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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.

▶ Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

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 or province, country, and ZIP or foreign postal 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 ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)*▶$ 1,468,268

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	2,250	2,250		
	4	Dividends and interest from securities	37,126	37,126		
	5a	Gross rents				
	b	Net rental income or (loss) ________				
	6a	Net gain or (loss) from sale of assets not on line 10	74,971			
	b	Gross sales price for all assets on line 6a 1,086,584				
	7	Capital gain net income (from Part IV, line 2)		74,971		
	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)	47	47		
	12	**Total.** Add lines 1 through 11	114,394	114,394		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	3,611	2,411		1,200
	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)	1,214			1,214
	17	Interest				0
	18	Taxes (attach schedule) (see instructions)	1,638	969		0
	19	Depreciation (attach schedule) and depletion	0	0		
	20	Occupancy				
	21	Travel, conferences, and meetings		0	0	
	22	Printing and publications	98	0	0	98
	23	Other expenses (attach schedule)	213	213		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	7,424	3,593	0	3,162
	25	Contributions, gifts, grants paid	67,300			67,300
	26	**Total expenses and disbursements.** Add lines 24 and 25	74,724	3,593	0	70,462
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	39,670			
	b	**Net investment income** (if negative, enter -0-)		110,801		
	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	15,701	16,080	16,080
	2	Savings and temporary cash investments	36,383	48,446	48,446
	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 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)	149,010	105,993	110,742
	b	Investments—corporate stock (attach schedule)	612,956	627,052	758,063
	c	Investments—corporate bonds (attach schedule)	424,265	475,135	468,580
	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	65,087	66,357
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	1,298,599	1,337,793	1,468,268
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	1,298,599	1,337,793	
	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)	1,298,599	1,337,793	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	1,298,599	1,337,793	

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	1,298,599
2	Enter amount from Part I, line 27a	2	39,670
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	1,338,269
5	Decreases not included in line 2 (itemize) ▶	5	476
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,337,793

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	74,971
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))
2012	68,154	1,323,718	0 051487
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

2	**Total** of line 1, column (d).	2	0 255485
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 051097
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	1,411,350
5	Multiply line 4 by line 3.	5	72,116
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	1,108
7	Add lines 5 and 6.	7	73,224
8	Enter qualifying distributions from Part XII, line 4.	8	70,462

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	2,216
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	2,216
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	2,216
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — **6a** 1,024		
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	1,024
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	1,192
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 0 **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 2013 or the taxable year beginning in 2013 (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 |

			Yes	No
16	At any time during calendar year 2013, 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 2013?		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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	☐ 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 2013 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 2013.)*		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 2013?		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	1,384,796
b	Average of monthly cash balances	1b	48,047
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	1,432,843
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	1,432,843
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	21,493
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,411,350
6	**Minimum investment return.** Enter 5% of line 5	6	70,568

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	70,568
2a	Tax on investment income for 2013 from Part VI, line 5	2a	2,216		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	2,216
3	Distributable amount before adjustments Subtract line 2c from line 1			3	68,352
4	Recoveries of amounts treated as qualifying distributions			4	0
5	Add lines 3 and 4			5	68,352
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	68,352

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	70,462
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	70,462
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	70,462

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				68,352
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			0	
b Total for prior years 2011 , 20___ , 20___		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008. 3,012				
b From 2009. 0				
c From 2010. 4,605				
d From 2011. 224				
e From 2012. 4,010				
f Total of lines 3a through e.	11,851			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 70,462				
a Applied to 2012, 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 2013 distributable amount.				68,352
e Remaining amount distributed out of corpus	2,110			
5 Excess distributions carryover applied to 2013 *(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	13,961			
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 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				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 2008 not applied on line 5 or line 7 (see instructions) . . .	3,012			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	10,949			
10 Analysis of line 9				
a Excess from 2009. . . . 0				
b Excess from 2010. . . . 4,605				
c Excess from 2011. . . . 224				
d Excess from 2012. . . . 4,010				
e Excess from 2013. . . . 2,110				

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 2013, 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			(e) Total
	(a) 2013	**(b)** 2012	**(c)** 2011	**(d)** 2010	
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 address 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**				67,300
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			14	2,250	
4 Dividends and interest from securities. . . .			14	37,126	
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	74,971	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a OTHER REVENUE			14	47	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				114,394	

13 **Total.** Add line 12, columns (b), (d), and (e). 13 114,394

(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

****** | 2014-04-16 | ******

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)
25000 CISCO SYSTEMS INC SYSTEMS INC DTD 02/22/		2008-10-01	2013-01-08
25000 BANK OF AMERICA CORP DTD 1/23/03 4 875%		2007-01-03	2013-01-15
458 KINDER MORGAN MANAGEMENT LLC		2012-04-19	2013-02-21
420 ANGLO AMERICAN PLC UNSPONSORED ADR		2012-06-29	2013-03-19
125 COGNIZANT TECHNOLOGY SOLUTIONS CORP			2013-03-19
140 COLUMBIA SPORTSWEAR CO		2012-05-18	2013-03-19
65 DIAGEO PLC SPONSORED ADR		2012-06-29	2013-03-19
1796 231 DOUBLELINE TOTAL RETURN BOND FUND		2012-04-19	2013-03-19
5434 313 EATON VANCE ATLANTA CAPITAL SMID-CAP FUN			2013-03-19
130 ILLINOIS TOOL WORKS		2012-06-29	2013-03-19
70 JOHNSON & JOHNSON			2013-03-19
150 KOHLS CORP COMMON		2012-06-29	2013-03-19
1851 852 PIMCO PIMS FOREIGN BOND FUND		2013-01-18	2013-03-19
110 PRICE GROUP INC FORMERLY AKA PRICE TO ROWE & ASSOC		2012-06-29	2013-03-19
170 ROGERS COMMUNICATIONS INC INC		2012-07-27	2013-03-19
290 SAIPEM S P A		2012-07-27	2013-03-19
85 SIEMENS AG SPONSORED ADR		2012-06-29	2013-03-19
1083 73 STERLING CAPITAL SPECIAL OPPORTUNITIES FUND INST CL FUND # 321			2013-03-19
490 TAIWAN SEMICONDUCTOR MFG LTD SPONSORED ADR		2012-07-27	2013-03-19
230 TENCENT HOLDINGS LIMITED LTD UNSPONS ADR		2012-07-27	2013-03-19
85 TOYOTA MOTOR CORP ADR 2		2012-05-18	2013-03-19
388 KINDER MORGAN MANAGEMENT LLC		2012-04-19	2013-05-24
25000 GOLDMAN SACHS GROUP INC DTD 1/13/04 5 15		2007-01-03	2013-07-11
25000 FEDERAL HOME LOAN MORTGAGE CORP DTD 7/18		2006-01-23	2013-07-15
250 ADECCO SA REG UNSPON ADR		2013-03-19	2013-07-16
530 ADR AXA-UAP F/K/A AXA SA SPONSORED ADR		2012-06-29	2013-07-16
40 BLACKROCK INC COMMON		2012-07-27	2013-07-16
200 BROADCOM CORP CL A COMMON		2012-06-29	2013-07-16
210 CENTENE CORP		2012-06-29	2013-07-16
90 COGNIZANT TECHNOLOGY SOLUTIONS CORP		2012-06-29	2013-07-16

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)
3830 172 CREDIT SUISSE COMMODITY RETURN STRATEGY INSTITUTIONAL SHS FD		2009-09-14	2013-07-16
884 47 CREDIT SUISSE COMMODITY RETURN STRATEGY INSTITUTIONAL SHS FD 21		2013-03-19	2013-07-16
180 EXPEDITORS INTERNATIONAL		2012-06-29	2013-07-16
95 KINDER MORGAN MANAGEMENT LLC		2012-04-19	2013-07-16
590 MARKS & SPENCER GROUP P L C -ADR W-I		2013-03-19	2013-07-16
230 MEADWESTVACO CORP		2012-07-27	2013-07-16
280 MICROSOFT CORPORATION			2013-07-16
240 NEWFIELD EXPL CO COM		2012-06-29	2013-07-16
260 OGE ENERGY CORP COMMON		2012-07-27	2013-07-16
110 ROYAL DUTCH SHELL PLC ADR CL B		2013-03-19	2013-07-16
1250 SILICONWARE PRECISION ADR		2013-03-19	2013-07-16
85 SYNGENTA AG		2013-03-19	2013-07-16
240 THOR INDS INC COMMON		2012-06-29	2013-07-16
190 THE TIMKEN COMPANY COMMON		2012-07-27	2013-07-16
310 TRINITY INDS INC		2012-06-29	2013-07-16
25000 US TREASURY BOND DTD 8/15/2003 4 25% 08/		2006-05-12	2013-08-15
250 ACCOR SA		2013-07-16	2013-09-20
4 AMAZON INC COMMON		2013-03-19	2013-09-20
10 APPLE COMPUTER CORPORATION COMMON		2012-05-18	2013-09-20
210 BARCLAYS PLC ADR		2013-07-16	2013-09-20
40 EUROPEAN AERO DEF & SPACE CO ADR		2013-03-19	2013-09-20
30 ICAP PLC		2013-03-19	2013-09-20
210 INFINEON TECHNOLOGY COMMON		2013-03-19	2013-09-20
24 INTERCONTINENTALEXCHANGE INC COMMON		2013-07-16	2013-09-20
170 ITAU UNIBANCO BANCO MULTIPLO SA		2013-03-19	2013-09-20
30 KAO CORP SPONS ADR		2013-03-19	2013-09-20
60 KINDER MORGAN INC COMMON		2013-07-16	2013-09-20
50 KAMATSU LTD		2013-07-16	2013-09-20
30 MITSUBISHI ESTATE COMPANY LTD		2013-07-16	2013-09-20
6 MITSUI & CO LTD		2013-07-16	2013-09-20

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)
5 PRICELINE COM INC COMMON		2012-04-19	2013-09-20
40 QUALCOMM INC COMMON		2012-04-19	2013-09-20
15 SAP AKTIENGESELLSCHAFT		2013-03-19	2013-09-20
700 SOFTWARE AG		2013-03-19	2013-09-20
170 SONY FINANCIAL HOLDINGS INC ADR		2013-07-16	2013-09-20
200 SUNCOR ENERGY, INC		2009-09-14	2013-09-20
15 TIME WARNER CABLE INC		2013-07-16	2013-09-20
150 TOKYO ELECTRON LIMITED		2013-07-16	2013-09-20
8 UNION PACIFIC CORP		2012-06-29	2013-09-20
657 129 AMERICAN CENTURY SHORT DURATION INFLATION PROTECTION BD ISTL #		2013-03-19	2013-09-23
5145 758 AMERICAN CENTURY SHORT DURATION INFLATION PROTECTION BD ISTL		2012-05-18	2013-09-23
616 027 LAZARD EMERGING MKTS PORTFOLIO INST CLASS FUND # 638 CLOSED TO		2008-03-25	2013-09-23
918 361 PRINCIPAL PREFERRED SECURITIES FUND INST		2013-07-16	2013-09-23
10 ADR AMERICA MOVIL S A DE CV		2013-07-16	2013-11-14
1417 183 AMERICAN CENTURY DIVERSIFIED BOND FUND #		2012-09-04	2013-11-14
510 605 AMERICAN CENTURY DIVERSIFIED BOND FUND #		2013-01-18	2013-11-14
998 9 AMERICAN CENTURY SHORT DURATION INFLATION PROTECTION BD ISTL #34		2012-05-18	2013-11-14
2 APPLE COMPUTER CORPORATION COMMON		2012-05-18	2013-11-14
30 BAXTER INTERNATIONAL INCORPORATED		2012-07-27	2013-11-14
90 CAP GEMINI ADR		2013-03-19	2013-11-14
20 COCA-COLA ENTERPRISES INC COMMON		2013-09-20	2013-11-14
2 GOOGLE INC CL A		2013-07-16	2013-11-14
80 HEINEKEN NV - UNSPON ADR		2013-07-16	2013-11-14
520 INFINEON TECHNOLOGY COMMON		2013-03-19	2013-11-14
259 ITAU UNIBANCO BANCO MULTIPLO SA		2013-03-19	2013-11-14
10 JUNIPER NETWORKS INC		2013-09-20	2013-11-14
30 KINDER MORGAN INC COMMON		2013-07-16	2013-11-14
90 KAMATSU LTD		2013-07-16	2013-11-14
357 212 LAZARD EMERGING MKTS PORTFOLIO INST CLASS FUND # 638 CLOSED TO		2008-03-25	2013-11-14
15 MCDONALDS CORPORATION		2012-07-27	2013-11-14

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)
40 MITSUBISHI ESTATE COMPANY LTD		2013-07-16	2013-11-14
4 MITSUI & CO LTD		2013-07-16	2013-11-14
20 MONSANTO CO COMMON		2012-04-19	2013-11-14
3 PRICELINE COM INC COMMON		2012-04-19	2013-11-14
508 473 PRINCIPAL PREFERRED SECURITIES FUND INST		2013-07-16	2013-11-14
60 QUALCOMM INC COMMON		2012-04-19	2013-11-14
10 SAP AKTIENGESELLSCHAFT		2013-03-19	2013-11-14
4576 416 STERLING CAPITAL INTERMEDIATE U S GOVERNMENT FUND INST CL FU		2012-05-18	2013-11-14
50 SUNCOR ENERGY, INC		2012-06-29	2013-11-14
30 TARGET CORP COM		2012-07-27	2013-11-14
130 TECHNIP-COFLEXIP SA ADR		2013-07-16	2013-11-14
10 TIME WARNER CABLE INC		2013-07-16	2013-11-14
350 TOKYO ELECTRON LIMITED		2013-07-16	2013-11-14
14 UNION PACIFIC CORP		2012-06-29	2013-11-14
3718 737 AMERICAN CENTURY DIVERSIFIED BOND FUND #			2013-11-20
10 ACCOR SA		2013-07-16	2013-12-12
1320 051 AMERICAN CENTURY SHORT DURATION INFLATION PROTECTION BD ISTL		2012-05-18	2013-12-12
60 DBS GROUP HLDGS LTD SPONSORED ADR F/K/A DEVELOPMENT BK SINGAPORE L		2013-07-16	2013-12-12
569 903 FORWARD INTERNATIONAL SMALL COMPANIES FD		2012-02-07	2013-12-12
25 GILEAD SCIENCES INC		2012-05-18	2013-12-12
60 HEINEKEN NV - UNSPON ADR		2013-07-16	2013-12-12
30 KAO CORP SPONS ADR		2013-03-19	2013-12-12
10 KINDER MORGAN INC COMMON		2013-07-16	2013-12-12
60 KAMATSU LTD		2013-07-16	2013-12-12
178 724 LAZARD EMERGING MKTS PORTFOLIO INST CLASS FUND # 638 CLOSED TO		2008-03-25	2013-12-12
30 MCDONALDS CORPORATION		2012-07-27	2013-12-12
1387 253 METROPOLITAN WEST TOTAL RETURN BOND FUND		2013-03-19	2013-12-12
40 MITSUBISHI ESTATE COMPANY LTD		2013-07-16	2013-12-12
10 NATURAL RESOURCE PARTNERS LP		2013-09-20	2013-12-12
20 NEWFIELD EXPL CO COM		2013-11-14	2013-12-12

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)
20 OGE ENERGY CORP COMMON		2013-11-14	2013-12-12
2801 064 PIMCO LOW DURATION INSTITUTIONAL			2013-12-12
20 PEARSON PLC SPONSORED ADR		2012-04-19	2013-12-12
950 463 PRINCIPAL PREFERRED SECURITIES FUND INST		2012-04-19	2013-12-12
15 SAP AKTIENGESELLSCHAFT		2013-03-19	2013-12-12
246 51 GUGGENHEIM FLOAT RATE SRATEGIES FD NAME&		2013-11-20	2013-12-12
694 762 STERLING CAPITAL INTERMEDIATE U S GOVERNMENT FUND INST CL FUN		2012-05-18	2013-12-12
944 663 STERLING CAPITAL INTERMEDIATE U S GOVERNMENT FUND INST CL FUN		2013-03-19	2013-12-12
681 579 STERLING CAPITAL SPECIAL OPPORTUNITIES FUND INST CL FUND # 321		2013-07-16	2013-12-12
20 SUNCOR ENERGY, INC		2012-06-29	2013-12-12
30 TARGET CORP COM		2012-07-27	2013-12-12
60 TECHNIP-COFLEXIP SA ADR		2013-07-16	2013-12-12
80 TESCO PLC SPONS ADR		2012-06-29	2013-12-12
60 TOKYO ELECTRON LIMITED		2013-07-16	2013-12-12
20 UNILEVER PLC-SPONSORED ADR		2012-06-29	2013-12-12
12 PERRIGO COMPANY		2013-11-14	2013-12-23
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)
28,571		24,118	4,453
25,000		24,605	395
38		32	6
5,714		6,913	-1,199
9,629		8,712	917
8,013		6,587	1,426
7,992		6,698	1,294
20,423		20,208	215
111,349		93,169	18,180
8,025		6,861	1,164
5,502		3,815	1,687
6,971		6,773	198
20,111		20,000	111
8,159		6,822	1,337
8,257		6,691	1,566
4,589		6,847	-2,258
9,238		7,136	2,102
21,447		20,182	1,265
8,329		7,421	908
7,621		6,879	742
8,750		6,483	2,267
34		27	7
25,625		24,695	930
25,000		24,643	357
7,892		7,206	686
11,061		7,049	4,012
10,776		6,830	3,946
6,938		6,675	263
11,545		6,470	5,075
6,368		5,355	1,013

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)
28,267		31,101	-2,834
6,527		7,005	-478
7,364		6,963	401
8,086		6,627	1,459
8,165		7,104	1,061
8,181		6,617	1,564
10,153		8,260	1,893
6,187		7,056	-869
9,230		6,976	2,254
7,680		7,384	296
7,163		6,851	312
7,026		7,238	-212
12,389		6,494	5,895
11,352		7,140	4,212
11,449		7,731	3,718
25,000		23,641	1,359
2,064		1,809	255
1,262		1,023	239
4,709		5,330	-621
3,663		3,921	-258
2,540		2,155	385
378		300	78
2,117		1,752	365
4,357		4,374	-17
2,400		2,767	-367
914		972	-58
2,168		2,395	-227
1,287		1,210	77
895		851	44
1,811		1,605	206

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)
5,006		3,652	1,354
2,768		2,568	200
1,112		1,241	-129
6,202		6,958	-756
3,115		2,977	138
7,172		6,878	294
1,698		1,719	-21
1,816		1,920	-104
1,275		946	329
6,828		7,005	-177
53,464		54,648	-1,184
12,031		13,885	-1,854
9,303		9,514	-211
213		209	4
15,178		16,000	-822
5,469		5,678	-209
10,419		10,608	-189
1,058		1,066	-8
2,023		1,784	239
2,850		2,213	637
844		815	29
2,076		1,846	230
2,749		2,744	5
4,826		4,339	487
3,774		4,216	-442
192		210	-18
1,049		1,198	-149
1,980		2,177	-197
6,855		8,052	-1,197
1,461		1,459	2

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)
1,158		1,135	23
1,124		1,070	54
2,213		1,545	668
3,412		2,191	1,221
5,171		5,268	-97
4,282		3,851	431
809		827	-18
47,137		49,700	-2,563
1,779		1,434	345
2,002		1,855	147
3,457		3,611	-154
1,203		1,146	57
4,828		4,480	348
2,212		1,655	557
39,753		41,327	-1,574
90		72	18
13,649		14,019	-370
3,159		3,146	13
9,631		7,363	2,268
1,767		624	1,143
1,939		2,058	-119
960		972	-12
329		399	-70
1,180		1,451	-271
3,403		4,028	-625
2,826		2,918	-92
14,747		15,149	-402
1,091		1,135	-44
196		198	-2
470		593	-123

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)
672		761	-89
28,963		29,259	-296
416		362	54
9,600		9,486	114
1,211		1,241	-30
6,597		6,606	-9
7,114		7,545	-431
9,673		10,089	-416
13,911		14,763	-852
677		573	104
1,893		1,855	38
1,431		1,667	-236
1,272		1,178	94
789		768	21
784		676	108
1,827		1,839	-12
			6,362

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	
			4,453
			395
			6
			-1,199
			917
			1,426
			1,294
			215
			18,180
			1,164
			1,687
			198
			111
			1,337
			1,566
			-2,258
			2,102
			1,265
			908
			742
			2,267
			7
			930
			357
			686
			4,012
			3,946
			263
			5,075
			1,013

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-2,834
			-478
			401
			1,459
			1,061
			1,564
			1,893
			-869
			2,254
			296
			312
			-212
			5,895
			4,212
			3,718
			1,359
			255
			239
			-621
			-258
			385
			78
			365
			-17
			-367
			-58
			-227
			77
			44
			206

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	
			1,354
			200
			-129
			-756
			138
			294
			-21
			-104
			329
			-177
			-1,184
			-1,854
			-211
			4
			-822
			-209
			-189
			-8
			239
			637
			29
			230
			5
			487
			-442
			-18
			-149
			-197
			-1,197
			2

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	
			23
			54
			668
			1,221
			-97
			431
			-18
			-2,563
			345
			147
			-154
			57
			348
			557
			-1,574
			18
			-370
			13
			2,268
			1,143
			-119
			-12
			-70
			-271
			-625
			-92
			-402
			-44
			-2
			-123

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	
			-89
			-296
			54
			114
			-30
			-9
			-431
			-416
			-852
			104
			38
			-236
			94
			21
			108
			-12

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	2,411		
TERRI MCCONNELL 17451 ALDERSHOT PLACE PURCELLVILLE, VA 20132	DIRECTOR 1	200		

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*				
STFRANCIS DESALES CATHOLIC CHURCH 37700 ST FRANCIS CT PURCELLVILLE,VA 20132	NONE	EXEMPT	GENERAL FUNDING	1,000
EMERICK ELEMENTARY SCHOOL 440 SOUTH NURSERY AVE PURCELLVILLE,VA 22132	NONE	EXEMPT	NEEDY STUDENTS	1,000
BLUE RIDGE MIDDLE SCHOOL 551 EAST A STREET PURCELLVILLE,VA 20132	NONE	EXEMPT	GENERAL FUNDING	1,000
HARMONY MIDDLE SCHOOL 38174 WEST COLONIAL HIGHWAY HAMILTON,VA 20158	NONE	EXEMPT	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	2,000
PURCELLVILLE SAFETY CENTER 500 NORTH MAPLE AVENUE PURCELLVILLE,VA 20132	NONE	EXEMPT	ASSIST WITH PURCHASE OF	3,000
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
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	12,000
VIRGINIA TECH 210 BURRUSS HALL BLACKSBURG,VA 24061	NONE	EXEMPT	SCHOLARSHIP	8,500
UNIVERSITY OF CHICAGO 5801 S ELLIS AVENUE CHICAGO,IL 60637	NONE	EXEMPT	SCHOLARSHIP	1,500
WESTERN MICHIGAN UNIVERSITY CAMPUS DRIVE KALAMAZOO,MI 49008	NONE	EXEMPT	SCHOLARSHIP	1,500
Total . . . . ▶ **3a**				67,300

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*				
LONGWOOD UNIVERSITY 201 HIGH STREET FARMVILLE,VA 23909	NONE	EXEMPT	SCHOLARSHIP	1,500
UNIVERSITY OF VIRGINIA PO BOX 400160 CHARLOTTESVILLE,VA 22904	NONE	EXEMPT	SCHOLARSHIP	2,000
FRIENDS OF BLUEMONT PO BOX 214 BLUEMONT,VA 20135	NONE	EXEMPT	GENERAL	500
JOSHUA'S HANDS 38327 CHARLES TOWN PIKE WATERFORD,VA 20197	NONE	EXEMPT	GENERAL	500
BETHANY UNITED METHODIST CHURCH PO BOX 487 PURCELLVILLE,VA 20132	NONE	EXEMPT	GENERAL FUNDING	2,000
GRACE ANNEX UNITED METHODIST CHURCH CHURCH PURCELLVILLE,VA 20134	NONE	EXEMPT	GENERAL FUNDING	2,000
LOUDOUN VALLEY HIGH SCHOOL 340 N MAPLE AVE PURCELLVILLE,VA 20132	NONE	EXEMPT	PRIVIDE FUNDS FOR STUDENT	5,200
WATERFORD FOUNDATION INC PO BOX 275 WATERFORD,VA 20197	NONE	EXEMPT	MAINTENANCE OF HISTORIC	600
ST PETERS EPISCOPAL CHURCH PO BOX 548 PURCELLVILLE,VA 20134	NONE	EXEMPT	GENERAL FUNDING	2,000
PURCELLVILLE BAPTIST CHURCH 601 YAXLEY DRIVE PURCELLVILLE,VA 20132	NONE	EXEMPT	GENERAL FUNDS	2,000
ST ANDREWS PRESBYTERIAN CHURCH 711 W MAIN STREET PURCELLVILLE,VA 20132	NONE	EXEMPT	GENERAL FUNDING	2,000
PURCELLVILLE LIBRARY ADVISORY BOARD PURCELLVILLE,VA 201340613	NONE	EXEMPT	GENERAL FUNDING	4,000
MOUNTAIN VIEW ELEMENTARY SCHOOL 36803 ALLDER SCHOOL ROAD PURCELLVILLE,VA 20132	NONE	EXEMPT	GENERAL FUNDING	1,000
Total . . . . ▶ 3a				67,300

TY 2013 Other Decreases Schedule

Name: CLARENCE L ROBEY CHARITABLE TRUST

EIN: 54-6138649

Description	Amount
DIFF IN MUTUAL FDS REC/REPORTED	193
ADJUSTMENT FOR ROUNDING	9
WASH SALE ADJUSTMENTS	212
RETURN OF CAPITAL	62