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Form 990-PF

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

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Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

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 or province, country, and ZIP or foreign postal code MARSHALL, VA 201160557		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 20,813,805		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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 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)	26,182			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	217	217		
	4 Dividends and interest from securities.	305,383	305,383		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	1,475,799			
	b Gross sales price for all assets on line 6a 11,459,847				
	7 Capital gain net income (from Part IV, line 2) . . .		1,475,799		
	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)	363	363		
	12 Total. Add lines 1 through 11	1,807,944	1,781,762		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages	18,000	9,000		9,000
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	4,950	2,475		2,475
	c Other professional fees (attach schedule)	53,121	53,121		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	2,288	689		688
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	182	91		91
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	78,541	65,376		12,254
	25 Contributions, gifts, grants paid	758,000			758,000
	26 Total expenses and disbursements. Add lines 24 and 25	836,541	65,376		770,254
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	971,403			
	b Net investment income (if negative, enter -0-)		1,716,386		
	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	14,185	20,890	20,890
	2	Savings and temporary cash investments	1,163,967	247,482	247,482
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	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)	16,483,995	18,365,178	20,545,433
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
Liabilities	15	Other assets (describe ▶ _____)			
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	17,662,147	18,633,550	20,813,805
	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)			
Net Assets or Fund Balances	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	0	0	
		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	17,662,147	18,633,550	
	30	Total net assets or fund balances (see page 17 of the instructions)	17,662,147	18,633,550	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	17,662,147	18,633,550	

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	17,662,147
2	Enter amount from Part I, line 27a	2	971,403
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	18,633,550
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	18,633,550

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) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a See Additional Data Table			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	1,475,799
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))
2012	557,503	15,389,698	0 036226
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

2 Total of line 1, column (d).	2	0 218115
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 043623
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	19,491,610
5 Multiply line 4 by line 3.	5	850,283
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	17,164
7 Add lines 5 and 6.	7	867,447
8 Enter qualifying distributions from Part XII, line 4.	8	770,254

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


Part VI

Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see 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	34,328
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	34,328
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	34,328
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	15,600
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	15,600
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	18,728
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 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A

Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	Yes	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)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>	1b		No
c	Did the foundation file Form 1120-POL for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <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? <i>If "Yes," attach a detailed description of the activities.</i>	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? <i>If "Yes," attach a conformed copy of the changes</i>	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? <i>If "Yes," attach the statement required by General Instruction T.</i>	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? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	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? <i>If "No," attach explanation.</i>	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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9		No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i> 	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	15		
16	At any time during calendar year 2013, 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 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?		Yes	No
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?		Yes	No
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?		Yes	No
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?		Yes	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)?		Yes	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).		Yes	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.	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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? 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?			
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.).	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 2013?	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 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 instructions)?

5b

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?

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?

☐ Yes ☒ 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 2 00	0	0	0
MILLWAY FARM 10638 CREST HILL ROAD MARSHALL, VA 22115				
LEWIS S WILEY	VICE PRES/DIRECTOR 2 00	0	0	0
GORDONSDALE FARM PO BOX Y THE PLAINS, VA 22171				

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	19,772,194
b	Average of monthly cash balances.	1b	16,243
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	19,788,437
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	19,788,437
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	296,827
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	19,491,610
6	Minimum investment return. Enter 5% of line 5.	6	974,581

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	974,581
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	34,328
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	34,328
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	940,253
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	940,253
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	940,253

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	770,254
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	770,254
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	770,254
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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				940,253
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			742,831	
b Total for prior years 20__, 20__, 20__		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.				34,375
b From 2009.				16,408
c From 2010.				13,541
d From 2011.				16,539
e From 2012.				111,222
f Total of lines 3a through e.	192,085			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 770,254				
a Applied to 2012, but not more than line 2a			742,831	
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 2013 distributable amount.				27,423
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	192,085			192,085
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 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				720,745
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 2008 not applied on line 5 or line 7 (see instructions). . . .	0			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . .				
c Excess from 2011. . . .				
d Excess from 2012. . . .				
e Excess from 2013. . . .				

Part XIV

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling. . . .

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

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

■ 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))

• 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	758,000
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)

Part XVII

Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

1

Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

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.

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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.

Signature of officer or trustee

2014-05-12

Date

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

ALEXANDER D ECCARD CPA

Preparer's Signature

Date

Check if self-employed

PTIN

P00424965

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

Form 990-PF (2013)

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)
1,687 SHS ISHARES BARCLAYS 3-7 YEAR ETF	P	2011-01-01	2013-08-06
5,162 636 SHS ABERDEEN-EQY LONG SHORT-IN	P	2011-01-01	2013-03-28
11,100 432 SHS CAMBIAR SMALL CAP-INS	P	2011-01-01	2013-03-27
9,041 394 SHS EATON VANCE FLOATING RATE-I	P	2011-01-01	2013-08-06
161,824 953 SHS FEDERATED STRATEGIC VAL DIV IS	P	2011-01-01	2013-03-27
9,706 406 SHS ABSOLUTE STRATEGIES FUND I	P	2011-01-01	2013-03-28
25,619 779 SHS GOLDMAN SACHS FRTH OPPOR-INS	P	2011-01-01	2013-03-27
756 208 SHS GOLDMAN SACHS LOC EMG MK-I	P	2011-01-01	2013-08-06
39,597 251 SHS HARBOR CAP APPRECIATION FUND-INST	P	2011-01-01	2013-03-27
58,830 731 SHS HARTFORD DIVIDEND AND GROWTH FUND-Y	P	2011-01-01	2013-03-27
24,858 758 SHS T ROWE PRICE INST L/C GRWTH	P	2011-01-01	2013-10-16
25,509 05 SHS JOHN HANCOCK III DISCPLN V-I	P	2011-01-01	2013-10-16
43,736 578 SHS JPMORGAN U S EQUITY FUND-INST	P	2011-01-01	2013-10-16
10,716 049 SHS MANNING & NAPIER WORLD OPPOR	P	2011-01-01	2013-03-27
11,899 792 SHS NEUBERGER BERMAN HI IN B-INS	P	2011-01-01	2013-03-27
49,623 091 SHS NEUBERGER BERMAN HI IN B-INS	P	2011-01-01	2013-08-06
48 288 SHS NEUBERGER BERMAN HI IN B-INS	P	2011-01-01	2013-09-20
2,085 362 SHS OPPENHEIMER DEVELOPING MKT-Y	P	2011-01-01	2013-03-27
3,460 621 SHS OPPENHEIMER DEVELOPING MKT-Y	P	2011-01-01	2013-10-16
53,995 395 SHS PIMCO LOW DURATION FUND-INST	P	2011-01-01	2013-03-27
58,448 404 SHS PIMCO TOTAL RETURN FUND-INST	P	2011-01-01	2013-08-06
14,138 241 SHS PIMCO INVESTMENT GRD CORP-IN	P	2011-01-01	2013-03-27
26,723 105 SHS VANGUARD M/B SECUR INDX-SIG	P	2011-01-01	2013-08-06
4,727 511 SHS WASATCH LONG/SHORT FUND-INS	P	2011-01-01	2013-03-27
117,331 69 SHS RIDGEWORTH TOTAL RETURN BD #RGCP	P	2011-01-01	2013-03-27
122 129 SHS RIDGEWORTH TOTAL RETURN BD #RGCP	P	2011-01-01	2013-08-06
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)
203,786		208,597	-4,811
61,900		59,921	1,979
231,000		211,241	19,759
83,000		83,185	-185
869,000		796,344	72,656
109,100		108,658	442
687,379		504,854	182,525
6,700		7,384	-684
1,792,172		1,376,150	416,022
1,352,519		1,157,246	195,273
616,000		495,264	120,736
451,000		394,880	56,120
611,000		541,567	69,433
86,800		82,193	4,607
114,000		114,063	-63
468,938		454,215	14,723
458		452	6
72,800		71,257	1,543
130,500		118,249	12,251
566,952		563,268	3,684
631,243		645,143	-13,900
157,500		155,907	1,593
547,022		560,666	-13,644
72,000		66,810	5,190
1,267,182		1,205,216	61,966
1,274		1,318	-44
268,622			268,622


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	
			-4,811
			1,979
			19,759
			-185
			72,656
			442
			182,525
			-684
			416,022
			195,273
			120,736
			56,120
			69,433
			4,607
			-63
			14,723
			6
			1,543
			12,251
			3,684
			-13,900
			1,593
			-13,644
			5,190
			61,966
			-44
			268,622


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>				
FAUQUIER ASPCA INC PO BOX 733 WARRENTON,VA 20188	NONE		ANIMAL WELFARE/HUMANE	10,000
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	10,000
VIRGINIA HORSE CENTER 487 MAURY RIVER ROAD LEXINGTON,VA 24450	NONE		ANIMAL WELFARE/HUMANE	50,000
THE PIEDMONT SYMPHONY PO BOX 509 WARRENTON,VA 20188	NONE		ARTS	10,000
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	50,000
HIGHLAND SCHOOL 597 BROADVIEW AVENUE WARRENTON,VA 20186	NONE		EDUCATION	82,000
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	1,000
LORD FAIRFAX COMMUNITY COLLEGE EDUCATION FOUNDATION INC PO BOX 47 MIDDLETOWN,VA 22645	NONE		EDUCATION	3,000
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
Total  3a				758,000


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				
PIEDMONT ENVIRONMENTAL COUNCIL PO BOX 460 WARRENTON,VA 20188	NONE		ENVIRONMENTAL PROTECTION	12,000
ANGEL FLIGHT 4620 HAYGOOD ROAD SUITE 1 VIRGINIA BEACH,VA 23455	NONE		FIRE & RESCUE	2,500
COPLE DISTRICT VOLUNTEER FIRE DEPARTMENT PO BOX 51 KINSALE,VA 22488	NONE		FIRE & RESCUE	15,000
MARSHALL VOLUNTEER FIRE COMPANY PO BOX 207 MARSHALL,VA 20116	NONE		FIRE & RESCUEFIRE & RESCUE	30,000
MARSHALL RESCUE SQUAD PO BOX 225 MARSHALL,VA 20116	NONE		FIRE & RESCUE	15,000
MIDDLEBURG FIRE & RESCUE PO BOX 265 MIDDLEBURG,VA 20118	NONE		FIRE & RESCUE	15,000
ORLEAN FIRE & RESCUE PO BOX 15 ORLEAN,VA 20128	NONE		FIRE & RESCUE	15,000
THE PLAINS FIRE & RESCUE PO BOX 93 THE PLAINS,VA 20198	NONE		FIRE & RESCUE	15,000
UPPERVILLE VOLUNTEER FIRE CO 9167 JOHN S MOSBY HIGHWAY UPPERVILLE,VA 20186	NONE		FIRE & RESCUE	15,000
VIRGINIA AIRBORNE SEARCH & RESCUE 10503 WAKEMAN DRIVE MANASSAS,VA 20110	NONE		FIRE & RESCUE	5,000
WARRENTON VOLUNTEER FIRE DEPARTMENT 167 W SHIRLEY AVENUE WARRENTON,VA 20186	NONE		FIRE & RESCUE	15,000
BOARD OF EDUCATION LIBERTY HALL PO BOX 128 KENANSVILLE,NC 28349	NONE		HISTORICAL PRESERVATION	3,000
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	20,000
Total  3a				758,000


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				
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	3,000
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	3,000
SALEM MUSEUM 801 W MAIN STREET SALEM,VA 24153	NONE		HISTORICAL PRESERVATION	5,000
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	15,000
HOSPICE FAUQUIER COUNTY 42 N 5TH STREET WARRENTON,VA 20186	NONE		MEDICAL	10,000
HOSPICE OF THE RAPIDAN PO BOX 1715 CULPEPER,VA 22701	NONE		MEDICAL	10,000
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	15,000
BOYS & GIRLS CLUB OF FAUQUIER 9 NORTH 3RD STREET SUITE 100 WARRENTON,VA 20186	NONE		SOCIAL SERVICES	10,000
CUB SCOUT TROOP #177 PO BOX 897 MARSHALL,VA 20116	NONE		SOCIAL SERVICES	2,000
Total  3a				758,000

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>				
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	12,000
FAUQUIER COUNTY FOOD BANK 249 SHIRLEY AVENUE WARRENTON,VA 20186	NONE		SOCIAL SERVICES	15,000
HABITAT FOR HUMANITY PO BOX 3189 WARRENTON,VA 20188	NONE		SOCIAL SERVICES	10,000
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	15,000
NORTHERN VA 4-H 600 4-H CENTER DRIVE FRONT ROYAL,VA 22630	NONE		SOCIAL SERVICES	28,000
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	15,000
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	10,000
Total  3a				758,000

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>				
VIRGINIA HOME FOR BOYS 8716 W BROAD STREET RICHMOND,VA 23294	NONE		SOCIAL SERVICES	10,000
VSGA FOUNDATION 600 FOUNDERS BRIDGE BLVD MIDLOTHIAN,VA 23113	NONE		SOCIAL SERVICES	3,000
WARRENTON RURITAN CLUB PO BOX 1074 WARRENTON,VA 20188	NONE		SOCIAL SERVICES	500
NORTHERN VA THERAPEUTIC RIDING PROGRAM 6429 CLIFTON ROAD CLIFTON,VA 20124	NONE		SOCIAL SERVICES	2,500
LOUDOUN THERAPEUTIC RIDING 41793 TUTT LANE LEESBURG,VA 20176	NONE		SOCIAL SERVICES	2,000
UPPERVILLE BAPTIST CHURCH PO BOX 53 UPPERVILLE,VA 20185	NONE		HISTORICAL PRESERVATION	1,000
UPPERVILLE COLT AND HORSE SHOW INC PO BOX 239 UPPERVILLE,VA 20185	NONE		ANIMAL WELFARE/HUMANE	5,000
ACADEMY OF FINE ARTS 600 MAIN STREET LYNCHBURG,VA 24504	NONE		ARTS/EDUCATION	2,000
JAMES MADISON UNIVERISTY - SOCIETY OF AUTOMOTIVE ENGINEERS 701 CARRIER DRIVE HARRISONBURG,VA 22807	NONE		EDUCATION	5,000
AMATEUR RIDERS CLUB OF AMERICA PO BOX 1877 MIDDLEBURG,VA 20118	NONE		SOCIAL SERVICES/EDUCATION	10,000
FAUQUIER HEALTH FOUNDATION 170 W SHIRLEY AVENUE SUITE 101 WARRENTON,VA 20186	NONE		MEDICAL	10,000
MENTAL HEALTH FAUQUIER COUNTY PO BOX 3549 WARRENTON,VA 20186	NONE		MEDICAL	5,000
THOMAS JEFFERSON FOUNDATION INC PO BOX 217 CHARLOTTESVILLE,VA 22902	NONE		HISTORICAL PRESERVATION	5,000
Total  3a				758,000

Schedule B (Form 990, 990-EZ, or 990-PF) <small>Department of the Treasury Internal Revenue Service</small>	Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF. ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at <u>www.irs.gov/form990</u>.	OMB No 1545-0047
		2013

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 for 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 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 its Form 990PF, Part I, line 2, 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
1	THE FLAGLER FOUNDATION PO BOX 14624 RICHMOND, VA 23221	\$ 26,182	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

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 <i>exclusively</i> 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
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(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 2013 Accounting Fees Schedule

Name: WISE FOUNDATION

EIN: 54-1942771

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	4,950	2,475		2,475

TY 2013 General Explanation Attachment**Name:** WISE FOUNDATION**EIN:** 54-1942771

Identifier	Return Reference	Explanation
FOOTNOTE - EXCESS DISTRIBUTION CARRY OVER	FORM 990- PF	DUE TO THE LIQUIDATION OF THE FLAGLER FOUNDATION, EFFECTIVE 12/31/12, THE WISE FOUNDATION RECEIVED 1/4 OF THE FUNDS OF THE FLAGLER FOUNDATION UPON ITS LIQUIDATION PURSUANT TO INTERNAL REVENUE CODE SECTION 4942 AND REGULATION 1.507-3(A)(9)(I), THE WISE FOUNDATION ALSO RECEIVED 1/4 OF FLAGLER'S EXCESS DISTRIBUTION CARRY OVERS TOTALING \$192,085, AS FOLLOWS 12/31/08 - \$34,37512/31/09 - \$16,40812/31/10 - \$13,54212/31/11 - \$16,53912/31/12 - \$111,222

TY 2013 Investments - Other Schedule

Name: WISE FOUNDATION
EIN: 54-1942771

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
6,491 SHS ISHARES BARCLAYS 3-7 YEAR ETF	AT COST	802,606	779,115
12,000 SHS PIMCO 1-5 YEAR US TIPS INDEX ETF	AT COST	639,421	634,752
51,551.283 SHS ABERDEEN EQUITY LONG SHORT FUND	AT COST	570,137	638,720
9,830.434 SHS CAMBIAR SMALL CAP FUND	AT COST	185,851	226,297
26,375.529 SHS EATON VANCE ATLANTA CAPITAL SMID	AT COST	542,274	651,212
181,774.404 SHS FEDERATED STRATEGIC VAL DIV IS	AT COST	848,318	1,061,559
107,567.851 SHS ABSOLUTE STRATEGIES FUND	AT COST	1,168,760	1,180,019
82,716.350 SHS T. ROWE PRICE INSTITUTIONAL LARGE-CAP GROWTH FUND	AT COST	1,404,107	2,254,848
122,075.328 SHS JOHN HANCOCK FUNDS III DISCIPLINED VALUE FUND	AT COST	1,902,227	2,196,135
78,743.599 SHS JPMORGAN U.S. EQUITY FUND	AT COST	980,435	1,110,285
38,097.752 SHS MAINSTAY ICAP INTERNATIONAL FUND	AT COST	1,313,729	1,369,995
287,015.207 SHS MANNING & NAPIER FUND INC-WORLD OPPORTUNITIES SERIES FUND	AT COST	2,238,282	2,597,488
32,331.512 SHS OPPENHEIMER DEVELOPING MARKETS FUND	AT COST	1,092,124	1,214,372
9,248.672 SHS T. ROWE PRICE DIVERSIFIED SMALL-CAP GROWTH FUND INC.	AT COST	180,879	231,124
40,720.674 SHS WASATCH LONG/SHORT FUND	AT COST	571,722	660,897
118,951.656 SHS DOUBLELINE TOTAL RETURN BOND FUND	AT COST	1,342,762	1,282,299
32,391.95 SHS EATON VANCE FLOATING-RATE FUND	AT COST	297,976	297,685
33,946.192 SHS GOLDMAN SACHS LOCAL EMERGING MARKETS DEBT FUND	AT COST	328,540	287,524
59,180.25 SHS WESTERN ASSET MORTGAGE BACKED SECURITIES FUND	AT COST	652,484	633,229
63,016.054 SHS PIMCO INVESTMENT GRADE CORPORATE BOND FUND	AT COST	661,781	645,284
31,197.018 SHS PIMCO EMERGING LOCAL BOND INSTL FD	AT COST	339,254	291,068
25,466.74 SHS OSTERWEIS STRATEGIC INCOME FUND	AT COST	301,498	301,526
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 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 CAREER EDUCATION	AT COST	1	0
1 SH CLASS ACTION PENDING TENET HEALTHCARE CORP	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

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
1 SH CLASS ACTION PENDING DELL INC.	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

TY 2013 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	157	78		79
ANNUAL REGISTRATION FEE	25	13		12

TY 2013 Other Income Schedule

Name: WISE FOUNDATION

EIN: 54-1942771

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
LITIGATION PROCEEDS - ELECTRONIC DATA SYSTEM	235	235	235
LITIGATION PROCEEDS - TELLABS SEC LITIG	39	39	39
LITIGATION PROCEEDS - TYCO INTL LTD CLASS ACTION	78	78	78
LITIGATION PROCEEDS - INT'L GAME TECH LITIG	11	11	11

TY 2013 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	53,121	53,121		0

TY 2013 Substantial Contributors Schedule

Name: WISE FOUNDATION

EIN: 54-1942771

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

TY 2013 Taxes Schedule**Name:** WISE FOUNDATION**EIN:** 54-1942771

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL TAXES	1,377	689		688
FEDERAL EXCISE TAXES	911	0		0