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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.

▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No. 1545-0047

2019

Open to Public Inspection

For calendar year 2019 or tax year beginning , 2019, and ending , 20

Name of foundation: ROBINS JR, E. CLAIBORNE CHAR AGY

A Employer identification number: 32-6140103

Number and street (or P O box number if mail is not delivered to street address): 6325 S RAINBOW BLVD STE 300 — Room/suite:

B Telephone number (see instructions): 855-739-2921

City or town, state or province, country, and ZIP or foreign postal code: LAS VEGAS, NV 89118

C If exemption application is pending, check here ▶ ☐ 6

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

D 1 Foreign organizations check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: [X] Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation 04

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 42,282,930.

J Accounting method: [X] 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 ▶ ☐

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03/04

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 ▶ [X] if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	930,299.	927,262.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	790,718.			
b Gross sales price for all assets on line 6a 8,412,137.				
7 Capital gain net income (from Part IV, line 2)		790,718.		
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	1,721,017.	1,717,980.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.				
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 6	1,000.	NONE	NONE	1,000.
c Other professional fees (attach schedule) STMT 7	139,019.	139,019.		
17 Interest				
18 Taxes (attach schedule) (see instructions) STMT 8	12,189.	12,189.		
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)				
24 **Total operating and administrative expenses.** Add lines 13 through 23	152,208.	151,208.	NONE	1,000.
25 Contributions, gifts, grants paid	1,980,040.			1,980,040.
26 Total expenses and disbursements. Add lines 24 and 25	2,132,248.	151,208.	NONE	1,981,040.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-411,231.			
b **Net investment income** (if negative, enter -0-)		1,566,772.		
c **Adjusted net income** (if negative, enter -0-)				

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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	16,209.	16,187.	16,187.
	2 Savings and temporary cash investments	2,490,146.	3,783,717.	3,783,717.
	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			
	10a Investments - U S and state government obligations (attach schedule) STMT 9	4,220,096.	4,554,510.	4,616,775.
	b Investments - corporate stock (attach schedule) STMT 11	19,151,310.	17,301,652.	25,859,591.
	c Investments - corporate bonds (attach schedule) STMT 13	7,695,007.	7,486,175.	7,648,337.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) STMT 16	325,784.	358,200.	358,323.
	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)	33,898,552.	33,500,441.	42,282,930.
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 FASB ASC 958, check here ▶ ☐ and complete lines 24, 25, 29, and 30**			
	24 Net assets without donor restrictions			
	25 Net assets with donor restrictions			
	Foundations that do not follow FASB ASC 958, check here ▶ ☒ and complete lines 26 through 30			
	26 Capital stock, trust principal, or current funds	33,898,552.	33,500,441.	
	27 Paid-in or capital surplus, or land, bldg, and equipment fund			
	28 Retained earnings, accumulated income, endowment, or other funds			
	29 **Total net assets or fund balances** (see instructions)	33,898,552.	33,500,441.	
	30 **Total liabilities and net assets/fund balances** (see instructions)	33,898,552.	33,500,441.	

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 29 (must agree with end-of-year figure reported on prior year's return)	1	33,898,552.
2	Enter amount from Part I, line 27a	2	-411,231.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 17	3	36,069.
4	Add lines 1, 2, and 3	4	33,523,390.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 18	5	22,949.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 29	6	33,500,441.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (for example, 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	8,412,137.		7,619,975.	792,162.
b				
c				
d				
e				

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

	(i) FMV 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				792,162.
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	790,718.
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 doesn't 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))
2018	1,936,690.	40,240,289.	0.048128
2017	1,840,292.	39,621,353.	0.046447
2016	1,927,028.	37,329,291.	0.051622
2015	1,980,226.	38,871,099.	0.050943
2014	1,884,224.	40,029,534.	0.047071

2	**Total** of line 1, column (d)	2	0.244211
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	0.048842
4	Enter the net value of noncharitable-use assets for 2019 from Part X, line 5	4	40,333,833.
5	Multiply line 4 by line 3	5	1,969,985.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	15,668.
7	Add lines 5 and 6	7	1,985,653.
8	Enter qualifying distributions from Part XII, line 4	8	1,981,040.

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	31,335.
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	NONE
3	Add lines 1 and 2	3	31,335.
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	31,335.
6	Credits/Payments		
a	2019 estimated tax payments and 2018 overpayment credited to 2019 — 6a: 21,248.		
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	21,248.
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	10,087.
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 2020 estimated tax** ▶ NONE **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 the 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 ▶ 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	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 2019 or the tax year beginning in 2019? See the 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 ▶ SEE STATEMENT 19 Telephone no ▶

Located at ▶ ZIP+4 ▶

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 2019, 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 FinCEN Form 114 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		
	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 2019?	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 2019, did the foundation have any undistributed income (Part XIII, lines 6d and 6e) for tax year(s) beginning before 2019? ☐ 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		
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 2019 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 Form 4720, Schedule C, to determine if the foundation had excess business holdings in 2019)	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 2019?	4b		X

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

			Yes	No
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 4945(d)(4)(A)? 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		
8	Is the foundation subject to the section 4960 tax on payment(s) of more than $1,000,000 in remuneration or excess parachute payment(s) during the year? . . . . . . ☐ Yes ☒ No			

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

1 List all officers, directors, trustees, and 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
E CLAIBORNE ROBINS JR 9878 MAYLAND DRIVE, RICHMOND, VA 23233	TRUSTEE 5	-0-	-0-	-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
NONE		NONE	NONE	NONE

Total number of other employees paid over $50,000 . . . . . . ▶ NONE

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
SEE STATEMENT 20		
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	37,899,952.
b	Average of monthly cash balances	1b	3,048,102.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	40,948,054.
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	40,948,054.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	614,221.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	40,333,833.
6	**Minimum investment return.** Enter 5% of line 5	6	2,016,692.

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	2,016,692.
2a	Tax on investment income for 2019 from Part VI, line 5	2a	31,335.		
b	Income tax for 2019. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	31,335.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	1,985,357.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	1,985,357.
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	1,985,357.

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	1,981,040
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	1,981,040.
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	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,981,040.

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 2018	(c) 2018	(d) 2019
1 Distributable amount for 2019 from Part XI, line 7				1,985,357.
2 Undistributed income, if any, as of the end of 2019				
a Enter amount for 2018 only			1,979,386.	
b Total for prior years 20____,20____,20____		NONE		
3 Excess distributions carryover, if any, to 2019				
a From 2014 . . . NONE				
b From 2015 . . . NONE				
c From 2016 . . . NONE				
d From 2017 . . . NONE				
e From 2018 . . . NONE				
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2019 from Part XII, line 4 ▶ $ 1,981,040.				
a Applied to 2018, but not more than line 2a			1,979,386.	
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 2019 distributable amount				1,654.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2019 (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	NONE			
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 2018 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2019 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2020				1,983,703.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	NONE			
8 Excess distributions carryover from 2014 not applied on line 5 or line 7 (see instructions)	NONE			
9 **Excess distributions carryover to 2020.** Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2015 . . . NONE				
b Excess from 2016 . . . NONE				
c Excess from 2017 . . . NONE				
d Excess from 2018 . . . NONE				
e Excess from 2019 . . . NONE				

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 2019, 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) 2019	(b) 2018	(c) 2017	(d) 2016	(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 ▶ [X] 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 , to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions

a The name, address, and telephone number or email address 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				
VIRGINIA WAR MEMORIAL EDUCATION FDN 621 S BELVIDERE ST. RICHMOND VA 23220	NONE	PC	GENERAL SUPPORT	200,000.
VIRGINIA HISTORICAL SOCIETY PO BOX 7311 RICHMOND VA 23221	NONE	PC	GENERAL SUPPORT	69,040.
VALENTINE RICHMOND HISTORY CENTER 1015 E CLAY STREET RICHMOND VA 23219	NONE	PC	GENERAL SUPPORT	100,000.
MUSEUM OF CHINCOTEAGUE ISLAND PO BOX 352 CHINCOTEAGUE ISLAND VA 23336	NONE	PC	GENERAL SUPPORT	50,000.
SAINT BRIDGET SCHOOL 6011 YORK ROAD RICHMOND VA 23226	NONE	PC	GENERAL SUPPORT	200,000.
CARMEL SCHOOL 9020 JERICHO ROAD, PO BOX 605 RUTHER GLEN VA	NONE	PC	GENERAL SUPPORT	1,320,000.
MAYMONT FOUNDATION 1700 HAMPTON STREET RICHMOND VA 23220	NONE	PC	GENERAL SUPPORT	41,000.
Total . . . . ▶ 3a				1,980,040.
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	930,299.	
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	790,718.	
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)				1,721,017.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . . 13 1,721,017.

(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) (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) (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

E. Claiborne Robins | 04/22/2020 | Trustee

Signature of officer or trustee | Date | Title

E CLAIBORNE ROBINS, JR.

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
CYNTHIA J PETERS, AVP	Cynthia J Peters	04/22/2020		P00116953

Firm's name ▶ WELLS FARGO BAN | Firm's EIN ▶ 94-3080771

Firm's address ▶ 1525 W W.T. HARRIS BLVD. D1114-044 CHARLOTTE, NC 28262 | Phone no. 800-691-8916

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AFLAC INC 3.625% 11/15/24	3,625.	3,625.
INV OPP DEVELOP MRKTS-R6 #7038	16,294.	16,294.
AT&T INC 3.550% 6/01/24	1,065.	1,065.
ABBVIE INC 2.500% 5/14/20	486.	486.
AETNA INC 2.750% 11/15/22	2,442.	2,442.
AMAZON.COM INC 3.300% 12/05/21	2,640.	2,640.
AMERICAN INTL GROUP 3.750% 7/10/25	3,000.	3,000.
ANHEUSER-BUSCH INBEV 2.650% 2/01/21	514.	514.
ANTHEM INC 3.650% 12/01/27	1,163.	1,163.
ARTISAN INTERNATIONAL FD INS #662	8,471.	8,471.
BB&T CORPORATION 2.450% 1/15/20	1,867.	1,867.
BANK OF AMERICA CORP 3.300% 1/11/23	2,475.	2,475.
BANK OF NY MELLON CO 2.500% 4/15/21	1,967.	1,967.
BANK OF NY MELLON CO 3.850% 4/28/28	163.	163.
BANK OF NOVA SCOTIA 2.700% 3/07/22	2,025.	2,025.
BLACKROCK INC 5.000% 12/10/19	2,500.	2,500.
BORGWARNER INC 3.375% 3/15/25	1,559.	1,559.
CME GROUP INC 3.000% 3/15/25	3,750.	3,750.
CSX CORP 3.350% 11/01/25	2,680.	2,680.
CVS CAREMARK CORP 4.000% 12/05/23	2,000.	2,000.
CANADIAN IMPERIAL BA 3.500% 9/13/23	3,055.	3,055.
CISCO SYSTEMS INC 2.200% 2/28/21	1,095.	1,095.
CITIGROUP INC 3.200% 10/21/26	2,400.	2,400.
CITIBANK CREDIT CARD 1.920% 4/07/22	2,208.	2,208.
COMCAST CORP 5.150% 3/01/20	2,330.	2,330.
COMERICA INC 3.700% 7/31/23	1,357.	1,357.
CRANE CO 4.450% 12/15/23	3,560.	3,560.
CREDIT SUISSE COMM RET ST-I #2156	4,912.	4,912.
DIAMOND HILL LONG/SHORT-I #11	1,786.	1,786.
DODGE & COX INT'L STOCK FD #1048	26,190.	26,190.
DOW CHEMICAL CO/THE 4.250% 11/15/20	646.	646.
DOWDUPONT INC 4.725% 11/15/28	1,985.	1,985.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DR PEPPER SNAPPLE GR 2.000% 1/15/20	2,601.	2,601.
DUKE ENERGY CORP 3.550% 9/15/21	3,550.	3,550.
FHLMC POOL #C91272 5.000% 10/01/29	472.	472.
FHLMC POOL #J02774 5.000% 5/01/20	185.	185.
FHLMC POOL #J05003 4.500% 6/01/22	71.	71.
FHLMC POOL #J12696 4.000% 8/01/25	218.	218.
FHLMC POOL #J16148 3.500% 7/01/26	454.	454.
FED HOME LN BK 1.625% 9/11/20	1,074.	1,074.
FHLMC POOL #ZK0249 5.000% 5/01/20	35.	35.
FHLMC POOL #ZK0635 4.500% 6/01/22	54.	54.
FHLMC POOL #ZK2442 4.000% 8/01/25	178.	178.
FHLMC POOL #ZK3419 3.500% 7/01/26	394.	394.
FHLMC POOL #ZA2140 5.000% 10/01/29	405.	405.
FED FARM CREDIT BK 2.900% 9/05/23	1,316.	1,316.
FED FARM CREDIT BK 2.520% 6/05/24	2,589.	2,589.
FED HOME LN MTG CORP 3.000% 7/15/37	1,207.	1,207.
FED HOME LN MTG CORP 3.750% 3/27/19	4,031.	4,031.
FED HOME LN MTG CORP 2.375% 1/13/22	4,156.	4,156.
FED HOME LN MTG CORP 5.000% 11/15/38	2,071.	2,071.
FNMA POOL #889568 5.500% 3/01/20	7.	7.
FIDELITY NEW MRKTS INC-Z #3323	3,129.	3,129.
FIDELITY NEW MRKTS INC-I #3322	953.	953.
JP MORGAN MID CAP VALUE-I #758	17,961.	17,961.
GS MORTGAGE SECURITI 3.482% 1/10/45	4,163.	4,163.
GENERAL DYNAMICS COR 2.250% 11/15/22	1,913.	1,913.
GOLDMAN SACHS GROUP 4.000% 3/03/24	4,000.	4,000.
GOVT NATL MTG ASSN 3.000% 7/20/40	1,105.	1,105.
HSBC HOLDINGS PLC 4.875% 1/14/22	3,900.	3,900.
HARBOR CAPITAL APPREC-RET #2512	3,227.	3,227.
HOME DEPOT INC 3.950% 9/15/20	1,967.	1,967.
IBM CORP 3.625% 2/12/24	2,900.	2,900.
ISHARES CORE S & P 500 ETF	104,525.	104,525.
ISHARES MSCI EMERGING MARKETS	41,041.	41,041.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ISHARES RUSSELL MID-CAP VALUE	10,179.	10,179.
ISHARES RUSSELL MID-CAP GROWTH	10,612.	10,612.
ISHARES RUSSELL 1000 GROWTH ETF	3,849.	3,849.
ISHARES CORE S&P SMALL-CAP E	5,402.	5,402.
ISHARES S&P SMALL-CAP 600 VALUE	8,162.	8,162.
ISHARES S&P SMALL-CAP 600 GROWTH	5,129.	5,129.
JPMORGAN CHASE & CO 3.625% 5/13/24	3,625.	3,625.
JOHNSON & JOHNSON 2.050% 3/01/23	220.	220.
KENTUCKY ST ASSET/LI 2.818% 4/01/22	5,213.	5,213.
LEGGETT & PLATT INC 3.400% 8/15/22	2,550.	2,550.
LOWE'S COMPANIES INC 3.120% 4/15/22	982.	982.
MAXIM INTEGRATED PRO 3.375% 3/15/23	2,531.	2,531.
MERGER FUND-INST #301	5,668.	5,668.
MICROSOFT CORP 3.125% 11/03/25	2,031.	2,031.
MORGAN STANLEY 3.750% 2/25/23	1,750.	1,750.
MORGAN STANLEY 3.625% 1/20/27	763.	763.
MOSAIC CO 4.250% 11/15/23	3,400.	3,400.
NATIONAL RURAL UTIL 3.050% 2/15/22	2,135.	2,135.
NORDSTROM INC 4.750% 5/01/20	2,345.	2,345.
NORTHERN TRUST CORP 3.375% 8/23/21	2,675.	2,675.
PEPSICO INC 2.750% 3/05/22	228.	228.
PRAXAIR INC 4.050% 3/15/21	2,025.	2,025.
PRINCIPAL FINANCIAL 3.100% 11/15/26	2,325.	2,325.
BOSTON P LNG/SHRT RES-INS #7015	12,890.	12,890.
T ROWE PRICE EQUITY INC-I #426	27,603.	27,603.
T ROWE PRICE BLUE CHIP-I #429	4,103.	4,103.
T. ROWE PR SM-CAP STOCK I #525	1,831.	1,831.
T ROWE PRICE SHORT TERM BD FD #55	1,753.	1,753.
T ROWE PR SHRT-TRM BND-I #442	27,019.	27,019.
T ROWE PRICE INST FLOAT RATE #170	41,922.	41,922.
RYDER SYSTEM INC 2.500% 9/01/22	3,116.	3,116.
SPDR DJ WILSHIRE INTERNATIONAL R ETF	28,139.	28,139.
JAMES ALPHA GL REAL EST-I	25,953.	25,953.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
SHELL INTERNATIONAL 3.250% 5/11/25	2,438.	2,438.
STATE STREET CORP 4.375% 3/07/21	1,495.	1,495.
TCW EMRG MKTS INCM-I 4721	107,637.	107,637.
TEXAS INSTRUMENTS IN 2.250% 5/01/23	1,350.	1,350.
TIME WARNER INC 4.750% 3/29/21	1,527.	1,527.
TIME WARNER INC 3.550% 6/01/24	373.	373.
TOTAL CAPITAL INTL 2.875% 2/17/22	1,134.	1,134.
TYSON FOODS INC 4.500% 6/15/22	3,375.	3,375.
US BANCORP 2.375% 7/22/26	2,138.	2,138.
US TREASURY NOTE 1.875% 7/31/22	2,889.	2,889.
US TREASURY NOTE 1.750% 11/30/19	10,509.	10,509.
US TREASURY NOTE 2.750% 2/15/28	3,988.	3,988.
US TREASURY NOTE 2.875% 5/15/28	4,717.	4,717.
US TREASURY NOTE 3.125% 11/15/28	4,273.	4,273.
US TREASURY NOTE 2.500% 12/31/20	3,646.	3,646.
US TREASURY NOTE 2.625% 2/15/29	512.	512.
US TREASURY NOTE 2.375% 5/15/29	653.	653.
US TREASURY NOTE 1.500% 2/28/19	5,760.	5,760.
US TREASURY NOTE 2.375% 8/15/24	5,106.	5,106.
US TREASURY NOTE 1.750% 9/30/19	9,153.	9,153.
US TREASURY NOTE 2.000% 2/15/25	3,400.	3,400.
US TREASURY NOTE 2.000% 8/15/25	3,200.	3,200.
US TREASURY NOTE 2.250% 11/15/25	1,800.	1,800.
US TREASURY NOTE 3.625% 2/15/20	8,338.	8,338.
US TREASURY NOTE 2.625% 11/15/20	7,237.	7,237.
US TREASURY NOTE 3.625% 2/15/21	1,813.	1,813.
US TREASURY NOTE 3.125% 5/15/21	5,625.	5,625.
US TREASURY NOTE 1.625% 5/15/26	1,232.	1,232.
US TREASURY NOTE 2.000% 11/15/26	3,700.	3,700.
US TREASURY NOTE 1.750% 5/15/23	2,967.	2,967.
US TREASURY NOTE 2.500% 8/15/23	2,375.	2,375.
US TREASURY NOTE 1.875% 2/28/22	2,281.	2,281.
US TREASURY NOTE 2.750% 11/15/23	3,438.	3,438.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
US TREASURY NOTE 2.375% 5/15/27	5,581.	5,581.
VANGUARD FTSE DEVELOPED ETF	41,214.	41,214.
VANGUARD REAL ESTATE ETF	12,240.	9,203.
WALGREENS BOOTS ALLI 3.800% 11/18/24	1,559.	1,559.
WESTPAC BANKING CORP 4.875% 11/19/19	1,320.	1,320.
FEDERATED GOVT OBLIGATIONS PRM #117	60,672.	60,672.
ACCRUED MARKET DISCOUNT	1,444.	1,444.
TOTAL	930,299.	927,262.

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	1,000.			1,000.
TOTALS	1,000.	NONE	NONE	1,000.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
WELLS FARGO - MGMT FEES	139,019.	139,019.
TOTALS	139,019.	139,019.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES ON QUALIFIED FOR	9,341.	9,341.
FOREIGN TAXES ON NONQUALIFIED	2,848.	2,848.
TOTALS	12,189.	12,189.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
3137EACA5 FED HOME LN MTG CORP	235,095.		
912828PC8 US TREASURY NOTE	320,655.	214,524.	216,806.
3128PR7H6 FHLMC POOL #J12696	12,045.		
912828MP2 US TREASURY NOTE	246,679.	246,679.	230,534.
912828PX2 US TREASURY NOTE	56,057.	56,057.	51,094.
912828QN3 US TREASURY NOTE	187,375.	187,375.	183,677.
3128PGRY1 FHLMC POOL #J05003	3,547.		
3128PVZM5 FHLMC POOL #J16148	29,131.		
31410KJM7 FNMA POOL #889568	442.		
3128P7MV2 FHLMC POOL #C91272	22,035.		
491189FW1 KENTUCKY ST ASSET/LI	185,000.	185,000.	187,620.
912828VB3 US TREASURY NOTE	80,093.	176,816.	185,716.
912828VS6 US TREASURY NOTE	95,809.	95,809.	97,846.
912828D56 US TREASURY NOTE	215,144.	215,144.	221,585.
912828WE6 US TREASURY NOTE	125,322.	125,322.	130,103.
3137EADB2 FED HOME LN MTG CORP	180,790.	180,790.	177,699.
912828J27 US TREASURY NOTE	165,375.	165,375.	172,457.
912828K74 US TREASURY NOTE	157,413.	157,413.	162,194.
912828M56 US TREASURY NOTE	81,200.	81,200.	82,178.
912828R36 US TREASURY NOTE	50,770.	98,357.	98,988.
912828U24 US TREASURY NOTE	178,619.	178,619.	187,146.
3128PECK2 FHLMC POOL #J02774	11,246.		
3130A66T9 FED HOME LN BK	100,415.		
9128282P4 US TREASURY NOTE	150,686.	75,343.	75,530.
912828W55 US TREASURY NOTE	124,562.		
912828X88 US TREASURY NOTE	237,616.	237,616.	243,768.
9128283W8 US TREASURY NOTE	143,811.	143,811.	154,589.
9128284N7 US TREASURY NOTE	115,090.	213,411.	226,185.
9128285M8 US TREASURY NOTE	153,141.	153,141.	165,041.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
912828C24 US TREASURY NOTE	554,933.		
3131X3H26 FHLMC POOL #ZK0249		369.	374.
3131X3V46 FHLMC POOL #ZK0635		2,087.	2,067.
3131X5WB4 FHLMC POOL #ZK2442		8,732.	8,681.
3131X6YQ7 FHLMC POOL #ZK3419		22,409.	21,969.
31329KLV4 FHLMC POOL #ZA2140		16,232.	16,247.
3133EKPP5 FED FARM CREDIT BK		215,108.	215,357.
64465P7S1 NEW HAMPSHIRE ST MUN		100,000.	99,030.
9128284Q0 US TREASURY NOTE		559,393.	558,911.
9128285S5 US TREASURY NOTE		149,807.	151,254.
9128286B1 US TREASURY NOTE		44,933.	47,725.
9128286T2 US TREASURY NOTE		87,301.	88,410.
912828YB0 US TREASURY NOTE		160,337.	155,994.
TOTALS	4,220,096.	4,554,510.	4,616,775.

ROBINS JR, E. CLAIBORNE CHAR AGY 32-6140103

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
256206103 DODGE & COX INT'L ST	418,066.	518,066.	611,055.
411511504 HARBOR CAPITAL APRCT	1,025,713.		
464287200 ISHARES CORE S & P 5	2,279,785.	2,279,785.	5,255,236.
78463X863 SPDR DJ WILSHIRE INT	745,049.	281,008.	302,407.
922908553 VANGUARD REAL ESTATE	504,515.	163,400.	321,239.
04314H600 ARTISAN MID CAP FUND	727,662.	727,662.	732,340.
339128100 JP MORGAN MID CAP VA	829,191.	829,191.	1,379,858.
464287879 ISHARES S&P SMALL-CA	533,335.	344,858.	446,059.
589509207 MERGER FUND-INST #30	384,594.	384,594.	422,419.
64128R608 NEUBERGER BERMAN LON	181,779.	181,779.	208,294.
683974604 OPPENHEIMER DEVELOPI	1,355,037.		
74925K581 BOSTON P LNG/SHRT RE	888,687.	888,687.	972,202.
025083320 AMER CENT SMALL CAP	617,781.	397,746.	486,665.
04314H402 ARTISAN INTERNATIONA	491,786.	491,786.	750,289.
464287887 ISHARES S&P SMALL-CA	373,945.	373,945.	560,377.
921943858 VANGUARD FTSE DEVELO	1,208,315.	1,208,315.	1,259,764.
464287473 ISHARES RUSSELL MID-	90,082.	640,170.	712,765.
464287481 ISHARES RUSSELL MID-	863,781.	1,413,692.	1,997,425.
464287614 ISHARES RUSSELL 1000	250,092.	250,092.	387,904.
464287804 ISHARES CORE S&P SMA	356,142.	356,142.	374,977.
779547405 T ROWE PRICE EQUITY	850,410.	850,410.	1,107,237.
77954Q403 T ROWE PRICE BLUE CH	846,000.	846,000.	1,964,331.
779572502 T. ROWE PR SM-CAP ST	507,992.	149,894.	228,073.
22544R305 CREDIT SUISSE COMM R	791,688.		
464287234 ISHARES MSCI EMERGIN	1,614,883.	1,103,164.	1,207,586.
803431410 JAMES ALPHA GL REAL	415,000.	218,970.	226,401.
00143W859 INV OPP DEVELOP MRKT		1,176,583.	1,622,334.
25264S833 DIAMOND HILL LONG/SH		200,000.	210,699.
411512528 HARBOR CAPITAL APPRE		1,025,713.	2,111,655.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
TOTALS	19,151,310.	17,301,652.	25,859,591.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
09247XAE1 BLACKROCK INC	52,677.		
20030NBA8 COMCAST CORP	47,087.		
260543CC5 DOW CHEMICAL CO/THE	38,478.		
961214BK8 WESTPAC BANKING CORP	52,866.		
637432MQ5 NATIONAL RURAL UTIL	70,615.	70,615.	71,420.
89153VAB5 TOTAL CAPITAL INTL	103,428.		
61746BDJ2 MORGAN STANLEY	73,822.		
61945CAC7 MOSAIC CO	80,289.	80,289.	85,346.
655664AN0 NORDSTROM INC	50,253.		
77957P105 T ROWE PRICE SHORT T	1,126,406.		
882508AW4 TEXAS INSTRUMENTS IN	58,943.	58,943.	60,752.
001055AM4 AFLAC INC	99,891.	99,891.	106,926.
38141GVM3 GOLDMAN SACHS GROUP	103,353.	103,353.	106,564.
57772KAB7 MAXIM INTEGRATED PRO	72,465.	72,465.	76,720.
008117AP8 AETNA INC	84,496.	84,600.	86,386.
05531FAS2 BB&T CORPORATION	80,974.		
12572QAG0 CME GROUP INC	127,785.	127,785.	129,875.
126650CC2 CVS CAREMARK CORP	52,894.	52,894.	52,915.
26441CAF2 DUKE ENERGY CORP	106,027.	106,027.	102,169.
404280AL3 HSBC HOLDINGS PLC	88,085.	88,085.	84,470.
46625HJX9 JPMORGAN CHASE & CO	104,147.	104,147.	106,011.
665859AM6 NORTHERN TRUST CORP	67,702.		
74005PAY0 PRAXAIR INC	53,789.	53,789.	51,347.
77958B402 T ROWE PRICE INST FL	831,657.	831,657.	818,426.
857477AG8 STATE STREET CORP	111,280.		
06406FAA1 BANK OF NY MELLON CO	82,030.		
126408HD8 CSX CORP	83,702.	83,702.	84,771.
17275RBD3 CISCO SYSTEMS INC	39,923.		
224399AR6 CRANE CO	85,757.	85,757.	85,589.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
26138EAQ2 DR PEPPER SNAPPLE GR	73,855.	24,618.	24,999.
437076AT9 HOME DEPOT INC	81,484.		
459200HU8 IBM CORP	83,078.	83,078.	84,820.
478160BT0 JOHNSON & JOHNSON	29,920.		
594918BJ2 MICROSOFT CORP	66,347.	66,347.	68,712.
91159HHN3 US BANCORP	89,341.	89,341.	90,281.
023135AM8 AMAZON.COM INC	83,813.	83,813.	82,319.
026874DD6 AMERICAN INTL GROUP	81,967.	81,967.	85,628.
172967KY6 CITIGROUP INC	74,036.	74,036.	77,819.
369550AU2 GENERAL DYNAMICS COR	84,490.	84,490.	85,912.
713448BY3 PEPSICO INC	20,609.		
822582BD3 SHELL INTERNATIONAL	76,964.	76,964.	79,499.
902494AT0 TYSON FOODS INC	80,647.	80,647.	78,972.
00287YAT6 ABBVIE INC	34,896.		
035242AJ5 ANHEUSER-BUSCH INBEV	34,669.		
06051GEU9 BANK OF AMERICA CORP	74,086.	74,086.	77,541.
064159JG2 BANK OF NOVA SCOTIA	73,461.	73,461.	76,324.
099724AJ5 BORGWARNER INC	76,635.		
13607RAD2 CANADIAN IMPERIAL BA	74,802.		
31641Q763 FIDELITY NEW MRKTS I	81,641.		
524660AW7 LEGGETT & PLATT INC	74,227.	74,227.	76,454.
74251VAM4 PRINCIPAL FINANCIAL	74,150.	74,150.	77,663.
78355HKF5 RYDER SYSTEM INC	71,603.		
87234N765 TCW EMRG MKTS INCM-I	2,000,000.	2,200,000.	2,327,783.
887317AK1 TIME WARNER INC	67,465.		
00206RHR6 AT&T INC		61,736.	63,103.
036752AB9 ANTHEM INC		77,543.	79,424.
06406RAH0 BANK OF NY MELLON CO		89,921.	89,486.
14040HBW4 CAPITAL ONE FINANCIA		84,404.	86,034.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
200340AS6 COMERICA INC			75,851.	78,845.
26078JAD2 DOWDUPONT INC			76,021.	79,481.
31641Q755 FIDELITY NEW MRKTS I			81,641.	82,764.
548661CW5 LOWE'S COMPANIES INC			75,755.	76,830.
61746BEF9 MORGAN STANLEY			75,524.	79,861.
7591EPAP5 REGIONS FINANCIAL CO			79,271.	79,400.
77957P402 T ROWE PR SHRT-TRM B			1,126,406.	1,109,427.
92343VES9 VERIZON COMMUNICATIO			83,126.	82,733.
931427AH1 WALGREENS BOOTS ALLI			70,770.	72,968.
963320AW6 WHIRLPOOL CORP			82,982.	83,568.
	TOTALS	7,695,007.	7,486,175.	7,648,337.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
MI0236783 AMITE COUNTY, MS:	C	1.	1.	1.
36192BAY3 GS MORTGAGE SECURITI	C	119,959.	119,959.	121,680.
38378CFN2 GOVT NATL MTG ASSN	C	41,430.	31,585.	31,650.
3137BCA40 FED HOME LN MTG CORP	C	49,106.	32,017.	31,208.
17305EGB5 CITIBANK CREDIT CARD	C	115,288.	115,288.	114,994.
31398VY75 FED HOME LN MTG CORP	C		59,350.	58,790.
TOTALS		325,784.	358,200.	358,323.

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

DESCRIPTION	AMOUNT
MUTUAL FUND TAX EFFECTIVE DATE BEFORE TYE	34,885.
ACCD INT POSTING PRIOR YR EFF CURRENT YR	1,184.
TOTAL	36,069.

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

DESCRIPTION	AMOUNT
MUTUAL FUND TAX EFFECTIVE DATE AFTER TYE	10,481.
ACCD INT POSTING CURRENT YR EFF NEXT YR	3,310.
ROC ADJUSTMENTS	3,274.
COST BASIS ADJ VANGUARD REAL ESTATE	5,884.
TOTAL	22,949.

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF
==

NAME: WELLS FARGO BANK NA

ADDRESS: 100 N MAIN ST, FL 6, D4001-065
WINSTON SALEM, NC 27101-3818

TELEPHONE NUMBER: (855)739-2921

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

NAME:
WELLS FARGO BANK
ADDRESS:
1525 W WT HARRIS BLVD, D1114-044, CHARLOTTE, NC

TYPE OF SERVICE:
MGMT FEES
COMPENSATION .... 139,019.
COMPENSATION EXPLANATION:
MGMT SERVICES

TOTAL COMPENSATION: 139,019.