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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning 01-01-2014 , and ending 12-31-2014

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)▶\$ 20,590,885		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 <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)	6,500			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	282	282		
	4 Dividends and interest from securities.	398,410	398,410		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	2,496,502			
	b Gross sales price for all assets on line 6a 14,103,986				
	7 Capital gain net income (from Part IV, line 2) . . .		2,496,502		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	389	389		
	12 Total. Add lines 1 through 11	2,902,083	2,895,583		
Operating and Administrative Expenses	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)	4,955	2,478		2,477
	c Other professional fees (attach schedule)	56,531	56,531		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions) . . .	54,505	689		688
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	109	55		54
	24 Total operating and administrative expenses. Add lines 13 through 23	134,100	68,753		12,219
	25 Contributions, gifts, grants paid	721,000			721,000
	26 Total expenses and disbursements. Add lines 24 and 25	855,100	68,753		733,219
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	2,046,983			
	b Net investment income (if negative, enter -0-)		2,826,830		
	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	20,890	4,047	4,047
	2	Savings and temporary cash investments	247,482	305,493	305,493
	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)	18,365,178	20,370,993	20,281,345
	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)	18,633,550	20,680,533	20,590,885
	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 ▶ _____)			
Net Assets or Fund Balances	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	18,633,550	20,680,533	
	30	Total net assets or fund balances (see instructions)	18,633,550	20,680,533	
	31	Total liabilities and net assets/fund balances (see instructions) . . .	18,633,550	20,680,533	

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	18,633,550
2	Enter amount from Part I, line 27a	2	2,046,983
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	20,680,533
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	20,680,533

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)
1 a	PUBLICLY TRADED SECURITIES			
b	CAPITAL GAINS DIVIDENDS	P		
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 13,851,809		11,607,484	2,244,325
b 252,177			252,177
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			2,244,325
b			252,177
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	2,496,502
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 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))
2013	770,254	19,491,610	0 039517
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

2 Total of line 1, column (d).	2	0 205958
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 041192
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	20,688,240
5 Multiply line 4 by line 3.	5	852,190
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	28,268
7 Add lines 5 and 6.	7	880,458
8 Enter qualifying distributions from Part XII, line 4.	8	733,219

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			
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	56,537
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	56,537
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	56,537
6		Credits/Payments			
a		2014 estimated tax payments and 2013 overpayment credited to 2014	6a	34,400	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c		
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments. Add lines 6a through 6d.		7	34,400
8		Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	483
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	22,620
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 2015 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 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 2014 or the taxable year beginning in 2014 (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		No

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 ▶WISE 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 2014, 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 FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) 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 instructions)? 1b Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>			
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 2014?. 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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014?. <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 2014 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 2014.</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 2014?	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 4945(d)(4)(A)? (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 10638 CREST HILL ROAD MARSHALL, VA 20115	PRESIDENT/SECRETARY/TREASURER/DIRECTOR 2 00	0	0	0
LEWIS S WILEY PO BOX Y THE PLAINS, VA 20198	VICE PRESIDENT/DIRECTOR 2 00	0	0	0

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

(3)

(a) Name and address of each person paid more than \$50,000

Part IX-A

Expenses

1

Part IX-B

Amount

1

2

All other program-related investments See instructions

3

[illegible]

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	20,942,333
b	Average of monthly cash balances.	1b	60,956
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	21,003,289
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	21,003,289
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	315,049
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	20,688,240
6	Minimum investment return. Enter 5% of line 5.	6	1,034,412

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	1,034,412
2a	Tax on investment income for 2014 from Part VI, line 5.	2a	56,537
b	Income tax for 2014 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	56,537
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	977,875
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	977,875
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	977,875

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	733,219
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	733,219
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	733,219

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				977,875
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.			720,745	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2014				
a From 2009.				
b From 2010.				
c From 2011.				
d From 2012.				
e From 2013.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 733,219				
a Applied to 2013, but not more than line 2a			720,745	
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 2014 distributable amount.				12,474
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2014 (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 2013 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				965,401
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).	0			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions). . . .	0			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2010.				
b Excess from 2011.				
c Excess from 2012.				
d Excess from 2013.				
e Excess from 2014.				

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 2014, 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) 2014	(b) 2013	(c) 2012	(d) 2011	
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 or email address 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	721,000
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** (2014)

Part XVII

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

[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

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


Sign Here	*****	2015-05-12	*****	May the IRS discuss this return with the preparer shown below (see instr)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
	Signature of officer or trustee	Date	Title	

Paid Preparer Use Only	Print/Type preparer's name NANCY G COCHRAN	Preparer's Signature	Date 2015-05-05	Check if self-employed <input checked="" type="checkbox"/>	PTIN P00236906
	Firm's name <input checked="" type="checkbox"/> SBK FINANCIAL INC			Firm's EIN <input checked="" type="checkbox"/> 36-4549119	
	Firm's address <input checked="" type="checkbox"/> 8720 STONY POINT PARKWAY 250 RICHMOND, VA 23235			Phone no (804) 237-1700	


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				
MIDDLEBURG HUMANE FOUNDATION 4094 WHITING ROAD MARSHALL,VA 20115	NONE	PC	ANIMAL WELFARE - GENERAL OPERATING FUND	5,000
ASPCA INC 78 W LEE STREET 200 WARRENTON,VA 20186	NONE	PC	ANIMAL WELFARE - GENERAL OPERATING FUND	5,000
MARION DUPONT SCOTT EQUINE MEDICAL CENTER 17690 OLD WATERFORD ROAD LEESBURG,VA 20176	NONE	PC	ANIMAL WELFARE - GENERAL OPERATING FUND	5,000
CANINE COMPANIONS NORTHEAST REGION 286 MIDDLE ISLAND ROAD MEDFORD,NY 11763	NONE	PC	ANIMAL WELFARE - GENERAL OPERATING FUND	5,000
A FOREVER HOME RESCUE FOUNDATION PO BOX 222801 CHANTILLY,VA 201532801	NONE	PC	ANIMAL WELFARE - GENERAL OPERATING FUND	2,000
SPROUT THERAPEUTIC RIDING AND EDUCATION CENTER 40685 JOHN MOSBY HIGHWAY ALDIE,VA 20105	NONE	PC	COMMUNITY SERVICES - GENERAL OPERATING FUND	1,000
FAUQUIER COUNTY MENTAL HEALTH ASSOCIATION 50 CULPEPER STREET WARRENTON,VA 20186	NONE	PC	COMMUNITY SERVICES - GENERAL OPERATING FUND	5,000
AMATEUR RIDERS CLUB PO BOX 1877 MIDDLEBURG,VA 20118	NONE	PC	COMMUNITY SERVICES - GENERAL OPERATING FUND	10,000
NORTHERN VIRGINIA THERAPEUTIC RIDING PROGRAM INC 6429 CLIFTON ROAD CLIFTON,VA 20124	NONE	PC	COMMUNITY SERVICES - GENERAL OPERATING FUND	4,000
BOULDER CREST RETREAT FOR WOUNDED WARRIORS 18370 BLUEMONT VILLAGE LANE BLUEMONT,VA 20135	NONE	PC	COMMUNITY SERVICES - GENERAL OPERATING FUND	5,000
VERDUN ADVENTURE BOUND 16436 CARPE DIEM ROAD RIXEYVILLE,VA 22737	NONE	PC	COMMUNITY SERVICES - GENERAL OPERATING FUND	10,000
VIRGINIA HOME FOR BOYS & GIRLS 8716 WEST BROAD STREET RICHMOND,VA 23294	NONE	PC	COMMUNITY SERVICES - GENERAL OPERATING FUND	10,000
MIDDLEBURG COMMUNITY CENTER 300 WEST WASHINGTON STREET MIDDLEBURG,VA 20117	NONE	PC	COMMUNITY SERVICES - GENERAL OPERATING FUND	5,000
FAUQUIER HABITAT FOR HUMANITY 34 BECKHAM STREET WARRENTON,VA 20188	NONE	PC	COMMUNITY SERVICES - GENERAL OPERATING FUND	10,000
FAUQUIER FAMILY SHELTER SERVICES PO BOX 3599 WARRENTON,VA 20188	NONE	PC	COMMUNITY SERVICES - GENERAL OPERATING FUND	10,000
Total  3a				721,000


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>				
WARRENTON RURITAN CLUB 251 WEST LEE HIGHWAY WARRENTON,VA 20186	NONE	PC	COMMUNITY SERVICES - GENERAL OPERATING FUND	500
LEEDS RURITAN CLUB 5017 LEEDS MANOR ROAD HUME,VA 22639	NONE	PC	COMMUNITY SERVICES - GENERAL OPERATING FUND	1,000
PIEDMONT ENVIRONMENTAL COUNCIL PO BOX 460 WARRENTON,VA 20188	NONE	PC	COMMUNITY SERVICES - GENERAL OPERATING FUND	50,000
HOSPICE OF FAUQUIER COUNTY INC 42 NORTH 5TH STREET WARRENTON,VA 20186	NONE	PC	COMMUNITY SERVICES - GENERAL OPERATING FUND	10,000
NORTHERN VIRGINIA 4-H EDUCATIONAL CENTER 600 4H CENTER DRIVE FRONT ROYAL,VA 22630	NONE	PC	COMMUNITY SERVICES - GENERAL OPERATING FUND	22,000
THE BOYS & GIRLS CLUB OF FAUQUIER 169 KEITH STREET WARRENTON,VA 20186	NONE	PC	COMMUNITY SERVICES - GENERAL OPERATING FUND	10,000
MARSHALL RURITAN CLUB 8400 SALEM AVENUE MARSHALL,VA 20115	NONE	PC	COMMUNITY SERVICES - GENERAL OPERATING FUND	1,000
LOUDOUN THERAPEUTIC RIDING 41793 TUTT LANE LEESBURG,VA 20176	NONE	PC	COMMUNITY SERVICES - GENERAL OPERATING FUND	2,000
THE PLAINS COMMUNITY LEAGUE 6473 MAIN STREET THE PLAINS,VA 20198	NONE	PC	COMMUNITY SERVICES - GENERAL OPERATING FUND	5,000
MUSEUM OF THE SHENANDOAH VALLEY 901 AMHERST STREET WINCHESTER,VA 22601	NONE	PC	COMMUNITY SERVICES - GENERAL OPERATING FUND	2,500
RAINBOW THERAPEUTIC RIDING CENTER PO BOX 479 HAYMARKET,VA 20168	NONE	PC	COMMUNITY SERVICES - GENERAL OPERATING FUND	1,500
PIEDMONT CHILD CARE CENTER PO BOX 244 UPPERVILLE,VA 20185	NONE	PC	COMMUNITY SERVICES - GENERAL OPERATING FUND	5,000
FAUQUIER FREE CLINIC 210 WEST SHIRLEY AVENUE WARRENTON,VA 20186	NONE	PC	COMMUNITY SERVICES - GENERAL OPERATING FUND	20,000
HOSPICE OF THE RAPIDAN 1200 SUNSET LANE CULPEPER,VA 22701	NONE	PC	COMMUNITY SERVICES - GENERAL OPERATING FUND	10,000
PIEDMONT SYMPHONY ORCHESTRA 597 BROADVIEW AVENUE WARRENTON,VA 20186	NONE	PC	COMMUNITY SERVICES - GENERAL OPERATING FUND	5,000
Total  3a				721,000


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				
FAUQUIER HEALTH FOUNDATION 98 ALEXANDRIA PIKE SUITE 43 WARRENTON,VA 20186	NONE	PC	COMMUNITY SERVICES - GENERAL OPERATING FUND	10,000
MARSHALL UNITED METHODIST CHURCH (MUMPS) 8405 WEST MAIN STREET MARSHALL,VA 20116	NONE	PC	COMMUNITY SERVICES - GENERAL OPERATING FUND	3,000
THE SALVATION ARMY 62 WATERLOO STREET WARRENTON,VA 20186	NONE	PC	COMMUNITY SERVICES - GENERAL OPERATING FUND	2,000
ANGEL FLIGHT 4620 HAYGOOD ROAD VIRGINIA BEACH,VA 23455	NONE	PC	COMMUNITY SERVICES - GENERAL OPERATING FUND	2,500
SEVEN LOAVES FOOD PANTRY 15 WEST WASHINGTON STREET MIDDLEBURG,VA 20117	NONE	PC	COMMUNITY SERVICES - GENERAL OPERATING FUND	15,000
VIRGINIA STATE GOLF ASSOCIATION (VSGA) 600 FOUNDERS BRIDGE BLVD MIDLOTHIAN,VA 23113	NONE	PC	COMMUNITY SERVICES - GENERAL OPERATING FUND	3,000
FAUQUIER COUNTY FOOD BANK 249 EAST SHIRLEY AVENUE WARRENTON,VA 20186	NONE	PC	COMMUNITY SERVICES - GENERAL OPERATING FUND	15,000
VIRGINIA HORSE CENTER FOUNDATION 487 MAURY RIVER ROAD LEXINGTON,VA 24450	NONE	PC	COMMUNITY SERVICES - GENERAL OPERATING FUND	20,000
COLORADO TIMBERLINE ACADEMY 35554 US-550 DURANGO,CO 81301	NONE	PC	EDUCATION - GENERAL OPERATING FUND	7,500
UVA THE FRALIN MUSEUM OF ART 155 RUGBY ROAD CHARLOTTESVILLE,VA 22903	NONE	PC	EDUCATION - GENERAL OPERATING FUND	20,000
THE HILL SCHOOL 860 BEECH STREET POTTSTOWN,PA 19464	NONE	PC	EDUCATION - GENERAL OPERATING FUND	10,000
THE HILL SCHOOL 130 SOUTH MADISON STREET MIDDLEBURG,VA 20117	NONE	PC	EDUCATION - GENERAL OPERATING FUND	4,000
HIGHLAND SCHOOL 597 BROADVIEW AVENUE WARRENTON,VA 20186	NONE	PC	EDUCATION - GENERAL OPERATING FUND	54,000
TIMBER RIDGE SCHOOL 3234 TIMBER RIDGE ROAD BEDFORD,VA 24523	NONE	PC	EDUCATION - GENERAL OPERATING FUND	5,000
FLAGLER COLLEGE 74 KING STREET ST AUGUSTINE,FL 32084	NONE	PC	EDUCATION - GENERAL OPERATING FUND	50,000
Total  3a				721,000


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				
BRIDGEWATER COLLEGE 402 EAST COLLEGE STREET BRIDGEWATER,VA 22812	NONE	PC	EDUCATION - GENERAL OPERATING FUND	5,000
HAMPDEN-SYDNEY COLLEGE 1 COLLEGE ROAD FARMVILLE,VA 23901	NONE	PC	EDUCATION - GENERAL OPERATING FUND	10,000
FLAGLER MUSEUM 1 WHITEHALL WAY PALM BEACH,FL 33480	NONE	PC	EDUCATION - GENERAL OPERATING FUND	20,000
LORD FAIRFAX COMMUNITY COLLEGE 6480 COLLEGE STREET WARRENTON,VA 20187	NONE	PC	EDUCATION - GENERAL OPERATING FUND	3,000
THE COMMUNITY MUSIC SCHOOL OF THE PIEDMONT 9110 JOHN MOSBY HIGHWAY UPPERVILLE,VA 20185	NONE	PC	EDUCATION - GENERAL OPERATING FUND	1,500
VIRGINIA UNION UNIVERSITY 1500 NORTH LOMBARDY STREET RICHMOND,VA 23220	NONE	PC	EDUCATION - GENERAL OPERATING FUND	1,000
WINDY HILL FOUNDATION 400 VES ROAD LYNCHBURG,VA 24503	NONE	PC	EDUCATION - GENERAL OPERATING FUND	50,000
JAMES MADISON UNIVERSITY 800 SOUTH MAIN STREET HARRISONBURG,VA 22807	NONE	PC	EDUCATION - GENERAL OPERATING FUND	5,000
OLDFIELDS SCHOOL 1500 GLENCOE ROAD SPARKS GLENCOE,MD 21152	NONE	PC	EDUCATION - GENERAL OPERATING FUND	5,000
BLUEMONT ARTISTS IN EDUCATION 101 EAST MAIN STREET BERRYVILLE,VA 22611	NONE	PC	EDUCATION - GENERAL OPERATING FUND	1,000
WINCHESTER ACADEMY 5629 NORTH FREDERICK PIKE WINCHESTER,VA 22603	NONE	PC	EDUCATION - GENERAL OPERATING FUND	1,000
THE PLAINS VOLUNTEER FIRE COMPANY 4620 LOUDOUN AVENUE THE PLAINS,VA 20198	NONE	PC	FIRE & RESCUE - GENERAL OPERATING FUND	15,000
ORLEAN VOLUNTEER FIRE & RESCUE DEPARTMENT 6838 LEEDS MANOR ROAD ORLEAN,VA 20128	NONE	PC	FIRE & RESCUE - GENERAL OPERATING FUND	15,000
MARSHALL VOLUNTEER FIRE DEPARTMENT 4160 RECTORTOWN ROAD MARSHALL,VA 20115	NONE	PC	FIRE & RESCUE - GENERAL OPERATING FUND	15,000
MARSHALL VOLUNTEER RESCUE SQUAD 8472 WEST MAIN STREET MARSHALL,VA 20115	NONE	PC	FIRE & RESCUE - GENERAL OPERATING FUND	15,000
Total  3a				721,000

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				
MIDDLEBURG VOLUNTEER FIRE DEPARTMENT 910 WEST WASHINGTON STREET MIDDLEBURG,VA 20117	NONE	PC	FIRE & RESCUE - GENERAL OPERATING FUND	15,000
UPPERVILLE VOLUNTEER FIRE DEPARTMENT 9167 JOHN S MOSBY HIGHWAY UPPERVILLE,VA 20184	NONE	PC	FIRE & RESCUE - GENERAL OPERATING FUND	15,000
WESTMORELAND COUNTY COPLE DISTRICT VOLUNTEER FIRE DEPARTMENT 123 YEOCOMICO LANE KINSALE,VA 22488	NONE	PC	FIRE & RESCUE - GENERAL OPERATING FUND	15,000
WARRENTON VOLUNTEER FIRE COMPANY 167 WEST SHIRLEY AVENUE WARRENTON,VA 20186	NONE	PC	FIRE & RESCUE - GENERAL OPERATING FUND	15,000
VIRGINIA AIRBORNE SEARCH & RESCUE SQUAD 10521 WAKEMAN DRIVE MANASSAS,VA 20110	NONE	PC	FIRE & RESCUE - GENERAL OPERATING FUND	5,000
FAUQUIER HERITAGE & PRESERVATION FOUNDATION 4110 WINCHESTER ROAD MARSHALL,VA 20115	NONE	PC	HISTORIC PRESERVATION - GENERAL OPERATING FUND	1,500
MOSBY HERITAGE AREA ASSOCIATION 1461 ATOKA ROAD MARSHALL,VA 20115	NONE	PC	HISTORIC PRESERVATION - GENERAL OPERATING FUND	2,500
BUCHANAN HALL 8549 JOHN S MOSBY HIGHWAY UPPERVILLE,VA 20184	NONE	PC	HISTORIC PRESERVATION - GENERAL OPERATING FUND	1,000
WINDY HILL FOUNDATION 102 WEST WASHINGTON STREET MIDDLEBURG,VA 20117	NONE	PC	HISTORIC PRESERVATION - GENERAL OPERATING FUND	2,000
FRIENDS OF WESTON PO BOX 239 WARRENTON,VA 20188	NONE	PC	HISTORIC PRESERVATION - GENERAL OPERATING FUND	3,000
FOUNDATION OF THE STATE ARBORETUM 400 BLANDY FARM LANE BOYCE,VA 22620	NONE	PC	HISTORIC PRESERVATION - GENERAL OPERATING FUND	2,500
ROBERT E LEE MEMORIALSTRATFORD 483 GREAT HOUSE ROAD STRATFORD,VA 22558	NONE	PC	HISTORIC PRESERVATION - GENERAL OPERATING FUND	6,000
THE LAND TRUST OF VIRGINIA PO BOX 14 MIDDLEBURG,VA 20118	NONE	PC	HISTORIC PRESERVATION - GENERAL OPERATING FUND	2,500
LIBERTY GARDEN - KENAN PO BOX 128 KENANSVILLE,NC 28349	NONE	PC	HISTORIC PRESERVATION - GENERAL OPERATING FUND	3,000
SALEM MUSEUM 801 EAST MAIN STREET SALEM,VA 24153	NONE	PC	HISTORIC PRESERVATION - GENERAL OPERATING FUND	4,000
Total  3a				721,000

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>				
EMMANUEL EPISCOPAL CHURCH PO BOX 126 DELAPLANE,VA 20144	NONE	PC	HISTORIC PRESERVATION - GENERAL OPERATING FUND	1,000
MONTICELLO 931 THOMAS JEFFERSON PARKWAY CHARLOTTESVILLE,VA 22902	NONE	PC	HISTORIC PRESERVATION - GENERAL OPERATING FUND	5,000
NATIONAL SPORTING LIBRARY & MUSEUM 102 THE PLAINS ROAD MIDDLEBURG,VA 20117	NONE	PC	HISTORIC PRESERVATION - GENERAL OPERATING FUND	1,000
Total  3a				721,000

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. ▶ 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
		2014

Name of the organization WISE FOUNDATION	Employer identification number 54-1942771
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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, contributions totaling \$5,000 or more (in money or other property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) 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), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled 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 totaling \$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
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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	\$ 6,500	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
--	---

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., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations 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
—	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
_____		_____	
_____		_____	
_____		_____	

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

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

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

TY 2014 Accounting Fees Schedule

Name: WISE FOUNDATION

EIN: 54-1942771

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	4,955	2,478		2,477

TY 2014 Investments - Other Schedule

Name: WISE FOUNDATION
EIN: 54-1942771

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
13,419 SHS ISHARES DJ SELECT DIVIDEND ETF	AT COST	1,014,557	1,065,469
3,625 SHS ISHARES IBOXX INV GRADE CORP BOND ETF	AT COST	432,589	432,861
28,928 SHS ISHARES RUSSELL 1000 VALUE ETF	AT COST	2,932,217	3,020,083
31,799 SHS ISHARES RUSSELL 1000 GROWTH ETF	AT COST	2,937,833	3,040,302
5,792 SHS ISHARES BARCLAYS 3-7 YEAR ETF	AT COST	716,175	708,420
11,619 SHS ISHARES CORE MSCI PACIFIC ETF	AT COST	602,482	549,346
12,682 SHS ISHARES CORE MSCI EUROPE ETF	AT COST	601,888	554,711
8,769 SHS PIMCO 1-5 YEAR US TIPS INDEX ETF	AT COST	467,257	453,620
10,000.354 SHS CAMBIAR SMALL CAP FUND	AT COST	188,600	200,207
62,301.857 SHS BLACKSTONE ALTERNATIVE MULTI-STRATEGY FUND	AT COST	626,734	624,265
29,568.291 SHS BRANDES INTERNATIONAL SMALL CAP EQUITY FUND	AT COST	401,633	361,620
25,192.292 SHS EATON VANCE ATLANTA CAPITAL SMID CAP FUND	AT COST	523,680	634,846
55,856.165 SHS GOTHAM NEUTRAL FUND	AT COST	636,217	612,742
29,217.782 SHS MAINSTAY ICAP INTERNATIONAL FUND	AT COST	1,005,217	958,051
195,875.678 SHS MANNING & NAPIER FUND INC - WORLD OPPORTUNITIES SERIES FUND	AT COST	1,458,276	1,435,769
15,274.922 SHS OPPENHEIMER DEVELOPING MARKETS FUND	AT COST	513,867	535,539
8,215.419 SHS T ROWE PRICE DIVERSIFIED SMALL-CAP GROWTH FUND INC	AT COST	165,007	210,150
25,084.112 SHS VAN ECK EMERGING MARKETS FUND	AT COST	402,600	372,750
40,120.779 SHS WASATCH LONG/SHORT FUND	AT COST	564,004	598,201
56,174.647 SHS WELLS FARGO ADVANTAGE ABSOLUTE RETURN FUND	AT COST	630,679	609,495
103,745.158 SHS DOUBLELINE TOTAL RETURN BOND FUND	AT COST	1,159,340	1,138,084
55,698.446 SHS EATON VANCE FLOATING-RATE FUND	AT COST	509,757	496,273
49,866.834 SHS GOLDMAN SACHS LOCAL EMERGING MARKETS DEBT FUND	AT COST	462,499	369,015
40,442.552 SHS WESTERN ASSET MORTGAGE BACKED SECURITIES FUND	AT COST	445,561	442,846
44,221.114 SHS PIMCO EMERGING LOCAL BOND INSTL FUND	AT COST	462,254	367,920
42,911.356 SHS OSTERWEIS STRATEGIC INCOME FUND	AT COST	510,070	488,760
1 SH CLASS ACTION PENDING - TENET HEALTHCARE	AT COST	0	0
1 SH CLASS ACTION PENDING - KING PHARMACEUTICALS	AT COST	0	0
1 SH CLASS ACTION PENDING - MERRILL LYNCH/TYCO	AT COST	0	0
1 SH CLASS ACTION PENDING - CAREER EDUCATION	AT COST	0	0

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
1 SH CLASS ACTION PENDING - TENET HEALTHCARE CORP	AT COST	0	0
1 SH CLASS ACTION PENDING - AMERICAN INTERNATIONAL GROUP	AT COST	0	0
1 SH CLASS ACTION PENDING - MOTOROLA	AT COST	0	0
1 SH CLASS ACTION PENDING - DELL INC	AT COST	0	0

TY 2014 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
POSTAGE	84	42		42
DUE & SUBSCRIPTIONS	25	13		12

TY 2014 Other Income Schedule

Name: WISE FOUNDATION

EIN: 54-1942771

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
LITIGATION PROCEEDS - AIG	389	389	389

TY 2014 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	56,531	56,531		0

TY 2014 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	53,128	0		0