMOND, VA 23219		Phone no. (8	04) 282-7636					
May	/ the IF	RS discuss this return with the preparer shown above? (see instructions)			X Yes No					

Other program services (Describe in Schedule O.)

including grants of \$ 14,108,594. Total program service expenses ▶

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Form 990 (2017) VMI FOUNDATION, INC. Part IV Checklist of Required Schedules

			Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)?			
	If "Yes," complete Schedule A	1	X	
2	Is the organization required to complete Schedule B, Schedule of Contributors?	2	X	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for			
	public office? If "Yes," complete Schedule C, Part I	3		Х
4	Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect			
	during the tax year? If "Yes," complete Schedule C, Part II	4		X
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or			
	similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III	5		X
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to			
	provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I	6		Х
7	Did the organization receive or hold a conservation easement, including easements to preserve open space,			
	the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II	7		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete			
	Schedule D, Part III	8		Х
9	Did the organization report an amount in Part X, line 21, for escrow or custodial account liability, serve as a custodian for			
	amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services?			
	If "Yes," complete Schedule D, Part IV	9		Х
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent			
	endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V	10	X	
11	If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VIII, VIII, IX, or X			
	as applicable.			
а	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D,			
	Part VI	11a	X	
b	Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total			
	assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII	11b	X	
С	Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total			
	assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII	11c		X
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in			
	Part X, line 16? If "Yes," complete Schedule D, Part IX	11d		X
е	Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X	11e	X	
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses			
	the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X	11f	X	
12a	Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete			
	Schedule D, Parts XI and XII	12a		X
b	Was the organization included in consolidated, independent audited financial statements for the tax year?			
	If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional	12b	Х	
13	Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	13		X
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a		<u> </u>
b	Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business,			
	investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000		٠,,	
	or more? If "Yes," complete Schedule F, Parts I and IV	14b	X	
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any			37
	foreign organization? If "Yes," complete Schedule F, Parts II and IV	15		Х
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to			37
4-	or for foreign individuals? If "Yes," complete Schedule F, Parts III and IV	16		X
17	Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX,			37
	column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I	17		Х
18	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines			37
	1c and 8a? If "Yes," complete Schedule G, Part II	18		Х
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes,"			37
	complete Schedule G. Part III	19	000	X

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			Yes	No
20 a	Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H	20a		X
b	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b		
21	Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or			
	domestic government on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II	21	Х	
22	Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on			
	Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III	22		X
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current			
	and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete			
	Schedule J	23	Х	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the			
	last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete			
	Schedule K. If "No", go to line 25a	24a		X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
С	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease			
	any tax-exempt bonds?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
	Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations. Did the organization engage in an excess benefit			
	transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I	25a		Х
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and			
	that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete			
	Schedule L. Part I	25b		X
26	Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or			
	former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? If "Yes."			
	complete Schedule L, Part II	26		Х
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial			
	contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member			
	of any of these persons? If "Yes," complete Schedule L, Part III	27		Х
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV			
	instructions for applicable filing thresholds, conditions, and exceptions):			
а	A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28a		Х
	A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28b		Х
	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer,			
	director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV	28c		Х
29	Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	29	Х	
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation			
	contributions? If "Yes," complete Schedule M	30		Х
31	Did the organization liquidate, terminate, or dissolve and cease operations?			
	If "Yes," complete Schedule N, Part I	31		Х
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If</i> "Yes," <i>complete</i>			
	Schedule N, Part II	32		Х
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations			
	sections 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I	33	Х	
34	Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Part II, III, or IV, and			
	Part V, line 1	34	Х	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a		Х
	If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity			
	within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2	35b		
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization?			
	If "Yes," complete Schedule R, Part V, line 2	36		Х
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization			
	and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI	37		Х
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19?			
	Note. All Form 990 filers are required to complete Schedule O	38	Х	

Form 990 (2017) VMI FOUNDATION, INC. Part V Statements Regarding Other IRS Filings and Tax Compliance

	Check if Schedule O contains a response or note to any line in this Part V		<u></u>	<u> </u>		
					Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	1a	25			
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b	0			
С	Did the organization comply with backup withholding rules for reportable payments to vendors and re	portab	le gaming			
	(gambling) winnings to prize winners?	······		1c	Х	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements,					
	filed for the calendar year ending with or within the year covered by this return	2a	90			
b	If at least one is reported on line 2a, did the organization file all required federal employment tax return	ns?		2b	Х	
	Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions	s)				
За	Did the organization have unrelated business gross income of \$1,000 or more during the year?			За	X	
b	If "Yes," has it filed a Form 990-T for this year? If "No," to line 3b, provide an explanation in Schedule	O		3b	X	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other a	authori	ty over, a			
	financial account in a foreign country (such as a bank account, securities account, or other financial a	ccoun	t)?	4a		X
b	If "Yes," enter the name of the foreign country: ▶					
	See instructions for filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Art	ccount	s (FBAR).			
5а	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?			5a		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction			5b		X
С	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?			5c		
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the	e orga	nization solicit			
	any contributions that were not tax deductible as charitable contributions?			6a		X
b	If "Yes," did the organization include with every solicitation an express statement that such contribution	ons or	gifts			
	were not tax deductible?			6b		
7	Organizations that may receive deductible contributions under section 170(c).					
а	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and ser	vices p	rovided to the payor?	7a		X
				7b		
С	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was	as requ	ired			37
	to file Form 8282?			7c		Х
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d	•			v
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit or		?	7e		X
t	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit control (the proposition of the year) for the proposition of the proposition of the year of the proposition of the year.		20	7f		
g	If the organization received a contribution of qualified intellectual property, did the organization file Fo			7g		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organizations are strictly and provided funds. Did a deeper advised funds are provided funds.			7h		
8	Sponsoring organizations maintaining donor advised funds. Did a donor advised fund maintained					
9	sponsoring organization have excess business holdings at any time during the year?			8		
	Sponsoring organizations maintaining donor advised funds. Did the sponsoring organization make any taxable distributions under section 49662			9a		
	Did the sponsoring organization make any taxable distributions under section 4966? Did the sponsoring organization make a distribution to a donor, donor advisor, or related person?			9b		
10	Section 501(c)(7) organizations. Enter:			35		
	Initiation fees and capital contributions included on Part VIII, line 12	10a				
	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b				
11	Section 501(c)(12) organizations. Enter:					
а	Gross income from members or shareholders	11a				
	Gross income from other sources (Do not net amounts due or paid to other sources against					
	amounts due or received from them.)	11b				
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form	1041?	<u> </u>	12a		
	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b				
13	Section 501(c)(29) qualified nonprofit health insurance issuers.	<u> </u>				
а	Is the organization licensed to issue qualified health plans in more than one state?			13a		
	Note. See the instructions for additional information the organization must report on Schedule O.					
b	Enter the amount of reserves the organization is required to maintain by the states in which the					
	organization is licensed to issue qualified health plans	13b				
	Enter the amount of reserves on hand	13c				
	Did the organization receive any payments for indoor tanning services during the tax year?			14a		X
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule	e O		14b	000	
				Form	990	(2017)

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions. Check if Schedule O contains a response or note to any line in this Part VI Section A. Governing Body and Management Yes No 29 1a Enter the number of voting members of the governing body at the end of the tax year If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O. 29 **b** Enter the number of voting members included in line 1a, above, who are independent Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other X officer, director, trustee, or key employee? 2 Did the organization delegate control over management duties customarily performed by or under the direct supervision 3 Х of officers, directors, or trustees, or key employees to a management company or other person? 3 X Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? 4 Did the organization become aware during the year of a significant diversion of the organization's assets? 5 Did the organization have members or stockholders? 6 6 Х 7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body? Х 7a b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body? X 7b Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following: Х a The governing body? 8a **b** Each committee with authority to act on behalf of the governing body? Х 8b Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes." provide the names and addresses in Schedule O Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.) Yes Nο 10a Did the organization have local chapters, branches, or affiliates? 10a b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes? 11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form? 11a b Describe in Schedule O the process, if any, used by the organization to review this Form 990. Х 12a Did the organization have a written conflict of interest policy? If "No," go to line 13 12a Х b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts? 12b c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes." describe Х 12c in Schedule O how this was done Did the organization have a written whistleblower policy? Х 13 13 Did the organization have a written document retention and destruction policy? 14 Х 14 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision? The organization's CEO, Executive Director, or top management official Х 15a Other officers or key employees of the organization Х 15b If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions). 16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a Х taxable entity during the year? 16a b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements? 16b Section C. Disclosure List the states with which a copy of this Form 990 is required to be filed ▶VA Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply. Another's website X Upon request ___ Other *(explain in Schedule O)* Own website Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year. State the name, address, and telephone number of the person who possesses the organization's books and records: VMI FOUNDATION, INC. -(540) 464-7383

Form **990** (2017)

PO BOX 932, LEXINGTON,

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response or note to any line in this Part VII

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

- 1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.
- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
 - List all of the organization's current key employees, if any. See instructions for definition of "key employee."
- List the organization's five current highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

(A)	(B)	Jiga	IIIZA		C)	ipci	isatt	(D)	(E)	(F)
Name and Title	Average	(do		Pos	itior	າ than d	nne.	Reportable	Reportable	Estimated
	hours per	box	, unles	ss per	rson i	s both or/trus	n an	compensation	compensation	amount of
	week		Cer an	lu a u	recid	Tritus	iee)	from	from related	other
	(list any hours for	Individual trustee or director				_		the organization	organizations (W-2/1099-MISC)	compensation from the
	related	9e or (stee			nsated		(W-2/1099-MISC)	(** 27 1033 141100)	organization
	organizations	truste	al tru		oyee	nd mc		(** = *********************************		and related
	below	/idual	Institutional trustee	er	Key employee	Highest compensated employee	Jer			organizations
	line)	Indi	Insti	Officer	Key	High	Former			
(1) JOHN D. ADAMS	2.00									
BOARD MEMBER		Х						0.	0.	0.
(2) T. BRYAN BARTON	2.00									
PRESIDENT	7.00	Х		Х				0.	0.	0.
(3) THOMAS M. BOYD	2.00									
BOARD MEMBER		Х						0.	0.	0.
(4) DR. CHARLES F. BRYAN, JR.	2.00									
BOARD MEMBER		Х						0.	0.	0.
(5) ELIZABETH D. CAMP	2.00									
BOARD MEMBER		Х						0.	0.	0.
(6) ALEXANDER M. EARLE, JR.	2.00									
BOARD MEMBER		Х						0.	0.	0.
(7) RICHARD W. FLOWERS	2.00									
BOARD MEMBER		Х						0.	0.	0.
(8) CDR PAUL E. GALANTI, USN	2.00									
BOARD MEMBER		Х						0.	0.	0.
(9) DR. M. DAVID GIBBONS	2.00									
BOARD MEMBER		Х						0.	0.	0.
(10) STEPHEN M. GODDARD	2.00									
BOARD MEMBER		Х						0.	0.	0.
(11) THOMAS S. GREENSPON	2.00									
BOARD MEMBER		Х						0.	0.	0.
(12) LT. GEN. RICHARD A. HACK	2.00									
BOARD MEMBER		Х						0.	0.	0.
(13) STEPHEN E. HUPP	2.00									
VICE PRESIDENT OF ADMINISTRATION	5.00	Х		Х				0.	0.	0.
(14) KERRY D. KIRK	2.00									
BOARD MEMBER		Х						0.	0.	0.
(15) BROOKE H. PENDLETON	2.00									_
BOARD MEMBER		Х						0.	0.	0.
(16) COLONEL GEORGE PIEGARI	2.00									
BOARD MEMBER		Х						0.	0.	0.
(17) KURT A. POLK	2.00									
BOARD MEMBER		Х		L	L	L		0.	0.	0.
732007 11-28-17										Form 990 (2017)

732007 11-28-17

Form **990** (2017)

10111 330 (2017)	2111 - 011 /		. • •						01 0000	500 1 ago -		
Part VII Section A. Officers, Directors, Tru	Conton A. Omocro, Directors, Trustees, Rey Employees, and Figure Compensated Employees (Continued)											
(A)	(B)				C)			(D)	(E)	(F)		
Name and title	Average hours per week	box	not c , unle:	ss pe	more rson i	than o s both or/trus	n an	Reportable compensation from	Reportable compensation from related	Estimated amount of other		
	(list any hours for related organizations below line)	Individual trustee or director	In stit utional trustee	Officer	Key employee	Highest compensated employee	Former	the organization (W-2/1099-MISC)	organizations (W-2/1099-MISC)	compensation from the organization and related organizations		
(18) W. GREGORY ROBERTSON	2.00											
BOARD MEMBER		Х						0.	0.	0.		
(19) ERNESTO V. SAMPSON, JR. BOARD MEMBER	2.00	х						0.	0.	0.		
(20) GARY J. TAYLOR	2.00								<u> </u>			
BOARD MEMBER		Х						0.	0.	0.		
(21) WILLIAM E. WELSH	2.00											
BOARD MEMBER		Х						0.	0.	0.		
(22) T.W. WILLIAMSON, JR. BOARD MEMBER	2.00	х						0.	0.	0.		
(23) ELISE G. WOODWORTH	2.00											
BOARD MEMBER		Х						0.	0.	0.		
(24) THOMAS H. ZARGES	2.00											
VICE PRESIDENT OF DEVELOPMENT		Х		Х				0.	0.	0.		
(25) LT. COLONEL CHARLES L. TOOMEY	2.00											
BOARD MEMBER		Х						0.	0.	0.		
(26) LT. CDR. BREE A. GUITERMAN	2.00											
BOARD MEMBER		Х						0.	0.	0.		
1b Sub-total							ightharpoons	0.	0.	0.		
c Total from continuation sheets to Part V	II, Section A						ightharpoons	911,942.	0.	38,022.		
d Total (add lines 1b and 1c)							<u> </u>	911,942.	0.	38,022.		
2 Total number of individuals (including but	not limited to th	ose	liste	d ab	ove) wh	o re	ceived more than \$100,	000 of reportable			

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization

3	Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on			
	line 1a? If "Yes," complete Schedule J for such individual	3		Х
4	For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization			
	and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual	4	Х	
5	Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services			
	rendered to the organization? If "Yes." complete Schedule J for such person	5		Х

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

the organization. Report compensation for the calcindar year chaing with or within	Title organization 3 tax year.	
(A) Name and business address	(B) Description of services	(C) Compensation
	INVESTMENT MANAGEMENT	2,701,718.
MCGUIRE WOODS, LLP 901 EAST CARY ST., RICHMOND, VA 23219-4030	CONSULTING	137,536.

\$100,000 of compensation from the organization
SEE PART VII, SECTION A CONTINUATION SHEETS

Total number of independent contractors (including but not limited to those listed above) who received more than

Form **990** (2017)

Form 990 VMI FOUNDATION, INC. $54-050596$								5966		
Part VII Section A. Officers, Directors, Tr	ustees, Key Er	nplo	yee	s, aı	nd F	ligh	est (Compensated Employe	es (continued)	
(A) (B) (C)								(D)	(E)	(F)
Name and title	Average							Reportable	Reportable	Estimated
	hours	(c	heck				ly)	compensation	compensation	amount of
	per							from	from related	other
	week	_)yee		the	organizations	compensation
	(list any	recto				empl		organization	(W-2/1099-MISC)	from the
	hours for	or director	99			sated		(W-2/1099-MISC)		organization
	related organizations	rustee	l trus		ee,	npen				and related organizations
	below	dual tr	tiona	L	nploy	stcor	_			Organizations
	line)	Individual trustee	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(27) DARYL L. DEKE	2.00									
BOARD MEMBER		Х						0.	0.	0.
(28) KIMBER L. LATSHA	2.00									
BOARD MEMBER		Х						0.	0.	0.
(29) STERLING T. SWEENEY	2.00									
BOARD MEMBER		Х						0.	0.	0.
(30) STEPHEN MACONI	40.00									
CEO, VMI ALUMNI AGENCIES				Х				193,894.	0.	5,377.
(31) WARREN J. BRYAN	40.00									
CHIEF EXECUTIVE OFFICER				Х				173,351.	0.	3,145.
(32) DAVID L. PRASNICKI	40.00									
TREASURER	6.00			Х				173,859.	0.	9,199.
(33) CRISSY S. ELLIOTT	40.00									
ASST. SECRETARY/TREASURER	2.00			Х				123,637.	0.	7,864.
(34) AMY S. REID	40.00	1								
CORPORATE SECRETARY				Х				42,685.	0.	5,321.
(35) THERESA I. CONRAD	40.00									
VICE PRESIDENT	2.00			Х				116,535.	0.	505.
(36) JOHN J. WRANEK, III	40.00	1							_	
DIRECTOR OF ANNUAL GIVING				Х				87,981.	0.	6,611.
		1								
		4								
		1								
		1								
		1								
		1								
		1								
		1								
		t								
		1								
		L	L	L		L	L			
Total to Part VII, Section A, line 1c								911,942.		38,022.
		_	_	_	_	_	_	·	·	·

|--|

		Check if Schedule O conta	ains a response	or note to any lin	e in this Part VIII			
					(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512 - 514
(0, (0	4.	- Foderated compaigns	140			TOVORIGO	TOVOTIGO	312 - 314
ants Ints		Federated campaigns						
جَ ق		Membership dues						
fts,		Fundraising events		23,265.				
Contributions, Gifts, Grants and Other Similar Amounts		Related organizations		23,203.				
Sir		 Government grants (contributing All other contributions, gifts, grant 						
e E	'	similar amounts not included abov		19,287,384.				
를 클	_	Noncash contributions included in lines						
io d	_	Total. Add lines 1a-1f			19,310,649.			
Oe		I Iotal. Add lines 1a-11		Business Code	15,510,015.			
	0.0			Business Code				
je	2 a b							
Ser								
m S	d							
Program Service Revenue	e							
		All other program service reve	nue					
		Total. Add lines 2a-2f						
	3	Investment income (including						
	Ū	other similar amounts)			3,450,123.		-452,399.	3,902,522.
	4	Income from investment of tax					,	, ,
	5	Royalties						
	•		(i) Real	(ii) Personal				
	6 a	Gross rents	() : : = =::	(.,,				
		Less: rental expenses						
		Rental income or (loss)						
		Net rental income or (loss)		•				
		Gross amount from sales of	(i) Securities					
	•	assets other than inventory	(,, ===================================	(.,				
	b	Less: cost or other basis						
		and sales expenses						
	С	Gain or (loss)						
		Net gain or (loss)						
nue		Gross income from fundraising including \$	g events (not					
Ver		contributions reported on line						
Other Revenu		Part IV, line 18	,					
her	b	Less: direct expenses						
δ		: Net income or (loss) from fund		•				
		Gross income from gaming ac	-					
		Part IV, line 19						
	b	Less: direct expenses						
		: Net income or (loss) from gam						
		Gross sales of inventory, less						
		and allowances	a					
	b	Less: cost of goods sold		,				
		Net income or (loss) from sales						
		Miscellaneous Revenue		Business Code				
	11 a	ADMINISTRATIVE FEES		900099	1,262,903.			1,262,903.
	b)						
	С							
	d	All other revenue						
		Total. Add lines 11a-11d			1,262,903.			
	12	Total revenue. See instructions.			24,023,675.	0.	-452,399.	5,165,425.

Form 990 (2017) VMI FOUNDATION, INC. Part IX Statement of Functional Expenses

	Clatement of Functional Expens									
Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A). Check if Schedule O contains a response or note to any line in this Part IX										
	not include amounts reported on lines 6b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses					
1	Grants and other assistance to domestic organizations				•					
-	and domestic governments. See Part IV, line 21	13,386,680.	13,386,680.							
2	Grants and other assistance to domestic	, , ,	. , ,							
_	individuals. See Part IV, line 22									
3	Grants and other assistance to foreign									
Ū	organizations, foreign governments, and foreign									
	individuals. See Part IV, lines 15 and 16									
4	Benefits paid to or for members									
5	Compensation of current officers, directors,									
J	trustees, and key employees	1,169,299.	233,860.	292,325.	643,114.					
6	Compensation not included above, to disqualified	2,203,2330	233,0001	232,0231	010,111					
Ŭ	persons (as defined under section 4958(f)(1)) and									
7	Other salaries and wages	1,348,873.	269,775.	202,331.	876,767.					
8	Pension plan accruals and contributions (include	_,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	,		,					
•	section 401(k) and 403(b) employer contributions)	114,225.	22,845.	17,134.	74,246.					
9	Other employee benefits	291,906.	58,381.	43,786.	189,739.					
10	Payroll taxes	160,213.	32,043.	24,032.	104,138.					
11	Fees for services (non-employees):	,	, , ,	,	,					
	Management	1,993.		1,993.						
	Legal	31,582.	6,316.	9,475.	15,791.					
	Accounting	35,406.	,	35,406.	•					
	Lobbying	,		,						
	Professional fundraising services. See Part IV, line 17									
	Investment management fees	2,701,718.		2,701,718.						
g	Other. (If line 11g amount exceeds 10% of line 25,									
	column (A) amount, list line 11g expenses on Sch O.)	57,750.		5,775.	51,975.					
12	Advertising and promotion									
13	Office expenses	564,400.	72,279.	189,332.	302,789.					
14	Information technology									
15	Royalties									
16	Occupancy	11,409.	4,883.	4,746.	1,780.					
17	Travel	113,224.		22,645.	90,579.					
18	Payments of travel or entertainment expenses									
	for any federal, state, or local public officials									
19	Conferences, conventions, and meetings	33,498.		16,749.	16,749.					
20	Interest									
21	Payments to affiliates	F. 0.5.0		EE 050						
22	Depreciation, depletion, and amortization	57,053.	10 630	57,053.						
23	Insurance	39,260.	19,630.	19,630.						
24	Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A)									
_	amount, list line 24e expenses on Schedule 0.) FUNDRAISING & CAMPAIGN	447,474.			447,474.					
a b	MISCELLANEOUS	83,801.		83,801.	<u> </u>					
D	DUES & SUBSCRIPTIONS	26,093.		11,387.	14,706.					
d	SPECIAL FUNCTIONS	9,515.	1,902.	952.	6,661.					
_	All other expenses	2,3230	_,,,,,,,	,,,,,	2,0020					
25	Total functional expenses. Add lines 1 through 24e	20,685,372.	14,108,594.	3,740,270.	2,836,508.					
26	Joint costs. Complete this line only if the organization			-	•					
	reported in column (B) joint costs from a combined									
	educational campaign and fundraising solicitation.									
	Check here if following SOP 98-2 (ASC 958-720)									
	· · · · · · · · · · · · · · · · · · ·				000					

Form 990 (2017)

Part X | Balance Sheet

Par	t X	Balance Sheet					
		Check if Schedule O contains a response or not	e to an	y line in this Part X			
					(A) Beginning of year		(B) End of year
	1	Cash - non-interest-bearing		1			
	2	Savings and temporary cash investments	18,237,871.	2	16,590,603		
	3	Pledges and grants receivable, net			26,895,450.	3	12,014,792
	4	Accounts receivable, net			2,497,655.	4	2,439,617
	5	Loans and other receivables from current and fo					
		trustees, key employees, and highest compensa	ted em	ployees. Complete			
		Part II of Schedule L				5	
	6	Loans and other receivables from other disqualif					
		section 4958(f)(1)), persons described in section	4958(c)(3)(B), and contributing			
		employers and sponsoring organizations of sect					
s		employees' beneficiary organizations (see instr).				6	
Assets	7	Notes and loans receivable, net			223,732.	7	106,672
As	8	Inventories for sale or use				8	•
	9	Description of the second of the second of the second				9	
		Land, buildings, and equipment: cost or other				_	
		basis. Complete Part VI of Schedule D	10a	1,056,263.			
	b	Less: accumulated depreciation	10b	1,056,263. 746,441.	230,372.	10c	309,822
	11	Investments - publicly traded securities			, ,	11	, .
	12	Investments - other securities. See Part IV, line 1			299,923,742.	12	359,089,789
	13	Investments - program-related. See Part IV, line			, , , ,	13	, , , , , , , , , , , , , , , , , , , ,
	14	Intangible assets				14	
	15	Other assets. See Part IV, line 11			21,538,286.	15	6,810,052
	16	Total assets. Add lines 1 through 15 (must equa			369,547,108.	16	397,361,347
	17	Accounts payable and accrued expenses			778,777.	17	519,386
	18	Grants payable			,	18	
	19	Deferred revenue				19	
	20	Tax-exempt bond liabilities				20	
	21	Escrow or custodial account liability. Complete F				21	
_o	22	Loans and other payables to current and former					
ij		key employees, highest compensated employee					
Liabilities						22	
ן בֿי	23	Secured mortgages and notes payable to unrela				23	
	24	Unsecured notes and loans payable to unrelated	third p			24	
	25	Other liabilities (including federal income tax, par					
		parties, and other liabilities not included on lines	17-24)	. Complete Part X of			
		Schedule D			5,136,882.	25	5,214,333 5,733,719
	26	Total liabilities. Add lines 17 through 25			5,915,659.	26	5,733,719
		Organizations that follow SFAS 117 (ASC 958)), chec	k here ▶ X and			
S		complete lines 27 through 29, and lines 33 and	d 34.				
nce	27	Unrestricted net assets			57,835,129.	27	62,397,265
ala	28	Temporarily restricted net assets			159,430,229.	28	171,536,560
힐	29	Permanently restricted net assets		<u></u> .	146,366,091.	29	157,693,803
ᇤ		Organizations that do not follow SFAS 117 (AS	SC 958	s), check here			
٥		and complete lines 30 through 34.					
ets	30	Capital stock or trust principal, or current funds				30	
Net Assets or Fund Balances	31	Paid-in or capital surplus, or land, building, or eq				31	
et/	32	Retained earnings, endowment, accumulated in				32	
Z	33	Total net assets or fund balances			363,631,449.	33	391,627,628
	34	Total liabilities and net assets/fund balances			369,547,108.	34	397,361,347

Form **990** (2017)

Pa	T XI Reconciliation of Net Assets					
	Check if Schedule O contains a response or note to any line in this Part XI					X
1	Total revenue (must equal Part VIII, column (A), line 12)	1		<u>,023</u>		
2	Total expenses (must equal Part IX, column (A), line 25)	2		,68!		
3	Revenue less expenses. Subtract line 2 from line 1	3	3	, 338	3,3	03.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	363	,632	L,4	<u>49.</u>
5	Net unrealized gains (losses) on investments	5	25	<u>,15!</u>	5,3	<u> 29.</u>
6	Donated services and use of facilities	6				
7	Investment expenses	7				
8	Prior period adjustments	8				
9	Other changes in net assets or fund balances (explain in Schedule O)	9		-49'	7,4	<u>53.</u>
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33,					
	column (B))	10	391	,62	7,6	28.
Pa	t XII Financial Statements and Reporting					
	Check if Schedule O contains a response or note to any line in this Part XII					X
					Yes	No
1	Accounting method used to prepare the Form 990: Cash X Accrual Other					
	If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule	Э.				
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?			2a		X
	If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed	on a				
	separate basis, consolidated basis, or both:					
	Separate basis Consolidated basis Both consolidated and separate basis					
b	Were the organization's financial statements audited by an independent accountant?			2b	X	
	If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate	basis,				
	consolidated basis, or both:					
	Separate basis X Consolidated basis Both consolidated and separate basis					
С	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the	audit,				
	review, or compilation of its financial statements and selection of an independent accountant?			2c	X	<u> </u>
	If the organization changed either its oversight process or selection process during the tax year, explain in Sche	dule O.				
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single	gle Audit				
	Act and OMB Circular A-133?			За		<u> X</u>
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required	ed audit				1
	or audits, explain why in Schedule O and describe any steps taken to undergo such audits			3b		<u> </u>
				Form	990	(2017)

SCHEDULE A

Department of the Treasury Internal Revenue Service

(Form 990 or 990-EZ)

Public Charity Status and Public Support Complete if the organization is a section 501(c)(3) organization or a section

4947(a)(1) nonexempt charitable trust. ► Attach to Form 990 or Form 990-EZ.

► Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

Open to Public Inspection

Name of the organization Employer identification number VMI FOUNDATION, INC. 54-0505966 Reason for Public Charity Status (All organizations must complete this part.) See instructions. Part I

he	organi	zation is not a private found	ation because it is: (I	For lines 1 through 12, c	heck only	one box.)		
1		A church, convention of churches, or association of churches described in section 170(b)(1)(A)(i).						
2		A school described in section 170(b)(1)(A)(ii). (Attach Schedule E (Form 990 or 990-EZ).)						
3		A hospital or a cooperative	hospital service orga	anization described in se	ection 170	(b)(1)(A)(ii	i).	
4		A medical research organiz	ation operated in cor	njunction with a hospital	described	in sectio	n 170(b)(1)(A)(iii). Enter	the hospital's name,
		city, and state:						
5		An organization operated for	or the benefit of a col	lege or university owned	or operat	ed by a go	vernmental unit describe	ed in
		section 170(b)(1)(A)(iv). (C	Complete Part II.)					
6		A federal, state, or local gov	vernment or governm	nental unit described in	section 17	70(b)(1)(A)	(v).	
7	X	An organization that norma	lly receives a substar	ntial part of its support fi	om a gove	ernmental	unit or from the general p	oublic described in
		section 170(b)(1)(A)(vi). (C	omplete Part II.)		-			
8		A community trust describe		1)(A)(vi). (Complete Par	t II.)			
9		An agricultural research org				ed in conju	nction with a land-grant	college
		or university or a non-land-g				_	_	-
		university:	, 3	,		, , ,	3	
10		An organization that norma	Ilv receives: (1) more	than 33 1/3% of its sup	oort from o	contributio	ns. membership fees. an	d gross receipts from
		activities related to its exem						
		income and unrelated busir	-					
		See section 509(a)(2). (Con		(,			, g	,
11		An organization organized a	•	velv to test for public sa	fetv. See	section 50)9(a)(4).	
12	Ħ	An organization organized a	· ·	•	•			purposes of one or
-		more publicly supported or	· ·	•	•		· · · · · · · · · · · · · · · · · · ·	•
		lines 12a through 12d that	-					
а		Type I. A supporting orga	* *			-		aivina
		the supported organization	•	•		•		
		organization. You must o						.pp=:g
b		Type II. A supporting org			ion with it:	s supporte	d organization(s), by hay	rina
-		control or management o	•					-
		organization(s). You mus			po.oo		mor or manage are eapp	
c		Type III functionally inte			in connect	tion with a	and functionally integrate	d with
Ŭ		its supported organization	= ::				• •	G Willi,
d		Type III non-functionally		·				ration(s)
_		that is not functionally int						
		requirement (see instructi	-		•		='	-011000
е		Check this box if the orga	•	-				
Ŭ		functionally integrated, or					Type i, Type ii, Type iii	
f	Ente	r the number of supported of	* *					
		ride the following information						
) Name of supported	(ii) EIN	(iii) Type of organization	(iv) Is the orga	anization listed ing document?	(v) Amount of monetary	(vi) Amount of other
		organization		(described on lines 1-10 above (see instructions))	Yes	No	support (see instructions)	support (see instructions)
ota	 I							

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Sec	tion A. Public Support							
Cale	ndar year (or fiscal year beginning in) 🕨	(a) 2013	(b) 2014	(c) 2015	(d) 2016	(e) 2017	(f) Total	
1	Gifts, grants, contributions, and							
	membership fees received. (Do not							
	include any "unusual grants.")	14207294.	22549319.	14992097.	42856461.	19310649.	113915820	
2	Tax revenues levied for the organ-							
	ization's benefit and either paid to							
	or expended on its behalf							
3	The value of services or facilities							
	furnished by a governmental unit to							
	the organization without charge							
4	Total. Add lines 1 through 3	14207294.	22549319.	14992097.	42856461.	19310649.	113915820	
5	The portion of total contributions							
	by each person (other than a							
	governmental unit or publicly							
	supported organization) included							
	on line 1 that exceeds 2% of the							
	amount shown on line 11,							
	column (f)						33605141.	
	Public support. Subtract line 5 from line 4.						80310679.	
Sec	tion B. Total Support							
Cale	ndar year (or fiscal year beginning in) 🕨	(a) 2013	(b) 2014	(c) 2015	(d) 2016	(e) 2017	(f) Total	
7	Amounts from line 4	14207294.	22549319.	14992097.	42856461.	<u> 19310649.</u>	113915820	
8	Gross income from interest,							
	dividends, payments received on							
	securities loans, rents, royalties,							
	and income from similar sources	767,135.	1860884.	2016305.	2634582.	3450123.	10729029.	
9	Net income from unrelated business							
	activities, whether or not the							
	business is regularly carried on							
10	Other income. Do not include gain							
	or loss from the sale of capital							
	assets (Explain in Part VI.)	913,185.	900,695.	863,950.	930,091.	1262903.		
11	Total support. Add lines 7 through 10						129515673	
12	Gross receipts from related activities,	etc. (see instruction	ons)			12		
13	First five years. If the Form 990 is for	r the organization's	first, second, thir	d, fourth, or fifth ta	ax year as a section	501(c)(3)		
	organization, check this box and stop	here					>	
	ction C. Computation of Publi							
	Public support percentage for 2017 (I					14	62.01 %	
	Public support percentage from 2016					15	62.10 %	
16a	33 1/3% support test - 2017. If the							
	stop here. The organization qualifies as a publicly supported organization $lacktriangle$							
b	33 1/3% support test - 2016. If the o	•		•		•		
	and stop here. The organization qual							
17a	10% -facts-and-circumstances test	-						
	and if the organization meets the "fac			=	· · · · · · · · · · · · · · · · · · ·	~		
	meets the "facts-and-circumstances"							
b	10% -facts-and-circumstances test	_						
	more, and if the organization meets the		•		•		e	
	organization meets the "facts-and-circ		-	•				
18	Private foundation. If the organization	on did not check a	box on line 13, 16	a, 16b, 17a, or 17b	o, check this box a	nd see instructions	s	

Schedule A (Form 990 or 990-EZ) 2017

Part III | Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 10 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Se	ction A. Public Support	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,					
Cale	endar year (or fiscal year beginning in)	(a) 2013	(b) 2014	(c) 2015	(d) 2016	(e) 2017	(f) Total
1	Gifts, grants, contributions, and membership fees received. (Do not						
	include any "unusual grants.")						
2	Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3	Gross receipts from activities that are not an unrelated trade or business under section 513						
4	Tax revenues levied for the organ- ization's benefit and either paid to or expended on its behalf						
5	The value of services or facilities furnished by a governmental unit to the organization without charge						
6	Total. Add lines 1 through 5						
7	A Amounts included on lines 1, 2, and 3 received from disqualified persons						
ı	Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
•	Add lines 7a and 7b						
	Public support. (Subtract line 7c from line 6.) ction B. Total Support						L
Cale	ndar year (or fiscal year beginning in)	(a) 2013	(b) 2014	(c) 2015	(d) 2016	(e) 2017	(f) Total
	Amounts from line 6 a Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources						
ı	Unrelated business taxable income (less section 511 taxes) from businesses						
	acquired after June 30, 1975						_
	Add lines 10a and 10b Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12	Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)						
	Total support. (Add lines 9, 10c, 11, and 12.)						
14	First five years. If the Form 990 is for	•		*	•		
<u> </u>	check this box and stop here						>
	ction C. Computation of Publi					 	
15	Public support percentage for 2017 (I			olumn (f))		15	<u>%</u>
16	Public support percentage from 2016					16	%
_	ction D. Computation of Inves			40		14-1	
	Investment income percentage for 20					17	<u>%</u>
	Investment income percentage from					18	7:
19	a 33 1/3% support tests - 2017. If the						. —
ı	more than 33 1/3%, check this box ar 33 1/3% support tests - 2016. If the	organization did r	not check a box on	line 14 or line 19a	a, and line 16 is mo	ore than 33 1/3%, a	and
	line 18 is not more than 33 1/3%, che	ck this box and st	t op here. The orga	nization qualifies a	as a publicly suppo	orted organization	▶□
20	Drivate foundation If the organization	n did not chack a	boy on line 14, 10	or 10h chock th	nic boy and soo in	etructions	▶ 7

Part IV | Supporting Organizations

(Complete only if you checked a box in line 12 on Part I. If you checked 12a of Part I, complete Sections A and B. If you checked 12b of Part I, complete Sections A and C. If you checked 12c of Part I, complete Sections A, D, and E. If you checked 12d of Part I, complete Sections A and D, and complete Part V.)

Section A. All Supporting Organizations

- 1 Are all of the organization's supported organizations listed by name in the organization's governing documents? If "No," describe in Part VI how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.
- 2 Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? If "Yes," explain in **Part VI** how the organization determined that the supported organization was described in section 509(a)(1) or (2).
- **3a** Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? If "Yes," answer (b) and (c) below.
- **b** Did the organization confirm that each supported organization qualified under section 501(c)(4), (5), or (6) and satisfied the public support tests under section 509(a)(2)? If "Yes," describe in **Part VI** when and how the organization made the determination.
- c Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? If "Yes," explain in Part VI what controls the organization put in place to ensure such use.
- **4a** Was any supported organization not organized in the United States ("foreign supported organization")? *If* "Yes," and if you checked 12a or 12b in Part I, answer (b) and (c) below.
- **b** Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? If "Yes," describe in **Part VI** how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations.
- c Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? If "Yes," explain in Part VI what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes.
- 5a Did the organization add, substitute, or remove any supported organizations during the tax year? If "Yes," answer (b) and (c) below (if applicable). Also, provide detail in Part VI, including (i) the names and EIN numbers of the supported organizations added, substituted, or removed; (ii) the reasons for each such action; (iii) the authority under the organization's organizing document authorizing such action; and (iv) how the action was accomplished (such as by amendment to the organizing document).
- **b Type I or Type II only.** Was any added or substituted supported organization part of a class already designated in the organization's organizing document?
- c Substitutions only. Was the substitution the result of an event beyond the organization's control?
- 6 Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (i) its supported organizations, (ii) individuals that are part of the charitable class benefited by one or more of its supported organizations, or (iii) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? If "Yes," provide detail in Part VI.
- 7 Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (defined in section 4958(c)(3)(C)), a family member of a substantial contributor, or a 35% controlled entity with regard to a substantial contributor? If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).
- 8 Did the organization make a loan to a disqualified person (as defined in section 4958) not described in line 7?

 If "Yes." complete Part I of Schedule L (Form 990 or 990-EZ).
- 9a Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? If "Yes," provide detail in Part VI.
- **b** Did one or more disqualified persons (as defined in line 9a) hold a controlling interest in any entity in which the supporting organization had an interest? If "Yes." provide detail in **Part VI.**
- c Did a disqualified person (as defined in line 9a) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? If "Yes," provide detail in Part VI.
- 10a Was the organization subject to the excess business holdings rules of section 4943 because of section 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? If "Yes," answer 10b below.
 - **b** Did the organization have any excess business holdings in the tax year? (Use Schedule C, Form 4720, to determine whether the organization had excess business holdings.)

	Yes	No
1		
·		
2		
За		
Ja		
3b		
3с		
30		
4a		
4b		
4c		
5a		
5b		
5c		
6		
7		
8		
9a		
9b		
9c		
10a		
10b		
gan or go	10-F71	2017

Par	rt IV Supporting Organizations _(continued)			
	_		Yes	No
11	Has the organization accepted a gift or contribution from any of the following persons?			
а	A person who directly or indirectly controls, either alone or together with persons described in (b) and (c)			
		11a		
h		11b		
	• • • • • • • • • • • • • • • • • • • •	11c		
Sect	tion B. Type I Supporting Organizations			
	<u> </u>		Yes	No
1	Did the directors, trustees, or membership of one or more supported organizations have the power to		100	110
•	regularly appoint or elect at least a majority of the organization's directors or trustees at all times during the			
	tax year? If "No," describe in Part VI how the supported organization(s) effectively operated, supervised, or			
	controlled the organization's activities. If the organization had more than one supported organization,			
	describe how the powers to appoint and/or remove directors or trustees were allocated among the supported	1		
0	organizations and what conditions or restrictions, if any, applied to such powers during the tax year.			
2	Did the organization operate for the benefit of any supported organization other than the supported			
	organization(s) that operated, supervised, or controlled the supporting organization? If "Yes," explain in			
	Part VI how providing such benefit carried out the purposes of the supported organization(s) that operated,			
S001	supervised, or controlled the supporting organization. tion C. Type II Supporting Organizations	2		
Seci	tion 6. Type it Supporting Organizations		, ,	
			Yes	No
1	Were a majority of the organization's directors or trustees during the tax year also a majority of the directors			
	or trustees of each of the organization's supported organization(s)? If "No," describe in Part VI how control			
	or management of the supporting organization was vested in the same persons that controlled or managed	_		
<u> </u>	the supported organization(s).	1		
Seci	tion D. All Type III Supporting Organizations	I	1	
			Yes	No
1	Did the organization provide to each of its supported organizations, by the last day of the fifth month of the			
	organization's tax year, (i) a written notice describing the type and amount of support provided during the prior tax			
	year, (ii) a copy of the Form 990 that was most recently filed as of the date of notification, and (iii) copies of the			
	organization's governing documents in effect on the date of notification, to the extent not previously provided?	1		
2	Were any of the organization's officers, directors, or trustees either (i) appointed or elected by the supported			
	organization(s) or (ii) serving on the governing body of a supported organization? If "No," explain in Part VI how			
	the organization maintained a close and continuous working relationship with the supported organization(s).	2		
3	By reason of the relationship described in (2), did the organization's supported organizations have a			
	significant voice in the organization's investment policies and in directing the use of the organization's			
	income or assets at all times during the tax year? If "Yes," describe in Part VI the role the organization's			
	supported organizations played in this regard.	3		
Sect	tion E. Type III Functionally Integrated Supporting Organizations			
1	Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions).			
а	The organization satisfied the Activities Test. Complete line 2 below.			
b	The organization is the parent of each of its supported organizations. Complete line 3 below.			
С	The organization supported a governmental entity. Describe in Part VI how you supported a government entity (see instruc	ctions),		
2	Activities Test. Answer (a) and (b) below.		Yes	No
а	Did substantially all of the organization's activities during the tax year directly further the exempt purposes of			
	the supported organization(s) to which the organization was responsive? If "Yes," then in Part VI identify			
	those supported organizations and explain how these activities directly furthered their exempt purposes,			
	how the organization was responsive to those supported organizations, and how the organization determined			
	that these activities constituted substantially all of its activities.	2a		
b	Did the activities described in (a) constitute activities that, but for the organization's involvement, one or more			
	of the organization's supported organization(s) would have been engaged in? If "Yes," explain in Part VI the			
	reasons for the organization's position that its supported organization(s) would have engaged in these			
	activities but for the organization's involvement.	2b		
3	Parent of Supported Organizations. Answer (a) and (b) below.			
а	Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or			
	trustees of each of the supported organizations? Provide details in Part VI.	3a		
b	Did the organization exercise a substantial degree of direction over the policies, programs, and activities of each			
	of its supported organizations? If "Yes." describe in Part VI the role played by the organization in this regard.	3b		

Pai	Type III Non-Functionally Integrated 509(a)(3) Supporting	ng Organi	zations				
1							
	other Type III non-functionally integrated supporting organizations must co	omplete Sec	tions A through E.				
Sect	ion A - Adjusted Net Income		(A) Prior Year	(B) Current Year (optional)			
1	Net short-term capital gain	1					
2	Recoveries of prior-year distributions	2					
3	Other gross income (see instructions)	3					
4	Add lines 1 through 3	4					
5	Depreciation and depletion	5					
6	Portion of operating expenses paid or incurred for production or						
	collection of gross income or for management, conservation, or						
	maintenance of property held for production of income (see instructions)	6					
7	Other expenses (see instructions)	7					
8	Adjusted Net Income (subtract lines 5, 6, and 7 from line 4)	8					
Sect	ion B - Minimum Asset Amount		(A) Prior Year	(B) Current Year (optional)			
1	Aggregate fair market value of all non-exempt-use assets (see						
	instructions for short tax year or assets held for part of year):						
а	Average monthly value of securities	1a					
b	Average monthly cash balances	1b					
С	Fair market value of other non-exempt-use assets	1c					
d	Total (add lines 1a, 1b, and 1c)	1d					
е	Discount claimed for blockage or other						
	factors (explain in detail in Part VI):						
2	Acquisition indebtedness applicable to non-exempt-use assets	2					
3	Subtract line 2 from line 1d	3					
4	Cash deemed held for exempt use. Enter 1-1/2% of line 3 (for greater amount,						
	see instructions)	4					
5	Net value of non-exempt-use assets (subtract line 4 from line 3)	5					
6	Multiply line 5 by .035	6					
7	Recoveries of prior-year distributions	7					
8	Minimum Asset Amount (add line 7 to line 6)	8					
Sect	ion C - Distributable Amount			Current Year			
1	Adjusted net income for prior year (from Section A, line 8, Column A)	1					
2	Enter 85% of line 1	2					
3	Minimum asset amount for prior year (from Section B, line 8, Column A)	3					
4	Enter greater of line 2 or line 3	4					
5	Income tax imposed in prior year	5					
6	Distributable Amount. Subtract line 5 from line 4, unless subject to						
	emergency temporary reduction (see instructions)	6					
7	Check here if the current year is the organization's first as a non-functiona	lly integrated	d Type III supporting orga	nization (see			
	instructions).						

Schedule A (Form 990 or 990-EZ) 2017

Schedule A (Form 990 or 990-EZ) 2017

e Excess from 2017

Schedule B (Form 990, 990-EZ, or 990-PF)

Department of the Treasury Internal Revenue Service

Name of the organization

Schedule of Contributors

► Attach to Form 990, Form 990-EZ, or Form 990-PF.

Go to www.irs.gov/Form990 for the latest information.

OMB No. 1545-0047

Employer identification number

Schedule B (Form 990, 990-EZ, or 990-PF) (2017)

2017

VM	II FOUNDATION, INC.	54-0505966					
Organization type (check o	ne):						
Filers of:	Section:						
Form 990 or 990-EZ	$\boxed{\textbf{X}}$ 501(c)(3) (enter number) organization						
	4947(a)(1) nonexempt charitable trust not treated as a private foundation						
	527 political organization						
Form 990-PF	501(c)(3) exempt private foundation						
	4947(a)(1) nonexempt charitable trust treated as a private foundation						
	501(c)(3) taxable private foundation						
	s covered by the General Rule or a Special Rule. (7), (8), or (10) organization can check boxes for both the General Rule and a Special Rul	e. See instructions.					
General Rule							
	n filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling one contributor. Complete Parts I and II. See instructions for determining a contributor's	•					
Special Rules							
sections 509(a)(1) any one contributo	n described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or, during the year, total contributions of the greater of (1) \$5,000; or (2) 2% of the amount, line 1. Complete Parts I and II.	or 16b, and that received from					
year, total contribu	n described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from a stions of more than \$1,000 exclusively for religious, charitable, scientific, literary, or eductively to children or animals. Complete Parts I, II, and III.	· · · · · · · · · · · · · · · · · · ·					
year, contributions is checked, enter h purpose. Don't cor	n described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from a exclusively for religious, charitable, etc., purposes, but no such contributions totaled makes the total contributions that were received during the year for an exclusively religious applete any of the parts unless the General Rule applies to this organization because it e, etc., contributions totaling \$5,000 or more during the year	ore than \$1,000. If this box s, charitable, etc., received <i>nonexclusively</i>					
aution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), ut it must answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to ertify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).							

LHA For Paperwork Reduction Act Notice, see the instructions for Form 990, 990-EZ, or 990-PF.

VMI FOUNDATION, INC.

54-0505966

Part I	Contributors (see instructions). Use duplicate copies of Part I if additional	al space is needed.	
(a)	(b)	(c)	(d)
	Name, address, and ZIP + 4	* 1,252,500.	Person X Payroll X Noncash X (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
2		\$ 2,055,504.	Person X Payroll
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
3		\$2,500,000.	Person X Payroll
(a)	(b)	(c)	(d)
	Name, address, and ZIP + 4	* 1,250,000.	Person X Payroll Noncash (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
5		\$ 664,670.	Person X Payroll Noncash (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
6		\$579,525.	Person X Payroll Noncash (Complete Part II for noncash contributions.)

Name of organization Employer identification number

VMI F	OUNDATION, INC.	54	-0505966
Part I	Contributors (see instructions). Use duplicate copies of Part I if addit	cional space is needed.	
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7		\$543,000.	Person X Payroll Noncash (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
8		\$\$	Person X Payroll
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			Person Payroll Noncash (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			Person Payroll Oncash Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			Person Payroll Oncash Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			Person Payroll Noncash (Complete Part II for noncash contributions.)

VMI FOUNDATION, INC.

54-0505966

Part II	Noncash Property (see instructions). Use duplicate copies of Part II if a	dditional space is needed.	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
1	1 SHARE OF BERSKSHIRE HATHAWAY	\$8	_07/05/17_
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
		\$	

Name of organization Employer identification number VMI FOUNDATION, INC. 54-0505966 Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations Part III completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this info. once.) Use duplicate copies of Part III if additional space is needed. (a) No. from (b) Purpose of gift (c) Use of gift (d) Description of how gift is held Part I (e) Transfer of gift Transferee's name, address, and ZIP + 4 Relationship of transferor to transferee (a) No. from (b) Purpose of gift (c) Use of gift (d) Description of how gift is held Part I (e) Transfer of gift Transferee's name, address, and ZIP + 4 Relationship of transferor to transferee (a) No. from (b) Purpose of gift (c) Use of gift (d) Description of how gift is held Part I (e) Transfer of gift Transferee's name, address, and ZIP + 4 Relationship of transferor to transferee (a) No. from (b) Purpose of gift (c) Use of gift (d) Description of how gift is held Part I (e) Transfer of gift Transferee's name, address, and ZIP + 4 Relationship of transferor to transferee

SCHEDULE D (Form 990)

Department of the Treasury Internal Revenue Service

Supplemental Financial Statements

▶ Complete if the organization answered "Yes" on Form 990,
Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.

▶ Attach to Form 990.

▶ Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047 Open to Public Inspection

Name of the organization

VMI FOUNDATION, INC.

Employer identification number 54-0505966

Par	t I Organizations Maintaining Donor Advised	d Funds or Other Similar Funds	or Accounts. Complete if the
	organization answered "Yes" on Form 990, Part IV, line	e 6.	
		(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year		
2	Aggregate value of contributions to (during year)		
3	Aggregate value of grants from (during year)		
4	Aggregate value at end of year		
5	Did the organization inform all donors and donor advisors in v	_	
	are the organization's property, subject to the organization's e		
6	Did the organization inform all grantees, donors, and donor ad	dvisors in writing that grant funds can be	used only
	for charitable purposes and not for the benefit of the donor or	r donor advisor, or for any other purpose	· — —
Da			
Par			Part IV, line 7.
1	Purpose(s) of conservation easements held by the organization		
	Preservation of land for public use (e.g., recreation or ed		torically important land area
	Protection of natural habitat	Preservation of a cer	tified historic structure
	Preservation of open space		
2	Complete lines 2a through 2d if the organization held a qualifi	ied conservation contribution in the form	
	day of the tax year.		Held at the End of the Tax Year
a	Total number of conservation easements		1 1
b	, , , , , , , , , , , , , , , , , , , ,		
С	Number of conservation easements on a certified historic stru		
d	Number of conservation easements included in (c) acquired a		
_	listed in the National Register		
3	Number of conservation easements modified, transferred, rele	eased, extinguished, or terminated by the	e organization during the tax
4	year ▶ Number of states where property subject to conservation eas	ament is leasted	
5	Does the organization have a written policy regarding the peri	· · · · · · · · · · · · · · · · · · ·	
3	violations, and enforcement of the conservation easements it		Yes No
6	Staff and volunteer hours devoted to monitoring, inspecting, I		
Ū	b	mandaning of violations, and officioning cont	servation deserments during the year
7	Amount of expenses incurred in monitoring, inspecting, hand	ling of violations, and enforcing conserva	tion easements during the year
-	▶ \$	g or moranorio, and ornoronig concerna	mon casee.me adming and year.
8	Does each conservation easement reported on line 2(d) above	e satisfy the requirements of section 170	(h)(4)(B)(i)
	and section 170(h)(4)(B)(ii)?		
9	In Part XIII, describe how the organization reports conservation		
	include, if applicable, the text of the footnote to the organizati		
	conservation easements.		
Par	t III Organizations Maintaining Collections of	Art, Historical Treasures, or Ot	ther Similar Assets.
	Complete if the organization answered "Yes" on Form	990, Part IV, line 8.	
1a	If the organization elected, as permitted under SFAS 116 (AS	C 958), not to report in its revenue staten	nent and balance sheet works of art,
	historical treasures, or other similar assets held for public exh	ibition, education, or research in furthera	nce of public service, provide, in Part XIII,
	the text of the footnote to its financial statements that describ	oes these items.	
b	If the organization elected, as permitted under SFAS 116 (AS	C 958), to report in its revenue statement	and balance sheet works of art, historical
	treasures, or other similar assets held for public exhibition, ed	lucation, or research in furtherance of pul	blic service, provide the following amounts
	relating to these items:		
	(i) Revenue included on Form 990, Part VIII, line 1		
	(ii) Assets included in Form 990, Part X		> \$
2	If the organization received or held works of art, historical treatments	asures, or other similar assets for financia	ıl gain, provide
	the following amounts required to be reported under SFAS 11	16 (ASC 958) relating to these items:	
а	Revenue included on Form 990, Part VIII, line 1		
b	Assets included in Form 990, Part X		

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Schedule D (Form 990) 2017

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Par	t III Organizations Maintaining C	ollections of Art	t, Historical Tre	asures, o	Other	Simila	Assets	(contin	ued)	
3	•									
	(check all that apply):									
а	Public exhibition	d	Loan or exc	hange progra	ıms					
b	Scholarly research	е	Other							
С	Preservation for future generations									
4	Provide a description of the organization's co	ollections and explain	how they further th	ne organizatio	n's exem	pt purpo	se in Part	XIII.		
5	During the year, did the organization solicit o	r receive donations o	of art, historical treas	sures, or othe	r similar a	assets		_		_
	to be sold to raise funds rather than to be ma							Yes		No
Par	t IV Escrow and Custodial Arrang		ete if the organizatio	n answered "	Yes" on I	Form 990	, Part IV, I	ine 9, or		
	reported an amount on Form 990, Par									
1a	Is the organization an agent, trustee, custodi		•					7		٦
	on Form 990, Part X?							Yes		_ No
b	If "Yes," explain the arrangement in Part XIII	and complete the foll	lowing table:							
								Amount		
	Beginning balance					1c				
	Additions during the year									
_	Distributions during the year									
f	Ending balance							Yes	$\overline{}$	¬ Na
	If "Yes," explain the arrangement in Part XIII.							_ res		∐ No □
Par						n				
	Complete	(a) Current year	(b) Prior year				ears hack	(e) Four	vears	hack
1 a	(a) Current year (b) Prior year (c) Two years back (d) Three years back Beginning of year balance 183,372,515. 153,378,117. 157,683,769. 150,295,519.									763.
	Contributions	,								530.
	Net investment earnings, gains, and losses	15,615,013. 19,675,7382,419,913. 5,120,989.								988.
	Grants or scholarships	5,770,719.	5,221,280.		,470.		85,189.			138.
	Other expenditures for facilities	, ,	, ,	,			,	,		
_	and programs	3,585,249.	3,000,415.	2,901	.,398.	2,9	12,292.	3,	729,	624.
f	Administrative expenses					•				
g	End of year balance	201,793,336.	183,372,515.	153,378	3,117.	157,6	83,769.	150,	295,	519.
2	Provide the estimated percentage of the curr	ent year end balance	(line 1g, column (a)) held as:						
а	Board designated or quasi-endowment	,	%	,						
b	Permanent endowment ► 77.69	%	_							
	Temporarily restricted endowment ▶ 2	2.3 1 %								
	The percentages on lines 2a, 2b, and 2c sho									
За	Are there endowment funds not in the posse	ssion of the organiza	tion that are held ar	nd administer	ed for the	e organiza	ation	_		
	by:								Yes	No
	(i) unrelated organizations							3a(i)		_X_
	/···							3a(ii)	Х	
b	If "Yes" on line 3a(ii), are the related organiza	tions listed as require	ed on Schedule R?					3b	X	
4	Describe in Part XIII the intended uses of the		wment funds.							
Par										
	Complete if the organization answered									
	Description of property	(a) Cost or of	` '	or other		cumulate	ed	(d) Bool	k valu	е
		basis (investr	nent) basis	(other)	dep	reciation				
	Land		1.4	4 500		71 4	4 77			
	Buildings		14	4,500.		71,4	± / •	/ :	, U	<u>53.</u>
	Leasehold improvements		0.1	1 762		71 0	74	22/	- 7	60
							∠ 30),/	<u>69.</u>	
	Other							300	9,8	22
ı otal	. Add lines 1a through 1e. (Column (d) must e	qual Form 990, Part 2	X, column (B), line 1	Uc.)			Schodulo			

Schedule D (Form 990) 2017

Part VII Investments - Other Securities.	on Form 900 Bost IV III	o 11h Soo Form 000 Port V line 10	
Complete if the organization answered "Yes" (a) Description of security or category (including name of security)	(b) Book value	e 11b. See Form 990, Part X, line 12. (c) Method of valuation: Cost or 6	end-of-year market value
(1) Financial derivatives			
(2) Closely-held equity interests			
(3) Other			
(A) SECURITIES - POOLED FUND	342,067,109	. END-OF-YEAR MARKE	T VALUE
(B) OTHER INVESTMENTS	17,022,680	. END-OF-YEAR MARKE	T VALUE
(C)			
(D)			
(E)			
(F)			
(G)			
(H)			
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.)	359,089,789	•	
Part VIII Investments - Program Related.			
Complete if the organization answered "Yes"			
(a) Description of investment	(b) Book value	(c) Method of valuation: Cost or e	end-of-year market value
(1)			
(2)			
(3)			
(4)			
(5)			
(6)			
(7)			
(8)			
(9)			
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 13.) ▶ Part IX Other Assets.			
	on Form 000 Dort IV lin	a 11d Cas Form 000 Part V line 15	
Complete if the organization answered "Yes"	Description	e 11d. See Form 990, Part X, line 15.	(b) Book value
	Description		(b) Book value
(1) (2)			
(3)			
(4)			
(5)			
(6)			
(7)			
(8)			
(9)			
Total. (Column (b) must equal Form 990. Part X. col. (B) line	e 15)	1	•
Part X Other Liabilities.	<u> </u>		
Complete if the organization answered "Yes"	on Form 990, Part IV, lin	e 11e or 11f. See Form 990, Part X, line	25.
1. (a) Description of liability		(b) Book value	
(1) Federal income taxes			
(2) LIABILITIES UNDER CHARITA	BLE GIFT		
(3) ANNUITIES		5,214,333.	
(4)			
(5)			
(6)			
(7)			
(8)			
(9)			
Total. (Column (b) must equal Form 990, Part X, col. (B) line	e 25.)	5,214,333.	
2. Liability for uncertain tax positions. In Part XIII, provide	•		s that reports the

Liability for uncertain tax positions. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII X

Schedule D (Form 990) 2017

THE FOUNDATION IS EXEMPT FROM FEDERAL AND STATE INCOME TAXES AS A

NONPROFIT ORGANIZATION UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE

CODE AND THE TAX STATUTES OF THE COMMONWEALTH OF VIRGINIA. IN ADDITION,

THE ORGANIZATION HAS BEEN CLASSIFIED AS AN ORGANIZATION THAT IS NOT A PRIVATE FOUNDATION UNDER SECTION 509(A) OF THE INTERNAL REVENUE CODE.

Schedule D (Form 990) 2017

Schedule D (Form 990) 2017	VMI FOUNDATION,	INC.	54-0505966 Page 5
Schedule D (Form 990) 2017 Part XIII Supplemental Infor	rmation _(continued)		

SCHEDULE F (Form 990)

Department of the Treasury Internal Revenue Service

Statement of Activities Outside the United States

 \blacktriangleright Complete if the organization answered "Yes" on Form 990, Part IV, line 14b, 15, or 16.

➤ Attach to Form 990.

► Go to www.irs.gov/Form990 for instructions and the latest information.

2017
Open to Public Inspection

Name of the organization

Employer identification number

	I FOUNDATION,	INC.				54-05059	66
	rt I General Info	rmation on A	ctivities Out	side the United States. Comple	te if the organ	ization answered "	Yes" on
	Form 990, Part IV	V, line 14b.					
1				ds to substantiate the amount of its grai			
	the grantees' eligibility for	or the grants or a	assistance, and t	the selection criteria used to award the	grants or assis	tance?	Yes No
2	For grantmakers. Desc United States.	cribe in Part V the	e organization's	procedures for monitoring the use of its	grants and oth	ner assistance out	side the
3	Activities per Region. (T	he following Part	I, line 3 table ca	n be duplicated if additional space is no	eeded.)		
	(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in the region	(d) Activities conducted in the region (by type) (such as, fundraising, pro- gram services, investments, grants to recipients located in the region)	is a prog describe	vity listed in (d) gram service, specific type (s) in the region	(f) Total expenditures for and investments in the region
CEN	TRAL AMERICA AND						
PHE	CARIBBEAN -						
ANT:	IGUA & BARBUDA,						
ARUI	BA, BAHAMAS,	0	0	INVESTMENTS			20,881,384.
3 a	Sub-total	0	0				20,881,384.
	Total from continuation sheets to Part I	0	0				0.
С	Totals (add lines 3a	0	0				20 881 384.

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Schedule F (Form 990) 2017

3 Enter total number of other organizations or entities

recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.								
1 (a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of noncash assistance	(h) Description of noncash assistance	(i) Method of valuation (book, FMV, appraisal, other)
			recognized as charities by the tion 501(c)(3) equivalency lette		recognized as tax-ex			

Part II Grants and Other Assistance to Organizations or Entities Outside the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 15, for any

			tes. Complete i	if the organization answered "Yes"	on Form 990, Part	IV, line 16.	
Part III can be duplica (a) Type of grant or assistar	ated if additional space is neede	(c) Number of recipients	(d) Amount of cash grant	(e) Manner of cash disbursement	(f) Amount of noncash assistance	(g) Description of noncash assistance	(h) Method of valuation (book, FMV, appraisal, other)

Schedule F (Form 990) 2017 Part IV Foreign Forms

1	Was the organization a U.S. transferor of property to a foreign corporation during the tax year? If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926)	X Yes	☐ No
2	Did the organization have an interest in a foreign trust during the tax year? If "Yes," the organization may be required to separately file Form 3520, Annual Return To Report Transactions With Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A; don't file with Form 990)	Yes	X No
3	Did the organization have an ownership interest in a foreign corporation during the tax year? If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons With Respect To Certain Foreign Corporations (see Instructions for Form 5471)	Yes	X No
4	Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? If "Yes," the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund (see Instructions for Form 8621)	X Yes	☐ No
5	Did the organization have an ownership interest in a foreign partnership during the tax year? If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons With Respect to Certain Foreign Partnerships (see Instructions for Form 8865)	X Yes	☐ No
6	Did the organization have any operations in or related to any boycotting countries during the tax year? If "Yes," the organization may be required to separately file Form 5713, International Boycott Report (see Instructions for Form 5713; don't file with Form 990)	Yes	X No

Schedule F (Form 990) 2017

732075 10-06-17 Schedule F (Form 990) 2017

SCHEDULE I (Form 990)

Department of the Treasury

Grants and Other Assistance to Organizations, Governments, and Individuals in the United States

Complete if the organization answered "Yes" on Form 990, Part IV, line 21 or 22.

► Attach to Form 990.

2017
Open to Public

Internal Revenue Service Inspection ► Go to www.irs.gov/Form990 for the latest information. **Employer identification number** Name of the organization VMI FOUNDATION, INC. 54-0505966 Part I General Information on Grants and Assistance Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection X Yes criteria used to award the grants or assistance? Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States. Part II Grants and Other Assistance to Domestic Organizations and Domestic Governments. Complete if the organization answered "Yes" on Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed. (f) Method of 1 (a) Name and address of organization (b) EIN (c) IRC section (d) Amount of (e) Amount of (g) Description of (h) Purpose of grant valuation (book, or government (if applicable) cash grant non-cash noncash assistance or assistance FMV, appraisal, assistance other) VIRGINIA MILITARY INSTITUTE PO BOX 932 54-6001803 115 0 UNDESTGNATED ATD LEXINGTON, VA 24450 1,486,278, VIRGINIA MILITARY INSTITUTE PO BOX 932 54-6001803 115 SCHOLARSHIPS LEXINGTON, VA 24450 4,398,388 0. VIRGINIA MILITARY INSTITUTE PO BOX 932 LEXINGTON, VA 24450 54-6001803 115 1 655 946 0 JACKSON HOPE VIRGINIA MILITARY INSTITUTE PO BOX 932 54-6001803 115 LEXINGTON VA 24450 573 400 0. PROFESSIONAL CHAIRS VIRGINIA MILITARY INSTITUTE PO BOX 932 54-6001803 115 ACADEMIC SUPPORT LEXINGTON, VA 24450 287 320. 0. VIRGINIA MILITARY INSTITUTE PO BOX 932 LEXINGTON, VA 24450 54-6001803 115 39 890 0 INTERCOLLEGIATE ATHLETICS

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Enter total number of other organizations listed in the line 1 table

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table

Schedule I (Form 990) (2017)

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)									
(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance		
VMI ALUMNI ASSOCIATION PO BOX 932									
LEXINGTON, VA 24450	54-0515753	501(C)(3)	1,436,050.	0.			ADMINISTRATIVE SUPPORT		
VIRGINIA MILITARY INSTITUTE PO BOX 932									
LEXINGTON, VA 24450	54-6001803	115	28,800.	0.			FACULTY AWARDS		
VIRGINIA MILITARY INSTITUTE PO BOX 932									
LEXINGTON, VA 24450	54-6001803	115	1,652,558.	0.			INSTRUCTION		
VIRGINIA MILITARY INSTITUTE PO BOX 932									
LEXINGTON, VA 24450	54-6001803	115	5,790.	0.			STUDENT SERVICES		
VIRGINIA MILITARY INSTITUTE PO BOX 932									
LEXINGTON, VA 24450	54-6001803	115	108,361.	0.			INSURANCE PREMIUMS		
VIRGINIA MILITARY INSTITUTE PO BOX 932									
LEXINGTON, VA 24450	54-6001803	115	37,100.	0.			CADET AWARDS		
VIRGINIA MILITARY INSTITUTE PO BOX 932									
LEXINGTON, VA 24450	54-6001803	115	605,566.	0.			PUBLIC SUPPORT		
VIRGINIA MILITARY INSTITUTE PO BOX 932									
LEXINGTON, VA 24450	54-6001803	115	42,630.	0.			LIBRARY		
VIRGINIA MILITARY INSTITUTE PO BOX 932									
LEXINGTON, VA 24450	54-6001803	115	85,695.	0.			TRUST DISTRIBUTIONS		

Part II Continuation of Grants and Oth	er Assistance to Gov	rernments and Organ	nizations in the Un	ited States (Scho	edule I (Form 990), Pa	rt II.)	Т
(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
IRGINIA MILITARY INSTITUTE							
э вох 932							
EXINGTON, VA 24450	54-6001803	115	227,342.	0.			PHYSICAL PLANT
IRGINIA MILITARY INSTITUTE							
D BOX 932							
EXINGTON, VA 24450	54-6001803	115	715,566.	0.			OTHER
							<u> </u>

Part III	Grants and Other Assistance to Domestic Individuals Part III can be duplicated if additional space is needed.	. Complete if the	organization answe	ered "Yes" on Form 9	990, Part IV, line 22.	
	(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non- cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of noncash assistance
Part IV	Supplemental Information. Provide the information req	uired in Part I, lin	e 2; Part III, column	(b); and any other ac	dditional information.	
PART	I, LINE 2:					
VMI F	OUNDATION, INC. AWARDS ASSIST	ANCE ONLY	TO VIRGIN	NIA MILITAR	Y INSTITUTE,	
A STA	TE-SUPPORTED SCHOOL AND RELAT	ED AGENCI	ES. FUNDS	AWARDED AR	E BASED ON	
THE I	NSTITUTE'S NEED AND REQUEST FO	OR FUNDS.				
_						

SCHEDULE J (Form 990)

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

► Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

Open to Public Inspection

Name of the organization

Department of the Treasury

Internal Revenue Service

VMI FOUNDATION, INC.

Employer identification number 54-0505966

Pa	art I Questions Regarding Compensation			
			Yes	No
1a	Check the appropriate box(es) if the organization provided any of the following to or for a person listed on Form 990,			
	Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.			
	First-class or charter travel Housing allowance or residence for personal use			
	X Travel for companions Payments for business use of personal residence			
	Tax indemnification and gross-up payments Health or social club dues or initiation fees			
	Discretionary spending account Personal services (such as, maid, chauffeur, chef)			
b	If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or			
	reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain	1b	X	
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors,			
	trustees, and officers, including the CEO/Executive Director, regarding the items checked on line 1a?	2	X	
3	Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's			
	CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to			
	establish compensation of the CEO/Executive Director, but explain in Part III.			
	Compensation committee			
	Independent compensation consultant X Compensation survey or study			
	Form 990 of other organizations X Approval by the board or compensation committee			
4	During the year, did any person listed on Form 990, Part VII, Section A, line 1a, with respect to the filing			
_	organization or a related organization:	4-		Х
a	Receive a severance payment or change-of-control payment?	4a		X
D	Participate in, or receive payment from, a supplemental nonqualified retirement plan? Participate in, or receive payment from, an equity-based compensation arrangement?	4b 4c		X
C	If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.	40		
	Tes to any or lines 420, list the persons and provide the applicable amounts for each item in a at in.			
	Only section 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.			
5	For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation			
	contingent on the revenues of:			
а	The organization?	5a		Х
b	Any related organization?	5b		X
	If "Yes" on line 5a or 5b, describe in Part III.			
6	For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation			
	contingent on the net earnings of:			
а	The organization?	6a		X
	Any related organization?	6b		Х
	If "Yes" on line 6a or 6b, describe in Part III.			
7	For persons listed on Form 990, Part VII, Section A, line 1a, did the organization provide any nonfixed payments			
	not described on lines 5 and 6? If "Yes," describe in Part III	7		X
8	Were any amounts reported on Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the			
	initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III	8		X
9	If "Yes" on line 8, did the organization also follow the rebuttable presumption procedure described in			
	Regulations section 53.4958-6(c)?	9		

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule J (Form 990) 2017

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported on Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that aren't listed on Form 990, Part VII.

Note: The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

	(B) Breakdown of	W-2 and/or 1099-MI	SC compensation	(C) Retirement and other deferred	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation in column (B)
(A) Name and Title	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation	compensation	Derients	(6)(1)-(0)	reported as deferred on prior Form 990
(1) STEPHEN MACONI	182,123.	0.	11,771.	5,000.	377.	199,271.	0.
CEO, VMI ALUMNI AGENCIES	0.	0.	0.	0.	0.	0.	0.
(2) WARREN J. BRYAN (i)	161,867.	5,500.	5,984.	0.	3,145.	176,496.	0.
CHIEF EXECUTIVE OFFICER (ii)	0.	0.	0.	0.	0.	0.	0.
(3) DAVID L. PRASNICKI (i)	162,002.	6,741.	5,116.	7,200.	1,999.	183,058.	0.
TREASURER (ii)	0.	0.	0.	0.	0.	0.	0.
(i)							
(ii)							
(i) L							
(ii)							
(i) L							
(ii)							
(i)							
(ii)							
(i) L							
(ii)							
(i) <u> </u>							
(ii)							
(i)							
(0)							
(ii)							
(0)							
(ii)							
(i) _ (ii)							
(i) (i)							
(i) (ii)							
(i)							
(ii) (ii)							
(i)							
(ii)						 	

Part III Supplemental Information
Provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.
PART I, LINE 1A:
TRAVEL EXPENSES FOR COMPANANIONS ARE REIMBURSED TO THE ORGANIZATION.
HEALTH AND SOCIAL CLUB DUES ARE REIMBURSED ONLY TO THE CEO BASED ON
CONTRACTUAL OBLIGATIONS.
PART I, LINE 3:
THE ORGANIZATION HAS A COMPENSATION COMMITTEE THAT REVIEWS ALL SALARIES.
COMPARATIVE DATA IS SUPPLIED FOR ALL POSITIONS.

SCHEDULE M (Form 990)

Noncash Contributions

OMB No. 1545-0047

Open To Public Inspection

Department of the Treasury Internal Revenue Service

▶ Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.

Attach to Form 990.

► Go to www.irs.gov/Form990 for the latest information.

Name of the organization VMI FOUNDATION, INC. Employer identification number 54-0505966

Pai	rt I Types of Property						
		(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of de noncash contribu	•	ts
1	Art - Works of art						
2	Art - Historical treasures						
3	Art - Fractional interests						
4	Books and publications						
5	Clothing and household goods						
6	Cars and other vehicles						
7	Boats and planes						
8	Intellectual property						
9	Securities - Publicly traded	X	62	1,618,815.	FAIR MARKET	VALUE	
10	Securities - Closely held stock						
11	Securities - Partnership, LLC, or						
	trust interests						
12	Securities - Miscellaneous						
13	Qualified conservation contribution -						
	Historic structures						
14	Qualified conservation contribution - Other						
15	Real estate - Residential						
16	Real estate - Commercial						
17	Real estate - Other						
18	Collectibles						
19	Food inventory						
20	Drugs and medical supplies						
21	Taxidermy						
22	Historical artifacts						
23	Scientific specimens						
24	Archeological artifacts						
25	Other						
26	Other • ()						
27	Other • ()						
28	Other ()						
29	Number of Forms 8283 received by the organiz	-					
	for which the organization completed Form 828	3, Part IV, [Donee Acknowledg	jement 29		1	Τ
						Yes	No
30a	During the year, did the organization receive by						
	must hold for at least three years from the date						177
	exempt purposes for the entire holding period?					30a	X
	If "Yes," describe the arrangement in Part II.				0		177
31	Does the organization have a gift acceptance p				tions?	31	X
32a	Does the organization hire or use third parties of contributions?		•	, ,		32a	x
h	contributions? If "Yes," describe in Part II.					JZa	
33	If the organization didn't report an amount in co	olumn (c) for	r a type of property	for which column (a) is che	cked		
-	describe in Part II.		a type of property	io. Willott Column (a) is one	onou,		
	accompc in r art ii.						

For Paperwork Reduction Act Notice, see the Instructions for Form 990. LHA

Schedule M (Form 990) 2017

732142 09-07-17

SCHEDULE O

(Form 990 or 990-EZ)

Department of the Treasury

Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on Form 990 or 990-EZ or to provide any additional information. ▶ Attach to Form 990 or 990-EZ.

▶ Go to www.irs.gov/Form990 for the latest information.

Open to Public Inspection

OMB No. 1545-0047

Name of the organization

VMI FOUNDATION,

Employer identification number

54-0505966 INC. FORM 990, PART III, LINE 1, DESCRIPTION OF ORGANIZATION MISSION: SUPPORT. FORM 990, PART VI, SECTION B, LINE 11B: PRIOR TO ITS FILING, A PUBLIC DISCLOSURE COPY OF THE FORM 990 WAS DISTRIBUTED TO AND REVIEWED BY THE BOARD MEMBERS DURING A SCHEDULED MEETING. SINCE A COMPLETE COPY OF THE FORM 990 WAS NOT PROVIDED TO THE THE FOUNDATION HAS ANSWERED NO TO FORM 990, PART VI, **QUESTION 11A.** FORM 990, PART VI, SECTION B, LINE 12C: ANNUAL CONFLICT OF INTEREST STATEMENTS ARE COMPLETED BY ALL BOARD MEMBERS. ADDITIONALLY, A CONFLICT OF INTEREST POLICY WHICH GOVERNS ALL BOARD MEMBERS IS IN PLACE AND REVIEWED AND UPDATED ANNUALLY FOR EXISTING AND NEW BOARD MEMBERS. IF A CONFLICT BETWEEN THE ORGANIZATION AND A BOARD MEMBER ARISES, THAT BOARD MEMBER RECUSES HIMSELF FROM VOTING OR OTHERWISE INFLUENCING POLICY ON THAT MATTER. FORM 990, PART VI, SECTION B, LINE 15: THE ORGANIZATION HAS A COMPENSATION COMMITTEE THAT REVIEWS ALL SALARIES. COMPARATIVE DATA IS SUPPLIED FOR ALL POSITIONS. PART VI, SECTION C, LINE 19: GOVERNING DOCUMENTS ARE AVAILABLE ON ORGANIZATION'S WEBSITE AND ARE ALSO

FORM 990, PART XI, LINE 9, CHANGES IN NET ASSETS:

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule O (Form 990 or 990-EZ) (2017)

AVAILABLE UPON REQUEST.

Name of the organization VMI FOUNDATION, INC.	Employer identification number 54-0505966
ACTUARIAL GAIN ON TRUST & ANNUITY OBLIGATIONS	-497,453.
FORM 990, PART XII, LINE 2C:	
THE ORGANIZATION HAS AN AUDIT COMMITTEE IN PLACE THAT ASSU	MES
RESPONSIBILITY FOR THE OVERSIGHT OF THE AUDIT AND SELECTION	N OF AN
INDEPENDENT ACCOUNTANT. THE AUDITED FINANCIAL STATEMENTS	ARE REVIEWED
AT A SCHEDULED MEETING EACH YEAR.	

SCHEDULE R (Form 990)

Related Organizations and Unrelated Partnerships

► Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.

Attach to Form 990.

Department of the Treasury Internal Revenue Service

► Go to www.irs.gov/Form990 for instructions and the latest information.

2017

OMB No. 1545-0047

Open to Public Inspection

Name of the organization			Employer identification number
-	VMI FOUNDATI	ON, INC.	54-0505966

Identification of Disregarded Entities. Complete if the organization answered "Yes" on Form 990, Part IV, line 33.

(a) Name, address, and EIN (if applicable)	(b) Primary activity	(c) Legal domicile (state or	(d) Total income	(e) End-of-year assets	(f) Direct controlling
of disregarded entity		foreign country)			entity
VMI INVESTMENT HOLDINGS, LLC - 26-1795327	ACQUIRE, HOLD AND DISPOSE				
304 LETCHER AVENUE	OF INVESTMENTS, TO INCLUDE				
LEXINGTON, VA 24450	AFFILIATED NFP ENTITIES	VIRGINIA	3,231,397.	342,067,109.	VMI FOUNDATION, INC.

Part II Identification of Related Tax-Exempt Organizations. Complete if the organization answered "Yes" on Form 990, Part IV, line 34, because it had one or more related tax-exempt organizations during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section	(f) Direct controlling entity		g) 512(b)(13) rolled tity?
				501(c)(3))		Yes	No
VMI ALUMNI AGENCIES BOARD, INC 54-1429093							
PO BOX 932	RECEIVE AND MANAGE ASSETS						
LEXINGTON, VA 24450	FOR THE SUPPORT OF VMI	VIRGINIA	501(C)(3)	LINE 12B, II			X
VMI KEYDET CLUB, INC 52-1300039							
PO BOX 932	SUPPORT INTERCOLLEGIATE						
LEXINGTON, VA 24450	ATHLETIC PROGRAMS AT VMI	VIRGINIA	501(C)(3)	LINE 7			X
VMI ALUMNI ASSOCIATION, INC 54-0515753							
PO BOX 932	ORGANIZE ALUMNI INTO ONE						
LEXINGTON, VA 24450	ASSOCIATION	VIRGINIA	501(C)(3)	LINE 7			X
							1

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule R (Form 990) 2017

Part III Identification of Related Organizations Taxable as a Partnership. Complete if the organization answered "Yes" on Form 990, Part IV, line 34, because it had one or more related organizations treated as a partnership during the tax year.

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(1	h)	(i)	(j)	(k)
Name, address, and EIN of related organization	Primary activity	Legal domicile (state or foreign	Direct controlling	Predominant income (related, unrelated, excluded from tax under sections 512-514)	Share of total	Share of end-of-year assets	Disprop	ortionata	Code V-UBI	General o	Percentage
		country)		sections 512-514)			Yes	No	K-1 (Form 1065)	Yes No	
				1					1		

Part IV Identification of Related Organizations Taxable as a Corporation or Trust. Complete if the organization answered "Yes" on Form 990, Part IV, line 34, because it had one or more related organizations treated as a corporation or trust during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership		tion b)(13) rolled tity?
		country)		,				Yes	No
-									
-	-								
-									
	-								

Note: Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.

Yes No

1a

Part V Transactions With Related Organizations. Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35b, or 36.

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

a Receipt of (i) interest, (ii) annuities, (iii) royalties, or (iv) rent from a controlled entity

b (Gift, grant, or capital contribution to related organization(s)				1b	X	
С (Gift, grant, or capital contribution from related organization(s)				1c	Х	
						X	
e l	Loans or loan guarantees by related organization(s)				. 1e		_X_
f [Dividends from related organization(s)				. 1f		_X
g S	Sale of assets to related organization(s)				. 1g		_X
	Purchase of assets from related organization(s)						_X
i E	Exchange of assets with related organization(s)				. 1i		_X
j l	Lease of facilities, equipment, or other assets to related organization(s)				<u>1j</u>	Х	
k l	Lease of facilities, equipment, or other assets from related organization(s)				1k		_X_
	Performance of services or membership or fundraising solicitations for related organ					Х	
	Performance of services or membership or fundraising solicitations by related organ					Х	
n S	Sharing of facilities, equipment, mailing lists, or other assets with related organization	on(s)			1n	X	
0 8	Sharing of paid employees with related organization(s)				. 1 0	X	
	Reimbursement paid to related organization(s) for expenses						<u>X</u>
q F	Reimbursement paid by related organization(s) for expenses				. 1q		X
						Х	
	Other transfer of cash or property from related organization(s)				1s		<u>X</u>
2	f the answer to any of the above is "Yes," see the instructions for information on whether the second section is the second section of the second section in the second section is the second section of the second section is the second section section section is the second section se	ho must complete th	is line, including covered rela	tionships and transaction thresholds.			
	(a) Name of related organization	(b)	(c)	(d)			
	Name of related organization	Transaction type (a-s)	Amount involved	Method of determining amount	involved		
		type (a-s)					
(1)							
,							
(2)							
(0)							
(3)							
(4)							
(F)							
(5)							
(6)							
(6)	99-11-17	<u> </u>		Cahadi	ıle R (For	~ 000\	2017
32163	J9-11-1/	F 2		Schedi	ile K (FOr	11 990)	ZU 17

Part VI Unrelated Organizations Taxable as a Partnership. Complete if the organization answered "Yes" on Form 990, Part IV, line 37.

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

(a) Name, address, and EIN of entity	(b) Primary activity	(c)	(d) Predominant income (related, unrelated, excluded from tax under sections 512-514)	Are all partners sec. 501(c)(3) orgs.? Yes No	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproptionate allocation	Code V-UBI amount in box 2 of Schedule K-	General of managing partner? Yes No	(k) r Percentage ownership
	-									

Form 99	90-T	E	Exempt Organization Bus	1	OMB No. 1545-0687			
			(and proxy tax und			0047		
		For ca	alendar year 2017 or other tax year beginning $\ \underline{\mathtt{JUL} \ \ 1}$,	201	.7 , and ending JUN	1 30, 201	<u>.8</u> .	2 01/
	t of the Treasury venue Service	•	► Go to www.irs.gov/Form990T for in ► Do not enter SSN numbers on this form as it may				. }	Open to Public Inspection for 501(c)(3) Organizations Only
	Check box if address changed		Name of organization (Check box if name c	hanged	and see instructions.)		(Emp	oyer identification number loyees' trust, see uctions.)
B Exemp	ot under section	Print	VMI FOUNDATION, INC.				5	4-0505966
X 50	1(c)(3)	or	Number, street, and room or suite no. If a P.O. box	x, see in:	structions.			lated business activity codes instructions.)
408	8(e) 220(e)	Туре	PO BOX 932					ou doublioly
	8A 530(a) 9(a)		City or town, state or province, country, and ZIP o LEXINGTON, VA 24450	r foreign	postal code		900	099
C Book val	lue of all assets			>				
3	<u>97,361,3</u>	47.	F Group exemption number (See instructions.) G Check organization type ► X 501(c) corp	poration	501(c) trust	401(a) trust	Other trust
H Describ	oe the organization	ı's prim	ary unrelated business activity. $ ightharpoonup PASSTHR$	OUGI	I INCOME FRO	M INVEST	MEN	
			poration a subsidiary in an affiliated group or a parer	nt-subsid	liary controlled group?	▶	Ye	es X No
			tifying number of the parent corporation.					
			VMI FOUNDATION, INC.		· ,	ne number 🕨 (
Part I			de or Business Income		(A) Income	(B) Expense	S	(C) Net
	ss receipts or sale							
	s returns and allov		c Balance	1c				
			e A, line 7)	2				
	ss profit. Subtract			3				
			ch Schedule D)	4a 4b				
			Part II, line 17) (attach Form 4797)	40 4c				
			sts nips and S corporations (attach statement)	5	-487,153.			-487,153.
			inps and 3 corporations (attach statement)	6	407,1331			407,133.
			me (Schedule E)	7	34,754.			34,754.
			and rents from controlled organizations (Sch. F)	8	3277320			3277320
			on 501(c)(7), (9), or (17) organization (Schedule G)	-				
			ome (Schedule I)	10				
			e J)	11				
12 Othe	er income (See ins	struction	ns; attach schedule)	12				
	tal. Combine lines	3 throu	ıgh 12	13	-452,399.			-452,399.
Part II			ot Taken Elsewhere (See instructions for					
			utions, deductions must be directly connected			<u> </u>		
14 Co	mpensation of off	icers, di	irectors, and trustees (Schedule K)				14	
							15	
							16	
							17	
							18	211 620
19 Tax	xes and licenses						19	211,628.
			e instructions for limitation rules)				20	
			562) n Schedule A and elsewhere on return				22b	
			II Scriedule A and eisewhere on return				23	
		erred co	ompensation plans				24	
			mponsation plans				25	
			chedule I)				26	
			chedule J)				27	
			hedule)				28	
			: 14 through 28				29	211,628.
30 Un	irelated business t	axable i	ncome before net operating loss deduction. Subtrac	t line 29	from line 13		30	-664,027.
31 Ne	t operating loss d	eduction	n (limited to the amount on line 30)		SEE STAT	EMENT 1	31	
32 Un	related business t	axable i	ncome before specific deduction. Subtract line 31 fr	om line	30		32	-664,027.
			y \$1,000, but see line 33 instructions for exceptions				33	1,000.
		taxable	income. Subtract line 33 from line 32. If line 33 is	greater t	than line 32, enter the sma	aller of zero or		664 005
line	e 32						34	-664,027.

Page 2

Part I	II Tax Computation							
35	Organizations Taxable as Corporations. See instru	uctions for tax computation.						
	Controlled group members (sections 1561 and 156	3) check here See instructions	s and:					
а	Enter your share of the \$50,000, \$25,000, and \$9,9	25,000 taxable income brackets (in that or	rder):					
	(1) \$ (2) \$	(3) \$		_				
b	Enter organization's share of: (1) Additional 5% tax	(not more than \$11,750)		J				
	(2) Additional 3% tax (not more than \$100,000)	\$		J				
C	Income tax on the amount on line 34				35c			0.
36	Trusts Taxable at Trust Rates. See instructions for							
	Tax rate schedule or Schedule D (For	rm 1041)		>	36			
37	Proxy tax. See instructions			>	37			
38					38			
39	Tax on Non-Compliant Facility Income. See instru	ctions			39			
40	Total. Add lines 37, 38 and 39 to line 35c or 36, wh	ichever applies			40			0.
Part I								
41a	Foreign tax credit (corporations attach Form 1118;			221,480	4			
b	Other credits (see instructions)		41b		_			
C	General business credit. Attach Form 3800				_			
d	Credit for prior year minimum tax (attach Form 880					001		~ ~
	Total credits. Add lines 41a through 41d				41e	223	L,48	
42					42			0.
43	Other taxes. Check if from: Form 4255				43			
44					44			0.
	Payments: A 2016 overpayment credited to 2017				_			
	2017 estimated tax payments				_			
	Tax deposited with Form 8868				-			
	Foreign organizations: Tax paid or withheld at source				-			
	Backup withholding (see instructions)				-			
	Credit for small employer health insurance premium		45f		-			
g	Other credits and payments: Form 4136 Other credits and payments: Form 4136	orm 2439 Total	450					
46					46			
40 47	Total payments. Add lines 45a through 45g Estimated tax penalty (see instructions). Check if Fo	orm 2220 is attached			47			
48	Tax due. If line 46 is less than the total of lines 44 a				48			0.
49	Overpayment. If line 46 is larger than the total of lin				49			0.
50	Enter the amount of line 49 you want: Credited to 2			Refunded	50			
Part V			ntion (see in		1 00	<u>I</u>		
51	At any time during the 2017 calendar year, did the c	organization have an interest in or a signat	ture or other aut	thority			Yes	No
	over a financial account (bank, securities, or other)			-				
	FinCEN Form 114, Report of Foreign Bank and Finar	ncial Accounts. If YES, enter the name of t	the foreign coun	ntry				
	here >		_					Х
52	During the tax year, did the organization receive a d	listribution from, or was it the grantor of, o	or transferor to,	a foreign trust?				Х
	If YES, see instructions for other forms the organiza	ation may have to file.						
53	Enter the amount of tax-exempt interest received or	accrued during the tax year ►\$						
C:	Under penalties of perjury, I declare that I have examined correct, and complete. Declaration of preparer (other than				edge and I	pelief, it is true,		
Sign Here			•		May the IR	S discuss this r	return w	ith
пеге	Circohura of officer	TREAS	URER			er shown below	·	-
	Signature of officer	Date Title	T _		_	s)? X Yes	S	No
	Print/Type preparer's name	Preparer's signature	Date	Check	if PTI	.N		
Paid	JOSEPH S. NADDER,	JOSEPH S. NADDER,	11/14/1	self- employed		010404		
Prepa	THE PROPERTY OF THE CHARGE		11/14/1			012409		
Use C	Pirm's name ► DIXON HUGHES	GOODMAN LLP ARY STREET, SUITE 1	1 0 0 0	Firm's EIN	- 5	6-0747	190.	<u> </u>
		VA 23219	1000	Phone no.	(804) 282-	763	3.6
	THITIS AUGICOS PRICTIMOND,	AT TOTAL		i iiolie iio.	1004	Form 99		
						1 01111 30	- • (<u>UII)</u>

Schedule A - Cost of Good	s Sold. Enter	method of inve	ntory valuation N/A	Ā			
1 Inventory at beginning of year			6 Inventory at end of year			6	
2 Purchases			7 Cost of goods sold. S				
3 Cost of labor	3		from line 5. Enter here				
4a Additional section 263A costs			line 2			7	
(attach schedule)	4a		8 Do the rules of section	n 263A (w	ith respect to		Yes No
b Other costs (attach schedule)			property produced or	acquired t	for resale) apply to		
5 Total. Add lines 1 through 4b	5		the organization?				
Schedule C - Rent Income (see instructions)	(From Real	Property and	d Personal Property I	Leased	With Real Prop	erty)	
1. Description of property							
(1)							
(2)							
(3)							
(4)							
(1)	2. Rent receiv	ed or accrued					
(a) From personal property (if the per rent for personal property is more 10% but not more than 50%)	e than	of rent for	and personal property (if the percenta personal property exceeds 50% or if ent is based on profit or income)	age	3(a) Deductions directly columns 2(a) ar	connected with ad 2(b) (attach s	n the income in schedule)
(1)			· · · · · · · · · · · · · · · · · · ·				
(2)							
(3)							
(4)							
Total	0.	Total		0.			
(c) Total income. Add totals of columns here and on page 1, Part I, line 6, column	n (A)	▶		_	(b) Total deductions. Enter here and on page 1, Part I, line 6, column (B)	•	0.
Schedule E - Unrelated Deb	ot-Financed	Income (see	e instructions)	•			
			Gross income from or allocable to debt-		3. Deductions directly control to debt-finance		allocable
1. Description of debt-fi	nanced property		financed property	(a) s	Straight line depreciation (attach schedule)		Other deductions tach schedule)
(1)							
(2)							
(3)							
(4)							
4. Amount of average acquisition debt on or allocable to debt-financed property (attach schedule)	of or a	e adjusted basis allocable to unced property h schedule)	6. Column 4 divided by column 5		7. Gross income reportable (column 2 x column 6)	(column	locable deductions n 6 x total of columns 3(a) and 3(b))
(1)			%				
(2)			%			1	
(3)			%				
(4)			%				
.,	•		, , , , , ,		ter here and on page 1, art I, line 7, column (A).		ere and on page 1, line 7, column (B).
Totals			_	.	0	.	0.
Total dividends-received deductions in					•	,	0.

Form 990-T (2017)

Schedule F - Interest,	Annuities,	, Royalti	es, and					tions	(see ins	struction	s)
			,	· ·	Controlled O	ı .		1			
Name of controlled organization	tion	2. Emple identifica numbe	tion	3. Net unre (loss) (see	elated income instructions)	4. Tota payn	al of specified nents made	includ	t of column 4 t ed in the contr ation's gross i	rolling	6. Deductions directly connected with income in column 5
(1)											
(2)											
(3)											
(4)											
Nonexempt Controlled Organi	izations		•			•				•	
7. Taxable Income		elated income e instructions)	(loss)	9. Total	of specified payr made	nents	10. Part of column in the controllingross		ization's	11. Dewelth	ductions directly connected income in column 10
(1)											
(2)											
(3)											
(4)											
							Add colun Enter here and line 8, o		1, Part I,	Enter h	d columns 6 and 11. ere and on page 1, Part I, line 8, column (B).
Totals						▶			0.		0.
Schedule G - Investme		e of a Se	ection	501(c)(7	'), (9), or (17) Org	janization				
(see inst	ructions)				1						
1. Desc	cription of income	е			2. Amount of	income	 Deduction directly connected (attach sched) 	ected	4. Set-asides (attach schedule)		5. Total deductions and set-asides (col. 3 plus col. 4)
(1)											
(2) (3)											
(3)											
(4)											
					Enter here and Part I, line 9, co						Enter here and on page 1, Part I, line 9, column (B).
Totals				•		0.					0.
Schedule I - Exploited (see instru	-	ctivity I	ncome	, Other	Than Adv	ertisin	g Income				
Description of exploited activity	2. Grounrelated by income trade or bu	usiness from	3. Exp directly co with pro- of unre- business	onnected duction elated	4. Net incon from unrelated business (cominus colum gain, compute through	I trade or Ilumn 2 n 3). If a e cols. 5	5. Gross inco from activity t is not unrelat business inco	that ted	6. Exp attribut colur	able to	7. Excess exempt expenses (column 6 minus column 5, but not more than column 4).
(1)											
(1) (2) (3) (4)											
(3)											
(4)											
	Enter here page 1, F line 10, co	Part I, ol. (A).	Enter here page 1, line 10, o	Part I,							Enter here and on page 1, Part II, line 26.
Totals	·	0.		0.							0.
Schedule J - Advertisi Part I Income From					solidated	Basis					
1. Name of periodical		2. Gross advertising income		. Direct rtising costs	or (loss) (c col. 3). If a g	tising gain ol. 2 minus ain, compute nrough 7.	5. Circulate income		6. Reade		7. Excess readership costs (column 6 minus column 5, but not more than column 4).
(1) (2) (3) (4)											
(2)							-				
(A)											
(*)											
Totals (carry to Part II, line (5))	▶	0	•	0	•						0.
											Form 990-T (2017)

Part II Income From Periodicals Reported on a Separate Basis (For each periodical listed in Part II, fill in columns 2 through 7 on a line-by-line basis.)

1. Name of periodical	2. Gross advertising income	3. Direct advertising costs	4. Advertising gain or (loss) (col. 2 minus col. 3). If a gain, compute cols. 5 through 7.	5. Circulation income	6. Readership costs	7. Excess readership costs (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
Totals from Part I	0.	0.				0.
	Enter here and on page 1, Part I, line 11, col. (A).	Enter here and on page 1, Part I, line 11, col. (B).				Enter here and on page 1, Part II, line 27.
Totals, Part II (lines 1-5)	0.	0.				0.

Schedule K - Compensation of Officers, Directors, and Trustees (see instructions)

1. Name	2. Title	3. Percent of time devoted to business	Compensation attributable to unrelated business
(1)		%	
(2)		%	
(3)		%	
(4)		%	
Total. Enter here and on page 1, Part II, line 14		>	0.

Form **990-T** (2017)

FORM 990-T	NET	OPERATING	GLOSS	DEDUCTI	ON	STATEMENT 1
TAX YEAR	LOSS SUSTAINED	LOS: PREVIOU APPL:	JSLY		OSS IAINING	AVAILABLE THIS YEAR
06/30/13 06/30/14 06/30/15 06/30/16 06/30/17	89,098. 213,206. 404,006. 387,472. 99,109.		0. 0. 0. 0.		89,098. 213,206. 404,006. 387,472. 99,109.	89,098. 213,206. 404,006. 387,472. 99,109.
NOL CARRYOV	1,192,891.					
FORM 990-T	INCO	ME (LOSS)	FROM I	PARTNERS	HIPS	STATEMENT 2
PARTNERSHIP	NAME		GROSS	INCOME	DEDUCTIONS	NET INCOME OR (LOSS)
INCOME FROM	VARIOUS PASSTROUG	GHS	-48	37,153.	0.	-487,153.
TOTAL TO FO	RM 990-T, PAGE 1,	LINE 5	-48	37,153.	0.	-487,153.

Department of the Treasury

Internal Revenue Service

Return of U.S. Persons With Respect to **Certain Foreign Partnerships**

► Attach to your tax return.

► Go to www.irs.gov/Form8865 for instructions and the latest information.

Information furnished for the foreign partnership's tax year

JAN 1 , 2017, and ending DEC beginning

OMB No. 1545-1668

Attachment Sequence No. 118

Name o	of person filing this return			54-0505966						
V	MI FOUNDATION, IN	C.								
Filer's a	address (if you are not filing this form	with your tax re	turn)	A Category of	of filer (see Categories o	f Filers in th	e instructions	and check appl	icable box(es)):	
				1	2] 3		4		
				B Filer's tax beginning	year JUL 1	,201	.7 , and end	ing JUN	30,2018	
C Filer	's share of liabilities: Nonrecourse \$		Qualified nonre	course financi	ng \$		Other	\$		
D If fil	er is a member of a consolidated grou	ip but not the pa	arent, enter the following i	nformation abo	out the parent:					
Nan	ne					EIN				
Add	ress									
E Che	ck if any excepted specified foreign fir	nancial assets ar	re reported on this form (s	see instructions	3)					
F Info	rmation about certain other partners (see instructions	3)		T					
	(1) Name		(2) Address		(3) Identifying nu	ımher		Check applicat	ole box(es)	
	(1) Name		(2) Addi 033		(b) Identifying no	imbol	Category 1	Category 2	Constructive owner	
								<u> </u>		
G1 Nan	ne and address of foreign partnership						2(a) EIN			
								-11497		
ABR	Y ADVANCED SECURI	TIES FU	ND III, LP				2(b) Refe	erence ID nur	nber	
000	DOI!! 600! 600	a	1.600				•			
	BOYLSTON STREET,	SUITE	1600				1 1		e laws organized	
	TON, MA 02199		Principal husiness	Principal bus	siness	Func	Ai a m a l	N ISLA	ANDS nge rate	
4 orga	e of Principal place of business 5 of business	ANTOG	6 Principal business activity code number	activity		8a curre	ency	8b (see in:	str.)	
	30/2014 CAYMAN ISI			NVESTM	ENTS [JSD				
	vide the following information for the		<u> </u>	0.011-1641		·	1			
1 Nan	ne, address, and identifying number o	r agent (ir any) i	n the United States	1 —	ne foreign partnersh	1		T Farma 4000	F 100F D	
					orm 1042	Form 88		Form 106	9 OL 1009-B	
					enter where Form 10 ${f N}$, ${f UT}$	יטו וט כסכ	oo-b is illeu.			
2 Nan	ne and address of foreign partnership	e agent in coun	try of organization, if any	Name and a	ddress of person(s) with and the location of suc	n custody of	the books and	d records of the	foreign	
3 IVali	ne and address or foreign partnership	s agent in coun	iry or organization, ir any		SF INVEST					
				1	YLSTON SI		•		0	
				BOSTON			, 501.	10 100	·	
5 W	/ere any special allocations made by t	he foreign partn	ershin?	P08101	, 1111 011			X Yes	No	
	nter the no. of Forms 8858, Info Retui	0 1		ın Disrenarded	Entities attached to	n this retu	rn	(
	ow is this partnership classified under				Littlioo, attaonoa t			PARTNE	ERSHIP	
	oes the filer have an interest in the for		,		reign partnership, tl					
	nit under Reg. 1.1503(d)-1(b)(4) or pa	• .	•	•	•		•	Yes	X No	
	"Yes," does the separate unit or comb		-		, , , , ,		-	Yes	□ No	
	oes this partnership meet both of the)		()			
•	The partnership's total receipts for th	e tax year were	less than \$250,000 and	on ¢1 million			•	Yes	No	
	The value of the partnership's total as "Yes," do not complete Schedules L, I		UI LITE LAX YEAT WAS 1855 LIT	iaii ֆ i iiiiiiioii.						
Sign Her Only If Yo	e Under penalties of perjury, I declare	that I have examin								
Are Filing This Form	correct, and complete. Declaration of	of preparer (other th	nan general partner or limited lia	ability company m	lember) is based on all	information	of which prepa	irer has any kno	owledge.	
Separate and Not	ely .									
Your Tax Return.		or limited liability co	ompany member					_ / ;	Date	
	Print/Type preparer's name		Preparer's signature		Date		Check Check	PTIN		
Paid	JOSEPH S. NADD	ER,	JOSEPH S. N	ADDER,			self-employed			
Prep	arer _{III}	-	III	•	11/14	1/18		P012	240960	
Use	Firm's name ▶DIXON	HUGHES	GOODMAN LLP		•		s EIN 🕨	56-074		
Only	Firm's address ▶901 EA	ST CARY	STREET, SU	ITE 100	00	Phon				
	RICHMOND VA 2	3219					(80	4) 282	2-7636	

Sch	edule		p Interest. Check the boxes that apply to the filer. I number (if any) of the person(s) whose interest you					
		a Owns a direct interest	b X Owns a	constructive interest				
		Name	Address	Identifying r	number (if any)	Check if foreign person	Check if direct partner
VM	ΙI	NVESTMENT HLDNGS LLC	304 LETCHER AVENUE	26-479	532	7		Х
			LEXINGTON, VA 24450					
Oak		A 4 Ocatain Partners of Fareign Partnersh	in (and instructions)					
SCI	edule	A-1 Certain Partners of Foreign Partnersh	ip (see instructions)	1				Check if
		Name	Address	Identif	ying nun	mber (if any)		foreign
_								person
								<u> </u>
		artnership have any other foreign person as a dir	·		<u>L</u>	Yes		No
Sch	edule		ips (foreign or domestic) in which the foreign partn	iership owns a direct inte	rest or			
		indirectly owns a 10% interest.						Check if
		Name	Address	EIN (if any)		Total o income		foreign partner- ship
								Silip
	edule							
Caut	ion; II	nciude only trade or business income and expens	ses on lines 1a through 22 below. See the instructio	ns for more information.				
	1 .	Grace receipte or calce	10					
		Gross receipts or sales Less returns and allowances	1a 1b		1c			
		04-6	10		2			
e		•			3			
Income	4	Ordinary income (loss) from other partnerships,	estates, and trusts (attach statement)		4			
Ē	5	Net farm profit (loss) (attach Schedule F (Form 1	040))		5			
			attach Form 4797)		6			
	7	Other income (loss) (attach statement)			7			
	8	Total income (loss) Combine lines 2 through 7			8			
_	9	Salaries and wages (other than to partners) (less	employment credits)		9			
			omproyment droates)		10			
					11			
tations					12			
or limi					13			
(see instructions for limitations)					14			
ıstruc					15			
(see ir		Depreciation (if required, attach Form 4562)			10.			
suc		Less depreciation reported elsewhere on return	[100]		16c 17			
Deductions					18			
edu					19			
۵					20			
								· <u> </u>
	21	Total deductions. Add the amounts shown in the	e far right column for lines 9 through 20		21			
	00	Onding the book of the control of th	susinged activities Cultrast line 04 from line 0		00			
	22	OTUINATY DUSTRIESS INCOME (1088) ITOHI ITAGE OF I	ousiness activities. Subtract line 21 from line 8		22	I		

SCHEDULE O (Form 8865)

Department of the Treasury Internal Revenue Service

Transfer of Property to a Foreign Partnership (under section 6038B)

► Attach to Form 8865. See Instructions for Form 8865.

► Go to www.irs.gov/Form8865 for instructions and the latest information.

OMB No. 1545-1668

Name of transfero	r VMI FO	וייבמואוו	ON TN	IC.					Filer's ident 54 – 0	ifying numb 50596		
Name of foreign p				SECURI	TIES	FUND	III	EIN (if any) 98-114	•			r (see instr)
b If "Yes," wa2 Was any in time therea	nership a section 72 s the gain deferral tangible property to ofter, a platform cor ransfers Reportabl	method appl ransferred co ntribution as	ied to avoid th onsidered or a defined in Reg	e recognition on the recognition of the recognition	of gain up e, at the tii	on the conti me of the tr	ribution o ansfer or)-1T(b)(14)? Se f property?	e instructions		Yes [Yes [Yes [No No No
Type of property	(a) Date of transfer	(b) Number of items transferred	(ı Fair n value d	c) narket on date unsfer		(d) Cost or other basis		Section allo	(e) on 704(c) ocation ethod		(f) Gain recognized transfel	
Cash Stock, notes receivable and payable, and other securities	12/31/17		158,3	397.								
Inventory												
Tangible property used in trade or business												
Intangible property described in section 197(f)(9)												
Intangible property, other than intangible property described in section 197(f)(9)												
Other property												
Totals				397.			0.4.4.0					161
Supplemental Inf	ansferor's percente	I To Be Repo	orted (see ins	tructions):	the transi	er •	2448	%	(b) After	the transfer	• 2	461 %
(a) Type of property	(b) Date of original transfer		(c) ate of position	(d) Manner of disposition		(e) Gain gnized by rtnership		(f) Depreciation recapture recognized partnership	(g) Gain alloc to partr		(h Deprec recapture to par	iation allocated
	any transfer repor					der section	904(f)(3)	or section 904(f)(5)(F)?	Schedul	Yes e O (Form	X No 8865) 2017

Department of the Treasury

Internal Revenue Service

Return of U.S. Persons With Respect to **Certain Foreign Partnerships**

► Attach to your tax return.

► Go to www.irs.gov/Form8865 for instructions and the latest information.
Information furnished for the foreign partnership's tax year

JAN 1 , 2017, and ending DEC 31 beginning

OMB No. 1545-1668

Attachment Sequence No. 118

Name of perso	on filing this return		Filer's identifying number 54–0505966									
VMI	FOUNDATION, INC	C.										
	s (if you are not filing this form v	with your tax re	turn)	A Category o	f filer (see Categories of F	ilers in the	e instructions	and check app	olicable box(es)):			
				1 [2	3	X	4				
				B Filer's tax y	year JUL 1	201		ina JUN	30,2018			
C Filer's sha	re of liabilities; Nonrecourse \$		Qualified nonred		na \$,	Other		,			
	member of a consolidated group	n hut not the na					0 11101	Ψ				
Name	mombor of a concondated group	but not the pu	aona, ontor the following in	mormation abo	Jut the parent.	EIN						
Address						LIIV						
	ny excepted specified foreign fina	ancial accete ar	a raparted on this form (s	oo inetructions	.)							
	on about certain other partners (s		•	ee iiisti uctions	o)							
ı illibilliatio	in about cortain other partitors (s	SCC IIISTI UCTIONS]				(4)	Check applica	able box(es)			
	(1) Name		(2) Address		(3) Identifying num	ber	Category 1	Category 2	Constructive owner			
							Category	Category 2	Constructive owner			
G1 Name and	address of foreign partnership						2(a) EIN	, ,,				
								<u>-1175</u>				
IDG CH	INA VENTURE CAI	PITAL F	UND IV LP				2(b) Reference ID number					
	505, 55/F., THI	E CENTE	R, 99 QUEEN'	'S RD.			3 Country	under who	se laws organized			
HONG K							_	N ISL				
4 Date of organization	5 Principal place of business		6 Principal business activity code number 7	Principal bus activity	siness 8	Funct curre	tional ncy	8b Excha	ange rate nstr.)			
06/02/	2014 CHINA			NVESTM	ENT U	SD	•	,				
H Provide th	e following information for the fo	oreign partnersl	hip's tax year:									
1 Name, add	dress, and identifying number of	agent (if any) ir	n the United States	Service Ce	enter where Form 106 LE	orm 880 5 or 106	04 X 55-B is filed:		65 or 1065-B			
3 Name and	address of foreign partnership's	agent in count	ry of organization, if any	4 Name and a	ddress of person(s) with c and the location of such l	ustody of	the books and	d records of th	e foreign			
	RUST CORPORATE	•			505, 55/F							
190 EL	GIN AVE.			II .	EN'S ROAD							
GEORGE	TOWN, GRAND CA	AYMAN,	CAYMAN IS	HONG K	ONG CHINA							
	y special allocations made by th		ership?				•	Yes	X No			
	e no. of Forms 8858, Info Return	0 1		n Disregarded	Entities, attached to t	his retur	n		0			
	this partnership classified under							TED L	P			
	e filer have an interest in the fore		-		reign partnership, tha							
	ler Reg. 1.1503(d)-1(b)(4) or par	•	•	•	•			Yes	X No			
	does the separate unit or combine		-	. , .			-	Yes	□ No			
•	is partnership meet both of the f	•		u 1000 uo uom		1(0)(0)((11).		•			
The paThe valueIf "Yes,"	artnership's total receipts for the alue of the partnership's total ass do not complete Schedules L, M	tax year were l sets at the end (1-1, and M-2.	less than \$250,000 and of the tax year was less that		}		>	Yes	☐ No			
Sign Here Only If You	Under penalties of perjury, I declare the											
Are Filing This Form	correct, and complete. Declaration of	preparer (other th	an general partner or ilmited lia	bility company m	ember) is based on all init	ormation c	n wnich prepa	irer nas any kr	lowledge.			
Separately and Not With												
Your Tax Return.	Signature of general partner or	r limited liability co	mpany member						Date			
	Print/Type preparer's name	-	Preparer's signature		Date		Check	if PTIN				
Paid	JOSEPH S. NADDI	ER.	JOSEPH S. N.	ADDER,			elf-employed					
Preparer		,	III	,	11/14	/18		P01	240960			
Use	Firm's name DIXON	нисньс	GOODMAN LLP		/		s EIN 🕨	56-07				
Only	Firm's address >901 EA			ITE 100	00	Phon		30 01	-1701			
-	RICHMOND, VA 2		J111221, 50.			1 11011		4) 28	2-7636			

		ictions.		
	ying number	(if any)	Check if foreign person	Check if direct partner
VMI INVESTMENT HLDNGS LLC 304 LETCHER AVENUE 26-4	79532	:7		Х
LEXINGTON, VA 24450				
Schedule A-1 Certain Partners of Foreign Partnership (see instructions)			1	<u> </u>
				Check if foreign
Name Address Id	dentifying nur	mber (if any)		person
Does the partnership have any other foreign person as a direct partner?		Yes		No
Schedule A-2 Affiliation Schedule. List all partnerships (foreign or domestic) in which the foreign partnership owns a direct	interest or	r		
indirectly owns a 10% interest.				Check
EI Name Address (if a		1	ordinary e or loss	foreigr partner ship
STATEMENT 3				ship
BIATHMENT 5				
Schedule B Income Statement - Trade or Business Income Caution: Include only trade or business income and expenses on lines 1a through 22 below. See the instructions for more informat	ion			
Caution, include only trade of business income and expenses on lines ha through 22 below. See the instructions for more information	1011.			
1 a Gross receipts or sales				
b Less returns and allowances 1b	1c	1		
2 Cost of goods sold	. 2			
g 3 Gross profit. Subtract line 2 from line 1c				
4 Ordinary income (loss) from other partnerships, estates, and trusts (attach statement) 5 Net farm profit (loss) (attach Schedule F (Form 1040))				
 Net farm profit (loss) (attach Schedule F (Form 1040)) Net gain (loss) from Form 4797, Part II, line 17 (attach Form 4797) 	5			
7 Other income (loss) (attach statement)				
7 Other moone (1999) (utaus) statement)				
8 Total income (loss). Combine lines 3 through 7				
9 Salaries and wages (other than to partners) (less employment credits)				
10 Guaranteed payments to partners				
11 Repairs and maintenance 12 Bad debts				
of the proof of th				
6 14 Tayes and licenses				
☑ 14 Taxes and licenses				
14 Taxes and licenses 15 Interest				
15 Interest 16 a Depreciation (if required, attach Form 4562) 16 a Depreciation (if required, attach Form 4562)		1		
15 Interest 16 a Depreciation (if required, attach Form 4562) b Less depreciation reported elsewhere on return 16 b	16c	1		
ο Less depreciation reported eisewhere on return	17			
ο Less depreciation reported eisewhere on return	17			
b Less depreciation reported elsewhere on return 17 Depletion (Do not deduct oil and gas depletion.) 18 Retirement plans, etc. 19 Employee benefit programs	17 18 19			
b Less depreciation reported eisewhere on return 17 Depletion (Do not deduct oil and gas depletion.) 18 Retirement plans, etc. 19 Employee benefit programs	17 18 19			
b Less depreciation reported elsewhere on return 17 Depletion (Do not deduct oil and gas depletion.) 18 Retirement plans, etc. 19 Employee benefit programs	17 18 19 20			

SCHEDULE O (Form 8865)

Department of the Treasury Internal Revenue Service

Transfer of Property to a Foreign Partnership (under section 6038B)

► Attach to Form 8865. See Instructions for Form 8865.

► Go to www.irs.gov/Form8865 for instructions and the latest information.

OMB No. 1545-1668

Name of transfero	r VMI FO	ייי על כועוז	TON T	INC.						Filer's identi	ifying numb 50596			
Name of foreign p			NA VEN		CAPI	TAL	FUND	IV	EIN (if any) 98-117		Reference		ber (s	ee instr)
b If "Yes," was2 Was any intime therea	ership a section 73 s the gain deferral tangible property t fter, a platform col	method app ransferred c ntribution as	lied to avoid onsidered or defined in F	I the recogn r anticipated Regulations	nition of gai d to be, at t	in upon t	the contrib of the tran	oution of oution of	i-1T(b)(14)? Se f property? at any	e instructions		Yes Yes Yes		No No No
Part I Tr	ansfers Reportabl	e Under Se	ction 6038B											
Type of property	(a) Date of transfer	(b) Number of items transferred	valu of	(c) iir market ue on date f transfer			(d) st or other basis		Section allo	(e) on 704(c) ocation ethod		(1 Ga recogni tran	ain ized on	
	12/31/17		233	,300.										
Stock, notes receivable and payable, and other securities														
Inventory														
Tangible property used in trade or business														
Intangible property described in section 197(f)(9)														
Intangible property, other than intangible property described in section 197(f)(9)														
Other property														
Totals			233	3,300										
	ansferor's percent ormation Required		in the partne	ership: (a) E	Before the t	ransfer	.3	630	%	(b) After	the transfe	ſ •	363	30 %
(a) Type of property	ispositions Reportable Under Sectio (b) (c) Date of Original Odisposition transfer		(c) Date of	(d) Manner of		(e) Gain recognized by partnership		(f) Depreciation recapture recognized by partnership		(g) Gain alloc to partn		recaptu	(h) preciation ure alloc partner	
	any transfer repor					on under	section 90	04(f)(3)	or section 904(f)(5)(F)?	Schedul	Yes		Σ Νο 5) 2017

Department of the Treasury

Internal Revenue Service

Return of U.S. Persons With Respect to **Certain Foreign Partnerships**

► Attach to your tax return.

► Go to www.irs.gov/Form8865 for instructions and the latest information.

Information furnished for the foreign partnership's tax year

beginning JAN 1 , 2017, and ending **DEC** 31 , 2017 OMB No. 1545-1668

·	on filing this return	· a		Filer's identifying number 54–0505966							
	FOUNDATION, IN s (if you are not filing this form		rn)	A Category o	f filer (see Categories of 2 // 2/ JUL 1		X	4			
C Filer's sha	re of liabilities: Nonrecourse \$		Qualified nonred	course financir	ng \$		Other	\$			
D If filer is a	member of a consolidated grou	p but not the pare	ent, enter the following ir	nformation abo	out the parent:						
Name						EIN					
Address											
	ny excepted specified foreign fin on about certain other partners (reported on this form (s	ee instructions	3)						
	(1) Name		(O) A diduses		(O) Identifying nym	-1	(4) Check applicable box(es)				
	(1) Name		(2) Address	(3) Identifying nun	iber	Category 1	Category 2	Constructive owner			
G1 Name and	address of foreign partnership						2(a) EIN	,			
								<u>-1179</u>			
OAKTRE	E OPPORTUNITIE	S FUND X	., ь.Р.				2(b) Refe	rence ID nu	imber		
222 60							0.0				
	UTH GRAND AVEN	-	. FL				1 -		se laws organized		
Date of	GELES, CA 900 5 Principal place of business		Principal business activity code number 7	, Principal bus	siness	a Func		N ISL	ange rate nstr.)		
4 organization	on 5 of business 2014 CAYMAN ISL	ANDS		activity NVESTI	10	sa curre SD	ency	8b (see i	nstr.) • 0 0 0 0 0 0		
	ne following information for the f			IN V LICIT I	NG D	עט			•000000		
1 Name, add OAKTRE 333 SO	dress, and identifying number of E CAPITAL MANA UTH GRAND AVE, GELES, CA 900	f agent (if any) in t GEMENT L 28TH FL	the United States P	Service Ce	enter where Form 100 LE	Form 88 65 or 106	04 X 65-B is filed:		65 or 1065-B		
WALKER 27 HOS	address of foreign partnership's S CORPORATE SE PITAL ROAD TOWN, GRAND C	RVICES L	IMITED	OAKTRE	ddress of person(s) with and the location of such E CAPITAL UTH GRAND GELES, CA	MAN AVE	AGEMEI	NT LP	e foreign		
5 Were ar	ny special allocations made by th	ne foreign partners	ship?					X Yes	No		
	e no. of Forms 8858, Info Retur								0		
7 How is	this partnership classified under	the law of the co	untry in which it is orgar	nized?		🕨	EXEMP	TED L	P		
	e filer have an interest in the for	•	•	•	•						
	der Reg. 1.1503(d)-1(b)(4) or pa		-				-	Yes	X No		
	does the separate unit or comb	•		d loss as defin	ied in Reg. 1.1503(d)-1(b)(5)	(ii)?	Yes	∟ No		
The pThe vIf "Yes,"	is partnership meet both of the artnership's total receipts for the alue of the partnership's total as do not complete Schedules L, N	e tax year were lessets at the end of M-1, and M-2.	ss than \$250,000 and the tax year was less tha	·)		>	Yes	☐ No		
Sign Here Only If You Are Filing This Form Separately	Under penalties of perjury, I declare correct, and complete. Declaration o										
and Not With Your Tax Return.	Signature of general partner of	or limited liability com	pany member					- ▶	Date		
. totall.	Print/Type preparer's name		Preparer's signature		Date	T,	Check	PTIN			
Paid	JOSEPH S. NADD	ER,	JOSEPH S. N.	ADDER.			self-employed	"			
Preparer	III		III	,	11/14	/18		P01	240960		
Use	Firm's name DIXON		SOODMAN LLP		, ,		s EIN 🕨	56-07			
Only	Firm's address ▶901 EA			ITE 100	00	Phor					
	RICHMOND, VA 2	3219						4) 28	2-7636		

Sch	edul	e A Constructive Ownership of Partnership	p Interest. Check the boxes that apply	to the file	r. If you che	ck box b, enter	the nar	ne,		-
		address, and U.S. taxpayer identifying			-	•	instruc	ctions.		
		a Owns a direct interest	<u>ь [X</u>	Owns	a construct	ive interest			Charle if	Check if
		Name	Address			Identifying r	number (if any)	Check if foreign person	direct partner
VM	I :		304 LETCHER AVENU			26-479	532	7		X
			LEXINGTON, VA 24	<u>450</u>						
Sch	edul	e A-1 Certain Partners of Foreign Partnersh	in (see instructions)							
001	- Cuu	or a second of the second of t	(coo monuonene)							Check if
		Name	Address			Identif	ying nun	nber (if any)		foreign person
Door	. +ha .	northership have any other fersion person as a dir	act nextnex?					7 v		│
		partnership have any other foreign person as a dir e A-2 Affiliation Schedule. List all partnersh					L	Yes		_ No
001	cuui	indirectly owns a 10% interest.	ips (foreign or definestic) in which the f	oroigii po	artificialip ov	viis a airoot iiitoi	1031 01			
		,				EIN		Total o	rdinarv	Check if
		Name	Address			(if any)		income	or loss	foreign partner- ship
5	ТА	TEMENT 4								
Sch	edul	e B Income Statement - Trade or Busines	l s Income							
		Include only trade or business income and expens		ne instruc	ctions for mo	ore information.				
		,	3							
	1 a	Gross receipts or sales		1a						
				1b			1c			
							2			
шe	3	Gross profit. Subtract line 2 from line 1c					3			
Income		Ordinary income (loss) from other partnerships, (4			
_	5 6	Net farm profit (loss) (attach Schedule F (Form 1) Net gain (loss) from Form 4797, Part II, line 17 (a	040)) pttach Form 4707)				5 6			
		Other income (loss) (attach statement)					7			
	-	(1000) (1000) (1000)					·			
		Total income (loss). Combine lines 3 through 7					8			
		Salaries and wages (other than to partners) (less $% \left\{ 1,2,\ldots,4,4,3,4,4,4,4,4,4,4,4,4,4,4,4,4,4,4,4$					9			
		Guaranteed payments to partners					10			
ous)		Repairs and maintenance					11			
mitati		Bad debts					12			
s for li		Rent					13 14			
uction		Interest					15			
(see instructions for limitations)		Depreciation (if required, attach Form 4562)								
Ø	b	Less depreciation reported elsewhere on return		16b			16c			
Deduction		Depletion (Do not deduct oil and gas depletion.)					17			
ğ	l .						18			
Dec		Employee benefit programs					19			
	20	Other deductions (attach statement)					20			
	21	Total deductions. Add the amounts shown in the	e far right column for lines 9 through 20)			21			
			gire columni for imoo o amough Ec							
	22	Ordinary business income (loss) from trade or b	ousiness activities. Subtract line 21 fron	n line 8			22			

SCHEDULE O (Form 8865)

Department of the Treasury Internal Revenue Service

Transfer of Property to a Foreign Partnership (under section 6038B)

► Attach to Form 8865. See Instructions for Form 8865.

► Go to www.irs.gov/Form8865 for instructions and the latest information.

OMB No. 1545-1668

Name of transfero		רי י ברואוז	ION, IN	IC .					Filer's ident	ifying numb 505966		
Name of foreign p	partnership OA	KTREE	OPPORT	UNITIES	FUND	Х,	L.P	EIN (if any) 98-117				r (see instr)
b If "Yes," wa2 Was any in time therea	nership a section 73 as the gain deferral atangible property t after, a platform col	method appl ransferred co ntribution as	lied to avoid th onsidered or a defined in Reg	e recognition of nticipated to be,	gain upon that the time o	ne contr of the tra	ibution of ansfer or a	-1T(b)(14)? See property?	e instructions		Yes	No No No
Part I T	ransfers Reportabl	le Under Sec	ction 6038B									
Type of property	(a) Date of transfer	(b) Number of items transferred	(i Fair n value o of tra	on date	Cost	(d) or other pasis		Section allo	(e) on 704(c) cation ethod		(f) Gain recognized transfer	
Cash	12/31/17		251,7	706.								
Stock, notes receivable and payable, and other securities												
Inventory												
Tangible property used in trade or business												
Intangible property described in section 197(f)(9)												
Intangible property, other than intangible property described in section 197(f)(9)												
Other property												
Totals			251	706.								
	I ransferor's percent	<u>l</u> age interest i			he transfer	. (0372	%	(b) After	the transfer	.0	368 %
Supplemental Inf	ormation Required	d To Be Repo	orted (see insi	tructions):								
Part II D	ispositions Report	able Under S	Section 6038B									
(a) Type of property	(b) Date of original transfer	(b) (c) Date of Date of original disposition		(d) Manner of		ed by ship	r	(f) epreciation recapture ecognized partnership	(g) Gain alloc to partr		(h Deprec recapture a to par	iation allocated
Part III s	any transfer re-	tad on this -	ahadula avibis	at to gain year	sition undo-	anation (204/6/22	or anation 00.4%	ξ\/Ε\/Γ\Ω		□ V	V No
	any transfer repor					section !	904(1)(3)	or section 904(1	i)(5)(F)?	Schedule	Yes O (Form	X No 8865) 2017

Form **8865**

Department of the Treasury

Internal Revenue Service

Return of U.S. Persons With Respect to Certain Foreign Partnerships

Attach to your tax return.

► Go to www.irs.gov/Form8865 for instructions and the latest information.

Information furnished for the foreign partnership's tax year

beginning JAN 1 , 2017, and ending DEC 31 , 2017

OMB No. 1545-1668

2017

Attachment Sequence No. 118

Filer's identifying number Name of person filing this return 54-0505966 VMI FOUNDATION, INC. Filer's address (if you are not filing this form with your tax return) Category of filer (see Categories of Filers in the instructions and check applicable box(es)) $3 \mid \mathbf{X}$ Filer's tax vea 2017 R 30 2018 JUL JUN and ending beginning Filer's share of liabilities: Nonrecourse \$ Qualified nonrecourse financing \$ Other \$ D If filer is a member of a consolidated group but not the parent, enter the following information about the parent; EIN Address Check if any excepted specified foreign financial assets are reported on this form (see instructions) Information about certain other partners (see instructions) (4) Check applicable box(es) (1) Name (2) Address (3) Identifying numbe Category 2 Constructive owne 2(a) EIN (if any) **G1** Name and address of foreign partnership 98-1226073 ENCAP ENERGY CAPITAL FUND X-C LP 2(b) Reference ID number 1100 LOUISIANA, SUITE 4900 3 Country under whose laws organized HOUSTON, TX77002 CAYMAN **ISLANDS** 8a Functiona currency 4 Date of organization 5 Principal place of business 6 Principal business activity code number 7 Principal business activity Exchange rate (see instr.) USD 03/05/2015CAYMAN ISLANDS 523900 INVESTING H Provide the following information for the foreign partnership's tax year: 1 Name, address, and identifying number of agent (if any) in the United States 2 Check if the foreign partnership must file: X Form 1065 or 1065-B Form 1042 Form 8804 Service Center where Form 1065 or 1065-B is filed: E-FILE Name and address of person(s) with custody of the books and records of the foreign partnership, and the location of such books and records, if different 3 Name and address of foreign partnership's agent in country of organization, if any X No Were any special allocations made by the foreign partnership? Yes 0 Enter the no. of Forms 8858, Info Return of U.S. Persons With Respect To Foreign Disregarded Entities, attached to this return How is this partnership classified under the law of the country in which it is organized? ▶ LMTD PARTNERSHIP 7 Does the filer have an interest in the foreign partnership, or an interest indirectly through the foreign partnership, that is a separate X No unit under Reg. 1.1503(d)-1(b)(4) or part of a combined separate unit under Reg. 1.1503(d)-1(b)(4)(ii)? If "No," skip question 8b. Yes b If "Yes," does the separate unit or combined separate unit have a dual consolidated loss as defined in Reg. 1.1503(d)-1(b)(5)(ii)? No Does this partnership meet both of the following requirements? The partnership's total receipts for the tax year were less than \$250,000 and
 The value of the partnership's total assets at the end of the tax year was less than \$1 million. No Yes If "Yes," do not complete Schedules L, M-1, and M-2 Sign Here Only If You Are Filing This Form 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 general partner or limited liability company member) is based on all information of which preparer has any knowledge Separately and Not With Your Tax Signature of general partner or limited liability company member Date Return. Print/Type preparer's name Preparer's signature Check Paid self-employed JOSEPH S. NADDER, JOSEPH S. NADDER, **Preparer** III III 11/14/18 P01240960 Use ▶DIXON HUGHES GOODMAN 56-0747981 Firm's name Firm's EIN ▶ Only Firm's address ▶901 EAST CARY STREET SUITE 1000 Phone no. VA 23219 282-7636 RICHMOND, (804)

Taxes and licenses

b Less depreciation reported elsewhere on return

16 a Depreciation (if required, attach Form 4562)

Depletion (**Do not** deduct oil and gas depletion.)

Employee benefit programs

Other deductions (attach statement)

Total deductions. Add the amounts shown in the far right column for lines 9 through 20

12

13 14

17 18

19

12

19

SCHEDULE O (Form 8865)

Department of the Treasury Internal Revenue Service

Transfer of Property to a Foreign Partnership (under section 6038B)

► Attach to Form 8865. See Instructions for Form 8865.

► Go to www.irs.gov/Form8865 for instructions and the latest information.

OMB No. 1545-1668

Name of transfero	or VMI FO	יי ע כואדו	TON -	INC					Filer's identi	fying numb 50596			
Name of foreign p				CAPITAL	FUND	X-C I		EIN (if any) 98-122		Reference		ber (se	ee instr
b If "Yes," wa2 Was any in time therea	nership a section 7 is the gain deferral itangible property t after, a platform co	method app ransferred c ntribution as	olied to avoic considered o s defined in	d the recognition of a ranticipated to be Regulations section	of gain upon , at the time	the contrib of the tran	1.721(c)- oution of p nsfer or at	1T(b)(14)? See property?	e instructions		Yes Yes		No No
Part I T	ransfers Reportab	le Under Se	ction 6038B	}	T								
Type of property	(a) Date of transfer	(b) Number of items transferred	val	(c) air market ue on date f transfer	Cos	(d) st or other basis		Section allo	(e) on 704(c) cation ethod		(i Ga recogni tran	iin zed on	
Cash	12/31/17		1,444	,793.									
Stock, notes receivable and payable, and other securities													
Inventory													
Tangible property used in trade or business													
Intangible property described in section 197(f)(9)													
Intangible property, other than intangible property described in section 197(f)(9)													
Other property													
Totals			1 11	4,793.									
	<u>I</u> ransferor's percent				the transfer			%	(h) After	the transfe	r		%
Supplemental Inf	ormation Require	d To Be Rep	oorted (see	instructions):					(2)				
(a) Type of property	(b) Date of original transfer	Date of Date of original disposition		(d) Manner of disposition	Manner of Gain Depre disposition recognized by reco		(f) oreciation capture cognized artnership	(g) Gain alloc to partn		d (h) Depreciation recapture allocated to partner			
	any transfer repor					section 90	04(f)(3) o	r section 904(1	f)(5)(F)?	► [Yes		Σ No 5) 2017

Form **8865**

Department of the Treasury

Internal Revenue Service

Return of U.S. Persons With Respect to Certain Foreign Partnerships

Attach to your tax return.

► Go to www.irs.gov/Form8865 for instructions and the latest information.

Information furnished for the foreign partnership's tax year

beginning JAN 1 , 2017, and ending DEC 31 , 2017

OMB No. 1545-1668

2017

Attachment Sequence No. 118

Filer's identifying number Name of person filing this return 54-0505966 VMI FOUNDATION, INC. Filer's address (if you are not filing this form with your tax return) Category of filer (see Categories of Filers in the instructions and check applicable box(es)): $3 \mid \mathbf{X}$ Filer's tax vea 2017 R 30 2018 JUL JUN , and ending beginning Filer's share of liabilities: Nonrecourse \$ Qualified nonrecourse financing \$ Other \$ D If filer is a member of a consolidated group but not the parent, enter the following information about the parent; EIN Address Check if any excepted specified foreign financial assets are reported on this form (see instructions) Information about certain other partners (see instructions) (4) Check applicable box(es) (1) Name (2) Address (3) Identifying numbe Category 2 Constructive owne 2(a) EIN (if any) **G1** Name and address of foreign partnership 98-0631695 2(b) Reference ID number OAKTREE OPPORTUNITIES FUND VIII, L.P. 333 SOUTH GRAND AVENUE, 28TH FL 3 Country under whose laws organized LOS ANGELES, CA 90071 CAYMAN ISLANDS 8a Functiona currency 4 Date of organization 5 Principal place of business 6 Principal business activity code number 7 Principal business activity Exchange rate (see instr.) 05/08/2009CAYMAN ISLANDS 523900 INVESTING USD H Provide the following information for the foreign partnership's tax year: 1 Name, address, and identifying number of agent (if any) in the United States 2 Check if the foreign partnership must file: OAKTREE CAPITAL MANAGEMENT LP X Form 1065 or 1065-B Form 1042 Form 8804 333 SOUTH GRAND AVE, 28TH FL Service Center where Form 1065 or 1065-B is filed: LOS ANGELES, CA 90071 E-FILE A Name and address of person(s) with custody of the books and records of the foreign partnership, and the location of such books and records, if different 3 Name and address of foreign partnership's agent in country of organization, if any WALKERS CORPORATE SERVICES LIMITED OAKTREE CAPITAL MANAGEMENT LP 333 SOUTH GRAND AVE, 28TH FL 27 HOSPITAL ROAD CAYMAN IS Los ANGELES 90071 GEORGE TOWN, GRAND CAYMAN X Yes No Were any special allocations made by the foreign partnership? Enter the no. of Forms 8858, Info Return of U.S. Persons With Respect To Foreign Disregarded Entities, attached to this return How is this partnership classified under the law of the country in which it is organized? ► EXEMPTED LP 7 Does the filer have an interest in the foreign partnership, or an interest indirectly through the foreign partnership, that is a separate unit under Reg. 1.1503(d)-1(b)(4) or part of a combined separate unit under Reg. 1.1503(d)-1(b)(4)(ii)? If "No," skip question 8b. Nο Yes b If "Yes," does the separate unit or combined separate unit have a dual consolidated loss as defined in Reg. 1.1503(d)-1(b)(5)(ii)? No Does this partnership meet both of the following requirements? The partnership's total receipts for the tax year were less than \$250,000 and
 The value of the partnership's total assets at the end of the tax year was less than \$1 million. No Yes If "Yes," do not complete Schedules L, M-1, and M-2 Sign Here Only If You Are Filing This Form 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 general partner or limited liability company member) is based on all information of which preparer has any knowledge Separately and Not With Your Tax Signature of general partner or limited liability company member Date Return. Print/Type preparer's name Preparer's signature Check Paid self-employed JOSEPH S. NADDER, JOSEPH S. NADDER, **Preparer** III III 11/14/18 P01240960 Use Firm's name ▶DIXON HUGHES GOODMAN LLP 56-0747981 Firm's EIN ▶ Only Firm's address ▶901 EAST CARY STREET, SUITE 1000 Phone no. RICHMOND, VA 23219 282-7636 (804)

22 Ordinary business income (loss) from trade or business activities. Subtract line 21 from line 8

Form **8865** (2017)

19

21

Depletion (**Do not** deduct oil and gas depletion.)

Employee benefit programs

Total deductions. Add the amounts shown in the far right column for lines 9 through 20

Other deductions (attach statement)

17 18

SCHEDULE 0 (Form 8865)

Transfer of Property to a Foreign Partnership (under section 6038B)

► Attach to Form 8865. See Instructions for Form 8865.

2017

OMB No. 1545-1668

Department of the Treasury ► Go to www.irs.gov/Form8865 for instructions and the latest information. Internal Revenue Service Name of transferor Filer's identifying number VMI FOUNDATION, INC. 54-0505966 Name of foreign partnership OAKTREE OPPORTUNITIES FUND VIII, EIN (if any) Reference ID number (see instr) 98-0631695 1a Is the partnership a section 721(c) partnership (as defined in Temporary Regulations section 1.721(c)-1T(b)(14)? See instructions No Yes No **b** If "Yes," was the gain deferral method applied to avoid the recognition of gain upon the contribution of property? Yes Was any intangible property transferred considered or anticipated to be, at the time of the transfer or at any time thereafter, a platform contribution as defined in Regulations section 1.482-7(c)(1)? Yes Nο Transfers Reportable Under Section 6038B Part I (b) (d) (e) (f) Date of Number of Fair market Cost or other Section 704(c) Gain Type of property transfer items value on date basis allocation recognized on method transferred of transfer transfer 12/31/17 228,369 Cash Stock, notes receivable and payable, and other securities Inventory Tangible property used in trade or business Intangible property described in section 197(f)(9) Intangible property, other than intangible property described in section 197(f)(9) Other property 228,369. **Totals** Enter the transferor's percentage interest in the partnership: (a) Before the transfer .1318 % (b) After the transfer .1318 Supplemental Information Required To Be Reported (see instructions):

Part II Dispositions Reportable Under Section 6038B (f) Depreciation (d) (g) Type of Date of Date of Manner of Gain Gain allocated Depreciation recapture recognized by partnership recognized by partnership property original disposition disposition to partner recapture allocated transfer to partner Is any transfer reported on this schedule subject to gain recognition under section 904(f)(3) or section 904(f)(5)(F)? Yes

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 8865.

Schedule O (Form 8865) 2017

Department of the Treasury

Internal Revenue Service

Return of U.S. Persons With Respect to **Certain Foreign Partnerships**

► Attach to your tax return.

► Go to www.irs.gov/Form8865 for instructions and the latest information.

Information furnished for the foreign partnership's tax year

JAN 1 , 2017, and ending DEC 2017 beginning

OMB No. 1545-1668

Attachment Sequence No. 118

Name of perso	on filing this return			Filer's identifying number 54-0505966					
VMI	FOUNDATION, IN	c.							
Filer's address	s (if you are not filing this form v	with your tax ret	urn)	A Category of	of filer (see Catego	ries of Filers in	the instructions	and check appli	icable box(es)):
				1 [2		3 X	4	
				B Filer's tax beginning	year JUL	1 ,20	17 , and end	ing JUN	30,2018
C Filer's shar	re of liabilities; Nonrecourse \$		Qualified nonre	course financi	ng \$		Other	\$	
D If filer is a	member of a consolidated grou	p but not the par	rent, enter the following in	nformation ab	out the parent:				
Name						EIN			
Address									
E Check if ar	ny excepted specified foreign fin	ancial assets are	e reported on this form (s	ee instruction	s)			<u></u>	
F Informatio	n about certain other partners (s	ee instructions))						
	(4) No		(O) A data		(0) 1-1		(4)	Check applicab	ole box(es)
	(1) Name		(2) Address		(3) Identity	ing number	Category 1	Category 2	Constructive owner
								\longrightarrow	
G1 Name and	address of foreign partnership						2(a) EIN	(),	
								-10956	
	E OPPORTUNITIE:	S FUND :	IX AIF				2(b) Refe	erence ID nun	nber
	N), L.P.								
	UTH GRAND AVEN		H FL				1 1		se laws organized
LOS AN	GELES, CA 900		Principal business	Dringing but	sinoss	I E	notional	N ISLA	
4 Date of organization			Principal business activity code number	activity		8a cur	rency		nge rate str.)
	2013 CAYMAN ISL	-		NVESTI	NG	USD		<u> </u>	.000000
	e following information for the f			T =					
	dress, and identifying number of				ne foreign partr	·		7	
	KTREE CAPITAL 1		-		orm 1042	Form 8		. Form 1065	5 or 1065-B
	UTH GRAND AVE,		Ь	Service Ce	enter where For	m 1065 or 1	065-B is filed:		
	GELES, CA 900			Name and a	ddress of person(s) with custody	of the books and	records of the	foreign
	address of foreign partnership's S CORPORATE SE	-			and the location of KTREE (
	PITAL ROAD	KVICES I	DIMITED		UTH GRA				, ш.г
	TOWN, GRAND C	AVMAN	CAYMAN IS	1	GELES,		0071	.1 1.11	
	ny special allocations made by th			шор ди	GELED,	CA J	0071	X Yes	No
	e no. of Forms 8858, Info Returi	0 1		n Disrenarded	Entities attach	ad to this re	turn	(22 163	
	this partnership classified under				Littitios, attaci		EXEMP		7
-	e filer have an interest in the fore		,		reian nartnersh				
	ler Reg. 1.1503(d)-1(b)(4) or pa	• .	•	•	• .	• •	•	Yes	□ No
	does the separate unit or combi			` , ,	, , , , ,		-	Yes	□ No
•	is partnership meet both of the f	•			```	300(0) 1(3)(·/(/.		
The pa	artnership's total receipts for the	tax year were le	ess than \$250,000 and	on (°1 million			•	Yes	No
	alue of the partnership's total as do not complete Schedules L, N		n the tax year was less th	an primmon.					
Sign Here Only If You	Under penalties of perjury, I declare t								
Are Filing This Form	correct, and complete. Declaration of	preparer (other tha	an general partner or limited lia	bility company m	nember) is based o	n all informatio	n of which prepa	rer has any kno	wledge.
Separately and Not With									
Your Tax Return.	Signature of general partner or	limited liability cor	mpany member						Date
	Print/Type preparer's name		Preparer's signature		Date		Check	if PTIN	
Paid	JOSEPH S. NADD	ER,	JOSEPH S. N	ADDER,			self-employed		
Preparer	III		III	•	11,	/14/18		P012	240960
Use	Firm's name ▶DIXON	HUGHES	GOODMAN LLP					56-074	
Only	Firm's address ▶901 EA	ST CARY	STREET, SU	ITE 100	0.0		one no.		
	RICHMOND VA 2	3219						4) 282	2-7636

Sch		Interest. Check the boxes that apply to the filer. If you c umber (if any) of the person(s) whose interest you const	•			
	a Owns a direct interest	b X Owns a constru	uctive interest			
	Name	Address	Identifying number	(if any) fo	heck if oreign erson	Check if direct partner
VM	II INVESTMENT HLDNGS LLC	304 LETCHER AVENUE	26-479532	7		Х
	I	LEXINGTON, VA 24450				
				\longrightarrow		
Sch	hedule A-1 Certain Partners of Foreign Partnership	(see instructions)				
		· · · · · · · · · · · · · · · · · · ·				Check if
	Name	Address	Identifying nur	nber (if any)		foreign person
Does	L is the partnership have any other foreign person as a dire	ct partner?		Yes		l ☐ No
		os (foreign or domestic) in which the foreign partnership		169		_ INU
	indirectly owns a 10% interest.					
			EIN	Total ordin	nary	Check if foreign partner- ship
	Name	Address	(if any)	income or I	loss	partner- ship
_ {	STATEMENT 7					
						+
						+
						+
Scl	hedule B Income Statement - Trade or Business	Income	1			
	tion: Include only trade or business income and expense		more information.			
	1 a Gross receipts or sales	1a				
	1	1b	1c			
me	3 Gross profit. Subtract line 2 from line 1c		3			
Income	4 Urdinary income (loss) from other partnerships, es	states, and trusts (attach statement)				
_	Test farm pront (1888) (attack constant) (1811) 18	40)) tach Form 4797)	5 6			
	To distribution (1888) (diagon statement)					
	8 Total income (loss). Combine lines 3 through 7		8			
	9 Salaries and wages (other than to partners) (less e	mployment credits)	9			
	10 Guaranteed payments to partners		10			
(Sui	11 Repairs and maintenance					
mitatic	12 Bad debts					
s for lii	13 Rent					
notion	14 Taxes and licenses 15 Interest					
(see instructions for limitations)	16 a Depreciation (if required, attach Form 4562)		10			
			16c			
Deductions	17 Depletion (Do not deduct oil and gas depletion.)					
ucti	18 Retirement plans, etc.		18			
)ed	19 Employee benefit programs		19			
_	20 Other deductions (attach statement)		20			
	O1 Total deductions Add the assessment shows in the	for right column for lines 0 through 00				
	21 Total deductions. Add the amounts shown in the	far right column for lines 9 through 20	21			
	22 Ordinary business income (loss) from trade or bu	usiness activities. Subtract line 21 from line 8	22			

SCHEDULE O (Form 8865)

Department of the Treasury Internal Revenue Service

Transfer of Property to a Foreign Partnership (under section 6038B)

► Attach to Form 8865. See Instructions for Form 8865.

► Go to www.irs.gov/Form8865 for instructions and the latest information.

OMB No. 1545-1668

2017

Name of transfero		ריי ג כואוו	ON, IN	C					Filer's identi	ifying numb 50596(
Name of foreign p	artnership OA	KTREE		UNITIES	FUND	IX	AIF	EIN (if any) 98-109				er (see instr)
b If "Yes," wa2 Was any in time therea	nership a section 72 s the gain deferral tangible property to lifter, a platform con	21(c) partner method appl ransferred co ntribution as	rship (as define lied to avoid the onsidered or an defined in Reg	e recognition of ticipated to be,	gain upon th at the time o	ne contri f the tra	bution of nsfer or a	-1T(b)(14)? See property?	e instructions		Yes Yes Yes	No No No
Part I T	ransfers Reportabl	e Under Sec	tion 6038B									
Type of property	(a) Date of transfer	(b) Number of items transferred	(c) Fair ma value or of tran	arket n date nsfer	Cost	(d) or other asis		Sectional Section allo	(e) on 704(c) cation ethod		(f) Gain recognize transf	ed on
Cash	12/31/17		120,7	63.								
Stock, notes receivable and payable, and other securities												
Inventory												
Tangible property used in trade or business												
Intangible property described in section 197(f)(9)												
Intangible property, other than intangible property described in section 197(f)(9)												
Other property												
Totals			120,	763								
3 Enter the to	ransferor's percenta ormation Required		n the partnersh	nip: (a) Before th	ne transfer	. (700	%	(b) After	the transfer	. (0716 %
Part II D (a) Type of property	(b) Date of original transfer	D	(c) ate of position	(d) Manner of disposition	(e) Gain recognize partners	d by	re	(f) epreciation recapture ecognized partnership	(g) Gain alloc to partn		Depre recapture	h) cciation e allocated artner
	any transfer repor					section S	004(f)(3)	or section 904(1	f)(5)(F) ?	▶	Yes	X No
∟HA For Paper\	vork Reduction Act	t Notice, see	the Instruction	ns for Form 886	35.					Schedul	e O (Form	า 8865) 2017

Department of the Treasury

Internal Revenue Service

Return of U.S. Persons With Respect to **Certain Foreign Partnerships**

► Attach to your tax return.

► Go to www.irs.gov/Form8865 for instructions and the latest information.
Information furnished for the foreign partnership's tax year

JAN 1 , 2017, and ending DEC 2017 beginning

OMB No. 1545-1668

Attachment Sequence No. 118

Name of per	son filing this return		54-0505966							
VMI	FOUNDATION, IN	c.								
	ss (if you are not filing this form v	with your tax re	eturn)	A Category of	of filer (see Ca	ategories of Filer	rs in the ins	structions a	ınd check appli	cable box(es)):
				1		2	3 [X	4	
				B Filer's tax beginning	year JI	JL 1 ,2	2017	, and endi	ng JUN	30,2018
C Filer's sh	are of liabilities: Nonrecourse \$		Qualified nonre	course financii	ng \$			Other	\$	
D If filer is	a member of a consolidated grou	p but not the p	arent, enter the following i	nformation abo	out the par	ent:				
Name						EI	N			
Address										
E Check if a	any excepted specified foreign fin	ancial assets a	re reported on this form (s	see instructions	s)					
F Informati	ion about certain other partners (s	see instruction	s)							
	(1) Nome		(O) Address		(0) 14		. L	(4) (Check applicab	le box(es)
	(1) Name		(2) Address		(3) 106	entifying number	С	ategory 1	Category 2	Constructive owner
G1 Name an	d address of foreign partnership						2	(a) EIN (, ,,	
	,	,							<u>-13129</u>	
SIRIS	PARTNERS III (CAYMAN)	MAIN I LP				2	(b) Refe	rence ID nun	iber
	- 222			~	_		L			
	K 309, UGLAND H	•					- 1	•		e laws organized
Doto of	E TOWN, GRAND C	AYMAN,	CAYMAN ISLAI				Fun ation	- I	N ISLA	INDS nge rate
4 organizat	tion 5 Principal place of business / 2016 CAYMAN ISL.	ANDS		7 Principal bus 7 activity NVESTM		8a USI	currency	,	8b (see ins	str.)
	the following information for the f			TICHT	шигр	ODI				
	ddress, and identifying number of		<u> </u>	2 Check if th	ne foreign i	oartnership m	uet file			
i maino, ac	auross, and identifying number of	agoni (ii any)	iii tiic Oilitea States		orm 1042		m 8804	X] Form 1065	5 or 1065-B
						e Form 1065 o] 101111 1000	7 01 1003 B
					N, UI		J1 1000 L	3 10 1110 u.		
3 Name an	d address of foreign partnership's	s agent in coun	try of organization, if any	4 Name and a	ddress of pe	rson(s) with cust	tody of the	books and	records of the	foreign
		9	,,,			APITAL				
				601 LE	XINGT	ON AVE	ENUE	, 591	TH FL.	
				NEW YO						
5 Were a	any special allocations made by th	ne foreign partn	nership?					▶	Yes	X No
6 Enter t	the no. of Forms 8858, Info Return	n of U.S. Perso	ns With Respect To Foreig	ın Disregarded	Entities, a	ttached to this	s return	▶	0	l
7 How is	this partnership classified under	the law of the	country in which it is orga	nized?			▶ E	XEMP'	TED LF)
8a Does t	he filer have an interest in the fore	eign partnershi	p, or an interest indirectly	through the fo	reign partn	ership, that is	s a separa	ate		
unit un	nder Reg. 1.1503(d)-1(b)(4) or pa	rt of a combine	ed separate unit under Reg	. 1.1503(d)-1(b)(4)(ii) ? I	f "No," skip qu	estion 8	b. >	Yes	No
b If "Yes,	," does the separate unit or combi	ined separate u	nit have a dual consolidate	ed loss as defir	ned in Reg.	1.1503(d)-1((b)(5)(ii)	? ▶	Yes	No
	his partnership meet both of the f)					
	partnership's total receipts for the value of the partnership's total as			an \$1 million.				▶	Yes	No
If "Yes,	," do not complete Schedules L, N				<u> </u>					
Only If You Are Filing	Under penalties of perjury, I declare to correct, and complete. Declaration of			. , .						
This Form Separately									1.8	
and Not With Your Tax									_	
Return.	Signature of general partner of	r limited liability c	'		Г	Date			PTIN	ate
Paid	Print/Type preparer's name		Preparer's signature			Daile	Che		if Filin	
	JOSEPH S. NADD	EK,		ADDER,		14 /4 4 /4		employed	D046	110000
Preparei Use		IIIIOIIIC	III			L1/14/1				240960
Only	Firm's name DIXON		GOODMAN LLP	TMP 10/	10		Firm's E		56-074	: / Y O L
J,	Firm's address > 901 EA		Y STREET, SU	ITE 100	0		Phone n		4) 282	7636

_	וטן	Net faith profit (1055) (attach Schedule F (Forth 1040))		็บ	
	6	Net gain (loss) from Form 4797, Part II, line 17 (attach Form 4797)		6	
	7	Other income (loss) (attach statement)		7	
	8	Total income (loss). Combine lines 3 through 7		8	
	9	Salaries and wages (other than to partners) (less employment credits)		9	
	10	Guaranteed payments to partners		10	
(2)	11	Repairs and maintenance		11	
alloll	12	Bad debts		12	
	13	Rent		13	
) II S TO	14	Taxes and licenses		14	
= 1	15	Interest		15	
ee III S	16 a	Depreciation (if required, attach Form 4562)	16a		
S)	b	Less depreciation reported elsewhere on return	16b	16c	
ĕ	17 18 19	Depletion (Do not deduct oil and gas depletion.)		17	
uct	18	Retirement plans, etc.		18	
)ed	19	Employee benefit programs		19	
_	20	Other deductions (attach statement)		20	
	21	Total deductions. Add the amounts shown in the far right column for lines 9 through 20		21	
	22	Ordinary business income (loss) from trade or business activities. Subtract line 21 from	line 8	22	
065	52 11	-29-17			Form 8865 (2017

SCHEDULE 0 (Form 8865)

Transfer of Property to a Foreign Partnership (under section 6038B)

► Attach to Form 8865. See Instructions for Form 8865.

► Go to www.irs.gov/Form8865 for instructions and the latest information.

2017

OMB No. 1545-1668

Department of the Treasury Internal Revenue Service

Name of transferor Filer's identifying number VMI FOUNDATION, INC. 54-0505966 Name of foreign partnership SIRIS PARTNERS III (CAYMAN) MAIN EIN (if any) Reference ID number (see instr) 98-1312928 1a Is the partnership a section 721(c) partnership (as defined in Temporary Regulations section 1.721(c)-1T(b)(14)? See instructions No Yes No **b** If "Yes," was the gain deferral method applied to avoid the recognition of gain upon the contribution of property? Yes Was any intangible property transferred considered or anticipated to be, at the time of the transfer or at any time thereafter, a platform contribution as defined in Regulations section 1.482-7(c)(1)? Yes Nο Transfers Reportable Under Section 6038B Part I (b) (d) (e) (f) Date of Number of Fair market Cost or other Section 704(c) Gain Type of property transfer items value on date basis allocation recognized on method transferred of transfer transfer 12/31/17 226,243 Cash Stock, notes receivable and payable, and other securities Inventory Tangible property used in trade or business Intangible property described in section 197(f)(9) Intangible property, other than intangible property described in section 197(f)(9) Other property 226,243. **Totals** Enter the transferor's percentage interest in the partnership: (a) Before the transfer .2014 % (b) After the transfer .1615 Supplemental Information Required To Be Reported (see instructions): Part II Dispositions Reportable Under Section 6038B (f) Depreciation (d) (g) Type of Date of Date of Manner of Gain Gain allocated Depreciation recapture recognized by partnership recognized by partnership property original disposition disposition to partner recapture allocated transfer to partner Is any transfer reported on this schedule subject to gain recognition under section 904(f)(3) or section 904(f)(5)(F)?

710661 11-10-17

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 8865.

Yes Schedule O (Form 8865) 2017

Department of the Treasury

Internal Revenue Service

Return of U.S. Persons With Respect to **Certain Foreign Partnerships**

► Attach to your tax return.

► Go to www.irs.gov/Form8865 for instructions and the latest information.
Information furnished for the foreign partnership's tax year

JAN 1 , 2017, and ending DEC beginning

OMB No. 1545-1668

Attachment Sequence No. 118

2017

Nam	e of pers	on filing this return			Filer's identifying number $54-0505966$						
	VMI	FOUNDATION, IN	С.								
		s (if you are not filing this form v		turn)	A Category of	of filer (see Categories	of Filers in t	he instructions	and check app	olicable box(es)):	
					1 [2] ;	3 X	4		
					B Filer's tax	year JUL 1	. ,201	L7 , and end	ing JUN	30,2018	
C F	iler's sha	re of liabilities: Nonrecourse \$		Qualified nonre	course financi	ng \$		Other	\$		
D If	f filer is a	member of a consolidated grou	p but not the pa	arent, enter the following in	nformation abo	out the parent:					
	lame	· ·		,		•	EIN				
A	ddress						•				
E C	heck if a	ny excepted specified foreign fin	ancial assets a	re reported on this form (s	ee instructions	3)					
		on about certain other partners (s		•		,					
		'		,				(4)	Check applica	able box(es)	
		(1) Name		(2) Address		(3) Identifying	number	Category 1	Category 2	Constructive owner	
G1 N	lame and	address of foreign partnership						2(a) EIN	(if any)		
٠	arrio arra	address of foreign paraneremp						1 ' '	-1415	663	
PR	IME	MORTGAGE FUND	II (CAY	MAN) LP					rence ID nu		
			(
85	RAI	LROAD PLACE						3 Country	under who	se laws organized	
		GA SPRINGS, NY	12866						N ISL		
	ate of organization	Dringing place		Dringinal huginese	7 Principal bus	siness	8a Fun	otional	L Excha	ange rate	
0.5	/ 01 /	2017 CAYMAN ISL			/ activity NVESTM	ENTS	USD	ency	80 (see ir	istr.)	
	•	ne following information for the f	-				10.00				
		dress, and identifying number of			2 Check if th	ne foreign partner	shin must f	ile.		,	
	iamo, auc	aroos, and rachinging named or	agoni (ii aiiy) i	ii iio oiiitoa otatoo		orm 1042	Form 8		Teorm 106	65 or 1065-B	
						enter where Form				70 01 1000 B	
					E-FI		1000 01 10	,00 B 10 1110u.			
3 N	lame and	address of foreign partnership's	s agent in coun	try of organization if any	4 Name and a	ddress of person(s) wand the location of s	vith custody o	of the books and	d records of th	e foreign	
•	arrio arra	address of foreign paraneremp c	agone in ooun	ary or organization, it arry	· partifership,	and the location of s	ucii books ai	ia recoras, ir air	ierent		
5	Were ar	ny special allocations made by th	e foreign partn	ership?	•				Yes	X No	
6	Enter th	e no. of Forms 8858, Info Return	n of U.S. Perso	ns With Respect To Foreig	n Disregarded	Entities, attached	to this ret	urn 🕨		0	
7		this partnership classified under						EXEMP	TED L	P	
8a	Does th	e filer have an interest in the fore	eign partnershi	p, or an interest indirectly	through the fo	reign partnership,	that is a se	eparate			
	unit und	der Reg. 1.1503(d)-1(b)(4) or pa	rt of a combine	d separate unit under Reg	. 1.1503(d)-1(b)(4)(ii)? If "No,"	skip questi	on 8b.	Yes	X No	
b	If "Yes,"	does the separate unit or combi	ned separate u	nit have a dual consolidate	ed loss as defir	ned in Reg. 1.1500	3(d)-1(b)(5)(ii)?	Yes Yes	☐ No	
9		is partnership meet both of the f	· ·)	. , . , .	, ,			
		artnership's total receipts for the alue of the partnership's total as			on ¢1 million			•	Yes	No	
		do not complete Schedules L, N		UI tile tax year was less til	iaii ֆ i iiiiiiioii.						
Sign I Only I	Here If You	Under penalties of perjury, I declare t									
Are Fi This F	iling	correct, and complete. Declaration of	preparer (other th	ıarı generai partner or limited lia	DIIITY COMPANY M	lember) is based on a	iii intormation	ot wnich prepa	rer nas any kn	iowieage.	
Separ											
Your	Tax	Signature of general partner of	r limited liability co	ompany member					_ 🖊	Date	
		Print/Type preparer's name		Preparer's signature		Date		Check	if PTIN		
Pai	d	JOSEPH S. NADD	ER,	JOSEPH S. N	ADDER .			self-employed			
Pre	parer	III	•	III	,	11/1	4/18		P01	240960	
Use		Firm's name DIXON	HUGHES	GOODMAN LLP		/-		n's EIN 🕨	56-07		
On	ly	Firm's address ▶901 EA			ITE 100	00		ne no.			
		RICHMOND VA 2		, 20					4) 28	2-7636	

10652 11-29-17 Form **8865** (2017)

17 18

19

16 a Depreciation (if required, attach Form 4562)

Depletion (**Do not** deduct oil and gas depletion.)

Employee benefit programs

Total deductions. Add the amounts shown in the far right column for lines 9 through 20

22 Ordinary business income (loss) from trade or business activities. Subtract line 21 from line 8

Other deductions (attach statement)

b Less depreciation reported elsewhere on return

19

21

SCHEDULE 0 (Form 8865)

Department of the Treasury Internal Revenue Service

Transfer of Property to a Foreign Partnership (under section 6038B)

► Attach to Form 8865. See Instructions for Form 8865.

► Go to www.irs.gov/Form8865 for instructions and the latest information.

OMB No. 1545-1668

2017

name of transfero			TON TN							Citying numb			
Name of foreign p			<u>ION, IN</u> ORTGAGE		TT / C7	\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\	т	EIN (if any)	54-0	50596		or /co	a inetr\
vario or foreign p	artificisiip PK	.IME M	OKIGAGE	FOND	II (CA	TIMAN)	П	98-1415	5663	neiciciice	ib iluliib	GI (36	c msu j
1a Is the partn	nership a section 7	21(c) partne	ership (as defin	ed in Tempora	ry Regulation	is section 1.7	721(c)-	-1T(b)(14)? See	instructions		Yes		No
	s the gain deferral			-							Yes		No
	tangible property t Ifter, a platform col										Yes		No
	ansfers Reportabl				,						-		
Type of property	(a) Date of transfer	(b) Number of items transferred	(d Fair m value d of tra	on date	Co	(d) st or other basis		Section alloc	e) n 704(c) cation thod		(f) Gair recognize transt	ed on	
Cash	05/01/17		1,006,4	122.									
Stock, notes receivable and payable, and other securities													
Inventory													
Tangible property used in trade pr business													
Intangible property described in section 197(f)(9)													
ntangible property, other than intangible property described in section 197(f)(9)													
Other property													
Totals			1,006,	122									
	ansferor's percent	l aga intarast			the transfer	.00	100	%	/b) After	the transfer	2.2	E 17	5 0/
Supplemental Inf	ispositions Report (b) Date of original	able Under	oorted (see inst	tructions):	(e Ga recogni	e) in	De r	(f) epreciation ecapture	(g) Gain alloc to partr	cated	Depre	(h)	
Part III Is	any transfer repor	ted on this	schedule subjec	ct to gain reco	partne gnition under	ership	by [partnership or section 904(f		> [Yes	artner	. No
.HA For Paperv	vork Reduction Ac	t Notice, se	e the Instructio	ons for Form 8	865.					Schedul	e O (Forn	n 8865) 2017

Department of the Treasury

Return of U.S. Persons With Respect to Certain Foreign Partnerships

Attach to your tax return.

▶ Go to www.irs.gov/Form8865 for instructions and the latest information.

Information furnished for the foreign partnership's tax year

JAN 1 , 2017, and ending DEC beainnina 31 OMB No. 1545-1668

Attachment Sequence No. 2017 Internal Revenue Service Name of person filing this return Filer's identifying number 54-0505966 VMI FOUNDATION, INC. Filer's address (if you are not filing this form with your tax return) Category of filer (see Categories of Filers in the instructions and check applicable box(es)) $3 \mid \mathbf{X}$ Filer's tax vea 2017 R 30 2018 JUL JUN and ending beginning Filer's share of liabilities: Nonrecourse \$ Qualified nonrecourse financing \$ Other \$ D If filer is a member of a consolidated group but not the parent, enter the following information about the parent; EIN Address Check if any excepted specified foreign financial assets are reported on this form (see instructions) Information about certain other partners (see instructions) (4) Check applicable box(es) (1) Name (2) Address (3) Identifying numbe Category 2 Constructive owne 2(a) EIN (if any) **G1** Name and address of foreign partnership 98-1108502 2(b) Reference ID number H.I.G EUROPE CAPITAL PARTNERS II, LP PO BOX 309, UGLAND HOUSE, SOUTH CHURCH STREET 3 Country under whose laws organized GEORGE TOWN, GRAND CAYMAN CAYMAN ISLANDS CAYMAN ISLANDS 8a Functiona currency 4 Date of organization 5 Principal place of business 6 Principal business activity code number 7 Principal business activity Exchange rate (see instr.) EURO .885000 04/29/2013CAYMAN ISLANDS INVESTMENTS 523900 H Provide the following information for the foreign partnership's tax year: 1 Name, address, and identifying number of agent (if any) in the United States 2 Check if the foreign partnership must file: X Form 1065 or 1065-B Form 1042 Form 8804 Service Center where Form 1065 or 1065-B is filed: Name and address of person(s) with custody of the books and records of the foreign partnership, and the location of such books and records, if different 3 Name and address of foreign partnership's agent in country of organization, if any 4 MAPLES & CALDER H.I.G EUROPEAN CAPITAL PARTNERS LLP 1ST FLOOR PO BOX 309GT UGLAND HOUSE 25 ST. GEORGE STREET, CAYMAN IS LONDON UNITED KINGDOM W1S 1ES GEORGE TOWN, GRAND CAYMAN X Yes Were any special allocations made by the foreign partnership? Nο 0 Enter the no. of Forms 8858, Info Return of U.S. Persons With Respect To Foreign Disregarded Entities, attached to this return How is this partnership classified under the law of the country in which it is organized? ► PARTNERSHIP 7 Does the filer have an interest in the foreign partnership, or an interest indirectly through the foreign partnership, that is a separate unit under Reg. 1.1503(d)-1(b)(4) or part of a combined separate unit under Reg. 1.1503(d)-1(b)(4)(ii)? If "No," skip question 8b. Nο Yes b If "Yes," does the separate unit or combined separate unit have a dual consolidated loss as defined in Reg. 1.1503(d)-1(b)(5)(ii)? No Does this partnership meet both of the following requirements? The partnership's total receipts for the tax year were less than \$250,000 and
 The value of the partnership's total assets at the end of the tax year was less than \$1 million. No Yes If "Yes," do not complete Schedules L, M-1, and M-2 Sign Here Only If You Are Filing This Form 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 general partner or limited liability company member) is based on all information of which preparer has any knowledge Separately and Not With Your Tax Signature of general partner or limited liability company member Date Return. Print/Type preparer's name Preparer's signature Check Paid self-employed JOSEPH S. NADDER, JOSEPH S. NADDER, **Preparer** III III 11/14/18 P01240960 Use Firm's name ▶DIXON HUGHES GOODMAN 56-0747981 Firm's EIN ▶ Only Firm's address ▶901 EAST CARY STREET, SUITE 1000 Phone no.

VA 23219

282-7636

(804)

RICHMOND,

Employee benefit programs 19 Other deductions (attach statement) Total deductions. Add the amounts shown in the far right column for lines 9 through 20 21 22 Ordinary business income (loss) from trade or business activities. Subtract line 21 from line 8

14

17 18

19

Taxes and licenses

b Less depreciation reported elsewhere on return

16 a Depreciation (if required, attach Form 4562)

Depletion (**Do not** deduct oil and gas depletion.)

SCHEDULE 0 (Form 8865)

Transfer of Property to a Foreign Partnership (under section 6038B)

➤ Attach to Form 8865. See Instructions for Form 8865.

► Go to www.irs.gov/Form8865 for instructions and the latest information.

OMB No. 1545-1668 2017

Department of the Treasury Internal Revenue Service

Name of transfero							Filer's identi		r
			ION, INC.				54-0	<u>505966</u>	
Name of foreign p	artnership H •	I.G E	UROPE CAPITAI	J PARTNERS I	Ί,	EIN (if any)		Reference I	D number (see in
						98-110			
			ership (as defined in Tempora				e instructions	🖳	Yes No
	-		lied to avoid the recognition						Yes No
-			considered or anticipated to b			-			
			s defined in Regulations sect	ion 1.482-7(c)(1)?					Yes No
Part I Ti	ansfers Reportabl	e Under Se	ction 6038B	T					
Type of property	(a) Date of transfer	(b) Number of items transferred	(c) Fair market value on date of transfer	(d) Cost or other basis		Section allo	(e) on 704(c) cation ethod		(f) Gain recognized on transfer
Cash	12/31/17		1,221,196.						
Stock, notes									
receivable and payable,									
and other									
securities									
Inventory									
Inventory									
								_	
Tangible									
property									
used in trade or business									
					-				
Intangible property								_	
described in									
section 197(f)(9)								-	
Intangible									
property, other									
than intangible property									
described in					_				
section 197(f)(9)									
Other									
property									
Totals			1,221,196.						
3 Enter the tr	ansferor's percent	age interest	in the partnership: (a) Befor	e the transfer 11869	900	%	(b) After	the transfer	.2493
Supplemental Inf	ormation Required	l To Be Rep	orted (see instructions):						
Part II D	ispositions Report	able Under	Section 6038B	Т					
(a) Type of	(b) Date of		(c) (d) Date of Manner of	(e) Gain		(f) epreciation	(g) Gain alloc	ated	(h) Depreciation
property	original		sposition disposition	recognized by	re	recapture ecognized	to partn		recapture allocated
	transfer			partnership	by	partnership			to partner
Part III S	any transfer repor	ted on this	I schedule subject to gain reco	agnition under section 00	Δ(f)(3) <i>(</i>	or section QD4/	f)(5)(F)2		Yes X N
			e the Instructions for Form		.(1)(0)	0. 00000011 004(·// / / · · · · · · · · · · · · · · · ·	Schedule	O (Form 8865) 20

710661 11-10-17

FORM 8865	AFFILIATION SCHEDULE		STATEMEN	т 3
NAME	ADDRESS	IDENTIFYING NUMBER	TOTAL ORDINARY INCOME OR (LOSS)	CK IF FOR- EIGN P'SH
GREAT WHITE HOLDINGS	P.O. BOX 957, OFFSHORE INC	98-1329737		х
PRECISE RESULT	ROAD TOWN, TORTOLA, BRITIS 99 QUEEN'S ROAD CENTRAL	98-1238329		77
HOLDINGS LT	HONG KONG, BRITISH VIRGIN			X
LYFE CAPITAL FUND, LP	PO BOX 2547, CASSIA COURT CAMANA BAY, GRAND CAYMAN C	00-000000		x

FORM 8865	AFFILIATION SCHEDULE	STATEMENT	. 4	
NAME	ADDRESS	IDENTIFYING NUMBER	INCOME	CK IF FOR- EIGN P'SH
OAKTREE OPPS FUND X (CAYM)	333 S GRAND AVE, 28TH FL	98-1221685		
	LOS ANGELES, CA 90071			
OAKTREE OPPS FUND X (DELW)	333 S GRAND AVE, 28TH FL	47-3322963		
,	LOS ANGELES, CA 90071			
OCM PROSAFE HOLDINGS	333 S GRAND AVE, 28TH FL	81-1103018		
	LOS ANGELES, CA 90071			

FORM 8865	AFFILIATION SCHEDULE		STATEMENT 5
NAME	ADDRESS		CK TOTAL IF ORDINARY FOR- INCOME EIGN OR (LOSS) P'SH
ENCAP ENERGY CAP	1100 LOUISIANA, SUITE 4900	47-2732735	
FUND X LP AMERICAN RESOURCE DEVELOP	HOUSTON, TX 77002 5707 SOUTHWEST PKWY, BLD 1	47-2851524	
TALON OIL & GAS III, LLC	AUSTIN, TX 78735 3131 MCKINNEY AVENUE	47-2465741	
SCALA ENERGY HOLDINGS, LLC	DALLAS, TX 75204 20445 STATE HIGHWAY 249	47-4478980	
COUNCIL OAK RESOURCES HOLD	HOUSTON, TX 77070 6120 S YALE AVE, STE 1200	82-2798631	
ADVANCE ENERGY PARTNERS	TULSA, OK 74136 1140 WESTHEIMER RD	47-1355524	
FELIX ENERGY INVESTMENTS	HOUSTON, TX 77077 1530 16TH STREET, STE 500	35-2570547	
FORTIS MINERALS, LLC	DENVER, CO 80202 111 BAGBY ST., SUITE 2150 HOUSTON, TX 77002	36-4835974	
GRAYSON MILL ENERGY, LLC	1160 DAIRY ASHFORD	81-4011331	
NOVO OIL & GAS HOLDINGS	HOUSTON, TX 77079 105 NORTH HUDSON, STE 500	35-2567647	
OGX HOLDING IV, LLC	OKLAHOMA CITY, OK 73102 P.O. BOX 2064 MIDLAND, TX 79702	81-3803749	
PAYROCK II HOLDINGS, LLC	3200 QUAIL SPRINGS PARKWAY	37-1835632	
SANTA ELENA MINERALS IV LP	OKLAHOMA CITY, OK 73134 P.O. BOX 2063	81-3827668	
VERDUN OIL COMPANY, LLC	MIDLAND, TX 79702 55 WAUGH DRIVE, STE 400	81-0841799	
AMEREDEV II, LLC	HOUSTON, TX 77007 5707 SOUTHWEST PKWY, BLD 1 AUSTIN, TX 78735	61-1816234	
	1111 BAGBY ST, SUITE 2150	37-1852706	
MONGOOSE ENERGY HOLDINGS	HOUSTON, TX 77002 ONE WEST THIRD STREET	82-1110017	
OILFANT ENERGY, LLC	TULSA, OK 74103 15 W. 6TH STREET, STE 2200 TULSA, OK 74119	30-0990864	

VMI FOUNDATION, INC.	_		54-0505966
PETROLEGACY II HOLDINGS	13215 BEE CAVE PARKWAY	82-2770302	
	AUSTIN, TX 78738		
RAISA II HOLDINGS, LLC	1560 BROADWAY ST, STE 2050	81-2101327	
	DENVER, CO 80202		
ROYAL HOLLY ENERGY, LLC	17521 US HWY 69 S, STE 100	37-1844896	
	TYLER, TX 75703		
SILVERBACK EXPLORATION II	19707 1H-10 WEST, STE 203	82-1786147	
	SAN ANTONIO, TX 78257		
STAGHORN PETROLEUM	1 WEST THIRD ST, STE 1000	82-1687819	

TULSA, OK 74103

FORM 8865	AFFILIATION SCHEDULE		STATEMENT 6
NAME	ADDRESS	IDENTIFYING NUMBER	CK TOTAL IF ORDINARY FOR- INCOME EIGN OR (LOSS) P'SH
OAKTREE OPPS FUND VIII DEL	333 S GRAND AVE, 28TH FL	27-0815724	
OCM LUXEMBOURG OPPS	LOS ANGELES, CA 90071 26A, BOULEVARD ROYAL	98-0647913	Х
OCM NETHERLANDS GLOBAL OPP	LUXEMBOURG, GERMANY L-2449 JAN VAN GOYENKADE 8	98-0574708	Х
OCM LOAN OPPS RESERVE I BV	AMSTERDAM, NETHERLANDS JAN VAN GOYENKADE 8	98-0665362	Х
OCM OCEANIA LOAN HOLDINGS	AMSTERDAM, NETHERLANDS 190 ELGIN AVE, GEORGE TOWN	98-0663324	Х
OPPS LY HOLDINGS, LP	GRAND CAYMAN, CAYMAN ISLAN 333 S GRAND AVE, 28TH FL LOS ANGELES, CA 90071	27-1570237	_
OPPS LBBV HOLDINGS, LP	333 S GRAND AVE, 28TH FL	27-1570274	
	LOS ANGELES, CA 90071 BRAEMAR COURT, DEIGHTON RD	98-0704557	
DP AUTO HOLDINGS, LP	ST. MICHAEL, BARBADOS 1401 333 S GRAND AVE, 28TH FL LOS ANGELES, CA 90071	45-1565651	
-	333 S GRAND AVE, 28TH FL LOS ANGELES, CA 90071	45-1968236	
	333 S GRAND AVE, 28TH FL LOS ANGELES, CA 90071		
STORE HOLDING COMPANY, INC	8501 E PRINCESS DR, STE 190 SCOTTSDALE, AZ 85255	45-22//081	
OCM OPPS ALS HOLDINGS, LP	333 S GRAND AVE, 28TH FL	27-2015340	
	LOS ANGELES, CA 90071 333 S GRAND AVE, 28TH FL	90-0916092	
	LOS ANGELES, CA 90071 333 S GRAND AVE, 28TH FL	37-1653451	
	LOS ANGELES, CA 90071 333 S GRAND AVE, 28TH FL	36-4713315	
-	LOS ANGELES, CA 90071 333 S GRAND AVE, 28TH FL	45-2485927	
OCM OPPS C3	LOS ANGELES, CA 90071 333 S GRAND AVE, 28TH FL	80-0875073	
HOLDINGS, LLC	LOS ANGELES, CA 90071		

VMI FOUNDATION, INC.			54-0505966
OCM OZU HOLDINGS PT, B.V.	JAN VAN GOYENKADE 8	98-1046569	Х
OCM OZU HOLDINGS PT, LTD	AMSTERDAM, NETHERLANDS 190 ELGIN AVE, GEORGE TOWN	98-1046266	X
CENTE	GRAND CAYMAN, CAYMAN ISLAN 475 S GRAND CENTRAL PKWY	80-0710179	
OAKTREE NETHERLANDS ENT TO	LAS VEGAS, NV 89106 JAN VAN GOYENKADE 8	98-1089132	
	AMSTERDAM, NETHERLANDS 190 ELGIN AVE, GEORGE TOWN	98-1086145	x
NORMANDY HOLDINGS GP PT,LP	GRAND CAYMAN, CAYMAN ISLAN 333 S GRAND AVE, 28TH FL	30-0704438	
OCM TMM HOLDINGS II,	LOS ANGELES, CA 90071 190 ELGIN AVE, GEORGE TOWN	98-1102272	х
	GRAND CAYMAN, CAYMAN ISLAN 333 S GRAND AVE, 28TH FL	90-0916474	
OCM LUXEMBOURG FRENCH LEIS	LOS ANGELES, CA 90071 26A, BOULEVARD ROYAL	00-000000	х
OPPS MARINE HOLDINGS	LUXEMBOURG, GERMANY L-2449 190 ELGIN AVE, GEORGE TOWN	98-1150126	x
OAKTREE DRY BULK HOLDINGS	GRAND CAYMAN, CAYMAN ISLAN 333 S GRAND AVE, 28TH FL	98-1182849	
	LOS ANGELES, CA 90071 190 ELGIN AVE, GEORGE TOWN GRAND CAYMAN, CAYMAN ISLAN		х
DC RESIDENTIAL LOAN ACQ	333 S GRAND AVE, 28TH FL	46-0696525	
JAPAN LOANS OPPS BV	LOS ANGELES, CA 90071 PRINS BERNHARDPLEIN 200 AMSTERDAM, NETHERLANDS 109	98-0611521	X
OCM OPPS MTIV HOLDINGS,LLC	333 S GRAND AVE, 28TH FL	46-5498847	
OAKTREE OPPS X RESERVE 6	LOS ANGELES, CA 90071 333 S GRAND AVE, 28TH FL	81-3154851	
	LOS ANGELES, CA 90071		

FORM 8865	AFFILIATION SCHEDULE		STATEMENT 7
NAME	ADDRESS	IDENTIFYING NUMBER	CK TOTAL IF ORDINARY FOR- INCOME EIGN OR (LOSS) P'SH
GCA MASTER FUND OPPS	333 S GRAND AVE, 28TH FL	47-1558277	
GCA OPPS IX PT, LP	LOS ANGELES, CA 90071 333 S GRAND AVE, 28TH FL LAS VEGAS, CA 90071	90-1035050	
GENESIS CAPITAL MORTGAGE	21650 OXNARD ST, SUIT 1700	46-4348498	
	WOODLAND HILLS, CA 91367 333 S GRAND AVE, 28TH FL	47-1293531	
MARBLEHEAD JOINT VENTURE	LOS ANGELES, CA 90071 301 COMMERCE ST SUITE 3300	46-5284469	
OCM ABC FARMS HOLDINGS, LP	FORT WORTH, TX 76102 333 S GRAND AVE, 28TH FL	81-3916882	
OCM CHARGER HOLDINGS, LP	LOS ANGELES, CA 90071 333 S GRAND AVE, 28TH FL	81-3472983	
	LOS ANGELES, CA 90071 333 S GRAND AVE, 28TH FL	46-4917307	
OCM GCA MASTER FUND HOLD	LOS ANGELES, CA 90071 333 S GRAND AVE, 28TH FL	47-1526169	
OCM PERMIAN HOLDINGS, LP	LOS ANGELES, CA 90071 333 S GRAND AVE, 28TH FL	81-2063288	
OCM SLNE HOLDINGS, LLC	LOS ANGELES, CA 90071 333 S GRAND AVE, 28TH FL	46-5015355	
OCM SOURCE HOLDINGS,	LOS ANGELES, CA 90071 333 S GRAND AVE, 28TH FL	82-0998502	
	LOS ANGELES, CA 90071 333 S GRAND AVE, 28TH FL	46-4916427	
	LOS ANGELES, CA 90071 333 S GRAND AVE, 28TH FL	47-2556065	
PT, LP	LOS ANGELES, CA 90071 333 S GRAND AVE, 28TH FL	47-2153730	
OPPS HARC HOLDINGS PT, LP	LOS ANGELES, CA 90071 333 S GRAND AVE, 28TH FL	81-5470794	
OPPS IX ABC FARMS HOLDINGS	LOS ANGELES, CA 90071 333 S GRAND AVE, 28TH FL	81-3947428	
	LOS ANGELES, CA 90071		

VMI FOUNDATION, INC.		
HOLDINGS	333 S GRAND AVE, 28TH FL	81-3497276
OPPS IX DTSD BRIDGE HOLD	LOS ANGELES, CA 90071 333 S GRAND AVE, 28TH FL	36-4775399
OPPS IX GRANITE REO	LOS ANGELES, CA 90071 333 S GRAND AVE, 28TH FL	47-1293452
-	LOS ANGELES, CA 90071 333 S GRAND AVE, 28TH FL	80-0961328
	LOS ANGELES, CA 90071 333 S GRAND AVE, 28TH FL	47-3701387
OPPS IX PERMIAN HOLDINGS	LOS ANGELES, CA 90071 333 S GRAND AVE, 28TH FL	47-4830557
	LOS ANGELES, CA 90071 333 S GRAND AVE, 28TH FL	90-1035054
OPPS IX SALEM	LOS ANGELES, CA 90071 333 S GRAND AVE, 28TH FL	47-3395314
OPPS IX SAN CLEMENTE	LOS ANGELES, CA 90071 333 S GRAND AVE, 28TH FL	46-4873304
OPPS IX SLATE REO	LOS ANGELES, CA 90071 333 S GRAND AVE, 28TH FL	90-1035695
OPPS IX SLNE	LOS ANGELES, CA 90071 333 S GRAND AVE, 28TH FL	46-5092316
OPPS IX SOURCE	LOS ANGELES, CA 90071 333 S GRAND AVE, 28TH FL	82-1009311
HOLDINGS PT ORES HOLDCO	LOS ANGELES, CA 90071 251 LITTLE FALLS DRIVE	46-5262203
2014-LV3, LLC PACIFIC POINT	WILMINGTON, DE 19808 4900 N. SCOTTSDALE ROAD	47-3854692
DEVELOPMENT PACIFIC POINT GRAND	SCOTTSDALE, AZ 85251 333 S GRAND AVE, 28TH FL	47-3709175
	LOS ANGELES, CA 90071 333 S GRAND AVE, 28TH FL	81-4247741
	LOS ANGELES, CA 90071 333 S GRAND AVE, 28TH FL	80-0967149
PARTNER	LOS ANGELES, CA 90071 4675 MACARTHUR CT STE 1550	
SABAL MERCURY, LLC	NEWPORT BEACH, CA 92660 4675 MACARTHUR CT STE 1550	
	NEWPORT BEACH, CA 92660 333 S GRAND AVE, 28TH FL	46-4870306
	LOS ANGELES, CA 90071	

SLATE REO GRAND AVE 333 S GRAND AVE, 28TH FL 80-0967159

PARTNE

LOS ANGELES, CA 90071

VERITAS AUTOFINANCE, 251 LITTLE FALLS DRIVE 46-4924991

LLC

WILMINGTON, DE 19808

FORM 8865	AFFILIATION SCHEDULE		STATEMENT	8 1
NAME	ADDRESS	IDENTIFYING NUMBER	TOTAL ORDINARY INCOME OR (LOSS)	EIGN
HIG EUROPE - WERU,	309GT UGLAND HOUSE	98-1151125		Х
HIG EUROPE - KINDOF LTD	GEORGE TOWN, GRAND CAYMAN, R, 309GT UGLAND HOUSE	98-1158733		Х
HIG EUROPE - ESTRO, LTD.	GEORGE TOWN, GRAND CAYMAN, 309GT UGLAND HOUSE			Х
	GEORGE TOWN, GRAND CAYMAN, 5, 309GT UGLAND HOUSE			X
HIG EUROPE - AVIAPARTNER	GEORGE TOWN, GRAND CAYMAN, 309GT UGLAND HOUSE			X
	GEORGE TOWN, GRAND CAYMAN, E, 309GT UGLAND HOUSE	, 98-1132929		X
	GEORGE TOWN, GRAND CAYMAN, 309GT UGLAND HOUSE			X
	GEORGE TOWN, GRAND CAYMAN, 309GT UGLAND HOUSE	, 98-1228082		X
HIG EUROPE -	GEORGE TOWN, GRAND CAYMAN, 309GT UGLAND HOUSE	, 98-1280569		X
-	GEORGE TOWN, GRAND CAYMAN, 309GT UGLAND HOUSE	, 98-1342510		
-	GEORGE TOWN, GRAND CAYMAN, 309GT UGLAND HOUSE	, 98-1342495		Х
LTD HIG_EUROPE -	GEORGE TOWN, GRAND CAYMAN, 309GT UGLAND HOUSE	, 98-1281495		Х
-	GEORGE TOWN, GRAND CAYMAN, 309GT UGLAND HOUSE	, 98-1366621		х
-	GEORGE TOWN, GRAND CAYMAN, 309GT UGLAND HOUSE	, 98-1366619		Х
LTD HIG EUROPE -	GEORGE TOWN, GRAND CAYMAN, 309GT UGLAND HOUSE	, 98-1342493		X
INFINIGATE HIG EUROPE -	GEORGE TOWN, GRAND CAYMAN, 309GT UGLAND HOUSE	, 98-1335137		X
NEPTUNE, LTD HIG EUROPE - SLPA,	GEORGE TOWN, GRAND CAYMAN, 309GT UGLAND HOUSE	, 98-1382026		Х
LTD	GEORGE TOWN, GRAND CAYMAN,	,		X

HIG LIONBRIDGE, LLC 1450 BRICKELL AVENUE 81-5290877 MIAMI, FL 33131

Department of the Treasury Internal Revenue Service

Return by a U.S. Transferor of Property to a Foreign Corporation ▶ Go to www.irs.gov/Form926 for instructions and the latest information.

OMB	No.	1545-0026	

► Attach to your income tax return for the year of the transfer or distribution.

Attachment Sequence No. **128**

Part I U.S. Transferor Information (see instructions)			
Name of transferor		Identifying nu	mber (see instructions)
VMI FOUNDATION, INC.		54-050	5966
1 If the transferor was a corporation, complete questions 1a through 1d.			
a If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 36	68(c)) by 5 or		
fewer domestic corporations?		Yes	x X No
b Did the transferor remain in existence after the transfer?			s No
If not, list the controlling shareholder(s) and their identifying number(s).			
	1		
Controlling shareholder		Identifying numb	er
	+		
	_		_
c If the transferor was a member of an affiliated group filing a consolidated return, was it the parer	nt corporation?	Yes	x X No
If not, list the name and employer identification number (EIN) of the parent corporation.			
Name of parent corporation	EII	N of parent corpo	ration
d Have basis adjustments under section 367(a)(5) been made?		Yes	X No
2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated a questions 2a through 2d.	as such under s	ection 367), comp	lete
a List the name and EIN of the transferor's partnership.			
a List the name and Lin of the transferor's partnership.			
Name of partnership		EIN of partnersh	ip
ATALAYA ASSET INCOME FUND III LP	81-240	00613	
b Did the partner pick up its pro rata share of gain on the transfer of partnership assets?		X Yes	s No
c Is the partner disposing of its entire interest in the partnership?		Yes	x X No
d Is the partner disposing of an interest in a limited partnership that is regularly traded on an estat	blished		
securities market?		Yes	x X No
Part II Transferee Foreign Corporation Information (see instructions)			
3 Name of transferee (foreign corporation)		4a Identifying nu	mber, if any
ACM FREEDOM III (CAYMAN) LP		81-359015	
5 Address (including country) C/O WALKERS CO. LTD, CAYMAN CORP CENTRE, 27 HOSPITA GEORGE TOWN, GRAND CAYMAN KY1-9009 CAYMAN ISLANDS	I	4b Reference ID r	number
6 Country code of country of incorporation or organization CJ			
7 Foreign law characterization (see instructions) CORPORATION			
8 Is the transferee foreign corporation a controlled foreign corporation?		X Yes	s No
HA For Paperwork Reduction Act Notice, see separate instructions.			26 (Rev. 12-2017

Did the transferor transfer stock or securities subject to section 367(a) with respect to which a gain

* If property listed in this section is subject to depreciation recapture or branch loss recapture, see instructions.

recognition agreemen	nt was filed?				Yes No		
Section B - Property qualifying for Active Trade or Business exception under Regs. sec. 1.367(a)-2(a)(2)(i) and (ii)							
Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer*		
Tangible property							
(not listed under							
another category)							
Working interest in							
oil and gas property							
(as described in							
Regs. sec.							
1.367(a)-2(b)(2)							
and (f))							
Financial asset (as							
described in Regs.							
sec. 1.367(a)-							
2(b)(3))							
Certain tangible							
property to be							
leased (see Regs.							
sec. 1.367(a)-2(e))							
Totals							

Form 926 (Rev. 12-2017)

Form 926 (Rev. 12-2017) VMI FOUNDATION, INC. 54-0505966 Page 3 Section C - Property not qualifying for Active Trade or Business exception (other than intangible property subject to section 367(d))

Type of property	(a) Date of transfer	(b) Description of property		(c) narket value on e of transfer	(d) Cost or other basis		(e) recognized on transfer*
Inventory							
						+	
Installment						_	
obligations, etc. (as						_	
described in Regs.							
sec. 1.367(a)-							
2(c)(2))						-	
Nonfunctional							
currency, etc. (as							
described in Regs.							
sec. 1.367(a)-							
2(c)(3))							
Certain leased							
tangible property							
(as described in							
Regs. sec.							
1.367(a)-2(c)(4))							
Ocatain amanastr.							
Certain property							
to be retransferred							
(see Regs. sec.							
1.367(a)-2(g))							
Property described							
in Regs. sec.							
1.6038B-1(c)(4)(iv)							
Property described							
in Regs. sec.							
1.6038B-1(c)(4)(vii)							
Totals						+	
	tion is subject to der	reciation recapture or branch	loce roc	anturo soo instr	uctions		
		ify for the trade or business ex				Yes	No
	•	•	•			163	NO
		ed to recognize income under	illai aliu	remporary nego	liations		
sections 1.367(a)-2 thr							N
a Transfer of property su		(a)(1) gain recognition				Yes	
b Depreciation recapture						Yes	
c Branch loss recapture						Yes	s L No
		ount of foreign branch loss rec	-	• \$		·	
If the answer to line 12	2a, 12b, 12c, or 12e i	ntained in the above-reference is "Yes," see instructions for ir ired To Be Reported section b	formatic		ncluded in	Yes	s L No
Section D - Intangible	property under	r Regs. sec. 1.367(a)-1(d)(5)				
Type of	(a)	(b)	(c)	(d)	(e)		(f)
property	Date of	Description of	Useful	Arm's length pr	ice Cost or other		me inclusion for
	transfer	property	life	on date of trans	sfer basis	ye	ear of transfer
Property described							
in sec. 936(h)(3)(B)							
Property subject							
to sec. 367(d)						-	
pursuant to Regs.							
sec. 1.367(a)-1(b)(5)						-	
Totals				<u> </u>			

Form 926 (Rev. 12-2017) Page 4 13 a Did the transferor transfer property described in section 936(h)(3)(B) (not including section 1221(a)(3) property or a working interest in oil and gas property)? b If the answer to line 13a is "Yes," enter the total amount included in income under section 367(d), if any, for the transfer of all such property on the income tax return for the year of the 14 a Did the transferor apply section 367(d) to a transfer of any property pursuant to Regulations section Yes No 1.367(a)·1(b)(5)? b If the answer to line 14a is "Yes," enter the total amount included in income under section 367(d), if any, for the transfer of all such property on the income tax return for the year of the transfer > \$ c If the answer to line 14a is "No," did the transferor transfer any property for which it could have applied section 367(d) pursuant to Regulations section 1.367(a)·1(b)(5) but did not? Yes No d If the answer to line 14c is "Yes," enter the total amount of gain recognized, if any, under section 367(a)(1) on the transfer of all such property on the income tax return for the year of the transfer > \$ 15 a Did the transferor transfer any intangible property that, at the time of the transfer, had a useful life Yes No reasonably anticipated to exceed twenty years? **b** At the time of the transfer, did any of the transferred intangible property have an indefinite useful life? Did the transferor choose to apply the 20-year inclusion period provided under Regulations section 1.367(d)-1(c)(3)(ii) for any intangible property? **d** If the answer to line 15c is "Yes," enter the total estimated anticipated income or cost reduction attributable to the intangible property's, or properties', as applicable, use(s) beyond the 20-year period described in Regulations section 1.367(d)-1(c)(3)(ii) Was any intangible property transferred considered or anticipated to be, at the time of the transfer or at any time thereafter, a platform contribution as defined in Regulations section 1.482-7(c)(1)? Supplemental Part III Information Required To Be Reported (see instructions) Part IV Additional Information Regarding Transfer of Property (see instructions) Enter the transferor's interest in the foreign transferee corporation before and after the transfer. 17 (a) Before . 706 % (b) After . 706 % Type of nonrecognition transaction (see instructions) \blacktriangleright IRC SECTION 351 18 Indicate whether any transfer reported in Part III is subject to any of the following. 19 a Gain recognition under section 904(f)(3) X No Yes Gain recognition under section 904(f)(5)(F) X No Recapture under section 1503(d) Yes X No Exchange gain under section 987 Yes Did this transfer result from a change in entity classification? Yes X No 21 a Did a domestic corporation make a distribution of property covered by section 367(e)(2) (see instructions)? Yes

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b Enter the total amount of gain or loss recognized pursuant to Regulations section 1.367(e)-2(b) ▶\$

property was used in the conduct of U.S. trade or business under Regulations section 1.367(e)-2(b)(2)?

Did the domestic corporation not recognize gain or loss on the distribution of property because the

If "Yes," complete lines 21b and 21c.

(Rev. December 2017) Department of the Treasury Internal Revenue Service

Return by a U.S. Transferor of Property to a Foreign Corporation ▶ Go to www.irs.gov/Form926 for instructions and the latest information.

OMB No.	1545-0026	

▶ Attach to your income tax return for the year of the transfer or distribution.

Attachment Sequence No. **128**

Part I U.S. Transferor Information (see instructions)			
Name of transferor		Identifying numb	er (see instructions)
VMI FOUNDATION, INC.		54-0505	966
1 If the transferor was a corporation, complete questions 1a through 1d.		•	
a If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 36	68(c)) by 5 or		
fewer domestic corporations?		Yes	X No
b Did the transferor remain in existence after the transfer?			No
If not, list the controlling shareholder(s) and their identifying number(s).		···········	
	1		
Controlling shareholder		Identifying number	
c If the transferor was a member of an affiliated group filing a consolidated return, was it the parer	nt corporation?	Yes	X No
If not, list the name and employer identification number (EIN) of the parent corporation.			
Name of parent corporation		N of parent corporat	ion
d Have basis adjustments under section 367(a)(5) been made?		Yes	X No
2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated a questions 2a through 2d.	as such under s	ection 367), complet	е
a List the name and EIN of the transferor's partnership.			
a List the name and Lin of the transferor's partnership.			
Name of partnership		EIN of partnership	
ADVENT INTERNATIONAL GPE VIII-C LP	81-116	55415	
b Did the partner pick up its pro rata share of gain on the transfer of partnership assets?		X Yes	☐ No
c Is the partner disposing of its entire interest in the partnership?		Yes	X No
d Is the partner disposing of an interest in a limited partnership that is regularly traded on an estab	blished		
securities market?		Yes	X No
Part II Transferee Foreign Corporation Information (see instructions)			
3 Name of transferee (foreign corporation)		4a Identifying numb	er , if any
GPE VIII-C CCC (CAYMAN) LIMITED		98-1354361	
5 Address (including country) C/O MAPLES AND CALDER, PO BOX 309, UGLAND HOUSE, SO GEORGE TOWN, GRAND CAYMAN KY1-1104 CAYMAN ISLANDS	I	4b Reference ID nun	nber
6 Country code of country of incorporation or organization CJ	•		
7 Foreign law characterization (see instructions) CORPORATION			
8 Is the transferee foreign corporation a controlled foreign corporation?		X Yes	□ No
I HA For Paperwork Reduction Act Notice, see separate instructions.			Rev. 12-2017

Form 926 (Rev. 12-2017) V	MI FOUNDATI	ON, INC.		54-	0505966 Page 2
Part III Information	Regarding Trans	sfer of Property (see in	nstructions)		
Section A - Cash, Sto	ck, and Securitie	es			
Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	04/27/2017		184,255.		
Stock and securities (other than those that qualify as eligible property under Regs. sec. 1.367(a)-2(b)(3))					
	sfer stock or securitie	o to Part IV. s subject to section 367(a)	with respect to which a gain		X Yes No
Section B - Property	qualifying for Act	tive Trade or Busines	ss exception under Re	egs. sec. 1.367(a)	-2(a)(2)(i) and (ii)
Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer*
Tangible property					
(not listed under					
another category)					
Working interest in					
oil and gas property					
(as described in					
Regs. sec.					
1.367(a)-2(b)(2)					
and (f))					
Financial asset (as					
described in Regs.					
sec. 1.367(a)-					
2(b)(3))					
Certain tangible					
property to be					

* If property listed in this section is subject to depreciation recapture or branch loss recapture, see instructions.

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leased (see Regs. sec. 1.367(a)-2(e))

Totals

to section 367(d))

Type of property	(a) Date of transfer	(b) Description of property		(c) arket value on e of transfer	(d) Cost or other basis		(e) ecognized on transfer*
Inventory						<u> </u>	
In a tall as a set						+	
Installment						+	
obligations, etc. (as						+	
described in Regs.						+	
sec. 1.367(a)-						+	
2(c)(2)) Nonfunctional						+	
						+	
currency, etc. (as described in Regs.						+	
						+	
sec. 1.367(a)-						+	
2(c)(3)) Certain leased						+	
						+	
tangible property						+	
(as described in						+	
Regs. sec.						+	
1.367(a)-2(c)(4))						+	
Certain property						+	
to be retransferred						+	
(see Regs. sec.						+	
1.367(a)-2(g))						+	
Property described						+	
in Regs. sec.						+	
1.6038B-1(c)(4)(iv)						+	
Property described						+	
in Regs. sec.						+	
1.6038B-1(c)(4)(vii)						+	
Totals						+	
	tion is subject to der	preciation recapture or branch	loce roc	antura saa instru	ections		
		fy for the trade or business ex		•	7(0)(2)2	Yes	No
	· · · · · · · · · · · · · · · · · · ·	ed to recognize income under t	-			165	NO
sections 1.367(a)-2 three			iliai ailu	remporary nego	iations		
a Transfer of property su		(a)(d) arain wasannitian				Yes	No
b Depreciation recapture	-					Yes	☐ No
_ `						Yes	No No
•		ount of foreign branch loss rec		. .		165	NO
		ntained in the above-reference	-		_	Yes	☐ No
If the answer to line 12	2a, 12b, 12c, or 12e i	s "Yes," see instructions for in	nformatio	n that must be in	cluded in	163	140
the Supplemental Part	III Information Requi	ired To Be Reported section b	elow.				
	property under	Regs. sec. 1.367(a)-1(d)(5)	Г			
Type of	(a)	(b)	(c)	(d)	(e)		(f)
property	Date of transfer	Description of property	life	Arm's length pri			ne inclusion for ar of transfer
	transion	property		or date or trains	54010	1 ,00	
Property described							
in sec. 936(h)(3)(B)							
111 300. 300(1)(0)(D)							
Property subject						+	
to sec. 367(d)						+	
pursuant to Regs.			<u> </u>			+	
sec. 1.367(a)-1(b)(5)						+	
555. 1.567 (a) 1(b)(b)						_	
Totals							

724533 12-28-17

Form 926 (Rev. 12-2017)

Form 926 (Rev. 12-2017) Page 4 13 a Did the transferor transfer property described in section 936(h)(3)(B) (not including section 1221(a)(3) property or a working interest in oil and gas property)? b If the answer to line 13a is "Yes," enter the total amount included in income under section 367(d), if any, for the transfer of all such property on the income tax return for the year of the 14 a Did the transferor apply section 367(d) to a transfer of any property pursuant to Regulations section Yes No 1.367(a)·1(b)(5)? b If the answer to line 14a is "Yes," enter the total amount included in income under section 367(d), if any, for the transfer of all such property on the income tax return for the year of the transfer > \$ c If the answer to line 14a is "No," did the transferor transfer any property for which it could have applied section 367(d) pursuant to Regulations section 1.367(a)·1(b)(5) but did not? Yes No d If the answer to line 14c is "Yes," enter the total amount of gain recognized, if any, under section 367(a)(1) on the transfer of all such property on the income tax return for the year of the transfer > \$ 15 a Did the transferor transfer any intangible property that, at the time of the transfer, had a useful life Yes No reasonably anticipated to exceed twenty years? **b** At the time of the transfer, did any of the transferred intangible property have an indefinite useful life? Did the transferor choose to apply the 20-year inclusion period provided under Regulations section 1.367(d)-1(c)(3)(ii) for any intangible property? **d** If the answer to line 15c is "Yes," enter the total estimated anticipated income or cost reduction attributable to the intangible property's, or properties', as applicable, use(s) beyond the 20-year period described in Regulations section 1.367(d)-1(c)(3)(ii) Was any intangible property transferred considered or anticipated to be, at the time of the transfer or at any time thereafter, a platform contribution as defined in Regulations section 1.482-7(c)(1)? Supplemental Part III Information Required To Be Reported (see instructions) Part IV Additional Information Regarding Transfer of Property (see instructions) Enter the transferor's interest in the foreign transferee corporation before and after the transfer. 17 (a) Before .000 % (b) After .726 % Type of nonrecognition transaction (see instructions) \blacktriangleright IRC SECTION 351 18 Indicate whether any transfer reported in Part III is subject to any of the following. 19 a Gain recognition under section 904(f)(3) X No Yes Gain recognition under section 904(f)(5)(F) X No Recapture under section 1503(d) Yes X No Exchange gain under section 987 Yes Did this transfer result from a change in entity classification? Yes X No 21 a Did a domestic corporation make a distribution of property covered by section 367(e)(2) (see instructions)? Yes If "Yes," complete lines 21b and 21c.

Form 926 (Rev. 12-2017)

b Enter the total amount of gain or loss recognized pursuant to Regulations section 1.367(e)-2(b) ▶\$

property was used in the conduct of U.S. trade or business under Regulations section 1.367(e)-2(b)(2)?

Did the domestic corporation not recognize gain or loss on the distribution of property because the

(Rev. December 2017) Department of the Treasury Internal Revenue Service

Return by a U.S. Transferor of Property to a Foreign Corporation

▶ Go

► Go to www.irs.gov/Form926 for instructions and the latest information.	Δ
► Attach to your income tax return for the year of the transfer or distribution.	S

OMB No. 1545-0026 Attachment Sequence No. **128**

Attach to your income tax return for the year of the transfer or distrib	oution. Sequence No. 120
Part I U.S. Transferor Information (see instructions)	
Name of transferor	Identifying number (see instructions)
VMI FOUNDATION, INC.	F4 0505066
	54-0505966
1 If the transferor was a corporation, complete questions 1a through 1d.	. 5
a If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by	
fewer domestic corporations? b Did the transferor remain in existence after the transfer?	
If not, list the controlling shareholder(s) and their identifying number(s).	
Controlling shareholder	Identifying number
c If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corpo	ration? Yes X No
If not, list the name and employer identification number (EIN) of the parent corporation.	
Name of parent corporation	EIN of parent corporation
d Have basis adjustments under section 367(a)(5) been made?	Yes X No
4 1.2.0 2.2.0 2.3.2.0 2.0	
2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such	under section 367), complete
questions 2a through 2d.	
a List the name and EIN of the transferor's partnership.	
Name of partnership	EIN of partnership
The state of partial strong	
ADVENT INTERNATIONAL GPE VIII-C LP 81	-1165415
	[##] []
b Did the partner pick up its pro rata snare of gain on the transfer of partnership assets? c Is the partner disposing of its entire interest in the partnership?	X Yes No
d Is the partner disposing of an interest in a limited partnership that is regularly traded on an established	les NO
securities market?	Yes X No
Part II Transferee Foreign Corporation Information (see instructions)	
3 Name of transferee (foreign corporation)	4a Identifying number, if any
GPE VIII-C ROBIN (CAYMAN) LIMITED	98-1336959
5 Address (including country)	4b Reference ID number
C/O MAPLES AND CALDER, PO BOX 309, UGLAND HOUSE, SOUTH	
GEORGE TOWN, GRAND CAYMAN KY1-1104 CAYMAN ISLANDS	
6 Country code of country of incorporation or organization CJ	
7 Foreign law characterization (see instructions)	
CORPORATION	
8 Is the transferee foreign corporation a controlled foreign corporation?	X Yes No
LHA For Paperwork Reduction Act Notice, see separate instructions.	Form 926 (Rev. 12-2017

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	12/31/2017		119,307.		
Stock and securities (other than those that qualify as eligible property under Regs. sec. 1.367(a)-2(b)(3))					
Q Was each the only or				Г	Y Vac No

1.36	7(a)-2(b)(3))					
9	Was cash the only pro	 go to Part IV.		[X Yes	☐ No
10	Did the transferor trans	es subject to section 367(a) wit	th respect to which a gai	in [Yes	☐ No

Section B - Property qualifying for Active Trade or Business exception under Regs. sec. 1.367(a)-2(a)(2)(i) and (ii)								
Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer*			
Tangible property (not listed under another category)								
Working interest in oil and gas property (as described in Regs. sec.								
1.367(a)-2(b)(2) and (f))								
Financial asset (as described in Regs. sec. 1.367(a)- 2(b)(3))								
Certain tangible property to be leased (see Regs.								
<u>sec. 1.367(a)-2(e))</u> Totals								

^{*} If property listed in this section is subject to depreciation recapture or branch loss recapture, see instructions.

Form 926 (Rev. 12-2017)

Section C - Property not qualifying for Active Trade or Business exception (other than intangible property subject to section 367(d))

Type of property	(a) Date of transfer	(b) Description of property		(c) arket value on e of transfer	(d) Cost or other basis		(e) ecognized on transfer*
Inventory						<u> </u>	
In a tall as a set						+	
Installment						+	
obligations, etc. (as						+	
described in Regs.						+	
sec. 1.367(a)-						+	
2(c)(2)) Nonfunctional						+	
						+	
currency, etc. (as described in Regs.						+	
						+	
sec. 1.367(a)-						+	
2(c)(3)) Certain leased						+	
						+	
tangible property						+	
(as described in						+	
Regs. sec.						+	
1.367(a)-2(c)(4))						+	
Certain property						+	
to be retransferred						+	
(see Regs. sec.						+	
1.367(a)-2(g))						+	
Property described						+	
in Regs. sec.						+	
1.6038B-1(c)(4)(iv)						+	
Property described						+	
in Regs. sec.						+	
1.6038B-1(c)(4)(vii)						+	
Totals						+	
	tion is subject to der	preciation recapture or branch	loce roc	antura saa instru	ections		
		fy for the trade or business ex		•	7(0)(2)2	Yes	No
	· · · · · · · · · · · · · · · · · · ·	ed to recognize income under t	-			165	NO
sections 1.367(a)-2 three			iliai aliu	remporary nego	iations		
a Transfer of property su		(a)(d) arain wasannitian				Yes	No
b Depreciation recapture	-					Yes	☐ No
_ `						Yes	No No
•		ount of foreign branch loss rec		. .		165	NO
		ntained in the above-reference	-		_	Yes	☐ No
If the answer to line 12	2a, 12b, 12c, or 12e i	s "Yes," see instructions for in	nformatio	n that must be in	cluded in	163	140
the Supplemental Part	III Information Requi	ired To Be Reported section b	elow.				
	property under	Regs. sec. 1.367(a)-1(d)(5)	Г			
Type of	(a)	(b)	(c)	(d)	(e)		(f)
property	Date of transfer	Description of property	life	Arm's length pri			ne inclusion for ar of transfer
	transion	property		or date or trains	54010	1 ,00	
Property described							
in sec. 936(h)(3)(B)							
111 300. 300(1)(0)(D)							
Property subject						+	
to sec. 367(d)						+	
pursuant to Regs.			<u> </u>			+	
sec. 1.367(a)-1(b)(5)						+	
555. 1.567 (a) 1(b)(b)						_	
Totals							

724533 12-28-17

Form 926 (Rev. 12-2017)

Form 926 (Rev. 12-2017) Page 4 13 a Did the transferor transfer property described in section 936(h)(3)(B) (not including section 1221(a)(3) property or a working interest in oil and gas property)? b If the answer to line 13a is "Yes," enter the total amount included in income under section 367(d), if any, for the transfer of all such property on the income tax return for the year of the 14 a Did the transferor apply section 367(d) to a transfer of any property pursuant to Regulations section Yes No 1.367(a)·1(b)(5)? b If the answer to line 14a is "Yes," enter the total amount included in income under section 367(d), if any, for the transfer of all such property on the income tax return for the year of the transfer > \$ c If the answer to line 14a is "No," did the transferor transfer any property for which it could have applied section 367(d) pursuant to Regulations section 1.367(a)·1(b)(5) but did not? Yes No d If the answer to line 14c is "Yes," enter the total amount of gain recognized, if any, under section 367(a)(1) on the transfer of all such property on the income tax return for the year of the transfer > \$ 15 a Did the transferor transfer any intangible property that, at the time of the transfer, had a useful life Yes No reasonably anticipated to exceed twenty years? **b** At the time of the transfer, did any of the transferred intangible property have an indefinite useful life? Did the transferor choose to apply the 20-year inclusion period provided under Regulations section 1.367(d)-1(c)(3)(ii) for any intangible property? **d** If the answer to line 15c is "Yes," enter the total estimated anticipated income or cost reduction attributable to the intangible property's, or properties', as applicable, use(s) beyond the 20-year period described in Regulations section 1.367(d)-1(c)(3)(ii) Was any intangible property transferred considered or anticipated to be, at the time of the transfer or at any time thereafter, a platform contribution as defined in Regulations section 1.482-7(c)(1)? Supplemental Part III Information Required To Be Reported (see instructions) Part IV Additional Information Regarding Transfer of Property (see instructions) Enter the transferor's interest in the foreign transferee corporation before and after the transfer. 17 (a) Before .000 % (b) After .726 % Type of nonrecognition transaction (see instructions) \blacktriangleright IRC SECTION 351 18 Indicate whether any transfer reported in Part III is subject to any of the following. 19 a Gain recognition under section 904(f)(3) X No Yes Gain recognition under section 904(f)(5)(F) X No Recapture under section 1503(d) Yes X No Exchange gain under section 987 Yes Did this transfer result from a change in entity classification? Yes X No 21 a Did a domestic corporation make a distribution of property covered by section 367(e)(2) (see instructions)? Yes If "Yes," complete lines 21b and 21c.

Form 926 (Rev. 12-2017)

b Enter the total amount of gain or loss recognized pursuant to Regulations section 1.367(e)-2(b) ▶\$

property was used in the conduct of U.S. trade or business under Regulations section 1.367(e)-2(b)(2)?

Did the domestic corporation not recognize gain or loss on the distribution of property because the

Department of the Treasury Internal Revenue Service

Return by a U.S. Transferor of Property to a Foreign Corporation ▶ Go to www.irs.gov/Form926 for instructions and the latest information.

OMB No.	1545-0026

► Attach to your income tax return for the year of the transfer or distribution.

Attachment Sequence No. **128**

Part I U.S. Transferor Information (see instructions)			
Name of transferor		Identifying number	er (see instructions)
VMI FOUNDATION, INC.		54-05059	966
1 If the transferor was a corporation, complete questions 1a through 1d.		_	
a If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section	368(c)) by 5 or		
fewer domestic corporations?		Yes	X No
b Did the transferor remain in existence after the transfer?			No
If not, list the controlling shareholder(s) and their identifying number(s).			
Controlling shareholder	Ide	entifying number	
c If the transferor was a member of an affiliated group filing a consolidated return, was it the par	rent corporation?	Yes	X No
If not, list the name and employer identification number (EIN) of the parent corporation.			
Name of parent corporation	EIN OI	f parent corporati	on
d Have basis adjustments under section 367(a)(5) been made?		Yes	X No
2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated questions 2a through 2d.	l as such under section	on 367), complete)
·			
a List the name and EIN of the transferor's partnership.			
Name of partnership	EII	N of partnership	
ADVENT INTERNATIONAL GPE VIII-C LP	81-11654		
b Did the partner pick up its pro rata share of gain on the transfer of partnership assets?		X Yes	No
c Is the partner disposing of its entire interest in the partnership?		Yes	X No
d Is the partner disposing of an interest in a limited partnership that is regularly traded on an est	ablished		
securities market?		Yes	X No
Part II Transferee Foreign Corporation Information (see instructions)			
3 Name of transferee (foreign corporation)	4a	Identifying number	er, if any
FAERCH PLAST HOLDCO APS			
5 Address (including country) RASMUS FAERCHS VEJ 1 7500 HOLSTEBRO, DENMARK DENMARK	46	Reference ID num	ber
6 Country code of country of incorporation or organization DA	1		
7 Foreign law characterization (see instructions) CORPORATION			
8 Is the transferee foreign corporation a controlled foreign corporation?		Yes	X No
HA For Paperwork Reduction Act Notice, see separate instructions.			Rev. 12-2017

Form 926 (Rev. 12-2017) V	MI FOUNDATI	54-0	505966 Page 2				
Part III Information Regarding Transfer of Property (see instructions)							
Section A - Cash, Sto	ock, and Securitie	es					
Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer		
Cash	08/17/2017		105,331.				
Stock and securities (other than those that qualify as eligible property under Regs. sec. 1.367(a)-2(b)(3))							
10 Did the transferor tran	ainder of Part III and go	o to Part IV. s subject to section 367(a)	with respect to which a gain		X Yes No		
Section B - Property	qualifying for Act	tive Trade or Busines	ss exception under Re	egs. sec. 1.367(a)	-2(a)(2)(i) and (ii)		
Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer*		
Tangible property		1 1 7					
(not listed under							
another category)							
Working interest in							
oil and gas property							
(as described in							
Regs. sec.							
1.367(a)-2(b)(2)							
and (f))							
Financial asset (as							
described in Regs.							
sec. 1.367(a)-							
2(b)(3))							
Certain tangible							

* If property listed in this section is subject to depreciation recapture or branch loss recapture, see instructions.

Form **926** (Rev. 12-2017)

property to be leased (see Regs. sec. 1.367(a)-2(e))

Totals

to section 367(d))

Type of property	(a) Date of transfer	(b) Description of property		(c) narket value on e of transfer	(d) Cost or other basis		(e) ecognized on ransfer*
Inventory						<u> </u>	
In a ballion and						+	
Installment						+	
obligations, etc. (as						+	
described in Regs.						+	
sec. 1.367(a)-						+	
2(c)(2)) Nonfunctional						+	
						+	
currency, etc. (as described in Regs.						+	
						+	
sec. 1.367(a)-						+	
2(c)(3)) Certain leased						+	
						+	
tangible property						+	
(as described in						+	
Regs. sec.						+	
1.367(a)-2(c)(4))						+	
Certain property						+	
to be retransferred						+	
(see Regs. sec.						+	
1.367(a)-2(g))						+	
Property described						+	
in Regs. sec.						+	
1.6038B-1(c)(4)(iv)						+	
Property described						+	
in Regs. sec.						+	
1.6038B-1(c)(4)(vii)						+	
Totals						+	
	tion is subject to der	reciation recapture or branch	loss roc	antura soo instru	ections	1	
		fy for the trade or business ex			7(a)(2)2	Yes	No
	=	ed to recognize income under	•			165	140
sections 1.367(a)-2 thr			iliai ailu	remporary nego	liations		
a Transfer of property su		(a)(d) main was a maitia m				Yes	☐ No
b Depreciation recapture	-					Yes	☐ No
						Yes	□ No
•		ount of foreign branch loss rec		. .		165	140
		ntained in the above-reference	-	· · —		Yes	☐ No
If the answer to line 12	a, 12b, 12c, or 12e i	s "Yes," see instructions for in	nformatio	n that must be in	icluded in	163	140
		ired To Be Reported section b					
	property under	Regs. sec. 1.367(a)-1(d)(5)	ı			
Type of	(a) Date of	(b)	(c)	(d)	(e)	Incom	(f) ne inclusion for
property	transfer	Description of property	life	Arm's length pr			r of transfer
Property described							
in sec. 936(h)(3)(B)							
5551 555(1)(5)(2)							
Property subject							
to sec. 367(d)							
pursuant to Regs.							
sec. 1.367(a)-1(b)(5)							
(-7 · \-/\=/							
Totals							

724533 12-28-17

Form 926 (Rev. 12-2017)

Form 926 (Rev. 12-2017) Page 4 13 a Did the transferor transfer property described in section 936(h)(3)(B) (not including section 1221(a)(3) property or a working interest in oil and gas property)? b If the answer to line 13a is "Yes," enter the total amount included in income under section 367(d), if any, for the transfer of all such property on the income tax return for the year of the 14 a Did the transferor apply section 367(d) to a transfer of any property pursuant to Regulations section Yes No 1.367(a)·1(b)(5)? b If the answer to line 14a is "Yes," enter the total amount included in income under section 367(d), if any, for the transfer of all such property on the income tax return for the year of the transfer > \$ c If the answer to line 14a is "No," did the transferor transfer any property for which it could have applied section 367(d) pursuant to Regulations section 1.367(a)·1(b)(5) but did not? Yes No d If the answer to line 14c is "Yes," enter the total amount of gain recognized, if any, under section 367(a)(1) on the transfer of all such property on the income tax return for the year of the transfer > \$ 15 a Did the transferor transfer any intangible property that, at the time of the transfer, had a useful life Yes No reasonably anticipated to exceed twenty years? **b** At the time of the transfer, did any of the transferred intangible property have an indefinite useful life? Did the transferor choose to apply the 20-year inclusion period provided under Regulations section 1.367(d)-1(c)(3)(ii) for any intangible property? **d** If the answer to line 15c is "Yes," enter the total estimated anticipated income or cost reduction attributable to the intangible property's, or properties', as applicable, use(s) beyond the 20-year period described in Regulations section 1.367(d)-1(c)(3)(ii) Was any intangible property transferred considered or anticipated to be, at the time of the transfer or at any time thereafter, a platform contribution as defined in Regulations section 1.482-7(c)(1)? Supplemental Part III Information Required To Be Reported (see instructions) Part IV Additional Information Regarding Transfer of Property (see instructions) Enter the transferor's interest in the foreign transferee corporation before and after the transfer. 17 (a) Before .000 % (b) After .019 % Type of nonrecognition transaction (see instructions) \blacktriangleright IRC SECTION 351 18 Indicate whether any transfer reported in Part III is subject to any of the following. 19 a Gain recognition under section 904(f)(3) X No Yes Gain recognition under section 904(f)(5)(F) X No Recapture under section 1503(d) Yes X No Exchange gain under section 987 Yes Did this transfer result from a change in entity classification? Yes X No 21 a Did a domestic corporation make a distribution of property covered by section 367(e)(2) (see instructions)? Yes

Form 926 (Rev. 12-2017)

b Enter the total amount of gain or loss recognized pursuant to Regulations section 1.367(e)-2(b) ▶\$

property was used in the conduct of U.S. trade or business under Regulations section 1.367(e)-2(b)(2)?

Did the domestic corporation not recognize gain or loss on the distribution of property because the

If "Yes," complete lines 21b and 21c.

Form **926**(Rev. December 2017) Department of the Treasury Internal Revenue Service

Return by a U.S. Transferor of Property to a Foreign Corporation

► Go to www.irs.gov/Form926 for instructions and the latest information.

Attachment	400
Sequence No.	128

OMB No. 1545-0026

Attach to your income tax return for the year of the transfer or distribution. U.S. Transferor Information (see instructions) Part I Name of transferor Identifying number (see instructions) VMI FOUNDATION, INC. 54-0505966 If the transferor was a corporation, complete questions 1a through 1d. a If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? X No b Did the transferor remain in existence after the transfer? If not, list the controlling shareholder(s) and their identifying number(s). Controlling shareholder Identifying number c If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? X No If not, list the name and employer identification number (EIN) of the parent corporation. Name of parent corporation **EIN** of parent corporation X No d Have basis adjustments under section 367(a)(5) been made? If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d. a List the name and EIN of the transferor's partnership. Name of partnership **EIN** of partnership 81-1165415 ADVENT INTERNATIONAL GPE VIII-C LP X Yes No **b** Did the partner pick up its pro rata share of gain on the transfer of partnership assets? c Is the partner disposing of its entire interest in the partnership? X No Yes d Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? Part II Transferee Foreign Corporation Information (see instructions) Name of transferee (foreign corporation) 4a Identifying number, if any 98-1347144 AI MISTRAL (LUXEMBOURG) S.A.R.L Address (including country) 4b Reference ID number 2-4 RUE BECK LUXEMBOURG, GRAND DUCHY OF LUXEMBOURG L-1222 LUXEMBOURG Country code of country of incorporation or organization Foreign law characterization (see instructions) CORPORATION Is the transferee foreign corporation a controlled foreign corporation? Form 926 (Rev. 12-2017) LHA For Paperwork Reduction Act Notice, see separate instructions.

Form 926 (Rev. 12-2017) V	54-	0505966 Page 2			
Part III Information	Regarding Trans	sfer of Property (see in	nstructions)		
Section A - Cash, Sto	ck, and Securitie	es			
Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	03/02/2017		102,053.		
Stock and securities (other than those that qualify as eligible property under Regs. sec. 1.367(a)-2(b)(3))					
	ainder of Part III and go	o to Part IV. s subject to section 367(a)	with respect to which a gain		X Yes No
Section B - Property	qualifying for Act	tive Trade or Busines	ss exception under Re	egs. sec. 1.367(a))-2(a)(2)(i) and (ii)
Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer*
Tangible property					
(not listed under					
another category)					
Working interest in					
oil and gas property					
(as described in					
Regs. sec.					
1.367(a)-2(b)(2)					
and (f))					
Financial asset (as					
described in Regs.					
sec. 1.367(a)-					
2(b)(3))					
Certain tangible					
property to be					

* If property listed in this section is subject to depreciation recapture or branch loss recapture, see instructions.

Form **926** (Rev. 12-2017)

leased (see Regs. sec. 1.367(a)-2(e))

Totals

to section 367(d))

Type of property	(a) Date of transfer	(b) Description of property		(c) narket value on e of transfer	(d) Cost or other basis		(e) ecognized on ransfer*
Inventory						<u> </u>	
In a ballion and						+	
Installment						+	
obligations, etc. (as						+	
described in Regs.						+	
sec. 1.367(a)-						+	
2(c)(2)) Nonfunctional						+	
						+	
currency, etc. (as described in Regs.						+	
						+	
sec. 1.367(a)-						+	
2(c)(3)) Certain leased						+	
						+	
tangible property						+	
(as described in						+	
Regs. sec.						+	
1.367(a)-2(c)(4))						+	
Certain property						+	
to be retransferred						+	
(see Regs. sec.						+	
1.367(a)-2(g))						+	
Property described						+	
in Regs. sec.						+	
1.6038B-1(c)(4)(iv)						+	
Property described						+	
in Regs. sec.						+	
1.6038B-1(c)(4)(vii)						+	
Totals						+	
	tion is subject to der	reciation recapture or branch	loss roc	antura soo instru	ections	1	
		fy for the trade or business ex			7(a)(2)2	Yes	No
	=	ed to recognize income under	•			165	140
sections 1.367(a)-2 thr			iliai ailu	remporary nego	liations		
a Transfer of property su		(a)(d) main was a maitia m				Yes	☐ No
b Depreciation recapture	-					Yes	☐ No
						Yes	□ No
•		ount of foreign branch loss rec		. .		165	140
		ntained in the above-reference	-	· · —		Yes	☐ No
If the answer to line 12	a, 12b, 12c, or 12e i	s "Yes," see instructions for in	nformatio	n that must be in	icluded in	163	140
		ired To Be Reported section b					
	property under	Regs. sec. 1.367(a)-1(d)(5)	ı			
Type of	(a) Date of	(b)	(c)	(d)	(e)	Incom	(f) ne inclusion for
property	transfer	Description of property	life	Arm's length pr			r of transfer
Property described							
in sec. 936(h)(3)(B)							
5551 555(1)(5)(2)							
Property subject							
to sec. 367(d)							
pursuant to Regs.							
sec. 1.367(a)-1(b)(5)							
(-7 · \-/\=/							
Totals							

724533 12-28-17

Form 926 (Rev. 12-2017)

Form 926 (Rev. 12-2017) Page 4 13 a Did the transferor transfer property described in section 936(h)(3)(B) (not including section 1221(a)(3) property or a working interest in oil and gas property)? b If the answer to line 13a is "Yes," enter the total amount included in income under section 367(d), if any, for the transfer of all such property on the income tax return for the year of the 14 a Did the transferor apply section 367(d) to a transfer of any property pursuant to Regulations section Yes No 1.367(a)·1(b)(5)? b If the answer to line 14a is "Yes," enter the total amount included in income under section 367(d), if any, for the transfer of all such property on the income tax return for the year of the transfer > \$ c If the answer to line 14a is "No," did the transferor transfer any property for which it could have applied section 367(d) pursuant to Regulations section 1.367(a)·1(b)(5) but did not? Yes No d If the answer to line 14c is "Yes," enter the total amount of gain recognized, if any, under section 367(a)(1) on the transfer of all such property on the income tax return for the year of the transfer > \$ 15 a Did the transferor transfer any intangible property that, at the time of the transfer, had a useful life Yes No reasonably anticipated to exceed twenty years? **b** At the time of the transfer, did any of the transferred intangible property have an indefinite useful life? Did the transferor choose to apply the 20-year inclusion period provided under Regulations section 1.367(d)-1(c)(3)(ii) for any intangible property? **d** If the answer to line 15c is "Yes," enter the total estimated anticipated income or cost reduction attributable to the intangible property's, or properties', as applicable, use(s) beyond the 20-year period described in Regulations section 1.367(d)-1(c)(3)(ii) Was any intangible property transferred considered or anticipated to be, at the time of the transfer or at any time thereafter, a platform contribution as defined in Regulations section 1.482-7(c)(1)? Supplemental Part III Information Required To Be Reported (see instructions) Part IV Additional Information Regarding Transfer of Property (see instructions) Enter the transferor's interest in the foreign transferee corporation before and after the transfer. 17 (a) Before .000 % (b) After .022 % Type of nonrecognition transaction (see instructions) \blacktriangleright IRC SECTION 351 18 Indicate whether any transfer reported in Part III is subject to any of the following. 19 a Gain recognition under section 904(f)(3) X No Yes Gain recognition under section 904(f)(5)(F) X No Recapture under section 1503(d) Yes

Form 926 (Rev. 12-2017)

Yes

Yes

Yes

X No

X No

If "Yes," complete lines 21b and 21c.

Exchange gain under section 987

Did this transfer result from a change in entity classification?

b Enter the total amount of gain or loss recognized pursuant to Regulations section 1.367(e)-2(b) ▶\$

property was used in the conduct of U.S. trade or business under Regulations section 1.367(e)-2(b)(2)?

21 a Did a domestic corporation make a distribution of property covered by section 367(e)(2) (see instructions)?

Did the domestic corporation not recognize gain or loss on the distribution of property because the

Department of the Treasury Internal Revenue Service

Return by a U.S. Transferor of Property to a Foreign Corporation ▶ Go to www.irs.gov/Form926 for instructions and the latest information.

► Attach to your income tax return for the year of the transfer or distribution.

OMB No. 1545-0026

Attachment Sequence No. **128**

Part I U.S. I ransteror Information (see instructions)	Identifican arrest and
Name of transferor VMI FOUNDATION, INC.	Identifying number (see instructions)
VMI FOUNDATION, INC.	54-0505966
1 If the transferor was a corporation, complete questions 1a through 1d.	·
a If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368	(c)) by 5 or
fewer domestic corporations?	
b Did the transferor remain in existence after the transfer?	X Yes No
If not, list the controlling shareholder(s) and their identifying number(s).	
Controlling shareholder	Identifying number
c If the transferor was a member of an affiliated group filing a consolidated return, was it the parent	corporation? Yes X No
If not, list the name and employer identification number (EIN) of the parent corporation.	
Name of parent corporation	EIN of parent corporation
d Have basis adjustments under section 367(a)(5) been made?	Yes X No
2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as	such under section 367), complete
questions 2a through 2d.	
a List the name and EIN of the transferor's partnership.	
Name of partnership	EIN of partnership
SIRIS PARTNERS III (CAYMAN) MAIN I LP	98-1312928
b Did the partner pick up its pro rata share of gain on the transfer of partnership assets?	X Yes No
c Is the partner disposing of its entire interest in the partnership?	Yes X No
d Is the partner disposing of an interest in a limited partnership that is regularly traded on an establis	
securities market?	Yes X No
Part II Transferee Foreign Corporation Information (see instructions)	T
3 Name of transferee (foreign corporation)	4a Identifying number, if any
MAVENIR PRIVATE FINANCE LTD.	
5 Address (including country)	4b Reference ID number
200 ALDERSGATE STREET, 11TH FLOOR LONDON, UNITED KINGDOM EC1A 4HD UNITED KINGDOM	
6 Country code of country of incorporation or organization UK	<u> </u>
7 Foreign law characterization (see instructions) CORPORATION	
8 Is the transferee foreign corporation a controlled foreign corporation?	Yes X No
LHA For Paperwork Reduction Act Notice, see separate instructions.	Form 926 (Rev. 12-2017

T GIT C TITL		3131 311 19 31 1) (000 III)	ti dotionoj		
Section A - Cash, Sto	ck, and Securiti	es			
Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	12/31/2017		226,243.		
Stock and securities (other					
than those that					
qualify as eligible property under					
Regs. sec.					
1.367(a)-2(b)(3))					
recognition agreement	ainder of Part III and g sfer stock or securitie t was filed?	es subject to section 367(a) wi	th respect to which a gair	ı [X Yes No
Section B - Property	qualifying for Ac	tive Trade or Business	exception under R	egs. sec. 1.367(a)-	2(a)(2)(i) and (ii)
Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer*
Tangible property					
(not listed under					
another category)					

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer*
Tangible property					
(not listed under					
another category)					
Working interest in					
oil and gas property					
(as described in					
Regs. sec.					
1.367(a)-2(b)(2)					
and (f))					
Financial asset (as					
described in Regs.					
sec. 1.367(a)-					
2(b)(3))					
Certain tangible					
property to be					
leased (see Regs.					
sec. 1.367(a)-2(e))					
Totals					

^{*} If property listed in this section is subject to depreciation recapture or branch loss recapture, see instructions.

Form 926 (Rev. 12-2017)

Section C - Property not qualifying for Active Trade or Business exception (other than intangible property subject to section 367(d))

Type of property	(a) Date of transfer	(b) Description of property		(c) narket value on e of transfer	(d) Cost or other basis	Gain	(e) recognized on transfer*
Inventory							
Installment							
obligations, etc. (as						+	
described in Regs.							
sec. 1.367(a)-						+	
2(c)(2))							
Nonfunctional							
currency, etc. (as							
described in Regs.							
sec. 1.367(a)-						+	
2(c)(3))						+	
Certain leased						+	
tangible property						+	
(as described in						+	
Regs. sec.						_	
1.367(a)-2(c)(4))						_	
Certain property						_	
to be retransferred						_	
(see Regs. sec.						-	
1.367(a)-2(g))							
Property described							
in Regs. sec.						+	
1.6038B-1(c)(4)(iv)							
Property described							
in Regs. sec.							
1.6038B-1(c)(4)(vii)							
Totals							
* If property listed in this sec	tion is subject to dep	oreciation recapture or branch	loss rec	apture, see instr	uctions.		
11 Did the transferor trans	sfer assets that qual	ify for the trade or business ex	ception	under section 36	7(a)(3)?	Yes	s No
12 Indicate whether the to	ransferor was require	ed to recognize income under t	final and	Temporary Regu	ulations		
sections 1.367(a)-2 thr	ough 1.367(a)-7 for a	any of the following.					
a Transfer of property su	ubject to section 367	(a)(1) gain recognition				Yes	s <u> </u>
b Depreciation recapture	e					Yes	s <u> </u>
c Branch loss recapture						Yes	s No
d If the answer to 12c is	"Yes," enter the am	ount of foreign branch loss rec	apture	> \$			
If the answer to line 12	2a, 12b, 12c, or 12e i	ntained in the above-reference is "Yes," see instructions for in	ıformatio	tions on that must be in	ncluded in	Yes	s No
		<i>ired To Be Reported</i> section b r Regs. sec. 1.367(a)-1(
Type of	(a)	(b)	(c)	(d)	(e)		(f)
property	Date of transfer	Description of property	Useful life		rice Cost or other		me inclusion for ear of transfer
Property described							
in sec. 936(h)(3)(B)							
Property subject							
to sec. 367(d)							
pursuant to Regs.							
sec. 1.367(a)-1(b)(5)							
Totals							

724533 12-28-17

Form **926** (Rev. 12-2017)

Form 926 (Rev. 12-2017) Page 4 13 a Did the transferor transfer property described in section 936(h)(3)(B) (not including section 1221(a)(3) property or a working interest in oil and gas property)? b If the answer to line 13a is "Yes," enter the total amount included in income under section 367(d), if any, for the transfer of all such property on the income tax return for the year of the 14 a Did the transferor apply section 367(d) to a transfer of any property pursuant to Regulations section Yes No 1.367(a)·1(b)(5)? b If the answer to line 14a is "Yes," enter the total amount included in income under section 367(d), if any, for the transfer of all such property on the income tax return for the year of the transfer > \$ c If the answer to line 14a is "No," did the transferor transfer any property for which it could have applied section 367(d) pursuant to Regulations section 1.367(a)·1(b)(5) but did not? Yes No d If the answer to line 14c is "Yes," enter the total amount of gain recognized, if any, under section 367(a)(1) on the transfer of all such property on the income tax return for the year of the transfer > \$ 15 a Did the transferor transfer any intangible property that, at the time of the transfer, had a useful life Yes No reasonably anticipated to exceed twenty years? **b** At the time of the transfer, did any of the transferred intangible property have an indefinite useful life? Did the transferor choose to apply the 20-year inclusion period provided under Regulations section 1.367(d)-1(c)(3)(ii) for any intangible property? **d** If the answer to line 15c is "Yes," enter the total estimated anticipated income or cost reduction attributable to the intangible property's, or properties', as applicable, use(s) beyond the 20-year period described in Regulations section 1.367(d)-1(c)(3)(ii) Was any intangible property transferred considered or anticipated to be, at the time of the transfer or at any time thereafter, a platform contribution as defined in Regulations section 1.482-7(c)(1)? Supplemental Part III Information Required To Be Reported (see instructions) Part IV Additional Information Regarding Transfer of Property (see instructions) Enter the transferor's interest in the foreign transferee corporation before and after the transfer. 17 (a) Before .201 % (b) After .162 % Type of nonrecognition transaction (see instructions) ► IRC SECTION 351 18 Indicate whether any transfer reported in Part III is subject to any of the following. 19 a Gain recognition under section 904(f)(3) X No Yes Gain recognition under section 904(f)(5)(F) X No Recapture under section 1503(d) Yes X No Exchange gain under section 987 Yes Did this transfer result from a change in entity classification? Yes X No 21 a Did a domestic corporation make a distribution of property covered by section 367(e)(2) (see instructions)? Yes

Form 926 (Rev. 12-2017)

If "Yes," complete lines 21b and 21c.

b Enter the total amount of gain or loss recognized pursuant to Regulations section 1.367(e)-2(b) ▶\$

property was used in the conduct of U.S. trade or business under Regulations section 1.367(e)-2(b)(2)?

Did the domestic corporation not recognize gain or loss on the distribution of property because the

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STATE COPY

VMI FOUNDATION, INC. PO BOX 932 LEXINGTON, VA 24450

FRANCHISE TAX BOARD P.O. BOX 942857 SACRAMENTO, CA 94257-0500

TAX RETURN FILING INSTRUCTIONS

CALIFORNIA FORM 109

FOR THE YEAR ENDING

JUNE 30, 2018

Ρ	R	F	P	Δ	R	E	D	F	O	R	•

VMI FOUNDATION, INC. PO BOX 932 LEXINGTON, VA 24450

PREPARED BY:

DIXON HUGHES GOODMAN LLP 901 EAST CARY STREET, SUITE 1000 RICHMOND, VA 23219

TO BE SIGNED AND DATED BY:

THE AUTHORIZED INDIVIDUAL(S).

AMOUNT OF TAX:

TOTAL TAX	\$ 333
LESS: PAYMENTS AND CREDITS	\$ 2,005
PLUS: OTHER AMOUNT	 0
PLUS: INTEREST AND PENALTIES	\$ 0
OVERPAYMENT	\$ 1,672

OVERPAYMENT:

CREDITED TO YOUR ESTIMATED TAX	\$ 0
OTHER AMOUNT	\$ 0
REFUNDED TO YOU	\$ 1,672

MAKE CHECK PAYABLE TO:

NOT APPLICABLE

MAIL TAX RETURN AND CHECK (IF APPLICABLE) TO:

FRANCHISE TAX BOARD P.O. BOX 942857 SACRAMENTO, CA 94257-0500

RETURN MUST BE MAILED ON OR BEFORE:

NOVEMBER 15, 2018

SPECIAL INSTRUCTIONS:

<u>TAXABLE YEAR</u> **2017**

California Exempt Organization Business Income Tax Return

728961 12-21-17

FORM **109**

Calendar Year 2017 or fiscal year beginning (mm/dd/yyyy) $07/01/2017$, and ending (mm/dd/yyyy)	06	/30/2018 .
Corporation/Organization name VMI FOUNDATION, INC.		rnia corporation number 151934
Additional information. See instructions.	FEIN 5	4-0505966
Street address (suite/room no.) PO BOX 932	1B no.	
3	code 450	
Foreign country name Foreign province/state/county For	reign posta	al code
A First Return Filed? Yes X No H Is the organization a non-exempt charded described in IRC Section 4947(a)(1)? R&TC Section 23712?	er; Enterpris ncy Military or Manufaci n, profit-sha un 401(a)? de • 9 0 rm 990) • 1 • 2 2	Yes X No see Zone (EZ), Los Angeles Base Recovery Area turing Enhancement Yes X No wring, or stock Yes X No 0099
Computation 8 Add line 6 and line 7 9 Net unrelated business taxable income. Subtract line 8 from line 5 10 Tax 8.84 % x line 9. See General Information J 11 Tax credits from Schedule B. See instructions	• <u>8</u>	1 00
Total Tax 12 Balance. Subtract line 11 from line 10. If line 11 is greater than line 10, enter -0- 13 Alternative minimum tax. See General Information 0 14 Total tax. Add line 12 and line 13	• 18	3 00
Payments 15 Overpayment from a prior year allowed as a credit 16 2017 estimated tax payments. See instructions 17 Withholding (Form 592-B and/or 593.) See instructions 18 Amount paid with extension (form FTB 3539) 19 15 16 16 17 2,005	00 00 • 00 00	2,005.00
Use Tax/ Tax Due/ Overpay- 19 Total payments and credits. Add line 15 through line 18 20 Use tax. See instructions 21 Payments balance. If line 19 is more than line 20, subtract line 20 from line 19 22 Use tax balance. If line 20 is more than line 19, subtract line 19 from line 20 23 Tax due. Subtract line 21 from line 14. Pay entire amount with return. See instructions	• 20 • 2-	0 00 1 2,005.00 2 00
ment 24 Overpayment. Subtract line 14 from line 21. See instructions 25 Enter amount of line 24 to be applied to 2018 estimated tax	• 24	1,672.00

	26	Refund. If line 25 is less than line 24, then subtract line 25 from line 24	<u> </u>	. •	26	1,672. 00
		a Fill in the account information to have the refund directly deposited. Routing number	● 26a			
Refund o	or	b Type: Checking ● Savings ● C Account Number				
Amount Due	27	Penalties and interest. See General Information M		•	27	00
Duc	28	Check if estimate penalty computed using Exception B or C and attach form FTB 5806.				
		Total amount due. Add line 22, line 23, line 25, and line 27, then subtract line 24			29	00
Unrela		Business Taxable Income				
Part I	Unrel	ated Trade or Business Income				
1 a Gr	oss rece	ipts or gross sales b Less returns and allowances c Ba	lance	•	10	00
		ds sold and/or operations (Schedule A, line 7)			2	00
		t. Subtract line 2 from line 1c			3	00
4 a Ca	apital qa	ain net income. See Specific Line Instructions - Trusts attach Schedule D (541)		•	4a	
		(loss) from Part II, Schedule D-1			4b	
		ss deduction for trusts		_	40	
	•	loss) from partnerships, limited liability companies, or S corporations. See specific line instructions.		•		
		edule K-1 (565, 568, or 100S) or similar schedule SEE STATEMEN	т 2	•	5	9,115.00
		me (Schedule C)			6	00
		ebt-financed income (Schedule D)			7	
		income of an R&TC Section 23701g, 23701i, or 23701n organization (Schedule E)			8	00
		nuities, Royalties and Rents from controlled organizations (Schedule F)			9	00
		cempt activity income (Schedule G)			10	00
		income (Schedule H, Part III, Column A)			11	00
		ne. Attach schedule		_	12	00
		ted trade or business income. Add line 3 through line 12			13	9,115.00
		uctions Not Taken Elsewhere (Except for contributions, deductions must be directly connected with the			ness ir	•
		ion of officers, directors, and trustees from Schedule I			\neg	00
		d wages			15	00
					16	00
					17	00
					18	00
					19	00
		ns			20	00
		ion (Corporations and Associations - Schedule J) (Trusts - form FTB 3885F) • 21a		00		
		reciation claimed on Schedule A 21b		00	21	00
22 Depl				•		00
		ions to deferred compensation plans			23a	a 00
		benefit programs			23b	
24 Othe	r dedud		т 3	•	24	4,348.00
25 Tota	l deduc	tions. Add line 14 through line 24			25	4,348.00
26 Unre	elated b	usiness taxable income before allowable excess advertising costs. Subtract line 25 from line 13		•	26	4,767.00
		ertising costs (Schedule H, Part III, Column B)			27	00
28 Unre	elated b	usiness taxable income before specific deduction. Subtract line 27 from line 26		•	28	4,767.00
29 Spec				_	29	1,000.00
30 Unre	elated b				30	3,767.00
-	To le sear	usiness taxable income. Subtract line 29 from line 28. If line 28 is a loss, enter line 28 sarn about your privacy rights, how we may use your information, and the consequences for not providing the requested info ch for 1131. To request this notice by mail, call 800.852.5711.	rmation, go	to ftb.c	a.gov/f	forms and
Sign Here	Und and	er penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.	the best of r	ny kno	wledge	e and belief, it is true, correct,
11616	Sig	nature Title C	ate			Telephone
	of c	fficer TREASURER			Ţ	540-464-7383
Daid	Pre		heck if sel	f-		• PTIN
Paid Preparer	. sigr	nature ▶JOSEPH S. NADDER, III 11/14/18 e	mployed			P01240960
Use Only		n's name (or yours,				• FEIN
	if se	elf-employed) DIXON HUGHES GOODMAN LLP			_ [56-0747981
	and	address 901 EAST CARY STREET, SUITE 1000				Telephone
	\perp	RICHMOND, VA 23219				<u>(804) 282-7636</u>
	May	y the FTB discuss this return with the preparer shown above? See instructions				● X Yes No

		Cost of Goods Sold and/or Ope	erations.		NT / 7			
					N/A			00
							2	00
							3	00
J	ο Additional	IRC Section 263A costs. Attach so	chedule			······································	4a	00
4	h Other coets	e. Attach echadula	ineutile				4b	00
5							5	00
							6	00
7	Cost of goods	s sold and/or operations. Subtract	line 6 from line 5. Enter here and o	n Side 2 Pa	art I line 2		_	00
•			to property produced or acquired for				4	Yes X No
Sc		Tax Credits.	to property produced or acquired it	51 100a10	pry to time org			103 [22] 110
_			code •	•	1	00		
2	Enter credit n	name	code ●		2	00	1	
3	Enter credit n	name	code ●		3	00	1	
			re than 3 credits, enter the total of a					
-		-					4	00
Sc	hedule K	Add-On Taxes or Recapture of						
1			od for completed long-term contrac				1	00
2	Interest on ta	x attributable to installment; a S	Sales of certain timeshares or reside	ential lots		•	2a	00
		b 1	Method for non-dealer installment o	bligations		•	2b	00
3	IRC Section 1	197(f)(9)(B)(ii) election to recogniz	ze gain on the disposition of intangi	bles		•	3	00
4	Credit recaptu	ure. Credit name				•	4	00
		ne the amounts on line 1 through I					5	00
_	hedule R		sheet. Use only for unrelated trade					
Par	rt A. Standard	Method - Single-Sales Factor Fo	rmula. Complete this part only if th	e corporatio			ì.	[(a)
				Tota	(a) al within and	(b) Total withir	1	(c) Percent within
					ide California	California		California [(b) ÷ (a)] x 100
	Total Sales					•		
2		-	column (b) by total sales column (a					
_		•	here and on Form 109, Side 1, line 2	•				•
Par	rt B. Three Fac	ctor Formula. Complete this part o	only if the corporation uses the three	e-factor form	nula. (a)	(b)		(c)
					al within and	Total within	1	Percent within
					ide California	California		California [(b) ÷ (a)] x 100
1	Property fact					•		•
			of employees			•		•
_			eturns and allowances	•		•		•
4		tage: Add the percentages in colu						
5			e factor on line 4 by 3 and enter the					
-		nd on Form 109, Side 1, line 2. See			_			
_	hedule C		erty and Personal Property Leased					
_			D, R&TC Section 23701g, Section 23701i, a	and Section 23			` Т.	
1 4	Description of prop	perty			2	Rent received or accrued		ercentage of rent attributable to ersonal property
								9/
								9/
_								9/
4 G	Complete if any ite the rent is detern	em in column 3 is more than 50%, or for a nined on the basis of profit or income	ny item	5 Comple	ete if any item in o	column 3 is more than 10%,	but not	more than 50%
	Deductions directly		(b) Income includible, column 2 less column 4(a)		income reportable 1 2 x column 3	e, (b) Deductions directly co		(c) Net income includible, column 5(a) less column 5(b
_						+		<u> </u>
_								
_								
—Adr	d columns 4(h)	and column 5(c). Enter here and	on Side 2. Part I. line 6			I		1
, ,,,,,	a ooiuiiiiio T(D)	, and solution of oh Elitor note alla	L, I WILL, IIII U					

022 3643174 Form 109 2017 **Side 3**

Schedule D Unrelated	Debt-Finance	d Income										
Description of debt-financed prope	rty				2 Gross income	from or	3 Deduction	ons directly o	connected w	ith or allocable t	o debt-fin	anced property
				allocable to de property	bt-financed	(a) Straigh	(a) Straight-line depreciation			Other de	ductions	
Amount of average acquisition indebtedness on or allocable to debt-financed property	5 Average adjusted of or allocab debt-finance	le to	6 Debt basi percentag column 4 column 5	ge, ÷	7 Gross income reportable, column 2 x column 6		Column	Allocable deductions, total of columns 3(a) and 3(b) x column 6			9 Net income (or loss) includible, column 7 less column 8	
				%								
				%								
				%								
Total. Enter here and on Side 2,	Part I, line 7											
		R&TC Section	on 23701g,	Section 2	23701i, or Section	on 23701	n Organizat	ion				
1 Description		2 Amount	0 ,		tions directly cted		vestment incor n 2 less colum		Set-asides	8	o i	Balance of investment ncome, column 4 less column 5
Total. Enter here and on Side 2,												
Enter gross income from memb												
Schedule F Interest, A	nnuities, Roya	alties and Rei	nts from Coi	ntrolled (
		Т			Exempt Contro	illed Orga	nizations		T			
1 Name of controlled organizations			2 Employer Identification Number				Total of spe payments i			nization's		Deductions directly connected with income in column (5)
1												
2												
3												
Nonexempt Controlled Organiz	ations											
7 Taxable Income					8 Net unrelated income (loss)	Ş	Total of spe payments i		that the org	t of column (st is included in controlling anization's ss income		11 Deductions directly connected with income in column (10)
1												
2												
3												
4 Add columns 5 and 10												
5 Add columns 6 and 11												
6 Subtract line 5 from line 4. E	nter here and	on Side 2, Pa	rt 1, line 9									
	xempt Activity				Income							
1 Description of exploited activity (at schedule if more than one unrelater is exploiting the same exempt active	d activity b ity) fr	iross unrelated usiness income om trade or usiness	3 Expenses connected productio unrelated income	d with n of	4 Net income fro unrelated trade or business, column 2 less column 3	fron is n	ss income n activity that ot unrelated iness income	6 Exper attribu colum	utable to	7 Excess ex expense, c 6 less colu but not mo column 4	column umn 5	8 Net income includible, column 4 less column 7 but not less than zero
Total. Enter here and on Side 2,	Part I, line 10											

Schedule H Advertising Income Part I Income from Periodicals Re											
1 Name of periodical	2 Gross advertising income		3 Direct advertising costs		4 Advertising income or excess advertising costs. If column 2 is greater than column 3, complete column 3 is greater than column 3 is greater than column 2, enter the excess in Part III, column B(b). Do not complete column 5, 6, and 7.	5 Circulation income		6 Rear cost	dership 7	7 If column 5 is greater than column 6, enter the income shown in column 4, in Part III, column A(b). If column 6 is greater than column 5, subtract the sum of column 6 and column 3 from the sum of column 5 and column 2. Enter amount in Part III, column A(b). If the amount is less than zero, enter -0	
						_			-		
									-		
Totals											
Part II Income from Periodicals R	eported or	a Separate	Basis		ı				<u>]</u>		
Part III Column A - Net Advertisin	g Income				Part III Colur	nn B -	Excess Advert	ising C	osts		
(a) Enter "consolidated periodical" and/or names of non-consolidated periodicals		(b) Enter total amount from Part I, column 4 or 7, and amount listed in Part II, column 4 or 7			(a) Enter "consolidated periodical" and/or names of non-consolidated periodicals (b) Enter total amounts from Part II, of and amounts listed in Part II, or					mount from Part I, column 4, s listed in Part II, column 4	
Enter total here and on Side 2, Part I, line					Enter total here and	l on Si	de 2, Part II, lir	ne 27			
Schedule I Compensation of 0	fficers, Di						_				
1 Name of Officer		2 SSN or I	TIN	3 Title)		4 Percent of ti devoted to business	me 5	Compensation attributable to unrelated busine	6 Expense account allowances	
								%			
								%			
								%			
								%			
								%			
Total. Enter here and on Side 2, Part II, I	ne 14										
Schedule J Depreciation (Corp.	orations a	nd Associati	ons only. Trus	ts use	form FTB 3885F.)						
		Data againing			1						

1 Group and guideline class or description of property 5 Method of computing 4 Depreciation allowed or allowable 6 Life or 7 Depreciation for this year (mm/dd/yyyy) 3 Cost or other basis in prior years 1 Total additional first-year depreciation (do not include in items below) 2 Other depreciation: Buildings Furniture and fixtures Transportation equipment Machinery and other equipment Other (specify) _ 3 Other depreciation 4 Amount of depreciation claimed elsewhere on return Balance. Subtract line 5 from line 4. Enter here and on Side 2, Part II, line 21a

> 022 3645174 Form 109 2017 Side 5

CA 109	NATURE C	OF '	TRADE	OR	BUSINESS	STATEMENT 1

PASSTHROUGH INCOME FROM INVESTMENTS

TO FORM 109, PAGE 1

	OR (LOSS) FROM PARTNERSHIPS, LIMITED ILITY COMPANIES OR S CORPORATIONS	STATEMENT 2
DESCRIPTION		AMOUNT
INCOME FROM VARIOUS PA	SSTROUGHS	9,115.
TOTAL TO FORM 109, PAGE	9,115.	
CA 109	OTHER DEDUCTIONS	STATEMENT 3
DESCRIPTION		AMOUNT
INVESTMENT FEES GENERAL & ADMINISTRATIV	VE EXPENSES	1,014. 3,334.
TOTAL TO FORM 109, PAGE	E 2, LINE 24	4,348.

Caution: Forms printed from within Adobe Acrobat products may not meet IRS or state taxing agency specifications. When using Acrobat 5.x products, uncheck the "Shrink oversized pages to page size" and uncheck the "Expand small pages to paper size" options, in the Adobe "Print" dialog. When using Acrobat 6.x and later products versions, select "None" in the "PageScalling" selection box in the Adobe "Print" dialog.

STATE COPY

VMI FOUNDATION, INC. PO BOX 932 LEXINGTON, VA 24450

DEPARTMENT OF REVENUE SERVICES STATE OF CONNECTICUT PO BOX 5014 HARTFORD, CT 06102-5014

TAX RETURN FILING INSTRUCTIONS

CONNECTICUT FORM CT-990T

FOR THE YEAR ENDING

JUNE 30, 2018

:

VMI FOUNDATION, INC. PO BOX 932 LEXINGTON, VA 24450

PREPARED BY:

DIXON HUGHES GOODMAN LLP 901 EAST CARY STREET, SUITE 1000 RICHMOND, VA 23219

TO BE SIGNED AND DATED BY:

THE AUTHORIZED INDIVIDUAL(S).

AMOUNT OF TAX:

TOTAL TAX	\$ 4,501
LESS: PAYMENTS AND CREDITS	\$ 0
PLUS: OTHER AMOUNT	\$ 0
PLUS: INTEREST AND PENALTIES	\$ 63
BALANCE DUE	\$ 4,564

OVERPAYMENT:

CREDITED TO YOUR ESTIMATED TAX	\$ 0
OTHER AMOUNT	\$ 0
REFUNDED TO YOU	\$ 0

MAKE CHECK PAYABLE TO:

COMMISSIONER OF REVENUE SERVICES

MAIL TAX RETURN AND CHECK (IF APPLICABLE) TO:

DEPARTMENT OF REVENUE SERVICES STATE OF CONNECTICUT PO BOX 5014 HARTFORD, CT 06102-5014

RETURN MUST BE MAILED ON OR BEFORE:

NOVEMBER 15, 2018

SPECIAL INSTRUCTIONS:



Department of Revenue Services State of Connecticut

(Rev. 12/17)



Form CT-990T **Connecticut Unrelated Business Income Tax Return**

990T 1217V 01 1019

Enter Income Year Beginning

Complete this return in blue or black ink only.

07-01-2017

and Ending MM-DD-YYYY

PO Box

06-30-2018 MM-DD-YYYY

For DRS Use Only

Connecticut Tax Registration Number

MM-DD-YYYY

Organization name

VMI FOUNDATION, INC.

73436479-000

Federal Employer ID Number (FEIN)

54-0505966

Number and street PO BOX 932

City, town, or post office State ZIP code LEXINGTON 24450 VA

Check All Applicable Boxes:

Organization is annualizing its income.

Mailing address Closing month (Attach explanation) Change of:

Return status: Amended return Initial return Final return

If final return: Dissolved Withdrawn Merged/reorganized:

Enter survivor's CT Tax Reg. Number.

Type of organization: Corporation Domestic trust Foreign trust

Other: Explain

1. Date unrelated trade or business began in Connecticut:

MM-DD-YYYY

2. Nature of unrelated trade or business income activity: PASSTHROUGH INCOME FROM INVESTMENTS

07-01-1937 3. Corporation only: Enter state of incorporation: VIRGINIA Date of organization:

MM-DD-YYYY

Date qualified in Connecticut if not incorporated in Connecticut:

MM-DD-YYYY

DECLARATION: I declare under penalty of law that I have examined this return (including any accompanying schedules and statements) and, to the best of my knowledge and belief, it is true, complete, and correct. I understand the penalty for willfully delivering a false return or document to the Department of Revenue Services (DRS) is a fine of not more than \$5,000, imprisonment for not more than five years, or both. The declaration of a paid preparer other than the taxpayer is based on all information of which the preparer has any knowledge.

Name of officer or fiduciary (print)

Signature of officer or fiduciary

Date (MMDDYYYY)

MR. DAVID L. PRASNICKI

Officer's email address (print) DPRAS@VMIAA.ORG

Sign Here

this return

Title Кеер а

copy of

TREASURER

Telephone number 540-464-7383

May DRS contact the preparer shown below about this return? Yes X No

Paid preparer's name (print) for your

Paid preparer's signature

Date (MMDDYYYY) 11142018

Preparer's SSN or PTIN P01240960

records. Firm's name and address

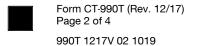
Firm's FEIN 56-0747981 Telephone number

(804) 282-7636

DIXON HUGHES GOODMAN LLP 901 EAST CARY STREET, SUITE 10

RICHMOND, VA 23219

741901 11-21-17





CT Tax Registration Number

73436479-000

- Attach a Complete Copy of Form 990-T Including all Schedules as Filed With the Internal Revenue Service -

Computation of Income

1.	Federal unrelated business taxable income from 2017 federal Form 990-T, Part II, Line 34	1. ▶	-664027 .00
2.	Federal net operating loss deduction from 2017 federal Form 990-T, Part II, Line 31	2. ▶	.00
3.	Federal deduction for Connecticut tax on unrelated business taxable income	3. ▶	.00
4.	Total: Add Lines 1, 2, and 3	4.	-664027 .00
5.	Refund or credit for overpayment of Connecticut tax included in federal unrelated business taxable income	5. ▶	.00
6.	Unrelated business taxable income: Subtract Line 5 from Line 4	6. >	-664027 .00
		•	
Co	mputation of Tax		
1.	Unrelated business taxable income from Line 6 above. If 100% Connecticut, enter also on Line 3	1. ▶	-664027 .00
2.	Apportionment fraction from Schedule A, Line 5 on Page 3. Carry to six places	2. ▶	090380
3.	Connecticut unrelated business taxable income: Line 1 or Line 1 multiplied by Line 2	3.	60015 .00
4.	Operating loss carryover from Schedule B, Line 18 on Page 4. Do not exceed 50% of Line 3	4.	.00
5.	Income subject to tax: Subtract Line 4 from Line 3	5. •	60015 .00
6.	Tax: Multiply Line 5 by 7.5% (.075)	6. •	4501 .00
0.	Tax. Manaphy Elife 6 by 7.076 (676)	0.	1001.00
Co	mputation of Amount Payable		
1.	Tax: Include surtax if applicable. See instructions	1. ▶	4501 .00
2.	Reserved for future use	2.	1001.00
3.	Total Tax: Enter the amount from Line 1	3. ▶	4501 .00
٥.	Total Tax. Litter the amount nom Line T	J. P	1301.00
4.	Tax credits from Form CT-1120K, Part III, Line 9. Do not exceed amount on Line 1	4. ▶	.00
5.	Balance of tax payable: Subtract Line 4 from Line 3. If zero or less, enter "0"	5. ▶	4501 .00
6a.	Paid with application for extension from Form CT-990T EXT	6a. ▶	.00
6b.		6b. ►	.00
OD.	Faid with estimates north Forms of 9901 EGA, EGB, EGC, & EGD	OD	.00
6c.	Overpayment from prior year	6c. ▶	.00
oc.	Overpayment from prior year	00.	.00
6.	Tax Payments: Enter the total of Lines 6a, 6b, and 6c	6. ▶	.00
7.	Balance of tax due (overpaid): Subtract Line 6 from Line 5	0. ▶	4501 .00
٧.	Balance of tax due (overpaid). Subtract Line of form Line 3	7.	1301 .00
82	Penalty	8a. >	.00
	Interest	8b. >	.00
		8c. >	63 .00
00.	Form CT-1120I Interest Total penalty and interest: Enter the total of Lines 8a, 8b, and Line 8c	8.	63 .00
Ο.	Total perialty and interest. Enter the total of Lines oa, ob, and Line oc	0.	05.00
00	Amount to be avadited to 2019 estimated tay	9a. ▶	.00
	Amount to be credited to 2018 estimated tax		
	Amount to be refunded	9b. ▶	.00
9.	Total credited and refunded	9.	.00
	For faster refund, use Direct Deposit by completing Lines 9c, 9d, and 9e.		
9c.	Checking ► Savings ► 9d. Routing #		
9e.	Account #		
9f.	Will this refund go to a bank account outside the U.S.? ▶ Yes 9g. Bank name ▶		
10.	Balance due with this return: Add Line 7 and Line 8	10. ▶	4564 .00
7419	02 11-21-17		







CT Tax Registration Number 73436479 – 000

Schedule A - Unrelated Business Income Apportionment (See instructions)

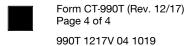
Complete this schedule if the taxpayer's unrelated trade or business is conducted at a regular place of business outside Connecticut.

Factor	ltem	Column A Connecticut	Column B Everywhere	Column C Divide Column A by Column B. Carry to six places
	1a. Inventories1b. Tangible property	.00 .00	.00 .00	
Property (Average value)	1c. Real property 1d. Capitalized rent	.00 .00	.00 .00	
	1. Total	.00	.00	
	2a. Sales of tangibles2b. Services	.00 .00	.00 .00	
Receipts	2c. Rentals 2d. Other	.00 60016 .00	.00 -664027 .00	
Wages, salaries,	2. Total	60016 .00	-664027 .00	
and other compensation	3. Total	.00	.00	

^{4.} Total: Add Lines 1, 2, and 3 in Column C.

-.090380

^{5.} **Apportionment fraction:** Divide Line 4 by number of factors used. Enter here; on Schedule C, Line 4; and on Page 2, *Computation of Tax*, Line 2.





CT Tax Registration Number 73436479 – 000

Schedule B - Connecticut Apportioned Operating Loss Carryover Applied to 2017

1.	2000 Connecticut net operating loss available for use in 2017	1.	.00
2.	2001 Connecticut net operating loss available for use in 2017	2.	.00
3.	2002 Connecticut net operating loss available for use in 2017	3.	.00
4.	2003 Connecticut net operating loss available for use in 2017		.00
5.	2004 Connecticut net operating loss available for use in 2017		.00
6.	2005 Connecticut net operating loss available for use in 2017	6.	.00
7.	2006 Connecticut net operating loss available for use in 2017		.00
8.	2007 Connecticut net operating loss available for use in 2017		.00
9.	2008 Connecticut net operating loss available for use in 2017	9.	.00
10.			.00
11.			.00
12.	2011 Connecticut net operating loss available for use in 2017	12.	.00
13.			.00
14.	2013 Connecticut net operating loss available for use in 2017		.00
15.	2014 Connecticut net operating loss available for use in 2017	15.	.00
16.	2015 Connecticut net operating loss available for use in 2017	16.	.00
17.			.00
18.	Total: Add Lines 1 through 17. Enter here and on Computation of Tax, Line 4. Do not		
	exceed 50% of Computation of Tax, Line 3	18.	.00
Sc	hedule C - Computation of Net Operating Loss Carryforward		
1.	Enter amount from Computation of Income, Line 6, if less than zero	1.	-664027 .00
2.	Add back specific deduction from 2017 federal Form 990-T, Part II, Line 33	2.	1000 .00
3.	Subtotal: Add Line 1 and Line 2		-663027 .00
4.	Apportionment fraction from Schedule A, Line 5		090380
5.	2017 Connecticut net operating loss available for carryforward:		50004
	Line 3 or Line 3 multiplied by Line 4	5.	59924 _{.00}

Enter Income Year Beginning

Form CT-1120I

2017

Computation of Interest Due on Underpayment of Estimated Tax

JUL 1 ,2017 , and Ending

JUN 30 ,2018

Connecticut Tax Registration Number Corporation name VMI FOUNDATION, INC. 73436479-000 Part I - Computation of Required Annual Payment 1. Tax due from 2017 Form CT-1120, Schedule C. Line 6, minus Schedule C. Line 1c; Form CT-1120CU, Part III, Line 3, minus Part I, Line 8, Combined Group Total Column; or Form CT-990T, Computation of 4501. Amount Payable, Line 5. See instructions. 4051. 2. Multiply Line 1 by 90% (.90). 3. Tax from 2016 Form CT-1120, Schedule C, Line 1, minus Schedule C. Line 1c; Form CT-1120CU, Part III, Line 1, minus Part I, Line 8, Combined Group Total Column; or 605. Form CT-990T, Computation of Amount Payable, Line 3. See instructions. 605. 4. Multiply Line 3 by 100% (1.00). 605. 5. Required annual payment; Enter the lesser of Line 2 or Line 4. Part II - Computation of Required Installments 182. 6. First required installment: Multiply Line 5 by 30% (.30). Enter here and on Part III, Line 13, Column A, or Part IV, Line 10a. 6. 242. 7. Second required installment; Multiply Line 5 by 40% (.40). Enter here and on Part III, Line 13, Column B, or Part IV, Line 13c. 7. 61. 8. Third required installment: Multiply Line 5 by 10% (.10). Enter here and on Part III, Line 13, Column C, or Part IV, Line 16c. 8. 121. 9. Fourth required installment: Multiply Line 5 by 20% (.20). Enter here and on Part III, Line 13, Column D, or Part IV, Line 19c. 9. Part III - Annualized Income Installment Schedule First 8 First 11 First 2 First 5 **Estimated Payment Calculation** В C D **Months Months Months Months** 1. Enter your Connecticut corporation business income for each period. See instructions. Annualization factor 1.5 1.09091 3. Annualized Connecticut corporation business income: Multiply Line 1 by Line 2. Multiply Line 3 by 7.5% (.075). Enter surtax, if applicable. Add Line 4 and Line 5. Corporation Business Tax credits: See instructions. Total annualized Corporation Business Tax: Subtract Line 7 from Line 6. Applicable percentages .27 .63 .72 .90 Multiply Line 8 by Line 9. 10. Add the amounts in all preceding columns of Line 17. See instructions. 12. Annualized income installment using net income: Subtract Line 11 from Line 10. If zero or less, enter "0." Enter your required installment for the period. See instructions. 14. Enter the amount from Line 16 of the preceding column of this worksheet. Add Line 13 and Line 14. 15. 16. If Line 15 is more than Line 12, subtract Line 12 from Line 15 (otherwise enter "0"). Enter the lesser of Line 12 or Line 15. 18. Total required installment for the period: Add Line 11 and Line 17. 19. Estimated tax payments made through the due date Estimated tax payment required by the next due date: Subtract Line 19 from Line 18 and enter the result, but not less than "0."

Part IV - Computation of Interest			
10a. First installment ; Enter the required installment amount due on the fifteenth day of the			
third month.	10a.	182.	
10b. Enter payments made or credits received on or before the fifteenth day of the third month.			
10c. First installment underpayment balance; Subtract Line 10b from Line 10a.		182.	
10. Interest due - Sixteenth day of the third month through the fifteenth day of the fourth month.			
Multiply Line 10c by .01 if greater than zero.	. 10.		2.
11a. Enter payments made or credits received on or before the fifteenth day of the fourth month.	. 11a.		
11b. First installment underpayment balance; Subtract Line 11a from Line 10c.	11b.	182.	
11. Interest due - Sixteenth day of the fourth month through the fifteenth day of the fifth month.			
Multiply Line 11b by .01 if greater than zero.	. 11.		2.
12a. Enter payments made or credits received on or before the fifteenth day of the fifth month.	. 12a.		
12b. First installment underpayment balance; Subtract Line 12a from Line 11b.	. 12b.	182.	
12. Interest due - Sixteenth day of the fifth month through the fifteenth day of the sixth month.			
Multiply Line 12b by .01 if greater than zero.	. 12.		2.
13a. Second installment: Enter payments made or credits received on or before the fifteenth day			
of the sixth month.	13a.		
13b. First installment underpayment balance: Subtract Line 13a from Line 12b.	13b.	182.	
13c. Enter the second required installment amount due on the fifteenth day of the sixth month.	. 13c.	242.	
13d. Second installment underpayment balance: Add Line 13b and Line 13c.	13d.	424.	
13. Interest due - Sixteenth day of the sixth month through the fifteenth day of the seventh month.			
Multiply Line 13d by .01 if greater than zero.	. 13.		4.
14a. Enter payments made or credits received on or before the fifteenth day of the seventh month.	14a.		
14b. Second installment underpayment balance: Subtract Line 14a from Line 13d.	. 14b.	424.	
14. Interest due - Sixteenth day of the seventh month through the fifteenth day of the eighth month.			
Multiply Line 14b by .01 if greater than zero.	. 14.		4.
15a. Enter payments made or credits received on or before the fifteenth day of the eighth month.	15a.		
15b. Second installment underpayment balance: Subtract Line 15a from Line 14b.	. 15b.	424.	
15. Interest due - Sixteenth day of the eighth month through the fifteenth day of the ninth month.			
Multiply Line 15b by .01 if greater than zero.	. 15.		4.
16a. Third installment ; Enter payments made or credits received on or before the fifteenth day			
of the ninth month.	16a.		
16b. Second installment underpayment balance: Subtract Line 16a from Line 15b.	. 16b.	424.	
16c. Enter the third required installment amount due on the fifteenth day of the ninth month.	. 16c.	61.	
16d. Third installment underpayment balance; Add Line 16b and Line 16c.	. 16d.	485.	
16. Interest due - Sixteenth day of the ninth month through the fifteenth day of the tenth month.			
Multiply Line 16d by .01 if greater than zero.	. 16.		5.

Continued Part IV - Computation of Interest on Page 3.

20650701

Part IV - Computation of Interest, continued			
17a. Enter payments made or credits received on or before the fifteenth day of the tenth month.		405	
17b. Third installment underpayment balance; Subtract Line 17a from Line 16d.	17b.	485.	
17. Interest due - Sixteenth day of the tenth month through the fifteenth day of the eleventh month.			_
Multiply Line 17b by .01 if greater than zero.			5.
18a. Enter payments made or credits received on or before the fifteenth day of the eleventh month	. 18a.		
18b. Third installment underpayment balance; Subtract Line 18a from Line 17b.	18b.	485.	
18. Interest due - Sixteenth day of the eleventh month through the fifteenth day of the twelfth month	١.		
Multiply Line 18b by .01 if greater than zero.	18.		5.
19a. Fourth installment: Enter payments made or credits received on or before the fifteenth day of			
the twelfth month.	19a.		
19b. Third installment underpayment balance; Subtract Line 19a from Line 18b.	19b.	485.	
19c. Enter the fourth required installment amount due on the fifteenth day of the twelfth month.	19c.	121.	
19d. Fourth installment underpayment balance: Add Line 19b and Line 19c.	19d.	606.	
19. Interest due - Sixteenth day of the twelfth month through the fifteenth day of the thirteenth			
month. Multiply Line 19d by .01 if greater than zero.	19.		6.
20a. Enter payments made or credits received on or before the fifteenth day of the thirteenth mont	h. 20a.		
20b. Fourth installment underpayment balance: Subtract Line 20a from Line 19d.	20b.	606.	
20. Interest due - Sixteenth day of the thirteenth month through the fifteenth day of the fourteenth			
month. Multiply Line 20b by .01 if greater than zero.	20.		6.
21a. Enter payments made or credits received on or before the fifteenth day of the fourteenth mon	th. 21a.		
21b. Fourth installment underpayment balance: Subtract Line 21a from Line 20b.	21b.	606.	
21. Interest due - Sixteenth day of the fourteenth month through the fifteenth day of the fifteenth			
month. Multiply Line 21b by .01 if greater than zero.	21.		6.
22a. Enter payments made or credits received on or before the fifteenth day of the fifteenth month.	. 22a.		
22b. Fourth installment underpayment balance; Subtract Line 22a from Line 21b.	22b.	606.	
22. Interest due - Sixteenth day of the fifteenth month to the fifteenth day of the sixteenth month.			
Multiply Line 22b by .01 if greater than zero.	22.		6.
23a. Enter payments made or credits received on or before the fifteenth day of the sixteenth month	n. 23a.		
23b. Fourth installment underpayment balance; Subtract Line 23a from Line 22b.	23b.	606.	
23. Interest due - Sixteenth day of the sixteenth month to the fifteenth day of the seventeenth month	١.		
Multiply Line 23b by .01 if greater than zero.	23.		6.
24. Total interest due; Add Lines 10 through 23. Enter here and on the appropriate			
Connecticut tax form.	24.		63.

Form 990-T	E	Exempt Organization Bus			ax Return) <u> </u>	OMB No. 1545-0687
		(and proxy tax und				_	0047
	For ca	lendar year 2017 or other tax year beginning $\boxed{\mathtt{JUL} \ \mathtt{1}}$				<u>8</u> .	ZU1/
Department of the Treasury Internal Revenue Service	•	► Go to www.irs.gov/Form990T for in - Do not enter SSN numbers on this form as it may					Open to Public Inspection for 501(c)(3) Organizations Only
A Check box if address changed		Name of organization (hanged a	and see instructions.)		(Emp	oyer identification number loyees' trust, see actions.)
B Exempt under section	Print	VMI FOUNDATION, INC.	5	4-0505966			
X 501(c)(3)	_ or	Number, street, and room or suite no. If a P.O. box	k, see ins	structions.			ated business activity codes nstructions.)
408(e) 220(e)	Туре	PO BOX 932				1 330)	nat detions.)
408A 530(a) 529(a)		City or town, state or province, country, and ZIP o LEXINGTON, VA 24450	r foreign	postal code		900	099
							
397,361,3	47.	F Group exemption number (See instructions.) G Check organization type ► X 501(c) corp	oration	501(c) trust	401(a)	trust	Other trust
		ary unrelated business activity. PASSTHR			M INVEST	MENT	rs
I During the tax year, was	the corp	poration a subsidiary in an affiliated group or a parer	nt-subsic	liary controlled group?	> [Ye	es X No
		tifying number of the parent corporation.					
		VMI FOUNDATION, INC.		Telepho	ne number 🕨 () 464-7383
Part I Unrelated	d Trac	de or Business Income		(A) Income	(B) Expenses	<u> </u>	(C) Net
1a Gross receipts or sale	es						
b Less returns and allow		c Balance	1c				
2 Cost of goods sold (S	Schedule	A, line 7)	2				
3 Gross profit. Subtract			3				
		ch Schedule D)	4a				
		Part II, line 17) (attach Form 4797)	4b				
c Capital loss deduction	for trus	sts	4c	407 152			407 152
		ips and S corporations (attach statement)	5	-487,153.			-487,153.
			6	24 754			24 754
		me (Schedule E)	7	34,754.			34,754.
		and rents from controlled organizations (Sch. F)	8				
		on 501(c)(7), (9), or (17) organization (Schedule G)					
		ome (Schedule I)	10				
		3 J)	12				
		ns; attach schedule) gh 12	13	-452,399.			-452,399.
Part II Deductio	ns No	ot Taken Elsewhere (See instructions for					452,555.
		utions, deductions must be directly connected			ncome.)		
14 Compensation of off	icers, di	rectors, and trustees (Schedule K)				14	
						15	
						16	
						17	
18 Interest (attach sche	dule)					18	
19 Taxes and licenses						19	211,628.
		e instructions for limitation rules)				20	
		562)					
		n Schedule A and elsewhere on return				22b	
						23	
		mpensation plans				24	
						25	
		chedule I)				26	
		hedule J)				27	
		nedule)				28	211,628.
		14 through 28noome before net operating loss deduction. Subtrac				30	-664,027.
		n (limited to the amount on line 30)			емемт 1	31	004,04/6
32 Unrelated business t	avahle i	ncome before specific deduction. Subtract line 31 fr	om line '	SU STELL		32	-664,027.
		y \$1,000, but see line 33 instructions for exceptions				33	1,000.
		income . Subtract line 33 from line 32. If line 33 is				"	_, 5556
line 32		00 00 10	J 4401 1	2=, 331 0.00 01110		34	-664,027.

723701 01-22-18 LHA For Paperwork Reduction Act Notice, see instructions.

Form **990-T** (2017)

Page 2

Part I	1	Tax Computation				
35	Orga	nizations Taxable as Corporations. See instructions for tax computation.				
	Contr	rolled group members (sections 1561 and 1563) check here See instructions and:				
a	Enter	your share of the \$50,000, \$25,000, and \$9,925,000 taxable income brackets (in that order):				
	(1)	\$ (3) \				
b	Enter	organization's share of: (1) Additional 5% tax (not more than \$11,750)				
	(2) A	dditional 3% tax (not more than \$100,000)				
C		ne tax on the amount on line 34	35c			0.
		s Taxable at Trust Rates. See instructions for tax computation. Income tax on the amount on line 34 from:				
		Tax rate schedule or Schedule D (Form 1041)	36			
37		y tax. See instructions	37			
38		native minimum tax	38			
39	Tax o	on Non-Compliant Facility Income. See instructions	39			
40	Total	. Add lines 37, 38 and 39 to line 35c or 36, whichever applies	40			0.
Part I	^	Tax and Payments				
41a	Forei	gn tax credit (corporations attach Form 1118; trusts attach Form 1116) 41a 221,480.				
b	Other	credits (see instructions)				
C		ral business credit. Attach Form 3800 41c				
d	Credi	t for prior year minimum tax (attach Form 8801 or 8827)				
е		credits. Add lines 41a through 41d	41e	221	1,48	30.
42		ract line 41e from line 40	42			0.
43	Other	taxes. Check if from: Form 4255 Form 8611 Form 8697 Form 8866 Other (attach schedule)	43			
44	Total	tax. Add lines 42 and 43	44			0.
45 a	Paym	nents: A 2016 overpayment credited to 2017				
		estimated tax payments 45b				
		leposited with Form 8868 45c				
		gn organizations: Tax paid or withheld at source (see instructions) 45d				
е	Backı	up withholding (see instructions) 45e				
		t for small employer health insurance premiums (Attach Form 8941)				
g	Other	credits and payments: Form 2439				
		Form 4136 Other Total ▶ 45g				
46	Total	payments. Add lines 45a through 45g	46			
47	Estim	nated tax penalty (see instructions). Check if Form 2220 is attached 🕨 🔲	47			
48	Tax d	lue. If line 46 is less than the total of lines 44 and 47, enter amount owed	48			0.
49	Over	payment. If line 46 is larger than the total of lines 44 and 47, enter amount overpaid	49			0.
		the amount of line 49 you want: Credited to 2018 estimated tax	50			
Part V	'	Statements Regarding Certain Activities and Other Information (see instructions)				
51	At an	y time during the 2017 calendar year, did the organization have an interest in or a signature or other authority			Yes	No
	over	a financial account (bank, securities, or other) in a foreign country? If YES, the organization may have to file				
	FinCE	N Form 114, Report of Foreign Bank and Financial Accounts. If YES, enter the name of the foreign country				
	here	>				<u> </u>
52	Durin	g the tax year, did the organization receive a distribution from, or was it the grantor of, or transferor to, a foreign trust?				X
	If YES	S, see instructions for other forms the organization may have to file.				
53		the amount of tax-exempt interest received or accrued during the tax year >\$				
Cian		nder penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowled prect, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.	ge and b	elief, it is true,	•	
Sign Here		Ma	y the IRS	discuss this	return wi	ith
пеге		TREASURER the	preparer	r shown below	(see	_
		Signature of officer Date Title ins	tructions	6)? X Ye :	S	No
		Print/Type preparer's name Preparer's signature Date Check if	PTIN	N		
Paid		JOSEPH S. NADDER, JOSEPH S. NADDER, self-employed				
Prepa	rer			012409		
Use C		Firm's name ► DIXON HUGHES GOODMAN LLP Firm's EIN ►	56	6-0747	/981	<u>L</u>
	•	901 EAST CARY STREET, SUITE 1000	004	٠		
		Firm's address ► RICHMOND, VA 23219 Phone no. (804			
				Form 99	90-T (2017)

Schedule A - Cost of Good	s Sold. Enter	method of inver	ntory v	aluation > N/A					
1 Inventory at beginning of year				Inventory at end of year			6		
2 Purchases				Cost of goods sold. Su					
3 Cost of labor				from line 5. Enter here	Part I,				
4a Additional section 263A costs				line 2		7			
(attach schedule)	4a		8	Do the rules of section	with respect to	L	Yes N)	
b Other costs (attach schedule)	property produced or acquired for resale) apply to								
5 Total. Add lines 1 through 4b	5			the organization?					
Schedule C - Rent Income (see instructions)	(From Real	Property and	l Per	sonal Property L	ease	d With Real Prope	rty)		
Description of property									
(1)									_
(2)									_
(3)									_
(4)									_
	2. Rent receiv	ed or accrued							_
(a) From personal property (if the per rent for personal property is more 10% but not more than 50%)	e than	of rent for p	personal	onal property (if the percentag property exceeds 50% or if ed on profit or income)	ge	3(a) Deductions directly or columns 2(a) and	onnected with the inc 2(b) (attach schedule	ome in)	
(1)									_
(2)									
(3)									
(4)									
Total	0.	Total			0.				
(c) Total income. Add totals of columns here and on page 1, Part I, line 6, column	n (A)	▶			0.	(b) Total deductions. Enter here and on page 1, Part I, line 6, column (B)	•	0	
Schedule E - Unrelated Del	ot-Financed	Income (see	instru	ctions)					
			2	. Gross income from or allocable to debt-	, ,	3. Deductions directly conne to debt-financed	d property		
1. Description of debt-fi	inanced property			financed property	(a)	Straight line depreciation (attach schedule)	(b) Other ded (attach sch		
(1)									_
(2)									_
(3)									_
(4)									_
4. Amount of average acquisition debt on or allocable to debt-financed property (attach schedule)	of or a debt-fina	adjusted basis allocable to nced property h schedule)	6	Column 4 divided by column 5		7. Gross income reportable (column 2 x column 6)	8. Allocable of (column 6 x total 3(a) and	I of column	s
(1)			1	%					_
(2)				%					_
(3)				%					_
(4)				%					_
. ,	•		1	70		Enter here and on page 1, Part I, line 7, column (A).	Enter here and o		
Totals						0.		n	
Total dividende-received deductions in							 		Ť

Form **990-T** (2017)

Schedule F - Interest,	Annuitie	s, Royal	ties, an	1				tions	(see ins	struction	is)
4					Controlled O					T	•
 Name of controlled organiza 	tion	2. Em identifi num	cation	3. Net unr (loss) (see	elated income e instructions)	4. Tot payn	al of specified nents made	include	t of column 4 t ed in the contr ation's gross i	olling	6. Deductions directly connected with income in column 5
(1)											
(2)											
(3)											
(4)											
Nonexempt Controlled Organ	izations										
7. Taxable Income		nrelated incon ee instructions		9. Total	of specified payr made	nents	10. Part of column in the controllingross		ization's	11. De with	eductions directly connected n income in column 10
(1)											
(2)											
(3)											
(4)											
							Add colun Enter here and line 8, c		1, Part I, \).		dd columns 6 and 11. here and on page 1, Part I, line 8, column (B).
Totals						▶			0.		0.
Schedule G - Investme		ne of a S	Section	501(c)(7	'), (9), or (17) Org	janization				
	cription of inco	me			2 Amount of	income	3. Deduction		4 . Set-		5. Total deductions and set-asides
	•						(attach sched		(attach s	schedule)	(col. 3 plus col. 4)
(1)											
(2) (3)											
(4)											
(4)					Enter here and	on page 1					Enter here and on page 1,
					Part I, line 9, co						Part I, line 9, column (B).
Totals						0.					0.
Schedule I - Exploited	Exempt	Activity	Incom	e, Other	Than Adv		g Income				<u> </u>
(see instr	uctions)										
1. Description of exploited activity	unrelated	e from	directly of with proof un	penses connected oduction related s income	4. Net incon from unrelated business (co minus colum gain, comput through	I trade or Ilumn 2 n 3). If a e cols. 5	5. Gross inco from activity t is not unrelat business inco	hat ed	6. Exp attribut colur	able to	7. Excess exempt expenses (column 6 minus column 5, but not more than column 4).
(1)											
(1) (2) (3) (4)											
(3)											
(4)											
	Enter her page 1 line 10,	col. (A).	page 1	re and on 1, Part I, , col. (B).							Enter here and on page 1, Part II, line 26.
Totals ► Schedule J - Advertisi	na Incon	0. ne (sea i	netruction	0.							0.
Part I Income From					solidated	Basis					
- meemerrem											
1. Name of periodical		2. Gross advertising income	adv	3. Direct ertising costs	4. Advert or (loss) (c col. 3). If a g cols. 5 th	ain, compute	5. Circulatincome		6. Reade cost		7. Excess readership costs (column 6 minus column 5, but not more than column 4).
(1) (2) (3) (4)											
(3)											
(4)											
· /											
Totals (carry to Part II, line (5))	>	(0.	0							0 . Form 990-T (2017)

Part II Income From Periodicals Reported on a Separate Basis (For each periodical listed in Part II, fill in columns 2 through 7 on a line-by-line basis.)

1. Name of periodical	2. Gross advertising income	3. Direct advertising costs	4. Advertising gain or (loss) (col. 2 minus col. 3). If a gain, compute cols. 5 through 7.	5. Circulation income	6. Readership costs	7. Excess readership costs (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
Totals from Part I	0.	0.				0.
	Enter here and on page 1, Part I, line 11, col. (A).	Enter here and on page 1, Part I, line 11, col. (B).				Enter here and on page 1, Part II, line 27.
Totals, Part II (lines 1-5)	0.	0.				0.

Schedule K - Compensation of Officers, Directors, and Trustees (see instructions)

1. Name	2. Title	3. Percent of time devoted to business	Compensation attributable to unrelated business
(1)		%	
(2)		%	
(3)		%	
(4)		%	
Total. Enter here and on page 1, Part II, line 14		>	0.

Form **990-T** (2017)

FORM 990-T	NET	OPERATING	LOSS	DEDUCTI	ON	STATEMENT 1
TAX YEAR	LOSS SUSTAINED	LOSS PREVIOU APPL	JSLY		OSS IAINING	AVAILABLE THIS YEAR
06/30/13 06/30/14 06/30/15 06/30/16 06/30/17	89,098. 213,206. 404,006. 387,472. 99,109.		0. 0. 0. 0.		89,098. 213,206. 404,006. 387,472. 99,109.	89,098. 213,206. 404,006. 387,472. 99,109.
NOL CARRYOV	ER AVAILABLE THIS	YEAR		1	.,192,891.	1,192,891.
FORM 990-T	INCO	ME (LOSS)	FROM I	PARTNERS	HIPS	STATEMENT 2
PARTNERSHIP	NAME		GROSS	INCOME	DEDUCTIONS	NET INCOME OR (LOSS)
INCOME FROM	VARIOUS PASSTROUG	GHS	-48	37,153.	0.	-487,153.
TOTAL TO FO	RM 990-T, PAGE 1,	LINE 5	-48	37,153.	0.	-487,153.

Caution: Forms printed from within Adobe Acrobat products may not meet IRS or state taxing agency specifications. When using Acrobat 5.x products, uncheck the "Shrink oversized pages to page size" and uncheck the "Expand small pages to paper size" options, in the Adobe "Print" dialog. When using Acrobat 6.x and later products versions, select "None" in the "PageScalling" selection box in the Adobe "Print" dialog.

STATE COPY

VMI FOUNDATION, INC. PO BOX 932 LEXINGTON, VA 24450

GEORGIA DEPARTMENT OF REVENUE P.O. BOX 740397 ATLANTA, GA 30374-0397

TAX RETURN FILING INSTRUCTIONS

GEORGIA FORM 600-T

FOR THE YEAR ENDING

JUNE 30, 2018

· ·	, 5.1. = 55, =5.15
PREPARED FOR:	
VMI FOUNDATION, INC. PO BOX 932 LEXINGTON, VA 24450	
PREPARED BY:	
DIXON HUGHES GOODMAN 901 EAST CARY STREET, SI RICHMOND, VA 23219	
TO BE SIGNED AND DATED BY:	
THE AUTHORIZED INDIVIDU	JAL(S).
AMOUNT OF TAX: TOTAL TAX LESS: PAYMENTS AND CREDITS PLUS: OTHER AMOUNT PLUS: NTEREST AND PENALTIES NO PAYMENT REQUIRED	\$ 87 \$ 181 0 \$ 0
OVERPAYMENT:	
CREDITED TO YOUR ESTIMATED TAX OTHER AMOUNT REFUNDED TO YOU	\$ 0 \$ 0 \$ 0
MAKE CHECK PAYABLE TO:	
NOT APPLICABLE	
MAIL TAX RETURN AND CHECK (IF APPLIC	CABLE) TO:
GEORGIA DEPARTMENT OF P.O. BOX 740397 ATLANTA, GA 30374-0397	REVENUE
RETURN MUST BE MAILED ON OR BEFOR	<u>E:</u>
NOVEMBER 15, 2018	

SPECIAL INSTRUCTIONS:

$\begin{array}{l} \text{Georgia Form 600-T} \\ \text{Exempt Organization} \end{array} \text{(Rev. 08/21/17)}$

Unrelated Business Income Tax Return



Mailing Address: Georgia Department of Revenue Processing Center PO Box 740397 Atlanta, Georgia 30374-0397

Amended	Amended due to IRS	Audit Address (Change UET Annualization Exc	ception	attached		Page 1
For the taxable y	vear beginning		07/01/2017 and ending	0 (6/30/2	018	
Name of Organiz	-	Name of Fidu		Fec trus sect	leral Emplo t described in ion 501 (a), i	yer ID No. (in case section 401 (a) and nsert the trust's iden	of employees' exempt under ification number.)
VMI FOUND	DATION, INC.						,
Number and Str	eet	Number and	Street				
					4-0505	966	T
PO BOX 93	32	O't T		NAI	CS Code	Date of current	IRS code section for
City or Town LEXINGTON	J	City or Town		-		exemption letter.	which you are exempt.
State	ZIP Code	State	ZIP Code				
VA	24450	Clair	Zii Godo	9(00099	06/10/92	501(C)
		•	•			SCHEDULE	•
1. Unrelated bus	siness taxable income fr	om Federal Form 990-T	(attach copy)	1.			-664027
2. Additions				2.			
3. Total (add Lir	ne 1 and Line 2)			3.			-664027
4. Subtractions		SEE STATEMEN	Т 1	4.			-665473
5. Georgia unre	lated business taxable in	come (Line 3 less Line 4	4)	5.			1446
COMPUTATION	N OF GEORGIA UNREL	ATED BUSINESS INCO	OME TAX			SCHEDULE	2
1. Line 5, above	e, multiplied by 6%			1.			87
2. Less: Credits	used from Schedule 3,	do not enter more than I	Line 1 of Schedule 2	2.			
3. Less: Paymer	nts			3.			
4. Withholding (Credits (G2-A, G2-LP and	I/or G2-RP)		4.			181
5. Balance of ta	x due OR overpayment			5.			-94
6. Interest due (See Instructions)			6.			
7. Underestimat	ted tax penalty			7.			
8. Other penalti	es due (See Instructions)			8.			
Q Balanco of to	x. interest and penalties	due with return		9.			-94
	n overpayment, amount			9.			7=
Estimated ¹		Refunde					
DECLARATION: I	/We declare under pena	Ity of perjury that I/we ha	ULES (AND ANY EXTENSION) Mave examined this return (including complete. If prepared by a personal complete.	g acc	ompanying	schedules and sta	tements) and

on all information of which the preparer has knowledge. Georgia Public Revenue Code Section 48-2-31 stipulates that taxes shall be paid in lawful money of the United States, free of any expense to the State of Georgia

money of the officed offices, free of any expense to the office of deorgia.										
MR. DAVID L.	PRASNICKI									
Signature of Officer			Signature of Individual or Firm Preparing Return							
TREASURER	11/14/18		P01240960							
Title	Date	745981 01-29-18	Employee ID or Social Security Number							
		_								

GA 600-T	SUBTRACTIONS TO TAXABLE INCOME	STATEMENT 1
DESCRIPTION		AMOUNT
K1 INCOME/(LOSS)	ALLOCATED TO OTHER STATES	-665,473.
TOTAL TO FORM 600-	-T, LINE 4	-665,473.

Form 990-T	E	Exempt Organization Bus			ax Return	L	OMB N	lo. 1545-0687
		(and proxy tax unde						047
	For ca	lendar year 2017 or other tax year beginning \underline{JUL} 1,				3 .	Z	017
Department of the Treasury Internal Revenue Service	•	► Go to www.irs.gov/Form990T for ins Do not enter SSN numbers on this form as it may	be mad	e public if your organizat	ion is a 501(c)(3).	5	iÓ1(c)(3) O	ublic Inspection for Organizations Only
A Check box if address changed		Name of organization (Check box if name ch	nanged	and see instructions.)		D Employer identification number (Employees' trust, see instructions.)		
B Exempt under section	Print	VMI FOUNDATION, INC.						05966
X 501(c)(3) 408(e) 220(e)	Type	Number, street, and room or suite no. If a P.O. box PO BOX 932	, see ins	structions.			ted busine structions	ess activity codes s.)
408A 530(a) 529(a)		City or town, state or province, country, and ZIP or LEXINGTON, VA 24450	foreign	postal code		9000)99	
C Book value of all assets		F Group exemption number (See instructions.)	>					
397,361,3	<u>47.</u>	G Check organization type X 501(c) corp	oration	501(c) trust	401(a)			Other trust
II Describe the organization	ı ə pıiiii	ary unrelated business activity. FIASSIIII	oogi	I INCOME PRO	M INVESTM	ENT		
If "Yes," enter the name a	ınd iden	poration a subsidiary in an affiliated group or a paren tifying number of the parent corporation.	t-subsic		▶ L	Yes		☑ No
		VMI FOUNDATION, INC.			ne number 🕨 (!	<u>540</u>)		4-7383
		de or Business Income		(A) Income	(B) Expenses			(C) Net
1a Gross receipts or sale								
b Less returns and allow		c Balance	1c					
Cost of goods sold (SGross profit. Subtract		s A, line 7)	3					
•		ch Schedule D)	4a					
		Part II, line 17) (attach Form 4797)	4b					
		sts	4c					
		ips and S corporations (attach statement)	5	-487,153.			-4	87,153.
6 Rent income (Schedu			6					
7 Unrelated debt-finance	ed inco	me (Schedule E)	7	34,754.				34,754.
		and rents from controlled organizations (Sch. F)	8					
		on 501(c)(7), (9), or (17) organization (Schedule G)	9					
		ome (Schedule I)	10					
		3 J)	11					
		ns; attach schedule)	12 13	-452,399.			1	52,399.
13 Total. Combine lines Part II Deductio	ns No	ot Taken Elsewhere (See instructions fo				L		34,399.
(Except for	contrib	utions, deductions must be directly connected	with th	ne unrelated business in				
		rectors, and trustees (Schedule K)				14		
						15		
						16 17		
						18		
						19	2	11,628.
20 Charitable contributi	ons (Se	e instructions for limitation rules)				20		
		562)						
		n Schedule A and elsewhere on return				22b		
23 Depletion						23		
24 Contributions to def	erred co	mpensation plans				24		
25 Employee benefit pro	-					25		
26 Excess exempt expe	nses (S	chedule I)				26		
		hedule J)				27		
		nedule)				28		11,628.
		14 through 28ncome before net operating loss deduction. Subtract				29 30		64,027.
31 Net operating loss d	axavit l eduction	ncome before het operating loss deduction. Subtract n (limited to the amount on line 30)	. IIIIE 29	SEE STATI	 Эмемт 2	31		V=, U4/•
32 Unrelated business t	ouuoliül axahla i	ncome before specific deduction. Subtract line 31 fro	lin≙ '	30 211 21411		32	-6	64,027.
		y \$1,000, but see line 33 instructions for exceptions)				33		1,000.
		income. Subtract line 33 from line 32. If line 33 is q						64 027

Page 2

Part I	1	Fax Computation							
35	Orgai	nizations Taxable as Corporations. See instructions for tax computation.							
	Contr	olled group members (sections 1561 and 1563) check here 🕨 🔲 See in	structions ar	nd:					
а	Enter	your share of the \$50,000, \$25,000, and \$9,925,000 taxable income brackets	(in that order	r):					
	(1)	\$ (2) \[\\$ (3) \[\\$							
b	Enter	organization's share of: (1) Additional 5% tax (not more than \$11,750)							
	(2) A	dditional 3% tax (not more than \$100,000)							
C	Incon	ne tax on the amount on line 34			>	► 35c			0.
		s Taxable at Trust Rates. See instructions for tax computation. Income tax on							
		Tax rate schedule or Schedule D (Form 1041)			>	▶ 36			
37		tax. See instructions				▶ 37			
38		native minimum tax				38			
39	Tax o	n Non-Compliant Facility Income. See instructions				39			
40	Total	. Add lines 37, 38 and 39 to line 35c or 36, whichever applies				40			0.
Part I	V 7	Tax and Payments							
41a	Forei	gn tax credit (corporations attach Form 1118; trusts attach Form 1116)		41a	221,480	<u>. </u>			
b	Other	credits (see instructions)		41b					
C	Gener	ral business credit. Attach Form 3800		41c					
d	Credi	t for prior year minimum tax (attach Form 8801 or 8827)		41d					
е	Total	credits. Add lines 41a through 41d				41e	2	<u>21,4</u>	.08
42		act line 41e from line 40							0.
43	Other	taxes. Check if from: Form 4255 Form 8611 Form 8697	Form 88	366	Other (attach schedule	43			
44	Total	tax. Add lines 42 and 43				44			0.
45 a	Paym	ents: A 2016 overpayment credited to 2017		45a					
b	2017	estimated tax payments		45b					
C	Tax d	eposited with Form 8868		45c					
		gn organizations: Tax paid or withheld at source (see instructions)							
е	Backı	up withholding (see instructions)		45e					
f	Credi	t for small employer health insurance premiums (Attach Form 8941)							
g	Other	credits and payments: Form 2439							
		credits and payments: Form 2439 Form 4136 Other	Total 	45g					
46	Total	payments. Add lines 45a through 45g				46			
47	Estim	ated tax penalty (see instructions). Check if Form 2220 is attached 🕨 🔲				. 47			
48	Tax d	ue. If line 46 is less than the total of lines 44 and 47, enter amount owed				48			0.
49	Overp	payment. If line 46 is larger than the total of lines 44 and 47, enter amount over	erpaid		.,	49			0.
50		the amount of line 49 you want: Credited to 2018 estimated tax			Refunded	50			
Part V	<u> </u>	Statements Regarding Certain Activities and Other Ir	nformatio	n (see	instructions)				
51	At any	y time during the 2017 calendar year, did the organization have an interest in o	r a signature	or other	authority			Yes	No
	over a	a financial account (bank, securities, or other) in a foreign country? If YES, the	organization	may hav	e to file				
	FinCE	N Form 114, Report of Foreign Bank and Financial Accounts. If YES, enter the	name of the	foreign co	ountry				
	here	>							X
52	Durin	g the tax year, did the organization receive a distribution from, or was it the gra	antor of, or t	ransferor	to, a foreign trust?				X
	If YES	S, see instructions for other forms the organization may have to file.							
53	Enter	the amount of tax-exempt interest received or accrued during the tax year	\$						
0.		nder penalties of perjury, I declare that I have examined this return, including accompanying so rrect, and complete. Declaration of preparer (other than taxpayer) is based on all information o				vledge and	pelief, it is to	rue,	
Sign			. milon propare	, nao any n		May the IR	S discuss t	his return	with
Here			REASUF	RER		the prepare	er shown be	elow (see	
		Signature of officer Date Titl	е			instruction	s)? X	Yes	No
		Print/Type preparer's name Preparer's signature		ate	Check	if PT	N		
Paid		JOSEPH S. NADDER, JOSEPH S. NADD			self- employe				
Prepa	rer	III III	11	1/14/	18		0124		
Use C		Firm's name ► DIXON HUGHES GOODMAN LLP			Firm's EIN	▶ 5	6-07	4798	1
			ITE 10	00					
		Firm's address ► RICHMOND, VA 23219			Phone no.	(804) 282	<u>2-7</u> 6	36

Schedule	A - Cost of Goods	s Sold. Enter	method of inver	ntory v	valuation ► N/A					
1 Inventory	at beginning of year	1		6	Inventory at end of yea	r		6		
2 Purchases				7	Cost of goods sold. St					
3 Cost of la	bor	3			from line 5. Enter here	and in F	Part I,			
	section 263A costs				line 2			7		
(attach sc	hedule)	4a		8		263A (v	with respect to		Yes	No
b Other cos	ts (attach schedule)	4b			property produced or a	cquired				
5 Total. Ad	d lines 1 through 4b	5			the organization?					
	C - Rent Income ((From Real	Property and	d Per	sonal Property L	ease	d With Real Prop	erty)		
(see instruc	tions)									
1. Description of	property									
(1)										
(2)										
(3)										
(4)										
		2. Rent receiv	ed or accrued							
(a) Fro	m personal property (if the perc at for personal property is more 10% but not more than 50%)	centage of than	` ' of rent for	persona	sonal property (if the percentage I property exceeds 50% or if sed on profit or income)	ge	3(a) Deductions directly columns 2(a) an	connect nd 2(b) (a	ed with the income in ttach schedule)	1
(1)										
(2)										
(3)										
(4)										
Total		0.	Total			0.				
here and on pag	e. Add totals of columns ge 1, Part I, line 6, column	n (A)	▶			0.	(b) Total deductions. Enter here and on page 1, Part I, line 6, column (B)	>		0.
Schedule I	E - Unrelated Deb	t-Financed	Income (see	instru	ıctions)					
				:	Gross income from or allocable to debt-		Deductions directly conr to debt-finance			
	1. Description of debt-fir	nanced property			financed property	(a)	Straight line depreciation (attach schedule)	(b) Other deductions (attach schedule)		
(1)										
(2)										
(3)										
(4)										
debt on or al	of average acquisition locable to debt-financed y (attach schedule)	of or a debt-fina	adjusted basis allocable to nced property n schedule)		6. Column 4 divided by column 5	7. Gross income reportable (column 2 x column 6)		(0	8. Allocable deduct column 6 x total of co 3(a) and 3(b))	
(1)					%					
(2)					%					
(3)					%					
(4)					%					
							inter here and on page 1, Part I, line 7, column (A).		nter here and on pag Part I, line 7, column	
Totals					.		0	.		0.
	s-received deductions in	ncluded in column	า 8				•			0.

Form **990-T** (2017)

Schedule F - Interest, A			<u> </u>		Controlled O				<u> </u>				
Name of controlled organizat	ion	2. Em identifi num	cation	3. Net un (loss) (see	related income e instructions)	4. Tot payr	al of specified nents made	includ	rt of column 4 led in the cont zation's gross	trolling	6. Deductions directly connected with income in column 5		
(1)													
(2)													
(3)													
(4)													
Nonexempt Controlled Organi	zations												
7. Taxable Income		unrelated incon see instructions		9. Total	of specified pays made	nents	10. Part of column in the controllingross	nn 9 tha ng orgar s income	nization's	11 . Dowit	eductions directly connected h income in column 10		
(1)													
(2)													
(3)													
(4)													
							Add colun Enter here and line 8, c		e 1, Part I,		dd columns 6 and 11. here and on page 1, Part I, line 8, column (B).		
Totals						▶			0.		0		
Schedule G - Investme	nt Incor	ne of a S	Section	501(c)(7	7), (9), or (17) Org	ganization						
(see insti	ructions)												
1. Desc	ription of inco	ome			2. Amount of	income	 Deduction directly connected (attach schedule) 	cted	4. Set-	-asides schedule)	5. Total deductions and set-asides (col. 3 plus col. 4)		
(1)													
(2)													
(3)													
(4)													
					Enter here and Part I, line 9, co						Enter here and on page Part I, line 9, column (B).		
Totals						0.					0		
Schedule I - Exploited (see instru	Exempt	Activity	Incom	e, Other	Than Adv	/ertisin	g Income				•		
	_		3 =	rancas	4. Net incon	ne (loss)	_				7. Excess exempt		
1. Description of exploited activity	escription of unrelated business income from trade or business of u		3. Expenses directly connected with production of unrelated business income		ated business come from with pro		from unrelated trade or business (column 2 minus column 3). If a		Gross inco from activity t is not unrelat business inco	hat ed	attribu	penses table to ımn 5	expenses (column 6 minus column 5, but not more than column 4).
(1)													
(2)													
(3)													
(4)													
	page 1	re and on 1, Part I, , col. (A).	page	ere and on 1, Part I, , col. (B).							Enter here and on page 1, Part II, line 26.		
Totals		0.		0.							0		
Schedule J - Advertision													
Part I Income From I	Periodic	als Repo	orted o	n a Con	solidated	Basis							
1. Name of periodical		2. Gross advertising income	adv	3. Direct vertising costs	or (loss) (c col. 3). If a g	tising gain ol. 2 minus ain, comput nrough 7.	5. Circulat income		6. Read		7. Excess readership costs (column 6 minus column 5, but not more than column 4).		
(1)													
(2)													
(3)													
(4)													
Totals (carry to Part II, line (5))	▶	(0.	0							0		

Part II Income From Periodicals Reported on a Separate Basis (For each periodical listed in Part II, fill in columns 2 through 7 on a line-by-line basis.)

Name of periodical	2. Gross advertising	3. Direct advertising costs	4. Advertising gain or (loss) (col. 2 minus col. 3). If a gain, compute	5. Circulation income	6. Readership costs	7. Excess readership costs (column 6 minus column 5, but not more
•	income	advortioning cools	cols. 5 through 7.	moonic	000.0	than column 4).
(1)						
(2)						
(3)						
(4)						
Totals from Part I	0.	0.				0.
	Enter here and on page 1, Part I, line 11, col. (A).	Enter here and on page 1, Part I, line 11, col. (B).				Enter here and on page 1, Part II, line 27.
Totals, Part II (lines 1-5)	0.	0.				0.

Schedule K - Compensation of Officers, Directors, and Trustees (see instructions)

1. Name	2. Title	3. Percent of time devoted to business	Compensation attributable to unrelated business
(1)		%	
(2)		%	
(3)		%	
(4)		%	
Total . Enter here and on page 1, Part II, line 14		•	0.

Form **990-T** (2017)

FORM 990-T	NET	OPERATING	GLOSS	DEDUCTI	ON	STATEMENT 2	
TAX YEAR	LOSS SUSTAINED APP		USLY LOSS			AVAILABLE THIS YEAR	
06/30/13 06/30/14 06/30/15 06/30/16 06/30/17	89,098. 213,206. 404,006. 387,472. 99,109.		0. 89,098. 0. 213,206. 0. 404,006. 0. 387,472. 0. 99,109.		89,098. 213,206. 404,006. 387,472. 99,109.		
NOL CARRYOV	ER AVAILABLE THIS	YEAR		1	.,192,891.	1,192,891.	
FORM 990-T	INCO	ME (LOSS)	FROM I	PARTNERS	SHIPS 	STATEMENT 3	
PARTNERSHIP	NAME		GROSS	INCOME	DEDUCTIONS	NET INCOME OR (LOSS)	
INCOME FROM VARIOUS PASSTROUGHS			-487,153. 0.			-487,153.	
TOTAL TO FO	RM 990-T, PAGE 1,	LINE 5	-487,153		0.	-487,153.	

Form **2220**

Underpayment of Estimated Tax by Corporations

Attach to the corporation's tax return.

FORM 990-T

OMB No. 1545-0123

2017

Department of the Treasury Internal Revenue Service

► Go to www.irs.gov/Form2220 for instructions and the latest information.

Name

VMI FOUNDATION, INC.

Employer identification number 54-0505966

Note: Generally, the corporation isn't required to file Form 2220 (see Part II below for exceptions) because the IRS will figure any penalty owed and bill the corporation. However, the corporation may still use Form 2220 to figure the penalty. If so, enter the amount from page 2, line 38 on the estimated tax penalty line of the corporation's income tax return, but do not attach Form 2220. **Required Annual Payment** 1 Total tax (see instructions)

2 8	Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 1	2a			
t	Look-back interest included on line 1 under section 460(b)(2) for completed long-term				
	contracts or section 167(g) for depreciation under the income forecast method	2b			
(Credit for federal tax paid on fuels (see instructions)	2c			
(1 Total. Add lines 2a through 2c	2d			
3	Subtract line 2d from line 1. If the result is less than \$500, do not complete or file this form. The corpor				
	doesn't owe the penalty	3			
4	Enter the tax shown on the corporation's 2016 income tax return. See instructions. Caution: If the tax is	s zero			
	or the tax year was for less than 12 months, skip this line and enter the amount from line 3 on line 5			4	
5	Required annual payment. Enter the smaller of line 3 or line 4. If the corporation is required to skip line	ne 4,			
	enter the amount from line 3			5	

Reasons for Filing - Check the boxes below that apply. If any boxes are checked, the corporation must file Form 2220 even if it doesn't owe a penalty. See instructions.

The corporation is using the adjusted seasonal installment method. 6

The corporation is using the annualized income installment method.

The corporation is a "large corporation" figuring its first required installment based on the prior year's tax.

Part III | Figuring the Underpayment

9	Installment due dates. Enter in columns (a) through (d) the 15th day of the 4th (Form 990-PF filers; Use 5th month), 6th, 9th, and 12th months of the corporation's tax year	9		
10	Required installments. If the box on line 6 and/or line 7			
	above is checked, enter the amounts from Sch A, line 38. If			
	the box on line 8 (but not 6 or 7) is checked, see instructions			
	for the amounts to enter. If none of these boxes are checked,			
	enter 25% (0.25) of line 5 above in each column	10		
11	Estimated tax paid or credited for each period. For			
	column (a) only, enter the amount from line 11 on line 15.			
	See instructions	11		
	Complete lines 12 through 18 of one column			
	before going to the next column.			
12	Enter amount, if any, from line 18 of the preceding column	12		
13	Add lines 11 and 12	13		
14	Add amounts on lines 16 and 17 of the preceding column	14		

15 Subtract line 14 from line 13. If zero or less, enter -0-If the amount on line 15 is zero, subtract line 13 from line 14. Otherwise, enter -0-Underpayment. If line 15 is less than or equal to line 10,

subtract line 15 from line 10. Then go to line 12 of the next column. Otherwise, go to line 18

Overpayment. If line 10 is less than line 15, subtract line 10 from line 15. Then go to line 12 of the next column

9			
10			
11			
12			
13			
14			
15			
16			
ا ا		l	İ

(c)

Go to Part IV on page 2 to figure the penalty. Do not go to Part IV if there are no entries on line 17 - no penalty is owed.

(d)

Form 2220 (2017)

Part IV Figuring the Penalty

			(a)	(b)	(c)		(d)
19	Enter the date of payment or the 15th day of the 4th month after the close of the tax year, whichever is earlier. (C Corporations with tax years ending June 30 and S corporations: Use 3rd month instead of 4th month. Form 990-PF and Form 990-T filers: Use 5th month instead of 4th month.) See instructions	19					
20	Number of days from due date of installment on line 9 to the						
	date shown on line 19	20					_
21	Number of days on line 20 after 4/15/2017 and before 7/1/2017	21					
22	Underpayment on line 17 x Number of days on line 21 x 4% (0.04)	22	\$	\$	\$		\$
23	Number of days on line 20 after 06/30/2017 and before 10/1/2017	23					
24	Underpayment on line 17 x Number of days on line 23 x 4% (0.04)	24	\$	\$	\$		\$
25	Number of days on line 20 after 9/30/2017 and before 1/1/2018	25					
26	Underpayment on line 17 x Number of days on line 25 x 4% (0.04)	26	\$	\$	\$		\$
27	Number of days on line 20 after 12/31/2017 and before 4/1/2018	27					
28	Underpayment on line 17 x Number of days on line 27 x 4% (0.04)	28	\$	\$	\$		\$
29	Number of days on line 20 after 3/31/2018 and before 7/1/2018	29					
30	Underpayment on line 17 x Number of days on line 29 x *% 365	30	\$	\$	\$		\$
31	Number of days on line 20 after 6/30/2018 and before 10/1/2018	31					
32	Underpayment on line 17 x Number of days on line 31 x *% 365	32	\$	\$	\$		\$
33	Number of days on line 20 after 9/30/2018 and before 1/1/2019	33					
34	Underpayment on line 17 x Number of days on line 33 x *%	34	\$	\$	\$		\$
35	Number of days on line 20 after 12/31/2018 and before 3/16/2019	35					
36	Underpayment on line 17 x Number of days on line 35 x *% 365	36	\$	\$	\$		\$
37	Add lines 22, 24, 26, 28, 30, 32, 34, and 36	37	\$	\$	\$		\$
38	Penalty. Add columns (a) through (d) of line 37. Enter the to	tal he	ere and on Form 1120, lin	e 33;		38	s 0.

Form **2220** (2017)

^{*} Use the penalty interest rate for each calendar quarter, which the IRS will determine during the first month in the preceding quarter. These rates are published quarterly in an IRS News Release and in a revenue ruling in the Internal Revenue Bulletin. To obtain this information on the Internet, access the IRS website at www.irs.gov. You can also call 1-800-829-4933 to get interest rate information.

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STATE COPY

VMI FOUNDATION, INC. PO BOX 932 LEXINGTON, VA 24450

MASS. DEPARTMENT OF REVENUE P.O. BOX 7067 BOSTON, MA 02204

TAX RETURN FILING INSTRUCTIONS

MASSACHUSETTS FORM M-990T

FOR THE YEAR ENDING

JUNE 30, 2018

J	JUNE 30, 201	0	
PREPARED FOR:			
VMI FOUNDATION, INC. PO BOX 932 LEXINGTON, VA 24450			
PREPARED BY:			
DIXON HUGHES GOODMAN 901 EAST CARY STREET, SI RICHMOND, VA 23219			
TO BE SIGNED AND DATED BY:			
THE AUTHORIZED INDIVIDU	JAL(S).		
AMOUNT OF TAX:			
TOTAL TAX LESS: PAYMENTS AND CREDITS PLUS: OTHER AMOUNT PLUS: INTEREST AND PENALTIES BALANCE DUE	\$ \$ \$ \$	173 58 0 0 115	
OVERPAYMENT:			
CREDITED TO YOUR ESTIMATED TAX OTHER AMOUNT REFUNDED TO YOU	\$ \$ \$	0 0 0	
MAKE CHECK PAYABLE TO:			
COMMONWEALTH OF MASS	SACHUSETT	S	
MAIL TAX RETURN AND CHECK (IF APPLIC	CABLE) TO:		
MASS. DEPARTMENT OF REPORT	EVENUE		
RETURN MUST BE MAILED ON OR BEFOR	E:		
JUNE 17, 2019			

SPECIAL INSTRUCTIONS:

		Chack if Schodula O cont	oine e reenene	or note to any line	s in this Dort VIII			
		Check if Schedule O cont	airis a response	or note to any line	(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512 - 514
ts	1 a	Federated campaigns	1a					
Gifts, Grants ilar Amounts		Membership dues						
Ē,	С	Fundraising events						
ifts ar A		Related organizations		23,265.				
nis nis		Government grants (contributi		·				
Sir		All other contributions, gifts, gran	' 					
uti	-	similar amounts not included above		19,287,384.				
trib Ot		Noncash contributions included in lines		1,618,815.				
Contributions, Giff and Other Similar	_	Total. Add lines 1a-1f			19,310,649.			
				Business Code				
ø	2 a	ı <u> </u>						
, vic	b							
Sel	С							
am	d							
Program Service Revenue	е							
Pro	f	All other program service reve	nue					
	g	Total. Add lines 2a-2f						
	3	Investment income (including						
		other similar amounts)		▶ ↓	3,450,123.		-452,399.	3,902,522.
	4	Income from investment of tax	x-exempt bond	proceeds 🕨				
	5	Royalties						
			(i) Real	(ii) Personal				
	6 a	Gross rents						
	b	Less: rental expenses						
	С	Rental income or (loss)						
	d	Net rental income or (loss)						
	7 a	Gross amount from sales of	(i) Securities	(ii) Other				
		assets other than inventory						
	b	Less: cost or other basis						
		and sales expenses						
	С	Gain or (loss)						
	d	Net gain or (loss)						
nue	8 a	 Gross income from fundraising including \$ 	•					
Other Revenu		contributions reported on line	1c). See					
r R		Part IV, line 18		a				
the	b	Less: direct expenses	1	o				
0	С	Net income or (loss) from fund	draising events	_				
	9 a	Gross income from gaming ac	tivities. See					
		Part IV, line 19	8	a				
	b	Less: direct expenses		o				
	С	: Net income or (loss) from gam	ing activities					
	10 a	Gross sales of inventory, less						
		and allowances		a				
	b	Less: cost of goods sold	1	-				
	С	Net income or (loss) from sales						
		Miscellaneous Revenue	e	Business Code				
		ADMINISTRATIVE FEES		900099	1,262,903.			1,262,903.
	b							
	С							
		All other revenue						
		Total. Add lines 11a-11d		>	1,262,903.			F 465 155
	12	Total revenue. See instructions.		•	24,023,675.	0.1	-452,399.	5,165,425.

Par	rt IV Supporting Organizations _(continued)			
	_		Yes	No
11	Has the organization accepted a gift or contribution from any of the following persons?			
а	A person who directly or indirectly controls, either alone or together with persons described in (b) and (c)			
		11a		
h		11b		
	• • • • • • • • • • • • • • • • • • • •	11c		
Sect	tion B. Type I Supporting Organizations			
	<u> </u>		Yes	No
1	Did the directors, trustees, or membership of one or more supported organizations have the power to		100	110
•	regularly appoint or elect at least a majority of the organization's directors or trustees at all times during the			
	tax year? If "No," describe in Part VI how the supported organization(s) effectively operated, supervised, or			
	controlled the organization's activities. If the organization had more than one supported organization,			
	describe how the powers to appoint and/or remove directors or trustees were allocated among the supported	1		
0	organizations and what conditions or restrictions, if any, applied to such powers during the tax year.			
2	Did the organization operate for the benefit of any supported organization other than the supported			
	organization(s) that operated, supervised, or controlled the supporting organization? If "Yes," explain in			
	Part VI how providing such benefit carried out the purposes of the supported organization(s) that operated,			
S001	supervised, or controlled the supporting organization. tion C. Type II Supporting Organizations	2		
Seci	tion 6. Type it Supporting Organizations		, ,	
			Yes	No
1	Were a majority of the organization's directors or trustees during the tax year also a majority of the directors			
	or trustees of each of the organization's supported organization(s)? If "No," describe in Part VI how control			
	or management of the supporting organization was vested in the same persons that controlled or managed	_		
<u> </u>	the supported organization(s).	1		
Seci	tion D. All Type III Supporting Organizations	I	1	
			Yes	No
1	Did the organization provide to each of its supported organizations, by the last day of the fifth month of the			
	organization's tax year, (i) a written notice describing the type and amount of support provided during the prior tax			
	year, (ii) a copy of the Form 990 that was most recently filed as of the date of notification, and (iii) copies of the			
	organization's governing documents in effect on the date of notification, to the extent not previously provided?	1		
2	Were any of the organization's officers, directors, or trustees either (i) appointed or elected by the supported			
	organization(s) or (ii) serving on the governing body of a supported organization? If "No," explain in Part VI how			
	the organization maintained a close and continuous working relationship with the supported organization(s).	2		
3	By reason of the relationship described in (2), did the organization's supported organizations have a			
	significant voice in the organization's investment policies and in directing the use of the organization's			
	income or assets at all times during the tax year? If "Yes," describe in Part VI the role the organization's			
	supported organizations played in this regard.	3		
Sect	tion E. Type III Functionally Integrated Supporting Organizations			
1	Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions).			
а	The organization satisfied the Activities Test. Complete line 2 below.			
b	The organization is the parent of each of its supported organizations. Complete line 3 below.			
С	The organization supported a governmental entity. Describe in Part VI how you supported a government entity (see instruc	ctions),		
2	Activities Test. Answer (a) and (b) below.		Yes	No
а	Did substantially all of the organization's activities during the tax year directly further the exempt purposes of			
	the supported organization(s) to which the organization was responsive? If "Yes," then in Part VI identify			
	those supported organizations and explain how these activities directly furthered their exempt purposes,			
	how the organization was responsive to those supported organizations, and how the organization determined			
	that these activities constituted substantially all of its activities.	2a		
b	Did the activities described in (a) constitute activities that, but for the organization's involvement, one or more			
	of the organization's supported organization(s) would have been engaged in? If "Yes," explain in Part VI the			
	reasons for the organization's position that its supported organization(s) would have engaged in these			
	activities but for the organization's involvement.	2b		
3	Parent of Supported Organizations. Answer (a) and (b) below.			
а	Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or			
	trustees of each of the supported organizations? Provide details in Part VI.	3a		
b	Did the organization exercise a substantial degree of direction over the policies, programs, and activities of each			
	of its supported organizations? If "Yes." describe in Part VI the role played by the organization in this regard.	3b		

Pa	rt V Type III Non-Functionally Integrated 509(a)(3) Supportin	ng Organi	zations	
1	Check here if the organization satisfied the Integral Part Test as a qualifying	ng trust on N	lov. 20, 1970 (explain in F	Part VI.) See instructions. A
	other Type III non-functionally integrated supporting organizations must co	omplete Sec	tions A through E.	
Sect	ion A - Adjusted Net Income		(A) Prior Year	(B) Current Year (optional)
1	Net short-term capital gain	1		
2	Recoveries of prior-year distributions	2		
3	Other gross income (see instructions)	3		
4	Add lines 1 through 3	4		
5	Depreciation and depletion	5		
6	Portion of operating expenses paid or incurred for production or			
	collection of gross income or for management, conservation, or			
	maintenance of property held for production of income (see instructions)	6		
7	Other expenses (see instructions)	7		
8	Adjusted Net Income (subtract lines 5, 6, and 7 from line 4)	8		
Sect	ion B - Minimum Asset Amount		(A) Prior Year	(B) Current Year (optional)
1	Aggregate fair market value of all non-exempt-use assets (see			
	instructions for short tax year or assets held for part of year):			
а	Average monthly value of securities	1a		
b	Average monthly cash balances	1b		
С	Fair market value of other non-exempt-use assets	1c		
	Total (add lines 1a, 1b, and 1c)	1d		
е	Discount claimed for blockage or other			
	factors (explain in detail in Part VI):			
2	Acquisition indebtedness applicable to non-exempt-use assets	2		
3	Subtract line 2 from line 1d	3		
4	Cash deemed held for exempt use. Enter 1-1/2% of line 3 (for greater amount,			
	see instructions)	4		
5	Net value of non-exempt-use assets (subtract line 4 from line 3)	5		
6	Multiply line 5 by .035	6		
7	Recoveries of prior-year distributions	7		
8	Minimum Asset Amount (add line 7 to line 6)	8		
Sect	ion C - Distributable Amount			Current Year
1	Adjusted net income for prior year (from Section A, line 8, Column A)	1		
2	Enter 85% of line 1	2		
3	Minimum asset amount for prior year (from Section B, line 8, Column A)	3		
4	Enter greater of line 2 or line 3	4		
5	Income tax imposed in prior year	5		
6	Distributable Amount. Subtract line 5 from line 4, unless subject to			
	emergency temporary reduction (see instructions)	6		
7	Check here if the current year is the organization's first as a non-functiona	lly integrated	d Type III supporting orga	nization (see
	instructions).		., ., .,	,

Schedule A (Form 990 or 990-EZ) 2017

Par	^ব V │ Type III Non-Functionally Integrated 509	(a)(3) Supporting Orga	nizations _(continued)	
Secti	ion D - Distributions		•	Current Year
1	Amounts paid to supported organizations to accomplish exe	empt purposes		
2	Amounts paid to perform activity that directly furthers exemple			
	organizations, in excess of income from activity			
3	Administrative expenses paid to accomplish exempt purpos	es of supported organizations	3	
4	Amounts paid to acquire exempt-use assets			
5	Qualified set-aside amounts (prior IRS approval required)			
6	Other distributions (describe in Part VI). See instructions.			
7	Total annual distributions. Add lines 1 through 6.			
8	Distributions to attentive supported organizations to which t	he organization is responsive		
	(provide details in Part VI). See instructions.			
9	Distributable amount for 2017 from Section C, line 6			
10	Line 8 amount divided by line 9 amount			
Secti	ion E - Distribution Allocations (see instructions)	(i) Excess Distributions	(ii) Underdistributions Pre-2017	(iii) Distributable Amount for 2017
1	Distributable amount for 2017 from Section C, line 6			
2	Underdistributions, if any, for years prior to 2017 (reason-			
	able cause required- explain in Part VI). See instructions.			
3	Excess distributions carryover, if any, to 2017			
а				
b	From 2013			
С	From 2014			
d	From 2015			
е	From 2016			
f	Total of lines 3a through e			
g	Applied to underdistributions of prior years			
h	Applied to 2017 distributable amount			
i	Carryover from 2012 not applied (see instructions)			
j	Remainder. Subtract lines 3g, 3h, and 3i from 3f.			
4	Distributions for 2017 from Section D,			
	line 7: \$			
а	Applied to underdistributions of prior years			
b	Applied to 2017 distributable amount			
С	Remainder. Subtract lines 4a and 4b from 4.			
5	Remaining underdistributions for years prior to 2017, if			
	any. Subtract lines 3g and 4a from line 2. For result greater			
	than zero, explain in Part VI. See instructions.			
6	Remaining underdistributions for 2017. Subtract lines 3h			
	and 4b from line 1. For result greater than zero, explain in			
	Part VI. See instructions.			
7	Excess distributions carryover to 2018. Add lines 3j			
	and 4c.			
8	Breakdown of line 7:			
а	Excess from 2013			
b	Excess from 2014			
С	Excess from 2015			
d	Excess from 2016			
е	Excess from 2017			

Schedule A (Form 990 or 990-EZ) 2017



Massachusetts Department of Revenue Form M-990T Unrelated Business Income Tax Return

2017

Name of company VMI FOUNDATION, INC.	LY 1, 20		-			2018	
THE LOCKDET TOW, TINC.	54-05	ntification num 05966	ber				
Mailing address							
PO BOX 932 Dity/Town	State	ZIP	D	hone numb	oer .		
LEXINGTON	VA	24450		540)		383	
Name of treasurer	Fill in if a Ta	xpayer Disclos	sure Statement is	s enclosed			
MR. DAVID PRASNICKI fill in if:							
Amended return (see "Amended return" in instructions)	Federal ar	nendment	Federal audit	Fina	al return		
xempt under IRC section (fill in one only) 501 408(e) 408A 529(a) 220	(e) 530(a	a)	-				
Organization type (fill in one only) 501(c) corporation 501(c) trust 401(a) trust	Other						
Excise calculation. Use whole dollar method.							
1 Unrelated business taxable income (from U.S. Form 990	T, line 34)				▶ 1 _	-66	54,027
2 Foreign, state or local income, franchise, excise or capital	al stock taxes d	educted from	U.S. net income		▶ 2		
3 Section 168(k) "bonus" depreciation adjustment					▶ 3		
4 Section 31I and 31K intangible expense add back adjust	ment				▶ 4		
5 Federal NOL add back adjustment (from U.S. Form 990T	, line 31)				▶ 5		
6 Section 31J and 31K interest expense add back adjustm	ent				▶ 6		
7 Federal production activity add back adjustment					▶ 7		
8 Abandoned Building Renovation deduction				7 x .10 =	8		
Other adjustments, including research and development			on STATEM	_	▶ 9	66	54,027
					10		
10 Income subject to apportionment. See instructions					► 11 [1.00	0000
11 Income apportionment percentage (from Schedule F, line						1.00	0000
12 Multiply line 10 by line 11					▶ 12		0.450
13 Income not subject to apportionment					► 13 <u> </u>		2,158
14 Add lines 12 and 13					► 14 <u> </u>		2,158
15 Certified Massachusetts solar or wind power deduction					▶ 15		
16 Taxable income before net operating loss deduction					16		2,158
Declaration Jnder penalties of perjury, I declare that to the best of my	v knowledge a	nd belief. this	return and enc	losures are	e true. co	orrect and	complete.
Signature of appropriate corporate officer (see instructions)	Date		l Security number		P	hone num	ber
						-464-	7383
Signature of paid preparer	Date 11/14/1		oyer Identificatio · 0 7 4 7 9 8 1			ddress	23219
		check here	and enclose Ma				

778031 12-07-17



Name of company
VMI FOUNDATION, INC.

Federal Identification number 54-0505966

Excise calculation (cont'd.)		
17 Loss carryover deduction (from Schedule NOL)	▶17	
18 Taxable income. Subtract line 17 from line 16	▶18	2,158.
19 Multiply line 18 by .08	19	173.
20 Credit recapture (enclose Credit Recapture Schedule) and/or additional tax on installment sales. See instructions	▶20	
21 Excise due before credits. Add lines 19 and 20	21	173.
Credits. Any credit being claimed must be determined with respect to the unrelated business activity being reported on this return.		
22 Total Credits. Enclose Credit Manager Schedule	▶22	
Excise after credits		
23 Excise due before voluntary contributions. Subtract line 22 from line 21. Not less than "0"	····· 23	173.
24 Voluntary contribution for endangered wildlife conservation	▶24	
25 Total excise plus voluntary contribution. Add lines 23 and 24	▶25	173.
Payments	[
26 2016 overpayment applied to 2017 estimated tax	, <u> </u>	
27 2017 Massachusetts estimated tax payments (do not include amount in line 26)		
28 Payment made with extension	▶28	
29 Payment with original return. Use only if amending a return	▶29	
30 Pass-through entity withholding Payer Identification number ▶ 46-2774020	▶30	58.
31 Total refundable credits. Enclose Credit Manager Schedule	▶31	
32 Total payments. Add lines 26 through 31	32	58.
Refund or balance due		
33 Amount overpaid. Subtract line 25 from line 32	33	
34 Amount overpaid to be credit to 2018 estimated tax	▶34	
35 Amount overpaid to be refunded. Subtract line 34 from line 33	▶35	
36 Balance due. Subtract line 32 from line 25	▶36	115.
37a M-2220 penalty	▶37a	
37b Other penalties	→37b	
37 Total penalty. Add lines 37a and 37b	37	
38 Interest on unpaid balance	▶38	
39 Total payment due at time of filing	▶39	115.
		<u> </u>

778032 12-07-17

MA990 OTHER ADJUSTMENTS	STATEMENT 1
DESCRIPTION	AMOUNT
K1 (INCOME)/LOSS ALLOCATED TO OTHER STATES	664,027.
TOTAL TO FORM M-990T, LINE 9	664,027.

Caution: Forms printed from within Adobe Acrobat products may not meet IRS or state taxing agency specifications. When using Acrobat 5.x products, uncheck the "Shrink oversized pages to page size" and uncheck the "Expand small pages to paper size" options, in the Adobe "Print" dialog. When using Acrobat 6.x and later products versions, select "None" in the "PageScalling" selection box in the Adobe "Print" dialog.

STATE COPY

VMI FOUNDATION, INC. PO BOX 932 LEXINGTON, VA 24450

> NYS CORPORATION TAX P.O. BOX 15181 ALBANY, NY 12212-5181

> > FORM CT-13

TAX RETURN FILING INSTRUCTIONS

NEW YORK FORM CT-13

FOR THE YEAR ENDING

JUNE 30, 2018

PREPARED FOR:

VMI FOUNDATION, INC. PO BOX 932 LEXINGTON, VA 24450

PREPARED BY:

DIXON HUGHES GOODMAN LLP 901 EAST CARY STREET, SUITE 1000 RICHMOND, VA 23219

TO BE SIGNED AND DATED BY:

NOT APPLICABLE

AMOUNT OF TAX:

TOTAL TAX	\$ 287
LESS: PAYMENTS AND CREDITS	\$ 0
PLUS: OTHER AMOUNT	\$ 0
PLUS: INTEREST AND PENALTIES	\$ 0
BALANCE DUE	\$ 287

OVERPAYMENT:

TAX	\$ 0
OTHER AMOUNT	\$ 0
REFUNDED TO YOU	\$ 0

MAKE CHECK PAYABLE TO:

NEW YORK STATE CORPORATION TAX

MAIL TAX RETURN AND CHECK (IF APPLICABLE) TO:

THIS RETURN HAS BEEN PREPARED FOR ELECTRONIC FILING. IF YOU WISH TO HAVE IT TRANSMITTED ELECTRONICALLY TO THE NYSDTF, PLEASE SIGN, DATE AND RETURN FORM TR-579-CT TO OUR OFFICE. WE WILL THEN SUBMIT YOUR ELECTRONIC RETURN TO THE NYSDTF. DO NOT MAIL THE PAPER COPY OF THE RETURN TO THE NYSDTF.

RETURN MUST BE MAILED ON OR BEFORE:

NOT APPLICABLE

SPECIAL INSTRUCTIONS:

YOUR PAYMENT SHOULD BE MADE AS INSTRUCTED BELOW ON OR BEFORE NOVEMBER 15, 2018.

SEPARATELY MAIL NEW YORK FORM CT-200-V WITH A CHECK OR MONEY ORDER FOR \$287, PAYABLE TO NEW YORK STATE CORPORATION TAX.

MAIL TO: NYS DEPT OF TAXATION & FINANCE CORP-V P.O. BOX 15163 ALBANY, NY 12212-5163



CT-2

Department of Taxation and Finance

Corporation Tax Return Summary

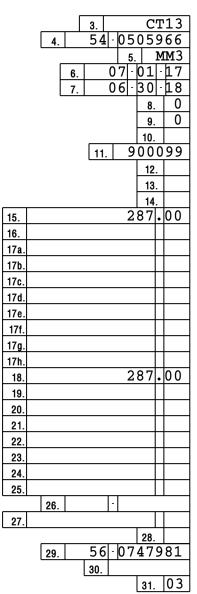
THIS FORM MUST BE FILED WITH YOUR RETURN

1 Legal name of corporation

1. VMI FOUNDATION, INC.

Payment enclosed
2. 287.00

- 3 Return type
- 4 Employer ID number (EIN)
- 5 File number (FCC)
- 6 Period beginning date (mm-dd-yy)
- 7 Period ending date (mm-dd-yy)
- 8 Amended (Y=1; N=0)
- 9 Address change (Y=1; N=0)
- 10 Final (Y=1; N=0)
- 11 NAICS code
- 12 MTA indicator (None = 0, Y = 1, N = 2, Both = 3)
- 13 Federal 1120-H filed (Y = 1, N = 0)
- 14 REIT/RIC indicator (Y = 1, N = 0)
- 15 Tax due/MTA surcharge
- 16 Mandatory first installment (MFI) no extension filed and tax due is over \$1,000
- 17a Return a Gift to Wildlife
- 17b Breast Cancer Research and Education Fund
- 17c Prostate and Testicular Cancer Research and Education Fund
- 17d 9/11 Memorial
- 17e Volunteer Firefighting & EMS Recruitment Fund
- 17f Veterans Remembrance
- 17g Women's Cancers Education and Prevention Fund
- 17h New York State Veterans' Homes
- 18 Balance due
- 19 Amount of overpayment credited to next period NYS
- 20 Refund of overpayment
- 21 Refund of unused tax credits
- 22 Tax credits to be credited as an overpayment to next year's return
- 23 Amount of overpayment credited to next period MTA
- 24 Amount of MTA surcharge retaliatory tax credit to be refunded
- 25 Fixed dollar minimum
- 26 Designated agent's (Article 9-A) or combined parent's (Article 33) EIN
- 27 New York receipts
- 28 Have you been convicted of an offence (NYS Penal Law, Art. 200 or 496, or section 195.20)?
- 29 Paid preparer's EIN
- 30 Preparer's NYTPRIN
- 31 Excl. code





For office use only

VMI FOUNDATION, INC.

Page 2 of 2 CT-2 (2017)

Form CT-186-E filers only

32	Excise tax on telecommunication services - NYS	32.		
33	Excise tax on mobile telecommunication services subject to the 2.9% rate	33.		
34	Total excise tax on telecommunication services	34.		
35	Tax on gross income - NYS	35.		
36	MTA surcharge related to non-mobile telecommunication services	36.		
37	MTA surcharge related to telecommunication service subject to the 0.721% tax rate	37.		
38	Total MTA surcharge related to telecommunication services	38.		
39	MTA surcharge on gross income	39.		
40				
41				
42				
43				
44				
45				
46	Balance due - NYS	46.] [
47	Balance due - MTA	47.		
48	Provided telecommunication services in the MCTD this year? (None = 0, $Y = 1$, $N = 2$, $Both = 3$)]	48.	
49	Subject to supervision of the Department of Public Service and provided utility services in the MCTD this year? (None	e = 0, Y = 1, N = 2, Both = 3	49.	
50	Overpayment credited to next year's tax - NYS	50.		
51	Overpayment credited to next year's tax - MTA	51.		
52	Refund of overpayment - NYS	52.		
53	Refund of overpayment - MTA	53.] [
54	Refund of unused tax credits - NYS	54.		
55	Refund of unused tax credits - MTA	55.] [
56	Refundable tax credits to be credited to next year's tax - NYS	56.		
57	Refundable tax credits to be credited to next year's tax - MTA	57.	7 [



CT-200-V

Payment Voucher for E-Filed Corporation Tax Returns and **Extensions**

				Type of form e-filed
Employer identification number	Primary return type	Tax period beginning (mm-c	d-yyyy) Tax period ending (mm-dd-yy	уу)
54-0505966	CT13	07-01-201	7 06-30-2018	Return X
Legal name of corporation				
VMI FOUNDATION, INC.				Extension
Mailing name (if different from legal name)				Mandatory first
c/o				installment (MFI)
Number and street or PO box				Amount(s) due
PO BOX 932				NYS amount
City	State	ZIP code	Business telephone number	287.00
LEXINGTON	V.	A 24450	(540) 464-738	MTA amount
	•	•	•	

Make your check or money order payable in U.S. funds to: New York State Corporation Tax. Do not staple 287.00 or clip your check or money order. Detach all check stubs. Enter payment enclosed ...

File this entire page with your payment

Where to mail

Mail your payment along with this entire page to: **NYS DEPT OF TAXATION & FINANCE CORP - V PO BOX 15163 ALBANY NY 12212-5163**



Department of Taxation and Finance New York State E-File Signature Authorization for Tax Year 2017 For Form CT-3, CT-3-A, ČT-3-M, CT-3-S, CT-13, CT-33, CT-33-A, CT-33-C, CT-33-M, CT-33-NL, CT-300, or CT-400

Electronic return originator (ERO)/paid preparer: Do not mail this form to the Tax Department. Keep it for your records.

Legal name of corporation:	VMI	FOUNDATIO							
Return type <i>(mark an X for a</i>			CT-3-A	CT-3-M	CT-3-S	CT-13	<u>X</u>	CT-33	
CT-33-A CT-33-	c	CT-33-M	CT-33-NL	CT-300	CT-400	_			
Purpose									
Form TR-579-CT must be c corporation tax return and the corporation tax return and the electronic funds withdra	to transr			as the paid pre this case. Note	preparer and the ER eparer. It is not nece that an alternative	ssary to i signature	nclude t can be	he ERO si used as d	gnature in escribed in
General instructions				Go to our web:	Alternative Methods site at www.tax.ny.g	s of Signi _{IOV} to find	ng for 18 I this do	ax Return i cument.	Preparers.
Part A must be completed to sign the corporation's refiled Form CT-3, General BuCT-3-A, General Business CCT-3-M, General Business CCT-3-M, General Business CNew York S Corporation Francome Tax Return; CT-33, Return; CT-33-A, Life Insura Return; CT-33-C, Captive InCT-33-M, Insurance Corporatives Installment (MFI) of Estimated Tax for Corporative EROs/paid preparers must electronically filed corporated CRO are required to sign Particular Section 1997.	turn before the component of the compone	ore the ERO trans Corporation Francion Combined Frai ion MTA Surcharg Tax Return; CT-13 urance Corporation poration Combine Company Franch TA Surcharge Return Tax for Corporatio e Part B prior to teturns. Both the p	mits the electronic hise Tax Return; nchise Tax Return; nchise Tax Return; ge Return; cT-3-S, fl. Unrelated Busine. In Franchise Tax ed Franchise Tax ise Tax Return; urn; CT-33-NL, cT-300, Mandato ins; or CT-400, ransmitting paid preparer and the second of the second cons.	Do not mail the must keep this Department up Do not use this Six-Month Externor both); CT-5.4, Requestranchise Tax in Form CT-186 (certain Articles for Three-Month ax return and New York State	is form to the Tax of form for three years on request. Is form for electronic ension to File (for fra 13. Request for Six-Note for Six-Month Extension to File for utility corporation; CT-5.9, Request for 9 tax returns, MTA set the Extension to File for utility services tax reter Authorization for E	Departms and pre- ally filed I nchise/but fonth Extended for The franchis for Three-Nurcharge, Form CT- turn). Institution of the second for	ent. ER sent it to Form CT usiness t ension to harge re File New hree-Month E. or both 186-E (fread use	Os/paid pi to the Tax -5, Reque axes, MTA o File (for c turn, or bo v York S C onth Exten urn, MTA s ktension to); or CT-5. or telecom	est for A surcharge, combined oth); Corporation ision to File surcharge o File (for 9-E, Request nmunications 579.1-CT,
Eno are required to sign in	art D. 110	wever, ii air iiidivi	dual performs as	2017 Corporati	ion Tax Extension				
 Financial institution information Amount of authorized of principles Financial institution rout Financial institution according 	debit	nber				2. _			
Part A - Declaration of at CT-33-NL, CT-300, or CT Under penalty of perjury, I accompanying schedules, Form DTF-686, Tax Shelte, provisions of Tax Law sector ERO has my consent to set I understand that by exect that the ERO's submission and any authorized paymen New York State Tax Depaindicated on this 2017 elesupport International ACH revoke this authorization for Signature of authorized of Print your name and title:	declare attachn r Report tions 20 end this atting this of the cent trans retrent a ctronic r Transacor paym	that I have examinents, and statem able Transactions 2, 211.8, 1467, ar 2017 New York S Form TR-579-CT corporation's returnaction. If I am pay nd its designated eturn, and I authoctions (IAT), I attesent only by contact the corporation:	ned the information ents, and certify th , as an authorized on the second 1518 as such programmer, I am authorizing the total electronic corporation to the IRS, togething New York State financial agents to the source for the cting the Tax Departments.	n on this 2017 New Yo at this electronic return officer of the corporation ovisions relate to the doporate return to New Yo he ERO to sign and file her with this authorizate corporation taxes durinitiate an electronic firstitution to withdraw these funds is within the	rk State electronic on is true, correct, an on, I hereby consent lisclosure requireme ork State through the this return on behation, will serve as the by electronic fund unds withdrawal from the amount from the United States. I unc	corporate d comple to the wints of Taxe Internal of the celectrors withdram the final account.	tax retu te. If this aiver of x Law se I Revenu corporat nic signa wal, I au ancial ins As New	rn, including silling including section 25. Lee Service ion and aguture for the stitution activation and activation activ	ng any ludes Cy The (IRS). gree ee return e ccount s not
Part B - Declaration of E Under penalty of perjury, I furnished to me by the cor paid preparer, I declare the to that contained in the pa State electronic corporate declaration on all informat	declare poration at the in oper retu tax retu	that the informati If the corporatio formation contain rn. If I am the paid rn, and, to the be	n furnished me a c ed in the corporation d preparer, under p	ompleted paper 2017 l on's 2017 New York St enalty of perjury I deck	New York State corp ate electronic corpo are that I have exam	oorate tax rate tax r ined this	return eturn is 2017 N	signed by identical ew York	а
ERO's signature: JOSEI Print name: JOSEPH			III II				_ Dat _	e: <u>11-</u> 2	14-18
Paid preparer's signature: Print name: JOSEPH			DDER, III II				_ Dat -	e: <u>11-</u> 2	14-18

TR-579-CT (9/17)

	NEW CT-	13 Department of Tax Unrelat			see li	nc	ome						
5	TURK -	Tax Ref											
	STATE Amended						er tax period:		1	_			1.0
4	return ployer identification number (EIN)	Tax Law - Aı		ess telephone nu	eginnin	g	07-01-1	/	endi	_	U6- laim an	-30-	-18
֓֞֡֞֞֞֩֓֓֓֡֓֞֩֜֜֡						,				overpa	yment, r	mark	_
₽.	54-0505966 egal name of corporation	MM3	54	0-464-	Trade n		·BA			an X ir	n the bo	х	
,	MI FOUNDATION, INC												
_	Mailing name (if different from legal name above)	•			State or	r count	ry of incorporation	Date re	ceived	for Tax	Departr	ment use	only)
	/o				177T	RGT	NIA						
	lumber and street or PO box				Date of								
l,	PO BOX 932				07-	-01	37						
C	Dity	State	ZI	P code		orporati	ons: date began						
1	LEXINGTON, VA 2445	0			DUSINESS	III INTO							
	IAICS business code number (from federal return)	If address/phone					r address or	Audit (f	or Tax [Departm	nent use	only)	
ı	900099	above is new, mark an X in the box		phone infor or other tax			poration tax,						
T	rincipal unrelated business activity (see instruction	ns)		online. See									
1	PASSTHROUGH INCOME	FROM INVESTMEN	TS	in Form CT-									
							-						
Fo	rm CT-247, Application for Exemption	n from Corporation Franchise	e Taxes	s by a Not-F	or-Profi	it							
	Organization - Have you filed this N			-)				Yes		No X
				•		,							
Ma	rk an χ in this box if you are an empl	loyee trust as defined in Inter	rnal Re	venue Code	e (IRC) s	ectic	on 401(a)						Ш
	ırk an χ in this box if you ceased ope		s durin	g the tax ye	ar cove	red b	y this return						
	(see section Who must file Form CT-1											<u></u>	•
1	A. Pay amount shown on line 22. Ma	ake payable to: New York Sta	ate Cor	poration Ta	χ					Pa	ayment e	enclosed	
Ľ	 Attach your payment here. Detach 	n all check stubs. <i>(See instru</i>	ictions	for details.)				Α					287.
Co	omputation of income and ta	nx											
_	<u> </u>					<i>.</i> .			_			<u> </u>	027
	Federal unrelated business taxable incom				-				1		- (<u> </u>	027.
	New York State Article 13 and Article								2				
	Additions required for shareholders								<u>3</u>				
	Grossed-up taxes for shareholders of Other additions (see instructions)			<u>structions) .</u>					4 5				
	Add lines 1 through 5					_					_ 6	564	027.
					7				- 6			,	027.
	Other income (see instructions) Federal S corporation shareholder s				8								
a	Other subtractions (see instructions,	SEE STATI	り EMEN	1	9		-667,23	15.					
	Total subtractions (add lines 7, 8, ar						-		10		-6	567.	215.
	Taxable income before net operating								11				188.
	New York net operating loss deduct								12				
	Taxable income (subtract line 12 from								13			3,	188.
	Allocated taxable income (multiply li												
	from line 13 if allocation is not cla	•						•	14			3,	188.
15	Tax based on income (multiply line								15				287.
	Minimum tax								16			2	250 . 00
	Tax (line 15 or line 16, whichever is l								17				287.
	Total prepayments from line 46								18				
	Balance (if line 18 is less than line 17								19				287.
	Interest on late payment (see instruc								20				
	Late filing and late payment penaltie								21				
	Balance due (add lines 19, 20, and 2								22				287.
23	Overpayment (if line 17 is less than I	line 18, subtract line 17 from	line 18)					23				
	Amount of overpayment on line 23 t								24				
<u>25</u>	Amount of overpayment on line 23 t	to be refunded (subtract line	24 fro	m line 23) .					25				

See page 3 for third-party designee, certification, and signature entry areas.



Have	you been audited by the Internal Revenue Service in the past 5 y	/ears?	Yes] N	o X If Yes, list years:		
Fede	ral return was filed on: 990-T X Other:			A	ttach a complete copy	of yo	ur federal return.
Sch	edule A - Unrelated business allocation						
ware	u did not maintain a regular place of business outside New York S house, or other space regularly used by the taxpayer in its unrelated pocation, nature of activities, and number and duties of employees	ted bus			• .		•
_			A No. Val. Ob		В		
	rage value of:	\rightarrow	New York Sta	ате	Everywhere		-
	Real estate owned (see instructions)	26					-
27	Gross rents (attach list; see instructions)						-
28	Inventories owned	28					-
29	Other tangible personal property owned (see instructions)						-
30	Total (add lines 26 through 29)	30					
31 Rec	Percentage in New York State (divide line 30, column A, by line seipts in the regular course of business from:	30, col	lumn B)			31	
32	Sales of tangible personal property shipped to						
	points within New York State	32					
33	All sales of tangible personal property	33					
34	Services performed	34					
35	Rentals of property	35					
36	Other business receipts	36					
37	Total (add lines 32 through 36)	37					
38	Percentage in New York State (divide line 37, column A, by line	3 <u>7, col</u>	lumn B)			38	%
	Wages, salaries, and other compensation of employees						
	(except general executive officers; see instructions)	39					
40	Percentage in New York State (divide line 39, column A, by line		lumn B)			40	%
41	Total of New York State percentages (add lines 31, 38, and 40	O)				41	%
42	Business allocation percentage (divide line 41 by three or by the	numb	er of percentages)			42	%
Con	nposition of prepayments claimed on line 18*				Date paid		Amount
43	Payment with extension request, Form CT-5, line 5			43			
44a	Second installment from Form CT-400			44a			
44b	Third installment from Form CT-400			44b			
44c	Fourth installment from Form CT-400			44c			
45	Amount of overpayment credited from prior years				45		
46	Total prepayments (add lines 43 through 45; enter here and on li	ine 18)			46		
	* Taxpayers subject to the unrelated business income tax are r If you did make these unrequired payments, report them on l			nated t	ax payments.		
Ame	ended return information						
If filin	g an amended return, mark an χ in the box for any items that ap	ply an	d attach documenta	ation.			
Final	federal determination • If marked, en	ter dat	e of determination:	•_			
Net c	operating loss (NOL) carryback • Capital loss of	carryba	ack		•		
Fede	ral return filed Form 1139 ● Amended Fo	rm 990)-T		•		



Third-party designee	Yes No Designee's name (print)	Designee's phone number 804-282-7636		
(see instructions	Designee's e-mail address			PIN
Certification	: I certify that this return and any attachments are to the best of my knowled	ge and	belief true, correct, and co	mplete.
Authorized	Printed name of authorized person MR. DAVID L. PRASNICK Signature of authorized per			
person	E-mail address of authorized person DPRAS@VMIAA.ORG	Telephone number 540-464-73	Date	
	Firm's name (or yours if self-employed) DIXON HUGHES GOODMAN LLP	Preparer's PTIN or SSN P01240960		
Paid preparer use only	Signature of individual preparing this return Address 901 EAST CARY JOSEPH S. NADDER, III RICHMOND, VA 2	State ZIP code		
(see instr.)	E-mail address of individual preparing this return JOSEPH.NADDER@DHGLLP.COM	Date 11-14-18		

See instructions for where to file.

FORM CT-13	OTHER SUBTRACTIONS	STATEMENT 1
DESCRIPTION		AMOUNT
K1 INCOME/(LOSS) ALLOCAT ALLOCATED EXPENSES	ED TO OTHER STATES	-670,123. 2,908.
TOTAL TO FORM CT-13, PAG	E 1, LINE 9	-667,215.

Electronic Filing PDF Attachment

VMI Foundation, Inc. K-1 Passthrough Unrelated Business Income New York

	Partnership	FEIN	New York	Withholding
1	Anchorage Capital Partners, LP	20-0059325	(1,132)	-
2	Endeavor Capital Fund VII LP	47-2562960	96	79-
3	Summit Partners Growth Equity Fund VIII-A, LP	27-3676546	4,776	× - .
4	Oaktree Opportunities Fund IX AIF (Cayman), LP	98-1095673	2,670	-
5	Sentinel Capital Partners V, LP	46-2774020	(314)	-

Gross Income	7,542
(Losses)	(1,446)
Net Unrelated Business Income (Loss)	6,096
Total Withholding	

Caution: Forms printed from within Adobe Acrobat products may not meet IRS or state taxing agency specifications. When using Acrobat 5.x products, uncheck the "Shrink oversized pages to page size" and uncheck the "Expand small pages to paper size" options, in the Adobe "Print" dialog. When using Acrobat 6.x and later products versions, select "None" in the "PageScalling" selection box in the Adobe "Print" dialog.

STATE COPY

VMI FOUNDATION, INC. PO BOX 932 LEXINGTON, VA 24450

VIRGINIA DEPT. OF TAXATION P.O. BOX 1500 RICHMOND, VA 23218-1500

TAX RETURN FILING INSTRUCTIONS

VIRGINIA FORM 500

FOR THE YEAR ENDING

JUNE 30, 2018

PREPARED FOR:	
VMI FOUNDATION, INC. PO BOX 932 LEXINGTON, VA 24450	
PREPARED BY:	
DIXON HUGHES GOODMAN 901 EAST CARY STREET, S RICHMOND, VA 23219	
TO BE SIGNED AND DATED BY:	
NOT APPLICABLE	
AMOUNT OF TAX: TOTAL TAX LESS: PAYMENTS AND CREDITS PLUS: OTHER AMOUNT PLUS: NTEREST AND PENALTIES NO PAYMENT REQUIRED	\$ 0 \$ 0 \$ 0 \$ 0 \$
OVERPAYMENT:	
CREDITED TO YOUR ESTIMATED TAX OTHER AMOUNT REFUNDED TO YOU	\$ 0 \$ 0 \$ 0
MAKE CHECK PAYABLE TO:	
NOT APPLICABLE	
MAIL TAX RETURN AND CHECK (IF APPLIC	CABLE) TO:
HAVE IT TRANSMITTED ELE AND RETURN VA-8879C TO	REPARED FOR ELECTRONIC FILING. IF YOU WISH TO ECTRONICALLY TO THE VADOT, PLEASE SIGN, DATE OUR OFFICE. WE WILL THEN SUBMIT YOUR THE VADOT. DO NOT MAIL THE PAPER COPY OF THE
RETURN MUST BE MAILED ON OR BEFOR	RE:
NOT APPLICABLE	
SPECIAL INSTRUCTIONS:	

Form 500 Department of Taxation P.O. Box 1500 Richmond, VA 23218-1500

2017 Virginia Corporation Income Tax Return



	FISCAL or Attention: Return must be filed electronically. Use this form only if you have an approved waiver. SHORT Year Filer: Beginning Date JULY 1, 2017; Ending Date JUNE 30, 2018						Official Use	e Only		
	Short Year Return Change in Accounting Period									
Ву	checking the box to t	the right, I (we) authorize th	e Departme	ent to discuss this return with the	e undersi	gned prepa	arer.	\rightarrow	X	
FE	IN						0			
5	4-0505966						Chec	K all tha	at apply:	
Na	me							Initial	Filer	
								Name	Change	•
-	MI FOUNDAT	ION, INC.						Mailin	g Addre	ss Change
	illing Address							Physic	cal Addre	ess Change
	PO BOX 932									
	y or Town							State	ZIP Code	
	LEXINGTON							VA	2445	50
Ph	ysical Address (if different fro	om Mailing Address)					-	Type Code		
Dh	ysical City or Town				Louis	ZIP Code	NP			
Pn	ysical City or Town				State	ZIP Code			NAICS	
L.	te Incorporated	I 0 0		Description of Business Activity					6110)00
		State or Country of Incorporation						_ ~		
\vdash	07/01/1937	VIRGINIA		PASSTHROUGH INC	COME	FROM :	LNVE	STME	INTS	
	Check Applicable	Boxes	Final Re	turn		Corpora	te Tele	ecommu	unication	s Company
		I - Sch. 500AC Enclosed		Return - Check here and applic below.	able	Enter amo	ount fro	m Form	500T, Li	
		Sch. 500AC Enclosed				Nanaam		Talaaa		.00
	Change in Fill	•		hdrawn			porate Telecommunications			
	=	h. 500A Enclosed		solved - No longer liable for ta	ix.	•	y Check box and enter			
	Schedule 500					rom Form 500T, Line 10:				
	X Nonprofit Co	rporation		rged		Electric	Suppli	or Com	nany	.00
	F	een		rger Date	_				-	to a 7 and 4.
	Enter number of a	miliates		rged FEIN #	_	Enter amo	ount fro	om Sch.	500EL, L	ine 7 or 14:
			sc	orp Effective	-					.00_
	Amended Return			Amended Return - Check here	and	☐ Non	refund	dable or	Refunda	able
	Complete Form 500	and Schedule 500ADJ.		other applicable boxes.		Cre	dit Cha	ange		
		ion of changes to income		Federal Audit - Enclose		Sch	edule	500AB (Changes	;
and modifications.				copy of IRS final determination.			ital Lo	oss Carryback		
	DO NOT FILE THIS	FORM TO CARRY BACK	Α	Schedule 500A Changes		Oth	er - En	close ex	planation	١.
	NET OPERATING L	OSS. File Form 500NOLD		Schedule 500ADJ Changes						
	Questions and Re	lated Information								
_	Have you made any	navments to an affiliated a	ornoration	a related individual, or other rela	ated entit	v for intoro	et rov	alties or	other ove	nenses
^	•	• •		ghts, and similar intangible prope		-				='
	related to intangible	property (paterns, traderns	, , , ,	er Exception amount from Sch	,, ,	, ,				.00
R	RESERVED FOR FU	JTURE USE	Line	xoopaon amount nom 30m	cadio 50	CAD, LINE				XXXXXXXXX
			n computing	g federal taxable income on the	1-	I) Year of	-			
١				d information. If a NOL resulted	•	2) Federal	•			.00
	•		•	the NOL prior to the merger date	•	B) Percent	•	oral		.00
	FEIN	the FEIN Of the Company	generating t	the NOL phor to the merger date	s. (c	NOL use				20
		more than one year, enclose a	echadula for 4	each year with the information reque	actad in Ca		50 HIS	y c ai		<u>%</u>
<u>_</u>	`	ty Withholding is claimed,		,	olou III St	, o . i o i i				
٦	· ·	and enclose Schedule 500,							Р	
_	•				rior voc	(c) that		V	D	
-	•	•		th the IRS and finalized for any p	nior year	(o) Hidl				
_		een reported to the Depart	ment? If yes	s, provide trie year(s).					ear	
-	Location of corporat	LIOTI S DOOKS						YE	ear	
	Contact for corporat	tion's books VMI FO	UNDATI	ON, INC. Conta	ct phone	number				

2017 Virginia Form 500

PAYMENTS AND CREDITS

Page 2

FEIN 54-0505966



9.

.00

NACOME		
Federal taxable income (from enclosed federal return)	1.	-664027 .00
2. Total additions from Schedule 500ADJ, Section A, Line 7	2.	.00
3. Total (add Lines 1 and 2)	3.	-664027 .oo
4. Total subtractions from Schedule 500ADJ, Section B, Line 10	4.	.00
5. Balance (subtract Line 4 from Line 3)	5.	-664027 .00
6. Savings and Loan Association's Bad Debt Deduction (see instructions)	6.	.00
		CCAOOD

7. Virginia taxable income (subtract Line 6 from Line 5) -664027 **TAX COMPUTATION** 8. Multistate Corporation - If business conducted within and without Virginia (Multistate Corporation), enclose Schedule 500A and complete Lines 8(a) through 8(d). If entire business conducted in Virginia, skip to Line 9. (a) Income subject to Virginia tax from Schedule 500A, Section B, Line 3(j) .00 8(a) (b) Apportionment factor percentage from Schedule 500A, Section B, Line 1 or Line 2(g) % 8(b) (c) Nonapportionable investment function income from Schedule 500A, Section B, Line 3(c) 8(c) .00 (d) Nonapportionable investment function loss from Schedule 500A, Section B, Line 3(e) 8(d) .00

10. Nonrefundable tax credits: Enter the amount from Schedule 500CR, Section 2, Part 1, Line 1B	10.	.00
11. Adjusted corporate tax (subtract Line 10 from Line 9)	11.	.00
12. 2017 estimated Virginia income tax payments including overpayment credit from 2016	12.	.00
13. Extension payment	13.	.00
14. Refundable tax credits from Schedule 500CR, Section 4, Part 1, Line 1A	14.	.00
15. Pass-through entity total withholding from Schedule 500ADJ, Section D	15.	.00
16. Total payments and credits (add Lines 12 through 15)	16.	.00

9. **Income tax** (6% of Line 7 or 6% of Line 8(a))

24. Amount to be refunded (subtract Line 23 from Line 22)

REFUND OR TAX DUE 17. Tax owed (if Line 11 is greater than Line 16, subtract Line 16 from Line 11) 17. .00 18. Penalty (see instructions) 18. .00 19. Interest (see instructions) 19. .00 20. Additional charge from Form 500C, Line 17 (enclose Form 500C) 20. .00 21. Total due (add Lines 17 through 20) 21. .00 22. Overpayment (if Line 16 is greater than Line 11, subtract Line 11 from Line 16) 22. .00 23. Amount to be credited to 2018 estimated tax 23. .00

I, the undersigned president, vice-president, treasurer, assistant treasurer, chief accounting officer, or other officer duly authorized to act on behalf of the corporation for which this return is made, declare under the penalties provided by law that this return (including any accompanying schedules and statements) has been examined by me and is, to the best of my knowledge and belief, a true, correct, and complete return, made in good faith, for the taxable year stated, pursuant to the income tax laws of the Commonwealth of Virginia. If prepared by a person other than the taxpayer, this declaration is based on all information of which he or she has any knowledge.

Date	Signature of Officer	Title TREASURER
Printed Name of Officer MR • DAVID I	. PRASNICKI	Phone Number 540-464-7383
	Firm Name JOSEPH S. NADDER, III	Preparer Phone Number (804) 282-7636
Date 11/14/18	Individual or Firm, Signature of Preparer	Address of Preparer 901 EAST CARY STREET, SUITE RICHMOND, VA 23219
Preparer's FEIN, PTIN, or St	SN	Approved Vendor Code

Schedule of Federal Line Items



Enclose Schedule 500FED with your Virginia Corporation Income Tax Return, Form 500. Schedule 500FED does not replace the requirement to enclose a complete federal Form 1120 with your Virginia return.

Name as shown on Virginia return VMI FOUNDATION, INC.	FEIN	54-0505966
---	------	------------

Name as shown on Virginia return VMI FOUNDATION, INC.	FEIN <u>54-050</u>	54-0505966			
Form 1120 - Deductions and Taxable Income					
Domestic Production Activities Deduction	1.	.00			
Federal Taxable Income before NOL and Special Deductions	2.				
Net Operating Loss Deduction		.00.			
4. Special Deductions		4 0 0 0			
5. Federal Taxable Income after NOL and Special Deductions		-664027 .00			
Form 1120, Schedule C - Dividends and Special Deductions					
6. Subpart F Income	6	.00.			
Subpart F Income Foreign Dividend Gross-Up					
	······································	.00			
Form 1120, Schedule K or M-3					
8. Tax Exempt Interest	8. <u> </u>	.00.			
Form 5884 - Work Opportunity Credit					
Salaries and Wages not deducted due to the WOTC	9. <u> </u>	.00.			
Form 4562 - Special Depreciation Allowance and Other Depreciation					
10. Special depreciation allowance for qualified property placed in service during the					
taxable year	10.	.00			
11. Property subject to 168(f)(1) election		.00			
12. Other depreciation		.00			
Form 1118, Schedule A - Income or Loss Before Adjustments - Gross Income					
13. Total: Deemed Dividends (Exclude Gross-up)	13	.00.			
14. Total: Deemed Dividend (Gross-up)		.00.			
15. Total: Other Dividends (Exclude Gross-up)		.00.			
16. Total: Other Dividends (Gross-up)		.00.			
17. Total: Interest		.00.			
18. Total: Gross Rents, Royalties, and License Fees		.00.			
19. Total: Gross Income from Performance of Services		.00.			
20. Total: Other		.00			
21. Total: Total Gross Income or Loss from Outside the US		.00.			
Form 1118, Schedule A - Income or Loss Before Adjustments - Deductions					
22. Total: Definitely Allocable - Rental, Royalty, and Licensing Expenses -					
Depreciation, Depletion, and Amortization	22.	.00.			
23. Total: Definitely Allocable - Rental, Royalty, and Licensing Expenses - Other Expenses		.00			
24. Total: Definitely Allocable - Expenses Related to Gross Income from Performance of Services		.00			
25. Total: Definitely Allocable - Other Definitely Allocable Deductions		.00			
26. Total: Total Definitely Allocable Deductions		.00.			
27. Total: Apportioned Share of Deductions not Definitely Allocable		.00.			
28. Total: Net Operating Loss Deduction		.00.			
29. Total: Total Deductions		.00.			
Form 1118, Schedule A - Income or Loss Before Adjustments - Total Income					
•	30	0/			
30. Total: Total Income or (Loss) Before Adjustments	వర	.00			

VA-8879C
Virginia Department of Taxation

Virginia Corporation Income Tax e-file Signature Authorization

Tax Year **2017**

DO NOT SEND THIS VA-8879C TO THE VIRGINIA DEPARTMENT OF TAXATION OR THE IRS. IT MUST BE MAINTAINED IN YOUR FILES!

Corporation Name	Federal ID Number			
VMI FOUNDATION, INC.	54-0505966			
Part I Tax Return Information				
1. Federal Taxable Income (Form 500, Page 2, Line 1)	1664,027.			
2. Virginia Taxable Income (Form 500, Page 2, Line 7)	-664,027.			
3. Income tax (Form 500, Page 2, Line 9)	3.			
4. Total payments and credits (Form 500, Page 2, Line 16)	4.			
5. Total due (Form 500, Page 2, Line 21)	5.			
6. Amount to be refunded (Form 500, Page 2, Line 24)	6.			
Part II Declaration and Signature Authorization of Officer	•			
return and accompanying schedules and statements and to the best of my knowledge and belief, it is true, correct and complete. I further declare that the information provided to my Electronic Return Originator (ERO), Transmitter, or Intermediate Service Provider including the amounts shown in Part I above agrees with the information and amounts shown on the corresponding lines of the corporate electronic income tax return. If filing a balance due return, I authorize the Virginia Department of Taxation (Virginia Tax) and its designated Financial Agent to initiate an ACH electronic funds withdrawal entry to the financial institution account indicated on the 2017 Virginia income tax return for payment of state taxes owed on this return. I also authorize the financial institutions involved in the processing of the electronic payment of taxes to receive confidential information necessary to answer inquiries and resolve issues related to the payment. I certify that the transaction does not directly involve a financial institution outside of the territorial jurisdiction of the United States at any point in the process. I understand that if Virginia Tax does not receive full and timely payment of the tax liability, the corporation will remain liable for the tax liability and all applicable interest and penalties. I authorize my ERO, Transmitter or Intermediate Service Provider to transmit the complete return to Virginia Tax. I have selected a personal identification number (PIN) as my signature for the corporation's electronic income tax return. Officer's e-File PIN: check one box only I authorize the ERO named below to enter my e-File PIN Do not enter all zeros as my signature on the corporation's 2017 electronic Virginia corporation income tax return.				
ERO Firm Name				
I will enter my e-File PIN as my signature on the corporation's 2017 electronic Virginia corporation inc	come tax return. Check this box only			
if you are entering your own e-File PIN and the return is filed using the Practitioner PIN method. The	ERO must complete Part III below.			
Your Signature	Date			
Part III Certification and Authentication				
ERO's EFIN/PIN: Enter your six digit EFIN followed by your five digit self-selected PIN. 5492202321 Do not enter all zero				
I certify that the above numeric entry is my ERO EFIN/PIN, which is my signature for the 2017 Virginia corpor	ration income tax return for the			
corporation indicated above. I confirm that I am submitting this return in accordance with the requirements of	f the Practitioner PIN method and			
have followed all other requirements as specified by Virginia Tax. ERO's may sign the form using a rubber sta	amp, mechanical device, such as			
a signature pen, or computer software program.				
ERO's SignatureJOSEPH_S. NADDER, III	Date <u>11/14/18</u>			

Form VA-8879C (REV 08/17)

** PUBLIC DISCLOSURE COPY **

Return of Organization Exempt From Income Tax
Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

Department of the Treasury Internal Revenue Service

▶ Do not enter social security numbers on this form as it may be made public.

► Go to www.irs.gov/Form990 for instructions and the latest information.

Inspection

OMB No. 1545-0047

A F	or the	\simeq 2017 calendar year, or tax year beginning $$ JUL $1,$ 2017 and $$	ending J	<u>UN 30, 2018</u>	
	Check if applicable	C Name of organization		D Employer identif	ication number
	Addres				
Name chang Initial return Final return/ termin ated			54-0	505966	
		,	Room/suite	E Telephone number	
		PO BOX 932		(540	
			G Gross receipts \$	24,023,675.	
Ļ	Ameno return Applic	LEXINGION, VA 24450		H(a) Is this a group r	
	tion pendir	Finame and address of principal officer. TIX. DAVID II. INABIT	CKI	for subordinates	····· — —
_		SAME AS C ABOVE		H(b) Are all subordinates i	
		empt status: X 501(c)(3) 501(c) () ◀ (insert no.) 4947(a)(1) c	or 527	1	a list. (see instructions)
		e: WWW.VMIAA.ORG organization: X Corporation Trust Association Other		H(c) Group exemption	
		organization: X Corporation	L Year	of formation: 1937	M State of legal domicile: VA
•		Briefly describe the organization's mission or most significant activities: TO SU	TDDORT	THE VIRGIN	TA MTT.TTARV
e S	'	INSTITUTE (VMI), A STATE-SUPPORTED SCHOOL		IIIE VINGIN	IA MIDIIANI
Governance	2	Check this box if the organization discontinued its operations or dispos		than 25% of its not as	eats
Veri	3			3	29
Ĝ	4	Number of independent voting members of the governing body (Part VI, line 1b)			29
	1 -	Total number of individuals employed in calendar year 2017 (Part V, line 2a)			90
iţi		Total number of volunteers (estimate if necessary)			0
Activities &		Total unrelated business revenue from Part VIII, column (C), line 12			-452,399.
⋖		Net unrelated business taxable income from Form 990-T, line 34			-664,027.
				Prior Year	Current Year
Φ	8	Contributions and grants (Part VIII, line 1h)		42,856,461.	19,310,649.
ž	9	Program service revenue (Part VIII, line 2g)		0.	0.
Revenue	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)		2,634,582.	
Œ	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)		930,091.	1,262,903.
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12) .		46,421,134.	24,023,675.
	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)		12,878,551.	13,386,680.
	1	Benefits paid to or for members (Part IX, column (A), line 4)		0.	0.
S	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)		3,067,285.	
Expenses	16a	Professional fundraising fees (Part IX, column (A), line 11e)		0.	0.
ž	b	Total fundraising expenses (Part IX, column (D), line 25) 2,836,50		2 500 001	4 014 176
ш	''	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)		3,780,801.	
		Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)		19,726,637.	
	19	Revenue less expenses. Subtract line 18 from line 12		26,694,497.	3,338,303.
Net Assets or		Total consts (Ded V. Per 40)		ginning of Current Year 69,547,108.	End of Year 397, 361, 347.
SSE	20	Total assets (Part X, line 16)	-3	5,915,659.	
let A	21	Total liabilities (Part X, line 26) Net assets or fund balances. Subtract line 21 from line 20		63,631,449.	
	22 art II	Signature Block	3	03,031,447.	371,021,020.
		Ities of perjury, I declare that I have examined this return, including accompanying schedules	and stateme	ents, and to the best of m	v knowledge and helief it is
		t, and complete. Declaration of preparer (other than officer) is based on all information of wh			y miowioago ana bonon, it io
		A substitution of property (entire than entirely to see our an information of the	non proparor	l l l l l l l l l l l l l l l l l l l	
Sig	n	Signature of officer		Date	
Her		MR. DAVID L. PRASNICKI, TREASURER			
		Type or print name and title			
		Print/Type preparer's name Preparer's signature		Date Check	PTIN
Paid	i	JOSEPH S. NADDER, III JOSEPH S. NADDER	R, II 1	1/14/18 self-emplo	
Prep	oarer	Firm's name DIXON HUGHES GOODMAN LLP		Firm's EIN ▶	56-0747981
Use	Only	Firm's address > 901 EAST CARY STREET, SUITE 1000			
		RICHMOND, VA 23219		Phone no. (8	04) 282-7636
May	/ the IF	RS discuss this return with the preparer shown above? (see instructions)			X Yes No

	t III Statement of Program Service Accomplishments	Ξ
	Check if Schedule O contains a response or note to any line in this Part III]
1	Briefly describe the organization's mission:	
	FOR THE ADVANCEMENT, PROMOTION, ENCOURAGEMENT, WELFARE AND PROGRESS OF	
	VIRGINIA MILITARY INSTITUTE (VMI), A STATE-SUPPORTED COLLEGE, AND	_
	ADVANCEMENT, WELFARE AND PROGRESS OF THE VMI ALUMNI ASSOCIATION, WHO	_
	ALSO SUPPORTS VMI IN CONJUNCTION WITH ALUMNI RELATIONS TO FURTHER	_
2	Did the organization undertake any significant program services during the year which were not listed on the	
	prior Form 990 or 990-EZ?)
_	If "Yes," describe these new services on Schedule O.	
3	Did the organization cease conducting, or make significant changes in how it conducts, any program services?)
4	If "Yes," describe these changes on Schedule O.	
4	Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and	
	revenue, if any, for each program service reported.	
4a	(Code:) (Expenses \$14 , 108 , 594 . including grants of \$13 , 386 , 680 .) (Revenue \$	_
	FUNDS RAISED BY THE FOUNDATION ARE USED FOR PROVIDING SCHOLARSHIPS AND	,
	OTHER ACADEMIC AND ATHLETIC PROGRAM SUPPORT TO THE VIRGINIA MILITARY	_
	INSTITUTE AND ITS RELATED ALUMNI ASSOCIATIONS.	_
		_
4b	(Code:) (Expenses \$)
		_
		_
		_
		_
		_
		_
		_
		_
		_
		_
		-
4c	(Code:) (Expenses \$ including grants of \$) (Revenue \$	_
40	(Code:) (Expenses \$,
		_
		_
		_
		_
		_
		_
		_
4d	Other program services (Describe in Schedule O.)	_
	(Expenses \$ including grants of \$) (Revenue \$)	
40	Total program convice expanses \ 14 108 594.	

Form **990** (2017)

Form 990 (2017) VMI FOUNDATION, INC. Part IV Checklist of Required Schedules

			Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)?			
	If "Yes," complete Schedule A	1	X	
2	Is the organization required to complete Schedule B, Schedule of Contributors?	2	X	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for			
	public office? If "Yes," complete Schedule C, Part I	3		Х
4	Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect			
	during the tax year? If "Yes," complete Schedule C, Part II	4		X
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or			
	similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III	5		X
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to			
	provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I	6		Х
7	Did the organization receive or hold a conservation easement, including easements to preserve open space,			
	the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II	7		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete			
	Schedule D, Part III	8		Х
9	Did the organization report an amount in Part X, line 21, for escrow or custodial account liability, serve as a custodian for			
	amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services?			
	If "Yes," complete Schedule D, Part IV	9		Х
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent			
	endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V	10	X	
11	If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VIII, VIII, IX, or X			
	as applicable.			
а	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D,			
	Part VI	11a	X	
b	Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total			
	assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII	11b	X	
С	Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total			
	assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII	11c		X
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in			
	Part X, line 16? If "Yes," complete Schedule D, Part IX	11d		X
е	Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X	11e	X	
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses			
	the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X	11f	X	
12a	Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete			
	Schedule D, Parts XI and XII	12a		X
b	Was the organization included in consolidated, independent audited financial statements for the tax year?			
	If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional	12b	Х	
13	Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	13		X
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a		<u> </u>
b	Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business,			
	investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000		٠,,	
	or more? If "Yes," complete Schedule F, Parts I and IV	14b	X	
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any			37
	foreign organization? If "Yes," complete Schedule F, Parts II and IV	15		Х
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to			37
4-	or for foreign individuals? If "Yes," complete Schedule F, Parts III and IV	16		X
17	Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX,			37
	column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I	17		X
18	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines			37
	1c and 8a? If "Yes," complete Schedule G, Part II	18		X
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes,"			37
	complete Schedule G. Part III	19	000	X

Form **990** (2017)

Part IV Checklist of Required Schedules (continued)

			Yes	No
20a	Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H	20a		X
b	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b		
21	Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or			
	domestic government on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II	21	X	
22	Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on			
	Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III	22		X
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current			
	and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete			
	Schedule J	23	X	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the			
	last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete			
	Schedule K. If "No", go to line 25a	24a		Х
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease			
_	any tax-exempt bonds?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
	Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations. Did the organization engage in an excess benefit			
Lou	transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I	25a		x
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and	200		
b	that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete			
		25b		x
26	Schedule L, Part I	230		
26	Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? ## "Yes."			
		26		x
07	complete Schedule L, Part II	26		
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial			
	contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member			x
00	of any of these persons? If "Yes," complete Schedule L, Part III	27		
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV			
	instructions for applicable filing thresholds, conditions, and exceptions):	00		v
_	, , , , , , , , , , , , , , , , , , , ,	28a		X
b	A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28b		X
С	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer,			\ . ,
	director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV	28c	37	X
29	Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	29	_X_	
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation			.,
	contributions? If "Yes," complete Schedule M	30		<u> X</u>
31	Did the organization liquidate, terminate, or dissolve and cease operations?			
	If "Yes," complete Schedule N, Part I	31		<u> </u>
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete			
	Schedule N, Part II	32		<u> </u>
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations			
	sections 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I	33	X	
34	Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Part II, III, or IV, and			
	Part V, line 1	34	X	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a		<u> </u>
b	If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity			
	within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2	35b		<u> </u>
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization?			
	If "Yes," complete Schedule R, Part V, line 2	36		X
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization			
	and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI	37		X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19?			
	Note. All Form 990 filers are required to complete Schedule O	38	Х	
			α	

Form 990 (2017) VMI FOUNDATION, INC. Part V Statements Regarding Other IRS Filings and Tax Compliance

	Check if Schedule O contains a response or note to any line in this Part V		<u></u>	<u> </u>					
					Yes	No			
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	1a	25						
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b	0						
С	Did the organization comply with backup withholding rules for reportable payments to vendors and re	portab	le gaming						
	(gambling) winnings to prize winners?	······		1c	Х				
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements,								
	filed for the calendar year ending with or within the year covered by this return	2a	90						
b	If at least one is reported on line 2a, did the organization file all required federal employment tax return	ns?		2b	X				
	Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions	s)							
За	Did the organization have unrelated business gross income of \$1,000 or more during the year?			За	X				
b	If "Yes," has it filed a Form 990-T for this year? If "No," to line 3b, provide an explanation in Schedule	O		3b	X				
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other a	authori	ty over, a						
financial account in a foreign country (such as a bank account, securities account, or other financial account)?									
b If "Yes," enter the name of the foreign country: ▶									
	See instructions for filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Art	ccount	s (FBAR).						
5а	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?			5a		X			
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction			5b		X			
С	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?			5c					
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the	e orga	nization solicit						
	any contributions that were not tax deductible as charitable contributions?			6a		X			
b	If "Yes," did the organization include with every solicitation an express statement that such contribution	ons or	gifts						
	were not tax deductible?			6b					
7	Organizations that may receive deductible contributions under section 170(c).					Х			
а	a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?								
	b If "Yes," did the organization notify the donor of the value of the goods or services provided?								
С	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was	as requ	ired	_		37			
	to file Form 8282?			7c		Х			
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d	•	7e		Х			
e	e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?								
	f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?								
g	If the organization received a contribution of qualified intellectual property, did the organization file Fo			7g					
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organizations are interior department. Did a depart of the department of the			7h					
8	Sponsoring organizations maintaining donor advised funds. Did a donor advised fund maintained								
9	sponsoring organization have excess business holdings at any time during the year?			8					
	Sponsoring organizations maintaining donor advised funds. Did the sponsoring organization make any taxable distributions under section 49662			9a					
	Did the sponsoring organization make any taxable distributions under section 4966? Did the sponsoring organization make a distribution to a donor, donor advisor, or related person?			9b					
10	Section 501(c)(7) organizations. Enter:			35					
	Initiation fees and capital contributions included on Part VIII, line 12	10a							
	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b							
11	Section 501(c)(12) organizations. Enter:								
а	Gross income from members or shareholders	11a							
	Gross income from other sources (Do not net amounts due or paid to other sources against								
	amounts due or received from them.)	11b							
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form	1041?	<u> </u>	12a					
	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b							
13	Section 501(c)(29) qualified nonprofit health insurance issuers.	<u> </u>							
а	Is the organization licensed to issue qualified health plans in more than one state?			13a					
	Note. See the instructions for additional information the organization must report on Schedule O.								
b	Enter the amount of reserves the organization is required to maintain by the states in which the								
	organization is licensed to issue qualified health plans	13b							
	Enter the amount of reserves on hand	13c							
	Did the organization receive any payments for indoor tanning services during the tax year?			14a		X			
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule	e O		14b	000				
				Form	990	(2017)			

VMI FOUNDATION, INC. 54-0505966 Form 990 (2017) Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions. Check if Schedule O contains a response or note to any line in this Part VI Section A. Governing Body and Management Yes No 29 1a Enter the number of voting members of the governing body at the end of the tax year If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O. 29 **b** Enter the number of voting members included in line 1a, above, who are independent Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other Х officer, director, trustee, or key employee? 2 Did the organization delegate control over management duties customarily performed by or under the direct supervision 3 Х of officers, directors, or trustees, or key employees to a management company or other person? 3 X Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? 4 Did the organization become aware during the year of a significant diversion of the organization's assets? 5 6 Did the organization have members or stockholders? 6 Х 7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body? Х 7a b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body? X 7b Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following: Х a The governing body? 8a **b** Each committee with authority to act on behalf of the governing body? Х 8b Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes." provide the names and addresses in Schedule O Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.) Yes Nο 10a Did the organization have local chapters, branches, or affiliates? 10a b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes? 11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form? 11a b Describe in Schedule O the process, if any, used by the organization to review this Form 990. Х 12a Did the organization have a written conflict of interest policy? If "No," go to line 13 12a Х b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts? 12b c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes." describe Х 12c in Schedule O how this was done Did the organization have a written whistleblower policy? Х 13 13 Did the organization have a written document retention and destruction policy? 14 Х 14 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision? The organization's CEO, Executive Director, or top management official Х 15a Х Other officers or key employees of the organization 15b If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions). 16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a Х taxable entity during the year? 16a b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements? 16b Section C. Disclosure List the states with which a copy of this Form 990 is required to be filed ▶VA Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply. X Upon request Another's website ___ Other *(explain in Schedule O)* Own website Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial

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State the name, address, and telephone number of the person who possesses the organization's books and records:

statements available to the public during the tax year.

PO BOX 932, LEXINGTON,

VMI FOUNDATION, INC. -(540) 464-7383

Part VIII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response or note to any line in this Part VII

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

- 1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.
- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
 - List all of the organization's current key employees, if any. See instructions for definition of "key employee."
- List the organization's five current highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

Name and Title	Check this box if neither the organization (A)	(B)	Jiga	пиа			ipei	Jail	(D)	(E)	(F)
Note					Pos	itior				l ' '	
Week	Name and Title	1							1	· .	
Color Colo									1 '	l '	
Color Colo		(list any	ctor						the	organizations	compensation
Color Colo		hours for	or dire	l a			ted		1	(W-2/1099-MISC)	
Color Colo		I	stee	ruste		a a	pensa		(W-2/1099-MISC)		
Color Colo		1 -	ıal tru	onal t		ploye	l com				
Color Colo			divid	stituti	ficer	sy em	ghest	rmer			organizations
DOARD MEMBER	(1) JOHN D ADAMS		드	드	9	32	토늄	윤			
C2 T. BRYAN BARTON		2:00	x						0.	0.	0.
PRESIDENT		2.00					\vdash		•		•
Color Colo			x		x				0.	0.	0.
DOARD MEMBER			T							0.1	
(4) DR. CHARLES F. BRYAN, JR. 2.00 X	BOARD MEMBER		х						0.	0.	0.
BOARD MEMBER	(4) DR. CHARLES F. BRYAN, JR.	2.00								<u> </u>	
BOARD MEMBER	BOARD MEMBER		Х						0.	0.	0.
Columb C	(5) ELIZABETH D. CAMP	2.00									
BOARD MEMBER	BOARD MEMBER		Х						0.	0.	0.
Color	(6) ALEXANDER M. EARLE, JR.	2.00									
BOARD MEMBER	BOARD MEMBER		Х						0.	0.	0.
Record Member Record Rec	(7) RICHARD W. FLOWERS	2.00									
BOARD MEMBER	BOARD MEMBER		Х						0.	0.	0.
Second Member Second Membe	(8) CDR PAUL E. GALANTI, USN	2.00									
BOARD MEMBER	BOARD MEMBER		Х						0.	0.	0.
Color Colo	(9) DR. M. DAVID GIBBONS	2.00									
BOARD MEMBER	BOARD MEMBER		Х						0.	0.	0.
Colonel George Piegari Colonel George Pieg	(10) STEPHEN M. GODDARD	2.00									
BOARD MEMBER	BOARD MEMBER		Х						0.	0.	0.
Colonel George Piegari Colonel George Pieg	(11) THOMAS S. GREENSPON	2.00									
BOARD MEMBER	BOARD MEMBER		Х						0.	0.	0.
Columb C	(12) LT. GEN. RICHARD A. HACK	2.00									
VICE PRESIDENT OF ADMINISTRATION 5.00 X X 0.00.00.00.00.00.00.00.00.00.00.00.00.0	BOARD MEMBER		Х						0.	0.	0.
Columb C	(13) STEPHEN E. HUPP	2.00									
BOARD MEMBER X	VICE PRESIDENT OF ADMINISTRATION		Х		Х				0.	0.	0.
Colonel George Piegari 2.00	(14) KERRY D. KIRK	2.00									
BOARD MEMBER X 0. 0. 0. (16) COLONEL GEORGE PIEGARI 2.00 X 0. 0. 0. BOARD MEMBER X 0. 0. 0. 0. BOARD MEMBER X 0. 0. 0. 0.	BOARD MEMBER		Х						0.	0.	0.
C16 COLONEL GEORGE PIEGARI 2.00	(15) BROOKE H. PENDLETON	2.00	1								
BOARD MEMBER X 0. 0. 0. (17) KURT A. POLK 2.00 0. 0. 0. 0. BOARD MEMBER X 0. 0. 0. 0.			Х				_		0.	0.	0.
(17) KURT A. POLK BOARD MEMBER Z.00 X 0. 0.	(16) COLONEL GEORGE PIEGARI	2.00	1								
BOARD MEMBER X 0. 0. 0.		1	Х				<u> </u>		0.	0.	0.
		2.00	_						_		_
	BOARD MEMBER		Х						<u> </u>	0.	0 . Form 990 (2017)

54-0505966 Part VII | Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued) (B) (D) (E) (F) Position Average Name and title Reportable Estimated Reportable (do not check more than one hours per compensation compensation amount of box, unless person is both an officer and a director/trustee) week from from related other (list any organizations compensation ndividual trustee or director the hours for organization (W-2/1099-MISC) from the Highest compensated Imployee related nstitutional truste (W-2/1099-MISC) organization organizations ey employee and related below organizations line) (18) W. GREGORY ROBERTSON 2.00 BOARD MEMBER Х 0. 0. 0. (19) ERNESTO V. SAMPSON, JR. 2.00 X 0. 0. 0. BOARD MEMBER (20) GARY J. TAYLOR 2.00 BOARD MEMBER Х 0 0. 0. (21) WILLIAM E. WELSH 2.00 BOARD MEMBER 0. 0. 2.00 (22) T.W. WILLIAMSON, JR. BOARD MEMBER Х 0. 0. 0. 2.00 (23) ELISE G. WOODWORTH BOARD MEMBER Х 0. 0. 0. (24) THOMAS H. ZARGES 2.00 0 0. 0. VICE PRESIDENT OF DEVELOPMENT Х Х (25) LT. COLONEL CHARLES L. TOOMEY 2.00 BOARD MEMBER 0. 0. 0. (26) LT. CDR. BREE A. GUITERMAN 2.00 BOARD MEMBER 0 0. 0. 0. 0. 1b Sub-total 911,942. 0. 38,022. c Total from continuation sheets to Part VII, Section A 911,942. 0. 38.022 Total (add lines 1b and 1c) Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization

			162	140
3	Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on			
	line 1a? If "Yes," complete Schedule J for such individual	3		Х
4	For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization			
	and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual	4	Х	
5	Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services			
	rendered to the organization? If "Yes." complete Schedule J for such person	5		Х
_				

Section B. Independent Contractors

Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
BNY MELLON, N.A.	INVESTMENT	
225 LIBERTY STREET, NEW YORK, NY 10286	MANAGEMENT	2,701,718.
MCGUIRE WOODS, LLP		
901 EAST CARY ST., RICHMOND, VA 23219-4030	CONSULTING	137,536.

Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization

SEE PART VII, SECTION A CONTINUATION SHEETS

Form 990 (2017)

07351114 797738 2065070000

	DATION,	<u> </u>	<u> </u>						54-050	5900
Part VII Section A. Officers, Directors, Tr	ustees, Key Er	nplo	yee	s, aı	nd H	lighe	est (Compensated Employe	es (continued)	
(A)	(B)				C)			(D)	(E)	(F)
Name and title	Average hours	(0)			ition	app		Reportable compensation	Reportable compensation	Estimated amount of
	per week (list any hours for related organizations below line)	stee or director	Institutional trustee	Officer Officer	Key employee	Highest compensated employee	Former Former	from the organization (W-2/1099-MISC)	from related organizations (W-2/1099-MISC)	other compensation from the organization and related organizations
(27) DARYL L. DEKE BOARD MEMBER	2.00	Х						0.	0.	0
28) KIMBER L. LATSHA	2.00									
SOARD MEMBER	2 00	Х						0.	0.	0
(29) STERLING T. SWEENEY BOARD MEMBER	2.00	х						0.	0.	0
(30) STEPHEN MACONI	40.00							•	•	•
CEO, VMI ALUMNI AGENCIES	1000			Х				193,894.	0.	5,377
(31) WARREN J. BRYAN	40.00			v					0	
CHIEF EXECUTIVE OFFICER (32) DAVID L. PRASNICKI	40.00			Х				173,351.	0.	3,145
TREASURER	6.00	1		Х				173,859.	0.	9,199
(33) CRISSY S. ELLIOTT	40.00							·		•
SST. SECRETARY/TREASURER	2.00			Х				123,637.	0.	7,864
(34) AMY S. REID	40.00									
CORPORATE SECRETARY	1.0.00			X				42,685.	0.	5,321
(35) THERESA I. CONRAD VICE PRESIDENT	2.00			х				116,535.	0.	505
(36) JOHN J. WRANEK, III	40.00							,	• •	
DIRECTOR OF ANNUAL GIVING				Х				87,981.	0.	6,611
	+									
		-								
		1								
		-								
	1									
								911,942.		

		Check if Schodule O cent	oina a raananaa	or note to any line	s in this Dort VIII			
		Check if Schedule O conta	ains a response	or note to any line	(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512 - 514
ts ts	1 a	Federated campaigns	1a					
ran Mi		Membership dues						
Ē,S	С	Fundraising events						
ifts ar A		Related organizations		23,265.				
nik Bik		Government grants (contributi						
Sig		All other contributions, gifts, gran						
le E		similar amounts not included abov		19,287,384.				
Ęŏ	a	Noncash contributions included in lines		1,618,815.				
Contributions, Gifts, Grants and Other Similar Amounts	_	Total. Add lines 1a-1f			19,310,649.			
				Business Code				
ω	2 a	I						
ķ	b							
Ser	c							
E S	d							
Program Service Revenue	e							
Pro		All other program service reve	nue					
		Total. Add lines 2a-2f						
	3	Investment income (including						
		other similar amounts)			3,450,123.		-452,399.	3,902,522.
	4	Income from investment of tax					·	, ,
	5	Royalties		Г				
	•	, a	(i) Real	(ii) Personal				
	6 a	Gross rents	(1) 1 1001	(.,, : :::::::::::::::::::::::::::::::::				
		Less: rental expenses						
		Rental income or (loss)						
		Net rental income or (loss)		•				
		Gross amount from sales of	(i) Securities	(ii) Other				
	, u	assets other than inventory	(i) Occurrics	(ii) Other				
	h	Less: cost or other basis						
		and sales expenses						
	_	Gain or (loss)						
		Net gain or (loss)		—				
		Gross income from fundraising						
ine	o a	including \$	`					
Ver		contributions reported on line						
Re		Part IV, line 18	=	,				
Other Revenu	h	Less: direct expenses						
ð		: Net income or (loss) from fund		` 				
		Gross income from gaming ac	-					
	Ja	Part IV, line 19		,				
	h	Less: direct expenses						
		: Net income or (loss) from gam						
		Gross sales of inventory, less						
		and allowances		,				
	h	Less: cost of goods sold						
		: Net income or (loss) from sales						
ŀ		Miscellaneous Revenue		Business Code				
ŀ	11 a	ADMINISTRATIVE FEES		900099	1,262,903.			1,262,903.
	b				, , , , , , , , ,			, ,,,,,,,,,
	C							
		All other revenue						
		Total. Add lines 11a-11d			1,262,903.			
		Total revenue. See instructions.		······ []	24,023,675.	0.	-452,399.	5,165,425.

Part IX | Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A) Check if Schedule O contains a response or note to any line in this Part IX (C) Management and general expenses (**D**)
Fundraising (B) Do not include amounts reported on lines 6b. Program service expenses Total expenses 7b, 8b, 9b, and 10b of Part VIII. expenses Grants and other assistance to domestic organizations 13,386,680. 13,386,680. and domestic governments. See Part IV, line 21 Grants and other assistance to domestic individuals. See Part IV, line 22 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16 Benefits paid to or for members Compensation of current officers, directors, 1,169,299. 233,860. 292,325. 643,114. trustees, and key employees Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) 876,767. 1,348,873. 269,775. 202,331. Other salaries and wages 7 Pension plan accruals and contributions (include 114,225. 22,845. 17,134. 74,246. section 401(k) and 403(b) employer contributions) 291,906. 43,786. 58,381. 189,739. Other employee benefits 9 160,213. 32,043. 24,032. 104,138. 10 Payroll taxes 11 Fees for services (non-employees): 1,993. 1,993. Management 6,316. 31,582. 9,475. 15,791. Legal 35,406. 35,406. Accounting Lobbying Professional fundraising services. See Part IV, line 17 2,701,718. 2,701,718. Investment management fees Other. (If line 11g amount exceeds 10% of line 25, 57,750. 5,775. 51,975. column (A) amount, list line 11g expenses on Sch O.) Advertising and promotion 12 564,400. 72,279. 189,332. 302,789. Office expenses 13 Information technology 14 Royalties 15 11,409. 4,883. 1,780. 4,746. 16 Occupancy 113,224. 22,645. 90,579. 17 Travel Payments of travel or entertainment expenses 18 for any federal, state, or local public officials 33,498. 16,749. 16,749. Conferences, conventions, and meetings 19 20 Payments to affiliates 21 57,053. 57,053. Depreciation, depletion, and amortization 22 39,260. 19,630. 19,630. 23 Other expenses. Itemize expenses not covered 24 above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.) 447,474. 447,474. FUNDRAISING & CAMPAIGN MISCELLANEOUS 83,801. 83,801. 26,093. 11,387. DUES & SUBSCRIPTIONS 14,706. SPECIAL FUNCTIONS 9,515. 1,902. 952. 6,661. e All other expenses 20,685,372. 14,108,594. 3,740,270. 2,836,508. Total functional expenses. Add lines 1 through 24e 25 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. if following SOP 98-2 (ASC 958-720)

07351114 797738 2065070000

Form 990 (2017)
Part X | Balance Sheet

Pa	rt X	Balance Sheet					
		Check if Schedule O contains a response or not	e to an	y line in this Part X			
					(A) Beginning of year		(B) End of year
	1	Cash - non-interest-bearing				1	
	2	Savings and temporary cash investments			18,237,871.	2	16,590,603.
	3	Pledges and grants receivable, net			26,895,450.	3	12,014,792.
	4	Accounts receivable, net			2,497,655.	4	2,439,617.
	5	Loans and other receivables from current and fo					
		trustees, key employees, and highest compensa	ted em	ployees. Complete			
		Part II of Schedule L				5	
	6	Loans and other receivables from other disqualit					
		section 4958(f)(1)), persons described in section	4958(c	c)(3)(B), and contributing			
		employers and sponsoring organizations of sect	ion 501	(c)(9) voluntary			
γ		employees' beneficiary organizations (see instr).	Compl	ete Part II of Sch L		6	
Assets	7	Notes and loans receivable, net			223,732.	7	106,672.
As	8	Inventories for sale or use				8	
	9	Description of the second seco				9	
	10a	Land, buildings, and equipment: cost or other					
		basis. Complete Part VI of Schedule D	10a	1,056,263.			
	b	basis. Complete Part VI of Schedule D Less: accumulated depreciation	10b	746,441.	230,372.	10c	309,822.
	11	Investments - publicly traded securities				11	
	12	Investments - other securities. See Part IV, line 1			299,923,742.	12	359,089,789.
	13	Investments - program-related. See Part IV, line		13			
	14	Intangible assets		14			
	15	Other assets. See Part IV, line 11	21,538,286.	15	6,810,052.		
	16	Total assets. Add lines 1 through 15 (must equa			369,547,108.	16	397,361,347.
	17	Accounts payable and accrued expenses			778,777.	17	519,386.
	18	Grants payable		18			
	19	Deferred revenue				19	
	20	Tax-exempt bond liabilities				20	
	21	Escrow or custodial account liability. Complete I				21	
S	22	Loans and other payables to current and former					
≝		key employees, highest compensated employee	s, and	disqualified persons.			
Liabilities		Complete Part II of Schedule L				22	
_	23	Secured mortgages and notes payable to unrela				23	
	24	Unsecured notes and loans payable to unrelated				24	
	25	Other liabilities (including federal income tax, pa					
		parties, and other liabilities not included on lines	17-24)	. Complete Part X of	F 106 000		- 044 000
		Schedule D			5,136,882.	25	5,214,333. 5,733,719.
	26	Total liabilities. Add lines 17 through 25			5,915,659.	26	5,/33,/19.
		Organizations that follow SFAS 117 (ASC 958		k here ▶ X and			
es		complete lines 27 through 29, and lines 33 an			E7 02E 120		62 207 265
auc	27				57,835,129.	27	62,397,265.
Bal	28	Temporarily restricted net assets	159,430,229.	28	171,536,560. 157,693,803.		
힏	29				146,366,091.	29	15/,693,603.
ī		Organizations that do not follow SFAS 117 (A					
٥		and complete lines 30 through 34.					
sets	30	Capital stock or trust principal, or current funds				30	
Asŧ	31	Paid-in or capital surplus, or land, building, or ed				31	
Net Assets or Fund Balances	32	Retained earnings, endowment, accumulated in			363 631 440	32	301 627 620
~	33				363,631,449. 369,547,108.	33	391,627,628.
	34	Total liabilities and net assets/fund balances			JUJ, J41, 1U0.	34	397,361,347.

Form **990** (2017)

Pa	T XI Reconciliation of Net Assets							
	Check if Schedule O contains a response or note to any line in this Part XI					X		
1	Total revenue (must equal Part VIII, column (A), line 12)	1		,02				
2	Total expenses (must equal Part IX, column (A), line 25)	2	20	,68	5,3	72.		
3	Revenue less expenses. Subtract line 2 from line 1	3		,33				
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	363	,63	1,4	49.		
5	5 Net unrealized gains (losses) on investments 5							
6	Donated services and use of facilities	6						
7	Investment expenses	7						
8	Prior period adjustments	8						
9	Other changes in net assets or fund balances (explain in Schedule O)	9		-49	7,4	53.		
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33,							
	column (B))	10	391	,62	7,6	28.		
Pa	t XII Financial Statements and Reporting							
	Check if Schedule O contains a response or note to any line in this Part XII					X		
					Yes	No		
1	Accounting method used to prepare the Form 990: Cash X Accrual Other							
	If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule	Ο.						
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?			2a		Х		
	If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed	on a						
	separate basis, consolidated basis, or both:							
	Separate basis Consolidated basis Both consolidated and separate basis							
b	Were the organization's financial statements audited by an independent accountant?			2b	X			
	If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate	basis,						
	consolidated basis, or both:							
	Separate basis X Consolidated basis Both consolidated and separate basis							
С	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the	audit,						
	review, or compilation of its financial statements and selection of an independent accountant?			2c	Х			
	If the organization changed either its oversight process or selection process during the tax year, explain in Sche							
За	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Sin		it					
	Act and OMB Circular A-133?	•		3a		Х		
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the requi	ed audi	t					
	or sudite explain why in Cabadyla O and describe any steps taken to undergo such sudite			26				

Form **990** (2017)

SCHEDULE A

Department of the Treasury Internal Revenue Service

(Form 990 or 990-EZ)

Public Charity Status and Public Support Complete if the organization is a section 501(c)(3) organization or a section

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

► Attach to Form 990 or Form 990-EZ.

► Go to www.irs.gov/Form990 for instructions and the latest information.

2017

OMB No. 1545-0047

Open to Public Inspection

Name of the organization

VMI FOUNDATION, INC.

Employer identification number 54-0505966

Pa	rt I	Reason for Public (Charity Status 🖟	All organizations must co	omplete th	is part.) Se	e instructions.						
he	organi	zation is not a private found											
1	\bigcap	A church, convention of chu)(A)(i).						
2	\Box	A school described in secti					, , , ,						
3	一	A hospital or a cooperative		•			i).						
4	Ħ	A medical research organiza						the hospital's name.					
•		city, and state:	anorroporatoa iir oor	,ja.,,o.,,o.,,		000110		ine neophane manne,					
5		An organization operated for	or the benefit of a col	lege or university owner	d or operate	ed by a go	vernmental unit describe	ad in					
3	ш	section 170(b)(1)(A)(iv). (C		lege of differently owner	or operati	ca by a go	verninental unit describe	5 4 III					
_						70/L\/4\/A\	(. A						
6	┖┳	A federal, state, or local gov	· ·				• •	and the state of the state of					
′	X												
		section 170(b)(1)(A)(vi). (C	•										
8	Щ	A community trust describe											
9		An agricultural research org				-	-	-					
		or university or a non-land-g	rant college of agricu	ulture (see instructions).	Enter the i	name, city	, and state of the college	or					
		university:											
10		An organization that normal	lly receives: (1) more	than 33 1/3% of its sup	port from c	contributio	ns, membership fees, an	d gross receipts from					
		activities related to its exem	pt functions - subjec	t to certain exceptions,	and (2) no	more than	33 1/3% of its support	from gross investment					
		income and unrelated busin	ess taxable income	(less section 511 tax) fro	om busines	ses acquii	red by the organization a	after June 30, 1975.					
		See section 509(a)(2). (Cor	mplete Part III.)										
11		An organization organized a	and operated exclusi	vely to test for public sa	fety. See	section 50)9(a)(4).						
12		An organization organized a	and operated exclusi	vely for the benefit of, to	perform tl	ne functior	ns of, or to carry out the	purposes of one or					
		more publicly supported org	ganizations describe	d in section 509(a)(1) d	or section (509(a)(2).	See section 509(a)(3). (Check the box in					
		lines 12a through 12d that of	describes the type of	supporting organization	n and com	plete lines	12e, 12f, and 12g.						
а		Type I. A supporting orga	ınization operated, sı	upervised, or controlled	by its supp	orted orga	anization(s), typically by	giving					
		the supported organization	on(s) the power to reg	gularly appoint or elect a	majority o	f the direc	tors or trustees of the su	upporting					
		organization. You must c	omplete Part IV, Se	ctions A and B.									
b		Type II. A supporting orga	anization supervised	or controlled in connec	tion with its	s supporte	d organization(s), by hav	ving					
		control or management of	· ·					•					
		organization(s). You mus					3						
С		Type III functionally inte			in connect	ion with. a	and functionally integrate	ed with.					
		its supported organization					• •	,					
d		Type III non-functionally						zation(s)					
-		that is not functionally into					· · · · · · · · · · · · · · · · · · ·	* *					
		requirement (see instructi	-		-		='	7011000					
е		Check this box if the orga	•	•	•								
Ū		functionally integrated, or					1, 1, 1, 1, 1, 1, 1, 1, 1, 1, 1, 1, 1, 1						
f	Ente	r the number of supported o	* *	iany intogratou oupport	ng organiz	ation.							
		ride the following information		d organization(s)									
) Name of supported	(ii) EIN	(iii) Type of organization	(iv) Is the orga in your governi		(v) Amount of monetary	(vi) Amount of other					
		organization		(described on lines 1-10 above (see instructions))	Yes	No	support (see instructions)	support (see instructions)					
				above (oce mondedions)									
Ota													

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LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ. 732021 10-06-17

Schedule A (Form 990 or 990-EZ) 2017

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Sec	tion A. Public Support						
Cale	ndar year (or fiscal year beginning in) 🕨	(a) 2013	(b) 2014	(c) 2015	(d) 2016	(e) 2017	(f) Total
1	Gifts, grants, contributions, and						
	membership fees received. (Do not						
	include any "unusual grants.")	14207294.	22549319.	14992097.	42856461.	19310649.	113915820
2	Tax revenues levied for the organ-						
	ization's benefit and either paid to						
	or expended on its behalf						
3	The value of services or facilities						
	furnished by a governmental unit to						
	the organization without charge						
4	Total. Add lines 1 through 3	14207294.	22549319.	14992097.	42856461.	19310649.	113915820
5	The portion of total contributions						
	by each person (other than a						
	governmental unit or publicly						
	supported organization) included						
	on line 1 that exceeds 2% of the						
	amount shown on line 11,						
	column (f)						33605141.
	Public support. Subtract line 5 from line 4.						80310679.
Sec	tion B. Total Support						
Cale	ndar year (or fiscal year beginning in) 🕨	(a) 2013	(b) 2014	(c) 2015	(d) 2016	(e) 2017	(f) Total
7	Amounts from line 4	14207294.	22549319.	14992097.	42856461.	<u> 19310649.</u>	113915820
8	Gross income from interest,						
	dividends, payments received on						
	securities loans, rents, royalties,						
	and income from similar sources	767,135.	1860884.	2016305.	2634582.	3450123.	10729029.
9	Net income from unrelated business						
	activities, whether or not the						
	business is regularly carried on						
10	Other income. Do not include gain						
	or loss from the sale of capital						
	assets (Explain in Part VI.)	913,185.	900,695.	863,950.	930,091.	1262903.	
11	Total support. Add lines 7 through 10						129515673
12	Gross receipts from related activities,	etc. (see instruction	ons)			12	
13	First five years. If the Form 990 is for	r the organization's	first, second, thir	d, fourth, or fifth ta	ax year as a section	501(c)(3)	
	organization, check this box and stop	here					>
	ction C. Computation of Publi						
	Public support percentage for 2017 (I					14	62.01 %
	Public support percentage from 2016					15	62.10 %
16a	33 1/3% support test - 2017. If the						
	stop here. The organization qualifies						
b	33 1/3% support test - 2016. If the o	•		•		•	
	and stop here. The organization qual						
17a	10% -facts-and-circumstances test	-					
	and if the organization meets the "fac			=	· · · · · · · · · · · · · · · · · · ·	~	
	meets the "facts-and-circumstances"						
b	10% -facts-and-circumstances test	_					
	more, and if the organization meets the		•		•		e
	organization meets the "facts-and-circ		-	•			
18	Private foundation. If the organization	on did not check a	box on line 13, 16	a, 16b, 17a, or 17b	o, check this box a	nd see instructions	s

Schedule A (Form 990 or 990-EZ) 2017

Part III | Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 10 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Se	ction A. Public Support						
Cale	ndar year (or fiscal year beginning in)	(a) 2013	(b) 2014	(c) 2015	(d) 2016	(e) 2017	(f) Total
1	Gifts, grants, contributions, and						
	membership fees received. (Do not						
	include any "unusual grants.")						
2	Gross receipts from admissions,						
	merchandise sold or services per-						
	formed, or facilities furnished in any activity that is related to the						
	organization's tax-exempt purpose						
3	Gross receipts from activities that						
	are not an unrelated trade or bus-						
	iness under section 513						
4	Tax revenues levied for the organ-						
	ization's benefit and either paid to						
	or expended on its behalf						
5	The value of services or facilities						
	furnished by a governmental unit to						
	the organization without charge						
6	Total. Add lines 1 through 5						
78	Amounts included on lines 1, 2, and						
	3 received from disqualified persons						
k	Amounts included on lines 2 and 3 received from other than disqualified persons that						
	exceed the greater of \$5,000 or 1% of the						
	amount on line 13 for the year						
	Add lines 7a and 7b						_
	Public support. (Subtract line 7c from line 6.)						
	ction B. Total Support		I		T	T	
	ndar year (or fiscal year beginning in)	(a) 2013	(b) 2014	(c) 2015	(d) 2016	(e) 2017	(f) Total
	Amounts from line 6						
108	Gross income from interest, dividends, payments received on						
	securities loans, rents, royalties,						
	and income from similar sources						
k	Unrelated business taxable income						
	(less section 511 taxes) from businesses acquired after June 30, 1975						
	Add lines 10a and 10b Net income from unrelated business						
••	activities not included in line 10b,						
	whether or not the business is						
12	regularly carried on Other income. Do not include gain						
-	or loss from the sale of capital						
13	assets (Explain in Part VI.) Total support. (Add lines 9, 10c, 11, and 12.)				1		
	First five years. If the Form 990 is for	the organization's	I first second thir	l d fourth or fifth to	l I v vear as a section	1 501(c)(3) organiz	ation
17	check this box and stop here	•		•	•		·
Se	ction C. Computation of Publi						
	Public support percentage for 2017 (I			olumn (f))		15	%
	Public support percentage from 2016					16	%
	ction D. Computation of Inves	·					
17	Investment income percentage for 20)17 (line 10c, colur	nn (f) divided by lin	ne 13, column (f))		17	%
18					%		
	33 1/3% support tests - 2017. If the						
	more than 33 1/3%, check this box ar						
k	33 1/3% support tests - 2016. If the						
	line 18 is not more than 33 1/3%, che	•			•	•	
20	Private foundation. If the organization						

Part IV | Supporting Organizations

(Complete only if you checked a box in line 12 on Part I. If you checked 12a of Part I, complete Sections A and B. If you checked 12b of Part I, complete Sections A and C. If you checked 12c of Part I, complete Sections A, D, and E. If you checked 12d of Part I, complete Sections A and D, and complete Part V.)

Section A. All Supporting Organizations

- 1 Are all of the organization's supported organizations listed by name in the organization's governing documents? If "No," describe in Part VI how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.
- 2 Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? If "Yes," explain in **Part VI** how the organization determined that the supported organization was described in section 509(a)(1) or (2).
- **3a** Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? If "Yes," answer (b) and (c) below.
- **b** Did the organization confirm that each supported organization qualified under section 501(c)(4), (5), or (6) and satisfied the public support tests under section 509(a)(2)? If "Yes," describe in **Part VI** when and how the organization made the determination.
- c Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? If "Yes," explain in Part VI what controls the organization put in place to ensure such use.
- **4a** Was any supported organization not organized in the United States ("foreign supported organization")? *If* "Yes," and if you checked 12a or 12b in Part I, answer (b) and (c) below.
- **b** Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? If "Yes," describe in **Part VI** how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations.
- c Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? If "Yes," explain in Part VI what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes.
- 5a Did the organization add, substitute, or remove any supported organizations during the tax year? If "Yes," answer (b) and (c) below (if applicable). Also, provide detail in Part VI, including (i) the names and EIN numbers of the supported organizations added, substituted, or removed; (ii) the reasons for each such action; (iii) the authority under the organization's organizing document authorizing such action; and (iv) how the action was accomplished (such as by amendment to the organizing document).
- **b Type I or Type II only.** Was any added or substituted supported organization part of a class already designated in the organization's organizing document?
- c Substitutions only. Was the substitution the result of an event beyond the organization's control?
- 6 Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (i) its supported organizations, (ii) individuals that are part of the charitable class benefited by one or more of its supported organizations, or (iii) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? If "Yes," provide detail in Part VI.
- 7 Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (defined in section 4958(c)(3)(C)), a family member of a substantial contributor, or a 35% controlled entity with regard to a substantial contributor? If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).
- 8 Did the organization make a loan to a disqualified person (as defined in section 4958) not described in line 7? If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).
- 9a Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? If "Yes," provide detail in Part VI.
- **b** Did one or more disqualified persons (as defined in line 9a) hold a controlling interest in any entity in which the supporting organization had an interest? If "Yes." provide detail in **Part VI.**
- c Did a disqualified person (as defined in line 9a) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? If "Yes," provide detail in Part VI.
- 10a Was the organization subject to the excess business holdings rules of section 4943 because of section 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? If "Yes," answer 10b below.
 - **b** Did the organization have any excess business holdings in the tax year? (Use Schedule C, Form 4720, to determine whether the organization had excess business holdings.)

		Yes	No
	1		
	2		
	За		
	Sa		
	3b		
	- GD		
	3с		
	4a		
	4b		
	4c		
	5a		
	- 1-		
	5b		
	5c		
	6		
	7		
	8		
	9a		
	9b		
	9с		
	10a		
_	10b	n-F7)	00.47
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Pa	rt IV Supporting Organizations (continued)			
			Yes	No
11	Has the organization accepted a gift or contribution from any of the following persons?			
а	A person who directly or indirectly controls, either alone or together with persons described in (b) and (c)			
	below, the governing body of a supported organization?	11a		
b	A family member of a person described in (a) above?	11b		
	A 35% controlled entity of a person described in (a) or (b) above? If "Yes" to a, b, or c, provide detail in Part VI.	11c		
	ction B. Type I Supporting Organizations			
	· · · · · · · · · · · · · · · · · · ·		Yes	No
1	Did the directors, trustees, or membership of one or more supported organizations have the power to			
•	regularly appoint or elect at least a majority of the organization's directors or trustees at all times during the			
	tax year? If "No," describe in Part VI how the supported organization(s) effectively operated, supervised, or			
	controlled the organization's activities. If the organization had more than one supported organization,			
	describe how the powers to appoint and/or remove directors or trustees were allocated among the supported	1		
2	organizations and what conditions or restrictions, if any, applied to such powers during the tax year. Did the organization operate for the benefit of any supported organization other than the supported	•		
2				
	organization(s) that operated, supervised, or controlled the supporting organization? If "Yes," explain in			
	Part VI how providing such benefit carried out the purposes of the supported organization(s) that operated,	2		
Sec	supervised, or controlled the supporting organization. ction C. Type II Supporting Organizations			
366	Control Type in Supporting Organizations		Vaa	N.
			Yes	No
1	Were a majority of the organization's directors or trustees during the tax year also a majority of the directors			
	or trustees of each of the organization's supported organization(s)? If "No," describe in Part VI how control			
	or management of the supporting organization was vested in the same persons that controlled or managed			
800	the supported organization(s).	1		
Sec	ction D. All Type III Supporting Organizations			
			Yes	No
1	Did the organization provide to each of its supported organizations, by the last day of the fifth month of the			
	organization's tax year, (i) a written notice describing the type and amount of support provided during the prior tax			
	year, (ii) a copy of the Form 990 that was most recently filed as of the date of notification, and (iii) copies of the			
	organization's governing documents in effect on the date of notification, to the extent not previously provided?	1		
2	Were any of the organization's officers, directors, or trustees either (i) appointed or elected by the supported			
	organization(s) or (ii) serving on the governing body of a supported organization? If "No," explain in Part VI how			
	the organization maintained a close and continuous working relationship with the supported organization(s).	2		
3	By reason of the relationship described in (2), did the organization's supported organizations have a			
	significant voice in the organization's investment policies and in directing the use of the organization's			
	income or assets at all times during the tax year? If "Yes," describe in Part VI the role the organization's			
	supported organizations played in this regard.	3		
Sec	ction E. Type III Functionally Integrated Supporting Organizations			
1	Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions	s).		
а	The organization satisfied the Activities Test. Complete line 2 below.			
b	The organization is the parent of each of its supported organizations. Complete line 3 below.			
С	The organization supported a governmental entity. Describe in Part VI how you supported a government entity (see in	structions)	
2	Activities Test. Answer (a) and (b) below.		Yes	No
а	Did substantially all of the organization's activities during the tax year directly further the exempt purposes of			
	the supported organization(s) to which the organization was responsive? If "Yes," then in Part VI identify			
	those supported organizations and explain how these activities directly furthered their exempt purposes,			
	how the organization was responsive to those supported organizations, and how the organization determined			
	that these activities constituted substantially all of its activities.	2a		
b	Did the activities described in (a) constitute activities that, but for the organization's involvement, one or more			
	of the organization's supported organization(s) would have been engaged in? If "Yes," explain in Part VI the			
	reasons for the organization's position that its supported organization(s) would have engaged in these			
	activities but for the organization's involvement.	2b		
3	Parent of Supported Organizations. Answer (a) and (b) below.			
а				
	trustees of each of the supported organizations? Provide details in Part VI.	За		
b	Did the organization exercise a substantial degree of direction over the policies, programs, and activities of each			
	of its supported organizations? If "Yes." describe in Part VI the role played by the organization in this regard.	3b		

Pa	rt V Type III Non-Functionally Integrated 509(a)(3) Supporti	ng Organi:	zations	
1	Check here if the organization satisfied the Integral Part Test as a qualifyi	ng trust on N	ov. 20, 1970 (explain in F	Part VI.) See instructions. A
	other Type III non-functionally integrated supporting organizations must of	omplete Sec	tions A through E.	
Sect	ion A - Adjusted Net Income		(A) Prior Year	(B) Current Year (optional)
1	Net short-term capital gain	1		
2	Recoveries of prior-year distributions	2		
3	Other gross income (see instructions)	3		
_4	Add lines 1 through 3	4		
5	Depreciation and depletion	5		
6	Portion of operating expenses paid or incurred for production or			
	collection of gross income or for management, conservation, or			
	maintenance of property held for production of income (see instructions)	6		
7	Other expenses (see instructions)	7		
8	Adjusted Net Income (subtract lines 5, 6, and 7 from line 4)	8		
Sect	ion B - Minimum Asset Amount		(A) Prior Year	(B) Current Year (optional)
1	Aggregate fair market value of all non-exempt-use assets (see			
	instructions for short tax year or assets held for part of year):			
а	Average monthly value of securities	1a		
b	Average monthly cash balances	1b		
С	Fair market value of other non-exempt-use assets	1c		
d	Total (add lines 1a, 1b, and 1c)	1d		
е	Discount claimed for blockage or other			
	factors (explain in detail in Part VI):			
2	Acquisition indebtedness applicable to non-exempt-use assets	2		
3	Subtract line 2 from line 1d	3		
4	Cash deemed held for exempt use. Enter 1-1/2% of line 3 (for greater amount,			
	see instructions)	4		
5	Net value of non-exempt-use assets (subtract line 4 from line 3)	5		
6	Multiply line 5 by .035	6		
7	Recoveries of prior-year distributions	7		
8	Minimum Asset Amount (add line 7 to line 6)	8		
Sect	ion C - Distributable Amount			Current Year
1	Adjusted net income for prior year (from Section A, line 8, Column A)	1		
2	Enter 85% of line 1	2		
3	Minimum asset amount for prior year (from Section B, line 8, Column A)	3		
4	Enter greater of line 2 or line 3	4		
5	Income tax imposed in prior year	5		
6	Distributable Amount. Subtract line 5 from line 4, unless subject to			
	emergency temporary reduction (see instructions)	6		
7	Check here if the current year is the organization's first as a non-function	ally integrated	Type III supporting orga	nization (see

Schedule A (Form 990 or 990-EZ) 2017

instructions).

Par	t V	Type III Non-Functionally Integrated 509(a)(3) Supporting Orga	nizations (continued)	
Secti	ion D -	Distributions		· ——-	Current Year
1	Amou	nts paid to supported organizations to accomplish exer	mpt purposes		
2	Amounts paid to perform activity that directly furthers exempt purposes of supported				
	organizations, in excess of income from activity				
3	Admir	nistrative expenses paid to accomplish exempt purpose	es of supported organizations	3	
4	Amou	nts paid to acquire exempt-use assets			
5	Qualif	ied set-aside amounts (prior IRS approval required)			
6		distributions (describe in Part VI). See instructions.			
7	Total	annual distributions. Add lines 1 through 6.			
8	Distrib	outions to attentive supported organizations to which th	ne organization is responsive		
	(provi	de details in Part VI). See instructions.	· · · · · · · · · · · · · · · · · · ·		
9		outable amount for 2017 from Section C, line 6			
10	Line 8	amount divided by line 9 amount			
Secti	ion E -	Distribution Allocations (see instructions)	(i) Excess Distributions	(ii) Underdistributions Pre-2017	(iii) Distributable Amount for 2017
1	Distrib	outable amount for 2017 from Section C, line 6			
2	Under	distributions, if any, for years prior to 2017 (reason-			
	able c	ause required- explain in Part VI). See instructions.			
3	Exces	s distributions carryover, if any, to 2017			
а					
b	From	2013			
С	From	2014			
d	From	2015			
е	From	2016			
f	Total	of lines 3a through e			
g	Applie	ed to underdistributions of prior years			
		ed to 2017 distributable amount			
i	Carry	over from 2012 not applied (see instructions)			
j	Rema	inder. Subtract lines 3g, 3h, and 3i from 3f.			
4	Distrib	outions for 2017 from Section D,			
	line 7:	\$			
а	Applie	ed to underdistributions of prior years			
b	Applie	ed to 2017 distributable amount			
С	Rema	inder. Subtract lines 4a and 4b from 4.			
5	Rema	ining underdistributions for years prior to 2017, if			
	any. S	Subtract lines 3g and 4a from line 2. For result greater			
		ero, explain in Part VI. See instructions.			
6	Rema	ining underdistributions for 2017. Subtract lines 3h			
	and 4	b from line 1. For result greater than zero, explain in			
	Part V	/I. See instructions.			
7	Exces	ss distributions carryover to 2018. Add lines 3j			
	and 4	•			
8		down of line 7:			
		s from 2013			
		s from 2014			
		s from 2015			
		s from 2016			
		s from 2017			

Schedule A (Form 990 or 990-EZ) 2017

Schedule B (Form 990, 990-EZ, or 990-PF)

Department of the Treasury Internal Revenue Service

Name of the organization

Schedule of Contributors

► Attach to Form 990, Form 990-EZ, or Form 990-PF.

Go to www.irs.gov/Form990 for the latest information.

OMB No. 1545-0047

Employer identification number

Schedule B (Form 990, 990-EZ, or 990-PF) (2017)

2017

VM	II FOUNDATION, INC.	54-0505966
Organization type (check o	ne):	
Filers of:	Section:	
Form 990 or 990-EZ	$\boxed{\textbf{X}}$ 501(c)(3) (enter number) organization	
	4947(a)(1) nonexempt charitable trust not treated as a private foundation	
	527 political organization	
Form 990-PF	501(c)(3) exempt private foundation	
	4947(a)(1) nonexempt charitable trust treated as a private foundation	
	501(c)(3) taxable private foundation	
	s covered by the General Rule or a Special Rule. (7), (8), or (10) organization can check boxes for both the General Rule and a Special Rul	e. See instructions.
General Rule		
	n filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling one contributor. Complete Parts I and II. See instructions for determining a contributor's	•
Special Rules		
sections 509(a)(1) any one contributo	n described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or, during the year, total contributions of the greater of (1) \$5,000; or (2) 2% of the amount, line 1. Complete Parts I and II.	or 16b, and that received from
year, total contribu	n described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from a stions of more than \$1,000 exclusively for religious, charitable, scientific, literary, or eductively to children or animals. Complete Parts I, II, and III.	· · · · · · · · · · · · · · · · · · ·
year, contributions is checked, enter h purpose. Don't cor	n described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from a exclusively for religious, charitable, etc., purposes, but no such contributions totaled makes the total contributions that were received during the year for an exclusively religious applete any of the parts unless the General Rule applies to this organization because it e, etc., contributions totaling \$5,000 or more during the year	ore than \$1,000. If this box s, charitable, etc., received <i>nonexclusively</i>
but it must answer "No" on	nat isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 1900). Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 1900, 990-EZ, or 990-PF).	

LHA For Paperwork Reduction Act Notice, see the instructions for Form 990, 990-EZ, or 990-PF.

VMI FOUNDATION, INC.

54-0505966

Part I	Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.		
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1		\$ <u>1,252,500</u> .	Person X Payroll
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
2		\$ <u>2,055,504</u> .	Person X Payroll Noncash (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
3		\$ 2,500,000.	Person X Payroll
(a)	(b)	(c)	(d)
	Name, address, and ZIP + 4	* 1,250,000.	Person X Payroll
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
5		\$ 664,670.	Person X Payroll Noncash (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
6		\$579,525.	Person X Payroll Noncash (Complete Part II for noncash contributions.)

VMI FOUNDATION, INC.

54-0505966

Part I	Contributors (see instructions). Use duplicate copies of Part I if additional	space is needed.	
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7		\$ 543,000.	Person X Payroll Noncash (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
8		\$ <u>450,200.</u>	Person X Payroll
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II for noncash contributions.)
(a)	(b)	(c)	(d)
No.	Name, address, and ZIP + 4	Total contributions	Person Payroll Complete Part II for noncash contributions.
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II for noncash contributions.)

VMI FOUNDATION, INC.

54-0505966

(a) No. (b) from Description of noncash property of	(c) FMV (or estimate)	(4)
Part I	(See instructions.)	(d) Date received
1 SHARE OF BERSKSHIRE HATHAWAY	\$\$	07/05/17
(a) No. (b) from Description of noncash property of	(c)	(d) Date received
	\$	
(a) No. (b) from Description of noncash property of	(c) FMV (or estimate) (See instructions.)	(d) Date received
	\$	
(a) No. (b) from Description of noncash property of part I	(c) FMV (or estimate) (See instructions.)	(d) Date received
	\$	
(a) No. from Description of noncash property of	(c) FMV (or estimate) (See instructions.)	(d) Date received
	\$	
(a) No. from Description of noncash property of Part I	(c) FMV (or estimate) (See instructions.)	(d) Date received

Name of organization Employer identification number VMI FOUNDATION, INC. 54-0505966 Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations Part III completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this info. once.) Use duplicate copies of Part III if additional space is needed. (a) No. from (b) Purpose of gift (c) Use of gift (d) Description of how gift is held Part I (e) Transfer of gift Transferee's name, address, and ZIP + 4 Relationship of transferor to transferee (a) No. from (b) Purpose of gift (c) Use of gift (d) Description of how gift is held Part I (e) Transfer of gift Transferee's name, address, and ZIP + 4 Relationship of transferor to transferee (a) No. from (b) Purpose of gift (c) Use of gift (d) Description of how gift is held Part I (e) Transfer of gift Transferee's name, address, and ZIP + 4 Relationship of transferor to transferee (a) No. from (b) Purpose of gift (c) Use of gift (d) Description of how gift is held Part I (e) Transfer of gift Transferee's name, address, and ZIP + 4 Relationship of transferor to transferee

SCHEDULE D (Form 990)

Department of the Treasury Internal Revenue Service

Supplemental Financial Statements

▶ Complete if the organization answered "Yes" on Form 990,
Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.

▶ Attach to Form 990.

▶ Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047 Open to Public Inspection

Name of the organization

VMI FOUNDATION, INC. **Employer identification number** 54-0505966

Pai			or Accounts. Complete if the
	organization answered "Yes" on Form 990, Part IV, line	e 6. (a) Donor advised funds	(b) Funds and other accounts
4	Total number at and of year	(a) Donor advised funds	(b) Furius and other accounts
1 2	Total number at end of year		
3	Aggregate value of grants from (during year) Aggregate value of grants from (during year)		
4	Aggregate value at end of year		
5	Did the organization inform all donors and donor advisors in w	l writing that the assets held in donor advis	sed funds
Ŭ	are the organization's property, subject to the organization's	_	
6	Did the organization inform all grantees, donors, and donor ac		
	for charitable purposes and not for the benefit of the donor or		
	• •		
Par			
1	Purpose(s) of conservation easements held by the organization		
	Preservation of land for public use (e.g., recreation or ed	ducation) Preservation of a his	torically important land area
	Protection of natural habitat	Preservation of a cer	tified historic structure
	Preservation of open space		
2	Complete lines 2a through 2d if the organization held a qualifi	ed conservation contribution in the form	of a conservation easement on the last
	day of the tax year.		Held at the End of the Tax Year
а	Total number of conservation easements		2a
b			
С	Number of conservation easements on a certified historic stru	cture included in (a)	2c
d	Number of conservation easements included in (c) acquired a	fter 7/25/06, and not on a historic structu	ure
	listed in the National Register		2d
3	Number of conservation easements modified, transferred, rele	eased, extinguished, or terminated by the	e organization during the tax
	year ▶		
4	Number of states where property subject to conservation ease	ement is located	
5	Does the organization have a written policy regarding the peri	odic monitoring, inspection, handling of	
	violations, and enforcement of the conservation easements it		
6	Staff and volunteer hours devoted to monitoring, inspecting, h	nandling of violations, and enforcing cons	servation easements during the year
	>		
7	Amount of expenses incurred in monitoring, inspecting, handle	ling of violations, and enforcing conserva	ition easements during the year
_	> \$		5 M O (7 M)
8	Does each conservation easement reported on line 2(d) above	•	
	and section 170(h)(4)(B)(ii)?		
9	In Part XIII, describe how the organization reports conservation	•	·
	include, if applicable, the text of the footnote to the organizati	ion's financial statements that describes	the organization's accounting for
Par	conservation easements. t III Organizations Maintaining Collections of	Art Historical Treasures or Of	ther Similar Assets
	Complete if the organization answered "Yes" on Form		and Carman Access
12	If the organization elected, as permitted under SFAS 116 (ASC		ment and halance sheet works of art
Ia	historical treasures, or other similar assets held for public exh	,,	•
	the text of the footnote to its financial statements that describ		ince of public service, provide, in Fait Ain,
h	If the organization elected, as permitted under SFAS 116 (ASC		t and balance sheet works of art, historical
D	treasures, or other similar assets held for public exhibition, ed	•	
	relating to these items:	acation, or resourer in farther aree or pa	bile service, previde the following amounts
	(i) Revenue included on Form 990, Part VIII, line 1		S
			L
2	If the organization received or held works of art, historical trea		al gain, provide
_	the following amounts required to be reported under SFAS 11		g, p
а	Revenue included on Form 990, Part VIII, line 1	- ·	> \$
	Assets included in Form 990, Part X		

Schedule D (Form 990) 2017

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets Continued		dule D (Form 990) 2017 VMI FOUL				- · · O:		34-05			age Z		
a Regining balance Beginning balance Beginning of year balance Beginning the year balance Beginning th	Pai	•											
a Public exhibition d	3	Using the organization's acquisition, accession	n, and other records	s, check any of the	following that are a	signifi	cant u	se of its c	ollection	items			
b Scholarly research e Other Preservation for future generations Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII. Provide a description of the organization solicit or receive donations of art, historical treasures, or other similar assests to be sold for pairs further than to be maintained as part of the organization's collection? Ves No Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" on Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21. Ia is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part XX, line 21. Ia is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part XX, line 21. Ia is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part XX, line 21. Ia is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part XX, line 21. Ia is definition to the pair of the organization answered "Yes" on Form 990, Part XX, line 21. Ia is definition to the pair of the organization answered "Yes" on Form 990, Part XX, line 10. In it is a standard to the pair of the organization answered "Yes" on Form 990, Part XX, line 10. In it is a standard to the pair of the organization answered "Yes" on Form 990, Part XX, line 10. In it is a standard to the pair of the organization answered "Yes" on Form 990, Part XX, line 10. In it is a standard to the organization on Form 990, Part XX, line 10. In it is a standard to the organization on Form 990, Part XX, line 10. In it is a standard to the pair of the organization answered "Yes" on Form 990, Part XX, line 10. In it is a standard to the pair of the organization with a standard to the pair of the organization with		(check all that apply):											
c	а	Public exhibition	d	Loan or exc	change programs								
4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII. 1 buring the year, did the organization solicit or receive donations of art, historical treasures, or other similar asserts 1 to be sold to raise funds a rather than to be maintained as part of the organization answered "Yes" on Form 990, Part IX, line 9, or 1 the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part XX, line 21. 1 a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part XX, line 21. 2 beginning balance 3 beginning balance 4 bactitions during the year 5 collections during the year 6 collections during the year 7 conting balance 8 bistrictions during the year 9 collections during the year 1 collections during the year 2 bistrictions during the year 3 bistrictions during the year 4 collections during the year 5 collections during the year 6 collections during the year 9 collections during the year 1 collections during the year 2 collections during the year 1 collections during the year 1 collections during the year 2 collections during the year 3 collections during the year 4 collections during the year 5 collections during the year 1 collections during the year 1 collections during the year 2 collections during the year 3 collections during the year 4 collections during the year 5 collections during the year 1 collections during the year 1 collections during the year 2 collections during the year 2 collections during the year 3 collections during the year 4 collections during the year 5 collections during the year 6 collectio	b	Scholarly research	е	Other									
5 During the year, did the organization solicit or receive donations of art, historical breasures, or other similar assets to be sold to raise funds rather than to be aminitarized as part of the organization's collection?	С	c Preservation for future generations											
5 During the year, did the organization solicit or receive donations of art, historical breasures, or other similar assets to be sold to raise funds rather than to be aminitarized as part of the organization's collection?	4												
To be sold to raise funds rather than to be maintained as part of the organization's collection? Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" on Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21. 1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X, line 21. 1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X, line 21, for escrow or custodial account liability? Ves	5												
Secrow and Custodial Arrangements. Complete if the organization answered "Yes" on Form 990, Part XV, line 9, or reported an amount on Form 990, Part XV, line 21. 1a is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Complete the following table: Complete the following table:				•	•				Yes		No		
Teleproted an amount on Form 990, Part X, line 21. Teleprotect on Form 990, Part X, line 21. Teleprotect on Form 990, Part X Teleprotect on Form 990, Part X, line 21. Teleprotect on Form 990, Part X Teleprotect organization included on Form 990, Part X, line 21. Teleprotect organization Teleprotect or	Pai												
1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?				o. ga _			555	,	,				
on Form 990, Part X? □ Reginning balance □ Beginning balance □ Beginning balance □ Beginning the year □ Distributions during the year □ Distributions Universed Pressory or custodial account liability? □ Part V □ Charles Provided on Part XIII □ Distributions Universed Pressory or Custodial account liability? □ Part V □ Distributions Universed Pressory Or Custodial account liability? □ Part V □ Distributions Universed Pressory Or Custodial account liability? □ Part V □ Distributions Universed Pressory Or Custodial account liability? □ Part V □ Distributions Universed Pressory Or Custodial account liability? □ Part V □ Distributions Universed Pressory Or Custodial account liability? □ Part V □ Distributions Universed Pressory Or Custodial account liability? □ Part V □ Distributions Universed Pressory Or Custodial account liability? □ Part V □ Distributions Universed Pressory Or Custodial account liability? □ Pressory Or Custodial account liability? □ Pressory Or Custodial account liability? □ Pressory Or Custodial account liability. □ Distributions Or Custod	12	·		ary for contribution	s or other assets no	nt incli	ıded						
b If *Yes,* explain the arrangement in Part XIII and complete the following table: C	Ia												
C Beginning balance C C C C C C C	L								_ 1es] NO		
C Beginning balance	D	if "Yes," explain the arrangement in Part XIII a	and complete the foll	owing table:		1			A				
d Additions during the year							_		Amount				
Example Distributions during the year File Tit													
the finding balance 2a Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability?													
2a Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability	е						1e						
Describe in Part XIII. Check here if the explanation has been provided on Part XIII	f						1f						
Part V Endowment Funds. Complete if the organization answered "Yes" on Form 990, Part IV, line 10. (a) Current year (b) Prior year (c) Two years back (d) Tiree years back (e) Four yea								L	Yes	<u> </u>	No		
Common C									<u></u>				
1a Beginning of year balance 183,372,515, 153,378,117. 157,683,769. 150,295,519. 131,771,763. b Contributions 12,161,776. 18,540,355. 6,526,129. 10,464,742. 6,494,530. c Net investment earnings, gains, and losses 15,615,013. 119,675,7382,419,913. 5,120,989. 20,888,988. d Grants or scholarships 5,770,719. 5,221,280. 5,510,470. 5,285,189. 5,130,138. e Other expenditures for facilities and programs 3,585,249. 3,000,415. 2,901,398. 2,912,292. 3,729,624. f Administrative expenses 201,793,336. 183,372,515. 153,378,117. 157,683,769. 150,295,519. g End of year balance 201,793,336. 183,372,515. 153,378,117. 157,683,769. 150,295,519. 2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as: a Board designated or quasi-endowment ▶	Pai	rt V Endowment Funds. Complete if	the organization and	swered "Yes" on Fo	orm 990, Part IV, lin	e 10.							
b Contributions			(a) Current year	(b) Prior year	(c) Two years back	(d)	Three y	ears back	(e) Four	years	back		
to Net investment earnings, gains, and losses of Carants or scholarships	1a	Beginning of year balance	· · ·	153,378,117.	157,683,769		150,2	95,519.	131,	771,	763.		
to Net investment earnings, gains, and losses	b	Contributions	12,161,776.	18,540,355.	6,526,129		10,4	64,742.	6,	494,	530.		
e Other expenditures for facilities and programs 3,585,249. 3,000,415. 2,901,398. 2,912,292. 3,729,624. f Administrative expenses g End of year balance 201,793,336. 183,372,515. 153,378,117. 157,683,769. 150,295,519. Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as: a Board designated or quasi-endowment ▶ 77.69			15,615,013.	19,675,738.	-2,419,913		5,1	20,989.	20,	888,	988.		
e Other expenditures for facilities and programs 3,585,249. 3,000,415. 2,901,398. 2,912,292. 3,729,624. f Administrative expenses g End of year balance 201,793,336. 183,372,515. 153,378,117. 157,683,769. 150,295,519. Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as: a Board designated or quasi-endowment ▶ 77.69	d	Grants or scholarships	5,770,719.	5,221,280.	5,510,470		5,2	85,189.	5,	130,	138.		
and programs 3,585,249. 3,000,415. 2,901,398. 2,912,292. 3,729,624. f Administrative expenses g End of year balance 201,793,336. 183,372,515. 153,378,117. 157,683,769. 150,295,519. Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as: a Board designated or quasi-endowment ▶	е												
f Administrative expenses g End of year balance 201,793,336. 183,372,515. 153,378,117. 157,683,769. 150,295,519. Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as: Board designated or quasi-endowment ▶		· ·	3,585,249.	3,000,415.	2,901,398		2,9	12,292.	3,	729,	624.		
g End of year balance	f		, ,	, ,	, ,			· ·	,				
2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as: a Board designated or quasi-endowment ▶			201 793 336.	183 372 515.	153 378 117		157 6	83 769.	150	295	519.		
a Board designated or quasi-endowment ▶				· · ·	· · ·	•		,	,				
b Permanent endowment ▶ 77.69		•	ent year end balance		III riela as.								
c Temporarily restricted endowment ► 22.31 % The percentages on lines 2a, 2b, and 2c should equal 100%. 3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by: (i) unrelated organizations (ii) related organizations b If "Yes" on line 3a(ii), are the related organizations listed as required on Schedule R? 4 Describe in Part XIII the intended uses of the organization's endowment funds. Part VI Land, Buildings, and Equipment. Complete if the organization answered "Yes" on Form 990, Part IV, line 11a. See Form 990, Part X, line 10. Description of property (a) Cost or other basis (other) basis (investment) Buildings 144,500 • 71,447 • 73,053 • c Leasehold improvements d Equipment 911,763 • 674,994 • 236,769 • e Other Other		•	0/										
The percentages on lines 2a, 2b, and 2c should equal 100%. 3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by: (i) unrelated organizations (ii) related organizations b If "Yes" on line 3a(ii), are the related organization's listed as required on Schedule R? 4 Describe in Part XIII the intended uses of the organization's endowment funds. Part VI Land, Buildings, and Equipment. Complete if the organization answered "Yes" on Form 990, Part IV, line 11a. See Form 990, Part X, line 10. Description of property (a) Cost or other basis (investment) b Buildings 144,500. 71,447. 73,053. c Leasehold improvements d Equipment 911,763. 674,994. 236,769. e Other													
Are there endowment funds not in the possession of the organization that are held and administered for the organization by: (i) unrelated organizations (ii) related organizations b If "Yes" on line 3a(ii), are the related organizations listed as required on Schedule R? 4 Describe in Part XIII the intended uses of the organization's endowment funds. Part VI Land, Buildings, and Equipment. Complete if the organization answered "Yes" on Form 990, Part IV, line 11a. See Form 990, Part X, line 10. Description of property (a) Cost or other basis (other) (b) Cost or other basis (other) (c) Accumulated depreciation (d) Book value 4 Land 5 Buildings 1 44 , 500 • 71 , 447 • 73 , 053 • C Leasehold improvements 4 Equipment 5 Grupment 6 Equipment 9 11 , 763 • 674 , 994 • 236 , 769 • E Other	С												
by: (i) unrelated organizations (ii) related organizations b If "Yes" on line 3a(ii), are the related organization's listed as required on Schedule R? 4 Describe in Part XIII the intended uses of the organization's endowment funds. Part VI Land, Buildings, and Equipment. Complete if the organization answered "Yes" on Form 990, Part IV, line 11a. See Form 990, Part X, line 10. Description of property (a) Cost or other basis (investment) basis (investment) b Buildings 144,500 71,447 73,053. c Leasehold improvements d Equipment e Other	_		•										
(ii) unrelated organizations (iii) related organizations b If "Yes" on line 3a(ii), are the related organization's listed as required on Schedule R? 4 Describe in Part XIII the intended uses of the organization's endowment funds. Part VI Land, Buildings, and Equipment. Complete if the organization answered "Yes" on Form 990, Part IV, line 11a. See Form 990, Part X, line 10. Description of property (a) Cost or other basis (other) (b) Cost or other depreciation 1a Land b Buildings 144,500.71,447.73,053. c Leasehold improvements d Equipment 911,763.674,994.236,769. e Other	за		ssion of the organizat	tion that are held a	nd administered for	tne or	ganıza	ition	Г				
(ii) related organizations b If "Yes" on line 3a(ii), are the related organizations listed as required on Schedule R? 4 Describe in Part XIII the intended uses of the organization's endowment funds. Part VI Land, Buildings, and Equipment. Complete if the organization answered "Yes" on Form 990, Part IV, line 11a. See Form 990, Part X, line 10. Description of property (a) Cost or other basis (other) (b) Cost or other depreciation 1a Land b Buildings 144,500. 71,447. 73,053. c Leasehold improvements d Equipment 911,763. 674,994. 236,769. e Other										Yes			
b If "Yes" on line 3a(ii), are the related organizations listed as required on Schedule R? 4 Describe in Part XIII the intended uses of the organization's endowment funds. Part VI Land, Buildings, and Equipment. Complete if the organization answered "Yes" on Form 990, Part IV, line 11a. See Form 990, Part X, line 10. Description of property (a) Cost or other basis (other) (b) Cost or other basis (other) (c) Accumulated depreciation 1a Land b Buildings 144,500. 71,447. 73,053. c Leasehold improvements d Equipment e Other											_ <u></u>		
A Describe in Part XIII the intended uses of the organization's endowment funds. Part VI Land, Buildings, and Equipment. Complete if the organization answered "Yes" on Form 990, Part IV, line 11a. See Form 990, Part X, line 10. Description of property (a) Cost or other basis (other) (c) Accumulated depreciation 1a Land b Buildings 144,500. 71,447. 73,053. c Leasehold improvements d Equipment 911,763. 674,994. 236,769. e Other		• • • • • • • • • • • • • • • • • • • •											
Part VI Land, Buildings, and Equipment. Complete if the organization answered "Yes" on Form 990, Part IV, line 11a. See Form 990, Part X, line 10. Description of property (a) Cost or other basis (investment) (b) Cost or other basis (other) (c) Accumulated depreciation 1a Land 144,500. 71,447. 73,053. c Leasehold improvements 911,763. 674,994. 236,769. e Other Other	b								3b	<u> </u>			
Complete if the organization answered "Yes" on Form 990, Part IV, line 11a. See Form 990, Part X, line 10. Description of property (a) Cost or other basis (other) basis (other) Description of property (b) Cost or other basis (other) (c) Accumulated depreciation 1a Land b Buildings c Leasehold improvements d Equipment Other	4			vment funds.									
Description of property (a) Cost or other basis (investment) 1a Land b Buildings c Leasehold improvements d Equipment e Other	Pai												
basis (investment) basis (other) depreciation 1a Land 144,500. 71,447. 73,053. c Leasehold improvements 911,763. 674,994. 236,769. e Other 911,763. 674,994. 236,769.		Complete if the organization answered	l "Yes" on Form 990,	, Part IV, line 11a. S	See Form 990, Part	X, line	10.						
1a Land b Buildings 144,500. 71,447. 73,053. c Leasehold improvements 674,994. 236,769. e Other 911,763. 674,994. 236,769.		Description of property	(a) Cost or ot	ther (b) Cos	t or other (c)	Accu	mulate	d	(d) Book	c value	÷		
b Buildings 144,500. 71,447. 73,053. c Leasehold improvements 911,763. 674,994. 236,769. e Other 911,763. 674,994. 236,769.			basis (investm	nent) basis	(other)	depred	ciation						
b Buildings 144,500. 71,447. 73,053. c Leasehold improvements 911,763. 674,994. 236,769. e Other 911,763. 674,994. 236,769.	1a	Land											
c Leasehold improvements 911,763. 674,994. 236,769. e Other 911,763. 674,994. 236,769.				14	4,500.	7	1,44	17.	73	3,05	<u>3.</u>		
d Equipment 911,763. 674,994. 236,769.													
e Other				91	1,763.	67	4,99	94.	236	7,76	<u>.</u>		
		0.1					,						
				Column (R) line 1	00.)				300	. 82	22.		

Schedule D (Form 990) 2017

Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10c.)

Schedule D (Form 990) 2017 VMI FOUNDAT	ION, INC.	54	-0505966 Page 3
Part VII Investments - Other Securities.			
Complete if the organization answered "Yes"	on Form 990, Part IV, line	11b. See Form 990, Part X, line 12.	
(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end	d-of-year market value
(1) Financial derivatives			
(2) Closely-held equity interests			
(3) Other			
(A) SECURITIES - POOLED FUND	342,067,109.	END-OF-YEAR MARKET	VALUE
(B) OTHER INVESTMENTS	17,022,680.	END-OF-YEAR MARKET	VALUE
(C)			
(D)			
(E)			
(F)			
(G)			
(H)			
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.)	359,089,789.		
Part VIII Investments - Program Related.			
Complete if the organization answered "Yes"	on Form 990, Part IV, line	11c. See Form 990, Part X, line 13.	
(a) Description of investment	(b) Book value	(c) Method of valuation: Cost or end	d-of-year market value
(1)			
(2)			
(3)			
(4)			
(5)			
(6)			
(7)			
(8)			
(9)			
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 13.)			
Part IX Other Assets.			
Complete if the organization answered "Yes"	on Form 990, Part IV, line	11d. See Form 990, Part X, line 15.	
(a)	Description		(b) Book value
(1)			
(2)			
(3)			
(4)			
(5)			
(6)			
(7)			
(8)			
(9)			
Total. (Column (b) must equal Form 990. Part X. col. (B) line	e 15.)	>	
Part X Other Liabilities.	•		
Complete if the organization answered "Yes"	on Form 990, Part IV, line	11e or 11f. See Form 990, Part X, line 25.	
1. (a) Description of liability		(b) Book value	
(1) Federal income taxes			
(2) LIABILITIES UNDER CHARITA	BLE GIFT		
(3) ANNUITIES		5,214,333.	
(4)			
(5)			
(6)			

5,214,333. \triangleright Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) Liability for uncertain tax positions. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII

Schedule D (Form 990) 2017

(7) (8)

THE FOUNDATION IS EXEMPT FROM FEDERAL AND STATE INCOME TAXES AS A

NONPROFIT ORGANIZATION UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE

CODE AND THE TAX STATUTES OF THE COMMONWEALTH OF VIRGINIA. IN ADDITION,

THE ORGANIZATION HAS BEEN CLASSIFIED AS AN ORGANIZATION THAT IS NOT A

PRIVATE FOUNDATION UNDER SECTION 509(A) OF THE INTERNAL REVENUE CODE.

Schedule D (Form 990) 2017

Schedule D	(Form 990) 2017	VMI	FOUNDATION,	INC.	54-0505966	Page 5
Part XIII	(Form 990) 2017 Supplemental Infor	mation	(continued)			
-						

SCHEDULE F (Form 990)

Department of the Treasury Internal Revenue Service

Statement of Activities Outside the United States

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 14b, 15, or 16.

➤ Attach to Form 990.

► Go to www.irs.gov/Form990 for instructions and the latest information.

2017
Open to Public Inspection

Name of the organization

Employer identification number

· · · · · · · · · · · · · · · · · · ·					,,			
VMI FOUNDATION,	INC.				54-0505966			
Part I General Info	rmation on A	ctivities Out	side the United States. Comple	ete if the organ	ization answered "	Yes" on		
Form 990, Part IV								
			ds to substantiate the amount of its gra					
the grantees' eligibility for	or the grants or a	assistance, and t	the selection criteria used to award the	grants or assis	tance?	Yes No		
.								
2 For grantmakers. Description United States.	cribe in Part V the	e organization's	procedures for monitoring the use of its	grants and ot	ner assistance out	side the		
	ha fallowing Dort	l line O toble of	on he displicated if additional appear is n	aadad \				
	(b) Number of	(c) Number of	an be duplicated if additional space is not be duplicated if additional space is not be duplicated in the region	•	vity listed in (d)	(f) Total		
(a) Region	offices	employees,	(by type) (such as, fundraising, pro-		vity listed in (d) gram service,	expenditures		
	in the region	employees, agents, and independent	gram services, investments, grants to	-	specific type	for and		
		contractors in the region	recipients located in the region)	of service	(s) in the region	investments in the region		
CENTRAL AMERICA AND		in the region				 		
THE CARIBBEAN -								
ANTIGUA & BARBUDA,								
ARUBA, BAHAMAS,	0	0	INVESTMENTS			20,881,384.		
	1							
3 a Sub-total	0	0				20,881,384.		
b Total from continuation								
sheets to Part I	0	0				0.		
c Totals (add lines 3a								
and 3b)	0	0				20,881,384.		

732071 10-06-17

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule F (Form 990) 2017

Grants and Other Assistance to Organizations or Entities Outside the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.										
1 (a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of noncash assistance	(h) Description of noncash assistance	(i) Method of valuation (book, FMV, appraisal, other)		
			recognized as charities by the tion 501(c)(3) equivalency lette					1		

Part III Grants and Other Assistan			tes. Complete i	f the organization answered "Yes"	on Form 990, Part	IV, line 16.	
Part III can be duplicated if a	(b) Region	(c) Number of recipients	(d) Amount of cash grant	(e) Manner of cash disbursement	(f) Amount of noncash assistance	(g) Description of noncash assistance	(h) Method of valuation (book, FMV, appraisal, other)
							-

Schedule F (Form 990) 2017 Part IV Foreign Forms

1	Was the organization a U.S. transferor of property to a foreign corporation during the tax year? If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926)	X Yes	☐ No
2	Did the organization have an interest in a foreign trust during the tax year? If "Yes," the organization may be required to separately file Form 3520, Annual Return To Report Transactions With Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A; don't file with Form 990)	Yes	X No
3	Did the organization have an ownership interest in a foreign corporation during the tax year? If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons With Respect To Certain Foreign Corporations (see Instructions for Form 5471)	Yes	X No
4	Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? If "Yes," the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund (see Instructions for Form 8621)	X Yes	☐ No
5	Did the organization have an ownership interest in a foreign partnership during the tax year? If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons With Respect to Certain Foreign Partnerships (see Instructions for Form 8865)	X Yes	☐ No
6	Did the organization have any operations in or related to any boycotting countries during the tax year? If "Yes," the organization may be required to separately file Form 5713, International Boycott Report (see Instructions for Form 5713; don't file with Form 990)	Yes	X No

Schedule F (Form 990) 2017

Schedule F (Form 990) 2017

732075 10-06-17

SCHEDULE I (Form 990)

Department of the Treasury

Grants and Other Assistance to Organizations. Governments, and Individuals in the United States

Complete if the organization answered "Yes" on Form 990, Part IV, line 21 or 22.

➤ Attach to Form 990.

OMB No. 1545-0047 Open to Public

Inspection

Internal Revenue Service ► Go to www.irs.gov/Form990 for the latest information. **Employer identification number** Name of the organization VMI FOUNDATION, INC. 54-0505966 Part I General Information on Grants and Assistance Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection

X Yes criteria used to award the grants or assistance? Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States. Part II Grants and Other Assistance to Domestic Organizations and Domestic Governments. Complete if the organization answered "Yes" on Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed. (f) Method of 1 (a) Name and address of organization (b) EIN (c) IRC section (d) Amount of (e) Amount of (g) Description of (h) Purpose of grant valuation (book, or government (if applicable) cash grant non-cash noncash assistance or assistance FMV, appraisal, assistance other) VIRGINIA MILITARY INSTITUTE PO BOX 932 54-6001803 115 1,486,278. 0 UNDESTGNATED ATD LEXINGTON, VA 24450 VIRGINIA MILITARY INSTITUTE PO BOX 932 54-6001803 115 SCHOLARSHIPS LEXINGTON, VA 24450 4,398,388 0. VIRGINIA MILITARY INSTITUTE PO BOX 932 LEXINGTON, VA 24450 54-6001803 115 1,655,946 0 JACKSON HOPE VIRGINIA MILITARY INSTITUTE PO BOX 932 54-6001803 115 LEXINGTON VA 24450 573 400 0. PROFESSIONAL CHAIRS VIRGINIA MILITARY INSTITUTE PO BOX 932 54-6001803 115 ACADEMIC SUPPORT LEXINGTON, VA 24450 287 320. 0. VIRGINIA MILITARY INSTITUTE PO BOX 932 LEXINGTON, VA 24450 54-6001803 115 39 890 0 INTERCOLLEGIATE ATHLETICS

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Enter total number of other organizations listed in the line 1 table

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table

Schedule I (Form 990) (2017)

<u>54-050</u>5966

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)										
(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance			
VMI ALUMNI ASSOCIATION PO BOX 932	F4 0515752	F01/G)/2)	1 426 050							
LEXINGTON, VA 24450	54-0515753	501(C)(3)	1,436,050.	0.			ADMINISTRATIVE SUPPORT			
VIRGINIA MILITARY INSTITUTE PO BOX 932 LEXINGTON, VA 24450	54-6001803	115	28,800.	0.			FACULTY AWARDS			
ELEMINOTON, VII 24430	34 0001003	113	20,000.				I MODIT MANADA			
VIRGINIA MILITARY INSTITUTE PO BOX 932 LEXINGTON, VA 24450	54-6001803	115	1,652,558.	0.			INSTRUCTION			
DEATINGTON, VA 24430	34-0001003	113	1,032,330.	0.			INSTRUCTION			
VIRGINIA MILITARY INSTITUTE PO BOX 932										
LEXINGTON, VA 24450	54-6001803	115	5,790.	0.			STUDENT SERVICES			
VIRGINIA MILITARY INSTITUTE PO BOX 932										
LEXINGTON, VA 24450	54-6001803	115	108,361.	0.			INSURANCE PREMIUMS			
VIRGINIA MILITARY INSTITUTE PO BOX 932										
LEXINGTON, VA 24450	54-6001803	115	37,100.	0.			CADET AWARDS			
VIRGINIA MILITARY INSTITUTE PO BOX 932										
LEXINGTON, VA 24450	54-6001803	115	605,566.	0.			PUBLIC SUPPORT			
VIRGINIA MILITARY INSTITUTE PO BOX 932										
LEXINGTON, VA 24450	54-6001803	115	42,630.	0.			LIBRARY			
VIRGINIA MILITARY INSTITUTE PO BOX 932										
LEXINGTON, VA 24450	54-6001803	115	85,695.	0.			TRUST DISTRIBUTIONS			

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)										
(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance			
VIRGINIA MILITARY INSTITUTE PO BOX 932 LEXINGTON, VA 24450	54-6001803	115	227,342.	0.			PHYSICAL PLANT			
VIRGINIA MILITARY INSTITUTE PO BOX 932	54-6001803						OTHER			
LEXINGTON, VA 24450	24-0001003		715,566.	0.			PIHER			
	1						L			

Part III Grants and Other Assistance to Domestic Individuals Part III can be duplicated if additional space is needed.	. Complete if the	organization answe	ered "Yes" on Form 9	90, Part IV, line 22.	
(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non- cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of noncash assistance
Part IV Supplemental Information. Provide the information req	uired in Part I, lin	e 2; Part III, column	(b); and any other ac	lditional information.	
PART I, LINE 2:					
VMI FOUNDATION, INC. AWARDS ASSIST	ANCE ONLY	TO VIRGIN	NIA MILITAR	Y INSTITUTE,	
A STATE-SUPPORTED SCHOOL AND RELAT	ED AGENCI	ES. FUNDS	AWARDED AR	E BASED ON	
THE INSTITUTE'S NEED AND REQUEST FO	OR FUNDS.				

SCHEDULE J (Form 990)

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

➤ Complete if the organization answered "Yes" on Form 990, Part IV, line 23.

➤ Attach to Form 990.

ZU1/Open to Public

OMB No. 1545-0047

Open to Public Inspection

Internal Revenue Service Name of the organization

Part I Questions Regarding Compensation

Department of the Treasury

► Go to www.irs.gov/Form990 for instructions and the latest information.

VMI FOUNDATION, INC.

Employer identification number 54-0505966

			Yes	No
1a	Check the appropriate box(es) if the organization provided any of the following to or for a person listed on Form 990,			
	Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.			
	First-class or charter travel Housing allowance or residence for personal use			
	Travel for companions Payments for business use of personal residence			
	Tax indemnification and gross-up payments X Health or social club dues or initiation fees			
	Discretionary spending account Personal services (such as, maid, chauffeur, chef)			
b	If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or			
	reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain	1b	X	
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors,			
	trustees, and officers, including the CEO/Executive Director, regarding the items checked on line 1a?	2	Х	
3	Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's			
	CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to			
	establish compensation of the CEO/Executive Director, but explain in Part III.			
	Compensation committee X Written employment contract			
	Independent compensation consultant X Compensation survey or study			
	Form 990 of other organizations X Approval by the board or compensation committee			
4	During the year, did any person listed on Form 990, Part VII, Section A, line 1a, with respect to the filing			
	organization or a related organization:			
а	Receive a severance payment or change-of-control payment?	4a		Х
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b		Х Х Х
	Participate in, or receive payment from, an equity-based compensation arrangement?	4c		X
	If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.			
	Only section 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.			
5	For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation			
	contingent on the revenues of:			
а	The organization?	5a		X
	Any related organization?	5b		X
	If "Yes" on line 5a or 5b, describe in Part III.			
6	For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation			
	contingent on the net earnings of:			
а	The organization?	6a		Х
b	Any related organization?	6b		X
	If "Yes" on line 6a or 6b, describe in Part III.			
7	For persons listed on Form 990, Part VII, Section A, line 1a, did the organization provide any nonfixed payments			
	not described on lines 5 and 6? If "Yes," describe in Part III	7		Х
8	Were any amounts reported on Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the			
	initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III	8		Х
9	If "Yes" on line 8, did the organization also follow the rebuttable presumption procedure described in			
	Regulations section 53.4958-6(c)?	9		

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule J (Form 990) 2017

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported on Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that aren't listed on Form 990, Part VII.

Note: The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

		(B) Breakdown of	W-2 and/or 1099-MI	SC compensation	(C) Retirement and other deferred	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation	
(A) Name and Title		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation	compensation	perients	(B)(I)-(U)	in column (B) reported as deferred on prior Form 990	
(1) STEPHEN MACONI	(i)	182,123.	0.	11,771.	5,000.	377.	199,271.	0.	
CEO, VMI ALUMNI AGENCIES	(ii)	0.	0.	0.	0.	0.	0.	0.	
(2) WARREN J. BRYAN	(i)	161,867.	5,500.	5,984.	0.	3,145.	176,496.	0.	
CHIEF EXECUTIVE OFFICER	(ii)	0.	0.	0.	0.	0.	0.	0.	
(3) DAVID L. PRASNICKI	(i)	162,002.	6,741.	5,116.	7,200.	1,999.	183,058.	0.	
TREASURER	(ii)	0.	0.	0.	0.	0.	0.	0.	
	(i)								
	(ii)								
	(i)								
	(ii)								
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	(ii)								
	(i)								
	(ii)								
	(i)								
	(ii)								
	(i)								
	(ii)								

Part III Supplemental Information
Provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.
PART I, LINE 1A:
TRAVEL EXPENSES FOR COMPANANIONS ARE REIMBURSED TO THE ORGANIZATION.
HEALTH AND SOCIAL CLUB DUES ARE REIMBURSED ONLY TO THE CEO BASED ON
CONTRACTUAL OBLIGATIONS.
PART I, LINE 3:
THE ORGANIZATION HAS A COMPENSATION COMMITTEE THAT REVIEWS ALL SALARIES.
COMPARATIVE DATA IS SUPPLIED FOR ALL POSITIONS.

SCHEDULE M (Form 990)

Noncash Contributions

OMB No. 1545-0047

Open To Public Inspection

Department of the Treasury Internal Revenue Service

Name of the organization

▶ Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.

Attach to Form 990.

Go to www.irs.gov/Form990 for the latest information.

VMI FOUNDATION, INC. Employer identification number 54-0505966

Pa	τι Types of Property							
		(a)	(b)	(c)	(d)		_	
		Check if	Number of contributions or	Noncash contribution amounts reported on	Method of de		_	_
		applicable		Form 990, Part VIII, line 1g	noncash contribu	lion an	nounts	5
1	Art - Works of art							
2	Art - Historical treasures							
3	Art - Fractional interests							
4	Books and publications							
5	Clothing and household goods							
6	Cars and other vehicles							
7	Boats and planes							
8	Intellectual property							
9	Securities - Publicly traded	Х	62	1,618,815.	FAIR MARKET	VAI	UE	
10	Securities - Closely held stock							
11	Securities - Partnership, LLC, or							
	trust interests							
12	Securities - Miscellaneous							
13	Qualified conservation contribution -							
	Historic structures							
14	Qualified conservation contribution - Other							
15	Real estate - Residential							
16	Real estate - Commercial							
17	Real estate - Other							
18	Collectibles							
19	Food inventory							
20	Drugs and medical supplies							
21	Taxidermy							
22	Historical artifacts							
23	Scientific specimens							
24	Archeological artifacts							
25	Other							
26	Other							
27	Other							
28	Other ()							
29	Number of Forms 8283 received by the organize							
	for which the organization completed Form 828	33, Part IV, [Donee Acknowledg	gement 29				
					1		Yes	No
30a	During the year, did the organization receive by							
	must hold for at least three years from the date		I contribution, and	which isn't required to be us	sed for			77
	exempt purposes for the entire holding period?					30a		_X_
b	If "Yes," describe the arrangement in Part II.							77
31	Does the organization have a gift acceptance p	-	•	•	ions?	31		<u> </u>
32a	Does the organization hire or use third parties of		_	•		00		v
	contributions?					32a		<u> </u>
	If "Yes," describe in Part II.	-l		. fan anhaigh agus ann a t-Vis - I	den al			
33	If the organization didn't report an amount in co	oiumn (c) foi	a type of property	ror which column (a) is chec	скеа,			
	describe in Part II.							

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990. Schedule M (Form 990) 2017

Schedule M	(Form 990) 2017	AMT LO	OUNDATIC)N,]	INC.				54	<u>-05059</u>	66	Page 2
Part II	Supplemental is reporting in Part this part for any ad	Informat	ion. Provide b), the number	the info	rmation req	uired by Pa e number o	art I, lines 30 of items rece	0b, 32b, and eived, or a c	d 33, and wl combination	nether the o	organizatio so comple	on

732142 09-07-17 Schedule M (Form 990) 2017

SCHEDULE O

(Form 990 or 990-EZ)

Department of the Treasury

Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on Form 990 or 990-EZ or to provide any additional information. ► Attach to Form 990 or 990-EZ.

▶ Go to www.irs.gov/Form990 for the latest information.

Open to Public Inspection

OMB No. 1545-0047

Name of the organization

VMI FOUNDATION, INC. **Employer identification number** 54-0505966

FORM 990, PART III, LINE 1, DESCRIPTION OF ORGANIZATION MISSION: SUPPORT. FORM 990, PART VI, SECTION B, LINE 11B: PRIOR TO ITS FILING, A PUBLIC DISCLOSURE COPY OF THE FORM 990 WAS DISTRIBUTED TO AND REVIEWED BY THE BOARD MEMBERS DURING A SCHEDULED MEETING. SINCE A COMPLETE COPY OF THE FORM 990 WAS NOT PROVIDED TO THE THE FOUNDATION HAS ANSWERED NO TO FORM 990, PART VI, **QUESTION 11A.** FORM 990, PART VI, SECTION B, LINE 12C: ANNUAL CONFLICT OF INTEREST STATEMENTS ARE COMPLETED BY ALL BOARD MEMBERS. ADDITIONALLY, A CONFLICT OF INTEREST POLICY WHICH GOVERNS ALL BOARD MEMBERS IS IN PLACE AND REVIEWED AND UPDATED ANNUALLY FOR EXISTING AND NEW BOARD MEMBERS. IF A CONFLICT BETWEEN THE ORGANIZATION AND A BOARD MEMBER ARISES, THAT BOARD MEMBER RECUSES HIMSELF FROM VOTING OR OTHERWISE INFLUENCING POLICY ON THAT MATTER. FORM 990, PART VI, SECTION B, LINE 15: THE ORGANIZATION HAS A COMPENSATION COMMITTEE THAT REVIEWS ALL SALARIES. COMPARATIVE DATA IS SUPPLIED FOR ALL POSITIONS. PART VI, SECTION C, LINE 19: GOVERNING DOCUMENTS ARE AVAILABLE ON ORGANIZATION'S WEBSITE AND ARE ALSO

FORM 990, PART XI, LINE 9, CHANGES IN NET ASSETS:

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule O (Form 990 or 990-EZ) (2017)

732211 09-07-17

AVAILABLE UPON REQUEST.

Schedule O (Form 990 or 990-EZ) (2017)	Page 2
Name of the organization VMI FOUNDATION, INC.	Employer identification number 54-0505966
ACTUARIAL GAIN ON TRUST & ANNUITY OBLIGATIONS	-497,453.
FORM 990, PART XII, LINE 2C:	
THE ORGANIZATION HAS AN AUDIT COMMITTEE IN PLACE THAT ASSU	JMES
RESPONSIBILITY FOR THE OVERSIGHT OF THE AUDIT AND SELECTION	ON OF AN
INDEPENDENT ACCOUNTANT. THE AUDITED FINANCIAL STATEMENTS	ARE REVIEWED
AT A SCHEDULED MEETING EACH YEAR.	

SCHEDULE R (Form 990)

Related Organizations and Unrelated Partnerships

► Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.

Attach to Form 990.

Department of the Treasury Internal Revenue Service

► Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047 **2017**

Open to Public Inspection

Name of the organization VMI FOUNDATION, INC. Employer identification number 54-0505966

Primary activity	Legal domicile (state or foreign country)	Total income	End-of-year assets	Direct controlling entity
AGOUEDE HOLD AND DEGROOF				entity
ACQUIRE, HOLD AND DISPOSE				
OF INVESTMENTS, TO INCLUDE				
AFFILIATED NFP ENTITIES	VIRGINIA	3,231,397.	342,067,109.	VMI FOUNDATION, INC.
				

Part II Identification of Related Tax-Exempt Organizations. Complete if the organization answered "Yes" on Form 990, Part IV, line 34, because it had one or more related tax-exempt organizations during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section	(f) Direct controlling entity	1	g) 512(b)(13) rolled tity?
				501(c)(3))		Yes	No
VMI ALUMNI AGENCIES BOARD, INC 54-1429093							
PO BOX 932	RECEIVE AND MANAGE ASSETS						
LEXINGTON, VA 24450	FOR THE SUPPORT OF VMI	VIRGINIA	501(C)(3)	LINE 12B, II			X
VMI KEYDET CLUB, INC 52-1300039							
PO BOX 932	SUPPORT INTERCOLLEGIATE						
LEXINGTON, VA 24450	ATHLETIC PROGRAMS AT VMI	VIRGINIA	501(C)(3)	LINE 7			X
VMI ALUMNI ASSOCIATION, INC 54-0515753							
PO BOX 932	ORGANIZE ALUMNI INTO ONE						
LEXINGTON, VA 24450	ASSOCIATION	VIRGINIA	501(C)(3)	LINE 7			X
							1

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Page 2

Identification of Related Organizations Taxable as a Partnership. Complete if the organization answered "Yes" on Form 990, Part IV, line 34, because it had one or more related organizations treated as a partnership during the tax year. Part III

(a) Name, address, and EIN of related organization (b) Primary activity Primary activity Of related organization (c) Legal domicile (state or foreign country) Primary activity Of related organization (d) Predominant income (related, unrelated, excluded from tax under sections 512-514) Share of total income Of related, unrelated, excluded from tax under sections 512-514) (g) Share of total income Of rend-of-year assets (h) Disproportionate allocations? Ocade V-UBI amount in box 20 of Schedule K-1 (Form 1065) Of seneral or managing partner? Yes No
Name, address, and EIN of related organization Primary activity Primary activity Primary activity Primary activity Predominant income (related, unrelated, excluded from tax under sections 512-514) Primary activity Predominant income (related, unrelated, excluded from tax under sections 512-514) Primary activity Predominant income (related, unrelated, excluded from tax under sections 512-514) Primary activity Predominant income (related, unrelated, excluded from tax under sections 512-514) Percentage ownership Predominant income (related, unrelated, excluded from tax under sections 512-514) Primary activity Predominant income (related, unrelated, excluded from tax under sections 512-514) Primary activity Predominant income (related, unrelated, excluded from tax under sections 512-514) Primary activity Predominant income (related, unrelated, excluded from tax under sections 512-514)
toreign country) State of foreign country excluded from tax under sections 512-514) assets 20 of Schedule Factor Yes No Yes No Yes No Yes No Yes No Yes No Yes No Yes No Yes No Yes No Yes No Yes No Yes No Yes No Yes No Yes Yes
Country Sections 512-514) Yes No K-1 (Form 1065) Yes No

Identification of Related Organizations Taxable as a Corporation or Trust. Complete if the organization answered "Yes" on Form 990, Part IV, line 34, because it had one or more related organizations treated as a corporation or trust during the tax year.

(a)	(b)	(c)	(d)	(e)	(f)	(g) Share of end-of-year assets	(h)	(i)
Name, address, and EIN of related organization	Primary activity	Legal domicile (state or foreign	Direct controlling entity	Type of entity (C corp, S corp, or trust)	Share of total income		Percentage ownership		tion b)(13) rolled tity?
		country)		ŕ				Yes	No
	1								
]								
]								
]								
	1								
]								
	1								

Page 3

Yes No

Note: Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.

Part V Transactions With Related Organizations. Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35b, or 36.

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

a Receipt of (i) interest, (ii) annuities, (iii) royalties, or (iv) rent from a controlled entity

р	b Giπ, grant, or capital contribution to related organization(s)				ar	Δ	<u> </u>		
С	Gift, grant, or capital contribution from related organization(s)				1c	Х			
	d Loans or loan guarantees to or for related organization(s)				1d	Х			
	Loans or loan guarantees by related organization(s)				1e		Х		
f	f Dividends from related organization(s)				1f		X		
g	g Sale of assets to related organization(s)				1g		X		
	h Purchase of assets from related organization(s)				1h		X		
i	Exchange of assets with related organization(s)				1i		X		
j	j Lease of facilities, equipment, or other assets to related organization(s)				1j	X			
k	k Lease of facilities, equipment, or other assets from related organization(s)				1k		X		
	Performance of services or membership or fundraising solicitations for related organization(s)				11	X			
m	m Performance of services or membership or fundraising solicitations by related organization(s)				1m	X			
n	n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)				1n	X			
0	o Sharing of paid employees with related organization(s)				10	X			
р	Reimbursement paid to related organization(s) for expenses				1 p		X		
q Reimbursement paid by related organization(s) for expenses									
r	r Other transfer of cash or property to related organization(s)				1r	X			
s	s Other transfer of cash or property from related organization(s)		<u></u>		1s		X		
2	If the answer to any of the above is "Yes," see the instructions for information on who must comp	lete this	s line, including covered re	elationships and transaction thresholds.					
	(a) (b) Name of related organization Transactic		(c)	(d)					
			Amount involved	Method of determining amount in	olved				
	type (a-s)	•)							
1)									
2)		-							
3)									
4)									
_\									
5)									
۵.									
6)					D /F -	- 000	004=		
32163	63 09-11-17			Schedule	н (Forr	n 990	2017		

Page 4

Part VI Unrelated Organizations Taxable as a Partnership. Complete if the organization answered "Yes" on Form 990, Part IV, line 37.

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under sections 512-514)	Are all partners sec 501(c)(3) orgs.?	(g) Share of end-of-year assets	Dispretion allocat	opor- late tions?	General manage partne	(k) Percentage ownership
	-								
									+
									-
									-
	_								000) 0047

Form 99 ()- I		exempt Orga	nization Bus	ines	ss income	rax Returr	ו ו	OMB No. 1545-0687
				nd proxy tax unde					0047
		For ca	lendar year 2017 or other tax yea					<u>. 8</u> .	ZU 17
Department of	the Treasury		-	.irs.gov/Form990T for in				ŀ	Open to Public Inspection for
Internal Revenu			Do not enter SSN numbe				lization is a 501(c)(3)		501(c)(3) Organizations Only loyer identification number
	ck box if ress changed		Name of organization (L	Check box if name cl	nanged	and see instructions.)		(Emp	oloyees' trust, see uctions.)
R Evemnt II	ınder section	Print	VMI FOUNDAT	TON. TNC.				5	4-0505966
X 501(c		or	Number, street, and room		c see in	structions.		E Unre	lated business activity codes
408(e		Туре	PO BOX 932		.,			(See	instructions.)
408A	530(a)		City or town, state or pro	vince, country, and ZIP or	foreigr	n postal code		1	
529(a			LEXINGTON,					900	0099
C Book value of at end of year	of all assets ar		F Group exemption number		<u> </u>				
	/,36⊥,3		G Check organization typ					ı) trust	Other trust
			ary unrelated business acti						
-			oration a subsidiary in an a		ıt-subsid	diary controlled group	?▶	Y	es X No
			tifying number of the paren VMI FOUNDATI	•		Tolo	phone number 🕨	(5/10) 464-7383
Part I			de or Business Inc		Т	(A) Income	(B) Expense		(C) Net
	receipts or sale					(A) meanic	(5) 23401100	<u> </u>	(0) 1101
	eturns and allov			c Balance	1c				
			A, line 7)	'	2				
	profit. Subtract				3				
4a Capital	gain net incon	ne (attac	h Schedule D)		4a				
			art II, line 17) (attach Form		4b				
c Capital	loss deduction	for trus	sts		4c				
5 Income	e (loss) from pa	artnersh	ips and S corporations (att	ach statement)	5	-487,153	•		-487,153.
					6				
			ne (Schedule E)		7	34,754	•		34,754.
			and rents from controlled o	- , , , , , , , , , , , , , , , , , , ,	8				
			on 501(c)(7), (9), or (17) o	· · · · · · · · · · · · · · · · · · ·	9				
			me (Schedule I)		10				
) J)		11 12				
			ns; attach schedule) gh 12		13	-452,399			-452,399.
Part II	Deductio	ns No	ot Taken Elsewher	e (See instructions fo					132/3330
			utions, deductions must						
14 Comp	ensation of off	icers, di	rectors, and trustees (Sche	dule K)				14	
15 Salari	es and wages							15	
								16	
								17	
								18	011 600
19 Taxes	and licenses							19	211,628.
			e instructions for limitation					20	
			562)					-	
22 Less (23 Deple			n Schedule A and elsewher					22b 23	
			mpensation plans					24	
	oyee benefit pro							25	
•		•	chedule I)					26	
			hedule J)					27	
			nedule)					28	
			14 through 28					29	211,628.
			ncome before net operating					30	-664,027.
			(limited to the amount on					31	
32 Unrela	ated business t	axable ii	ncome before specific dedu	iction. Subtract line 31 fro	om line	30		32	-664,027.
			y \$1,000, but see line 33 in					33	1,000.
		taxable	income. Subtract line 33	from line 32. If line 33 is	greater	than line 32, enter the	smaller of zero or		664 005
line 3	2							34	-664,027.

Part I	1	Tax Computation				
35	Orga	nizations Taxable as Corporations. See instructions for tax computation.				
	Contr	rolled group members (sections 1561 and 1563) check here See instructions and:				
a	Enter	your share of the \$50,000, \$25,000, and \$9,925,000 taxable income brackets (in that order):				
	(1)	\$ (3) \				
b	Enter	organization's share of: (1) Additional 5% tax (not more than \$11,750)				
	(2) A	dditional 3% tax (not more than \$100,000)				
C		ne tax on the amount on line 34	35c			0.
		s Taxable at Trust Rates. See instructions for tax computation. Income tax on the amount on line 34 from:				
		Tax rate schedule or Schedule D (Form 1041)	36			
37		y tax. See instructions	37			
38		native minimum tax	38			
39	Tax o	on Non-Compliant Facility Income. See instructions	39			
40	Total	. Add lines 37, 38 and 39 to line 35c or 36, whichever applies	40			0.
Part I	^	Tax and Payments				
41a	Forei	gn tax credit (corporations attach Form 1118; trusts attach Form 1116) 41a 221,480.				
b	Other	credits (see instructions)				
C		ral business credit. Attach Form 3800 41c				
d	Credi	t for prior year minimum tax (attach Form 8801 or 8827)				
е		credits. Add lines 41a through 41d	41e	22	1,48	30.
42		ract line 41e from line 40	42			0.
43	Other	taxes. Check if from: Form 4255 Form 8611 Form 8697 Form 8866 Other (attach schedule)	43			
44	Total	tax. Add lines 42 and 43	44			0.
45 a	Paym	nents: A 2016 overpayment credited to 2017				
		estimated tax payments 45b				
		leposited with Form 8868 45c				
		gn organizations: Tax paid or withheld at source (see instructions) 45d				
е	Backı	up withholding (see instructions) 45e				
		t for small employer health insurance premiums (Attach Form 8941)				
g	Other	credits and payments: Form 2439				
		Form 4136 Other Total ▶ 45g				
46	Total	payments. Add lines 45a through 45g	46			
47	Estim	nated tax penalty (see instructions). Check if Form 2220 is attached 🕨 🔲	47			
48	Tax d	lue. If line 46 is less than the total of lines 44 and 47, enter amount owed	48			0.
49	Over	payment. If line 46 is larger than the total of lines 44 and 47, enter amount overpaid	49			0.
		the amount of line 49 you want: Credited to 2018 estimated tax	50			
Part V	'	Statements Regarding Certain Activities and Other Information (see instructions)				
51	At an	y time during the 2017 calendar year, did the organization have an interest in or a signature or other authority			Yes	No
	over	a financial account (bank, securities, or other) in a foreign country? If YES, the organization may have to file				
	FinCE	N Form 114, Report of Foreign Bank and Financial Accounts. If YES, enter the name of the foreign country				
	here	>				<u>X</u>
52	Durin	g the tax year, did the organization receive a distribution from, or was it the grantor of, or transferor to, a foreign trust?				X
	If YES	S, see instructions for other forms the organization may have to file.				
53		the amount of tax-exempt interest received or accrued during the tax year >\$				
Cian		nder penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowled prect, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.	ge and b	elief, it is true	,	
Sign Here		Ma	y the IRS	discuss this	return w	ith
пеге		TREASURER the	preparer	r shown belov	v (see	_
		Signature of officer Date Title ins	tructions	6)? X Y e	S	No
		Print/Type preparer's name Preparer's signature Date Check if	PTIN	N		
Paid		JOSEPH S. NADDER, JOSEPH S. NADDER, self-employed				
Prepa	rer			01240		
Use C		Firm's name ► DIXON HUGHES GOODMAN LLP Firm's EIN ►	56	6-074	/981	<u>L</u>
	•	901 EAST CARY STREET, SUITE 1000	004	٠		
		Firm's address ► RICHMOND, VA 23219 Phone no. (804			
				Form 99	∂O-T (2017)

Schedule A - Cost of Goods	s Sold. Enter	method of inver	ntory v	aluation ► N/A					
1 Inventory at beginning of year				Inventory at end of yea	r		6		
2 Purchases	2			Cost of goods sold. Su					
3 Cost of labor	3			from line 5. Enter here	and in I	Part I,			
4 a Additional section 263A costs				line 2			7	<u> </u>	
(attach schedule)			8	Do the rules of section	263A (with respect to		Yes	No
b Other costs (attach schedule)				property produced or a		,			
5 Total. Add lines 1 through 4b	5			the organization?		111111 D 1 D	<u></u>		
Schedule C - Rent Income (see instructions)	(From Real	Property and	d Per	sonal Property L	ease	d With Real Prop	erty	")	
Description of property									
(1)									
(2)									
(3)									
(4)									
	2. Rent receiv	ed or accrued							
(a) From personal property (if the per rent for personal property is more 10% but not more than 50%)	e than	` ' of rent for	personal	onal property (if the percentage property exceeds 50% or if ed on profit or income)	ge	3(a) Deductions directly columns 2(a) a	y conne ınd 2(b)	ected with the income in (attach schedule)	1
(1)				,					
(2)									
(3)									
(4)									
Total	0.	Total			0.				
(c) Total income. Add totals of columns here and on page 1, Part I, line 6, column	n (A)	▶			0.	(b) Total deductions. Enter here and on page 1, Part I, line 6, column (B)	. ▶		0.
Schedule E - Unrelated Dek	ot-Financed	Income (see	instru	ctions)					
				2. Gross income from		3. Deductions directly cor to debt-finan			
1. Description of debt-fit	nanced property		'	or allocable to debt- financed property	(a)	Straight line depreciation		(b) Other deduction	
	,			maneed property		(attach schedule)		` (attach schedule)	
(1)							+		
<u>(1)</u> (2)							+		
(3)							+		
(4)									
4. Amount of average acquisition debt on or allocable to debt-financed property (attach schedule)	of or a	adjusted basis allocable to nced property h schedule)	6	Column 4 divided by column 5		7. Gross income reportable (column 2 x column 6)		8. Allocable deduct (column 6 x total of co 3(a) and 3(b))	
(1)				%			+		
(2)				%			\top		
(3)				%					
(4)				%					
						Enter here and on page 1, Part I, line 7, column (A).		Enter here and on pag Part I, line 7, column	
Totals				•		0			0.
Total dividends-received deductions in	ncluded in colum	 า 8							0.

Form **990-T** (2017)

Control Cont	Schedule F - Interest,		_,oyu	, ui		Controlled O				- (355 1118	a actions	יי 	
Accordance Acc	1. Name of controlled organization		identif	ication	3. Net unrelated income (loss) (see instructions)				nts made included		olling	6. Deductions directly connected with income in column 5	
Nonexempt Controlled Organizations S. Nos mississer frozens (loss) S. Total of specified payments 10, 2m of column 6 that is related to 11. Distactions disciple composition (loss) 10, 2m of column 6 that is related to 11. Distactions disciple composition (loss) 10, 2m of column 6 that is related to 11. Distactions disciple composition (loss) 11. Distactions disciple composition (loss) 11. Distactions disciple composition (loss) 12. Distactions disciple composition (loss) 12. Distactions disciple composition (loss) 13. Distactions disciple composi	(1)												
Column Controlled Organizations R. Not undested income (local) R. Total of sex-side payments 10, 2mr of cuture in that is included 11. Editations ascidly correct (local page in the controlling againstation) 11. Editations ascidly correct (local page in the controlling againstation) 12. Add cutures again 11. Editations ascidly correct (local page in the controlling againstation) 12. Add cutures again 12. Enter here and on page 1. Totals R. Add cutures again 12. Enter here and on page 1. Totals R. Add cutures again 12. Enter here and on page 1. Enter her	(2)												
Nonexempt Controlled Organizations S. Instruction S. Instructions S. Instruc													
7. Tasable income 8. Net univaluated income (loss) (cest inchructions) 9. Total of expertised polyments in the in-terity or equations of in the correlation operations of in the correlation operation of interest of in the correlation operation of interest on operation of interest of interest of interest of interest of interest of in the correlation operation of interest o													
(1) (2) (3) (4) Add columns and 10 Enter tree and on page 1, Part I, line 8, column (A). Schedule G - Investment Income of a Section 501(c)(7), (9), or (17) Organization (1) (2) (3) (4) Add columns and 10 Enter tree and on page 1, Part I, line 8, column (A). Schedule G - Investment Income of a Section 501(c)(7), (9), or (17) Organization (1) (2) (3) (4) Add columns and 10 Enter tree and on page 1, Part I line 8, column (A). Schedule G - Investment Income (1) (2) (3) (4) Enter tree and on page 1, Part I line 8, column (A). Schedules G - Investment Income (1) (2) (3) (4) Enter tree and on page 1, Part I line 8, column (A). Schedules G - Investment Income (see instructions) Schedule I - Exploited Exempt Activity Income, Other Than Advertising Income (see instructions) 1. Description of page 1, Part I, line 8, column (A). Part I, line 9, column (A). Part II, line 9, column (A). Part III, l	Nonexempt Controlled Organ	izations			_								
(d) Add columns 5 and 10. Enter hore and on page 1, Part 1, line 6, column (A). Schedule G - Investment Income of a Section 501(c)(7), (9), or (17) Organization (see instructions) 1. Description of section 501(c) (7), (9), or (17) Organization (3) (4) Enter hore and on page 1, Part 1, line 6, column (A). (2) (3) (4) Enter hore and on page 1, Part 1, line 6, column (A). (4) Enter hore and on page 1, Part 1, line 6, column (A). (5) (6) (7) (8) (8) (9) (9) (9) (9) (1) (2) (3) (4) Enter here and on page 1, Part 1, line 9, column (B). (1) Enter here and on page 1, Part 1, line 9, column (B). (1) Enter here and on page 1, Part 1, line 9, column (B). (1) Enter here and on page 1, Part 1, line 9, column (B). (1) Enter here and on page 1, Part 1, line 9, column (B). (4) Enter here and on page 1, Part 1, line 9, column (B). (4) Enter here and on page 1, Part 1, line 9, column (B). (4) Enter here and on page 1, Part 1, line 9, column (B). (4) Enter here and on page 1, Part 1, line 9, column (B). (4) Enter here and on page 1, Part 1, line 9, column (B). (5) Enter here and on page 1, Part 1, line 9, column (B). (6) Enter here and on page 1, Part 1, line 9, column (B). (7) Excess exempt Activity income (Bose)	7. Taxable Income				9. Total		nents	in the controlli	ng organ	nization's	11. Dec with	ductions directly connected income in column 10	
(d) (d) Add columns 5 and 10. Enter here and to page 1, Part 1, line 9, column (B). Totals Schedule G - Investment Income of a Section 501(c)(7), (9), or (17) Organization (see instructions) 1. Description of income 2. Amount of income 2. Amount of income 3. Deductions (attach schedule) (d) (3) (4) Enter here and on page 1, Part 1, line 9, column (B). Totals Schedule I - Exploited Exempt Activity Income, Other Than Advertising Income (see instructions) 2. Cross unrelated business income from trade or business income from t	(1)												
Add columns 6 and 11 Enter here and on page 1, Part I, line 8, column (A)	(2)												
Add columns & and 10 Enter here and on page 1, Part I, line 8, column (B). Enter	(3)												
Totals Schedule G - Investment Income of a Section 501(c)(7), (9), or (17) Organization (see instructions) 1. Description of income 2. Amount of income 2. Amount of income 3. Description of income 4. Set-asidos (attach schedule) (intach schedule) (intach schedule) (intach schedule) 5. Total schedule (intach schedule) (intach schedule) (intach schedule) 5. Total schedule (intach schedule) (intach schedule) 6. Einter twee and on page 1, Part I line 8, column (B), Intach schedule) (intach schedule) 7. Totals 8. Description of (intach schedule) 8. Einter twee and on page 1, Part I line 8, column (B), Intach schedule) 8. Einter twee and on page 1, Part I line 8, column (B), Intach schedule) 8. Einter twee and on page 1, Part I line 8, column (B), Intach schedule) 9. Einter twee and on page 1, Part I line 9, column (B), Intach schedule) 1. Description of (see instructions) 1. Description of (see instructions) 1. Description of (see instructions) 2. Costs (see instructions) 3. Expenses (solumn (B), Intach schedule) 4. Net income (solumn (B), Intach schedule) 6. Expenses (solumn into schedule) 7. Excess exempt schedule 1 column (B), Intach schedule) 8. Enter twee and on page 1, Part I line 9, column (B), Intach schedule) 9. Costs (solumn (B), Intach schedule) 1. Description of (see instructions) 8. Expenses (solumn (B), Intach schedule) 9. Costs (solumn (B), Intach schedule) 1. Name of periodical schedules (see instructions) 1. Name of periodical schedules (see instructio	(4)												
Schedule G - Investment Income of a Section 501(c)(7), (9), or (17) Organization (see instructions) 1. Description of income 2. Amount of income incinct connected (stach schedule) (stach sche								Enter here and	on page	1, Part I,	Enter he	ere and on page 1, Part I,	
Schedule G - Investment Income of a Section 501(c)(7), (9), or (17) Organization (see instructions) 1. Description of income 2. Amount of income 2. Amount of income (interir schedule) (interir schedul	Totals	<u></u>	<u></u>	<u></u>	<u></u>	<u></u>	<u></u> ▶			0.		0.	
1. Description of income 2. Amount of income 3. Amount of income 4. Set altitude schedule) (1) (2) (3) (4) Enter here and on page 1, Part I, line 9, column (A). Schedule I - Exploited Exempt Activity Income, Other Than Advertising Income (see instructions) 1. Description of exploited activity with a since of exploited activity with a since of page 1, Part I, line 9, column (A). (1) (2) (3) (4) 1. Description of exploited Exempt Activity Income, Other Than Advertising Income (see instructions) 1. Description of exploited activity with a since of exploited activity	Schedule G - Investme	ent Incor	ne of a S	Section	501(c)(7	7), (9), or (17) Org	ganization					
(2) (3) (4) Enter here and on page 1, Part I, line 8, column (A). Part I, line 8, column (A). Schedule I - Exploited Exempt Activity Income, Other Than Advertising Income (see instructions) 2. Gross unreliated business unreliated business income from trade or business of unreliated business income from trade or busines	1 . Desc	cription of inco	me			2. Amount of	income	directly conne	cted			5. Total deductions and set-asides (col. 3 plus col. 4)	
(3) (4) Totals Schedule I - Exploited Exempt Activity Income, Other Than Advertising Income (see instructions) 1. Description of exploited activity incomes income from trade or business income from trade or business income from page 1, Part I, line 9, column 3). I again, compute cols. 5 through 7. (1) (2) (3) (4) Enter here and on page 1, Part I, line 10, col. (A). Initials	(1)												
Enter here and on page 1, Part I, line 9, column A). Enter here and on page 1, Part I, line 9, column But	(2)												
Enter here and on page 1, Part 1, line 9, column (A).	(3)												
Totals Schedule I - Exploited Exempt Activity Income, Other Than Advertising Income (see instructions) 1. Description of exploited activity income from trade or business income with production of unrelated business income trade or business (column 2, in a gain, compute colts. 5 through 7. (1) (2) (3) (4) Enter here and on page 1, Part 1, line 10, col. (A). Totals 2. Gross unrelated business income with production of unrelated business income land or page 1, Part 1, line 10, col. (B). Totals 1. Name of periodical 2. Gross advertising income (see instructions) 1. Name of periodical 2. Gross advertising costs advertising costs advertising costs advertising costs. 1. Name of periodical 2. Gross advertising costs advertising costs advertising costs income land or page 1, Part 1, line 10, col. (B). (1) (2) (3) (4) 5. Gross income from activity that in a gain, compute colts. 5 through 7. Enter here and on page 1, Part 1, line 10, col. (B). Totals 5. Gross income from activity that is not unrelated business income land or page 1. Part 1, line 10, col. (B). Totals 6. Expenses attributable to column 4). Enter here and on page 1, Part 1, line 10, col. (B). Totals 6. Readership costs column 6 min column 4). 7. Excess readership costs (column 6 min column 4). 7. Excess readership costs income of line one costs (column 6 min column 4). (1) (2) (3) (4) 1. Name of periodical 7. Excess readership costs income of line one costs (column 6 min column 4). (1) (2) (3) (4) (4) (5) (6) (7) (6) (7) (7) (7) (7) (8) (8) (8) (8	(4)												
Schedule I - Exploited Exempt Activity Income, Other Than Advertising Income (see instructions) 1. Description of exploited activity 1. Name of periodical 1. Description of unconnecte												Enter here and on page 1 Part I, line 9, column (B).	
Schedule I - Exploited Exempt Activity Income, Other Than Advertising Income (see instructions) 1. Description of exploited activity 2. Gross unrelated business directly connected with production of unrelated business income 1. Description of exploited activity ctivities activit	Totals						0.					0.	
1. Description of exploited activity production of exploited activ	Schedule I - Exploited	Exempt	Activity	Incom	e, Other	Than Adv	ertisin	g Income					
(2) (3) (4) Enter here and on page 1, Part I, line 10, col. (A). Totals O. O. O. Schedule J - Advertising Income (see instructions) Part I Income From Periodical Reported on a Consolidated Basis 1. Name of periodical 2. Gross advertising income (see instructions) 1. Name of periodical Periodical 2. Gross advertising costs advertising costs (advertising costs) (1) (2) (3) (4) Totals (carry to Part II, line (5)) D. O. O. O. Consolidated Basis 7. Excess readership costs (column 6 mino column 5, but not me than column 4).	1. Description of exploited activity	unrelated incom	business e from	directly with pr of ur	connected roduction arelated	from unrelated business (co minus colum gain, comput	I trade or Ilumn 2 n 3). If a e cols. 5	from activity t is not unrelat	hat ed	attributa	able to	7. Excess exempt expenses (column 6 minus column 5, but not more than column 4).	
(2) (3) (4) Enter here and on page 1, Part I, line 10, col. (A). Totals Description of periodical line of	(1)												
(3) (4) Enter here and on page 1, Part I, line 10, col. (A). Totals O Cost Schedule J - Advertising Income (see instructions) Part I Income From Periodical Reported on a Consolidated Basis 1. Name of periodical Advertising income (see instructions) 1. Name of periodical Advertising income (see instructions) A. Advertising gain or (loss) (col. 2 minus col. 3). If a gain, compute cols. 5 through 7. (1) (2) (3) (4) Totals (carry to Part II, line (5)) O O Cost Schedule J - Advertising gain or (loss) (col. 2 minus col. 3). If a gain, compute cols. 5 through 7. Totals (carry to Part II, line (5)) O O Cost Schedule J - Advertising gain or (loss) (col. 2 minus col. 3). If a gain, compute cols. 5 through 7.													
(4) Enter here and on page 1, Part I, line 10, col. (A). Totals O O Schedule J - Advertising Income (see instructions) Part I Income From Periodicals Reported on a Consolidated Basis 1. Name of periodical 2. Gross advertising income 1. Name of periodical 3. Direct advertising costs or (loss) (col. 2 minus col. 3). If a gain, compute cols. 5 through 7. (1) (2) (3) (4) Totals (carry to Part II, line (5)) O Enter here and on page 1, Part I, line 26. Enter here and on page 1, Part II, line 26. A Advertising gain or (loss) (col. 2 minus col. 3). If a gain, compute cols. 5 through 7. Totals (carry to Part II, line (5)) O O O Totals (carry to Part II, line (5)) Enter here and on page 1, Part II, line 26. Enter here and on page 1, Part II, line 26. A Advertising gain or (loss) (col. 2 minus col. 3). If a gain, compute cols. 5 through 7. Totals (carry to Part II, line (5)) O O O O O O O O O O O O O													
page 1, Part I, line 10, col. (A). Totals Do. Oo. Schedule J - Advertising Income (see instructions) Part I Income From Periodicals Reported on a Consolidated Basis 1. Name of periodical 2. Gross advertising income 3. Direct advertising gain or (loss) (col. 2 minus cols. 5 through 7. (1) (2) (3) (4) Totals (carry to Part II, line (5))													
Schedule J - Advertising Income (see instructions) Part I Income From Periodicals Reported on a Consolidated Basis 1. Name of periodical 2. Gross advertising income 3. Direct advertising costs of column 6. Readership costs (column 6 minc column 6.) If a gain, compute cols. 5 through 7. (1) (2) (3) (4) Totals (carry to Part II, line (5))		page 1	, Part I, col. (A).	page	1, Part I,), col. (B).							on page 1, Part II, line 26.	
Part I Income From Periodicals Reported on a Consolidated Basis 1. Name of periodical 2. Gross advertising income 3. Direct advertising costs 3. Direct advertising costs (1) (2) (3) (4) Totals (carry to Part II, line (5))		na Incor		inetructic								0.	
1. Name of periodical 2. Gross advertising income 3. Direct advertising costs 3. Direct advertising costs 5. Circulation income 6. Readership costs (column 6 minu column 4). (1) (2) (3) (4) Totals (carry to Part II, line (5)) 0. 0.						hatchilaa	Racic						
1. Name of periodical 2. Gross advertising advertising costs 3. Direct advertising costs or (loss) (col. 2 minus col. 3). If a gain, compute cols. 5 through 7. (1) (2) (3) (4) Totals (carry to Part II, line (5))	- Income From	renouic	ais nep	ortea o	in a Cons	Solidated	Dasis			Г	T		
(2) (3) (4) Totals (carry to Part II, line (5)) 0 0 0 0	1. Name of periodical		advertising	adv		or (loss) (c col. 3). If a g	ol. 2 minus ain, comput					7. Excess readership costs (column 6 minus column 5, but not more than column 4).	
(3) (4) Totals (carry to Part II, line (5)) ▶ 0 . 0 .								_					
(4) Totals (carry to Part II, line (5)) ▶ 0 . 0 .													
Totals (carry to Part II, line (5)) ► 0 . 0 .											\dashv		
				,	^							^	
QΩΛ-T / ₀	TOTALS (CALLY TO PART II, IINE (5))			U •	U	•				l		0 . Form 990-T (2017	

Part II Income From Periodicals Reported on a Separate Basis (For each periodical listed in Part II, fill in columns 2 through 7 on a line-by-line basis.)

1. Name of periodical	2. Gross advertising income	3. Direct advertising costs	4. Advertising gain or (loss) (col. 2 minus col. 3). If a gain, compute cols. 5 through 7.	5. Circulation income	6. Readership costs	7. Excess readership costs (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
Totals from Part I	0.	0.				0.
	Enter here and on page 1, Part I, line 11, col. (A).	Enter here and on page 1, Part I, line 11, col. (B).				Enter here and on page 1, Part II, line 27.
Totals, Part II (lines 1-5)	0.	0.				0.

Schedule K - Compensation of Officers, Directors, and Trustees (see instructions)

1. Name	2. Title	3. Percent of time devoted to business	Compensation attributable to unrelated business
(1)		%	
(2)		%	
(3)		%	
(4)		%	
Total. Enter here and on page 1, Part II, line 14		>	0.

Form **990-T** (2017)

FORM 990-T	NET	OPERATIN	G LOSS DI	EDUCTI	ON	STATEMENT 1	
TAX YEAR	LOSS SUSTAINED	LOS PREVIO APPL	USLY	_	OSS AINING	AVAILABLE THIS YEAR	
06/30/13 06/30/14 06/30/15 06/30/16 06/30/17	6/30/14 213,206. 6/30/15 404,006. 6/30/16 387,472.		0. 0. 0. 0.		89,098. 213,206. 404,006. 387,472. 99,109.	89,098. 213,206. 404,006. 387,472. 99,109.	
NOL CARRYOV	ER AVAILABLE THIS	YEAR		1	,192,891.	1,192,891.	
FORM 990-T	INCO	ME (LOSS)	FROM PAR	RTNERS	HIPS	STATEMENT 2	
PARTNERSHIP	NAME		GROSS IN	ICOME	DEDUCTIONS	NET INCOME OR (LOSS)	
INCOME FROM	VARIOUS PASSTROU	GHS	-487	153.	0.	-487,153	
TOTAL TO FO	ORM 990-T, PAGE 1,	LINE 5	-487	153.	0.	-487,153	