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**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.

For calendar year 2012 or tax year beginning

, and ending

Name of foundation ROBERT BLAIR FOUNDATION		A Employer identification number 54-1879517
Number and street (or P O box number if mail is not delivered to street address) 6117 ST. ANDREWS LANE	Room/suite	B Telephone number 804-285-1529
City or town, state, and ZIP code RICHMOND, VA 23226		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 135,013.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
(Part I, column (d) must be on cash basis.)		

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>		(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				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		823.	823.		STATEMENT 1
4 Dividends and interest from securities		1,368.	1,368.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		927.			
b Gross sales price for all assets on line 6a 49,824.					
7 Capital gain net income (from Part IV, line 2)			927.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less: Cost of goods sold					
c Gross profit or (loss)					NOV 15 2013
11 Other income					
12 Total. Add lines 1 through 11		3,118.	3,118.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 3		1,050.	1,050.		0.
c Other professional fees STMT 4		1,263.	1,263.		0.
17 Interest					
18 Taxes STMT 5		226.	226.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 6		90.	90.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		2,629.	2,629.		0.
25 Contributions, gifts, grants paid		11,250.			11,250.
26 Total expenses and disbursements. Add lines 24 and 25		13,879.	2,629.		11,250.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-10,761.			
b Net investment income (if negative, enter -0-)			489.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash - non-interest-bearing	2,525.	1,650.	1,650.
	2 Savings and temporary cash investments	3,213.	3,092.	3,092.
	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			
	7 Other notes and loans receivable ▶ Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 7	31,454.	33,584.	34,873.
	b Investments - corporate stock STMT 8	93,437.	81,977.	95,243.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis ▶ Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
14 Land, buildings, and equipment: basis ▶ Less accumulated depreciation ▶				
15 Other assets (describe ▶ DUE FROM IRS)	0.	155.	155.	
16 Total assets (to be completed by all filers)	130,629.	120,458.	135,013.	
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			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
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 ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
27 Capital stock, trust principal, or current funds	130,629.	120,458.		
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	0.	0.		
30 Total net assets or fund balances	130,629.	120,458.		
31 Total liabilities and net assets/fund balances	130,629.	120,458.		

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	130,629.
2 Enter amount from Part I, line 27a	2	-10,761.
3 Other increases not included in line 2 (itemize) ▶ NET UNREALIZED GAIN ADJUSTMENT	3	590.
4 Add lines 1, 2, and 3	4	120,458.
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	120,458.

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			
b	SEE ATTACHED STATEMENTS		
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	49,824.	48,897.	927.

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	
a			
b			
c			
d			
e			927.

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	927.
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). If (loss), enter -0- in Part I, line 8		3	N/A

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 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))
2011	11,705.	143,211.	.081733
2010	8,000.	141,078.	.056706
2009	10,742.	131,618.	.081615
2008	8,778.	156,940.	.055932
2007	10,900.	177,653.	.061356

2 Total of line 1, column (d)	2	.337342
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	.067468
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	137,284.
5 Multiply line 4 by line 3	5	9,262.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5.
7 Add lines 5 and 6	7	9,267.
8 Enter qualifying distributions from Part XII, line 4	8	11,250.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	5.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
3 Add lines 1 and 2		3	5.
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	5.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	0.	
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	5.	
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 2013 estimated tax <input type="checkbox"/> Refunded <input checked="" 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 instructions for definition)? 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.		X
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. ▶ \$ 0. (2) On foundation managers. ▶ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ 0.		
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.		X
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?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
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 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	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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? 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		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>MARGARET M. COUCH</u> Telephone no. ► <u>804-285-1529</u> Located at ► <u>6117 ST. ANDREWS LANE, RICHMOND, VA</u> ZIP+4 ► <u>23226</u>			
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		N/A
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16		X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	1b	N/A
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 2012?	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)):		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 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 2012.)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
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 2012?	4b	X

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)? Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No **N/A**

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 **N/A**

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 **N/A**

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.

(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
MARGARET M. COUCH 6117 ST. ANDREWS LANE RICHMOND, VA 23226	DIRECTOR/PRESIDENT 1.00	0.	0.	0.
W. BLAIR FARINHOLT 521 EAST WESLEY ROAD NE ATLANTA, GA 30305	DIRECTOR/SECRETARY 1.00	0.	0.	0.
ROBERT M. FARINHOLT 19 FARLEY STREET GREENWICH, CT 06830	DIRECTOR/TREASURER 1.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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. 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 NONE	
	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 NONE	
	0.
2	
All other program-related investments. See instructions. 3 NONE	
	0.
Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	134,299.
b	Average of monthly cash balances	1b	5,076.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	139,375.
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	139,375.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,091.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	137,284.
6	Minimum investment return. Enter 5% of line 5	6	6,864.

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

1	Minimum investment return from Part X, line 6	1	6,864.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	5.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	5.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	6,859.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	6,859.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	6,859.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	11,250.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	11,250.
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	5	5.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	11,245.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				6,859.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	2,198.			
b From 2008	956.			
c From 2009	4,177.			
d From 2010	1,020.			
e From 2011	4,834.			
f Total of lines 3a through e	13,185.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$	11,250.			
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				6,859.
e Remaining amount distributed out of corpus	4,391.			
5 Excess distributions carryover applied to 2012 (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	17,576.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	2,198.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	15,378.			
10 Analysis of line 9:				
a Excess from 2008	956.			
b Excess from 2009	4,177.			
c Excess from 2010	1,020.			
d Excess from 2011	4,834.			
e Excess from 2012	4,391.			

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, 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)

	Tax year		Prior 3 years		(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2 a 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 foundation had \$5,000 or more in assets at any time during the year-see instructions.)

1 Information Regarding Foundation Managers:

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

MARGARET M. COUCH

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 instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient 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				
BIG BROTHERS BIG SISTERS 1707 SUMMIT AVENUE, #200 RICHMOND, VA 23230	NONE	501(C)(3)	GENERAL FUNDING	250.
CHILD FUND 2821 EMERYWOOD PARKWAY RICHMOND, VA 23261	NONE	501(C)(3)	GENERAL FUNDING	500.
FULL CIRCLE 10611 PATTERSON, BUILDING 201 RICHMOND, VA 23238	NONE	501(C)(3)	GENERAL FUNDING	100.
HEIFER INTERNATIONAL P.O. BOX 8058 LITTLE ROCK, AR 72203	NONE	501(C)(3)	GENERAL FUNDING	150.
MAKE A WISH FOUNDATION P.O. BOX 97104 WASHINGTON, DC 20090	NONE	501(C)(3)	GENERAL FUNDING	250.
Total SEE CONTINUATION SHEET(S) ▶ 3a				11,250.
b Approved for future payment				
NONE				
Total ▶ 3b				0.

ROBERT BLAIR FOUNDATION

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 29 BUNGE LIMITED	P	05/23/11	03/22/12
b 17 HERBALIFE LTD	P	05/23/11	05/10/12
c 2 CVS CAREMARK CORP	P	10/24/12	12/12/12
d 6 COSTCO WHOLESALE CRP DEL	P	03/04/11	02/15/12
e 1 DECKERS OUTDOORS CORP	P	08/29/11	05/09/12
f 7 DECKERS OUTDOORS CORP	P	12/20/11	05/09/12
g 11 DECKERS OUTDOORS CORP	P	05/23/11	05/09/12
h 2 DECKERS OUTDOORS CORP	P	12/20/11	05/10/12
i 2 DOLLAR GENERAL CORP	P	05/09/12	12/12/12
j 1 EBAY INC COM	P	11/29/12	12/12/12
k 1 EMERSON ELEC CO	P	08/29/11	07/13/12
l 5 FLIR SYSTEMS INC	P	05/23/11	02/03/12
m 19 FLIR SYSTEMS INC	P	05/23/11	02/06/12
n 9 FLIR SYSTEMS INC	P	05/23/11	02/07/12
o 1 W W GRAINGER INCORP	P	06/20/12	12/12/12

(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 1,942.		2,094.	-152.
b 788.		891.	-103.
c 95.		92.	3.
d 499.		435.	64.
e 52.		86.	-34.
f 363.		640.	-277.
g 570.		965.	-395.
h 104.		183.	-79.
i 88.		94.	-6.
j 52.		52.	0.
k 45.		46.	-1.
l 133.		179.	-46.
m 497.		681.	-184.
n 232.		322.	-90.
o 194.		189.	5.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-152.
b			-103.
c			3.
d			64.
e			-34.
f			-277.
g			-395.
h			-79.
i			-6.
j			0.
k			-1.
l			-46.
m			-184.
n			-90.
o			5.

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

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).
If (loss), enter "-0-" in Part I, line 8

3

ROBERT BLAIR FOUNDATION

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 1 IHS INC	P	04/09/12	12/12/12
b 1 KANSAS CITY SOUTHERN	P	10/24/12	12/12/12
c 6 LKQ CORP	P	03/22/12	12/12/12
d 1 MEAD JOHNSON NUTRTION CO	P	08/22/12	12/12/12
e 32 NORFOLK SOUTHERN CORP	P	05/23/11	05/09/12
f 4 NU SKIN ENTERPRS A \$.001	P	05/27/11	05/10/12
g 2 NU SKIN ENTERPRS A \$.001	P	05/27/11	05/10/12
h 13 NU SKIN ENTERPRS A \$.001	P	05/31/11	05/10/12
i 2 RED HAT INC	P	08/01/12	12/12/12
j 11 ROBERTHALF INTL INC COM	P	05/23/11	02/03/12
k 19 ROBERTHALF INTL INC COM	P	05/23/11	02/06/12
l 3 STARBUCKS CORP	P	09/21/12	12/12/12
m 1 TRACTOR SUPPLY CO	P	02/03/12	12/12/12
n 1000 FEDERAL NATL MTG 1.25% 16	P	11/28/11	01/09/12
o 1000 FEDERAL HOME LN MTG CORP	P	09/23/11	01/23/12

(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 95.		95.	0.
b 81.		79.	2.
c 128.		94.	34.
d 66.		72.	-6.
e 2,207.		2,292.	-85.
f 171.		152.	19.
g 86.		79.	7.
h 557.		502.	55.
i 102.		106.	-4.
j 326.		300.	26.
k 559.		518.	41.
l 162.		154.	8.
m 85.		81.	4.
n 1,005.		996.	9.
o 1,062.		1,060.	2.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			0.
b			2.
c			34.
d			-6.
e			-85.
f			19.
g			7.
h			55.
i			-4.
j			26.
k			41.
l			8.
m			4.
n			9.
o			2.

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
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). If (loss), enter "-0-" in Part I, line 8	3

ROBERT BLAIR FOUNDATION

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 1000 US TSY 0.875% NOV 30 2016	P	12/20/11	01/23/12
b 1000 US TSY 1.750% MAY 15 2022	P	06/20/12	12/06/12
c 6 ACCENTURE PLC SHS	P	05/23/11	06/08/12
d 3 ACCENTURE PLC SHS	P	05/23/11	12/12/12
e 3 COVIDIEN PLC SHS NEW	P	11/11/11	12/12/12
f 2 HERBALIFE LTD	P	05/23/11	12/12/12
g 4 CHECK POINT SOFTWARE TECH	P	05/23/11	06/08/12
h 2 CHECK POINT SOFTWARE TECH	P	05/23/11	12/12/12
i 7 AKAMAI TECHNOLOGIES INC	P	04/26/11	06/08/12
j 1 AKAMAI TECHNOLOGIES INC	P	04/26/11	12/12/12
k 7 ALTERA CORP COM	P	04/07/11	06/08/12
l 2 ALTERA CORP COM	P	04/07/11	12/12/12
m 7 AMERICAN TOWER REIT INC	P	03/23/11	06/08/12
n 1 AMERICAN TOWER REIT INC	P	03/23/11	12/12/12
o 7 AMPHENOL CORP CL A NEW	P	05/23/11	06/08/12

(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 999.		999.	0.
b 1,024.		1,010.	14.
c 351.		339.	12.
d 213.		170.	43.
e 176.		143.	33.
f 92.		105.	-13.
g 214.		219.	-5.
h 94.		109.	-15.
i 210.		287.	-77.
j 41.		41.	0.
k 234.		303.	-69.
l 67.		86.	-19.
m 463.		344.	119.
n 76.		49.	27.
o 383.		376.	7.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			0.
b			14.
c			12.
d			43.
e			33.
f			-13.
g			-5.
h			-15.
i			-77.
j			0.
k			-69.
l			-19.
m			119.
n			27.
o			7.

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	
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). If (loss), enter "-0-" in Part I, line 8	3	

ROBERT BLAIR FOUNDATION

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 1 AMPHENOL CORP CL A NEW	P	05/23/11	12/12/12
b 7 BMC SOFTWARE INC	P	03/04/11	06/08/12
c 2 BMC SOFTWARE INC	P	03/04/11	12/12/12
d 4 CHICAGO BRDG & IRON CO NV	P	11/11/11	12/12/12
e 2 CONTINENTAL RESOURCES	P	05/23/11	12/12/12
f 14 CONTINENTAL RESOURCES	P	05/23/11	12/20/12
g 2 COSTCO WHOLESALE CRP DEL	P	03/04/11	12/12/12
h 4 DISCOVERY COMMUNICATN	P	05/23/11	06/08/12
i 3 DISCOVERY COMMUNICATN	P	05/23/11	12/12/12
j 7 DONALDSON CO INC	P	05/23/11	06/08/12
k 2 DONALDSON CO INC	P	05/23/11	12/12/12
l 4 ECOLAB INC	P	05/23/11	06/08/12
m 1 ECOLAB INC	P	05/23/11	12/12/12
n 3 GILEAD SCIENCES INC COM	P	05/23/11	06/08/12
o 1 GILEAD SCIENCES INC COM	P	05/23/11	12/12/12

(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 63.		54.	9.
b 306.		352.	-46.
c 82.		101.	-19.
d 167.		158.	9.
e 151.		122.	29.
f 1,039.		854.	185.
g 197.		145.	52.
h 204.		178.	26.
i 186.		133.	53.
j 252.		206.	46.
k 68.		59.	9.
l 265.		210.	55.
m 71.		53.	18.
n 149.		121.	28.
o 77.		40.	37.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			9.
b			-46.
c			-19.
d			9.
e			29.
f			185.
g			52.
h			26.
i			53.
j			46.
k			9.
l			55.
m			18.
n			28.
o			37.

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	
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). If (loss), enter "-0-" in Part I, line 8 }	3	

ROBERT BLAIR FOUNDATION

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	3 INTUIT INC COM	P	05/23/11	06/08/12
b	1 INTUIT INC COM	P	05/23/11	12/12/12
c	49 JOHNSON CONTROLS INC	P	03/04/11	03/08/12
d	9 JUNIPER NETWORKS INC	P	04/20/11	06/08/12
e	2 JUNIPER NETWORKS INC	P	04/20/11	12/12/12
f	2 MCDONALDS CORP COM	P	05/23/11	06/08/12
g	24 MCDONALDS CORP COM	P	05/23/11	10/24/12
h	4 MONSANTO CO NEW DEL COM	P	05/23/11	06/08/12
i	1 MONSANTO CO NEW DEL COM	P	05/23/11	12/12/12
j	1 NATIONAL-OILWELL VARCO	P	06/15/11	12/12/12
k	1 NU SKIN ENTERPRS A \$.001	P	06/01/11	12/12/12
l	2 NU SKIN ENTERPRS A \$.001	P	05/31/11	12/12/12
m	13 OCCIDENTAL PETE CORP CAL	P	05/23/11	11/01/12
n	1 OCCIDENTAL PETE CORP CAL	P	08/29/11	11/01/12
o	3 PRICE T ROWE GROUP INC	P	04/26/11	06/08/12

	(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	171.		159.	12.
b	61.		53.	8.
c	1,565.		1,996.	-431.
d	152.		349.	-197.
e	38.		78.	-40.
f	176.		165.	11.
g	2,098.		1,975.	123.
h	316.		268.	48.
i	90.		67.	23.
j	67.		70.	-3.
k	46.		39.	7.
l	93.		77.	16.
m	1,033.		1,289.	-256.
n	80.		82.	-2.
o	176.		191.	-15.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			12.
b			8.
c			-431.
d			-197.
e			-40.
f			11.
g			123.
h			48.
i			23.
j			-3.
k			7.
l			16.
m			-256.
n			-2.
o			-15.

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
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). If (loss), enter "-0-" in Part I, line 8	3

ROBERT BLAIR FOUNDATION

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 1 PRICE T ROWE GROUP INC	P	04/26/11	12/12/12
b 5 ROSS STORES INC COM	P	05/23/11	06/08/12
c 16 ROSS STORES INC COM	P	05/23/11	06/28/12
d 2 ROSS STORES INC COM	P	05/23/11	12/12/12
e 19 STRYKER CORP	P	05/23/11	10/17/12
f 8 TEVA PHARMACTCL INDS ADR	P	05/23/11	07/06/12
g 27 VARIAN MEDICAL SYS INC	P	05/23/11	07/13/12
h 3 VISA INC CL A SHRS	P	05/23/11	12/12/12
i 2 WATERS CORP	P	05/23/11	12/12/12
j 5 WELLS FARGO & CO NEW DEL	P	05/23/11	06/08/12
k 2 WELLS FARGO & CO NEW DEL	P	05/23/11	12/12/12
l 5 ALLERGAN INC	P	12/08/10	06/08/12
m 1 ALLERGAN INC	P	12/08/10	12/12/12
n 7 BROADCOM CORP CALIF CL A	P	09/02/09	06/08/12
o 4 BROADCOM CORP CALIF CL A	P	09/02/09	12/12/12

(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 65.		64.	1.
b 322.		202.	120.
c 986.		645.	341.
d 109.		81.	28.
e 1,015.		1,197.	-182.
f 316.		392.	-76.
g 1,561.		1,823.	-262.
h 446.		230.	216.
i 176.		195.	-19.
j 157.		138.	19.
k 68.		55.	13.
l 457.		342.	115.
m 94.		68.	26.
n 238.		193.	45.
o 139.		110.	29.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			1.
b			120.
c			341.
d			28.
e			-182.
f			-76.
g			-262.
h			216.
i			-19.
j			19.
k			13.
l			115.
m			26.
n			45.
o			29.

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
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). If (loss), enter "-0-" in Part I, line 8	3

ROBERT BLAIR FOUNDATION

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 14 E M C CORPORATION MASS	P	06/10/09	06/08/12
b 5 E M C CORPORATION MASS	P	06/10/09	12/12/12
c 3 EMERSON ELEC CO	P	09/23/08	06/08/12
d 32 EMERSON ELEC CO	P	09/23/08	07/13/12
e 3 EXPRESS SCRIPTS HLDG CO	P	04/20/09	06/08/12
f 2 EXPRESS SCRIPTS HLDG CO	P	04/20/09	12/12/12
g 3000 FEDERAL HOME LN MTG CORP	P	02/09/10	10/12/12
h 2000 FEDERAL NATL MTG ASSOC	P	02/01/10	04/16/12
i 2 GOOGLE INC CL A	P	06/10/09	04/25/12
j 2 NIKE INC CL B	P	11/17/06	06/08/12
k 1 NIKE INC CL B	P	11/17/06	12/12/12
l 13 OCCIDENTAL PETE CORP CAL	P	01/29/10	03/08/12
m 7 OCCIDENTAL PETE CORP CAL	P	01/29/10	11/01/12
n 2 PEPSICO INC	P	10/17/08	06/08/12
o 13 PEPSICO INC	P	10/17/08	10/24/12

(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 344.		179.	165.
b 125.		64.	61.
c 140.		124.	16.
d 1,428.		1,323.	105.
e 159.		88.	71.
f 110.		59.	51.
g 3,171.		3,017.	154.
h 2,110.		2,002.	108.
i 1,219.		859.	360.
j 217.		96.	121.
k 100.		48.	52.
l 1,310.		1,024.	286.
m 556.		552.	4.
n 137.		109.	28.
o 894.		706.	188.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			165.
b			61.
c			16.
d			105.
e			71.
f			51.
g			154.
h			108.
i			360.
j			121.
k			52.
l			286.
m			4.
n			28.
o			188.

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 }

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).
If (loss), enter "-0-" in Part I, line 8

2

3

ROBERT BLAIR FOUNDATION

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 15 PEPSICO INC	P	06/19/09	10/24/12
b 2 PRAXAIR INC	P	12/08/10	06/08/12
c 8 PRAXAIR INC	P	12/08/10	09/26/12
d 1 PRAXAIR INC	P	12/08/10	12/12/12
e 3 QUALCOMM INC	P	01/14/09	06/08/12
f 2 QUALCOMM INC	P	01/14/09	12/12/12
g 3 SCHLUMBERGER LTD	P	11/19/10	06/08/12
h 1 SCHLUMBERGER LTD	P	11/19/10	12/12/12
i 28 TEVA PHARMACTCL INDS ADR	P	01/06/10	07/06/12
j 1000 US TSY 2.625% NOV 15 2020	P	12/02/10	04/16/12
k 4 UNITED TECHS CORP COM	P	03/27/08	06/08/12
l			
m			
n			
o			

(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 1,031.		808.	223.
b 212.		187.	25.
c 834.		748.	86.
d 108.		94.	14.
e 176.		102.	74.
f 128.		68.	60.
g 193.		227.	-34.
h 73.		76.	-3.
i 1,105.		1,599.	-494.
j 1,072.		969.	103.
k 301.		281.	20.
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			223.
b			25.
c			86.
d			14.
e			74.
f			60.
g			-34.
h			-3.
i			-494.
j			103.
k			20.
l			
m			
n			
o			

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	927.
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). If (loss), enter "-0-" in Part I, line 8	3	N/A

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
MASSEY CANCER CENTER, MCV FOUNDATION P.O. BOX 980234 RICHMOND, VA 23298	NONE	501(C)(3)	GENERAL FUNDING	2,500.
PETER PAUL DEVELOPMENT CENTER 1708 NORTH 22ND STREET RICHMOND, VA 23223	NONE	501(C)(3)	GENERAL FUNDING	1,500.
RICHMOND BALLET 407 E. CANAL STREET RICHMOND, VA 23219	NONE	501(C)(3)	GENERAL FUNDING	2,000.
ST. STEPHENS EPISCOPAL CHURCH 6000 GROVE AVENUE RICHMOND, VA 23226	NONE	501(C)(3)	GENERAL FUNDING	3,000.
THE VIRGINIA HOME 1101 HAMPTON STREET RICHMOND, VA 23220	NONE	501(C)(3)	GENERAL FUNDING	500.
VIRGINIA HOME FOR BOYS AND GIRLS 8716 WEST BROAD ST RICHMOND, VA 23294	NONE	501(C)(3)	GENERAL FUNDING	500.
Total from continuation sheets				10,000.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
LESS ACCRUED INTEREST PAID 758-04B98	-52.
MERRILL LYNCH 758-04B98	875.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	823.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MERRILL LYNCH 758-04B98	1,368.	0.	1,368.
TOTAL TO FM 990-PF, PART I, LN 4	1,368.	0.	1,368.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	1,050.	1,050.		0.
TO FORM 990-PF, PG 1, LN 16B	1,050.	1,050.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ML CONSULT FEES-B98	1,238.	1,238.		0.
LICENSES	25.	25.		0.
TO FORM 990-PF, PG 1, LN 16C	1,263.	1,263.		0.

FORM 990-PF	TAXES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN DIVIDEND TAX	6.	6.		0.
FEDERAL TAX	220.	220.		0.
TO FORM 990-PF, PG 1, LN 18	226.	226.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK SERVICE FEES	90.	90.		0.
TO FORM 990-PF, PG 1, LN 23	90.	90.		0.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT 7
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
GOVERNMENT SECURITIES B98	X		33,584.	34,873.
TOTAL U.S. GOVERNMENT OBLIGATIONS			33,584.	34,873.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			33,584.	34,873.

FORM 990-PF

CORPORATE STOCK

STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MERRILL LYNCH EQUITIES B98	81,977.	95,243.
TOTAL TO FORM 990-PF, PART II, LINE 10B	81,977.	95,243.

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print <small>File by the due date for filing your return. See instructions</small>	Name of exempt organization or other filer, see instructions ROBERT BLAIR FOUNDATION	Employer identification number (EIN) or 54-1879517
	Number, street, and room or suite no. If a P.O. box, see instructions. 6117 ST. ANDREWS LANE	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. RICHMOND, VA 23226	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

MARGARET M. COUCH

• The books are in the care of **6117 ST. ANDREWS LANE - RICHMOND, VA 23226**
Telephone No. **804-285-1529** FAX No. **804-622-8066**

• If the organization does not have an office or place of business in the United States, check this box

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2013.**

5 For calendar year **2012**, or other tax year beginning _____, and ending _____.

6 If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS NEEDED TO FILE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$ 5.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$ 0.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature Title Date