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**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

2011

For calendar year 2011 or tax year beginning **, 2011, and ending , 20**

Name of foundation William and Karen England Charitable Trust (WAKE Foundation)		A Employer identification number 52-6415690
Number and street (or P.O. box number if mail is not delivered to street address) 11325 Bishops Gate Lane		Room/suite
City or town, state, and ZIP code Laurel, MD 20723-2052		
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		C If exemption application is pending, check here ► <input type="checkbox"/> D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 5,700 (Part I, column (d) must be on cash basis)		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
	1 Contributions, gifts, grants, etc., received (attach schedule)	9,621			
	2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	0	0		
	4 Dividends and interest from securities	77	77		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	4,896			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		4,896		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less: Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	14,594	4,973		
Revenue	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	49			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	6	<=Postage		6
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	55			6
	25 Contributions, gifts, grants paid	15,070			15,070
	26 Total expenses and disbursements. Add lines 24 and 25	15,125			15,076
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-531			
	b Net investment income (if negative, enter -0-)		4,973		
	c Adjusted net income (if negative, enter -0-)				

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Operating and Administrative Expenses	APR 23 2012
13 Compensation of officers, directors, trustees, etc.	
14 Other employee salaries and wages	
15 Pension plans, employee benefits	
16a Legal fees (attach schedule)	
b Accounting fees (attach schedule)	
c Other professional fees (attach schedule)	
17 Interest	
18 Taxes (attach schedule) (see instructions)	49
19 Depreciation (attach schedule) and depletion	
20 Occupancy	
21 Travel, conferences, and meetings	
22 Printing and publications	
23 Other expenses (attach schedule)	6
24 Total operating and administrative expenses.	
Add lines 13 through 23	55
25 Contributions, gifts, grants paid	15,070
26 Total expenses and disbursements. Add lines 24 and 25	15,125
27 Subtract line 26 from line 12:	
a Excess of revenue over expenses and disbursements	-531
b Net investment income (if negative, enter -0-)	4,973
c Adjusted net income (if negative, enter -0-)	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	8	2	2
	2	Savings and temporary cash investments	1,123	636	636
	3	Accounts receivable ►			
		Less: allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less: allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ►			
		Less: allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U.S. and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	3,085	5047	5062
	c	Investments—corporate bonds (attach schedule)			
Liabilities	11	Investments—land, buildings, and equipment: basis ►			
		Less: accumulated depreciation (attach schedule) ►			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment: basis ►			
		Less: accumulated depreciation (attach schedule) ►			
	15	Other assets (describe ►)			
	16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	4,216	5,685	5,700
	17	Accounts payable and accrued expenses	check mailed=>	10	
	18	Grants payable	check mailed=>	1,990	
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ►)			
	23	Total liabilities (add lines 17 through 22)		2,000	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	4,216	3,685	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	4,216	5,685	
	31	Total liabilities and net assets/fund balances (see instructions)	4,216	5,685	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	4,216
2	Enter amount from Part I, line 27a	2	-531
3	Other increases not included in line 2 (itemize) ►	3	0
4	Add lines 1, 2, and 3	4	3,685
5	Decreases not included in line 2 (itemize) ►	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,685

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr)	(d) Date sold (mo., day, yr)
1a See Attachment					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	4,896	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3		

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	11,606	2,519	>1.000
2009	11,744	2,587	>1.000
2008	13,168	1,866	>1.000
2007	12,405	2,206	>1.000
2006	11,533	2,086	>1.000

2 Total of line 1, column (d)	2	>5.000
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	>1.000
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	3,146
5 Multiply line 4 by line 3	5	3,146
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	50
7 Add lines 5 and 6	7	3,196
8 Enter qualifying distributions from Part XII, line 4	8	15,076

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	50
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2	3	50
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	50
6	Credits/Payments:		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	50
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2012 estimated tax ►	Refunded	11

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	Yes	No
1a		✓	
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	Yes	No
1b		✓	
<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>			
1c	Did the foundation file Form 1120-POL for this year?	Yes	No
1c		✓	
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ _____ (2) On foundation managers. ► \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2	✓
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	✓
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	✓
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	✓
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5	✓
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	✓
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	7	✓
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► Maryland	8b	✓
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	9	✓
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	10	✓
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	✓
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ►	13	✓
14	The books are in care of ► William England, director Located at ► 11325 Bishops Gate Lane, Laurel, MD	Telephone no. ► 301-776-9258 ZIP+4 ► 20723-2052	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15		15
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes No ✓

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly): (1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
1b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ►		
1c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011? . . .		✓
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)): a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20 ____ , 20 ____ , 20 ____ , 20 ____		
2b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.) . . .		✓
3a	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20 ____ , 20 ____ , 20 ____ , 20 ____		
3b	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
4a	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.) . . .		
4b	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011? . . .		✓

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

5a	During the year did the foundation pay or incur any amount to:				
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?				
	Organizations relying on a current notice regarding disaster assistance check here	►	<input type="checkbox"/>		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	<input type="checkbox"/> Yes	<input type="checkbox"/> No		
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>				
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?				
	<i>If "Yes" to 6b, file Form 8870.</i>				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?				
				7b	<input checked="" type="checkbox"/>

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
William England 11325 Bishops Gate Lane, Laurel MD 20723	Director .60hr/wk	0	No	No
Karen England 11325 Bishops Gate Lane, Laurel MD 20723	Trustee 05hr/wk	0	No	No

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
None				
Total number of other employees paid over \$50,000				►

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)
3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
None		
Total number of others receiving over \$50,000 for professional services		►

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc		Expenses
1	None	
2		
3		
4		

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.		Amount
1	None	
2		
All other program-related investments. See instructions		
3		
Total. Add lines 1 through 3		►

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	3,189
b	Average of monthly cash balances	1b	5
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	3,194
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	3,194
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	48
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,146
6	Minimum investment return. Enter 5% of line 5	6	157

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	157
2a	Tax on investment income for 2011 from Part VI, line 5	2a	50
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	50
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	108
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	108

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	15,076
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	15,076
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	50
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	15,026

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				108
2 Undistributed income, if any, as of the end of 2011:			0	
a Enter amount for 2010 only			0	
b Total for prior years: 20 09 ,20 08 ,20 07		0		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 15,076				
a Applied to 2010, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2011 distributable amount				108
e Remaining amount distributed out of corpus	14,969			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:	14,969			
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount—see instructions				
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) .	14,969			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions) .	0			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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

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

1 Information Regarding Foundation Managers:

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

William L. England and Karen E. England

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ► if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

- a The name, address, and telephone number of the person to whom applications should be addressed:
- b The form in which applications should be submitted and information and materials they should include:
- c Any submission deadlines:
- d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
See Attachment				
Total				► 3a
<i>b Approved for future payment</i>				
None				
Total				► 3b

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	0	
4 Dividends and interest from securities			14	77	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	4,896	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)					
13 Total. Add line 12, columns (b), (d), and (e)					13 4,973

(See worksheet in line 13 instructions to verify calculations.)

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

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

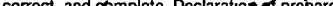
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?	Yes	No
a	Transfers from the reporting foundation to a noncharitable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

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

b If "Yes," complete the following schedule.

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

Sign _____ Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Sign Here	<p>Under penalties of perjury, I declare that I have examined, correct, and complete Declaration of prepare other than  William E. Layland Signature of officer or trustee </p>
----------------------	--

14-15-12 Director and Trustee

Date _____

May the IRS discuss this return with the preparer shown below (see instructions)? Yes No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ►		Firm's EIN ►		
	Firm's address ►		Phone no		

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2011

Name of the organization

William and Karen England Charitable Trust (WAKE Foundation)

Employer identification number

52-6415690

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

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

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

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ► \$

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

Name of organization

William and Karen England Charitable Trust (WAKE Foundation)

Employer identification number

52-6415690

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
	William and Karen England 11325 Bishops Gate Lane Laurel, MD 20723-2052	\$ 14,691	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization

Employer identification number

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	Fidelity Select Leisure Portfolio	\$ 2,653	3/15/2011
2	Fidelity Select Leisure Portfolio	\$ 3,860	4/18/2011
3	Fidelity Select Leisure Portfolio	\$ 2,505	9/8/2011
4	Fidelity Select Health Portfolio	\$ 5,763	11/16/2011
	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	(b) Description of noncash property given	\$	
	(b) Description of noncash property given	\$	(d) Date received

Part I-1 - Contributions

Description	Shares	Date of Contrib	Date Acquired	Donor	Cost	FMV at Donation	Date of Sale	Sale Amount	Cap Gain
Fid Sel Health	7.501	11/16/11	12/15/95		722.24	966.05	11/17/11	943.78*	221.54
Fid Sel Health	4.343	11/16/11	4/ 5/96		430.35	559.34	11/17/11	546.44*	116.09
Fid Sel Health	12.177	11/16/11	12/13/96		1134.56	1568.28	11/17/11	1532.11*	397.55
Fid Sel Health	6.982	11/16/11	4/ 4/97		628.15	899.21	11/17/11	878.48*	250.33
Fid Sel Health	13.048	11/16/11	12/12/97		1297.40	1680.45	11/17/11	1641.70*	344.30
Fid Sel Leisur	30.000	3/15/11	10/ 6/08		1622.40	2653.20	3/17/11	2619.90*	997.50
Fid Sel Leisur	42.000	4/18/11	10/ 6/08		2271.36	3860.22	4/19/11	3868.62	1597.26
Fid Sel Leisur	28.000	9/ 8/11	10/ 6/08		1514.24	2504.60	9/12/11	2454.76*	940.52
Totals	144.051				9620.70	14691.35		14485.79	4865.09
FMV loss pending sale						-213.96			
Net Amount for Distribution						14477.39			

* Sale amount used as FMV for conduit foundation distribution requirement.

Part I-23 - Other expenses

Part II-10b Investments Stock and Bonds

Mutual Fund	Shares	Value	Book
Fidelity Mortgage Securities	453.170	\$11.17	\$5,061.91
Fidelity Ultra Service Acct		\$636.05	\$636.05
Total			\$5,697.96

Part I-23 - Other expenses

\$6.12 Postage

Part IV - Capital Gains and Losses - Fidelity Mutual Funds

Part I Short Term

1	(a)	(b)	(c) How & Date	(d) Date Sold	(e) Sale Amount	(g) Cost	(h) Gain or Loss	Wash Sale Denied*
	Description	Shares	Acquired					
	Fidel Mort Sec	46.211	P 10/18/2010	1/12/2011	500.00	500.00	.00	-6.48
	Fidel Mort Sec	46.296	P 10/18/2010	2/ 2/2011	500.00	507.25	-7.25	-.16
	Fidel Mort Sec	46.685	P 10/18/2010	2/ 9/2011	500.00	511.42	-11.42	-.25
	Fidel Mort Sec	1.847	P 10/18/2010	2/16/2011	19.84	20.23	-.40	-.01
	Fidel Mort Sec	.755	P 10/29/2010	2/16/2011	8.11	8.28	-.17	.00
	Fidel Mort Sec	.883	P 11/30/2010	2/16/2011	9.48	10.12	-.64	-.02
	Fidel Mort Sec	43.070	P 12/23/2010	2/16/2011	462.57	475.01	-12.44	-.30
	Fidel Mort Sec	46.253	P 12/23/2010	3/ 2/2011	500.00	500.00	.00	-10.43
	Fidel Mort Sec	48.455	P 12/23/2010	3/15/2011	526.23	526.23	.00	-8.51
	Fidel Mort Sec	.630	P 12/31/2010	3/15/2011	6.84	6.82	.02	.00
	Fidel Mort Sec	.270	P 1/31/2011	3/15/2011	2.93	2.93	.00	-.25
	Fidel Mort Sec	.376	P 1/31/2011	3/30/2011	4.06	4.06	.00	-.37
	Fidel Mort Sec	.375	P 2/28/2011	3/30/2011	4.05	4.05	.00	-.67
	Fidel Mort Sec	45.502	P 3/21/2011	3/30/2011	491.88	491.88	.00	-6.20
	Fidel Mort Sec	46.253	P 3/21/2011	3/30/2011	500.00	500.00	.00	-6.31
	Fidel Mort Sec	46.041	P 3/21/2011	4/20/2011	500.00	500.00	.00	-3.98
	Fidel Mort Sec	45.579	P 3/21/2011	5/11/2011	500.00	498.93	1.07	.00
	Fidel Mort Sec	1.588	P 3/21/2011	5/17/2011	17.47	17.38	.08	.00
	Fidel Mort Sec	.224	P 3/31/2011	5/17/2011	2.46	2.46	.00	-.04
	Fidel Mort Sec	43.643	P 4/20/2011	5/17/2011	480.07	475.92	4.15	.00
	Fidel Mort Sec	45.208	P 4/20/2011	6/ 3/2011	500.00	492.99	7.01	.00
	Fidel Mort Sec	45.331	P 4/20/2011	6/22/2011	500.00	494.33	5.67	.00
	Fidel Mort Sec	45.249	P 4/20/2011	7/13/2011	500.00	493.43	6.57	.00
	Fidel Mort Sec	45.372	P 4/20/2011	7/28/2011	500.00	494.77	5.23	.00
	Fidel Mort Sec	53.763	P 4/20/2011	8/23/2011	600.00	586.28	13.72	.00
	Fidel Mort Sec	44.603	P 4/20/2011	9/ 8/2011	500.00	486.39	13.61	.00
	Fidel Mort Sec	43.774	P 4/20/2011	9/12/2011	489.83	477.35	12.48	.00
	Fidel Mort Sec	.523	P 4/30/2011	9/12/2011	5.85	5.71	.14	.00
	Fidel Mort Sec	.386	P 5/31/2011	9/12/2011	4.32	4.26	.06	.00
	Fidel Mort Sec	.562	P 5/31/2011	9/22/2011	6.30	6.19	.10	.00
	Fidel Mort Sec	.753	P 6/30/2011	9/22/2011	8.44	8.27	.17	.00
	Fidel Mort Sec	.572	P 7/31/2011	9/22/2011	6.41	6.33	.08	.00
	Fidel Mort Sec	.362	P 8/31/2011	9/22/2011	4.06	4.04	.02	.00
	Fidel Mort Sec	42.354	P 9/14/2011	9/22/2011	474.79	475.84	-1.05	-.01
	Fidel Mort Sec	45.086	P 9/14/2011	10/12/2011	500.00	506.42	-6.42	-.12
	Fidel Mort Sec	44.763	P 9/14/2011	11/ 2/2011	500.00	500.00	.00	-2.91
	Fidel Mort Sec	45.045	P 9/14/2011	11/25/2011	500.00	500.00	.00	-6.08
	Fidel Mort Sec	44.763	P 9/14/2011	12/ 7/2011	500.00	500.00	.00	-2.91
	Totals	1059.405			11635.99	11605.57	30.39	

* "Wash Denied" amounts are factored into cost basis (e), so need not be added back into gain or loss (g) column. They are shown for information only.

Part II Long Term

(a) Description	Shares	(b) Date Acquired	(c) Date Sold	(d) Sales Price	(e) Cost Basis	(g) Gain or Loss	Wash
							Denied Sale
Fid Sel Health	7,501	D 12/15/1995	11/17/2011	943.78	722.24	221.54	.00
Fid Sel Health	4.343	D 4/ 5/1996	11/17/2011	546.44	430.35	116.09	.00
Fid Sel Health	12.177	D 12/13/1996	11/17/2011	1532.11	1134.56	397.55	.00
Fid Sel Health	6.982	D 4/ 4/1997	11/17/2011	878.48	628.15	250.33	.00
Fid Sel Health	13.048	D 12/12/1997	11/17/2011	1641.70	1297.40	344.30	.00
Fid Sel Leisur	30.000	D 10/ 6/2008	3/17/2011	2619.90	1622.40	997.50	.00
Fid Sel Leisur	42.000	D 10/ 6/2008	4/19/2011	3868.62	2271.36	1597.26	.00
Fid Sel Leisur	28.000	D 10/ 6/2008	9/12/2011	2454.76	1514.24	940.52	.00
Totals	144.051			14485.79	9620.70	4865.09	

* "Wash Denied" amounts are factored into cost basis (e), so need not be added back into gain or loss (g) column. They are shown for information only.

The William and Karen England (WAKE) Foundation

EIN 52-6415690

Part XV-3 - Supplementary Information - Grants and Contributions

Name and address	Status	Purpose	Amount
Grace Community Church 8200 Old Columbia Road Fulton, MD 20759	Church	General fund	\$9,600
Campus Crusade for Christ 100 Sunport Lane Orlando, FL 32809-7875	Public	Mission support	\$750
American Telemedicine Associatn 1100 Connecticut Av NW Suite 540 Washington, DC 20036	Public	General Fund	\$500
Focus on the Family Colorado Springs, CO 80995-0001	Public	General fund	\$500
The Navigators Box 6000 Colorado Springs CO 80934	Public	Missions support	\$500
Students International Box 2733 Visalia, CA 93279-2733	Public	Mission support	\$500
Purdue Christian Campus House 1000 State Street W. Lafayette, IN 47906	Church	General fund	\$300
Kennedy Kreiger Institute 707 N. Broadway Baltimore, MD 21205	Public	General fund	\$280
Purdue Foundation W. Lafayette, IN 47907	Public	General fund	\$250
United Way of Natl Capital Area 95 M Street SW Washington, DC 20024	Public	United Way fund	\$250
St. Peter's Episcopal Church 4250 North Glebe Road Arlington, VA 22207	Church	General fund	\$250
World Vision Box 1131 Pasadena, CA 91131-0005	Public	General fund	\$240

Hugh O'Brian Youth Foundation 10880 Wilshire Blvd Suite 1103 Los Angeles, CA 90024-4110	Public	General fund	\$200
National MS Society West Virginia Office 2 Players Club Dr Suite 104 Charleston, WV 25311	Public	General fund	\$200
Omicron Delta Kappa Suite 118 Bradley Hall University of Kentucky Lexington, KY 40506-0058	Public	General fund	\$200
Young Life 720 W Monument / Box 520 Colorado Springs, CO 80901-9927	Public	General fund	\$200
Engineering Ministries Intl 110 South Weber, Suite 104 Colorado Springs CO 80903	Public	General fund	\$100
Meadows Baptist Church 2401 Kirchoff Rd Rolling Meadows, IL 60008	Church	General fund	\$100
University of Maryland School of Law 500 West Baltimore Street Baltimore, MD 21201-1786	Public	General fund	\$100
Howard County Music Teachers Asc 11325 Bishops Gate Lane Laurel, MD 20723	Public	General Fund	\$50
Total			\$15,070