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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2010

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2010, or tax year beginning

11/26, 2010, and ending

12/31, 2010

G Check all that apply:

☒ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change

Name of foundation

ROBINS JR, E. CLAIBORNE CHAR.

A Employer identification number

32-6140103

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

Room/suite

B Telephone number (see page 10 of the instructions)

1525 W W.T. HARRIS BLVD. D1114-044

(336) 747-8274

City or town, state, and ZIP code

CHARLOTTE, NC 28288

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

I Fair market value of all assets at end

of year (from Part II, col. (c), line

16) ▶ \$ 24,692,458.

J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify) _____

(Part I, column (d) must be on cash basis.)

E If private foundation status was terminated under section 507(b)(1)(A), check here . ▶ ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here . ▶ ☐**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)	24,513,063.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	89,225.	89,225.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	38,372.			
b Gross sales price for all assets on line 6a	38,372.			
7 Capital gain net income (from Part IV, line 2)		38,372.		
8 Net short-term capital gain				
9 Income modifications				
10 a Gross sales less returns and allowances				
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	24,640,660.	127,597.		
13 Compensation of officers, directors, trustees, etc.				
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions)	2,438.	2,438.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule)				
24 Total operating and administrative expenses. Add lines 13 through 23	2,438.	2,438.	NONE	
25 Contributions, gifts, grants paid				
26 Total expenses and disbursements. Add lines 24 and 25	2,438.	2,438.	NONE	
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	24,638,222.			
b Net investment income (if negative, enter -0-)		125,159.		
c Adjusted net income (if negative, enter -0-)				

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

JSA

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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			
	2 Savings and temporary cash investments		15,974,375.	15,974,375.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶	NONE		
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule).	STMT 3	1,097,229.	1,104,770.
	b Investments - corporate stock (attach schedule)	STMT 4	450,929.	455,807.
	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)	STMT 7	7,095,851.	7,157,506.	
14 Land, buildings, and equipment: basis				
Less: accumulated depreciation (attach schedule) ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		24,618,384.	24,692,458.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds		24,618,384.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see page 17 of the instructions)		24,618,384.	
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)		24,618,384.		

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	
2 Enter amount from Part I, line 27a	2	24,638,222.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	24,638,222.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	19,838.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	24,618,384.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV DETAIL					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0- or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	38,372.	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8.					

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

N/A

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☐ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009			
2008			
2007			
2006			
2005			

2 Total of line 1, column (d)	2	
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	
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	
8 Enter qualifying distributions from Part XII, line 4	8	

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.

Part 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		1	2,503.
Date of ruling or determination letter: _____ (attach copy of ruling letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
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	
3 Add lines 1 and 2		3	2,503.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	2,503.
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a		
b Exempt foreign organizations-tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7		NONE
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		2,503.
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 2011 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		X
If "Yes," attach a detailed description of the activities		
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		X
If "Yes," attach the statement required by General Instruction T.		
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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> STMT 9		
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	X	
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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses STMT 10	X	

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11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <u>N/A</u>				
14	The books are in care of <u>WELLS FARGO BANK, NA</u> Telephone no. <u>(336) 747-8274</u>			
Located at <u>1 WEST 4TH STREET, WINSTON SALEM, NC</u> ZIP + 4 <u>27101-3818</u>				
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 2010, 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 page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country				

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) <p>(1) Engage in the sale or lease, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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</p> <p>(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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</p> <p>(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</p>			
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? <input type="checkbox"/> <p>Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p>		1b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010? <input type="checkbox"/>		1c	X
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)) <p>a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>If "Yes," list the years <input type="checkbox"/></p> <p>b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 22 of the instructions) <input type="checkbox"/></p> <p>c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <input type="checkbox"/></p>			
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 <p>b If "Yes," did it have excess business holdings in 2010 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 2010) <input type="checkbox"/></p>		3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/> <p>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 2010? <input type="checkbox"/></p>		4a	X
		4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		-0-	-0-	-0-

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

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

Total number of other employees paid over \$50,000 ☐ NONE

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over \$50,000 for professional services		NONE

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1 NONE	
2	
All other program-related investments See page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3	

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	3,946,413.
b	Average of monthly cash balances	1b	23,409,455.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	27,355,868.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	27,355,868.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	410,338.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	26,945,530.
6	Minimum investment return. Enter 5% of line 5	6	132,882.

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	132,882.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	2,503.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,503.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	130,379.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	130,379.
6	Deduction from distributable amount (see page 25 of the instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	130,379.

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	NONE
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	NONE

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				130,379.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			NONE	
b Total for prior years: 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2010:				
a From 2005	NONE			
b From 2006	NONE			
c From 2007	NONE			
d From 2008	NONE			
e From 2009	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ _____				NONE
a Applied to 2009, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2010 distributable amount				NONE
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions			NONE	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				130,379.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2006	NONE			
b Excess from 2007	NONE			
c Excess from 2008	NONE			
d Excess from 2009	NONE			
e Excess from 2010	NONE			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) **NOT APPLICABLE**

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007
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 foundation had \$5,000 or more in assets at any time during the year - see page 28 of the instructions.)**1 Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed:

b The form in which applications should be submitted and information and materials they should include:

c Any submission deadlines:

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Part XV . **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

<div>Recipient</div> <div>Name and address (home or business)</div>	<div>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</div>	<div>Foundation status of recipient</div>	<div>Purpose of grant or contribution</div>	<div>Amount</div>
a <i>Paid during the year</i>				
Total			<div>▶ 3a</div>	
b <i>Approved for future payment</i>				
Total			<div>▶ 3b</div>	

Form **990-PF** (2010)

Part XVI-A Analysis of Income-Producing Activities

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 page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	89,225.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property .					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	38,372.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory . .					
11 Other revenue. a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)				127,597.	
13 Total. Add line 12, columns (b), (d), and (e)				127,597.	

(See worksheet in line 13 instructions on page 29 to verify calculations)

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

[illegible]

Part XVII

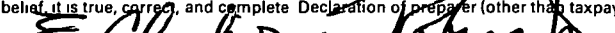
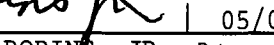
Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

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

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.				
	 Signature of officer or trustee E. CLAIBORNE ROBINS, JR.		Date 05/05/2011		Title Trustee
Paid Preparer Use Only	Print/Type preparer's name DERRICK PUCKETT		Preparer's signature 		Date 05/05/2011
	Firm's name ▶ WELLS FARGO BANK, N.A.		Check <input type="checkbox"/> if self-employed PTIN P01031673		
	Firm's address ▶ 1525 W W.T. HARRIS BLVD. D1114-044 CHARLOTTE, NC 28288-1161		Firm's EIN ▶ 94-3080771 Phone no		

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2010

Name of the organization

Employer identification number

ROBINS JR, E. CLAIBORNE CHAR.

32-6140103

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization

ROBINS JR, E. CLAIBORNE CHAR.

Employer identification number

32-6140103

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	E C ROBINS MARITAL TRUST 1021 E CARY ST RICHMOND, VA 23219	\$ 24,513,063.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ **Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).**

OMB No 1545-0092

2010

Name of estate or trust

ROBINS JR, E. CLAIBORNE CHAR.

Employer identification number

32-6140103

Note: Form 5227 filers need to complete *only* Parts I and II.

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a SHORT-TERM CAPITAL GAIN DIVIDENDS		STMT 1			6,401.

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2009 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	6,401.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS		STMT 1			31,971.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2009 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	31,971.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2010

JSA

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40 -

Part III Summary of Parts I and II**Caution: Read the instructions before completing this part.**

	(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13 Net short-term gain or (loss)	13		6,401.
14 Net long-term gain or (loss):			
a Total for year	14a		31,971.
b Unrecaptured section 1250 gain (see line 18 of the wrksh.)	14b		
c 28% rate gain	14c		
15 Total net gain or (loss). Combine lines 13 and 14a ▶	15		38,372.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of:	16	()
a The loss on line 15, column (3) or b \$3,000		

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** on page 7 of the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the worksheet on page 8 of the instructions if:

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17		
18 Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19		
20 Add lines 18 and 19	20		
21 If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- . . . ▶	21		
22 Subtract line 21 from line 20. If zero or less, enter -0-	22		
23 Subtract line 22 from line 17. If zero or less, enter -0-	23		
24 Enter the smaller of the amount on line 17 or \$2,300	24		
25 Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26; go to line 27 and check the "No" box. <input type="checkbox"/> No. Enter the amount from line 23	25		
26 Subtract line 25 from line 24	26		
27 Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27		
28 Enter the amount from line 26 (If line 26 is blank, enter -0-)	28		
29 Subtract line 28 from line 27	29		
30 Multiply line 29 by 15% (.15)		30	
31 Figure the tax on the amount on line 23. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)		31	
32 Add lines 30 and 31		32	
33 Figure the tax on the amount on line 17. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)		33	
34 Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)		34	

Schedule D (Form 1041) 2010

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS					6,401.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					31,971.	
1,154.00		29. JP MORGAN CHASE & CO COM PROPERTY TYPE: SECURITIES 1,173.00					12/16/2010 -19.00	12/17/2010
TOTAL GAIN(LOSS)					----- 38,372. =====	

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
ALLEGHENY TECHNOLOGIES INC COM	35.	35.
ARTISAN FDS INC INTL FD INVESTOR CLASS	3,398.	3,398.
CREDIT SUISSE COMM RT ST-CO #2156	25,344.	25,344.
DODGE & COX INT'L STOCK FD # 1048	6,603.	6,603.
DREYFUS EMG MKT DEBT LOC C-I #6083	1,303.	1,303.
FLEMING CAP MUTUAL FUND GROUP J P MORGAN	3,270.	3,270.
HARBOR FD CAP APPRECIATION	1,162.	1,162.
ISHARES S&P 500 INDEX FUND	3,267.	3,267.
IVY ASSET STRATEGY FUND CLASS I #473	729.	729.
MAINSTAY EP US EQUITY-INS #1204	1,933.	1,933.
OPPENHEIMER DEVELOPING MKT-Y #788	2,121.	2,121.
PIMCO COMMODITY REAL RET STRAT-I#45	8,001.	8,001.
RIDGEWORTH SEIX HY BD-I #5855	924.	924.
ROWE T PRICE SHORT TERM BD FD INC	910.	910.
SPDR DJ WILSHIRE INTERNATIONAL REAL	17,345.	17,345.
VANGUARD MSCI EMERGING MARKETS EFT	7,941.	7,941.
VANGUARD REIT VIPER	4,939.	4,939.
	-----	-----
TOTAL	89,225.	89,225.
	=====	=====

ROBINS JR, E. CLAIBORNE CHAR.

32-6140103

FORM 990PF, PART I - TAXES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES ON QUALIFIED FOR	1,760.	1,760.
FOREIGN TAXES ON NONQUALIFIED	678.	678.
	-----	-----
TOTALS	2,438.	2,438.
	=====	=====

ROBINS JR, E. CLAIBORNE CHAR.

32-6140103

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
3133XHZK1 FED HOME LN BK 4.750	49,878.	50,324.
3134A4UK8 FED HOME LN MTG4.875	159,726.	160,725.
3137EACA5 FED HOME LN MTG 3.75	56,201.	56,934.
31398AKY7 FNMA 3.625 2/12/13	142,643.	143,130.
31398AU34 FNMA 2.375 7/28/15	90,607.	91,273.
912828CA6 US TNOTE 2/15/2014	244,090.	245,111.
912828HR4 US TNOTE 2/15/2018	150,862.	152,533.
912828PC8 US TNOTE 11/15/2020	83,672.	84,895.
912828PV6 US TNOTE 11/30/2012	119,550.	119,845.
	-----	-----
TOTALS	1,097,229.	1,104,770.
	=====	=====

ROBINS JR, E. CLAIBORNE CHAR.

32-6140103

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	----
023135106 AMAZON COM INC	14,410.	14,580.
099724106 BORG WARNER INC	6,593.	6,802.
189754104 COACH INC	4,924.	4,701.
580135101 MCDONALDS CORP	8,513.	8,520.
64110106 NETFLIX.COM INC	12,166.	11,772.
655664100 NORDSTROM INC	4,886.	4,916.
741503403 PRICELINE COM INC	7,677.	7,591.
855244109 STARBUCKS CORP	8,995.	8,836.
87612E106 TARGET CORP	6,742.	6,855.
918204108 V F CORP	5,901.	5,774.
191216100 COCACOLA CO	13,236.	13,351.
194162103 COLGATE PALMOLIVE CO	4,698.	4,661.
582839106 MEAD JOHNSON NUTRITN	6,501.	6,536.
742718109 PROCTER & GAMBLE CO	6,971.	7,012.
13342B105 CAMERON INTL CORP	5,980.	6,138.
247916208 DENBURY RESOURCES	2,435.	2,482.
26875P101 EOG RESOURCES INC	5,882.	5,942.
75281A109 RANGE RES CORP	3,630.	3,868.
845467109 SOUTHWESTERN ENERGY	3,091.	3,256.
12572Q105 CME GROUP INCE	4,827.	4,826.
46625H100 JPMORGAN CHASE & CO	4,611.	4,836.
018490102 ALLERGAN INC	7,690.	7,485.
031162100 AMGEN INC	5,444.	5,270.
151020104 CELGENE CORP	7,095.	7,156.
302182100 EXPRESS SCRIPTS	5,134.	5,081.
50540R409 LABORATORY CRP AMER	4,674.	4,660.
91324P102 UNITEDHEALTH GROUP	8,354.	8,450.
097023105 BOEING CO	9,435.	9,528.
149123101 CATERPILLAR INC	8,116.	8,148.

ROBINS JR, E. CLAIBORNE CHAR.

32-6140103

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	----
2310211106 CUMMINS INC	9,469.	9,571.
2358511102 DANAHER CORP	5,181.	5,236.
2910111104 EMERSON ELECTRIC CO	5,494.	5,374.
740189105 PRECISION CASTPARTS	8,584.	8,631.
774341101 ROCKWELL COLLINS	7,430.	7,457.
913017109 UNITED TECHNOLOGIES	4,505.	4,487.
88579Y101 3M CO	8,537.	8,544.
00724F101 ADOBE SYS INC	5,657.	6,125.
037833100 APPLE INC	30,281.	30,321.
17275R102 CISCO SYSTEMS INC	4,853.	4,977.
177376100 CITRIX SYS INC	14,555.	14,435.
219350105 CORNING INC	6,106.	6,298.
268648102 EMC CORP MASS	6,790.	6,847.
315616102 F5 NETWORKS	3,601.	3,514.
48203R104 JUNIPER NETWORKS INC	4,766.	4,837.
64110D104 NETAPP INC	6,697.	6,870.
68389X105 ORACLE CORP	17,633.	18,185.
79466L302 SALESFORCE COM	8,535.	8,184.
80004C101 SANDISK CORP	4,652.	4,737.
882508104 TEXAS INSTRUMENTS	4,956.	5,005.
92826C839 VISA INC CLASS A	5,782.	5,208.
01741R102 ALLEGHENY TECHNOLOGY	10,193.	10,595.
35671D857 FREEPORT MCMORAN	17,125.	18,494.
029912201 AMERICAN TOWER SYSTM	9,852.	10,173.
136385101 CANADIAN NAT RES	10,639.	11,149.
M22465104 CHECK POINT SOFTWARE	8,123.	8,281.
G2554F105 COVIDIEN PLC	4,696.	4,657.
22943F100 CTRIP.COM INTERNATL	3,829.	3,802.
73755L107 POTASH CORP SASK	6,685.	7,432.

ROBINS JR, E. CLAIBORNE CHAR.

32-6140103

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION

ENDING
BOOK VALUE

ENDING
FMV

806857107 SCHLUMBERGER LTD

7,112.

7,348.

TOTALS

450,929.

455,807.

ROBINS JR, E. CLAIBORNE CHAR.

32-6140103

FORM 990PF, PART II - OTHER INVESTMENTS

=====

DESCRIPTION

COST/
FMV

C OR F

ENDING
BOOK VALUE

ENDING
FMV

261980494 DREYFUS EMERG #6083	C	237,000.	238,484.
51855Q655 LAUDUS MONDRIAN#2940	C	118,500.	120,753.
76628T645 RIDGEWORTH FD #5855	C	237,000.	237,968.
77957P105 TROWE S-T BD FD #55	C	500,000.	498,971.
38142Y401 GOLDMAN SACHS #1132	C	326,000.	328,428.
411511504 HARBOR CAPITAL #2012	C	550,000.	552,407.
464287200 ISHARES S&P 500 FD	C	650,055.	669,125.
339128100 JPMORGAN MIDCAP #758	C	266,000.	270,729.
487300808 KEELEY SML CAP #2251	C	240,000.	248,318.
56063J302 MAINSTAY EPOCH #1204	C	387,000.	360,103.
87234N849 TCW SMALL CAP #4724	C	240,000.	245,356.
04314H204 ARTISAN INTL FD #661	C	415,000.	414,427.
256206103 DODGE&COX INTL FD	C	415,000.	420,416.
683974505 OPPENHEIMER FD #788	C	415,000.	429,159.
922042858 VANGUARD EMERG MKTS	C	416,094.	423,685.
466001864 IVY ASSET STRAT #473	C	237,000.	236,328.
22544R305 CREDIT SUISSE #2156	C	380,000.	379,259.
722005667 PIMCO COMMOD FD #45	C	355,000.	370,973.
78463X863 SPDR WILSHIRE RE FD	C	257,984.	253,045.
922908553 VANGUARD REIT VIPER	C	453,217.	459,571.
AMITE COUNTY MS T1N-R6E-S35	C	1.	1.

TOTALS

7,095,851.	7,157,506.
=====	=====

ROBINS JR, E. CLAIBORNE CHAR.

32-6140103

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES
=====

DESCRIPTION

AMOUNT

2011 MUTUAL FUND POSTINGS FOR 2010
ACCRUED INTEREST PAID

9,977.

9,861.

TOTAL

19,838.
=====

STATEMENT 8

ROBINS JR, E. CLAIBORNE CHAR.

32-6140103

STATE(S) WHERE THE FOUNDATION IS REGISTERED

=====

VA

STATEMENT 9

ROBINS JR, E. CLAIBORNE CHAR.

32-6140103

FORM 990PF, PART VII-A - NEW SUBSTANTIAL CONTRIBUTORS

NAME AND ADDRESS

E C ROBINS MARITAL TRUST
1021 E CARY ST
RICHMOND, VA 23219

STATEMENT 10

ROBINS JR, E. CLAIBORNE CHAR.

32-6140103

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

=====

OFFICER NAME:

WELLS FARGO BANK, NA

ADDRESS:

1525 W WT HARRIS BLVD D1114-044

CHARLOTTE, NC 28288

TITLE:

AGENT

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40

STATEMENT 11

FEDERAL CAPITAL GAIN DIVIDENDS
=====SHORT-TERM CAPITAL GAIN DIVIDENDS

DREYFUS EMG MKT DEBT LOC C-I #6083	816.00
LAUDUS MONDRIAN INTL FI-INST #2940	73.00
MAINSTAY EP US EQUITY-INS #1204	1,758.00
MAINSTAY EP US EQUITY-INS #1204	3,630.00
FED CASH RES 125	125.00

TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS

6,401.00
=====LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

DREYFUS EMG MKT DEBT LOC C-I #6083	267.00
GOLDMAN SACHS GROWTH OPPORTUNITIES INSTITUTI	2,935.00
LAUDUS MONDRIAN INTL FI-INST #2940	27.00
MAINSTAY EP US EQUITY-INS #1204	28,742.00

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS

31,971.00

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS

31,971.00
=====

**SECOND AMENDMENT AND RESTATEMENT OF
THE LORA M. ROBINS REVOCABLE TRUST AGREEMENT**

I, LORA M. ROBINS, of Henrico County, Virginia, as of December 19, 2008, hereby amend and restate in its entirety the Trust Agreement made by me dated November 1, 1996, and subsequently further amended, with WACHOVIA BANK, N.A. (formerly Central Fidelity National Bank) as Trustee ("my Trustee"), so that it shall henceforth read in its entirety as follows:

Article I. My Family.

I am the widow of E. Claiborne Robins ("my husband"). I have three children now living, E. Claiborne Robins, Jr., Elizabeth Robins Porter and Ann Carol Robins Marchant.

Article II. Creation of Trust.

I have previously transferred assets to my Trustee to fund this trust and they are registered as such on the records of the Trustee. I may designate my Trustee as beneficiary of insurance policies or transfer other assets to my Trustee. My Trustee shall hold the assets and any insurance proceeds received in trust under the terms of this agreement.

Article III. Disposition of Trust During My Lifetime.

During my lifetime my Trustee shall accumulate the income and retain the principal of the trust except as I may otherwise direct. My Trustee may also pay income or principal as my Trustee may deem necessary or appropriate from time to time to provide for my support and health and to pay my obligations, including charitable pledges.

Article IV. Disposition of Trust at My Death.

A. Disposition at My Death. The Appointive Assets received by my Trustee pursuant to the exercise under my will of a limited power of appointment granted to me by my husband over the Marital Trust he created for my benefit shall be disposed of as directed in paragraph I of this Article. My Trustee shall distribute the assets held at my death and other assets received by my Trustee by reason of my death (excluding the Appointive Assets) after payment of any charges under Article VII (the "Trust Assets") as directed in the following paragraphs of this Article.

B. Clear View Estate.

(1) My Trustee shall distribute to the Virginia Historical Society, Richmond, Virginia (the "Society"), my real property on the south side of River Road in Henrico County, Virginia, known as Clear View Estate (being all real property owned by me on River Road), together with all articles of furniture, furnishings, art (two and three dimensional), books, and all other items of household or lawn and garden use or ornament located at Clear View Estate at my death and all equipment and tools useful in the maintenance of Clear View Estate and customarily located at Clear View Estate. This gift to the Society shall not include, however, any personal or business records or family papers or photographs or other items that, by a subsequent amendment to this agreement, have been excluded from the gift.

(2) My Trustee shall distribute to the Society the sum of \$6,000,000 to be held by it as a part of its endowment, to be used for the maintenance, management and use by the Society of Clear View Estate. At such time as this endowment gift exceeds in value \$6,500,000, excess amounts may be used by the Society for its other purposes, provided the current value of this endowment account is maintained at not less than \$6,500,000. I anticipate that the Society will

use Clear View Estate in its mission in much the same manner as the Society has used Virginia House. Should the Society ever decide to sell the real property known as Clear View Estate, or any object of tangible personal property included in this gift having significant value, it is my hope that the Society will offer it first to members of my family at then current fair market value. I believe such an offer would be in the best interest of the Society since it would avoid commissions or other sale expenses.

(3) Should the real property known as Clear View Estate cease to be maintained by the Society as contemplated by this gift and sold by the Society, then half the endowment account created by this gift, as it then exists, shall be contributed by the Society equally to The Salvation Army and The American Red Cross, and the remaining half of the endowment account and the proceeds of Clear View Estate and its contents may be used by the Society for its general purposes. Should either The Salvation Army or The American Red Cross not be a charitable organization to which gifts are estate tax deductible, another publicly supported charitable organization that is so exempt with similar purposes shall be selected by the Society to receive its share of the endowment.

C. Additional Gifts. I have made a gift to my granddaughter Sheryl Ann Robins Nolt of my residence located between 53rd and 54th Streets at Virginia Beach, Virginia, and to my other six grandchildren, namely Gregory C. Robins, Erin Hartley Robins Derwin, Mark Claiborne Robins, Juliet E. Shield-Taylor, Robins R. Shield and Jon Robins Mayer, or trusts for their benefit, of the sum of \$2,250,000 (Two Million Two Hundred Fifty Thousand Dollars) each, and I expect to make additional gifts of \$250,000 (Two Hundred Fifty Thousand Dollars) each to such six last named grandchildren or trusts for their benefit on or about January 2, 2009. If I do

not make such additional gifts before my death, then upon my death, my Trustee shall distribute to each of such six last named grandchildren the sum of \$250,000 (Two Hundred Fifty Thousand Dollars), provided that the distributions to Erin Hartley Robins Derwin and Mark Claiborne Robins shall each be made to the Trustee under the Trust Agreements made by me dated April 17, 2008 with E. Claiborne Robins, Jr. as Trustee for the benefit of Erin Hartley Robins Derwin and Mark Claiborne Robins, respectively.

D. Tangible Personal Property.

(1) Except as otherwise provided in the preceding paragraph B of this Article, my Trustee shall distribute my tangible personal property to my children who survive me and to the descendants who survive me, *per stirpes*, of any of my children who predecease me, to be divided among them as my daughters agree, or if my daughters are unable to agree, then as my corporate Trustee may deem fair and reasonable, taking into account so far as possible the wishes of the beneficiaries. Notwithstanding the foregoing, if a child of mine disclaims his or her interest in my tangible personal property under this Article IV D (1), such child's share shall be distributed in equal shares to my other children who survive me, or if there are none, to the disclaimant child's descendants who survive me, *per stirpes*.

(2) My Trustee may distribute tangible personal property passing to a beneficiary under age twenty-one to a custodian for the beneficiary, selected by my Trustee, under the Virginia Uniform Transfers to Minors Act (21).

(3) Tangible personal property includes objects of art but does not include assets that, in the opinion of my corporate Trustee, were held by me primarily for business or investment purposes.

E. Gifts to Individuals.

(1) My Trustee shall distribute the sum of \$45,000 (Forty Five Thousand Dollars) to Jean R. Whitlock, if she survives me.

(2) My Trustee shall distribute the sum of \$25,000 (Twenty Five Thousand Dollars) to Kenneth Lynn, if he survives me.

(3) My Trustee shall distribute the sum of \$5,000 (Five Thousand Dollars) to Carolyn Moore, if she survives me.

(4) If Jean R. Whitlock survives me and on the date of my death is employed by me or retired from my employ, my Trustee shall make a gift to The Lewis Ginter Botanical Garden, Inc. (the "Garden"), subject to the requirement that the Garden pay an annuity in monthly installments to Jean R. Whitlock during her lifetime at the rate being paid on the date of my death by the Garden on charitable gift annuities then offered by the Garden to annuitants of the individual's age and sex. The amount to be transferred to the Garden shall be the amount required to produce a payment of \$24,000 (Twenty Four Thousand Dollars) per year. The annuity shall be nonassignable. The payments are to be made quarterly and shall end with the quarterly payment preceding Jean R. Whitlock's death.

(5) My Trustee shall distribute the sum of \$100,000 (One Hundred Thousand Dollars) equally to E. Bruce Heilman and Betty Heilman or \$100,000 (One Hundred Thousand Dollars) to the survivor of them if only one of them survives me. If neither of them survives me, this gift shall lapse.

(6) My Trustee shall distribute the sum of \$100,000 (One Hundred Thousand Dollars) to Dr. William Wilkins if he survives me.

(7) My Trustee shall distribute the sum of \$100,000 (One Hundred Thousand Dollars) to Dr. Edward Martirosian if he survives me.

F. Indebtedness.

(1) I direct my Trustee to cancel and distribute to Jean Whitlock or her estate the indebtedness, including accrued interest, due me or my Trustee at my death by her or her estate (if any).

(2) I direct my Trustee to cancel and distribute to William Jerome Derwin or his estate the indebtedness, including accrued interest, due me or my Trustee at my death by him or his estate (if any).

G. Gift to University of Richmond. My Trustee shall distribute the sum of \$500,000 (Five Hundred Thousand Dollars) to the University of Richmond, Richmond, Virginia, a Virginia nonstock corporation (the "University"), to constitute a part of the endowment funds of the University, subject to the following condition. This gift shall be held by the University as a fund for the "Lora Robins Gallery for Design in Nature." It is my hope that the income shall be used for general operating expenses, salaries and purchases of art, gems, glass and related objects for exhibition in the Gallery. This gift may be commingled for investment purposes with other endowment funds of the University so long as the principal and income of the fund are appropriately designated on the records of the University.

H. Gifts to Other Charitable Organizations. My Trustee shall distribute to each charitable organization named below the sum set forth opposite its name.

(1) Sheltering Arms Hospital,
Richmond, Virginia

\$50,000 (Fifty Thousand Dollars)

- | | |
|--|--|
| (2) Children's Hospital,
Richmond, Virginia | \$ 50,000 (Twenty-Five Thousand Dollars) |
| (3) United Negro College Fund, Inc.,
New York, New York | \$250,000 (Two Hundred Fifty Thousand Dollars) |
| (4) Virginia Union University,
Richmond, Virginia | \$200,000 (Two Hundred Thousand Dollars) |
| (5) United Way Services of
Richmond, Virginia | \$50,000 (Fifty Thousand Dollars) |
| (6) American Red Cross,
Richmond, Virginia | \$50,000 (Fifty Thousand Dollars) |
| (7) St. Joseph's Villa for Children
Richmond, Virginia | \$50,000 (Fifty Thousand Dollars) |
| (8) Safe Harbor Women's Shelter
Richmond, Virginia | \$500,000 (Five Hundred Thousand Dollars) |

I. Appointive Assets and My Remaining Trust Assets. At my death the Appointive Assets from my husband's Marital Trust previously described and my remaining Trust Assets shall be combined and shall constitute the Charitable Share. In the event of a shortfall in assets (other than appointive assets) to fully fund the foregoing charitable provision, my Trustee shall first employ appropriate assets in the Charitable Share to fully fund such charitable provisions.

(1) One-third of the Charitable Share shall be distributed to my daughter Elizabeth Robins Porter as Trustee, or her successor Trustee, to be held in a separate trust called "The Elizabeth Robins Porter Charitable Trust" and administered as directed in Article V.

(2) One-third of the Charitable Share shall be distributed to my son, E. Claiborne Robins, Jr., as Trustee, or his successor Trustee, to be held in a separate trust called "The E. Claiborne Robins, Jr. Charitable Trust" and administered as directed in Article V.

(3) One-third of the Charitable Share shall be distributed to my daughter Ann Carol Robins Marchant as Trustee, or her successor Trustee, to be held in a separate trust called "The Ann Carol Robins Marchant Charitable Trust" and administered as directed in Article V.

(4) For ease of reference, each trust held under Article V is hereinafter referred to individually as the "Charitable Trust," or collectively as the "Charitable Trusts." Also, the Trustee or Trustees serving from time to time for each Charitable Trust are collectively referred to in Article V as "the Trustee."

Article V: Charitable Trust.

A. Purpose. It is my wish that each of the three separate and equal charitable trusts under this Article be tax-exempt under section 501(c)(3) of the Internal Revenue Code and be a charitable trust to which contributions are tax-deductible under sections 170, 2055 and 2522 of the Internal Revenue Code, and all provisions of this agreement shall be construed accordingly. Each Charitable Trust is organized and shall be operated in perpetuity exclusively for charitable purposes. This means those charitable, religious, scientific, educational or literary purposes described in section 501(c)(3) of the Internal Revenue Code that also constitute charitable purposes under the laws of Virginia for purposes of the charitable exception to the rule against perpetuities.

B. Administration.

(1) The Trustee may accept assets from any source. The Trustee shall not accept assets if the contribution is conditioned or limited so as to require the disposition of the income or its principal for other than charitable purposes.

(2) The Trustee shall use and apply all or any part of the income and principal of the Charitable Trust for charitable purposes by making qualifying distributions to charitable organizations described in sections 501(c)(3), 170(c)(2)(B), 2055(a) and 2522(a) of the Internal Revenue Code or by making distributions directly for charitable purposes.

(3) No part of the net earnings of the Charitable Trust shall inure to the benefit of or be distributable to any private individual (except that reasonable compensation may be paid for services rendered and payments may be made to further the purposes of the Charitable Trust). No substantial part of the activities of the Charitable Trust shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Charitable Trust shall not participate in, or intervene in any political campaign (including the publication or distribution of statements) on behalf of or in opposition to, any candidate for public office.

(4) The Charitable Trust shall not conduct or carry on any activities not permitted to be conducted or carried on by an entity exempt from taxation under section 501(c)(3) of the Internal Revenue Code or by an entity to which contributions are deductible under sections 170(c)(2)(B), 2055 and 2522 of the Internal Revenue Code.

(5) The Trustee may create a nonstock corporation for charitable purposes having the power to administer the assets and carry out the objectives of the Charitable Trust as stated in this Article, and may transfer the assets of the Charitable Trust to such corporation, but only after obtaining a tax ruling permitting such transfer without adverse tax consequences. Subject to that condition, the Trustee may transfer to the corporation all or any part of the assets of the Charitable Trust to which the Charitable Trust may be or become entitled.

(6) In the event of the termination or dissolution of the Charitable Trust, by court order or otherwise, and after all liabilities and obligations of the Charitable Trust have been paid, satisfied and discharged or adequately provided for, the Trustee shall distribute all remaining assets to one or more charitable organizations selected by the Trustee and described in sections 170(c)(2)(B), 501(c)(3), 2055(a) and 2522(a) of the Internal Revenue Code.

C. Restrictions on Fiduciary Powers. Because the Charitable Trust is intended to be a tax-exempt private foundation, the Trustee shall not exercise any power that would prohibit or restrict such treatment, and notwithstanding any other provision under this agreement to the contrary, the Charitable Trust shall be subject to these administrative provisions.

(1) The Trustee shall not engage in any act of self-dealing, as defined in section 4941(d) of the Internal Revenue Code, nor make any taxable expenditures, as defined in section 4945(d) of the Internal Revenue Code.

(2) The Trustee shall not retain any excess business holdings, as defined in section 4943(c) of the Internal Revenue Code, that would subject the Charitable Trust to tax under section 4943 of the Internal Revenue Code, nor shall the Trustee retain or acquire any investments that would subject the Charitable Trust to tax under section 4944 of the Internal Revenue Code.

(3) The Trustee shall make distributions so as not to subject the Charitable Trust to tax under section 4942 of the Internal Revenue Code.

D. Restriction on Compensation of The Trustee. Notwithstanding any other provision under this agreement to the contrary, in no event shall any Trustee of the Charitable Trust who

has made a contribution to the Charitable Trust ever receive compensation thereafter for fiduciary services related to the Charitable Trust.

E. Limited Power to Amend. Following my death the Trustee shall have the power, acting alone, to amend the Charitable Trust in any manner required for the sole purposes of keeping the Charitable Trust exempt from (or subject to the lowest degree of) federal income taxes and ensuring that the Charitable Trust qualifies and continues to qualify as a charitable trust described in section 501(c)(3) of the Internal Revenue Code. Any such amendment may be made by a written instrument signed by the Trustee.

F. Governing Law. The operation of the Charitable Trust shall be governed by the laws of Virginia. I prohibit the Trustee, however, from exercising any power or discretion granted under those laws that would be inconsistent with the treatment of the Charitable Trust as a tax-exempt private foundation.

Article VII. Debts, Taxes and Other Charges.

At my death my Trustee shall pay to or upon the order of my Executors funds needed to pay my debts and charitable pledges, and my Trustee may rely upon my Executors as to the amount of such debts and charitable pledges. My Trustee shall pay or provide for the payment of: (1) the expenses and related or incidental costs of my funeral, burial and any memorial services (it being my intent that related or incidental costs be construed broadly by my Trustee so as to include, by way of illustration, reimbursement of travel and lodging expenses for family members and relatives); (2) costs of administration; (3) the expenses of delivering my tangible personal property, including transportation, storage and insurance; and (4) all estate, inheritance, generation-skipping and other death taxes payable by reason of my death on assets passing under

this agreement or otherwise by reason of my death or by reason of gifts made by me and interest on such taxes. My Trustee shall use any United States Treasury securities that may be redeemed at par to pay federal estate taxes for that purpose. Assets that are not included in my gross estate shall not be used for the payments pursuant to this Article. Except as otherwise provided with respect to certain disclaimed property, my Trustee shall pay the charges under this Article before the dispositions under Article IV, and the payments shall not be charged against the Appointive Assets, the Charitable Share or the share of any beneficiary. Notwithstanding the preceding provisions of this Article, the death taxes payable at my death on account of any trust created by my husband and taxable at my death shall be paid as provided in such Trust Agreement.

Article VIII. Fiduciaries.

A. Co-Trustee. At my death, those of my children who may choose to serve shall have the right to become Co-Trustees under this agreement upon written acceptance of fiduciary duties delivered to my corporate Trustee. In no event shall a decision of a child of mine not to become a Co-Trustee under this paragraph preclude the child from serving as Trustee of the separate Charitable Trust bearing his or her name under Article V, as provided in paragraph B of this Article.

B. Trustees for Charitable Trusts Upon My Death.

(1) Upon my death each child of mine shall become sole Trustee of the separate Charitable Trust bearing his or her name to be held under Article V, as provided in paragraph I of Article IV, upon the child's written acceptance of fiduciary duties.

(2) Each child of mine may designate one or more individuals and/or any bank or trust company having trust powers as successor Trustee(s) of such child's Charitable Trust held

under Article V to serve in the child's stead, effective upon the first to occur of the child's resignation as Trustee, incapacity or death, or, effective when such Charitable Trust is to be created if the child does not survive me or fails to serve.

(3) If a child of mine fails to serve, resigns or ceases to serve as Trustee of his or her Charitable Trust under Article V without having named a successor, or if at any time there is no Trustee serving for a child's Charitable Trust under Article V, each of such child's children shall have the right to become a successor Trustee of such child's Charitable Trust upon written acceptance of fiduciary duties.

(4) If at any time there is a vacancy in the office of Trustee for a Charitable Trust under Article V that is not filled pursuant to the preceding provisions, Central Fidelity National Bank shall have the right to become successor Trustee of such Charitable Trust upon written acceptance of fiduciary duties.

(5) Each child of mine may also serve as sole director, or one of the directors, of a nonstock corporation formed to receive the assets of a Charitable Trust.

(6) The designation of a successor Trustee by a child of mine shall be made by a written instrument or by will and may be revoked at any time before it becomes effective. The appointment shall become effective upon occurrence of the event specified in the instrument of designation and written acceptance of fiduciary duties by the successor Trustee.

C. Actions of Predecessor. No Trustee serving under this agreement shall be responsible for or required to inquire into any fiduciary actions occurring before such Trustee's acceptance of fiduciary duties.

D. Compensation. Wachovia Bank, N.A. shall be entitled to receive such compensation as has been or may be agreed upon between us in writing, or, in the absence of such agreement, reasonable compensation. My children shall serve as Trustees without compensation, but a child or grandchild of mine shall not be precluded from serving for reasonable compensation as an officer or director of any corporation in which my trust is interested. The provisions of this paragraph shall be subject, however, to the provisions of Article V D regarding compensation for a Trustee of the Charitable Trust who makes a contribution to the Charitable Trust.

E. Ancillary Administration. My Trustee may designate any individual or any bank or trust company having trust powers to serve as Trustee in any other jurisdiction in which ancillary administration of any trust may be necessary or appropriate. Each reference under this agreement to my Trustee shall be deemed to include my ancillary Trustee.

F. Fiduciary Powers. In addition to the powers granted by law, I grant my Trustee the powers set forth in Section 64.1-57 of the Code of Virginia, and I incorporate that Code Section in this agreement by this reference. I also grant my Trustee the powers set forth in the following paragraphs.

(1) My Trustee may sell, exchange, lease or encumber any trust assets upon such terms as my Trustee may deem appropriate.

(2) My Trustee may borrow money for any purpose deemed in the best interests of any trust under this agreement, including (with respect to any trust other than the Charitable Trusts under Article V) borrowings from my Trustee, and secure such borrowings with any assets of such trust.

(3) My Trustee may grant security interests and execute mortgages, deeds of trust and other instruments creating security interests upon such terms as my Trustee may deem appropriate.

(4) My Trustee may compromise and adjust any claims against or on behalf of any trust upon such terms as my Trustee may deem appropriate.

(5) My Trustee may make distributions to beneficiaries in cash or in kind.

Article IX. Insurance Policies.

A. Administration of Policies. My Trustee shall not be required to pay any premium or perform any act necessary to continue in force any insurance policies payable to my Trustee. At my death my Trustee shall collect the net proceeds of any policies and may execute any receipts and releases.

B. Retained Benefits. I reserve the right to change the beneficiary of, assign, borrow against and exercise any option or privilege under any policies. I reserve the right to receive any payments, dividends, surrender values, proceeds of matured endowments or other benefits that accrue during my lifetime.

Article X. Reserved Rights.

A. Additional Contributions. Except as otherwise provided with respect to the administration of the Charitable Trusts under Article V, I reserve for myself the right to make insurance policies payable to my Trustee and transfer acceptable assets to my Trustee.

B. Revocation and Amendment. I reserve the right to revoke or amend this agreement by a writing (other than my will) signed by me and delivered to my Trustee during my lifetime.

The duties or compensation of my Trustee shall not be changed without the consent of my Trustee. If this agreement has been revoked but at my death an insurance policy is payable to my Trustee, my Trustee shall distribute the net proceeds of the policy to my estate.

Article XI. Miscellaneous Provisions.

A. Disclaimer.

(1) Any beneficiary or the legal representative of any deceased beneficiary shall have the right, within the time prescribed by law, to disclaim any benefit or power under this agreement.

(2) Any additional estate, inheritance or generation-skipping transfer taxes attributable to any disclaimer by or on behalf of any person shall be paid from the disclaimed property. The taxes attributable to any such disclaimer shall be the difference between (a) the actual taxes payable at my death and (b) the taxes that would be payable if the disclaimer were not made.

B. Internal Revenue Code. References to the Internal Revenue Code shall mean the United States Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent federal tax laws, and the applicable regulations and rulings.

C. Per Stirpes. Whenever reference is made to descendants, "*per stirpes*," of a person, representation shall be calculated from the generation of that person's children, whether or not a child of that person in fact is living at the time of calculation.

D. Construction of Terms. Where appropriate to the context, pronouns or other terms expressed in one number and gender shall be deemed to include the other number and genders. Tax-related terms shall be construed in the context of the federal revenue laws in effect at the time of their application.

E. Situs, Multiple Counterparts. This agreement is made or delivered in Virginia and shall be governed by its laws. This agreement is signed in more than one counterpart, each of which is an original.

WITNESS my signature and seal:

Lora M. Robins [SEAL]
LORA M. ROBINS

The terms of The Lora M. Robins Revocable Trust Agreement, as amended and restated, are accepted.

WACHOVIA BANK, N.A.

By [Signature]
Title: Sr. Vice President

COMMONWEALTH OF VIRGINIA)
City OF Richmond) ss.

The foregoing instrument was acknowledged before me this 19 day of December, 2008 by LORA M. ROBINS.

[Signature]
Notary Public

(SEAL)

