

For calendar year 2017, or tax year beginning 01-01-2017, and ending 12-31-2017

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		Room/suite	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"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <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) \$ 21,238,100	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 )	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	

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)				
	2 Check <input checked="" type="checkbox"/> If the foundation is <b>not</b> required to attach Sch B . . . . .				
	3 Interest on savings and temporary cash investments . . . . .	2,728	2,728		
	4 Dividends and interest from securities . . . . .	415,694	415,694		
	5a Gross rents . . . . .				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,177,174			
	b Gross sales price for all assets on line 6a 8,249,347				
	7 Capital gain net income (from Part IV, line 2) . . . . .		1,177,174		
	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) . . . . .				
	12 Total. Add lines 1 through 11 . . . . .	1,595,596	1,595,596		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages . . . . .	24,000	12,000		12,000
	15 Pension plans, employee benefits . . . . .				
	16a Legal fees (attach schedule) . . . . .				
	b Accounting fees (attach schedule) . . . . .	5,305	2,653		2,652
	c Other professional fees (attach schedule) . . . . .	54,264	54,264		0
	17 Interest . . . . .				
	18 Taxes (attach schedule) (see instructions) . . . . .	1,846	923		923
	19 Depreciation (attach schedule) and depletion . . . . .				
	20 Occupancy . . . . .				
	21 Travel, conferences, and meetings . . . . .				
	22 Printing and publications . . . . .				
	23 Other expenses (attach schedule) . . . . .	142	72		70
	24 Total operating and administrative expenses. Add lines 13 through 23 . . . . .	85,557	69,912		15,645
	25 Contributions, gifts, grants paid . . . . .	930,000			930,000
	26 Total expenses and disbursements. Add lines 24 and 25	1,015,557	69,912		945,645
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	580,039			
	b Net investment income (if negative, enter -0-)		1,525,684		
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	<b>1</b> Cash—non-interest-bearing . . . . .	72,461	11,315	11,315
	<b>2</b> Savings and temporary cash investments . . . . .	387,641	342,108	342,108
	<b>3</b> Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	<b>4</b> Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	<b>5</b> Grants receivable . . . . .			
	<b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	<b>7</b> Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	<b>8</b> Inventories for sale or use . . . . .			
	<b>9</b> Prepaid expenses and deferred charges . . . . .			
	<b>10a</b> Investments—U S and state government obligations (attach schedule)	1,718,161	1,458,858	1,451,130
	<b>b</b> Investments—corporate stock (attach schedule) . . . . .	10,070,746	10,366,255	11,884,565
	<b>c</b> Investments—corporate bonds (attach schedule) . . . . .	4,800,899	5,433,709	5,696,892
	<b>11</b> Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	<b>12</b> Investments—mortgage loans . . . . .			
	<b>13</b> Investments—other (attach schedule) . . . . .	1,790,592	1,808,907	1,852,090
	<b>14</b> Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
<b>15</b> Other assets (describe ▶ _____)				
<b>16</b> <b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	18,840,500	19,421,152	21,238,100	
Liabilities	<b>17</b> Accounts payable and accrued expenses . . . . .			
	<b>18</b> Grants payable . . . . .			
	<b>19</b> Deferred revenue . . . . .			
	<b>20</b> Loans from officers, directors, trustees, and other disqualified persons			
	<b>21</b> Mortgages and other notes payable (attach schedule) . . . . .			
	<b>22</b> Other liabilities (describe ▶ _____)			
	<b>23</b> <b>Total liabilities</b> (add lines 17 through 22) . . . . .	0	0	
Net Assets or Fund Balances	<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	<b>24</b> Unrestricted . . . . .			
	<b>25</b> Temporarily restricted . . . . .			
	<b>26</b> Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/> <b>and complete lines 27 through 31.</b>			
	<b>27</b> Capital stock, trust principal, or current funds . . . . .	0	0	
	<b>28</b> Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
<b>29</b> Retained earnings, accumulated income, endowment, or other funds	18,840,500	19,421,152		
<b>30</b> <b>Total net assets or fund balances</b> (see instructions) . . . . .	18,840,500	19,421,152		
<b>31</b> <b>Total liabilities and net assets/fund balances</b> (see instructions) .	18,840,500	19,421,152		

**Part III Analysis of Changes in Net Assets or Fund Balances**

<b>1</b> 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) . . . . .	<b>1</b>	18,840,500
<b>2</b> Enter amount from Part I, line 27a . . . . .	<b>2</b>	580,039
<b>3</b> Other increases not included in line 2 (itemize) ▶ _____	<b>3</b>	613
<b>4</b> Add lines 1, 2, and 3 . . . . .	<b>4</b>	19,421,152
<b>5</b> Decreases not included in line 2 (itemize) ▶ _____	<b>5</b>	0
<b>6</b> Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	<b>6</b>	19,421,152

**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 )
<b>1 a PUBLICLY TRADED SECURITIES</b>			
<b>b LITIGATION PROCEEDS</b>			
<b>c CAPITAL GAINS DIVIDENDS</b>	P		
<b>d</b>			
<b>e</b>			

  

(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)
<b>a</b> 8,162,424		7,072,173	1,090,251
<b>b</b> 11			11
<b>c</b> 86,912			86,912
<b>d</b>			
<b>e</b>			

  

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))
<b>a</b>			1,090,251
<b>b</b>			11
<b>c</b>			86,912
<b>d</b>			
<b>e</b>			

  

<b>2</b> 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 }	<b>2</b>	1,177,174
<b>3</b> 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		<b>3</b>	

**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))
2016	1,002,817	18,966,657	0 052873
2015	966,236	19,963,447	0 048400
2014	733,219	20,688,240	0 035441
2013	770,254	19,491,610	0 039517
2012	557,503	15,389,698	0 036226

  

<b>2</b> Total of line 1, column (d)	<b>2</b>	0 212457
<b>3</b> 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	<b>3</b>	0 042491
<b>4</b> Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	<b>4</b>	19,955,522
<b>5</b> Multiply line 4 by line 3	<b>5</b>	847,930
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	15,257
<b>7</b> Add lines 5 and 6	<b>7</b>	863,187
<b>8</b> Enter qualifying distributions from Part XII, line 4	<b>8</b>	945,645

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

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

<b>1a</b>	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>b</b>	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .	<b>1</b>	15,257
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>	0
<b>3</b>	Add lines 1 and 2. . . . .	<b>3</b>	15,257
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>	0
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .	<b>5</b>	15,257
<b>6</b>	Credits/Payments		
<b>a</b>	2017 estimated tax payments and 2016 overpayment credited to 2017	<b>6a</b>	49,710
<b>b</b>	Exempt foreign organizations—tax withheld at source . . . . .	<b>6b</b>	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868) . . . . .	<b>6c</b>	
<b>d</b>	Backup withholding erroneously withheld . . . . .	<b>6d</b>	0
<b>7</b>	Total credits and payments. Add lines 6a through 6d. . . . .	<b>7</b>	49,710
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>	0
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	<b>9</b>	
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	<b>10</b>	34,453
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2018 estimated tax</b> <input type="checkbox"/> 34,453 <b>Refunded</b> <input type="checkbox"/>	<b>11</b>	0

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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? . . . . .	<b>1a</b>	No
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? . . . . . If the answer is "Yes" to <b>1a</b> or <b>1b</b> , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities	<b>1b</b>	No
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .	<b>1c</b>	No
<b>d</b> 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		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . If "Yes," attach a detailed description of the activities	<b>2</b>	No
<b>3</b> Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . . .	<b>3</b>	No
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .	<b>4a</b>	No
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .	<b>4b</b>	
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . If "Yes," attach the statement required by General Instruction T	<b>5</b>	No
<b>6</b> 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? . . . . .	<b>6</b>	Yes
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV . . . . .	<b>7</b>	Yes
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> VA		
<b>b</b> If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	<b>8b</b>	Yes
<b>9</b> 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 2017 or the taxable year beginning in 2017 (see instructions for Part XIV)? If "Yes," complete Part XIV . . . . .	<b>9</b>	No
<b>10</b> Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . . . .	<b>10</b>	No

**Part VII-A Statements Regarding Activities** (continued)

<b>11</b>	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).	<b>11</b>		<b>No</b>
<b>12</b>	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)	<b>12</b>		<b>No</b>
<b>13</b>	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <b>►</b> N/A	<b>13</b>	<b>Yes</b>	
<b>14</b>	The books are in care of <b>►</b> WISE FOUNDATION Telephone no <b>►</b> (540) 364-2470			

Located at **►** PO BOX 557 MARSHALL VA ZIP+4 **►** 201160557

<b>15</b>	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here . . . . . <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . . <b>►</b> <b>15</b>			
<b>16</b>	At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See 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 <b>►</b>	<b>16</b>	<b>Yes</b>	<b>No</b>

**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.**

<b>1a</b>	During the year did the foundation (either directly or indirectly)		<b>Yes</b>	<b>No</b>
	(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? ( <b>Exception.</b> 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>b</b>	If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here. <b>►</b> <input type="checkbox"/>	<b>1b</b>		
<b>c</b>	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 2017? <input type="checkbox"/>	<b>1c</b>		<b>No</b>
<b>2</b>	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))			
<b>a</b>	At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <b>►</b> 20____, 20____, 20____, 20____			
<b>b</b>	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions). <input type="checkbox"/>	<b>2b</b>		
<b>c</b>	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here <b>►</b> 20____, 20____, 20____, 20____			
<b>3a</b>	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>b</b>	If "Yes," did it have excess business holdings in 2017 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 2017). <input type="checkbox"/>	<b>3b</b>		
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>		<b>No</b>
<b>b</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 2017?	<b>4b</b>		<b>No</b>

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

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

**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	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
LEWIS B POLLARD 10638 CREST HILL ROAD MARSHALL, VA 20115	PRESIDENT/SECRETARY/TREASURER 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	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
NONE				

**Total** number of other employees paid over \$50,000. . . . . **0****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
<b>1</b>	
<b>2</b>	
<b>3</b>	
<b>4</b>	

**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
<b>1</b>	
<b>2</b>	
All other program-related investments. See instructions.	
<b>3</b>	

**Total.** Add lines 1 through 3. . . . . **0**

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities.	<b>1a</b>	20,185,702
<b>b</b>	Average of monthly cash balances.	<b>1b</b>	73,711
<b>c</b>	Fair market value of all other assets (see instructions).	<b>1c</b>	0
<b>d</b>	<b>Total</b> (add lines 1a, b, and c).	<b>1d</b>	20,259,413
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets.	<b>2</b>	0
<b>3</b>	Subtract line 2 from line 1d.	<b>3</b>	20,259,413
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	<b>4</b>	303,891
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4.	<b>5</b>	19,955,522
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5.	<b>6</b>	997,776

**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.)

<b>1</b>	Minimum investment return from Part X, line 6.	<b>1</b>	997,776
<b>2a</b>	Tax on investment income for 2017 from Part VI, line 5.	<b>2a</b>	15,257
<b>b</b>	Income tax for 2017 (This does not include the tax from Part VI).	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b.	<b>2c</b>	15,257
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1.	<b>3</b>	982,519
<b>4</b>	Recoveries of amounts treated as qualifying distributions.	<b>4</b>	0
<b>5</b>	Add lines 3 and 4.	<b>5</b>	982,519
<b>6</b>	Deduction from distributable amount (see instructions).	<b>6</b>	0
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	<b>7</b>	982,519

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26.	<b>1a</b>	945,645
<b>b</b>	Program-related investments—total from Part IX-B.	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required).	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule).	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	<b>4</b>	945,645
<b>5</b>	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).	<b>5</b>	15,257
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4.	<b>6</b>	930,388

**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 2016	(c) 2016	(d) 2017
<b>1</b> Distributable amount for 2017 from Part XI, line 7				982,519
<b>2</b> Undistributed income, if any, as of the end of 2017				
<b>a</b> Enter amount for 2016 only. . . . .			929,199	
<b>b</b> Total for prior years 20____, 20____, 20____		0		
<b>3</b> Excess distributions carryover, if any, to 2017				
<b>a</b> From 2012. . . . .				
<b>b</b> From 2013. . . . .				
<b>c</b> From 2014. . . . .				
<b>d</b> From 2015. . . . .				
<b>e</b> From 2016. . . . .				
<b>f</b> Total of lines 3a through e. . . . .	0			
<b>4</b> Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ 945,645				
<b>a</b> Applied to 2016, but not more than line 2a			929,199	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .		0		
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .	0			
<b>d</b> Applied to 2017 distributable amount. . . . .				16,446
<b>e</b> Remaining amount distributed out of corpus	0			
<b>5</b> Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a) )	0			0
<b>6 Enter the net total of each column as indicated below:</b>				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .		0		
<b>c</b> 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		
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .		0		
<b>e</b> Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .			0	
<b>f</b> Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018 . . . . .				966,073
<b>7</b> 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			
<b>8</b> Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions). . . . .	0			
<b>9 Excess distributions carryover to 2018.</b> Subtract lines 7 and 8 from line 6a . . . . .	0			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2013. . . . .				
<b>b</b> Excess from 2014. . . . .				
<b>c</b> Excess from 2015. . . . .				
<b>d</b> Excess from 2016. . . . .				
<b>e</b> Excess from 2017. . . . .				

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

**1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, enter the date of the ruling. . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test—enter					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . .					
<b>c</b> "Support" alternative test—enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . . .					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> 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:**

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

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

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

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

**a** The name, address, and telephone number 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)				
<b>a</b> <i>Paid during the year</i> See Additional Data Table				
<b>Total</b> . . . . .			<b>3a</b>	930,000
<b>b</b> <i>Approved for future payment</i>				
<b>Total</b> . . . . .			<b>3b</b>	0

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1</b>	Program service revenue					
<b>a</b>	_____					
<b>b</b>	_____					
<b>c</b>	_____					
<b>d</b>	_____					
<b>e</b>	_____					
<b>f</b>	_____					
<b>g</b>	Fees and contracts from government agencies					
<b>2</b>	Membership dues and assessments. . . . .					
<b>3</b>	Interest on savings and temporary cash investments . . . . .			14	2,728	
<b>4</b>	Dividends and interest from securities. . . . .			14	415,694	
<b>5</b>	Net rental income or (loss) from real estate					
<b>a</b>	Debt-financed property. . . . .					
<b>b</b>	Not debt-financed property. . . . .					
<b>6</b>	Net rental income or (loss) from personal property					
<b>7</b>	Other investment income. . . . .					
<b>8</b>	Gain or (loss) from sales of assets other than inventory . . . . .			18	1,177,174	
<b>9</b>	Net income or (loss) from special events					
<b>10</b>	Gross profit or (loss) from sales of inventory					
<b>11</b>	Other revenue <b>a</b> _____					
<b>b</b>	_____					
<b>c</b>	_____					
<b>d</b>	_____					
<b>e</b>	_____					
<b>12</b>	Subtotal. Add columns (b), (d), and (e). . . . .		0		1,595,596	0
<b>13</b>	<b>Total.</b> Add line 12, columns (b), (d), and (e). . . . .			<b>13</b>		1,595,596

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

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

[illegible]

## Part XVII

		<b>Yes</b>	<b>No</b>
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<b>1a(1)</b>	<b>No</b>
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1a(2)	No
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<b>1b(1)</b>	<b>No</b>
--------------	-----------

<b>1b(2)</b>		<b>No</b>
--------------	--	-----------

<b>1b(3)</b>		<b>No</b>
--------------	--	-----------

<b>1b(4)</b>		<b>No</b>
--------------	--	-----------

<b>1b(5)</b>	<b>No</b>
--------------	-----------

<b>1b(6)</b>		<b>No</b>
--------------	--	-----------

1c		No
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value  
ue[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.

\*\*\*\*\*

(see instr )? ☒ Yes ☐ No

Title

Print/Type preparer's name  NANCY G COCHRAN	Preparer's Signature	Date  2018-05-07	Check if self-employed <input type="checkbox"/>	PTIN  P00236906
Firm's name ▶ SBK FINANCIAL INC				Firm's EIN ▶ 36-4549119
Firm's address ▶ 1001 HAXALL POINT SUITE 705  RICHMOND, VA 23219				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)				
<b>a</b> <i>Paid during the year</i>				
1776 LITTLE FORK PRESERVATION FOUNDATION PO BOX 367 RIXEYVILLE, VA 22737	NONE	PC	HISTORIC PRESERVATION - GENERAL OPERATING FUND	5,000
A FOREVER HOME RESCUE FOUNDATION PO BOX 222801 CHANTILLY, VA 201532801	NONE	PC	ANIMAL WELFARE - GENERAL OPERATING FUND	10,000
AMATEUR RIDERS CLUBPO BOX 1877 MIDDLEBURG, VA 20118	NONE	PC	COMMUNITY SERVICES - GENERAL OPERATING FUND	10,000
ANGEL FLIGHT4620 HAYGOOD ROAD VIRGINIA BEACH, VA 23455	NONE	PC	COMMUNITY SERVICES - GENERAL OPERATING FUND	5,000
ASPCA INC78 W LEE STREET 200 WARRENTON, VA 20186	NONE	PC	ANIMAL WELFARE - GENERAL OPERATING FUND	10,000
<b>Total . . . . . ▶</b> <b>3a</b>				930,000

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)				
<b>a</b> Paid during the year				
BLUE RIDGE WILDLIFE CENTER 930 TILTHAMMER MILL ROAD BOYCE, VA 22620	NONE	PC	ANIMAL WELFARE - GENERAL OPERATING FUND	5,000
BLUEMONT ARTISTS IN EDUCATION 101 EAST MAIN STREET BERRYVILLE, VA 22611	NONE	PC	EDUCATION - GENERAL OPERATING FUND	1,000
BOULDER CREST RETREAT FOR WOUNDED WARRIORS 18370 BLUEMONT VILLAGE LANE BLUEMONT, VA 20135	NONE	PC	COMMUNITY SERVICES - GENERAL OPERATING FUND	20,000
BRIDGEWATER COLLEGE 402 EAST COLLEGE STREET BRIDGEWATER, VA 22812	NONE	PC	EDUCATION - GENERAL OPERATING FUND	50,000
BUCHANAN HALL 8549 JOHN S MOSBY HIGHWAY UPPERVILLE, VA 20184	NONE	PC	HISTORIC PRESERVATION - GENERAL OPERATING FUND	5,000
<b>Total . . . . .</b> ► <b>3a</b>				930,000

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)				
<b>a</b> <i>Paid during the year</i>				
CANINE COMPANIONS NORTHEAST REGION 286 MIDDLE ISLAND ROAD MEDFORD, NY 11763	NONE	PC	ANIMAL WELFARE - GENERAL OPERATING FUND	10,000
EMMANUEL EPISCOPAL CHURCH PO BOX 126 DELAPLANE, VA 20144	NONE	PC	HISTORIC PRESERVATION - GENERAL OPERATING FUND	1,000
FAUQUIER COMMUNITY ACTION COMMITTEE HEAD START 430 EAST SHIRLEY AVENUE BLDG C WARRENTON, VA 20186	NONE	PC	COMMUNITY SERVICES - GENERAL OPERATING FUND	1,000
FAUQUIER COUNTY FOOD BANK 249 EAST SHIRLEY AVENUE WARRENTON, VA 20186	NONE	PC	COMMUNITY SERVICES - GENERAL OPERATING FUND	15,000
FAUQUIER COUNTY MENTAL HEALTH ASSOCIATION 50 CULPEPER STREET WARRENTON, VA 20186	NONE	PC	COMMUNITY SERVICES - GENERAL OPERATING FUND	10,000
<b>Total . . . . .</b> <b>3a</b>				930,000



**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)				
<b>a</b> <i>Paid during the year</i>				
FAQUIER FAMILY SHELTER SERVICES PO BOX 3599 WARRENTON, VA 20188	NONE	PC	COMMUNITY SERVICES - GENERAL OPERATING FUND	15,000
FAQUIER FREE CLINIC 210 WEST SHIRLEY AVENUE WARRENTON, VA 20186	NONE	PC	COMMUNITY SERVICES - GENERAL OPERATING FUND	20,000
FAQUIER HABITAT FOR HUMANITY 34 BECKHAM STREET WARRENTON, VA 20188	NONE	PC	COMMUNITY SERVICES - GENERAL OPERATING FUND	15,000
FAQUIER HERITAGE & PRESERVATION FOUNDATION 4110 WINCHESTER ROAD MARSHALL, VA 20115	NONE	PC	HISTORIC PRESERVATION - GENERAL OPERATING FUND	1,500
FLAGLER COLLEGE74 KING STREET ST AUGUSTINE, FL 32084	NONE	PC	EDUCATION - GENERAL OPERATING FUND	50,000
<b>Total . . . . . ▶</b> <b>3a</b>				930,000

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)				
<b>a</b> <i>Paid during the year</i>				
FLAGLER MUSEUM1 WHITEHALL WAY PALM BEACH, FL 33480	NONE	PC	EDUCATION - GENERAL OPERATING FUND	25,000
FOUNDATION OF THE STATE ARBORETUM 400 BLANDY FARM LANE BOYCE, VA 22620	NONE	PC	HISTORIC PRESERVATION - GENERAL OPERATING FUND	5,000
FRIENDS OF WESTONPO BOX 239 WARRENTON, VA 20188	NONE	PC	HISTORIC PRESERVATION - GENERAL OPERATING FUND	5,000
HAMPDEN-SYDNEY COLLEGE 1 COLLEGE ROAD FARMVILLE, VA 23901	NONE	PC	EDUCATION - GENERAL OPERATING FUND	10,000
HIGHLAND SCHOOL 597 BROADVIEW AVENUE WARRENTON, VA 20186	NONE	PC	EDUCATION - GENERAL OPERATING FUND	54,000
<b>Total . . . . .</b> ▶ <b>3a</b>				930,000

**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)				
<b>a</b> <i>Paid during the year</i>				
HOSPICE OF FAUQUIER COUNTY INC 42 NORTH 5TH STREET WARRENTON, VA 20186	NONE	PC	COMMUNITY SERVICES - GENERAL OPERATING FUND	10,000
HOSPICE OF THE PIEDMONT 675 PETER JEFFERSON PKWY SUITE 300 CHARLOTTESVILLE, VA 22901	NONE	PC	COMMUNITY SERVICES - GENERAL OPERATING FUND	15,000
HUMANE SOCIETY OF WARREN COUNTY 1245 PROGRESS DRIVE FRONT ROYAL, VA 22630	NONE	PC	ANIMAL WELFARE - GENERAL OPERATING FUND	1,000
JAMES MADISON UNIVERSITY 800 SOUTH MAIN STREET HARRISONBURG, VA 22807	NONE	PC	EDUCATION - GENERAL OPERATING FUND	5,000
LEEDS RURITAN CLUB 5017 LEEDS MANOR ROAD HUME, VA 22639	NONE	PC	COMMUNITY SERVICES - GENERAL OPERATING FUND	1,000
<b>Total . . . . .</b> ► <b>3a</b>				930,000

**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)				
<b>a</b> <i>Paid during the year</i>				
LIBERTY GARDEN - KENANPO BOX 128 KENANSVILLE, NC 28349	NONE	PC	HISTORIC PRESERVATION - GENERAL OPERATING FUND	5,000
LORD FAIRFAX COMMUNITY COLLEGE 6480 COLLEGE STREET WARRENTON, VA 20187	NONE	PC	EDUCATION - GENERAL OPERATING FUND	25,000
LOUDOUN THERAPEUTIC RIDING 41793 TUTT LANE LEESBURG, VA 20176	NONE	PC	COMMUNITY SERVICES - GENERAL OPERATING FUND	4,000
MARION DUPONT SCOTT EQUINE MEDICAL CENTER 17690 OLD WATERFORD ROAD LEESBURG, VA 20176	NONE	PC	ANIMAL WELFARE - GENERAL OPERATING FUND	10,000
MARSHALL RURITAN CLUB 8400 SALEM AVENUE MARSHALL, VA 20115	NONE	PC	COMMUNITY SERVICES - GENERAL OPERATING FUND	1,000
<b>Total . . . . . ▶</b> <b>3a</b>				930,000

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)				
<b>a</b> <i>Paid during the year</i>				
MARSHALL UNITED METHODIST CHURCH (MUMPS) 8405 WEST MAIN STREET MARSHALL, VA 20116	NONE	PC	COMMUNITY SERVICES - GENERAL OPERATING FUND	3,000
MARSHALL VOLUNTEER FIRE DEPARTMENT 4160 RECTORTOWN ROAD MARSHALL, VA 20115	NONE	PC	FIRE & RESCUE - GENERAL OPERATING FUND	10,000
MARSHALL VOLUNTEER RESCUE SQUAD 8472 WEST MAIN STREET MARSHALL, VA 20115	NONE	PC	FIRE & RESCUE - GENERAL OPERATING FUND	10,000
MIDDLEBURG COMMUNITY CENTER 300 WEST WASHINGTON STREET MIDDLEBURG, VA 20117	NONE	PC	COMMUNITY SERVICES - GENERAL OPERATING FUND	5,000
MIDDLEBURG FISH MINISTRIES PO BOX 507 MIDDLEBURG, VA 20118	NONE	PC	COMMUNITY SERVICES - GENERAL OPERATING FUND	5,000
<b>Total . . . . .</b> <b>3a</b>				930,000

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)				
<b>a</b> <i>Paid during the year</i>				
MIDDLEBURG HUMANE FOUNDATION 4094 WHITING ROAD MARSHALL, VA 20115	NONE	PC	ANIMAL WELFARE - GENERAL OPERATING FUND	10,000
MIDDLEBURG MONTESSORI SCHOOL 7274 RECTORS LANE MARSHALL, VA 20115	NONE	PC	EDUCATION - GENERAL OPERATING FUND	1,000
MIDDLEBURG SPRING RACE ASSOCIATION PO BOX 1173 MIDDLEBURG, VA 20118	NONE	PC	COMMUNITY SERVICES - GENERAL OPERATING FUND	50,000
MONTICELLO 931 THOMAS JEFFERSON PARKWAY CHARLOTTESVILLE, VA 22902	NONE	PC	HISTORIC PRESERVATION - GENERAL OPERATING FUND	5,000
MOSBY HERITAGE AREA 1461 ATOKA ROAD MARSHALL, VA 20115	NONE	PC	HISTORIC PRESERVATION - GENERAL OPERATING FUND	2,500
<b>Total . . . . .</b> ► <b>3a</b>				930,000

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)				
<b>a</b> <i>Paid during the year</i>				
MOUNT PISGAH BAPTIST CHURCH 217 MOUNT PISGAH CHURCH DRIVE ORANGE, VA 22960	NONE	PC	HISTORIC PRESERVATION - GENERAL OPERATING FUND	5,000
MUSEUM OF THE SHENANDOAH VALLEY 901 AMHERST STREET WINCHESTER, VA 22601	NONE	PC	COMMUNITY SERVICES - GENERAL OPERATING FUND	5,000
NATIONAL SPORTING LIBRARY & MUSEUM 102 THE PLAINS ROAD MIDDLEBURG, VA 20117	NONE	PC	HISTORIC PRESERVATION - GENERAL OPERATING FUND	5,000
NORTHERN PIEDMONT COMMUNITY FOUNDATION 21 MAIN STREET WARRENTON, VA 20186	NONE	PC	COMMUNITY SERVICES - GENERAL OPERATING FUND	2,500
NORTHERN VIRGINIA 4-H EDUCATIONAL CENTER 600 4H CENTER DRIVE FRONT ROYAL, VA 22630	NONE	PC	COMMUNITY SERVICES - GENERAL OPERATING FUND	5,000
<b>Total . . . . .</b> <b>3a</b>				930,000

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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)				
<b>a</b> <i>Paid during the year</i>				
NORTHERN VIRGINIA THERAPEUTIC RIDING PROGRAM INC 6429 CLIFTON ROAD CLIFTON, VA 20124	NONE	PC	COMMUNITY SERVICES - GENERAL OPERATING FUND	4,000
OLDFIELDS SCHOOL 1500 GLENCOE ROAD SPARKS GLENCOE, MD 21152	NONE	PC	EDUCATION - GENERAL OPERATING FUND	5,000
ORLEAN VOLUNTEER FIRE & RESCUE DEPARTMENT 6838 LEEDS MANOR ROAD ORLEAN, VA 20128	NONE	PC	FIRE & RESCUE - GENERAL OPERATING FUND	10,000
PIEDMONT CHILD CARE CENTER PO BOX 244 UPPERVILLE, VA 20185	NONE	PC	COMMUNITY SERVICES - GENERAL OPERATING FUND	5,000
PIEDMONT ENVIRONMENTAL COUNCIL PO BOX 460 WARRENTON, VA 20188	NONE	PC	COMMUNITY SERVICES - GENERAL OPERATING FUND	50,000
<b>Total . . . . .</b> ► <b>3a</b>				930,000



**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)				
<b>a</b> <i>Paid during the year</i>				
PIEDMONT SYMPHONY ORCHESTRA 597 BROADVIEW AVENUE WARRENTON, VA 20186	NONE	PC	COMMUNITY SERVICES - GENERAL OPERATING FUND	10,000
RAINBOW THERAPEUTIC RIDING CENTER PO BOX 479 HAYMARKET, VA 20168	NONE	PC	COMMUNITY SERVICES - GENERAL OPERATING FUND	1,500
ROBERT E LEE MEMORIALSTRATFORD 483 GREAT HOUSE ROAD STRATFORD, VA 22558	NONE	PC	HISTORIC PRESERVATION - GENERAL OPERATING FUND	6,000
SALEM MUSEUM801 EAST MAIN STREET SALEM, VA 24153	NONE	PC	HISTORIC PRESERVATION - GENERAL OPERATING FUND	5,000
SEVEN LOAVES FOOD PANTRY 15 WEST WASHINGTON STREET MIDDLEBURG, VA 20117	NONE	PC	COMMUNITY SERVICES - GENERAL OPERATING FUND	15,000
<b>Total . . . . . ▶</b> <b>3a</b>				930,000

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)				
<b>a</b> <i>Paid during the year</i>				
SPROUT THERAPEUTIC RIDING AND EDUCATION CENTER 40685 JOHN MOSBY HIGHWAY ALDIE, VA 20105	NONE	PC	COMMUNITY SERVICES - GENERAL OPERATING FUND	2,000
THE BOYS & GIRLS CLUB OF FAUQUIER 169 KEITH STREET WARRENTON, VA 20186	NONE	PC	COMMUNITY SERVICES - GENERAL OPERATING FUND	10,000
THE COMMUNITY MUSIC SCHOOL OF THE PIEDMONT 9110 JOHN MOSBY HIGHWAY UPPERVILLE, VA 20185	NONE	PC	EDUCATION - GENERAL OPERATING FUND	1,500
THE HILL SCHOOL860 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	50,000
<b>Total . . . . .</b> ► <b>3a</b>				930,000

**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)				
<b>a</b> <i>Paid during the year</i>				
THE LAND TRUST OF VIRGINIA PO BOX 14 MIDDLEBURG, VA 20118	NONE	PC	HISTORIC PRESERVATION - GENERAL OPERATING FUND	5,000
THE PLAINS COMMUNITY LEAGUE PO BOX 432 THE PLAINS, VA 20198	NONE	PC	COMMUNITY SERVICES - GENERAL OPERATING FUND	6,000
THE PLAINS VOLUNTEER FIRE COMPANY 4620 LOUDOUN AVENUE THE PLAINS, VA 20198	NONE	PC	FIRE & RESCUE - GENERAL OPERATING FUND	10,000
THE SALVATION ARMY 62 WATERLOO STREET WARRENTON, VA 20186	NONE	PC	COMMUNITY SERVICES - GENERAL OPERATING FUND	2,000
TIMBER RIDGE SCHOOL 3234 TIMBER RIDGE ROAD BEDFORD, VA 24523	NONE	PC	EDUCATION - GENERAL OPERATING FUND	5,000
<b>Total . . . . . ▶</b> <b>3a</b>				930,000

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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)				
<b>a</b> <i>Paid during the year</i>				
UVA JEFFERSONIAN GROUNDS 400 EMMET STREET SOUTH CHARLOTTESVILLE, VA 22903	NONE	PC	EDUCATION - GENERAL OPERATING FUND	50,000
UVA THE FRALIN MUSEUM OF ART 155 RUGBY ROAD CHARLOTTESVILLE, VA 22903	NONE	PC	EDUCATION - GENERAL OPERATING FUND	20,000
VERDUN ADVENTURE BOUND 16436 CARPE DIEM ROAD RIXEYVILLE, VA 22737	NONE	PC	COMMUNITY SERVICES - GENERAL OPERATING FUND	10,000
VIRGINIA AIRBORNE SEARCH & RESCUE SQUAD 10521 WAKEMAN DRIVE MANASSAS, VA 20110	NONE	PC	FIRE & RESCUE - 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
<b>Total . . . . . ►</b> <b>3a</b>				930,000

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)				
<b>a</b> <i>Paid during the year</i>				
VIRGINIA HORSE CENTER FOUNDATION 487 MAURY RIVER ROAD LEXINGTON, VA 24450	NONE	PC	COMMUNITY SERVICES - GENERAL OPERATING FUND	20,000
VIRGINIA STATE GOLF ASSOCIATION (VSGA) 600 FOUNDERS BRIDGE BLVD MIDLOTHIAN, VA 23113	NONE	PC	COMMUNITY SERVICES - GENERAL OPERATING FUND	10,000
VIRGINIA UNION UNIVERSITY 1500 NORTH LOMBARDY STREET RICHMOND, VA 23220	NONE	PC	EDUCATION - GENERAL OPERATING FUND	5,000
WARRENTON RURITAN CLUB 251 WEST LEE HIGHWAY WARRENTON, VA 20186	NONE	PC	COMMUNITY SERVICES - GENERAL OPERATING FUND	500
WARRENTON VOLUNTEER FIRE COMPANY 167 WEST SHIRLEY AVENUE WARRENTON, VA 20186	NONE	PC	FIRE & RESCUE - GENERAL OPERATING FUND	10,000
<b>Total . . . . .</b> ► <b>3a</b>				930,000

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)				
<b>a</b> Paid during the year				
WESTMORELAND COUNTY COPLE DISTRICT VOLUNTEER FIRE DEPARTMENT 123 YEOCOMICO LANE KINSALE, VA 22488	NONE	PC	FIRE & RESCUE - GENERAL OPERATING FUND	10,000
WINDY HILL FOUNDATION 102 WEST WASHINGTON STREET MIDDLEBURG, VA 20117	NONE	PC	HISTORIC PRESERVATION - GENERAL OPERATING FUND	2,000
Total . . . . . ▶ 3a				930,000

**TY 2017 Accounting Fees Schedule****Name:** WISE FOUNDATION**EIN:** 54-1942771**Accounting Fees Schedule**

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
ACCOUNTING FEES	5,305	2,653		2,652

**TY 2017 Investments Corporate Bonds Schedule****Name:** WISE FOUNDATION**EIN:** 54-1942771**Investments Corporate Bonds Schedule**

<b>Name of Bond</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
DOUBLELINE TOTAL RETURN BOND FUND - 116,944.586 SHS	1,286,420	1,243,121
ISHARES BARCLAYS MBS BOND ETF - 6,236 SHS	679,380	664,695
ISHARES DJ SELECT DIVIDEND ETF - 11,905 SHS	900,090	1,173,357
ISHARES IBOXX INV GRADE CORP BOND ETF - 9,473 SHS	1,107,838	1,151,538
WESTERN ASSET CORE PLUS BOND FUND - 123,663.906 SHS	1,459,981	1,464,181



**TY 2017 Investments Corporate Stock Schedule****Name:** WISE FOUNDATION**EIN:** 54-1942771

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
BRANDES INTERNATIONAL SMALL CAP EQUITY FUND - 31,334.192 SHS	424,136	424,265
CAMBIAR INTERNATIONAL EQUITY FD INSTL - 48,807.544 SHS	1,183,077	1,390,039
DFA LARGE CAP INTERNATIONAL PORTFOLIO - 91,469.349 SHS	1,948,981	2,188,861
EATON VANCE ATLANTA CAPITAL SMID CAP FUND - 29,393.308 SHS	694,832	987,909
JANUS HENDERSON SMALL CAP VALUE I - 9,266.236 SHS	214,963	213,401
OPPENHEIMER DEVELOPING MARKETS FUND - 15,003.966 SHS	500,808	644,120
T ROWE PRICE QM U.S. SMALL-CAP GROWTH EQUITY - 6,359.717 SHS	138,810	221,891
VAN ECK EMERGING MARKETS FUND - 33,893.76 SHS	498,523	659,573
VANGUARD RUSSELL 1000 GROWTH ETF - 18,845 SHS	2,361,467	2,601,175
VANGUARD RUSSELL 1000 VALUE ETF - 23,520 SHS	2,400,658	2,553,331

**TY 2017 Investments Government Obligations Schedule****Name:** WISE FOUNDATION**EIN:** 54-1942771**US Government Securities - End  
of Year Book Value:**

1,458,858

**US Government Securities - End  
of Year Fair Market Value:**

1,451,130

**State & Local Government  
Securities - End of Year Book  
Value:**

0

**State & Local Government  
Securities - End of Year Fair  
Market Value:**

0

**TY 2017 Investments - Other Schedule****Name:** WISE FOUNDATION**EIN:** 54-1942771**Investments Other Schedule 2**

<b>Category/ Item</b>	<b>Listed at Cost or FMV</b>	<b>Book Value</b>	<b>End of Year Fair Market Value</b>
BLACKSTONE ALTERNATIVE MULTI-STRATEGY FUND - 114,852.837 SHS	AT COST	1,202,731	1,232,371
WELLS FARGO ADVANTAGE ABSOLUTE RETURN FUND - 54,409.046 SHS	AT COST	606,176	619,719

**TY 2017 Other Expenses Schedule****Name:** WISE FOUNDATION**EIN:** 54-1942771**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DUES & SUBSCRIPTIONS	25	13		12
POSTAGE	117	59		58

**TY 2017 Other Increases Schedule**

**Name:** WISE FOUNDATION  
**EIN:** 54-1942771

Description	Amount
RETURN OF CAPITAL	613

**TY 2017 Other Professional Fees Schedule****Name:** WISE FOUNDATION**EIN:** 54-1942771

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
INVESTMENT MANAGEMENT FEES	54,264	54,264		0

**TY 2017 Taxes Schedule****Name:** WISE FOUNDATION**EIN:** 54-1942771

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
PAYROLL TAXES	1,846	923		923