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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

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

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)
B B T PO BOX 5228

Room/suite

B Telephone number (see instructions)
(888) 575-4586

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

C If exemption application is pending, check here ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ☐

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 1,377,096

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

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	3,094	3,094		
	4	Dividends and interest from securities	35,030	35,030		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	66,829			
	b	Gross sales price for all assets on line 6a 1,174,988				
	7	Capital gain net income (from Part IV, line 2)		66,829		
	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	104,953	104,953		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	3,353	2,381		972
	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)	1,302			1,302
	17	Interest				0
	18	Taxes (attach schedule) (see instructions)	2,016	447		0
	19	Depreciation (attach schedule) and depletion	0	0		
	20	Occupancy				
	21	Travel, conferences, and meetings		0	0	
	22	Printing and publications	151	0	0	151
	23	Other expenses (attach schedule)	42	42		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	7,514	2,870	0	3,075
	25	Contributions, gifts, grants paid	66,100			66,100
	26	**Total expenses and disbursements.** Add lines 24 and 25	73,614	2,870	0	69,175
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	31,339			
	b	**Net investment income** (if negative, enter -0-)		102,083		
	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	18,133	15,701	15,701
	2 Savings and temporary cash investments	101,589	36,383	36,383
	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)	125,788	149,010	161,176
	b Investments—corporate stock (attach schedule)	664,842	612,956	665,233
	c Investments—corporate bonds (attach schedule)	357,780	424,265	434,184
	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 ▶)		60,284	64,419
	16 **Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	1,268,132	1,298,599	1,377,096
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	1,268,132	1,298,599	
	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)	1,268,132	1,298,599	
	31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	1,268,132	1,298,599	

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	1,268,132
2	Enter amount from Part I, line 27a	2	31,339
3	Other increases not included in line 2 (itemize) ▶	3	5
4	Add lines 1, 2, and 3	4	1,299,476
5	Decreases not included in line 2 (itemize) ▶	5	877
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,298,599

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			(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	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	66,829
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

1 Enter the appropriate amount in each column for each year, see 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))
2011	67,210	1,347,188	0 049889
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

2	**Total** of line 1, column (d).	2	0 25324
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 050648
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	1,323,718
5	Multiply line 4 by line 3.	5	67,044
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	1,021
7	Add lines 5 and 6.	7	68,065
8	Enter qualifying distributions from Part XII, line 4.	8	69,175

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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	1,021
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	1,021
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	1,021
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,376		
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	1,376
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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	355
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶	355	**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 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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *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)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶

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 |

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?	16		No

See 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.

				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 2012?		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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ 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 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 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		
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 2012?		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 instructions)	☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?		**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).				
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		**6b**		No
	If "Yes" to 6b, file Form 8870.				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		**7b**		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
See Additional Data TableSee Additional Data Table				

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

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

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

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		
Total number of others receiving over $50,000 for professional services . . . . ►		0

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

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

Part IX-B **Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
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 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	1,279,495
b	Average of monthly cash balances		1b	64,381
c	Fair market value of all other assets (see instructions)		1c	0
d	**Total** (add lines 1a, b, and c)		1d	1,343,876
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	1,343,876
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	20,158
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	1,323,718
6	**Minimum investment return.** Enter 5% of line 5		6	66,186

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	66,186
2a	Tax on investment income for 2012 from Part VI, line 5	2a 1,021		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	1,021
3	Distributable amount before adjustments Subtract line 2c from line 1		3	65,165
4	Recoveries of amounts treated as qualifying distributions		4	0
5	Add lines 3 and 4		5	65,165
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	65,165

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	69,175
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	69,175
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	1,021
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	68,154

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				65,165
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 2010 , 20___ , 20___		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007. 505				
b From 2008. 3,012				
c From 2009. 0				
d From 2010. 4,605				
e From 2011. 224				
f Total of lines 3a through e.	8,346			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 69,175				
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.				65,165
e Remaining amount distributed out of corpus	4,010			
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	12,356			
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 instructions			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) (see instructions)	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .	505			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	11,851			
10 Analysis of line 9				
a Excess from 2008. . . . 3,012				
b Excess from 2009. . . . 0				
c Excess from 2010. . . . 4,605				
d Excess from 2011. . . . 224				
e Excess from 2012. . . . 4,010				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, 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) 2012	**(b)** 2011	**(c)** 2010	**(d)** 2009	**(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 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 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

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**				66,100
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 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	3,094	
4 Dividends and interest from securities. . . .			14	35,030	
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	66,829	
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). .				104,953	

13 Total. Add line 12, columns (b), (d), and (e). 13 104,953

(See worksheet in line 13 instructions 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 foundation's exempt purposes (other than by providing funds for such purposes) (See 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

******	2013-05-01	******
Signature of officer or trustee	Date	Title

May the IRS discuss this return with the preparer shown below (see instr)? ☐ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone 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)
723 LIBERTY MEDIA CORP -LIBERTY CAPITAL COMM		2011-11-18	2012-01-09
360 ABB LTD SPONSORED ADR		2008-11-03	2012-02-07
195 AT&T INC		2008-11-03	2012-02-07
120 AMGEN INCORPORATED		2011-11-18	2012-02-07
330 BARCLAYS PLC ADR		2010-03-10	2012-02-07
150 BERKSHIRE HATHAWAY INC DEL CL B COMMON		2009-09-14	2012-02-07
75 BIO-RAD LABS CLASS A		2009-09-14	2012-02-07
100 BORGWARNER AUTOMOTIVE INC COMMON		2011-11-18	2012-02-07
220 CENOVUS ENERGY INC		2011-04-12	2012-02-07
110 EQT CORPORATION COMMON		2011-11-18	2012-02-07
230 FANUC LTD ADR		2011-07-25	2012-02-07
80 FEDEX CORPORATION		2011-11-18	2012-02-07
150 HEWLETT PACKARD COMPANY		2009-09-14	2012-02-07
180 HONEYWELL INTERNATIONAL INC		2011-11-18	2012-02-07
150 J B HUNT		2011-11-18	2012-02-07
450 INDUSTRIAL AND COMMERCIAL BANK OF CHINA		2010-09-24	2012-02-07
300 INTEL CORPORATION		1996-02-02	2012-02-07
90 ITC HOLDINGS CORP COMMON		2011-11-18	2012-02-07
120 KOHLS CORP COMMON		2011-11-18	2012-02-07
100 KRAFT FOODS INC-A COMMON			2012-02-07
344 819 LAZARD EMERGING MKTS PORTFOLIO INST CLAS		2008-03-25	2012-02-07
83 LIBERTY MEDIA CORP -LIBERTY CAPITAL COMM		2011-11-18	2012-02-07
340 MANULIFE FINANCIAL CORPORATION - DEMUTUALIZATION BENEFIT		2009-09-14	2012-02-07
420 MICROSEMI CORP		2011-08-19	2012-02-07
270 MORGAN STANLEY DEAN WITTER DIS CO		2011-04-12	2012-02-07
100 OIL STATES INTERNATIONAL INC COM		2011-04-12	2012-02-07
120 PROASSURANCE CORP COMMON		2010-05-11	2012-02-07
100 PROCTOR AND GAMBLE COMPANY		2011-11-18	2012-02-07
480 SLM CORPORATION COMMON		2011-11-18	2012-02-07
150 TARGET CORP COM		2011-04-12	2012-02-07

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)
180 TECK RESOURCES LTD COMMON		2010-03-10	2012-02-07
110 THERMO ELECTRON COMMON		2011-07-25	2012-02-07
120 TRIPADVISOR INC COMMON		2011-07-25	2012-02-07
200 UNILEVER N V NY SHS NEW F		2011-11-18	2012-02-07
110 WHITING PETROLEUM CORP COMMON		2009-09-14	2012-02-07
260 WOLVERINE WORLD WIDE INC COMMON		2009-09-14	2012-02-07
210 WYNDHAM WORLDWIDE CORP		2011-11-18	2012-02-07
25000 US TREASURY NOTE 4 875% DUE 2/15/12		2006-06-13	2012-02-15
180 AMPHENOL CORP CL A		2009-09-14	2012-04-19
11 APPLE COMPUTER CORPORATION COMMON		2011-04-12	2012-04-19
380 ASCENA RETAIL GROUP INC COMMON		2012-02-07	2012-04-19
190 AVNET INCORPORATED		2012-02-07	2012-04-19
140 BARRICK GOLD CORP EFF 1-18-95		2012-02-07	2012-04-19
80 DAVITA INC		2012-02-07	2012-04-19
260 DISH NETWORK CORP A COMMON		2011-11-18	2012-04-19
130 DU PONT E I DE NEMOURS & COMPANY		2012-02-07	2012-04-19
120 EXPEDIA INC COMMON		2011-07-25	2012-04-19
150 EXPRESS SCRIPTS HOLDING CO COMMON		2011-11-18	2012-04-19
5 GOOGLE INC CL A		2009-02-12	2012-04-19
1470 GRAPHIC PACKAGING HOLDING CO COMMON		2011-11-18	2012-04-19
260 HEXCEL CORPORATION		2012-02-07	2012-04-19
160 IAC/INTERACTIVE CORP COMMON		2011-11-18	2012-04-19
65 INTERCONTINENTALEXCHANGE INC COMMON		2009-12-02	2012-04-19
320 ITAU UNIBANCO BANCO MULTIPLO SA		2012-02-07	2012-04-19
150 KB FINANCIAL GROUP INC COMMON		2010-03-10	2012-04-19
95 MEDNAX INC COMMON		2012-02-07	2012-04-19
210 MERCK & CO INC		2009-09-14	2012-04-19
430 MONOTYPE IMAGING HOLDINGS INC COMMON		2012-02-07	2012-04-19
280 NIDEC CORPORATION		2012-02-07	2012-04-19
130 ROSETTA RESOURCES INC COMMON		2012-02-07	2012-04-19

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)
180 ST JUDE MEDICAL INC COMMON		2010-03-10	2012-04-19
130 SAP AKTIENGESELLSCHAFT		2009-09-14	2012-04-19
540 SBERBANK OF RUSSIA		2012-02-07	2012-04-19
230 UNITED RENTALS INC		2011-04-12	2012-04-19
160 VAIL RESORTS COMMON		2012-02-07	2012-04-19
330 WEYERHAEUSER COMPANY		2012-02-07	2012-04-19
230 TE CONNECTIVITY LTD		2010-05-11	2012-04-19
120 CHECKPOINT SOFTWARE TECHNOLOGY COMMON		2012-02-07	2012-04-19
25000 GENERAL ELEC CAP CORP DTD 11/09/2010 2 2		2011-03-02	2012-05-11
25000 IBM CORP DTD 11/06/09 2 1% 05/06/2013		2010-06-03	2012-05-11
25000 JPMORGAN CHASE & CO DTD 05/18/09 4 65% 0		2010-08-25	2012-05-11
25000 WAL-MART STORES INC DTD 4/15/2008 4 25%		2010-05-06	2012-05-11
5 PHILLIPS 66 COMMON		2004-01-06	2012-05-15
72 ACCO BRANDS CORP COMMON		2012-04-19	2012-05-18
150 AGCO CORPORATION COMMON		2012-04-19	2012-05-18
360 ASPEN TECH COMMON		2011-11-18	2012-05-18
150 BP AMOCO PLC ADS L C		2012-02-07	2012-05-18
150 BAKER HUGHES INCORPORATED		2012-02-07	2012-05-18
420 BANCO SANTANDER CENT HISPANO SA ADR		2009-10-06	2012-05-18
100 BHP BILLITON LIMITED		2009-09-14	2012-05-18
300 BROADRIDGE FINANCIAL SOLUTIONS LLC COMMO		2012-04-19	2012-05-18
90 CANADIAN NATL RY CO		2012-02-07	2012-05-18
150 EXPEDITORS INTERNATIONAL		2012-04-19	2012-05-18
926 194 FORWARD INTERNATIONAL SMALL COMPANIES FD		2011-07-25	2012-05-18
200 HDFC BANK LTD ADR		2012-02-07	2012-05-18
240 INTEL CORPORATION		2012-04-19	2012-05-18
180 J P MORGAN CHASE & CO		2012-02-07	2012-05-18
250 LOWES COMPANIES INCORPORATED		2012-02-07	2012-05-18
100 MEDTRONIC INC		2000-06-23	2012-05-18
130 NORDSON CORP		2012-04-19	2012-05-18

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)
607 105 PIMCO LOW DURATION INSTITUTIONAL		2010-03-15	2012-05-18
52 PHILLIPS 66 COMMON		2004-01-06	2012-05-18
270 SUBSEA 7 SA		2012-04-19	2012-05-18
440 TESCO PLC SPONS ADR		2012-02-07	2012-05-18
150 TEVA PHARMACEUTICAL INDS LTD ADR		2012-04-19	2012-05-18
210 TEXAS INSTRUMENTS INCORPORATED		2011-11-18	2012-05-18
200 WELLS FARGO & CO NEW		2003-09-25	2012-05-18
200 JOHN WILEY & SONS INC CLASS A		2009-09-14	2012-05-18
110 ALLIED WORLD ASSURANCE COMPANY HOLDINGS		2011-11-18	2012-05-18
444 KINDER MORGAN MANAGEMENT LLC		2012-04-19	2012-05-24
57 ACCO BRANDS CORP COMMON		2012-04-19	2012-06-18
25000 FEDERAL HOME LOAN BANK DTD 05/29/09 1 87		2010-01-28	2012-06-20
65 AFFILIATED MANAGERS GROUP INC		2012-05-18	2012-06-29
36 AMAZON INC COMMON		2012-04-19	2012-06-29
140 AMETEK INC COMMON		2012-02-07	2012-06-29
90 ANHEUSER-BUSCH INBEV NV SPN ADR		2011-11-18	2012-06-29
220 ARCHER DANIELS MIDLAND COMPANY		2012-04-19	2012-06-29
230 CARMAX INC COMMON		2012-05-18	2012-06-29
160 CHICAGO BRIDGE & IRON CO NV		2012-04-19	2012-06-29
275 CISCO SYSTEMS		1998-03-23	2012-06-29
255 COMCAST CORP NEW CL A		2008-11-03	2012-06-29
105 CONOCOPHILLIPS COM		2004-01-06	2012-06-29
80 COSTCO WHOLESALE CORP		2012-05-18	2012-06-29
130 CREDIT SUISSE GROUP SPONS ADR		2009-09-14	2012-06-29
110 EXXON MOBIL CORPORATION		2010-05-11	2012-06-29
75 FLOWSERVE CORP COM		2012-04-19	2012-06-29
309 582 FORWARD INTERNATIONAL SMALL COMPANIES FD		2011-07-25	2012-06-29
229 224 FORWARD INTERNATIONAL SMALL COMPANIES FD		2012-02-07	2012-06-29
410 GENERAL ELECTRIC COMPANY		2011-11-18	2012-06-29
235 GENERAL ELECTRIC COMPANY			2012-06-29

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)
170 IDEX CORP		2012-05-18	2012-06-29
260 KAMATSU LTD		2012-05-18	2012-06-29
70 MCDONALDS CORPORATION		2012-04-19	2012-06-29
220 MEADWESTVACO CORP		2012-04-19	2012-06-29
305 MICROSOFT CORPORATION			2012-06-29
290 NATURAL RESOURCE PARTNERS LP		2012-04-19	2012-06-29
130 OMNICOM GROUP INCORPORATED		2012-05-18	2012-06-29
1863 254 PIMCO LOW DURATION INSTITUTIONAL		2010-03-15	2012-06-29
160 PENTAIR INC COMMON		2012-04-19	2012-06-29
75 PEPSICO INCORPORATED		2009-02-12	2012-06-29
430 PING AN INSURANCE GROUP COMPANY OF CHINA		2012-05-18	2012-06-29
290 PRUDENTIAL PLC		2012-02-07	2012-06-29
190 ROGERS COMMUNICATIONS INC		2012-05-18	2012-06-29
120 SOCIEDAD QUIMICA MINERA DE CHILE S A SPONSORED ADR REPSTG SER B S		2012-05-18	2012-06-29
369 903 STERLING CAPITAL SPECIAL OPPORTUNITIES FUND INST CL FUND # 321		2011-04-12	2012-06-29
440 TAIWAN SEMICONDUCTOR MFG LTD SPONSORED ADR		2012-04-19	2012-06-29
120 TARGET CORP COM		2012-05-18	2012-06-29
220 TENCENT HOLDINGS LIMITED LTD UNSPONS ADR		2012-05-18	2012-06-29
130 UNITED HEALTH GROUP INC		2012-02-07	2012-06-29
190 WASTE MANAGEMENT INC NEW		2012-04-19	2012-06-29
100 ANHEUSER-BUSCH INBEV NV SPN ADR		2011-11-18	2012-07-27
180 CIT GROUP INC COMMON		2011-04-12	2012-07-27
175 DISNEY WALT COMPANY		2007-07-30	2012-07-27
490 GRIFOLS S A		2012-02-07	2012-07-27
290 LASALLE HOTEL PPTYS COM SH BEN INT		2011-11-18	2012-07-27
345 ORACLE SYSTEM CORPORATION		2008-11-03	2012-07-27
510 AMEX FINANCIAL SELECT SPDR		2011-11-18	2012-07-27
200 UTILITIES SELECT SECTOR SPDR FUND		2012-02-07	2012-07-27
377 824 STERLING CAPITAL SPECIAL OPPORTUNITIES FUND INST CL FUND # 321		2011-04-12	2012-07-27
350 SUBSEA 7 SA		2012-06-29	2012-07-27

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)
270 AVAGO TECHNOLOGIES LTD		2012-02-07	2012-07-27
25000 CITIGROUP INC DTD 08/26/2002 5 625% 08/2		2005-07-27	2012-08-27
414 KINDER MORGAN MANAGEMENT LLC		2012-04-19	2012-08-29
25000 GOLDMAN SACHS GROUP INC DTD 08/27/2002		2004-12-03	2012-09-01
496 KINDER MORGAN MANAGEMENT LLC		2012-04-19	2012-12-04
CAPITAL GAIN DIVIDENDS	P		

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)
56		57	-1
7,747		4,687	3,060
5,836		5,398	438
8,253		6,698	1,555
4,907		6,810	-1,903
11,964		9,782	2,182
7,854		6,996	858
7,840		6,406	1,434
8,278		8,191	87
5,549		6,574	-1,025
6,475		7,142	-667
7,574		6,520	1,054
4,338		6,857	-2,519
10,832		9,521	1,311
7,879		6,531	1,348
6,322		6,926	-604
7,992		2,128	5,864
6,784		6,629	155
6,011		6,636	-625
3,849		3,219	630
6,679		7,772	-1,093
6,967		6,559	408
4,141		6,875	-2,734
8,937		6,256	2,681
5,485		7,196	-1,711
8,460		7,298	1,162
10,135		7,096	3,039
6,382		6,340	42
7,641		6,286	1,355
7,870		7,519	351

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)
7,553		7,299	254
6,096		7,093	-997
4,217		3,624	593
6,712		6,568	144
5,589		3,115	2,474
10,517		6,729	3,788
8,618		7,151	1,467
25,000		24,954	46
10,553		6,912	3,641
6,620		3,642	2,978
8,124		6,836	1,288
6,792		6,793	-1
5,762		6,947	-1,185
6,953		6,689	264
8,083		6,534	1,549
6,891		6,721	170
3,826		3,624	202
8,808		6,632	2,176
3,072		1,796	1,276
8,072		6,487	1,585
6,900		6,861	39
7,859		6,645	1,214
8,523		7,060	1,463
5,364		6,726	-1,362
5,485		6,855	-1,370
6,746		6,822	-76
8,061		6,915	1,146
6,233		6,823	-590
6,423		6,888	-465
6,159		6,700	-541

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)
6,936		6,844	92
8,490		6,728	1,762
6,912		6,890	22
10,676		7,261	3,415
6,608		6,998	-390
6,913		6,722	191
8,131		6,950	1,181
7,763		6,977	786
25,581		24,284	1,297
25,389		25,383	6
26,598		27,274	-676
25,856		26,832	-976
16		8	8
710		812	-102
5,848		6,798	-950
7,588		6,178	1,410
5,576		6,984	-1,408
6,101		7,669	-1,568
2,394		6,938	-4,544
6,256		6,600	-344
6,145		6,930	-785
7,174		6,965	209
5,604		7,006	-1,402
10,994		13,902	-2,908
5,804		6,650	-846
6,271		6,739	-468
6,025		6,856	-831
7,100		6,767	333
3,697		4,778	-1,081
6,344		6,951	-607

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)
6,350		6,326	24
1,636		795	841
5,546		6,955	-1,409
6,578		6,983	-405
5,830		6,885	-1,055
6,073		6,364	-291
6,214		5,118	1,096
8,714		6,926	1,788
8,310		6,599	1,711
31		33	-2
5		6	-1
25,000		25,364	-364
7,069		6,565	504
8,167		6,960	1,207
6,935		6,784	151
6,991		5,216	1,775
6,439		6,813	-374
5,956		6,465	-509
6,034		7,037	-1,003
4,648		2,936	1,712
8,091		4,241	3,850
5,820		2,700	3,120
7,565		6,633	932
2,369		7,144	-4,775
9,323		7,108	2,215
8,581		8,549	32
3,783		4,647	-864
2,801		2,962	-161
8,434		6,461	1,973
4,834		298	4,536

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)
6,592		6,628	-36
6,132		6,196	-64
6,187		6,791	-604
6,291		6,092	199
9,305		7,711	1,594
6,393		7,023	-630
6,254		6,328	-74
19,527		19,415	112
6,155		7,149	-994
5,272		3,822	1,450
6,802		6,394	408
6,691		6,724	-33
6,840		6,701	139
6,607		6,384	223
6,547		6,799	-252
6,112		6,802	-690
6,920		6,668	252
6,402		6,314	88
7,806		6,735	1,071
6,314		6,869	-555
8,145		5,795	2,350
6,249		7,207	-958
8,811		5,900	2,911
10,690		6,880	3,810
7,530		6,619	911
10,593		6,358	4,235
7,520		6,408	1,112
7,623		6,998	625
6,824		6,944	-120
7,497		7,116	381

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)
9,801		9,242	559
25,000		26,296	-1,296
30		30	
25,000		26,485	-1,485
37		36	1
			58

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	
			-1
			3,060
			438
			1,555
			-1,903
			2,182
			858
			1,434
			87
			-1,025
			-667
			1,054
			-2,519
			1,311
			1,348
			-604
			5,864
			155
			-625
			630
			-1,093
			408
			-2,734
			2,681
			-1,711
			1,162
			3,039
			42
			1,355
			351

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	
			254
			-997
			593
			144
			2,474
			3,788
			1,467
			46
			3,641
			2,978
			1,288
			-1
			-1,185
			264
			1,549
			170
			202
			2,176
			1,276
			1,585
			39
			1,214
			1,463
			-1,362
			-1,370
			-76
			1,146
			-590
			-465
			-541

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	
			92
			1,762
			22
			3,415
			-390
			191
			1,181
			786
			1,297
			6
			-676
			-976
			8
			-102
			-950
			1,410
			-1,408
			-1,568
			-4,544
			-344
			-785
			209
			-1,402
			-2,908
			-846
			-468
			-831
			333
			-1,081
			-607

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	
			24
			841
			-1,409
			-405
			-1,055
			-291
			1,096
			1,788
			1,711
			-2
			-1
			-364
			504
			1,207
			151
			1,775
			-374
			-509
			-1,003
			1,712
			3,850
			3,120
			932
			-4,775
			2,215
			32
			-864
			-161
			1,973
			4,536

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	
			-36
			-64
			-604
			199
			1,594
			-630
			-74
			112
			-994
			1,450
			408
			-33
			139
			223
			-252
			-690
			252
			88
			1,071
			-555
			2,350
			-958
			2,911
			3,810
			911
			4,235
			1,112
			625
			-120
			381

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	
			559
			-1,296
			-1,485
			1

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 AND TRUST COMPANY 300 SUMMERS ST FL 5 CHARLESTON,WV 253011624	TRUSTEE 1	2,253		
TERRI MCCONNELL 17451 ALDERSHOT PLACE PURCELLVILLE,VA 20132	DIRECTOR 1	100		

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*				
EMERICK ELEMENTARY SCHOOL 440 SOUTH NURSERY AVE PURCELLVILLE,VA 22132	NONE	PUBLIC	NEEDY STUDENTS	1,000
BLUE RIDGE MIDDLE SCHOOL 551 EAST A STREET PURCELLVILLE,VA 20132	NONE	PUBLIC	GENERAL FUNDING	1,000
HARMONY MIDDLE SCHOOL 38174 WEST COLONIAL HIGHWAY HAMILTON,VA 20158	NONE	PUBLIC	ASSIST WITH STUDENT NEEDS	1,000
KENNETH W CULBERT ELEMENTARY SCHOOL HAMILTON,VA 20158	NONE	PUBLIC	ASSIST WITH STUDENT NEEDS	1,000
CHURCH OF CHRIST 604 YAXLEY DRIVE PURCELLVILLE,VA 20132	NONE	EXEMPT	GENERAL FUNDS	1,000
LOUDOUN VALLEY HIGH SCHOOL PTO PO BOX 2007 PURCELLVILLE,VA 20134	NONE	EXEMPT	GENERAL FUNDS	1,500
PURCELLVILLE SAFETY CENTER 500 NORTH MAPLE AVENUE PURCELLVILLE,VA 20132	NONE	EXEMPT	ASSIST WITH PURCHASE OF	2,000
WOODGROVE HIGH SCHOOL 36811 ALLDER SCHOOL ROAD PURCELLVILLE,VA 20132	NONE	EXEMPT	ASSIST NEED STUDENTS &	2,500
FRIENDS OF FRANKLIN PARK ART CENTER 36441 BLUERIDGE VIEW LANE PURCELLVILLE,VA 20132	NONE	EXEMPT	COMMUNITY	2,000
LOVETTSVILLE UNION CEMETERY 12942 EVERHART RD LOUDOUN,VA 20180	NONE	EXEMPT	COMMUNITY	1,000
UNIVERSITY OF MARY WASHINGTON 1301 COLLEGE AVENUE FREDERICKSBURG,VA 22401	NONE	EXEMPT	SCHOLARSHIP	2,000
RADFORD UNIVERSITY 801 EAST MAIN STREET RADFORD,VA 24142	NONE	EXMEPT	SCHOLARSHIP	2,000
JAMES MADISON UNIVERSITY 800 S MAIN STREET HARRISONBURG,VA 22807	NONE	EXEMPT	SCHOLARSHIP	10,500
VIRGINIA TECH 210 BURRUSS HALL BLACKSBURG,VA 24061	NONE	EXEMPT	SCHOLARSHIP	6,500
UNIVERSITY OF CHICAGO 5801 S ELLIS AVENUE CHICAGO,IL 60637	NONE	EXEMPT	SCHOLARSHIP	1,500

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*				
WESTERN MICHIGAN UNIVERSITY CAMPUS DRIVE KALAMAZOO,MI 49008	NONE	EXEMPT	SCHOLARSHIP	1,500
LONGWOOD UNIVERSITY 201 HIGH STREET FARMVILLE,VA 23909	NONE	EXEMPT	SCHOLARSHIP	1,500
LYNCHBURG COLLEGE 1501 LAKESIDE DRIVE LYNCHBURG,VA 24501	NONE	EXEMPT	SCHOLARSHIP	1,500
UNIVERSITY OF VIRGINIA PO BOX 400160 CHARLOTTESVILLE,VA 22904	NONE	EXEMPT	SCHOLARSHIP	2,000
GROVE CITY COLLEGE 100 CAMPUS DRIVE GROVE CITY,PA 16127	NONE	EXEMPT	SCHOLARSHIP	1,500
BRIDGEWATER COLLEGE 402 E COLLEGE STREET BRIDGEWATER,VA 22812	NONE	EXEMPT	SCHOLARSHIP	1,500
BETHANY UNITED METHODIST CHURCH PO BOX 487 PURCELLVILLE,VA 20132	NONE	PUBLIC	GENERAL FUNDING	1,000
LOUDOUN LYRIC OPERA 525 K EAST MARKET ST 226 LEESBURG,VA 20176	NONE	EXEMPT	GENERAL FUNDS	1,000
GRACE ANNEX UNITED METHODIST CHURCH CHURCH 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	4,000
WATERFORD FOUNDATION INC PO BOX 275 WATERFORD,VA 20197	NONE	PUBLIC	MAINTENANCE OF HISTORIC	600
ST PETERS EPISCOPAL CHURCH PO 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 CHURCH 711 W MAIN STREET PURCELLVILLE,VA 20132	NONE	PUBLIC	GENERAL FUNDING	1,000

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*				
LOUDOUN SYMPHONY PO BOX 4478 LEESBURG,VA 201778552	NONE	PUBLIC	COMMUNITY CONCERTS	2,500
PURCELLVILLE LIBRARY ADVISORY BOARD PURCELLVILLE,VA 201340613	NONE	PUBLIC	GENERAL FUNDING	4,000
MOUNTAIN VIEW ELEMENTARY SCHOOL 36803 ALLDER SCHOOL ROAD PURCELLVILLE,VA 20132	NONE	EDUCATIONAL	GENERAL FUNDING	1,000
Total . . . . ▶ **3a**				66,100

TY 2012 Other Decreases Schedule

Name: CLARENCE L ROBEY CHARITABLE TRUST

EIN: 54-6138649

Description	Amount
DIFF IN MUTUAL FDS REC/REPORTED	877

TY 2012 Other Increases Schedule

Name: CLARENCE L ROBEY CHARITABLE TRUST

EIN: 54-6138649

Description	Amount
ADJUSTMENT FOR ROUNDING	5