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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

OMB No 1545-0052

2011

For calendar year 2011, or tax year beginning 01-01-2011 , and ending 12-31-2011

G Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

Name of foundation
WISE FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)
PO BOX 557

City or town, state, and ZIP code
MARSHALL, VA 201160557

A Employer identification number
54-1942771

B Telephone number (see page 10 of the instructions)
(540) 364-2470

C If exemption application is pending, check here ☐
D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐
E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)
\$ 13,582,859

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis.)

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 page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	4,932,780			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	1,159	1,159		
	4 Dividends and interest from securities.	335,610	335,610		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	311,634			
	b Gross sales price for all assets on line 6a 10,582,725				
	7 Capital gain net income (from Part IV, line 2)		4,972,894		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	2,724	2,724		
	12 Total. Add lines 1 through 11	5,583,907	5,312,387		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages	12,000	6,000		6,000
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule).				
	b Accounting fees (attach schedule).	7,585	3,793		3,792
	c Other professional fees (attach schedule)	36,730	36,730		0
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	9,364	462		461
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule).	95	47		48
	24 Total operating and administrative expenses. Add lines 13 through 23	65,774	47,032		10,301
	25 Contributions, gifts, grants paid	412,300			412,300
	26 Total expenses and disbursements. Add lines 24 and 25	478,074	47,032		422,601
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	5,105,833			
	b Net investment income (if negative, enter -0-)		5,265,355		
	c Adjusted net income (if negative, enter -0-)				

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

Cat No 11289X

Form **990-PF** (2011)

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	1Cash—non-interest-bearing	2,644	11,501	11,501
	2Savings and temporary cash investments	274,681	331,352	331,352
	3Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5Grants receivable			
	6Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8Inventories for sale or use			
	9Prepaid expenses and deferred charges			
	10aInvestments—U S and state government obligations (attach schedule)			
	bInvestments—corporate stock (attach schedule)	125,866		
	cInvestments—corporate bonds (attach schedule)			
	11Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12Investments—mortgage loans			
	13Investments—other (attach schedule)	7,824,263	12,990,434	13,240,006
	14Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
Liabilities	15Other assets (describe ▶ _____)			
	16Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	8,227,454	13,333,287	13,582,859
	17Accounts payable and accrued expenses			
	18Grants payable			
	19Deferred revenue			
	20Loans from officers, directors, trustees, and other disqualified persons			
	21Mortgages and other notes payable (attach schedule)			
	22Other liabilities (describe ▶ _____)			
	23Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24Unrestricted			
	25Temporarily restricted			
	26Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27Capital stock, trust principal, or current funds	0	0	
	28Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29Retained earnings, accumulated income, endowment, or other funds	8,227,454	13,333,287	
	30Total net assets or fund balances (see page 17 of the instructions)	8,227,454	13,333,287	
	31Total liabilities and net assets/fund balances (see page 17 of the instructions)	8,227,454	13,333,287	

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	8,227,454
2	Enter amount from Part I, line 27a	2	5,105,833
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	13,333,287
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	13,333,287

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
b			
c			
d			
e			

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	4,972,894
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 pages 13 and 17 of the 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 page 18 of 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	374,862	8,665,472	0 043259
2009	407,685	7,401,303	0 055083
2008	425,981	8,243,648	0 051674
2007	375,382	8,814,469	0 042587
2006	322,527	7,551,538	0 042710


2	Total of line 1, column (d).	2	0 235313
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 047063
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	13,258,697
5	Multiply line 4 by line 3.	5	623,994
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	52,654
7	Add lines 5 and 6.	7	676,648
8	Enter qualifying distributions from Part XII, line 4.	8	422,601

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 on page 18

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	105,307
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	105,307
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	105,307
6		Credits/Payments			
a		2011 estimated tax payments and 2010 overpayment credited to 2011	6a	6,400	
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	6,400
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	98,907
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 <input type="checkbox"/>	Refunded <input type="checkbox"/>	11	

Part VII-AStatements 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		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ 0 (2) On foundation managers <input type="checkbox"/> \$ _____ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> VA _____			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses 	10	Yes	

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 page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of THE FOUNDATION Telephone no (540) 364-2470 Located at PO BOX 557 MARSHALL VA ZIP +4 201160557			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year 15			
16	At any time during calendar year 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?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country 				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <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			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? . . . Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 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			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a

During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions).

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b

If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?

Organizations relying on a current notice regarding disaster assistance check here. ☒

c

If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945–5(d).

6a

Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b

Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

☐ Yes ☒ No

If "Yes" to 6b, file Form 8870.

7a

At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b

If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

☐ Yes ☒ No

Part VIII

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

1

List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the 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
LEWIS B POLLARD	PRES/SEC/TREAS/DIRECTOR	0	0	0
MILLWAY FARM 10638 CREST HILL ROAD MARSHALL,VA 22115	2 00			
LEWIS S WILEY	VICE PRES/DIRECTOR	0	0	0
GORDONSDALE FARM PO BOX Y THE PLAINS,VA 22171	2 00			

2

Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."

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

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

Part VIII

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	0

Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	13,451,550
b	Average of monthly cash balances.	1b	9,056
c	Fair market value of all other assets (see page 24 of the instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	13,460,606
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	13,460,606
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	201,909
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	13,258,697
6	Minimum investment return. Enter 5% of line 5.	6	662,935

Part XI

Distributable Amount (see page 25 of the 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	662,935
2a	Tax on investment income for 2011 from Part VI, line 5.	2a	105,307
b	Income tax for 2011 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	105,307
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	557,628
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	557,628
6	Deduction from distributable amount (see page 25 of the instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	557,628

Part XII

Qualifying Distributions (see page 25 of the 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	422,601
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	422,601
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 page 26 of the instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	422,601
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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1	Distributable amount for 2011 from Part XI, line 7			
2	Undistributed income, if any, as of the end of 2011			
a	Enter amount for 2010 only. 411,133			
b	Total for prior years 20____, 20____, 20____ 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 ▶ \$ 422,601			
a	Applied to 2010, but not more than line 2a 411,133			
b	Applied to undistributed income of prior years (Election required—see page 26 of the instructions) 0			
c	Treated as distributions out of corpus (Election required—see page 26 of the instructions). . . . 0			
d	Applied to 2011 distributable amount. 11,468			
e	Remaining amount distributed out of corpus 0			
5	Excess distributions carryover applied to 2011 0			
(If an amount appears in column (d), the same amount must be shown in column (a).)				
6	Enter the net total of each column as indicated below:			
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5 0			
b	Prior years' undistributed income Subtract line 4b from line 2b. 0			
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. 0			
d	Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions 0			
e	Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions 0			
f	Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011. 546,160			
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions). 0			
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the 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 XIVPrivate Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling.

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2011	(b) 2010	(c) 2009	(d) 2008	
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed.					
d	Amounts included in line 2c not used directly for active conduct of exempt activities.					
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c.					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c	"Support" alternative test—enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

Part XVSupplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see page 27 of the instructions.)

1

Information Regarding Foundation Managers:

a

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

b

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

2

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

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the 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)				
a Paid during the year See Additional Data Table				
Total			3a	412,300
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the 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	1,159	
4 Dividends and interest from securities.			14	335,610	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.			14	2,724	
8 Gain or (loss) from sales of assets other than inventory			18	311,634	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. . .					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e).		0		651,127	0
13 Total. Add line 12, columns (b), (d), and (e).			13	651,127	651,127

[illegible]

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

[illegible]

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

[illegible]

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge				
	*****		2012-05-14	*****	
	Signature of officer or trustee		Date	Title	
	Paid Preparer's Use Only	Preparer's Signature ▶ NANCY G COCHRAN CPA	Date	Check if self-employed <input checked="" type="checkbox"/>	PTIN P00236906
		Firm's name ▶ YOUNT HYDE & BARBOUR PC	Firm's EIN ▶ 54-1149263		
Firm's address ▶ 4405 COX ROAD SUITE 225 GLEN ALLEN, VA 23060		Phone no (804) 553-1900			

May the IRS discuss this return with the preparer shown above? See instructions ☐ Yes ☐ No

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF.	OMB No 1545-0047
		2011

Name of organization WISE FOUNDATION	Employer identification number 54-1942771
--	---

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	<input type="checkbox"/> 501(c)() (enter number) organization
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	<input type="checkbox"/> 527 political organization
Form 990-PF	<input checked="" type="checkbox"/> 501(c)(3) exempt private foundation
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation
	<input type="checkbox"/> 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 33¹/₃% 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, aggregate 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 aggregate 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 in the heading of its Form 990-EZ, or on 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 WISE FOUNDATION	Employer identification number 54-1942771
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Part I

Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
____	See Additional Data Table _____ _____ _____	 \$ _____	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)
____	_____ _____ _____	 \$ _____	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 WISE FOUNDATION	Employer identification number 54-1942771
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Part II Noncash Property (see Instructions) Use duplicate copies of Part II if additional space is needed			
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	7,500 SHS PHILIP MORRIS INTL COM	\$ 431,588	2011-02-02
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
3	21,000 SHS PROCTER & GAMBLE CO COM	\$ 1,315,125	2011-02-02
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
4	28,000 SHS KRAFT FOODS INC CL A COM	\$ 856,800	2011-02-02
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
5	40,000 SHS ALTRIA GROUP INC COM	\$ 946,400	2011-02-02
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
6	15,000 SHS ALBEMARLE CORP COM	\$ 865,575	2011-02-02
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
7	4,200 SHS EXXON MOBIL CORP COM	\$ 351,204	2011-02-02

Name of organization WISE FOUNDATION	Employer identification number 54-1942771
--	---

Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. (Complete columns (a) through (e) and the following line entry)

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **\$1,000 or less** for the year (Enter this information once See instructions) ➤ \$

Use duplicate copies of Part III if additional space is needed

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

Additional Data

Software ID:
Software Version:
EIN: 54-1942771
Name: WISE FOUNDATION

Form 990 Schedule B, Part 1 - Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
<u>1</u>	MARY LF WILEY ESTATE PO BOX 1320 RICHMOND, VA 23218 	\$ 166,088	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
<u>2</u>	MARY LF WILEY ESTATE PO BOX 1320 RICHMOND, VA 23218 	\$ 431,588	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
<u>3</u>	MARY LF WILEY ESTATE PO BOX 1320 RICHMOND, VA 23218 	\$ 1,315,125	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
<u>4</u>	MARY LF WILEY ESTATE PO BOX 1320 RICHMOND, VA 23218 	\$ 856,800	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
<u>5</u>	MARY LF WILEY ESTATE PO BOX 1320 RICHMOND, VA 23218 	\$ 946,400	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
<u>6</u>	MARY LF WILEY ESTATE PO BOX 1320 RICHMOND, VA 23218 	\$ 865,575	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)

Form 990 Schedule B, Part 1 - Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
<div>7</div>	MARY LF WILEY ESTATE PO BOX 1320 RICHMOND, VA 23218	\$ 351,204	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input checked="" type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution)</div>

Additional Data

Software ID:
Software Version:
EIN: 54-1942771
Name: WISE FOUNDATION

Form 990PF - Special Condition Description:

Special Condition Description

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
15,000 SHS ALBEMARLE CORP COM	P	2010-01-01	2011-02-03
40,000 SHS ALTRIA GROUP INC COM	P	2010-01-01	2011-02-03
4,200 SHS EXXON MOBIL CORP COM	P	2010-01-01	2011-02-03
190 SHS ISHARES TR BARCLAYS TIPS BD ETF	P	2010-01-01	2011-02-23
1,684 SHS ISHARES TR BARCLAYS TIPS BD ETF	P	2010-01-01	2011-06-14
28,000 SHS KRAFT FOODS INC CL A COM	P	2010-01-01	2011-02-03
7,500 SHS PHILIP MORRIS INTL COM	P	2010-01-01	2011-02-03
21,000 SHS PROCTER & GAMBLE CO COM	P	2010-01-01	2011-02-03
9,958 598 SHS INVESCO SMALL CAP GROWTH-I	P	2010-01-01	2011-09-20
22,644 927 SHS FORUM ABSOLUTE STRATEGIES-I	P	2010-01-01	2011-10-04
22,603 978 SHS FORUM ABSOLUTE STRATEGIES-I	P	2010-01-01	2011-10-25
1,882 048 SHS GOLDMAN SACHS GROWTH OPPTYS-I	P	2010-01-01	2011-09-20
10,606 424 SHS JANUS PERKINS SMALL CAP VALUE-I	P	2010-01-01	2011-03-28
2,936 694 SHS THE JENSEN PORTFOLIO-I	P	2010-01-01	2011-09-20
33,660 806 SHS THE JENSEN PORTFOLIO-I	P	2010-01-01	2011-10-25
132,894 085 SHS JPMORGAN TR I US EQUITY-I	P	2010-01-01	2011-09-20
2,264 622 SHS MFS RESEARCH INTL-I	P	2010-01-01	2011-09-20
3,975 SHS NEUBERGER BERMAN HIGH INCOME BD-I	P	2010-01-01	2011-10-25
5,198 836 SHS PIMCO LOW DURATION-I	P	2010-01-01	2011-10-25
69,067 405 SHS PIMCO TOTAL RETURN-I	P	2010-01-01	2011-02-23
2,712 569 SHS PIMCO TOTAL RETURN-I	P	2010-01-01	2011-10-25
1,462 905 SHS PIMCO COMMODITY REALRTN STRATEGY-I	P	2010-01-01	2011-03-23
6,701 323 SHS PIMCO INVT GRADE CORP BD-I	P	2010-01-01	2011-10-25
6,345 345 SHS T ROWE PRICE REAL ESTATE FD	P	2010-01-01	2011-02-08
4,345 651 SHS TEMPLETON GLOBAL BD-ADV	P	2010-01-01	2011-10-25
40,133 833 SHS RIDGEWORTH FD-MIDCAP VAL EQTY #RGD5	P	2010-01-01	2011-09-20
3,312 488 SHS RIDGEWORTH FD-TOTAL RETURN BD #RGCP	P	2010-01-01	2011-06-14
11,744 080 SHS RIDGEWORTH FD-TOTAL RETURN BD #RGCP	P	2010-01-01	2011-10-25
14,583 333 SHS RIDGEWORTH FD-SEIX HIGH YIELD #RGCL	P	2010-01-01	2011-02-23
14,393 613 SHS RIDGEWORTH FD-SEIX HIGH YIELD #RGCL	P	2010-01-01	2011-09-20

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
11,203 271 SHS RIDGEWORTH FD-SEIX FLT HGH INCM #RGCJ	P	2010-01-01	2011-09-20
2,534 642 SHS RIDGEWORTH FD-SEIX FLT HGH INCM #RGCJ	P	2010-01-01	2011-10-25
1,403 892 SHS RIDGEWORTH FD-LTD MTG SECS #RGCM	P	2010-01-01	2011-06-14
1,639 344 SHS RIDGEWORTH FD-LTD MTG SECS #RGCM	P	2010-01-01	2011-10-25
CAPITAL GAINS DIVIDENDS	P		

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
861,189		6,100	855,089
943,950		6,459	937,491
348,041		8,031	340,010
20,417		20,137	280
185,187		175,675	9,512
855,275		6,706	848,569
433,318		2,775	430,543
1,316,452		75,361	1,241,091
284,716		301,000	-16,284
250,000		245,520	4,480
250,000		245,076	4,924
41,725		46,957	-5,232
265,373		227,436	37,937
75,150		82,487	-7,337
880,903		850,478	30,425
1,283,757		1,231,520	52,237
31,750		36,959	-5,209
35,775		35,378	397
53,600		54,115	-515
748,000		762,407	-14,407
29,350		29,450	-100
14,000		13,868	132
70,900		71,820	-920
115,739		46,474	69,265
56,450		60,376	-3,926
408,562		374,535	34,027
35,013		36,812	-1,799
128,950		130,477	-1,527
147,000		137,026	9,974
135,876		131,593	4,283

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
95,900		101,612	-5,712
21,950		22,964	-1,014
15,148		14,859	289
18,000		17,388	612
125,309			125,309

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			855,089
			937,491
			340,010
			280
			9,512
			848,569
			430,543
			1,241,091
			-16,284
			4,480
			4,924
			-5,232
			37,937
			-7,337
			30,425
			52,237
			-5,209
			397
			-515
			-14,407
			-100
			132
			-920
			69,265
			-3,926
			34,027
			-1,799
			-1,527
			9,974
			4,283


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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-5,712
			-1,014
			289
			612
			125,309

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
FAUQUIER ASPCA INCPO BOX 733 WARRENTON,VA 20188	NONE		ANIMAL WELFARE/HUMANE	3,000
MARION DUPONT SCOTT EQUINE CENTERPO BOX 1938 LEESBURG,VA 20177	NONE		ANIMAL WELFARE/HUMANE	5,000
MIDDLEBURG HUMANE FOUNDATIONPO BOX 1238 MIDDLEBURG,VA 20188	NONE		ANIMAL WELFARE/HUMANE	10,000
THE PIEDMONT SYMPHONYPO BOX 509 WARRENTON,VA 20188	NONE		ARTS	5,000
FLAGLER COLLEGEPO BOX 1027 ST AUGUSTINE,FL 32085	NONE		EDUCATION	50,000
HIGHLAND SCHOOL597 BROADVIEW AVENUE WARRENTON,VA 20186	NONE		EDUCATION	54,000
HILL SCHOOL PA717 E HIGH STREET POTTSTOWN,PA 19464	NONE		EDUCATION	10,000
HILL SCHOOL VAPO BOX 65 MIDDLEBURG,VA 20118	NONE		EDUCATION	1,000
LORD FAIRFAX COMMUNITY COLLEGE EDUCATION FOUNDATION INCPO BOX 47 MIDDLETOWN,VA 22645	NONE		EDUCATION	3,000
THE COMMUNITY MUSIC SCHOOL OF THE PIEDMONTPO BOX 442 UPPERVILLE,VA 20185	NONE		EDUCATION	1,500
TIMBER RIDGE SCHOOLPO BOX 3160 WINCHESTER,VA 22604	NONE		EDUCATION	5,000
VIRGINIA UNION UNIVERSITY 1500 N LOMBARDY STREET RICHMOND,VA 23220	NONE		EDUCATION	1,000
MIDDLEBURG ACADEMY35321 NOTRE DAME LANE MIDDLEBURG,VA 20117	NONE		EDUCATION	5,000
PIEDMONT ENVIRONMENTAL COUNCILPO BOX 460 WARRENTON,VA 20188	NONE		ENVIRONMENTAL PROTECTION	1,000
THE LAND TRUST OF VIRGINIAPO BOX 14 MIDDLEBURG,VA 20118	NONE		ENVIRONMENTAL PROTECTION	2,500
ANGEL FLIGHT4620 HAYGOOD ROAD SUITE 1 VIRGINIA BEACH,VA 23455	NONE		FIRE & RESCUE	2,500
MARSHALL FIRE COMPANYPPO BOX 207 MARSHALL,VA 20116	NONE		FIRE & RESCUEFIRE & RESCUE	11,000
COPLÉ DISTRICT VOLUNTEER FIRE DEPARTMENTPO BOX 51 KINSALE,VA 22488	NONE		FIRE & RESCUE	11,000
MARSHALL RESCUE SQUADPO BOX 225 MARSHALL,VA 20116	NONE		FIRE & RESCUE	11,000
MIDDLEBURG FIRE & RESCUEPO BOX 265 MIDDLEBURG,VA 20118	NONE		FIRE & RESCUE	11,000
ORLEAN FIRE & RESCUEPO BOX 15 ORLEAN,VA 20128	NONE		FIRE & RESCUE	11,000
THE PLAINS FIRE & RESCUEPO BOX 93 THE PLAINS,VA 20198	NONE		FIRE & RESCUE	11,000
UPPERVILLE FIRE CO9167 JOHN S MOSBY HIGHWAY UPPERVILLE,VA 20186	NONE		FIRE & RESCUE	11,000
WARRENTON VOLUNTEER FIRE DEPARTMENT167 W SHIRLEY AVENUE WARRENTON,VA 20186	NONE		FIRE & RESCUE	11,000
BOARD OF EDUCATION LIBERTY HALLPO BOX 128 KENANSVILLE,NC 28349	NONE		HISTORICAL PRESERVATION	2,500
BUCHANAN HALLPO BOX 450 UPPERVILLE,VA 20185	NONE		HISTORICAL PRESERVATION	1,000
FAUQUIER HERITAGE & PRESERVATIONPO BOX 594 MARSHALL,VA 20116	NONE		HISTORICAL PRESERVATION	1,000
FLAGLER MUSEUMPO BOX 969 PALM BEACH,FL 33480	NONE		HISTORICAL PRESERVATION	25,000
FOUNDATION OF THE STATE ARBORETUM400 BLANDY FARM LANE BOYCE,VA 22620	NONE		HISTORICAL PRESERVATION	2,500
FRIENDS OF WESTONANTIQUARIAN SOCIETY PO BOX 239 WARRENTON,VA 20188	NONE		HISTORICAL PRESERVATION	2,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
MOSBY HERITAGE AREAPO BOX 1497 MIDDLEBURG,VA 20118	NONE		HISTORICAL PRESERVATION	2,500
MUSEUM OF THE SHENANDOAH VALLEY901 AMHERST STREET WINCHESTER,VA 22601	NONE		HISTORICAL PRESERVATION	5,000
RE LEE MEMORIALSTRATFORD HALL PLANTATION483 GREAT HOUSE ROAD STRATFORD,VA 22558	NONE		HISTORICAL PRESERVATION	2,000
SALEM MUSEUM801 W MAIN STREET SALEM,VA 24153	NONE		HISTORICAL PRESERVATION	2,500
FAUQUIER FREE CLINICPO BOX 3138 WARRENTON,VA 20188	NONE		MEDICAL	10,000
FAUQUIER HOSPITAL FOUNDATION 356 HOSPITAL DRIVE WARRENTON,VA 20186	NONE		MEDICAL	5,000
HOSPICE OF THE RAPIDANPO BOX 1715 CULPEPER,VA 22701	NONE		MEDICAL	10,000
HOSPICE FAUQUIER COUNTY42 N 5TH STREET WARRENTON,VA 20186	NONE		MEDICAL	2,500
BOY SCOUT TROOP #177PO BOX 897 MARSHALL,VA 20116	NONE		SOCIAL SERVICES	2,000
BOYS & GIRLS CLUB OF FAUQUIER9 NORTH 3RD STREET SUITE 100 WARRENTON,VA 20186	NONE		SOCIAL SERVICES	5,000
CANINE COMPANIONSPO BOX 205 FARMINGDALE,NY 11735	NONE		SOCIAL SERVICES	5,000
FAMILY SHELTER SERVICESPO BOX 3599 WARRENTON,VA 20188	NONE		SOCIAL SERVICES	10,000
HABITAT FOR HUMANITYPO BOX 3189 WARRENTON,VA 20188	NONE		SOCIAL SERVICES	5,000
LEEDS RURITAN CLUBPO BOX 12 HUME,VA 22639	NONE		SOCIAL SERVICES	1,000
MARSHALL RURITANPO BOX 262 MARSHALL,VA 20116	NONE		SOCIAL SERVICES	1,000
MARSHALL UNITED METHODIST PRESCHOOLPO BOX 144 MARSHALL,VA 20116	NONE		SOCIAL SERVICES	3,000
MIDDLEBURG COMMUNITY CENTER PO BOX 265 MIDDLEBURG,VA 20118	NONE		SOCIAL SERVICES	6,800
NORTHERN VA 4-H600 4-H CENTER DRIVE FRONT ROYAL,VA 22630	NONE		SOCIAL SERVICES	1,000
PIEDMONT CHILD CAREPO BOX 244 UPPERVILLE,VA 20185	NONE		SOCIAL SERVICES	5,000
RAINBOW CENTER 4-H THERAPEUTIC EQUES8033 ASHTON AVENUE SUITE 105 MANASSAS,VA 20109	NONE		SOCIAL SERVICES	1,000
SALVATION ARMYPO BOX 47 LEESBURG,VA 20178	NONE		SOCIAL SERVICES	2,000
SEVEN LOAVES SERVICESPO BOX 1924 MIDDLEBURG,VA 20118	NONE		SOCIAL SERVICES	10,000
THE PLAINS COMMUNITY LEAGUE PO BOX 432 THE PLAINS,VA 20198	NONE		SOCIAL SERVICES	8,000
VERDUN ADVENTURE BOUND16436 CARPE DIEM DRIVE RIXEYVILLE,VA 22737	NONE		SOCIAL SERVICES	5,000
VIRGINIA HOME FOR BOYS8716 W BROAD STREET RICHMOND,VA 23294	NONE		SOCIAL SERVICES	5,000
VSGA FOUNDATION600 FOUNDERS BRIDGE BLVD MIDLOTHIAN,VA 23113	NONE		SOCIAL SERVICES	2,500
WARRENTON RURITAN CLUBPO BOX 1074 WARRENTON,VA 20188	NONE		SOCIAL SERVICES	500
NAVY SEAL FOUNDATION1619 D STREET BLDG5236 VIRGINIA BEACH,VA 23459	NONE		SOCIAL SERVICES	2,500
FAUQUIER COUNTY FOOD BANK249 SHIRLEY AVENUE WARRENTON,VA 20186	NONE		SOCIAL SERVICES	10,000
Total  3a				412,300

TY 2011 Accounting Fees Schedule

Name: WISE FOUNDATION

EIN: 54-1942771

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	7,585	3,793		3,792

TY 2011 Investments - Other Schedule

Name: WISE FOUNDATION
 EIN: 54-1942771

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
135,351.538 SHS FORUM FDS ABSOLUTE STRATEGIES FD INSTL CL	AT COST	1,467,641	1,495,634
24,969.717 SHS GOLDMAN SACHS TR GROWTH OPPORTUNITIES FD INSTL CL	AT COST	488,638	551,331
37,006.974 SHS HARBOR FD CAP APPRECIATION FD INSTL CL	AT COST	1,264,866	1,365,557
37,674.383 SHS HARTFORD MUT FDS DIVIDEND & GROWTH FD CL Y	AT COST	706,230	721,088
53,621.462 SHS PIMCO FDS PAC INVT MGMT SER INVT GRADE CORP BD FD INSTL CL	AT COST	563,253	554,982
45,954.567 SHS ABERDEEN FDS EQUITY LONG SHORT FD INSTL CL	AT COST	505,084	512,853
14,373.093 SHS ADVISORS INNER CIRCLE FD CAMBIAR SMALL CAP FD INSTL CL	AT COST	272,126	242,186
31,936.773 SHS LEGG MASON GLOBAL TR BATTERYMARCH EMERGING MKTS TR INSTL	AT COST	606,943	600,731
48,615.269 SHS MFS FDS RESEARCH INTL FD INSTL CL	AT COST	645,593	667,488
40,860.654 SHS PIMCO FDS COMMODITY REALRETURN STRATEGY INSTL	AT COST	319,940	267,229
31,860.098 SHS PIMCO FDS TOTAL RETURN FD INSTL CL	AT COST	344,373	346,319
58,014.909 SHS T ROWE PRICE FDS LARGE-CAP GROWTH FD INSTL CL	AT COST	946,137	935,200
95,613.849 SHS RIDGEWORTH FD-TOTAL RETURN BD I SHS #RGCP	AT COST	967,037	1,030,717
77,676.195 SHS RIDGEWORTH FD-LARGECAP VALUE EQUITY I SHS #RGD4	AT COST	872,609	966,292
15,756.217 SHS RIDGEWORTH FD-SEIX FLTG RT HIGH INCM I SHS #RGCJ	AT COST	142,484	136,291
21,645.817 SHS RIDGEWORTH FD-LTD TERM FED MTG SECS I SHS #RGCM	AT COST	227,752	239,619
200,898.129 SHS FEDERATED EQUITY FDS STRATEGIC VALUE FD CL INSTL	AT COST	923,550	976,365
1 SH CLASS ACTION PENDING COMPUTER ASSOCIATES RESTITUTION FUND	AT COST	1	0
1 SH CLASS ACTION PENDING TENET HEALTHCARE	AT COST	1	0
1 SH CLASS ACTION PENDING AOL/TIME WARNER	AT COST	1	0
87,961.481 SHS MANNING & NAPIER FDS WORLD OPPTYS SER CL A	AT COST	641,379	583,185
27,061.156 SHS NEUBERGER BERMAN INCOME FDS HIGH INCOME BD FD CL INSTL	AT COST	240,826	241,115
32,069.9 SHS TEMPLETON INCOME TR GLOBAL BD FD ADVISOR CL	AT COST	430,984	396,705
39,758.855 SHS PIMCO LOW DURATION FD INSTL CL	AT COST	412,986	409,119

TY 2011 Other Expenses Schedule

Name: WISE FOUNDATION

EIN: 54-1942771

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OFFICE EXPENSES/POSTAGE	70	35		35
ANNUAL REGISTRATION FEE	25	12		13

TY 2011 Other Income Schedule**Name:** WISE FOUNDATION**EIN:** 54-1942771

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
LITIGATION PROCEEDS - ENRON CLASS ACTION	1,348	1,348	1,348
LITIGATION PROCEEDS - MEYERS CLASS ACTION	205	205	205
LITIGATION PROCEEDS - VERITAS CLASS ACTION	44	44	44
LITIGATION PROCEEDS - ROYAL DUTCH SHELL CLASS ACTION	33	33	33
LITIGATION PROCEEDS - MOTOROLA SEC CLASS ACTION	27	27	27
LITIGATION PROCEEDS - MAXIM INTEGRATED PRODS CLASS ACTION	181	181	181
LITIGATION PROCEEDS - COMVERSE TECH CLASS ACTION	886	886	886

TY 2011 Other Professional Fees Schedule

Name: WISE FOUNDATION

EIN: 54-1942771

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	36,730	36,730		0

TY 2011 Substantial Contributors Schedule

Name: WISE FOUNDATION

EIN: 54-1942771

Name	Address
MARY LF WILEY ESTATE	PO BOX 1320 RICHMOND,VA 23218

TY 2011 Taxes Schedule**Name:** WISE FOUNDATION**EIN:** 54-1942771

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL TAXES	923	462		461
FEDERAL EXCISE TAXES	8,441	0		0