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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2011

For calendar year 2011, or tax year beginning 01-01-2011 , and ending 12-31-2011

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
CLARENCE L ROBEY CHARITABLE TRUST

A Employer identification number
54-6138649

Number and street (or P O box number if mail is not delivered to street address) Room/suite
B B T PO BOX 5228

B Telephone number (see page 10 of the instructions)
(888) 575-4586

City or town, state, and ZIP code
MARTINSVILLE, VA 24115

C If exemption application is pending, check here ☐
D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐
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 ☐

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)* ▶$ 1,295,132

J Accounting method ☐ Cash ☐ Accrual
☐ Other (specify) _
(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

	Line	Description	(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)	1,000			
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	4,501	4,501		
	4	Dividends and interest from securities	34,982	34,982		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	31,742			
	b	Gross sales price for all assets on line 6a 576,014				
	7	Capital gain net income (from Part IV, line 2)		31,742		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	72,225	71,225		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	3,565	2,565		1,000
	14	Other employee salaries and wages		0	0	0
	15	Pension plans, employee benefits		0	0	
	16a	Legal fees (attach schedule)				0
	b	Accounting fees (attach schedule)	650			650
	c	Other professional fees (attach schedule)	1,680			1,680
	17	Interest				0
	18	Taxes (attach schedule) (see page 14 of the instructions)	2,566			0
	19	Depreciation (attach schedule) and depletion	0	0		
	20	Occupancy				
	21	Travel, conferences, and meetings		0	0	
	22	Printing and publications		0	0	
	23	Other expenses (attach schedule)	80			80
	24	**Total operating and administrative expenses.** Add lines 13 through 23	8,541	2,565	0	3,410
	25	Contributions, gifts, grants paid	63,800			63,800
	26	**Total expenses and disbursements.** Add lines 24 and 25	72,341	2,565	0	67,210
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-116			
	b	**Net investment income** (if negative, enter -0-)		68,660		
	c	**Adjusted net income** (if negative, enter -0-)			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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets				
1	Cash—non-interest-bearing	12,455	18,133	18,133
2	Savings and temporary cash investments	56,522	101,589	101,589
3	Accounts receivable ▶			
	Less allowance for doubtful accounts ▶		0	0
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 ▶ 0			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U S and state government obligations (attach schedule)	98,394	125,788	130,783
b	Investments—corporate stock (attach schedule)	666,370	664,842	668,458
c	Investments—corporate bonds (attach schedule)	434,494	357,780	376,169
11	Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)			0
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)	1,268,235	1,268,132	1,295,132
Liabilities				
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)		0	
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ▶ ☐ **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.**			
27	Capital stock, trust principal, or current funds	1,268,235	1,268,132	
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)	1,268,235	1,268,132	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	1,268,235	1,268,132	

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	1,268,235
2	Enter amount from Part I, line 27a	2	-116
3	Other increases not included in line 2 (itemize) ▶	3	13
4	Add lines 1, 2, and 3	4	1,268,132
5	Decreases not included in line 2 (itemize) ▶	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,268,132

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	See Additional Data Table			
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

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

2	Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	31,742
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	69,969	1,330,814	0 052576
2009	61,011	1,220,957	0 04997
2008	69,632	1,350,428	0 051563
2007	40,799	828,547	0 049242
2006	32,267	602,798	0 053529

2	**Total** of line 1, column (d).	2	0 25688
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years . . .	3	0 051376
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	1,347,188
5	Multiply line 4 by line 3.	5	69,213
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	687
7	Add lines 5 and 6.	7	69,900
8	Enter qualifying distributions from Part XII, line 4.	8	67,210

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 ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ **(attach copy of letter if necessary–see instructions)**		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	1,373
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2	3	1,373
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	1,373
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a: 1,180		
b	Exempt foreign organizations—tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 0		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	1,180
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	0
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	193
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 2012 estimated tax** ▶ **Refunded** ▶	11	0

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?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ VA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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

		Line	Yes	No
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		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶

14 The books are in care of ▶BRANCH BANKING & TRUST COMPANY Telephone no ▶(888) 575-4586

Located at ▶300 SUMMERS ST FL 5 CHARLESTON WV ZIP+4 ▶253011624

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

		Line	Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No

See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Line	Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐			
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 2011?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see page 20 of the instructions).	2b		No
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2011 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 2011.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see 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)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		**No**
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see 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 Additional Data TableSee Additional Data Table				

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				

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services (see 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		
Total number of others receiving over $50,000 for professional services . . . . ▶		0

Part IX-A **Summary of Direct Charitable Activities**

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

Part IX-B **Summary of Program-Related Investments** (see page 23 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	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3. . . . . ▶	

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**	1,367,704
b	Average of monthly cash balances	**1b**	0
c	Fair market value of all other assets (see page 24 of the instructions)	**1c**	0
d	**Total** (add lines 1a, b, and c)	**1d**	1,367,704
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) **1e** 0		
2	Acquisition indebtedness applicable to line 1 assets	**2**	0
3	Subtract line 2 from line 1d	**3**	1,367,704
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	**4**	20,516
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	**5**	1,347,188
6	**Minimum investment return.** Enter 5% of line 5	**6**	67,359

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**	67,359
2a	Tax on investment income for 2011 from Part VI, line 5 **2a** 1,373		
b	Income tax for 2011 (This does not include the tax from Part VI) **2b**		
c	Add lines 2a and 2b	**2c**	1,373
3	Distributable amount before adjustments Subtract line 2c from line 1	**3**	65,986
4	Recoveries of amounts treated as qualifying distributions	**4**	1,000
5	Add lines 3 and 4	**5**	66,986
6	Deduction from distributable amount (see page 25 of the instructions)	**6**	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	**7**	66,986

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**	67,210
b	Program-related investments—total from Part IX-B	**1b**	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	**2**	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	**3a**	0
b	Cash distribution test (attach the required schedule)	**3b**	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	**4**	67,210
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**	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	**6**	67,210

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7					66,986
2 Undistributed income, if any, as of the end of 2011					
a Enter amount for 2010 only.				0	
b Total for prior years 2009 , 20___ , 20___			0		
3 Excess distributions carryover, if any, to 2011					
a From 2006.	3,480				
b From 2007.	505				
c From 2008.	3,012				
d From 2009.	0				
e From 2010.	4,605				
f Total of lines 3a through e.		11,602			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 67,210					
a Applied to 2010, but not more than line 2a				0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)			0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .		0			
d Applied to 2011 distributable amount.					66,986
e Remaining amount distributed out of corpus		224			
5 Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		0			0
6 Enter the net total of each column as indicated below:					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		11,826			
b Prior years' undistributed income Subtract line 4b from line 2b			0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.			0		
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . .			0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011					0
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)		0			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions)		3,480			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a		8,346			
10 Analysis of line 9					
a Excess from 2007. . . .	505				
b Excess from 2008. . . .	3,012				
c Excess from 2009. . . .	0				
d Excess from 2010. . . .	4,605				
e Excess from 2011. . . .	224				

Part XIV **Private Operating Foundations** (see page 27 of the 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 2011, 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			
	(a) 2011	**(b)** 2010	**(c)** 2009	**(d)** 2008	**(e) Total**
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV **Supplementary Information (Complete this part only if the organization had $5,000 or more in assets at any time during the year—see page 27 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))

NONE

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

NONE

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

BOARD OF DIRECTORS CLARENCE ROBEY
PO BOX 181
PURCELLVILLE,VA 22132
(540) 338-6621

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

WRITTEN EXPLANATION OF WHAT THE DONATION WILL BE USED FOR AND A BRIEF DESCRIPTION OF THE CHARITABLE ORGANIZATION REQUESTING THE FUNDS

c Any submission deadlines

NONE

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

NONE

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	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
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				63,800
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

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)
1 Program service revenue	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	4,501	
4 Dividends and interest from securities. . . .			14	34,982	
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	31,742	
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). .				71,225	

13 Total. Add line 12, columns (b), (d), and (e). 13 71,225

(See worksheet in line 13 instructions on page 28 to verify calculations)

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

Line No.	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions)

Part XVII **Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	**1a(1)**		**No**
(2) Other assets.	**1a(2)**		**No**
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	**1b(1)**		**No**
(2) Purchases of assets from a noncharitable exempt organization.	**1b(2)**		**No**
(3) Rental of facilities, equipment, or other assets.	**1b(3)**		**No**
(4) Reimbursement arrangements.	**1b(4)**		**No**
(5) Loans or loan guarantees.	**1b(5)**		**No**
(6) Performance of services or membership or fundraising solicitations.	**1b(6)**		**No**
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	**1c**		**No**

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

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

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

b If "Yes," complete the following schedule

(a) Name of organization	**(b)** Type of organization	**(c)** Description of relationship

Sign Here

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

******	2012-04-30	******
Signature of officer or trustee	Date	Title

Paid Preparer's Use Only

Preparer's Signature	Date	Check if self-employed ☐	PTIN
Firm's name		Firm's EIN	
Firm's address		Phone no	

May the IRS discuss this return with the preparer shown above? See instructions ☐ **Yes** ☑ **No**

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
387 BANCO BRADESCO S A			2011-02-18
25000 US TREASURY NOTE DTD 02/28/06 4 5% 02/28		2006-03-14	2011-02-28
160 AVERY DENNISON CORP COMMON		2008-11-03	2011-04-12
24 CME GROUP INC COMMON		2010-07-28	2011-04-12
300 FEI COMPANY COMMON		2010-03-10	2011-04-12
150 FISERV		2009-09-14	2011-04-12
130 IHS INC COMMON		2009-09-14	2011-04-12
874 165 LAZARD EMERGING MKTS PORTFOLIO INST CLAS		2008-11-03	2011-04-12
110 NOBLE ENERGY INC		2009-09-14	2011-04-12
150 NORTHERN TRUST GROUP		2010-09-24	2011-04-12
125 PALL CORPORATION COMMON		2009-01-06	2011-04-12
150 QUALCOMM INC COMMON		2007-03-28	2011-04-12
290 QUEST SOFTWARE INC		2010-09-24	2011-04-12
140 ROPER INDS INC COMMON		2009-10-06	2011-04-12
50 SPDR GOLD TRUST		2008-11-03	2011-04-12
160 STATE STR CORP		2010-05-11	2011-04-12
774 392 STERLING CAPITAL EQUITY INCOME FUND INST		2010-09-24	2011-04-12
260 UNILEVER PLC-SPONSORED ADR		2009-09-14	2011-04-12
300 WASTE CONNECTIONS		2010-05-11	2011-04-12
130 WHITING PETROLEUM CORP COMMON		2009-09-14	2011-04-12
100 ENSTAR GROUP LTD		2010-09-24	2011-04-12
270 FLOWERS FOOD INC WI		2009-09-14	2011-05-04
367 917 ARTISAN INTERNATIONAL SMALL CAP FUND # 1		2010-09-24	2011-07-25
205 CVS CORP COMMON		2008-11-03	2011-07-25
210 CAMPBELL SOUP COMPANY		2009-09-14	2011-07-25
300 COOPER TIRE & RUBR CO		2011-04-12	2011-07-25
470 ESPRIT HOLDINGS LIMITED SPONS ADR		2010-03-10	2011-07-25
130 HOSPIRA INC		2010-05-11	2011-07-25
530 INTERVAL LEISURE GROUP COMMON		2009-10-06	2011-07-25
100 LABORATORY CORP OF AMERICAN HOLDINGS		2009-09-14	2011-07-25

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
130 TREEHOUSE FOODS INC COMMON		2011-04-12	2011-07-25
230 VALE SA SP ADR		2010-05-11	2011-07-25
430 LOGITECH INTERNATIONAL S A		2010-03-10	2011-07-25
450 ATLAS COPCO AB SPONS		2010-03-10	2011-08-19
200 BE AEROSPACE INC COMMON		2011-04-12	2011-08-19
190 GARTNER,INC COMMON		2011-07-25	2011-08-19
1360 GRAPHIC PACKAGING HOLDING CO COMMON		2011-07-25	2011-08-19
140 CHECKPOINT SOFTWARE TECHNOLOGY COMMON		2011-04-12	2011-08-19
25000 CHEVRON CORP DTD 03/03/09 3 45% 03/03/20		2010-01-29	2011-09-06
50000 FNMA DTD 11/23/01 5 375% DUE 11/15/11		2005-04-15	2011-11-15
80 ABBOTT LABORATORIES		2008-11-03	2011-11-18
280 ADIDAS AG		2009-09-14	2011-11-18
140 AON CORPORATION COMMON		2011-04-12	2011-11-18
220 AVNET INCORPORATED		2011-04-12	2011-11-18
280 ADR AXA-UAP F/K/A AXA SA SPONSORED ADR		2009-09-14	2011-11-18
387 BANCO BRADESCO S A		2009-10-06	2011-11-18
160 BANK OF NOVA SCOTIA		2009-10-06	2011-11-18
250 CAMECO CORP		2010-03-10	2011-11-18
60 CHEVRON TEXACO CORP COMMON		2008-11-03	2011-11-18
290 CORNING INCORPORATED		2008-11-03	2011-11-18
130 ENI SPA - SPONSORED ADR COMMON		2009-10-06	2011-11-18
60 INTERNATIONAL BUSINESS MACHINES CORP		2009-09-14	2011-11-18
170 J P MORGAN CHASE & CO		2010-07-28	2011-11-18
200 KBR INC COMMON		2011-04-12	2011-11-18
310 KROGER COMPANY COMMON		2010-05-11	2011-11-18
200 METLIFE COMMON		2009-12-02	2011-11-18
200 MICROCHIP TECHNOLOGY INC		2011-04-12	2011-11-18
350 PFIZER INCORPORATED		2011-04-12	2011-11-18
170 ROCHE HOLDING LTD ADR		2009-10-06	2011-11-18
140 ROCK-TENN CO		2009-09-14	2011-11-18

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
320 SOLUTIA INC COMMON		2011-07-25	2011-11-18
620 SOUTHWEST AIRLINES		2011-04-12	2011-11-18
360 STAPLES INC COMMON		2011-04-12	2011-11-18
760 ST MICROELETRONICS N V		2011-07-25	2011-11-18
140 TEVA PHARMACEUTICAL INDS LTD ADR		2010-07-28	2011-11-18
80 TOYOTA MOTOR CORP ADR 2		2009-09-14	2011-11-18
100 THE TRAVELERS COMPANIES INC		2004-06-23	2011-11-18
370 VODAFONE GROUP PLC NEW SP ADR		2009-09-14	2011-11-18
190 TYCO INTERNATIONAL LTD		2010-03-10	2011-11-18

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
37			37
25,000		24,801	199
6,629		5,642	987
7,237		6,842	395
9,437		6,909	2,528
9,321		7,219	2,102
11,140		6,905	4,235
19,074		10,726	8,348
10,090		7,365	2,725
7,774		7,276	498
7,160		3,541	3,619
7,843		6,384	1,459
7,076		7,122	-46
11,823		6,797	5,026
7,077		3,595	3,482
7,278		6,889	389
11,213		10,191	1,022
8,102		7,102	1,000
8,922		6,926	1,996
8,855		3,682	5,173
9,848		7,095	2,753
8,283		6,682	1,601
7,671		6,766	905
7,607		6,363	1,244
7,042		6,859	183
5,547		7,362	-1,815
2,778		6,956	-4,178
6,826		6,989	-163
7,123		6,912	211
9,148		6,928	2,220

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
7,071		7,605	-534
7,712		6,733	979
4,459		7,013	-2,554
8,865		6,953	1,912
6,144		7,345	-1,201
6,210		7,294	-1,084
5,127		7,072	-1,945
7,185		7,143	42
25,389		26,181	-792
50,000		52,622	-2,622
4,287		4,450	-163
9,517		6,924	2,593
6,403		7,347	-944
6,413		7,317	-904
3,581		7,108	-3,527
6,355		6,688	-333
7,725		7,197	528
4,683		6,975	-2,292
5,890		4,467	1,423
4,350		3,245	1,105
5,516		6,588	-1,072
11,123		7,138	3,985
5,184		6,899	-1,715
5,540		7,181	-1,641
6,920		6,891	29
6,120		6,973	-853
6,930		7,372	-442
6,839		7,190	-351
6,601		6,909	-308
7,921		6,745	1,176

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
4,958		7,010	-2,052
4,835		7,373	-2,538
5,067		7,229	-2,162
5,069		6,984	-1,915
5,560		6,872	-1,312
5,086		6,642	-1,556
5,623		4,049	1,574
9,955		8,554	1,401
8,851		7,168	1,683

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			37
			199
			987
			395
			2,528
			2,102
			4,235
			8,348
			2,725
			498
			3,619
			1,459
			-46
			5,026
			3,482
			389
			1,022
			1,000
			1,996
			5,173
			2,753
			1,601
			905
			1,244
			183
			-1,815
			-4,178
			-163
			211
			2,220

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-534
			979
			-2,554
			1,912
			-1,201
			-1,084
			-1,945
			42
			-792
			-2,622
			-163
			2,593
			-944
			-904
			-3,527
			-333
			528
			-2,292
			1,423
			1,105
			-1,072
			3,985
			-1,715
			-1,641
			29
			-853
			-442
			-351
			-308
			1,176

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-2,052
			-2,538
			-2,162
			-1,915
			-1,312
			-1,556
			1,574
			1,401
			1,683

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(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
KEITH BROWER 39320 RICKARD ROAD LOVETTSVILLE, VA 22132	DIRECTOR 1	200		
A MIKE PEERY PO BOX 181 PURCELLVILLE, VA 22132	VICE-CHAIRMAN 1	200		
DORIS L WHITMAN PO BOX 663 PURCELLVILLE, VA 22132	DIRECTOR 1	200		
WILLIAM L WHITMORE JR PO BOX 595 PURCELLVILLE, VA 20134	DIRECTOR 1	200		
MARGARET VAUGHN PO BOX 581 PURCELLVILLE, VA 22132	DIRECTOR 1	200		
BRANCH BANKING & TRUST COMPANY 300 SUMMERS ST FL 5 CHARLESTON, WV 253011624	TRUSTEE 1	2,565		

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

Recipient Name and address (home or business)	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
a *Paid during the year*				
MULLEN JESSICA - BRIGWATER COLLEGE402 EAST COLLEGE ST BRIDGEWATER, VA 22813	NONE	N/A	COLLEGE SCHOLARSHIP	1,500
RIEDEL EMILY - UNIV OF VIPO BOX 400160 CHARLOTTESVILLE, VA 229044160	NONE	N/A	COLLEGE SCHOLARSHIP	2,000
HUNT LAUREN - VIRGINIA T201 BURRUSS HALL BLACKSBURG, VA 24061	NONE	N/A	COLLEGE SCHOLARSHIP	1,500
CLARK MORGAN - BUCKNELL UNIVERSITY701 MOORE AVE LEWISBURG, PA 17837	NONE	N/A	COLLEGE SCHOLARSHIP	1,500
GEORGE KATHERINE - JAMES UNIVERSITYRM 107 MSC 7606 HARRISONBURG, VA 22807	NONE	N/A	COLLEGE SCHOLARSHIP	1,500
POTTS CHRISTOPHER - VIRGINIA TECH201 BURRUSS HALL BLACKSBURG, VA 24061	NONE	N/A	COLLEGE SCHOLARSHIP	1,500
BEAMER BRANDON T - VIRGINIA TECH201 BURRUSS HALL BLACKSBURG, VA 24061	NONE	N/A	COLLEGE SCHOLARSHIP	1,500
POTTS HAYLEY LYNN - VIRGINIA TECH201 BURRUSS HALL BLACKSBURG, VA 24061	NONE	N/A	COLLEGE SCHOLARSHIP	1,500
SCALA DAVID MICHAEL - JAMES MADISON UNIVERSITYRM 107 MSC 7606 HARRISONBURG, VA 22807	NONE	N/A	COLLEGE SCHOLARSHIP	2,000
CASTIN HEATHER - VA COMMONWEALTH UNIVERSITY821 W FRANKLIN ST RICHMOND, VA 232842526	NONE	N/A	COLLEGE SCHOLARSHIP	2,000
LEE SANG MIN - JAMES MADISON UNIVERSITYRM 107 MSC 7606 HARRISONBURG, VA 22807	NONE	N/A	COLLEGE SCHOLARSHIP	1,500
BLUE RIDGE MIDDLE SCHOOL551 EAST A STREET PURCELLVILLE, VA 20132	NONE	PUBLIC	GENERAL FUNDING	1,000
KETOCTIN BAPTIST CHURCH C/O I CLARK TREASURER22 EAST LOUDOUN STREET ROUND HILL, VA 20141	NONE	PUBLIC	GENERAL FUNDING	2,000
HEDRICKS LAUREN - WESTERN MICHIGAN UNIVERSITY1903 W MICHIGAN AVE KALAMAZOO, MI 490085200	NONE	N/A	COLLEGE SCHOLARSHIP	1,500
CAMPBELL ALISON K - JAMES MADISON UNIVERSITYRM 107 MSC 7606 HARRISONBURG, VA 22807	NONE	N/A	COLLEGE SCHOLARSHIP	1,500
HEMPHILL JAMES - JAMES MA UNIVERSITYRM 107 MSC 7606 HARRISONBURG, VA 22807	NONE	N/A	COLLEGE SCHOLARSHIP	2,000
MULLEN CECILY - UNIV OF VIRGINIAPO BOX 400160 CHARLOTTESVILLE, VA 229044160	NONE	N/A	COLLEGE SCHOLARSHIP	1,500
TRADER THERESA - VA COMMONWEALTH UNIVERSITY821 W FRANKLIN ST RICHMOND, VA 232842526	NONE	N/A	COLLEGE SCHOLARSHIP	1,500
KILEY BROOKLYNNE - LONGWOO UNIVERSITY201 HIGH STREET FARMVILLE, VA 23909	NONE	N/A	COLLEGE SCHOLARSHIP	1,500
PULLIS JESSICA - JAMES MADISON UNIVERSITYRM 107 MSC 7606 HARRISONBURG, VA 22807	NONE	N/A	COLLEGE SCHOLARSHIP	1,500
KANE THOMAS - GROVE CITY COLLEGE100 CAMPUS DRIVE GROVE CITY, PA 16127	NONE	N/A	COLLEGE SCHOLARSHIP	1,500
FUSSELLS JENNIFER - LYNCHBURG 1501 LAKESIDE DRIVE LYNCHBURG, VA 24501	NONE	N/A	COLLEGE SCHOLARSHIP	1,500
HARMONY MIDDLE SCHOOL38174 WEST COLONIAL HIGHWAY HAMILTON, VA 20158	NONE	PUBLIC	ASSIST WITH STUDENT NEEDS GRANT	1,000
KENNETH W CULBERT ELEMENTARYSCHOOL HAMILTON, VA 20158	NONE	PUBLIC	ASSIST WITH STUDENT NEEDS GRANT	1,000
CHURCH OF CHRIST604 YAXLEY DRIVE PURCELLVILLE, VA 20132	NONE	EXEMPT	GENERAL FUNDS	1,000
FRIENDS OF FRANKLIN PARK CENTERPO BOX 2127 PURCELLVILLE, VA 20134	NONE	EXEMPT	SUPPORT LOCAL PROGRAMS	2,000
LOUDOUN VALLEY HIGH SCHOOL PTOPO BOX 2007 PURCELLVILLE, VA 20134	NONE	EXEMPT	GENERAL FUNDS	2,000
JENNIFER MASTERS FUND OF ST ANDREW PRESBYTERIAN CHURCH 711 WEST MAIN ST PURCELLVILLE, VA 20132	NONE	EXEMPT	GENERAL FUNDS	200
PURCELLVILLE SAFETY CENTER 500 NORTH MAPLE AVENUE PURCELLVILLE, VA 20132	NONE	EXEMPT	ASSIST WITH PURCHASE OF OUTDOOR COOKING GRILL	2,000
WOODGROVE HIGH SCHOOL 36811 ALLDER SCHOOL ROAD PURCELLVILLE, VA 20132	NONE	EXEMPT	ASSIST NEED STUDENTS & DEVELOP WALL OF FAME	2,000

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

Recipient Name and address (home or business)	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
a *Paid during the year*				
BETHANY UNITED METHODIST CHURCHPO BOX 487 PURCELLVILLE, VA 20132	NONE	PUBLIC	GENERAL FUNDING	1,000
LOUDOUN LYRIC OPERA525 K EAST MARKET ST 226 LEESBURG, VA 20176	NONE	EXEMPT	GENERAL FUNDS	1,000
GRACE ANNEX UNITED METHODIST CHURCHCHURCH PURCELLVILLE, VA 20134	NONE	PUBLIC	GENERAL FUNDING	1,000
PURCELLVILLE PRESERVATION ASSOCIATION INC PURCELLVILLE, VA 20132	NONE	PUBLIC	SUPPORT FOR HERITAGE DAY	2,000
LOUDOUN VALLEY HIGH SCHOOL 340 N MAPLE AVE PURCELLVILLE, VA 20132	NONE	PUBLIC	PRIVIDE FUNDS FOR STUDENT FUNCTIONS	1,000
WATERFORD FOUNDATION INCPO BOX 275 WATERFORD, VA 20197	NONE	PUBLIC	MAINTENANCE OF HISTORIC CEMETERY	600
ST PETERS EPISCOPAL CHURCHPO BOX 548 PURCELLVILLE, VA 20134	NONE	PUBLIC	GENERAL FUNDING	1,000
PURCELLVILLE BAPTIST CHURCH 601 YAXLEY DRIVE PURCELLVILLE, VA 20132	NONE	PUBLIC	GENERAL FUNDS	1,000
ST ANDREWS PRESBYTERIAN CHURCH711 W MAIN STREET PURCELLVILLE, VA 20132	NONE	PUBLIC	GENERAL FUNDING	1,000
LOUDOUN SYMPHONYPO BOX 4478 LEESBURG, VA 201778552	NONE	PUBLIC	COMMUNITY CONCERTS	2,000
PURCELLVILLE LIBRARY ADVISORYBOARD PURCELLVILLE, VA 201340613	NONE	PUBLIC	GENERAL FUNDING	4,000
MOUNTAIN VIEW ELEMENTARY SCHOOL36803 ALLDER SCHOOL ROAD PURCELLVILLE, VA 20132	NONE	EDUCATIONAL	GENERAL FUNDING	2,000
Total . . . . ▶ **3a**				63,800

TY 2011 Other Increases Schedule

Name: CLARENCE L ROBEY CHARITABLE TRUST

EIN: 54-6138649

Description	Amount
DIFF IN MUTUAL FDS REC/REPORTED	8
ADJUSTMENT FOR ROUNDING	5