ENVELOPE POSTMARK DATE MAY 1 4 2013

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 , 2012, and ending , 20

Name of foundation: ROBERT LEE & THOMAS M CHASTAIN

A Employer identification number: 59-6171294

Number and street (or P O box number if mail is not delivered to street address): 1 WEST 4TH STREET D4000-041

Room/suite:

B Telephone number (see instructions): 336- 747-8202

City or town, state, and ZIP code: WINSTON SALEM, NC 27101

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐

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

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 3,641,137.

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see 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				
	4	Dividends and interest from securities	94,557.	94,411.		STMT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	51,163.			
	b	Gross sales price for all assets on line 6a 988,090.				
	7	Capital gain net income (from Part IV, line 2)		51,163.		
	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) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	145,720.	145,574.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	32,376.	24,282.		8,094.
	14	Other employee salaries and wages		NONE	NONE	
	15	Pension plans, employee benefits		NONE	NONE	
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) STMT 4	3,196.	NONE	NONE	3,196.
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT. 5	1,741.	1,741.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings		NONE	NONE	
	22	Printing and publications		NONE	NONE	
	23	Other expenses (attach schedule) STMT. 6	7.	7.		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	37,320.	26,030.	NONE	11,290.
	25	Contributions, gifts, grants paid	200,000.			200,000.
	26	**Total expenses and disbursements** Add lines 24 and 25	237,320.	26,030.	NONE	211,290.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-91,600.			
	b	**Net investment income** (if negative, enter -0-)		119,544.		
	c	**Adjusted net income** (if negative, enter -0-)				

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JSA **For Paperwork Reduction Act Notice, see instructions.**
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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	12,006.	3,180.	3,180.
	2	Savings and temporary cash investments	76,457.	107,883.	107,883.
	3	Accounts receivable ▶ Less. allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less. allowance for doubtful accounts ▶ NONE			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) STMT 7	2,045,394.	2,035,655.	2,336,246.
	c	Investments - corporate bonds (attach schedule) STMT 11	1,233,181.		
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) STMT 12		1,138,779.	1,193,828.
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	3,367,038.	3,285,497.	3,641,137.
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)		NONE	
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	3,367,038.	3,285,497.	
	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 instructions)	3,367,038.	3,285,497.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	3,367,038.	3,285,497.	

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	3,367,038.
2	Enter amount from Part I, line 27a	2	-91,600.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 14	3	12,674.
4	Add lines 1, 2, and 3	4	3,288,112.
5	Decreases not included in line 2 (itemize) ▶ COST BASIS ADJUSTMENT	5	2,616.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,285,496.

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr.)	(d) Date sold (mo , day, yr)
1a	PUBLICLY TRADED SECURITIES			
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	988,090.		936,927.	51,163.
b				
c				
d				
e				

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

	(i) F M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col (h))
a				51,163.
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** 51,163.

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 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	209,701.	3,636,034.	0.057673
2010	166,340.	3,475,837.	0.047856
2009	122,000.	3,159,398.	0.038615
2008	198,263.	3,762,766.	0.052691
2007	230,500.	4,517,813.	0.051020

2	**Total** of line 1, column (d)	2	0.247855
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	0.049571
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	3,557,932.
5	Multiply line 4 by line 3	5	176,370.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,195.
7	Add lines 5 and 6	7	177,565.
8	Enter qualifying distributions from Part XII, line 4	8	211,290.

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 ▶ ☐ 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	1,195.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b).				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .			2	
3	Add lines 1 and 2			3	1,195.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . .			4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	1,195.
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,452.		
b	Exempt foreign organizations - tax withheld at source	6b	NONE		
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	1,452.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ 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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** . . . . ▶			10	257.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 257. **Refunded** ▶			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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
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		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
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		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?	6	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*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ FL			
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		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*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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?	13		X

Website address ▶ N/A

14 The books are in care of ▶ WELLS FARGO BANK, N.A. Telephone no ▶ (336)747-8202

Located at ▶ 4 W 4TH ST, - 6TH FLOOR, WINSTON SALEM, NC ZIP+4 ▶ 27101-3818

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

			Yes	No
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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

			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 instructions)?	1b		X
	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		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? ☐ Yes ☒ 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		X
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? ☐ 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		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)? (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** X

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
WELLS FARGO BANK NA 1525 W WT Harris Blvd D1114-044, Charlotte, NC 28288-	Trustee 4	32,375.		-0-

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

(a) Name and address of each employee paid more than $50,000	(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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation

Total number of others receiving over $50,000 for professional services ▶ NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	
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	3,547,913.
b	Average of monthly cash balances	1b	64,201.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	3,612,114.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) **1e**		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	3,612,114.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	54,182.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,557,932.
6	**Minimum investment return.** Enter 5% of line 5	6	177,897.

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	177,897.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,195.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	1,195.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	176,702.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	176,702.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	176,702.

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	211,290.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	211,290.
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	1,195.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	210,095.

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.

59-6171294

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					176,702.
2	Undistributed income, if any, as of the end of 2012					
a	Enter amount for 2011 only				NONE	
b	Total for prior years 20 10 ,20____,20____			NONE		
3	Excess distributions carryover, if any, to 2012.					
a	From 2007	NONE				
b	From 2008	10,135.				
c	From 2009	NONE				
d	From 2010	NONE				
e	From 2011	30,797.				
f	**Total** of lines 3a through e		40,932.			
4	Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 211,290.					
a	Applied to 2011, but not more than line 2a				NONE	
b	Applied to undistributed income of prior years (Election required - see instructions)			NONE		
c	Treated as distributions out of corpus (Election required - see instructions)		NONE			
d	Applied to 2012 distributable amount					176,702.
e	Remaining amount distributed out of corpus		34,588.			
5	Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		NONE			NONE
6	**Enter the net total of each column as indicated below:**					
a	Corpus Add lines 3f, 4c, and 4e. Subtract line 5		75,520.			
b	Prior years' undistributed income. Subtract line 4b from line 2b			NONE		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			NONE		
d	Subtract line 6c from line 6b. Taxable amount - see instructions			NONE		
e	Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				NONE	
f	Undistributed income for 2012. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					NONE
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		NONE			
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)		NONE			
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		75,520.			
10	Analysis of line 9					
a	Excess from 2008	10,135.				
b	Excess from 2009	NONE				
c	Excess from 2010	NONE				
d	Excess from 2011	30,797.				
e	Excess from 2012	34,588.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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

N/A

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

N/A

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

Check here ▶ ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see 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*				
SEE STATEMENT 22				200,000.
Total . . . . ▶ **3a**				200,000.
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.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue.					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	94,557.	
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	51,163.	
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)				145,720.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . 13 145,720.

(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.)
	NOT APPLICABLE

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)		X
	(2) Other assets	1a(2)		X
b	Other transactions.			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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) is based on all information of which preparer has any knowledge

S.V.P.
▶ Wells Fargo Bank, N.A. | 04/19/2013 | ▶ Trustee
Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name JOSEPH J. CASTRIANO	Preparer's signature	Date 4-19-13	Check ☒ if self-employed	PTIN P01251603
Firm's name ▶ PRICEWATERHOUSECOOPERS, LLP			Firm's EIN ▶ 13-4008324	
Firm's address ▶ 600 GRANT STREET PITTSBURGH, PA 15219-2777			Phone no 412-355-6000	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AQR MANAGED FUTURES STR-I #15213	318.	318.
ABERDEEN EMERG MARKETS-INST #5840	2,726.	2,726.
ACADIAN EMERGING MARKETS PTF-1 #1260	1,946.	1,946.
AMGEN INC COM W/RTS ATTACHED EXP 03/21/2	238.	238.
ANHEUSER-BUSCH INBEV SPN ADR	351.	351.
APACHE CORP COM RTS EXP 01/31/2006	30.	30.
APPLE COMPUTER INC COM	265.	265.
ARTISAN FDS INC INTL FD INVESTOR CLASS	641.	641.
ARTIO GLOBAL HIGH INCOME-I #1525	7,370.	7,224.
BAKER HUGHES INC COM	33.	33.
BRISTOL-MYERS SQUIBB CO COM	578.	578.
CME GROUP INC	350.	350.
CVS CORP COM	127.	127.
CAPITAL ONE FINL CORP COM RTS EXP 11/29/	68.	68.
CARDINAL HLTH INC COM	317.	317.
CENTURYTEL INC COM	1,073.	1,073.
CHEVRONTEXACO CORP COM	527.	527.
CISCO SYS INC COM W/RIGHTS ATTACHED EXPI	255.	255.
COCA-COLA CO COM	428.	428.
COMCAST CORP NEW CL A	270.	270.
CONOCOPHILLIPS COM	496.	496.
COSTCO WHOLESALE CORP COM	1,290.	1,290.
DANAHER CORP COM	22.	22.
DIAMOND HILL LONG-SHORT FD CL I #11	180.	180.
DISNEY (WALT) COMPANY HOLDING COMPANY CO	263.	263.
EII INTERNATIONAL PROPERTY-I #30	2,525.	2,525.
EATON VANCE FLOATING RATE FD-I #924	1,312.	1,312.
EATON VANCE GLOBAL MACRO - I #0088	2,170.	2,170.
ECOLAB INC COM	195.	195.
EXXON MOBIL CORP COM	460.	460.
FID ADV EMER MKTS INC- CL I #607	3,373.	3,373.
FORD MTR CO DEL COM	94.	94.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
GENERAL ELEC CO COM	510.	510.
HOME DEPOT INC COM	464.	464.
HONEYWELL INTL INC COM	229.	229.
ING REAL ESTATE FUND CL-I #2190	3,322.	3,322.
INTEL CORP COM	496.	496.
INTL BUSINESS MACHINES CORP COM	300.	300.
INTUIT COM W/RTS EXP 5/1/2008	155.	155.
ISHARES RUSSELL 2000 VALUE INDEX FUND	1,734.	1,734.
ISHARES RUSSELL 2000 GROWTH INDEX FUND	1,041.	1,041.
IVY ASSET STRATEGY FUND CLASS I #473	1,197.	1,197.
JP MORGAN CHASE & CO COM	357.	357.
PERKINS MID CAP VALUE F/C I #1167	535.	535.
JOHNSON & JOHNSON COM	408.	408.
JP MORGAN INTL EQUITY FD - SEL #694	461.	461.
JPMORGAN HIGH YIELD FUND SS #3580	6,625.	6,625.
KRAFT FOODS INC-A COM	223.	223.
MCDONALDS CORP COM	505.	505.
MCKESSON HBOC INC COM	102.	102.
MEADWESTVACO CORP COM W/RTS EXP 1/29/200	500.	500.
MICROSOFT CORP COM	388.	388.
NATIONAL OILWELL INC COM	44.	44.
OCCIDENTAL PETE CORP COM	216.	216.
ORACLE CORP COM	210.	210.
PIMCO FDS PAC INVT MGMT SER LOW DURATION	1,077.	1,077.
PIMCO FDS PAC INVT MGMT SER TOTAL RETURN	16,216.	16,216.
PIMCO EMERGING LOCAL BOND IS #332	10,802.	10,802.
PROCTER & GAMBLE CO COM	486.	486.
PUBLIC SVC ENTERPRISE GRP INC COM	551.	551.
QUALCOMM INC COM W/RTS ATTACHED	193.	193.
SCHLUMBERGER LTD COM	55.	55.
TJX COS INC NEW COM	63.	63.
TARGET CORP COM	297.	297.
TEMPLETON FRONTIER MARKET-AD #674	1,219.	1,219.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
TEMPLETON EMER MKT S/C-ADV #626	484.	484.
TEMPLETON GLOBAL BOND FD-ADV #616	7,326.	7,326.
TEXAS INSTRS INC COM	240.	240.
TIMKEN CO COM	258.	258.
TOTAL FINA ELF S A SPONSORED ADR	183.	183.
TWEEDY BROWNE FD INC GLOBAL VALUE FD	2,225.	2,225.
US BANCORP DEL COM NEW W/RIGHTS ATTACHED	156.	156.
UNION PAC CORP COM	72.	72.
UNITED TECHNOLOGIES CORP COM	400.	400.
UNITEDHEALTH GRP INC COM	260.	260.
UNUMPROVIDENT CORP COM	187.	187.
WYNN RESORTS LTD	150.	150.
ACCENTURE PLC	373.	373.
ACE LIMITED	631.	631.
PENTAIR, LTD.	18.	18.
TYCO INTERNATIONAL LTD NEW	315.	315.
FEDERATED TREAS OBL FD 68	7.	7.
TOTAL	94,557.	94,411.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	3,196.			3,196.
TOTALS	3,196.	NONE	NONE	3,196.

ROBERT LEE & THOMAS M CHASTAIN 59-6171294

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	217.	217.
FOREIGN TAXES ON QUALIFIED FOR	1,129.	1,129.
FOREIGN TAXES ON NONQUALIFIED	395.	395.
TOTALS	1,741.	1,741.

ROBERT LEE & THOMAS M CHASTAIN 59-6171294

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER NONALLOCABLE EXPENSES -	7.	7.
TOTALS	7.	7.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
437076102 HOME DEPOT INC	9,992.	24,740.
580135101 MCDONALDS CORP		
654106103 NIKE INC CL B		
778296103 ROSS STORES INC		
191216100 COCA COLA CO	13,625.	15,225.
50075N104 KRAFT FOODS INC		
742718109 PROCTER & GAMBLE CO	9,566.	14,936.
931142103 WALMART STORES		
166764100 CHEVRON CORP	11,652.	16,221.
171798101 CIMAREX ENERGY		
30231G102 EXXON MOBIL CORPORAT	4,457.	18,262.
974599105 OCCIDENTAL PETE CORP		
14040H105 CAPITAL ONE FINANCIA	14,400.	19,696.
46625H100 JPMORGAN CHASE & CO	19,603.	22,424.
693475105 PNC FINANCIAL		
91529Y106 UNUM GROUP		
031162100 AMGEN INC		
110122108 BRISTOL MYERS SQUIBB	8,509.	13,851.
14149Y108 CARDINAL HEALTH INC	12,667.	14,413.
478160104 JOHNSON & JOHNSON	6,747.	11,917.
58155Q103 MCKESSON CORP		
58405U102 MEDCO HEALTH		
91324P102 UNITEDHEALTH GROUP I	11,557.	17,628.
235851102 DANAHER CORP		
369604103 GENERAL ELECTRIC CO	11,505.	15,743.
438516106 HONEYWELL INTERNATIO	7,949.	9,521.
913017109 UNITED TECHNOLOGIES	12,082.	16,156.
88579Y101 3M COM		
001055102 AFLAC INC		

ROBERT LEE & THOMAS M CHASTAIN 59-6171294

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
025816109 AMERICAN EXPRESS CO		
03076C106 AMERIPRISE FINL INC		
20825C104 CONOCOPHILLIPS	9,574.	10,902.
037833100 APPLE INC	12,784.	26,609.
055921100 BMC SOFTWARE INC		
17275R102 CISCO SYSTEMS INC	12,061.	10,021.
428236103 HEWLETT PACKARD		
458140100 INTEL CORP	15,076.	11,753.
459200101 INTERNATIONAL BUSINE	7,117.	17,431.
594918104 MICROSOFT CORP	11,484.	12,473.
68389X105 ORACLE CORPORATION	14,120.	16,660.
882508104 TEXAS INSTRUMENTS		
459506101 INTERNAL FLAVORS & F		
81211K100 SEALED AIR CORP		
156700106 CENTURYLINK, INC	9,693.	14,474.
00758M162 ACADIAN EMERGING MAR	100,000.	97,513.
03524A108 ANHEUSER-BUSCH INBEV	13,435.	19,667.
04314H204 ARTISAN INTERNATIONA	41,636.	57,422.
04351G101 ASCENA RETAIL GROUP		
057224107 BAKER HUGHES INC COM		
20030N101 COMCAST CORP CLASS A	11,253.	16,812.
22160K105 COSTCO WHOLESALE COR	13,157.	15,797.
22544R305 CREDIT SUISSE COMM R		
26852M105 EII INTERNATIONAL PR	120,000.	129,385.
277923728 EATON VANCE GLOBAL M	64,790.	62,229.
278865100 ECOLAB INC	13,242.	16,897.
345370860 FORD MOTOR COMPANY		
375558103 GILEAD SCIENCES INC	13,123.	24,239.
38142Y401 GOLDMAN SACHS GRTH O	53,916.	69,898.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
448108100 HUSSMAN STRATEGIC GR		
44981V706 ING REAL ESTATE FUND	120,000.	151,240.
45865V100 INTERCONTINENTALEXCH		
461202103 INTUIT COM	13,305.	14,869.
464285105 ISHARES GOLD TRUST	69,101.	68,894.
464287630 ISHARES RUSSELL 2000	53,076.	69,243.
47103C241 PERKINS MID CAP VALU	61,983.	68,891.
4812A0532 JP MORGAN INTL EQUIT		
583334107 MEADWESTVACO CORP	13,518.	15,935.
637071101 NATIONAL OILWELL INC		
722005667 PIMCO COMMODITY REAL		
744573106 PUBLIC SVC ENTERPRIS	12,493.	11,873.
747525103 QUALCOMM INC	11,537.	12,372.
87612E106 TARGET CORP	12,091.	13,313.
88018X102 TEMPLETON CHINA WORL		
880196506 TEMPLETON FOREIGN FD		
887389104 TIMKEN CO		
901165100 TWEEDY BROWNE FD GLO	120,499.	125,354.
983134107 WYNN RESORTS LTD		
G1151C101 ACCENTURE PLC	12,370.	16,692.
H0023R105 ACE LIMITED	14,759.	20,908.
H89128104 TYCO INTERNATIONAL L		
464287648 ISHARES RUSSELL 2000	49,888.	71,101.
00203H859 AQR MANAGED FUTURES	40,000.	41,617.
003021714 ABERDEEN EMERG MARKE	200,000.	219,516.
008252108 AFFILIATED MANAGERS	19,041.	20,824.
037411105 APACHE CORP	15,337.	13,738.
084670702 BERKSHIRE HATHAWAY I	24,495.	26,013.
12572Q105 CME GROUP INC	11,208.	10,134.

ROBERT LEE & THOMAS M CHASTAIN 59-6171294

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
126650100 CVS/CAREMARK CORPORA	11,536.	12,571.
25264S833 DIAMOND HILL LONG-SH	50,000.	51,632.
254687106 WALT DISNEY CO	20,043.	22,406.
466001864 IVY ASSET STRATEGY F	40,000.	40,687.
73935S105 POWERSHARES DB COMMO	70,738.	68,700.
806857108 SCHLUMBERGER LTD	14,628.	13,860.
870297306 MLN ELEMENTS ROGER E	44,210.	41,163.
872540109 TJX COS INC NEW	12,345.	11,674.
88019R641 TEMPLETON FRONTIER M	75,000.	81,229.
88019R690 TEMPLETON EMER MKT S	50,000.	55,422.
883556102 THERMO FISHER SCIENT	17,880.	17,540.
89151E109 TOTAL S.A. - ADR	11,501.	13,003.
902973304 US BANCORP DEL NEW	12,592.	12,776.
907818108 UNION PACIFIC CORP	23,371.	23,887.
G29183103 EATON CORP PLC	16,338.	16,254.
TOTALS	2,035,655.	2,336,246.

ROBERT LEE & THOMAS M CHASTAIN 59-6171294

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

DESCRIPTION

04315J860 ARTIO GLOBAL HIGH IN
277911491 EATON VANCE FLOATING
315920702 FID ADV EMER MKTS IN
4812C0803 JPMORGAN HIGH YIELD
693390304 PIMCO LOW DURATION F
693390551 PIMCO TOTAL RETN FD
72201F516 PIMCO EMERGING LOCAL
880208400 TEMPLETON GLOBAL BON

TOTALS

ROBERT LEE & THOMAS M CHASTAIN 59-6171294

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
04315J860 ARTIO GLOBAL HIGH IN	C	90,000.	97,664.
4812C0803 JPMORGAN HIGH YIELD	C	100,000.	102,908.
693390304 PIMCO LOW DURATION	C		
693390551 PIMCO TOTAL RETN FD	C	550,091.	577,677.
315920702 FID ADV EMER MKTS IN	C	70,000.	78,338.
693390882 PIMCO FOREIGN BOND	C		
880208400 TEMPLETON GLOBAL BON	C	119,820.	119,195.
H0023R105 ACE LIMITED	C		
G6852T105 PARTNERRE LTD	C		
H8912P106 TYCO ELECTRONICS	C		
H89128104 TYCO INTERNATIONAL	C		
38142Y401 GOLDMAN SACHS GROWTH	C		
464287648 ISHARES RUSSELL 2000	C		
464287630 ISHARES RUSSELL 2000	C		
4812A0532 JPMORGAN INTERN. EQU	C		
47103C241 PERKINS MID CAP	C		
00758M162 ACADIAN EMERGING MKT	C		
04314H204 ARTISAN INTERNATIONA	C		
32008F200 FIRST EAGLE OVERSEAS	C		
88018X102 TEMPLETON CHINA	C		
901165100 TWEEDY BROWNE FD	C		
277923728 EATON VANCE GLOBAL	C		
589509108 MERGER FD SH	C		
22544R305 CREDIT SUISSE COMMOD	C		
26852M105 ELL INTERNATIONAL	C		
44981V706 ING REAL ESTATE	C		
722005667 PIMCO COMMODITY REAL	C		
277911491 EATON VANCE FLOATING	C	28,868.	29,458.
72201F516 PIMCO EMERGING LOCAL	C	180,000.	188,588.

ROBERT LEE & THOMAS M CHASTAIN 59-6171294

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
TOTALS		1,138,779.	1,193,828.

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

DESCRIPTION		AMOUNT
MUTUAL FUND TIMING DIFFERENCE		10,064.
ROC ADJUSTMENT		2,610.
	TOTAL	12,674.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
Pine Jog Environmental
Education Center
ADDRESS:
301 CHILEAN AVE
Palm Beach, FL 33480
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
THE HARID CONSERVATORY
ADDRESS:
2285 POTOMAC RD
Boca Raton, FL 33431
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
YOUTH ORCHESTRAS OF PALM BEACH
COUNTY
ADDRESS:
2285 POTOMAC ROAD
BOCA RATON, FL 33431
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 5,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID
===

RECIPIENT NAME:
ADOPT A FAMILY OF THE PALM BEACHES
ADDRESS:
1712 2ND AVENUE N
LAKE WORTH, FL 33460
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
211 PALM BEACH/TREASURE COAST INC
ADDRESS:
PO BOX 3588
LANTANA, FL 33465
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
CENTER FOR CREATIVE EDUCATION
ADDRESS:
435 25TH STREET
WEST PALM BEACH, FL 33407
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 5,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

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RECIPIENT NAME:
BEST FOOT FORWARD FOUNDATION
ADDRESS:
9775 SW 40TH TERRACE
OCALA, FL 34476
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
ANN NORTON SCULPTURE GARDENS
ADDRESS:
253 BARCELONA ROAD
WEST PALM BEACH, FL 33401
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
EL SOL NEIGHBORHOOD RESOURCE CENTER
ADDRESS:
106 MILITARY TRAIL
JUPITER, FL 33458
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 5,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID
==

RECIPIENT NAME:
1000 FRIENDS OF FLORIDA
ADDRESS:
PO BOX 5948
TALLAHASSEE, FL 32314
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
CHRISTIANS REACHING OUT TO SOCIETY
ADDRESS:
301 FIRST AVENUE SOUTH
LAKE WORTH, FL 33460
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
LIGHTHOUSE FOR THE BLIND OF
PALM BEACHES
ADDRESS:
1710 E TIFFANY DRIVE
WEST PALM BEACH, FL 33407
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 5,000.

ROBERT LEE & THOMAS M CHASTAIN 59-6171294
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID
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RECIPIENT NAME:
SOCIETY OF ST ANDREW
ADDRESS:
PO BOX 536842
ORLANDO, FL 32853
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
URBAN LEAGUE OF PALM BEACH COUNTY
ADDRESS:
1700 N AUSTRALIAN AVE
WEST PALM BEACH, FL 33407
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
SOCIETY OF THE FOUR ARTS
ADDRESS:
2 FOUR ARTS PLZ
PALM BEACH, FL 33480
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 25,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
NORTON MUSEUM OF ART
ADDRESS:
301 CHILEAN AVE
PALM BEACH, FL 33480
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
Easter Seals of Florida
ADDRESS:
2010 MIZELL AVE.
Winter Park, FL 32792
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 12,500.

RECIPIENT NAME:
Planned Parenthood of
Palm Beaches
ADDRESS:
2300 W FLORIDA MANGO RD. WEST
Palm Beach, FL 33409
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 5,000.

ROBERT LEE & THOMAS M CHASTAIN 59-6171294
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID
==

RECIPIENT NAME:
HOPE RURAL SCHOOL INC
ADDRESS:
15929 SW 150TH STREET
INDIANTOWN, FL 34956
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
The Kravis Center
ADDRESS:
403 S SAPODINA AVE #416
WEST PALM BEACH, FL 33401
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 35,000.

RECIPIENT NAME:
THE MOUNTS BOTANICAL GARDEN
ADDRESS:
559 N MILTARY TRL
WEST PALM BEACH, FL 33415
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

STATEMENT 21

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID
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RECIPIENT NAME:
Homeless Coalition of Palm Beach County
ADDRESS:
2100 PALM BEACH LAKES BLVD.
Palm Beach, FL 33409
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
Palm Beach County Literacy Coalition
ADDRESS:
551 SE 8TH ST, SUITE 505
Delray Beach, FL 33483
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
Palm Beach DramaWorks
ADDRESS:
322 BANYAN BLVD
West Palm Beach, FL 33401
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 7,500.

TOTAL GRANTS PAID: 200,000.
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STATEMENT 22

Part VII-A, Line 8b Explanation

ROBERT LEE & THOMAS M CHASTAIN

EIN: 59-6171294

Florida Attorney General does not require and prefers that we do not furnish a copy of Form 990PF to be filed with the AG.