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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

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation WISE FOUNDATION		A Employer identification number 54-1942771	
Number and street (or P O box number if mail is not delivered to street address) PO BOX 557		B Telephone number (see instructions) (540) 364-2470	
City or town, state, and ZIP code MARSHALL, VA 201160557		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 18,673,657		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) <u> </u> (Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(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)	4,249,715			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	162	162		
	4 Dividends and interest from securities.	270,013	270,013		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	547,120			
	b Gross sales price for all assets on line 6a _____ 5,517,395				
	7 Capital gain net income (from Part IV , line 2)		547,120		
	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)	 688	688		
	12 Total. Add lines 1 through 11	5,067,698	817,983		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages	14,000	7,000		7,000
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	 6,795	3,398		3,397
	c Other professional fees (attach schedule)	 41,421	41,421		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	 129,978	535		536
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	 144	74		70
	24 Total operating and administrative expenses. Add lines 13 through 23	192,338	52,428		11,003
	25 Contributions, gifts, grants paid	546,500			546,500
	26 Total expenses and disbursements. Add lines 24 and 25	738,838	52,428		557,503
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	4,328,860			
	b Net investment income (if negative, enter -0-)		765,555		
	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	11,501	14,185	14,185
	2	Savings and temporary cash investments	331,352	1,163,967	1,163,967
	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 page 15 of the 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)			
	c	Investments—corporate bonds (attach schedule).			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	12,990,434	16,483,995	17,495,505
	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)	13,333,287	17,662,147	18,673,657	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	13,333,287	17,662,147	
	30	Total net assets or fund balances (see page 17 of the instructions)	13,333,287	17,662,147	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	13,333,287	17,662,147	

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 13,333,287
2	Enter amount from Part I, line 27a	2 4,328,860
3	Other increases not included in line 2 (itemize) ▶ _____	3 0
4	Add lines 1, 2, and 3	4 17,662,147
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 17,662,147

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			(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	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	547,120
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 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))
2011	422,601	13,258,697	0 031873
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


2	Total of line 1, column (d).	2	0 224476
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 044895
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	15,389,698
5	Multiply line 4 by line 3.	5	690,920
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	7,656
7	Add lines 5 and 6.	7	698,576
8	Enter qualifying distributions from Part XII, line 4.	8	557,503

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 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	15,311
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	15,311
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	15,311
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	30,000	
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	30,000
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	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	14,689
11		Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 14,689	Refunded <input type="checkbox"/>	11	0

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 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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses 	10	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 instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶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 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
See 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 2012?.	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2012 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 2012.</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 2012?	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))?		<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)?		5b		
Organizations relying on a current notice regarding disaster assistance check here.		<input checked="" 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	
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?		<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?		6b No		
If "Yes" to 6b, file Form 8870.				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?		<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		

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
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 instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

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

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

Part IX-A

Summary of Direct Charitable Activities

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

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See 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 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	15,603,143
b	Average of monthly cash balances.	1b	20,916
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	15,624,059
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	15,624,059
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	234,361
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	15,389,698
6	Minimum investment return. Enter 5% of line 5.	6	769,485

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	769,485
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	15,311
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	15,311
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	754,174
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	754,174
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	754,174

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	557,503
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	557,503
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	557,503
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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				754,174
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			546,160	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 557,503				
a Applied to 2011, but not more than line 2a			546,160	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2012 distributable amount.				11,343
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				742,831
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . . .	0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	0			
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . .				
c Excess from 2010. . . .				
d Excess from 2011. . . .				
e Excess from 2012. . . .				

Part XIVPrivate Operating Foundations (see instructions and Part VII-A, question 9)

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, 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) 2012	(b) 2011	(c) 2010	(d) 2009	
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 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 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	546,500
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 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	162	
4	Dividends and interest from securities. . . .			14	270,013	
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	688	
8	Gain or (loss) from sales of assets other than inventory			18	547,120	
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		817,983	0
13	Total. Add line 12, columns (b), (d), and (e).			13	817,983	

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

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) 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 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.		
	<div style="border-bottom: 1px solid black; height: 20px; margin-bottom: 5px;"></div> Signature of officer or trustee	<div style="border-bottom: 1px solid black; height: 20px; margin-bottom: 5px;"></div> Date	<div style="border-bottom: 1px solid black; height: 20px; margin-bottom: 5px;"></div> Title

May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input checked="checked" type="checkbox"/>	PTIN P00424965
	ALEXANDER D ECCARD CPA	ALEXANDER D ECCARD CPA			
	Firm's name <input type="checkbox"/>	YOUNT HYDE & BARBOUR PC 4405 COX ROAD SUITE 225		Firm's EIN <input type="checkbox"/> 54-1149263	
	Firm's address <input type="checkbox"/>	GLEN ALLEN, VA 23060		Phone no (804) 553-1900	

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)
34,979 254 SHS FORUM ABSOLUTE STRATEGIES-I	P	2011-01-01	2012-03-02
2,074 881 SHS GOLDMAN SACHS GROWTH OPPTYS-I	P	2011-01-01	2012-03-02
5,637 394 SHS HARBOR CAP APPRECIATION-I	P	2011-01-01	2012-12-17
13,808 263 SHS T ROWE PRICE INSTL LARGE-CAP GRWTH-I	P	2011-01-01	2012-12-17
31,936 773 SHS LEGG MASON BATTERYMRC EMRG MKTS-I	P	2011-01-01	2012-03-02
48,615 269 SHS MFS RESEARCH INTL-I	P	2011-01-01	2012-03-02
700 359 SHS PIMCO TOTAL RETURN-I	P	2011-01-01	2012-03-02
2,277 140 SHS PIMCO TOTAL RETURN-I	P	2011-01-01	2012-12-17
27,375 441 SHS PIMCO FOREIGN BD US\$ HEDGED-I	P	2011-01-01	2012-09-14
71,468 171 SHS PIMCO COMMODITY REALRTN STRATEGY-I	P	2011-01-01	2012-09-13
10,616 667 SHS TEMPLETON GLOBAL BD-ADV	P	2011-01-01	2012-03-02
22,255 332 SHS TEMPLETON GLOBAL BD-ADV	P	2011-01-01	2012-09-14
24,411 038 SHS RIDGEWORTH LARGECAP BALUE EQTY #RGD4	P	2011-01-01	2012-03-02
56,619 216 SHS RIDGEWORTH LARGECAP VALUE EQTY #RGD4	P	2011-01-01	2012-12-17
12,108 597 SHS RIDGEWORTH TOTAL RETURN BD #RGCP	P	2011-01-01	2012-12-17
20,244 733 SHS RIDGEWORTH SEIX FLT HIGH INCOME #RGCI	P	2011-01-01	2012-09-13
36 100 SHS RIDGEWORTH SEIX FLT HIGH INCOME #RGCI	P	2011-01-01	2012-10-12
873 717 SHS RIDGEWORTH LTD TERM MTG SECS #RGCM	P	2011-01-01	2012-03-02
21,067 122 SHS RIDGEWORTH LTD TERM MTG SECS #RGCM	P	2011-01-01	2012-09-13
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)
384,422		379,251	5,171
52,121		51,214	907
238,800		248,160	-9,360
260,700		268,463	-7,763
703,248		606,943	96,305
738,952		645,593	93,359
7,809		7,641	168
25,800		26,355	-555
307,152		293,536	13,616
520,288		534,743	-14,455
141,414		144,202	-2,788
298,221		297,103	1,118
329,549		304,678	24,871
812,486		614,659	197,827
133,800		134,314	-514
180,785		182,058	-1,273
323		322	1
9,707		9,328	379
236,584		221,712	14,872
135,234			135,234

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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			5,171
			907
			-9,360
			-7,763
			96,305
			93,359
			168
			-555
			13,616
			-14,455
			-2,788
			1,118
			24,871
			197,827
			-514
			-1,273
			1
			379
			14,872
			135,234

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
A FOREVER HOME PO BOX 22801 CHANTILLY,VA 20153	NONE		ANIMAL WELFARE/HUMANE	2,000
FAUQUIER ASPCA INC PO BOX 733 WARRENTON,VA 20188	NONE		ANIMAL WELFARE/HUMANE	3,000
MARION DUPONT SCOTT EQUINE CENTER PO BOX 1938 LEESBURG,VA 20177	NONE		ANIMAL WELFARE/HUMANE	5,000
MIDDLEBURG HUMANE FOUNDATION PO BOX 1238 MIDDLEBURG,VA 20188	NONE		ANIMAL WELFARE/HUMANE	5,000
VIRGINIA HORSE CENTER 487 MAURY RIVER ROAD LEXINGTON,VA 24450	NONE		ANIMAL WELFARE/HUMANE	50,000
A PLACE TO BE MUSIC THERAPY PO BOX 1472 MIDDLEBURG,VA 20118	NONE		ARTS	1,000
THE PIEDMONT SYMPHONY PO BOX 509 WARRENTON,VA 20188	NONE		ARTS	5,000
BRIDGEWATER COLLEGE 402 E COLLEGE STREET BOX 33 BRIDGEWATER,VA 22812	NONE		EDUCATION	5,000
THE COMMUNITY MUSIC SCHOOL OF THE PIEDMONT PO BOX 442 UPPERVILLE,VA 20185	NONE		EDUCATION	1,500
FLAGLER COLLEGE PO BOX 1027 ST AUGUSTINE,FL 32085	NONE		EDUCATION	52,500
HIGHLAND SCHOOL 597 BROADVIEW AVENUE WARRENTON,VA 20186	NONE		EDUCATION	54,000
HILL SCHOOL PA 717 E HIGH STREET POTTSTOWN,PA 19464	NONE		EDUCATION	10,000
HILL SCHOOL VA PO BOX 65 MIDDLEBURG,VA 20118	NONE		EDUCATION	10,000
LORD FAIRFAX COMMUNITY COLLEGE EDUCATION FOUNDATION INC PO BOX 47 MIDDLETOWN,VA 22645	NONE		EDUCATION	3,000
MIDDLEBURG ACADEMY 35321 NOTRE DAME LANE MIDDLEBURG,VA 20117	NONE		EDUCATION	5,000

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 <i>Paid during the year</i>				
TIMBER RIDGE SCHOOL PO BOX 3160 WINCHESTER,VA 22604	NONE		EDUCATION	5,000
VIRGINIA EPISCOPAL 400 VES ROAD LYNCHBURG,VA 24503	NONE		EDUCATION	50,000
VIRGINIA UNION UNIVERSITY 1500 N LOMBARDY STREET RICHMOND,VA 23220	NONE		EDUCATION	1,000
THE LAND TRUST OF VIRGINIA PO BOX 14 MIDDLEBURG,VA 20118	NONE		ENVIRONMENTAL PROTECTION	2,500
PIEDMONT ENVIRONMENTAL COUNCIL PO BOX 460 WARRENTON,VA 20188	NONE		ENVIRONMENTAL PROTECTION	1,000
VIRGINIA OUTDOORS FOUNDATION 39 GARRETT STREET SUITE 200 WARRENTON,VA 20186	NONE		ENVIRONMENTAL PROTECTION	3,000
ANGEL FLIGHT 4620 HAYGOOD ROAD SUITE 1 VIRGINIA BEACH,VA 23455	NONE		FIRE & RESCUE	2,500
COPLÉ DISTRICT VOLUNTEER FIRE DEPARTMENT PO BOX 51 KINSALE,VA 22488	NONE		FIRE & RESCUE	13,000
MARSHALL FIRE COMPANY PO BOX 207 MARSHALL,VA 20116	NONE		FIRE & RESCUEFIRE & RESCUE	13,000
MARSHALL RESCUE SQUAD PO BOX 225 MARSHALL,VA 20116	NONE		FIRE & RESCUE	13,000
MIDDLEBURG FIRE & RESCUE PO BOX 265 MIDDLEBURG,VA 20118	NONE		FIRE & RESCUE	13,000
ORLEAN FIRE & RESCUE PO BOX 15 ORLEAN,VA 20128	NONE		FIRE & RESCUE	13,000
THE PLAINS FIRE & RESCUE PO BOX 93 THE PLAINS,VA 20198	NONE		FIRE & RESCUE	13,000
UPPERVILLE FIRE CO 9167 JOHN S MOSBY HIGHWAY UPPERVILLE,VA 20186	NONE		FIRE & RESCUE	13,000
VIRGINIA AIRBORNE SEARCH & RESCUR 10503 WAKEMAN DRIVE MANASSAS,VA 20110	NONE		FIRE & RESCUE	2,500


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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
WARRENTON VOLUNTEER FIRE DEPARTMENT 167 W SHIRLEY AVENUE WARRENTON,VA 20186	NONE		FIRE & RESCUE	13,000
BOARD OF EDUCATION LIBERTY HALL PO BOX 128 KENANSVILLE,NC 28349	NONE		HISTORICAL PRESERVATION	2,500
BUCHANAN HALL PO BOX 450 UPPERVILLE,VA 20185	NONE		HISTORICAL PRESERVATION	1,000
FAUQUIER HERITAGE & PRESERVATION PO BOX 594 MARSHALL,VA 20116	NONE		HISTORICAL PRESERVATION	1,000
FLAGLER MUSEUM PO BOX 969 PALM BEACH,FL 33480	NONE		HISTORICAL PRESERVATION	15,000
FOUNDATION OF THE STATE ARBORETUM 400 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
MIDDLEBURG LIBRARY PO BOX 1823 MIDDLEBURG,VA 20118	NONE		HISTORICAL PRESERVATION	15,000
MOSBY HERITAGE AREA PO BOX 1497 MIDDLEBURG,VA 20118	NONE		HISTORICAL PRESERVATION	2,500
MUSEUM OF THE SHENANDOAH VALLEY 901 AMHERST STREET WINCHESTER,VA 22601	NONE		HISTORICAL PRESERVATION	2,500
RE LEE MEMORIALSTRATFORD HALL PLANTATION 483 GREAT HOUSE ROAD STRATFORD,VA 22558	NONE		HISTORICAL PRESERVATION	2,000
SALEM MUSEUM 801 W MAIN STREET SALEM,VA 24153	NONE		HISTORICAL PRESERVATION	2,500
WINDY HILL FOUNDATION PO BOX 1593 MIDDLEBURG,VA 20118	NONE		HISTORICAL PRESERVATION	2,000
FAUQUIER FREE CLINIC PO BOX 3138 WARRENTON,VA 20188	NONE		MEDICAL	10,000
FAUQUIER HOSPITAL FOUNDATION 356 HOSPITAL DRIVE WARRENTON,VA 20186	NONE		MEDICAL	5,000

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 <i>Paid during the year</i>				
HOSPICE FAUQUIER COUNTY 42 N 5TH STREET WARRENTON,VA 20186	NONE		MEDICAL	2,500
HOSPICE OF THE RAPIDAN PO BOX 1715 CULPEPER,VA 22701	NONE		MEDICAL	5,000
EMMANUEL EPISCOPAL CHURCH PO BOX 126 DELAPLANE,VA 20144	NONE		RELIGION	1,000
BOULDER CREST RETREAT PO BOX 117 BLUEMONT,VA 20135	NONE		SOCIAL SERVICES	5,000
BOYS & GIRLS CLUB OF FAUQUIER 9 NORTH 3RD STREET SUITE 100 WARRENTON,VA 20186	NONE		SOCIAL SERVICES	5,000
BOY SCOUTS OF AMERICA PO BOX 337 MARSHALL,VA 20116	NONE		SOCIAL SERVICES	1,500
BOY SCOUT TROOP #177 PO BOX 897 MARSHALL,VA 20116	NONE		SOCIAL SERVICES	2,000
CANINE COMPANIONS PO BOX 205 FARMINGDALE,NY 11735	NONE		SOCIAL SERVICES	5,000
FAMILY SHELTER SERVICES PO BOX 3599 WARRENTON,VA 20188	NONE		SOCIAL SERVICES	10,000
FAUQUIER COUNTY FOOD BANK 249 SHIRLEY AVENUE WARRENTON,VA 20186	NONE		SOCIAL SERVICES	10,000
HABITAT FOR HUMANITY PO BOX 3189 WARRENTON,VA 20188	NONE		SOCIAL SERVICES	5,000
LEEDS RURITAN CLUB PO BOX 12 HUME,VA 22639	NONE		SOCIAL SERVICES	1,000
MARSHALL RURITAN PO BOX 262 MARSHALL,VA 20116	NONE		SOCIAL SERVICES	1,000
MARSHALL UNITED METHODIST PRESCHOOL PO BOX 144 MARSHALL,VA 20116	NONE		SOCIAL SERVICES	3,000
MIDDLEBURG COMMUNITY CENTER PO BOX 265 MIDDLEBURG,VA 20118	NONE		SOCIAL SERVICES	5,000

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 <i>Paid during the year</i>				
NAVY SEAL FOUNDATION 1619 D STREET BLDG5236 VIRGINIA BEACH,VA 23459	NONE		SOCIAL SERVICES	2,500
NORTHERN VA 4-H 600 4-H CENTER DRIVE FRONT ROYAL,VA 22630	NONE		SOCIAL SERVICES	1,000
PIEDMONT CHILD CARE PO BOX 244 UPPERVILLE,VA 20185	NONE		SOCIAL SERVICES	5,000
RAINBOW CENTER 4-H THERAPEUTIC EQUES 8033 ASHTON AVENUE SUITE 105 MANASSAS,VA 20109	NONE		SOCIAL SERVICES	1,000
SALVATION ARMY PO BOX 47 LEESBURG,VA 20178	NONE		SOCIAL SERVICES	2,000
SEVEN LOAVES SERVICES PO BOX 1924 MIDDLEBURG,VA 20118	NONE		SOCIAL SERVICES	5,000
THE PLAINS COMMUNITY LEAGUE PO BOX 432 THE PLAINS,VA 20198	NONE		SOCIAL SERVICES	5,000
VERDUN ADVENTURE BOUND 16436 CARPE DIEM DRIVE RIXEYVILLE,VA 22737	NONE		SOCIAL SERVICES	5,000
VIRGINIA HOME FOR BOYS 8716 W BROAD STREET RICHMOND,VA 23294	NONE		SOCIAL SERVICES	5,000
VSGA FOUNDATION 600 FOUNDERS BRIDGE BLVD MIDLOTHIAN,VA 23113	NONE		SOCIAL SERVICES	2,500
WARRENTON AQUATIC 800 WATERLOO ROAD WARRENTON,VA 20186	NONE		SOCIAL SERVICES	1,000
WARRENTON RURITAN CLUB PO BOX 1074 WARRENTON,VA 20188	NONE		SOCIAL SERVICES	500
Total  3a				546,500

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

2012

Name of the 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, 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 WISE FOUNDATION	Employer identification number 54-1942771
--	---

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
<u>1</u>	THE FLAGLER FOUNDATION PO BOX 14624 RICHMOND, VA 23221	\$ 4,249,715	Person <input checked="" 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
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____

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

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total 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>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
<div></div> <div></div>		<div></div> <div></div> <div></div>	

(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>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
<div></div> <div></div>		<div></div> <div></div> <div></div>	

(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>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
<div></div> <div></div>		<div></div> <div></div> <div></div>	

(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>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
<div></div> <div></div>		<div></div> <div></div> <div></div>	

TY 2012 Accounting Fees Schedule

Name: WISE FOUNDATION

EIN: 54-1942771

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	6,795	3,398		3,397

TY 2012 Investments - Other Schedule

Name: WISE FOUNDATION
EIN: 54-1942771

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
117,274.257 SHS FORUM FDS ABSOLUTE STRATEGIES FD INSTL CL	AT COST	1,277,406	1,299,399
25,619.779 SHS GOLDMAN SACHS TR GROWTH OPPORTUNITIES FD INSTL CL	AT COST	504,854	633,065
39,597.251 SHS HARBOR FD CAP APPRECIATION FD INSTL CL	AT COST	1,376,150	1,683,675
58,830.731 SHS HARTFORD MUT FDS DIVIDEND & GROWTH FD CL Y	AT COST	1,157,246	1,230,151
55,855.603 SHS ABERDEEN FDS EQUITY LONG SHORT FD INSTL CL	AT COST	619,510	640,664
19,859.196 SHS ADVISORS INNER CIRCLE FD CAMBIAR SMALL CAP FD INSTL CL	AT COST	373,783	373,750
37,630.505 SHS PIMCO FDS TOTAL RETURN FD INSTL CL	AT COST	411,063	422,967
89,339.102 SHS T ROWE PRICE FDS LARGE-CAP GROWTH FD INSTL CL	AT COST	1,527,345	1,686,722
116,830.603 SHS RIDGEWORTH FD-TOTAL RETURN BD I SHS #RGCP	AT COST	1,199,793	1,269,949
327,966.548 SHS FEDERATED EQUITY FDS STRATEGIC VALUE FD CL INSTL	AT COST	1,557,608	1,636,553
1 SH CLASS ACTION PENDING COMPUTER ASSOCIATES RESTITUTION FUND	AT COST	1	0
2 SHS CLASS ACTION PENDING TENET HEALTHCARE	AT COST	2	0
239,616.024 SHS MANNING & NAPIER FDS WORLD OPPTYS SER CL A	AT COST	1,802,912	1,857,024
59,675.461 SHS NEUBERGER BERMAN INCOME FDS HIGH INCOME BD FD CL INSTL	AT COST	550,646	565,723
53,825.315 SHS PIMCO FDS LOW DURATION FD INSTL CL	AT COST	561,485	565,704
37,581.322 SHS OPPENHEIMER FDS DEVELOPING MKTS INSTL FD CL Y	AT COST	1,270,651	1,310,837
44,583.710 SHS WASATCH FDS LONG/SHORT FD	AT COST	624,492	621,051
37,380.991 SHS DOUBLELINE DFS TR TOTAL RETURN BD FD CL I	AT COST	425,998	423,527
63,604.937 SHS PIMCO FDS INVT GRADE CORP BD FD INSTL CL	AT COST	674,424	707,287
25,939.348 SHS PIMCO FDS EMERGING LOCAL BD FD INSTL CL	AT COST	283,411	284,814
13,523.599 SHS VANGUARD SCOTTSDALE FDS MTG-BACKED SECS INDEX FD CL SIGNAL	AT COST	285,207	282,643
1 SH CLASS ACTION PENDING FEDERAL HOME LOAN MTG CORP	AT COST	1	0
1 SH CLASS ACTION PENDING KING PHARMACEUTICALS	AT COST	1	0
1 SH CLASS ACTION PENDING MERRILL LYNCH/TYCO	AT COST	1	0
1 SH CLASS ACTION PENDING ENRON CORP	AT COST	1	0
1 SH CLASS ACTION PENDING CAREER EDUCATION	AT COST	1	0
1 SH CLASS ACTION PENDING AMERICAN INTL GROUP	AT COST	1	0
1 SH CLASS ACTION PENDING MOTOROLA	AT COST	1	0
1 SH CLASS ACTION PENDING DELL INC	AT COST	1	0

TY 2012 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	116	58		58
ANNUAL REGISTRATION FEE	25	13		12
MISCELLANEOUS	3	3		0

TY 2012 Other Income Schedule**Name:** WISE FOUNDATION**EIN:** 54-1942771

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
LITIGATION PROCEEDS - MAXIM INTEGRATED PRODS CLASS ACTION	12	12	12
LITIGATION PROCEEDS - COMVERSE TECH CLASS ACTION	527	527	527
LITIGATION PROCEEDS - MICRON TECH INC SEC LITIGATION	149	149	149

TY 2012 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	41,421	41,421		0

TY 2012 Substantial Contributors Schedule

Name: WISE FOUNDATION

EIN: 54-1942771

Name	Address
THE FLAGLER FOUNDATION	PO BOX 14624 RICHMOND,VA 23221

TY 2012 Taxes Schedule**Name:** WISE FOUNDATION**EIN:** 54-1942771

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL TAXES	1,071	535		536
FEDERAL EXCISE TAXES	128,907	0		0