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Form **990-EZ**

Short Form Return of Organization Exempt From Income Tax

OMB No 1545-1150

2009

Department of the Treasury
Internal Revenue Service

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code
(except black lung benefit trust or private foundation)
Sponsoring organizations of donor advised funds and controlling organizations as defined in section 512(b)(13) must file Form 990. All other organizations with gross receipts less than \$500,000 and total assets less than \$1,250,000 at the end of the year may use this form.
The organization may have to use a copy of this return to satisfy state reporting requirements.

**Open to Public
Inspection**

A For the 2009 calendar year, or tax year beginning _____ **and ending** _____

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Termination <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	Please use IRS label or print or type See Specific Instructions	C Name of organization ROLLS-ROYCE FOUNDATION		D Employer identification number 23-2904195
		Number and street (or P O box, if mail is not delivered to street address) Room/suite		E Telephone number 717-697-4671
		City or town, state or country and ZIP + 4 MECHANICSBURG PA 17050		F Group Exemption Number ▶

Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).

G Accounting method Cash Accrual
Other (specify) ▶

I Website: ▶ WWW.RROC.ORG

H Check if the organization is not required to attach Schedule B (Form 990, 990-EZ, or 990-PF)

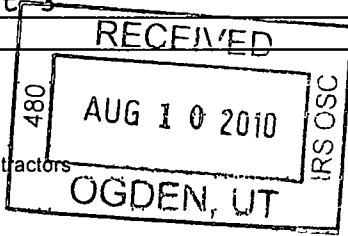
J Tax-exempt status (check only one) — 501(c) (3) (insert no) 4947(a)(1) or 527

K Check if the organization is not a section 509(a)(3) supporting organization and its gross receipts are normally not more than \$25,000. A Form 990-EZ or Form 990 return is not required, but if the organization chooses to file a return, be sure to file a complete return.

L Add lines 5b, 6b, and 7b, to line 9 to determine gross receipts, if \$500,000 or more, file Form 990 instead of Form 990-EZ ▶ \$ **156,911**

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See the instructions for Part I.)

Revenue	1	Contributions, gifts, grants, and similar amounts received	1	59,538
	2	Program service revenue including government fees and contracts	2	
	3	Membership dues and assessments	3	28,757
	4	Investment income	4	
	5a	Gross amount from sale of assets other than inventory	5a	50,000
	b	Less cost or other basis and sales expenses	5b	54,500
	c	Gain or (loss) from sale of assets other than inventory (Subtract line 5b from line 5a)	5c	-4,500
	6	Special events and activities (complete applicable parts of Schedule G) If any amount is from gaming, check here <input type="checkbox"/>		See Stmt 2
	a	Gross revenue (not including \$ _____ of contributions reported on line 1)	6a	9,416
	b	Less direct expenses other than fundraising expenses	6b	
c	Net income or (loss) from special events and activities (Subtract line 6b from line 6a)	6c	9,416	
7a	Gross sales of inventory, less returns and allowances	7a	6,228	
b	Less cost of goods sold	7b	32	
c	Gross profit or (loss) from sales of inventory (Subtract line 7b from line 7a)	7c	6,196	
8	Other revenue (describe ▶ See Statement 3)	8	2,972	
9	Total revenue. Add lines 1, 2, 3, 4, 5c, 6c, 7c, and 8	9	102,379	
Expenses	10	Grants and similar amounts paid (attach schedule)	10	
	11	Benefits paid to or for members	11	
	12	Salaries, other compensation, and employee benefits	12	
	13	Professional fees and other payments to independent contractors	13	4,600
	14	Occupancy, rent, utilities, and maintenance	14	28,302
	15	Printing, publications, postage, and shipping	15	
	16	Other expenses (describe ▶ See Statement 4)	16	67,199
	17	Total expenses. Add lines 10 through 16	17	100,101
Net Assets	18	Excess or (deficit) for the year (Subtract line 17 from line 9)	18	2,278
	19	Net assets or fund balances at beginning of year (from line 27, column (A)) (must agree with end-of-year figure reported on prior year's return)	19	1,206,347
	20	Other changes in net assets or fund balances (attach explanation)	20	
	21	Net assets or fund balances at end of year. Combine lines 18 through 20	21	1,208,625



SCANNED AUG 25 2010

Part II Balance Sheets. If Total assets on line 25, column (B) are \$1,250,000 or more, file Form 990 instead of Form 990-EZ

(See the instructions for Part II)

	(A) Beginning of year	(B) End of year
22 Cash, savings, and investments	45,657	69,409
23 Land and buildings		
24 Other assets (describe ▶ See Statement 5)	1,164,720	1,148,289
25 Total assets	1,210,377	1,217,698
26 Total liabilities (describe ▶ See Statement 6)	4,030	9,073
27 Net assets or fund balances (line 27 of column (B) must agree with line 21)	1,206,347	1,208,625

For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions

Form 990-EZ (2009)

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Part V Other Information (Note the statement requirements in the instructions for Part V.)

		Yes	No
33	Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity		X
34	Were any changes made to the organizing or governing documents? If "Yes," attached a conformed copy of the changes		X
35	If the organization had income from business activities, such as those reported on lines 2, 6a, and 7a (among others), but not reported on Form 990-T, attach a statement explaining why the organization did not report the income on Form 990-T		
a	Did the organization have unrelated business gross income of \$1,000 or more or was it subject to section 6033(e) notice, reporting, and proxy tax requirements?		X
b	If "Yes," has it filed a tax return on Form 990-T for this year?		
36	Did the organization undergo a liquidation, dissolution, termination, or significant disposition of net assets during the year? If "Yes," complete applicable parts of Schedule N		X
37a	Enter amount of political expenditures, direct or indirect, as described in the instr ▶ 37a		
b	Did the organization file Form 1120-POL for this year?		X
38a	Did the organization borrow from, or make any loans to, any officer, director, trustee, or key employee or were any such loans made in a prior year and still outstanding at the end of the period covered by this return?		X
b	If "Yes," complete Schedule L, Part II and enter the total amount involved 38b		
39	Section 501(c)(7) organizations Enter		
a	Initiation fees and capital contributions included on line 9 39a		
b	Gross receipts, included on line 9, for public use of club facilities 39b		
40a	Section 501(c)(3) organizations Enter amount of tax imposed on the organization during the year under section 4911 ▶ _____ , section 4912 ▶ _____ , section 4955 ▶ _____		
b	Section 501(c)(3) and 501(c)(4) organizations Did the organization engage in any section 4958 excess benefit transaction during the year or is it aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I		X
c	Section 501(c)(3) and 501(c)(4) organizations Enter amount of tax imposed on organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 ▶ _____		
d	Section 501(c)(3) and 501(c)(4) organizations Enter amount of tax on line 40c reimbursed by the organization ▶ _____		
e	All organizations At any time during the tax year, was the organization a party to a prohibited tax shelter transaction? If "Yes," complete Form 8886-T		X
41	List the states with which a copy of this return is filed ▶ PA		
42a	The organization's books are in care of ▶ Bonnie Hake Telephone no ▶ 717-697-4671 191 Hempt Road Located at ▶ Mechanicsburg, PA ZIP + 4 ▶ 17050		
b	At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)? If "Yes," enter the name of the foreign country ▶ _____ See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.	Yes	No
			X
c	At any time during the calendar year, did the organization maintain an office outside of the U S ? If "Yes," enter the name of the foreign country ▶ _____		X
43	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of Form 1041—Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the tax year ▶ 43		
44	Did the organization maintain any donor advised funds? If "Yes," Form 990 must be completed instead of Form 990-EZ		X
45	Is any related organization a controlled entity of the organization within the meaning of section 512(b)(13)? If "Yes," Form 990 must be completed instead of Form 990-EZ		X

Part VI Section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts only. All section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts must answer questions 46-49b and complete the tables for lines 50 and 51

- 46 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I Yes No
46
- 47 Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II 47
- 48 Is the organization operating a school as described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E 48
- 49a Did the organization make any transfers to an exempt non-charitable related organization? 49a
- b If "Yes," was the related organization a section 527 organization? 49b
- 50 Complete this table for the organization's five highest compensated employees (other than officers, directors, trustees and key employees) who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

(a) Name and address of each employee paid more than \$100,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
None				

f Total number of other employees paid over \$100,000 ▶ _____

- 51 Complete this table for the organization's five highest compensated independent contractors who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

(a) Name and address of each independent contractor paid more than \$100,000	(b) Type of service	(c) Compensation
None		

d Total number of other independent contractors each receiving over \$100,000 ▶ _____

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 this true, correct, and complete Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge

Signature of officer: *Ruben Veredes* Date: July 1, 2010

Type or print name and title: RUBEN VEREDES, TREASURER

Paid Preparer's Use Only

Preparer's signature: *Paul B...* Date: 6/1/2010 Check if self-employed:

Firm's name (or yours if self-employed), address, and ZIP + 4: HAMILTON & MUSSER, PC, CPAs
176 Cumberland Parkway
Mechanicsburg, PA 17055

Preparer's Identifying Number (See instr): P01063674
EIN: 23-2213999
Phone no: 717-697-3888

May the IRS discuss this return with the preparer shown above? See instructions ▶ Yes No

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")	25,456	207,849	102,132	118,509	88,295	542,241
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	25,456	207,849	102,132	118,509	88,295	542,241
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						234,064
6 Public support. Subtract line 5 from line 4						308,177

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
7 Amounts from line 4	25,456	207,849	102,132	118,509	88,295	542,241
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on					0	
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)	1,717	3,319	759	4,825	2,345	12,965
11 Total support. Add lines 7 through 10						555,206
12 Gross receipts from related activities, etc (see instructions)					12	49,997
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2009 (line 6, column (f) divided by line 11, column (f))	14	55.51%
15 Public support percentage from 2008 Schedule A, Part II, line 14	15	46.49%
16a 33 1/3 % support test—2009. If the organization did not check the box on line 13, and line 14 is 33 1/3 % or more, check this box and stop here. The organization qualifies as a publicly supported organization <input checked="" type="checkbox"/>		
b 33 1/3 % support test—2008. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3 % or more, check this box and stop here. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
17a 10%-facts-and-circumstances test—2009. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization <input type="checkbox"/>		
b 10%-facts-and-circumstances test—2008. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions <input type="checkbox"/>		

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12)						

14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ►

Section C. Computation of Public Support Percentage

15 Public support percentage for 2009 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2008 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2009 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2008 Schedule A, Part III, line 17	18	%

19a 33 1/3 % support tests—2009. If the organization did not check the box on line 14, and line 15 is more than 33 1/3 %, and line 17 is not more than 33 1/3 %, check this box and **stop here**. The organization qualifies as a publicly supported organization ►

b 33 1/3 % support tests—2008. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3 %, and line 18 is not more than 33 1/3 %, check this box and **stop here**. The organization qualifies as a publicly supported organization ►

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ►

Part IV Supplemental Information. Complete this part to provide the explanations required by Part II, line 10:
Part II, line 17a or 17b; and Part III, line 12. Provide any other additional information. See instructions.

Part II, Line 10 - Other Income Detail

Miscellaneous	\$	12,965
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Statement 1 - Form 990-EZ, Part I, Line 3 - Membership Dues and Assessments

<u>Description</u>	<u>Amount</u>
Membership Dues	\$ <u>28,757</u>
Total	\$ <u><u>28,757</u></u>

Federal Statements

Statement 2 - Form 990-EZ, Part I, Line 5c - Sale of Assets Other than Inventory - Other

How Received	Whom Sold	Date Acquired	Date Sold	Sale Price	Cost & Expense	Depreciation	Gain / Loss
Sale of Collection Vehicles							
Donation		Various	Various	\$ 50,000	\$ 54,500	\$	-4,500
COMP EQUIP Purchase		4/28/04	6/30/09		1,839	1,839	
Total				\$ 50,000	\$ 56,339	\$ 1,839	\$ -4,500

Federal Statements

Statement 3 - Form 990-EZ, Part I, Line 8 - Other Revenue

Description	Amount
SEMINAR INCOME	\$ 2,345
MISCELLANEOUS INCOME	627
Total	\$ 2,972

Statement 4 - Form 990-EZ, Part I, Line 16 - Other Expenses

Description	Amount
Expenses	\$
	4,590
Office Supplies	3,345
Internet Service	261
Conferences/Meetings	246
Insurance	6,920
Administration	24,180
Auto Acquisition	2,909
Auto Maintenance	929
Auto Restoration Repairs	2,752
Contract Services	4,044
Dealers	1,575
Dues and Subscriptions	249
Educational Services	1,820
Maintenance - Equipment	305
Postage	2,211
Printing	1,528
Real Estate Taxes	5,141
Supplies	582
Telephone	1,746
Miscellaneous	1,849
Bank Fees	17
Total	\$ 67,199

Statement 5 - Form 990-EZ, Part II, Line 24 - Other Assets

Description	Beginning of Year	End of Year
Inventories for Sale or Use	\$ 125,497	\$ 145,954
Prepaid Expenses and Deferred Charges	1,789	1,506
Building	489,340	491,720
Less Accumulated Depreciation	51,992	64,255
Furniture & Fixtures	11,327	15,929
Less Accumulated Depreciation	7,726	9,448
Tools	1,407	1,407
Less Accumulated Depreciation	1,381	1,407
Equipment	12,749	12,748
Less Accumulated Depreciation	10,903	12,373
Computer Equipment	3,748	5,008
Less Accumulated Depreciation	3,561	2,219
Library	6,426	6,719
Vehicle Collection	588,000	557,000
	1,164,720	1,148,289

Statement 6 - Form 990-EZ, Part II, Line 26 - Total Liabilities

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>
Accounts Payable and Accrued Expenses	\$ 4,030	\$ 4,073
Deferred Revenue		5,000
	<u>4,030</u>	<u>9,073</u>

Federal Statements**Statement 7 - Form 990-EZ, Part III - Organization's Primary Exempt Purpose**Description

Collection and display of educational materials dedicated to Rolls Royce and Bentley Motor Cars.

Statement 8 - Form 990-EZ, Part III, Line 31 - Statement of Program Service AccomplishmentsDescription

Foundation Committed to Maintaining a Museum to Display Collection for Rolls-Royce and Bentley Motor Cars.