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Form **990-PF** Department of the Treasury Internal Revenue Service

Return of Private Foundation

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

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

OMB No. 1545-0052

2010

For calendar year 2010, or tax year beginning , 2010, and ending , 20

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

Name of foundation: THE ROLLER-BOTTIMORE FOUNDATION

A Employer identification number: 54-1201084

Number and street (or P O box number if mail is not delivered to street address): P.O. BOX 40200, FL9-100-10-19 | Room/suite

B Telephone number (see page 10 of the instructions): (804) 788-2098

City or town, state, and ZIP code: JACKSONVILLE, FL 32203-0200

C If exemption application is pending, check here ▶ [ ]

D 1 Foreign organizations, check here ▶ [ ]

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

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

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

H Check type of organization: [X] 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)* ▶ $ 7,602,312.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) ________ *(Part I, column (d) must be on cash basis.)*

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the 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	105,380.	105,380.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-58,645.			
	b Gross sales price for all assets on line 6a 1,947,117.				
	7 Capital gain net income (from Part IV, line 2)				
	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)	5,767.			STMT 4
	12 **Total.** Add lines 1 through 11	52,502.	105,380.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	1,125.	NONE		1,250.
	14 Other employee salaries and wages	22,416.	22,416.		22,416.
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 5	1,090.	NONE	NONE	1,090.
	c Other professional fees (attach schedule) STMT 6	59,053.	59,053.		
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) STMT 7	14,771.	3,271.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) STMT 8	25.	25.		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	98,480.	84,765.	NONE	24,756.
	25 Contributions, gifts, grants paid	285,000.			285,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	383,480.	84,765.	NONE	309,756.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-330,978.			
	b **Net investment income** (if negative, enter -0-)		20,615.		
	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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets				
1	Cash - non-interest-bearing	NONE	NONE	
2	Savings and temporary cash investments	46,765.	101,326.	101,326.
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 page 15 of the instructions)			
7	Other notes and loans receivable (attach schedule) ▶ *		* NONE	
	Less allowance for doubtful accounts ▶	NONE	NONE	NONE
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10 a	Investments - U S and state government obligations (attach schedule)	NONE	NONE	NONE
b	Investments - corporate stock (attach schedule) STMT 9	5,571,654.	5,185,721.	5,900,129.
c	Investments - corporate bonds (attach schedule) STMT 10	150,329.	150,329.	151,130.
11	Investments - land, buildings, and equipment basis ▶ NONE			
	Less accumulated depreciation (attach schedule) ▶	NONE	NONE	
12	Investments - mortgage loans	NONE	NONE	
13	Investments - other (attach schedule) STMT 11	1,500,000.	1,500,000.	1,449,727.
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶ STMT 12)	NONE	NONE	NONE
16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	7,268,748.	6,937,376.	7,602,312.
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)			
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. ▶ [X]			
27	Capital stock, trust principal, or current funds	7,268,748.	6,937,376.	
28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	NONE	NONE	
30	**Total net assets or fund balances** (see page 17 of the instructions)	7,268,748.	6,937,376.	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	7,268,748.	6,937,376.	

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	7,268,748.
2	Enter amount from Part I, line 27a	2	-330,978.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	6,937,770.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 13	5	394.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,937,376.

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 PART IV DETAIL			
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				
b				
c				
d				
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
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	-58,645.
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 pages 13 and 17 of the 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))
2009	389,713.	6,296,431.	0.06189426994
2008	382,422.	7,758,825.	0.04928864873
2007	448,436.	9,367,686.	0.04787052000
2006	442,959.	8,745,154.	0.05065193820
2005	382,742.	8,125,629.	0.04710306119

2	**Total** of line 1, column (d)	2	0.25680843806
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	0.05136168761
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	NONE
5	Multiply line 4 by line 3	5	NONE
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	206.
7	Add lines 5 and 6	7	206.
8	Enter qualifying distributions from Part XII, line 4	8	309,756.

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 on page 18.

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 ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	206.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	206.
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	206.
6	Credits/Payments		
a	2010 estimated tax payments and 2009 overpayment credited to 2010 — 6a: 6,884.		
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	6,884.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	6,678.
11	Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶ 208. **Refunded** ▶	11	6,470.

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 page 19 of the instructions for 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 page 19 of the instructions) ▶ STMT 14			
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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? *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 page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	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 ▶ BANK OF AMERICA, N.A. Telephone no. ▶ (804)788-2098

Located at ▶ 1111 E MAIN STREET, RICHMOND, VA ZIP + 4 ▶ 23219-3500

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 2010, 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 page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?		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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	☐ 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 page 22 of the instructions.)		2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ________, ________, ________, ________				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2010 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 2010.)*		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 2010?		4b		X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? . . . . . . ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? . . . . . ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? . . . . . ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the 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 page 22 of the 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: X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? . . ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the 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 STATEMENT 15		1,125.	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the 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
SEE STATEMENT 17		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 page 23 of the 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 18		NONE
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 page 24 of the 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 page 24 of the instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	NONE
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see page 25 of the instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	NONE
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	NONE
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	NONE
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	NONE
6	**Minimum investment return.** Enter 5% of line 5	6	NONE

Part XI **Distributable Amount** (see page 25 of the 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	NONE
2a	Tax on investment income for 2010 from Part VI, line 5	2a	206.		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	206.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	NONE
6	Deduction from distributable amount (see page 25 of the instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	NONE

Part XII **Qualifying Distributions** (see page 25 of the 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	309,756.
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	309,756.
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 page 26 of the instructions)	5	206.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	309,550.

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				NONE
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			284,430.	
b Total for prior years 20 08 ,20 ,20		NONE		
3 Excess distributions carryover, if any, to 2010				
a From 2005 ..... NONE				
b From 2006 ..... NONE				
c From 2007 ..... NONE				
d From 2008 ..... NONE				
e From 2009 ..... NONE				
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 309,756.				
a Applied to 2009, but not more than line 2a			284,430.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2010 distributable amount				NONE
e Remaining amount distributed out of corpus	25,326.			
5 Excess distributions carryover applied to 2010 *(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	25,326.			
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 page 27 of the instructions		NONE		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions				
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	25,326.			
10 Analysis of line 9				
a Excess from 2006 ... NONE				
b Excess from 2007 ... NONE				
c Excess from 2008 ... NONE				
d Excess from 2009 ... NONE				
e Excess from 2010 ... 25,326.				

Part XIV Private Operating Foundations (see page 27 of the 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 2010, 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 (a) 2010	Prior 3 years (b) 2009	(c) 2008	(d) 2007	(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 page 28 of the 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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed:

SEE STATEMENT 19

b The form in which applications should be submitted and information and materials they should include:

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

SEE ATTACHED STATEMENT FOR LINE 2

Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE STATEMENT 22				
Total . . . . ▶ **3a**				285,000.
b Approved for future payment				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the 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	105,380.	
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	-58,645.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue. a					
b			1	5,767.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				52,502.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 52,502.

(See worksheet in line 13 instructions on page 29 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 page 29 of the instructions.)
	NOT APPLICABLE

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

John J. King | 4-28-2011 | Treasurer

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
MARLENE WHEATLEY	Marlene Wheatley	04/25/2011		P00116251

Firm's name ▶ BANK OF AMERICA, N. A. Firm's EIN ▶ 94-1687665

Firm's address ▶ P.O. BOX 40200, FL9-100-10-19 JACKSONVILLE, FL 32203-0200 Phone no. 804-788-2098

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					1,530.	
		110. AT&T INC PROPERTY TYPE: SECURITIES					04/01/2008	03/08/2010
2,769.00		4,332.00					-1,563.00	
		100. AT&T INC PROPERTY TYPE: SECURITIES					04/08/2009	03/08/2010
2,517.00		2,544.00					-27.00	
		220. AT&T INC PROPERTY TYPE: SECURITIES					06/02/2009	03/08/2010
5,538.00		5,441.00					97.00	
		50. AT&T INC PROPERTY TYPE: SECURITIES					06/02/2009	10/28/2010
1,422.00		1,237.00					185.00	
		470. AT&T INC PROPERTY TYPE: SECURITIES					02/14/2005	10/28/2010
13,369.00		11,487.00					1,882.00	
		110. AT&T INC PROPERTY TYPE: SECURITIES					02/13/2009	10/28/2010
3,129.00		2,672.00					457.00	
		470. AT&T INC PROPERTY TYPE: SECURITIES					05/11/2005	10/28/2010
13,369.00		10,960.00					2,409.00	
		180. ADOBE SYS INC PROPERTY TYPE: SECURITIES					05/08/2009	01/28/2010
5,880.00		4,624.00					1,256.00	
		15. ADOBE SYS INC PROPERTY TYPE: SECURITIES					05/08/2009	06/03/2010
491.00		385.00					106.00	
		190. ADOBE SYS INC PROPERTY TYPE: SECURITIES					10/24/2008	06/03/2010
6,218.00		4,518.00					1,700.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		140. ALLERGAN INC PROPERTY TYPE: SECURITIES					08/10/2010	10/28/2010
10,138.00		8,976.00					1,162.00	
		250. ALLERGAN INC PROPERTY TYPE: SECURITIES					04/09/2010	10/28/2010
18,104.00		15,914.00					2,190.00	
		170. AMAZON COM INC PROPERTY TYPE: SECURITIES					01/28/2010	10/28/2010
28,139.00		21,302.00					6,837.00	
		250. AMERICAN TOWER SYSTEMS CORP CL A PROPERTY TYPE: SECURITIES					03/08/2010	10/28/2010
12,831.00		10,864.00					1,967.00	
		40. AMGEN INC PROPERTY TYPE: SECURITIES					09/26/2008	10/28/2010
2,288.00		2,438.00					-150.00	
		80. AMGEN INC PROPERTY TYPE: SECURITIES					11/19/2008	10/28/2010
4,576.00		4,439.00					137.00	
		60. AMGEN INC PROPERTY TYPE: SECURITIES					03/11/2009	10/28/2010
3,432.00		2,874.00					558.00	
		50. AMGEN INC PROPERTY TYPE: SECURITIES					10/10/2008	10/28/2010
2,860.00		2,372.00					488.00	
		340. AMPHENOL CORP NEW CL A PROPERTY TYPE: SECURITIES					10/19/2009	06/04/2010
13,935.00		14,136.00					-201.00	
		50. APOLLO GROUP INC CL A PROPERTY TYPE: SECURITIES					10/02/2009	03/19/2010
3,220.00		3,575.00					-355.00	
		70. APOLLO GROUP INC CL A PROPERTY TYPE: SECURITIES					04/02/2009	03/19/2010
4,508.00		4,832.00					-324.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		10. APOLLO GROUP INC CL A PROPERTY TYPE: SECURITIES					04/02/2009	04/20/2010
646.00		690.00					-44.00	
		80. APOLLO GROUP INC CL A PROPERTY TYPE: SECURITIES					11/18/2009	04/20/2010
5,166.00		4,496.00					670.00	
		130. AVON PRODS INC PROPERTY TYPE: SECURITIES					01/31/2008	10/28/2010
3,959.00		4,552.00					-593.00	
		240. AVON PRODS INC PROPERTY TYPE: SECURITIES					08/16/2007	10/28/2010
7,310.00		8,083.00					-773.00	
		270. AVON PRODS INC PROPERTY TYPE: SECURITIES					08/10/2010	10/28/2010
8,223.00		8,390.00					-167.00	
		150. AVON PRODS INC PROPERTY TYPE: SECURITIES					03/24/2009	10/28/2010
4,569.00		2,941.00					1,628.00	
		160. AVON PRODS INC PROPERTY TYPE: SECURITIES					03/17/2009	10/28/2010
4,873.00		2,892.00					1,981.00	
		100. CELANESE CORP DEL SER A COM PROPERTY TYPE: SECURITIES					08/11/2009	10/28/2010
3,534.00		2,728.00					806.00	
		400. CELANESE CORP DEL SER A COM PROPERTY TYPE: SECURITIES					10/02/2009	10/28/2010
14,136.00		9,610.00					4,526.00	
		100. CHEVRONTEXACO CORP COM PROPERTY TYPE: SECURITIES					11/24/2009	01/28/2010
7,296.00		7,873.00					-577.00	
		90. CHEVRONTEXACO CORP COM PROPERTY TYPE: SECURITIES					11/18/2009	01/28/2010
6,567.00		7,076.00					-509.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		80. CLOROX CO PROPERTY TYPE: SECURITIES					03/19/2010	10/28/2010
5,291.00		5,175.00					116.00	
		135. CLOROX CO PROPERTY TYPE: SECURITIES					02/24/2010	10/28/2010
8,928.00		8,241.00					687.00	
		5788.649 COLUMBIA ACORN FUND CLASS Z SHA PROPERTY TYPE: SECURITIES					04/26/2007	10/28/2010
161,214.00		188,247.00					-27,033.00	
		1818.182 COLUMBIA ACORN INTERNATIONAL FU PROPERTY TYPE: SECURITIES					04/26/2007	06/11/2010
59,000.00		80,655.00					-21,655.00	
		12956.837 COLUMBIA LARGE CAP VALUE FUND PROPERTY TYPE: SECURITIES					02/13/2004	10/28/2010
136,695.00		156,907.00					-20,212.00	
		764. COLUMBIA LARGE CAP VALUE FUND CLASS PROPERTY TYPE: SECURITIES					05/18/2004	10/28/2010
8,060.00		8,618.00					-558.00	
		1612.903 COLUMBIA VALUE AND RESTRUCTURIN PROPERTY TYPE: SECURITIES					05/21/2008	06/03/2010
66,000.00		95,742.00					-29,742.00	
		1710.088 COLUMBIA VALUE AND RESTRUCTURIN PROPERTY TYPE: SECURITIES					05/21/2008	10/28/2010
78,767.00		101,511.00					-22,744.00	
		305. COMCAST CORP NEW CL A COM PROPERTY TYPE: SECURITIES					10/03/2008	01/28/2010
4,756.00		5,817.00					-1,061.00	
		290. COMCAST CORP NEW CL A COM PROPERTY TYPE: SECURITIES					05/01/2009	01/28/2010
4,522.00		4,730.00					-208.00	
		160. DEAN FOODS CO NEW COM PROPERTY TYPE: SECURITIES					05/19/2009	03/17/2010
2,524.00		3,072.00					-548.00	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		330. DEAN FOODS CO NEW COM PROPERTY TYPE: SECURITIES					07/02/2008	03/17/2010
5,206.00		6,288.00					-1,082.00	
		230. DEAN FOODS CO NEW COM PROPERTY TYPE: SECURITIES					12/16/2008	03/17/2010
3,628.00		3,622.00					6.00	
		290. WALT DISNEY (HOLDING COMPANY) PROPERTY TYPE: SECURITIES					08/30/2006	04/09/2010
10,368.00		8,450.00					1,918.00	
		85. WALT DISNEY (HOLDING COMPANY) PROPERTY TYPE: SECURITIES					08/30/2006	10/28/2010
3,077.00		2,477.00					600.00	
		195. WALT DISNEY (HOLDING COMPANY) PROPERTY TYPE: SECURITIES					08/11/2009	10/28/2010
7,060.00		5,077.00					1,983.00	
		530. DISCOVER FINL SVCS COM PROPERTY TYPE: SECURITIES					04/20/2010	10/28/2010
9,135.00		8,398.00					737.00	
		290. DISCOVER FINL SVCS COM PROPERTY TYPE: SECURITIES					08/10/2010	10/28/2010
4,998.00		4,471.00					527.00	
		730. DISCOVER FINL SVCS COM PROPERTY TYPE: SECURITIES					12/18/2009	10/28/2010
12,581.00		10,799.00					1,782.00	
		250. DISCOVER FINL SVCS COM PROPERTY TYPE: SECURITIES					01/28/2010	10/28/2010
4,309.00		3,409.00					900.00	
		230. DIRECTV CL A COM PROPERTY TYPE: SECURITIES					12/18/2009	08/10/2010
9,068.00		7,613.00					1,455.00	
		320. E M C CORP MASS PROPERTY TYPE: SECURITIES					04/17/2009	02/24/2010
5,566.00		4,106.00					1,460.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		30. EOG RESOURCES INC PROPERTY TYPE: SECURITIES					03/20/2009	08/10/2010
3,008.00		1,918.00					1,090.00	
		60. EOG RESOURCES INC PROPERTY TYPE: SECURITIES					03/06/2009	08/10/2010
6,016.00		3,099.00					2,917.00	
		250. EXELON CORP COM PROPERTY TYPE: SECURITIES					10/21/2004	10/28/2010
10,189.00		9,544.00					645.00	
		90. FPL GROUP INC PROPERTY TYPE: SECURITIES					09/21/2007	01/28/2010
4,413.00		5,666.00					-1,253.00	
		40. FPL GROUP INC PROPERTY TYPE: SECURITIES					06/02/2009	01/28/2010
1,961.00		2,320.00					-359.00	
		50. FPL GROUP INC PROPERTY TYPE: SECURITIES					05/01/2009	01/28/2010
2,451.00		2,751.00					-300.00	
		30. FPL GROUP INC PROPERTY TYPE: SECURITIES					05/01/2009	02/24/2010
1,412.00		1,650.00					-238.00	
		70. FPL GROUP INC PROPERTY TYPE: SECURITIES					03/24/2009	02/24/2010
3,295.00		3,584.00					-289.00	
		40. FPL GROUP INC PROPERTY TYPE: SECURITIES					02/13/2009	02/24/2010
1,883.00		2,039.00					-156.00	
		540. FIFTH THIRD BANCORP COM PROPERTY TYPE: SECURITIES					06/03/2010	10/28/2010
6,850.00		6,982.00					-132.00	
		550. FIFTH THIRD BANCORP COM PROPERTY TYPE: SECURITIES					02/24/2010	10/28/2010
6,977.00		6,993.00					-16.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		50. FLOWSERVE CORP PROPERTY TYPE: SECURITIES					10/02/2009	10/28/2010
5,052.00		4,678.00					374.00	
		60. FLOWSERVE CORP PROPERTY TYPE: SECURITIES					05/08/2009	10/28/2010
6,063.00		4,426.00					1,637.00	
		300. GANNETT INC PROPERTY TYPE: SECURITIES					04/20/2010	10/28/2010
3,552.00		5,531.00					-1,979.00	
		610. GANNETT INC PROPERTY TYPE: SECURITIES					04/09/2010	10/28/2010
7,222.00		10,852.00					-3,630.00	
		650. GANNETT INC PROPERTY TYPE: SECURITIES					08/10/2010	10/28/2010
7,696.00		8,704.00					-1,008.00	
		200. GENERAL MILLS INC PROPERTY TYPE: SECURITIES					06/03/2010	10/28/2010
7,429.00		7,488.00					-59.00	
		120. GENERAL MILLS INC PROPERTY TYPE: SECURITIES					03/19/2010	10/28/2010
4,457.00		4,416.00					41.00	
		340. GENERAL MILLS INC PROPERTY TYPE: SECURITIES					03/17/2010	10/28/2010
12,629.00		12,447.00					182.00	
		120. GILEAD SCIENCES INC PROPERTY TYPE: SECURITIES					03/17/2009	08/10/2010
4,315.00		5,441.00					-1,126.00	
		60. GILEAD SCIENCES INC PROPERTY TYPE: SECURITIES					11/19/2008	08/10/2010
2,157.00		2,651.00					-494.00	
		95. GOLDMAN SACHS GROUP INC PROPERTY TYPE: SECURITIES					05/09/2008	10/28/2010
15,421.00		17,843.00					-2,422.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		20. GOLDMAN SACHS GROUP INC PROPERTY TYPE: SECURITIES					10/03/2008	10/28/2010
3,246.00		2,764.00					482.00	
		80. GOLDMAN SACHS GROUP INC PROPERTY TYPE: SECURITIES					09/18/2008	10/28/2010
12,986.00		8,143.00					4,843.00	
		170. ISHR MSCI EAFE INDEX FUND PROPERTY TYPE: SECURITIES					06/02/2005	10/28/2010
9,662.00		8,898.00					764.00	
		1300. ISHR MSCI EAFE INDEX FUND PROPERTY TYPE: SECURITIES					06/02/2005	12/16/2010
74,951.00		68,042.00					6,909.00	
		855. ISHARES TR RUSSELL 1000 GROWTH INDE PROPERTY TYPE: SECURITIES					07/19/2007	10/28/2010
45,763.00		52,853.00					-7,090.00	
		220. ISHARES RUSSELL 2000 VALUE INDEX FU PROPERTY TYPE: SECURITIES					10/27/2006	10/28/2010
14,090.00		17,222.00					-3,132.00	
		200. J P MORGAN CHASE & CO COM PROPERTY TYPE: SECURITIES					09/15/2006	10/28/2010
7,485.00		9,460.00					-1,975.00	
		280. J P MORGAN CHASE & CO COM PROPERTY TYPE: SECURITIES					11/29/2006	10/28/2010
10,480.00		13,040.00					-2,560.00	
		275. J P MORGAN CHASE & CO COM PROPERTY TYPE: SECURITIES					08/30/2006	10/28/2010
10,292.00		12,600.00					-2,308.00	
		170. J P MORGAN CHASE & CO COM PROPERTY TYPE: SECURITIES					11/01/2007	10/28/2010
6,363.00		7,664.00					-1,301.00	
		105. KIMBERLY CLARK CORP PROPERTY TYPE: SECURITIES					08/12/2008	01/28/2010
6,228.00		6,517.00					-289.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		50. KIMBERLY CLARK CORP PROPERTY TYPE: SECURITIES					10/13/2009	01/28/2010
2,966.00		2,952.00					14.00	
		225. KIMBERLY CLARK CORP PROPERTY TYPE: SECURITIES					02/09/2006	01/28/2010
13,346.00		12,963.00					383.00	
		70. KIMBERLY CLARK CORP PROPERTY TYPE: SECURITIES					10/10/2008	01/28/2010
4,152.00		3,905.00					247.00	
		90. LABORATORY CORP AMER HLDGS NEW PROPERTY TYPE: SECURITIES					03/22/2007	10/28/2010
7,161.00		6,477.00					684.00	
		90. LABORATORY CORP AMER HLDGS NEW PROPERTY TYPE: SECURITIES					11/29/2006	10/28/2010
7,161.00		6,288.00					873.00	
		70. LABORATORY CORP AMER HLDGS NEW PROPERTY TYPE: SECURITIES					11/01/2007	10/28/2010
5,570.00		4,796.00					774.00	
		30. LOCKHEED MARTIN CORPORATION PROPERTY TYPE: SECURITIES					10/10/2008	02/24/2010
2,316.00		2,593.00					-277.00	
		40. LOCKHEED MARTIN CORPORATION PROPERTY TYPE: SECURITIES					10/24/2008	02/24/2010
3,088.00		3,113.00					-25.00	
		35. LOCKHEED MARTIN CORPORATION PROPERTY TYPE: SECURITIES					08/11/2009	02/24/2010
2,702.00		2,640.00					62.00	
		60. LOCKHEED MARTIN CORPORATION PROPERTY TYPE: SECURITIES					03/24/2009	02/24/2010
4,633.00		4,157.00					476.00	
		190. LOWES COS INC PROPERTY TYPE: SECURITIES					01/28/2010	10/28/2010
4,046.00		4,190.00					-144.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		790. LOWES COS INC PROPERTY TYPE: SECURITIES					03/06/2009	10/28/2010
16,823.00		10,584.00					6,239.00	
		70. MCKESSON HBOC INC PROPERTY TYPE: SECURITIES					11/18/2009	10/28/2010
4,537.00		4,454.00					83.00	
		40. MCKESSON HBOC INC PROPERTY TYPE: SECURITIES					10/02/2009	10/28/2010
2,592.00		2,315.00					277.00	
		180. MCKESSON HBOC INC PROPERTY TYPE: SECURITIES					12/16/2008	10/28/2010
11,666.00		6,764.00					4,902.00	
		90. MEDCO HEALTH SOLUTIONS INC PROPERTY TYPE: SECURITIES					04/20/2010	10/28/2010
4,685.00		5,787.00					-1,102.00	
		90. MEDCO HEALTH SOLUTIONS INC PROPERTY TYPE: SECURITIES					10/27/2009	10/28/2010
4,685.00		5,129.00					-444.00	
		100. MEDCO HEALTH SOLUTIONS INC PROPERTY TYPE: SECURITIES					10/02/2009	10/28/2010
5,205.00		5,357.00					-152.00	
		80. MICROSOFT CORP PROPERTY TYPE: SECURITIES					09/21/2007	10/28/2010
2,075.00		2,303.00					-228.00	
		210. MICROSOFT CORP PROPERTY TYPE: SECURITIES					08/12/2008	10/28/2010
5,446.00		5,916.00					-470.00	
		50. MICROSOFT CORP PROPERTY TYPE: SECURITIES					09/26/2008	10/28/2010
1,297.00		1,360.00					-63.00	
		250. MOLSON COORS BREWING CO CL B PROPERTY TYPE: SECURITIES					09/14/2009	03/19/2010
10,827.00		12,443.00					-1,616.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		140. MOLSON COORS BREWING CO CL B PROPERTY TYPE: SECURITIES					08/11/2009	03/19/2010
6,063.00		6,413.00					-350.00	
		60. MONSANTO CO NEW COM PROPERTY TYPE: SECURITIES					11/18/2009	03/08/2010
4,326.00		4,783.00					-457.00	
		85. MONSANTO CO NEW COM PROPERTY TYPE: SECURITIES					09/15/2006	03/08/2010
6,128.00		3,746.00					2,382.00	
		300. MYLAN LABS INC PROPERTY TYPE: SECURITIES					10/27/2009	10/28/2010
6,148.00		4,897.00					1,251.00	
		210. MYLAN LABS INC PROPERTY TYPE: SECURITIES					09/14/2009	10/28/2010
4,304.00		3,206.00					1,098.00	
		660. MYLAN LABS INC PROPERTY TYPE: SECURITIES					09/02/2009	10/28/2010
13,526.00		9,455.00					4,071.00	
		85. NORDSTROM INC PROPERTY TYPE: SECURITIES					08/11/2009	10/28/2010
3,232.00		2,493.00					739.00	
		160. NORDSTROM INC PROPERTY TYPE: SECURITIES					10/02/2009	10/28/2010
6,084.00		4,634.00					1,450.00	
		460. NORDSTROM INC PROPERTY TYPE: SECURITIES					05/01/2009	10/28/2010
17,491.00		10,413.00					7,078.00	
		130. PACKAGING CORP AMER COM PROPERTY TYPE: SECURITIES					10/02/2009	10/28/2010
3,167.00		2,471.00					696.00	
		200. PACKAGING CORP AMER COM PROPERTY TYPE: SECURITIES					04/17/2009	10/28/2010
4,873.00		2,790.00					2,083.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		200. PACKAGING CORP AMER COM PROPERTY TYPE: SECURITIES					02/13/2009	10/28/2010
4,873.00		2,620.00					2,253.00	
		70. PARKER HANNIFIN CORP PROPERTY TYPE: SECURITIES					10/02/2009	10/28/2010
5,273.00		3,478.00					1,795.00	
		90. PARKER HANNIFIN CORP PROPERTY TYPE: SECURITIES					06/02/2009	10/28/2010
6,780.00		4,226.00					2,554.00	
		160. PARKER HANNIFIN CORP PROPERTY TYPE: SECURITIES					05/19/2009	10/28/2010
12,053.00		7,250.00					4,803.00	
		130. PEPSICO INC PROPERTY TYPE: SECURITIES					10/27/2009	02/24/2010
8,025.00		7,946.00					79.00	
		75. PEPSICO INC PROPERTY TYPE: SECURITIES					10/13/2009	02/24/2010
4,630.00		4,554.00					76.00	
		90. PEPSICO INC PROPERTY TYPE: SECURITIES					10/13/2009	06/03/2010
5,673.00		5,465.00					208.00	
		5. PEPSICO INC PROPERTY TYPE: SECURITIES					10/13/2009	10/28/2010
323.00		304.00					19.00	
		210. PEPSICO INC PROPERTY TYPE: SECURITIES					10/02/2009	10/28/2010
13,575.00		12,597.00					978.00	
		340. PFIZER INC PROPERTY TYPE: SECURITIES					09/02/2009	02/24/2010
6,096.00		5,552.00					544.00	
		390. PFIZER INC PROPERTY TYPE: SECURITIES					09/02/2009	03/08/2010
6,753.00		6,368.00					385.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		560. PFIZER INC PROPERTY TYPE: SECURITIES					09/02/2009	04/09/2010
9,607.00		9,144.00					463.00	
		430. PFIZER INC PROPERTY TYPE: SECURITIES					05/19/2009	04/09/2010
7,377.00		6,508.00					869.00	
		500. PFIZER INC PROPERTY TYPE: SECURITIES					05/19/2009	04/20/2010
8,361.00		7,568.00					793.00	
		116. PFIZER INC PROPERTY TYPE: SECURITIES					06/19/2009	04/20/2010
1,940.00		1,749.00					191.00	
		224. PFIZER INC PROPERTY TYPE: SECURITIES					06/19/2009	04/20/2010
3,746.00		3,377.00					369.00	
		90. POLO RALPH LAUREN CORPORATION PROPERTY TYPE: SECURITIES					08/11/2009	01/28/2010
7,373.00		6,213.00					1,160.00	
		165. PRICE T ROWE GROUP INC COM PROPERTY TYPE: SECURITIES					02/24/2010	10/28/2010
8,980.00		8,311.00					669.00	
		210. PRICE T ROWE GROUP INC COM PROPERTY TYPE: SECURITIES					08/10/2010	10/28/2010
11,429.00		10,351.00					1,078.00	
		510. PRINCIPAL FINL GROUP INC COM PROPERTY TYPE: SECURITIES					08/11/2009	08/10/2010
12,355.00		12,660.00					-305.00	
		110. PROCTER & GAMBLE CO PROPERTY TYPE: SECURITIES					03/19/2010	08/10/2010
6,713.00		7,024.00					-311.00	
		100. PROCTER & GAMBLE CO PROPERTY TYPE: SECURITIES					01/28/2010	08/10/2010
6,103.00		6,220.00					-117.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		230. PRUDENTIAL FINL INC COM PROPERTY TYPE: SECURITIES					12/18/2009	10/28/2010
12,186.00		11,386.00					800.00	
		160. PRUDENTIAL FINL INC COM PROPERTY TYPE: SECURITIES					09/02/2009	10/28/2010
8,477.00		7,608.00					869.00	
		250. QEP RES INC COM PROPERTY TYPE: SECURITIES					01/28/2010	10/28/2010
8,027.00		7,206.00					821.00	
		145. QEP RES INC COM PROPERTY TYPE: SECURITIES					02/24/2010	10/28/2010
4,656.00		4,069.00					587.00	
		220. QUESTAR CORP PROPERTY TYPE: SECURITIES					08/10/2010	10/28/2010
3,699.00		3,741.00					-42.00	
		250. QUESTAR CORP PROPERTY TYPE: SECURITIES					01/28/2010	10/28/2010
4,204.00		3,484.00					720.00	
		145. QUESTAR CORP PROPERTY TYPE: SECURITIES					02/24/2010	10/28/2010
2,438.00		1,967.00					471.00	
		100. SEMPRA ENERGY PROPERTY TYPE: SECURITIES					06/26/2009	10/28/2010
5,345.00		4,982.00					363.00	
		100. SEMPRA ENERGY PROPERTY TYPE: SECURITIES					09/14/2009	10/28/2010
5,345.00		4,947.00					398.00	
		130. SEMPRA ENERGY PROPERTY TYPE: SECURITIES					06/19/2009	10/28/2010
6,949.00		6,344.00					605.00	
		130. SOUTHWESTERN ENERGY CO PROPERTY TYPE: SECURITIES					11/09/2007	08/23/2010
4,409.00		3,413.00					996.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		180. SOUTHWESTERN ENERGY CO PROPERTY TYPE: SECURITIES					11/27/2007	08/23/2010
6,105.00		4,482.00					1,623.00	
		130. STAPLES INC PROPERTY TYPE: SECURITIES					08/26/2008	03/08/2010
2,996.00		3,122.00					-126.00	
		170. STAPLES INC PROPERTY TYPE: SECURITIES					01/28/2010	03/08/2010
3,918.00		4,043.00					-125.00	
		180. STAPLES INC PROPERTY TYPE: SECURITIES					05/02/2008	03/08/2010
4,148.00		4,208.00					-60.00	
		190. STAPLES INC PROPERTY TYPE: SECURITIES					05/02/2008	10/28/2010
3,902.00		4,442.00					-540.00	
		180. STAPLES INC PROPERTY TYPE: SECURITIES					10/02/2009	10/28/2010
3,696.00		4,063.00					-367.00	
		230. STAPLES INC PROPERTY TYPE: SECURITIES					01/27/2009	10/28/2010
4,723.00		3,957.00					766.00	
		6729.378 THORNBURG INTL VALUE FUND CL I PROPERTY TYPE: SECURITIES					02/28/2008	10/28/2010
186,000.00		211,370.00					-25,370.00	
		265. US BANCORP DEL COM NEW PROPERTY TYPE: SECURITIES					08/12/2005	06/03/2010
6,215.00		7,988.00					-1,773.00	
		175. US BANCORP DEL COM NEW PROPERTY TYPE: SECURITIES					08/12/2005	06/03/2010
4,104.00		5,265.00					-1,161.00	
		40. US BANCORP DEL COM NEW PROPERTY TYPE: SECURITIES					08/12/2005	10/28/2010
959.00		1,203.00					-244.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		250. US BANCORP DEL COM NEW PROPERTY TYPE: SECURITIES					09/14/2009	10/28/2010
5,991.00		5,416.00					575.00	
		280. US BANCORP DEL COM NEW PROPERTY TYPE: SECURITIES					04/08/2009	10/28/2010
6,710.00		3,967.00					2,743.00	
		115. UNITED PARCEL SERVICE CL B PROPERTY TYPE: SECURITIES					02/24/2010	10/28/2010
7,720.00		6,750.00					970.00	
		140. UNITED PARCEL SERVICE CL B PROPERTY TYPE: SECURITIES					04/08/2009	10/28/2010
9,399.00		7,289.00					2,110.00	
		320. WELLS FARGO COMPANY PROPERTY TYPE: SECURITIES					08/10/2010	10/28/2010
8,257.00		8,939.00					-682.00	
		300. WELLS FARGO COMPANY PROPERTY TYPE: SECURITIES					08/11/2009	10/28/2010
7,741.00		8,230.00					-489.00	
		340. WELLS FARGO COMPANY PROPERTY TYPE: SECURITIES					09/02/2009	10/28/2010
8,774.00		8,960.00					-186.00	
		460. WELLS FARGO COMPANY PROPERTY TYPE: SECURITIES					05/19/2009	10/28/2010
11,870.00		11,967.00					-97.00	
		315. YUM BRANDS INC COM PROPERTY TYPE: SECURITIES					12/20/2005	01/28/2010
10,838.00		7,522.00					3,316.00	
		170. AXIS CAPITAL HOLDINGS LTD COM PROPERTY TYPE: SECURITIES					06/19/2009	04/20/2010
5,227.00		4,288.00					939.00	
		70. AXIS CAPITAL HOLDINGS LTD COM PROPERTY TYPE: SECURITIES					06/19/2009	08/10/2010
2,192.00		1,766.00					426.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		170. AXIS CAPITAL HOLDINGS LTD COM PROPERTY TYPE: SECURITIES					11/19/2008	08/10/2010
5,323.00		4,047.00					1,276.00	
		20. NABORS INDUSTRIES INC COM PROPERTY TYPE: SECURITIES					06/02/2009	08/23/2010
331.00		387.00					-56.00	
		190. NABORS INDUSTRIES INC COM PROPERTY TYPE: SECURITIES					09/14/2009	08/23/2010
3,141.00		3,641.00					-500.00	
		20. NABORS INDUSTRIES INC COM PROPERTY TYPE: SECURITIES					06/19/2009	08/23/2010
331.00		320.00					11.00	
		380. NABORS INDUSTRIES INC COM PROPERTY TYPE: SECURITIES					06/19/2009	10/28/2010
7,704.00		6,078.00					1,626.00	
		280. NOBLE CORP COM PROPERTY TYPE: SECURITIES					11/24/2009	06/03/2010
7,652.00		11,608.00					-3,956.00	
		250. TYCO INTL LTD NEW F COM PROPERTY TYPE: SECURITIES					11/18/2009	10/28/2010
9,464.00		9,236.00					228.00	
		325. TYCO INTL LTD NEW F COM PROPERTY TYPE: SECURITIES					08/11/2009	10/28/2010
12,303.00		9,885.00					2,418.00	
TOTAL GAIN(LOSS)							-58,645.	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AFLAC INC	129.	129.
AT&T INC	2,029.	2,029.
ABBOTT LABS	923.	923.
ALLERGAN INC	32.	32.
AMERICAN WTR WKS CO INC NEW COM	288.	288.
AMPHENOL CORP NEW CL A	10.	10.
APACHE CORP	210.	210.
AVON PRODS INC	508.	508.
CMS ENERGY CORP COM	382.	382.
CELANESE CORP DEL SER A COM	90.	90.
CHEVRONTEXACO CORP COM	1,306.	1,306.
CLOROX CO	344.	344.
COCA COLA CO	229.	229.
COLUMBIA ACORN FUND CLASS Z SHARES	172.	172.
COLUMBIA ACORN INTERNATIONAL FUND CL Z	18,100.	18,100.
COLUMBIA LARGE CAP VALUE FUND CLASS Z SH	1,589.	1,589.
COLUMBIA VALUE AND RESTRUCTURING FUND CL	821.	821.
COMCAST CORP NEW CL A COM	56.	56.
CREDIT SUISSE USA INC NT	7,875.	7,875.
CULLEN FROST BANKERS INC	212.	212.
WALT DISNEY (HOLDING COMPANY)	200.	200.
DISCOVER FINL SVCS COM	100.	100.
DOVER CORP	182.	182.
EOG RESOURCES INC	41.	41.
EXELON CORP COM	394.	394.
EXXON MOBIL CORPORATION	378.	378.
FPL GROUP INC	70.	70.
FIFTH THIRD BANCORP COM	27.	27.
FLOWSERVE CORP	125.	125.
FREEPORT-MCMORAN COPPER & GOLD INC COM	390.	390.
GANNETT INC	99.	99.
GENERAL ELEC CO	273.	273.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
GENERAL MILLS INC	482.	482.
GOLDMAN SACHS GROUP INC	205.	205.
HEWLETT PACKARD CO COM	292.	292.
HOME DEPOT INC	182.	182.
HONEYWELL INTERNATIONAL INC	191.	191.
INTERNATIONAL BUSINESS MACHS	738.	738.
ISHARES INC MSCI BRAZIL FREE INDEX FUND	2,574.	2,574.
ISHARES LEHMAN AGGREGATE BOND FUND	5,816.	5,816.
ISHARES MSCI EMERGING MKTS INDEX FUND	4,524.	4,524.
ISHARES TR GOLDMAN SACHS CORP BD	8,714.	8,714.
ISHARES S&P LATIN AMER 40 INDEX FUND	472.	472.
ISHR MSCI EAFE INDEX FUND	7,314.	7,314.
ISHERES TR RUSSELL MIDCAP VALUE	1,695.	1,695.
ISHARES TR RUSSELL MIDCAP GROWTH INDEX F	1,152.	1,152.
ISHARES TR RUSSELL 1000 GROWTH INDEX FD	7,443.	7,443.
ISHARES RUSSELL 2000 VALUE INDEX FUND	2,790.	2,790.
ISHARES BARCLAYS 1-3 YR CR BD FUND	4,995.	4,995.
J P MORGAN CHASE & CO COM	185.	185.
JOHNSON & JOHNSON	351.	351.
KIMBERLY CLARK CORP	270.	270.
LOCKHEED MARTIN CORPORATION	240.	240.
LOWES COS INC	375.	375.
MCKESSON HBOC INC	174.	174.
MICROSOFT CORP	947.	947.
MOLSON COORS BREWING CO CL B	94.	94.
MONSANTO CO NEW COM	38.	38.
NORDSTROM INC	395.	395.
OCCIDENTAL PETROLEUM CORP	585.	585.
PNC BK CORP	144.	144.
PACKAGING CORP AMER COM	318.	318.
PARKER HANNIFIN CORP	250.	250.
PEPSICO INC	616.	616.
PFIZER INC	461.	461.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PHILIP MORRIS INTL INC COM	2,071.	2,071.
POLO RALPH LAUREN CORPORATION	9.	9.
PRICE T ROWE GROUP INC COM	190.	190.
PROCTER & GAMBLE CO	795.	795.
QEP RES INC COM	8.	8.
QUESTAR CORP	170.	170.
RIO TINTO PLC SPONSORED ADR	294.	294.
SPDR S&P CHINA ETF	264.	264.
SCHLUMBERGER LTD	44.	44.
SEMPRA ENERGY	515.	515.
SMUCKER J M CO COM NEW	188.	188.
STANLEY BLACK & DECKER INC COM	204.	204.
STAPLES INC	237.	237.
TJX COS INC NEW	228.	228.
TARGET CORP	280.	280.
TEXAS INSTRS INC	505.	505.
THORNBURG INTL VALUE FUND CL I	3,682.	3,682.
3M CO COM	215.	215.
US BANCORP DEL COM NEW	158.	158.
UNITED PARCEL SERVICE CL B	306.	306.
UNITED TECHNOLOGIES CORP	1,190.	1,190.
WELLS FARGO COMPANY	165.	165.
YUM BRANDS INC COM	66.	66.
BANK OF AMERICA MONEY MARKET SAVINGS ACC	62.	62.
AXIS CAPITAL HOLDINGS LTD COM	223.	223.
NOBLE CORP COM	25.	25.
TYCO INTL LTD NEW F COM	493.	493.
TYCO ELECTRONICS LTD COM	187.	187.
TOTAL	105,380.	105,380.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
	TOTALS	5,767.

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	1,090.			1,090.
TOTALS	1,090.	NONE	NONE	1,090.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CUSTODIAN & MANAGEMENT FEES (A	42,128.	42,128.
OTHER NONALLOCABLE EXPENSES -	16,925.	16,925.
TOTALS	59,053.	59,053.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL TAX PAYMENT - PRIOR YE	5,000.	
FEDERAL ESTIMATES - PRINCIPAL	6,500.	
FOREIGN TAXES ON QUALIFIED FOR	3,079.	3,079.
FOREIGN TAXES ON NONQUALIFIED	192.	192.
TOTALS	14,771.	3,271.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER ALLOCABLE EXPENSE-INCOME	25.	25.
TOTALS	25.	25.

THE ROLLER-BOTTIMORE FOUNDATION 54-1201084

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED	5,185,721.	5,900,129.
TOTALS	5,185,721.	5,900,129.

THE ROLLER-BOTTIMORE FOUNDATION 54-1201084

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED	150,329.	151,130.
TOTALS	150,329.	151,130.

THE ROLLER-BOTTIMORE FOUNDATION 54-1201084

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED	C	1,500,000.	1,449,727.
TOTALS		1,500,000.	1,449,727.

THE ROLLER-BOTTIMORE FOUNDATION 54-1201084

FORM 990PF, PART II - OTHER ASSETS
==================================

DESCRIPTION

SEE SCHEDULE ATTACHED

TOTALS

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

DESCRIPTION	AMOUNT
TAX EFFECTIVE INC ADJ (2106)(1716)	390.
ROUNDING	4.
TOTAL	394.

STATE(S) WHERE THE FOUNDATION IS REGISTERED
VA

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

OFFICER NAME:
HENRY C SPALDING, JR
ADDRESS:
6620 W BROAD ST STE 300
RICHMOND,, VA 23230
TITLE:
PRESIDENT
COMPENSATION .... 250.

OFFICER NAME:
LUCY P. SUMMERELL
ADDRESS:
115 KENNONDALE LN
RICHMOND,, VA 23226-2310
TITLE:
VICE PRESIDENT
COMPENSATION .... 250.

OFFICER NAME:
JOHN T. KING
ADDRESS:
P.O. BOX 26903
RICHMOND, VA 23261, VA 23261
TITLE:
SECRETARY/TREASURER
COMPENSATION .... 250.

OFFICER NAME:
THOMAS N. ALLEN
ADDRESS:
337 CLOVELLY ROAD
RICHMOND,, VA 23221
TITLE:
DIRECTOR
COMPENSATION .... 125.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

OFFICER NAME:
ALICE R. MCGUIRE
ADDRESS:
1218 ROTHESAY CIRCLE
RICHMOND,, VA 23221
TITLE:
DIRECTOR
COMPENSATION .... 250.

TOTAL COMPENSATION: 1,125.

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

EMPLOYEE NAME:
NONE

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

NAME:
NONE

RECIPIENT NAME:
SARAH KAY, C/O BANK OF AMERICA, N.A.
ADDRESS:
P.O. BOX 26903
RICHMOND, VA 23261
RECIPIENT'S PHONE NUMBER: 804-788-2673
FORM, INFORMATION AND MATERIALS:
IN WRITING - APPLICANT MUST INCLUDE FEDERAL IDENTIFICATION NUMBER
SUBMISSION DEADLINES:
NONE
RESTRICTIONS OR LIMITATIONS ON AWARDS:
LIMITED TO IRC SECTION 501 (C) (3) ORGANIZATIONS

RECIPIENT NAME:
OMOHUNDRO INSTITUTE OF EARLY
AMERICAN HISTORY
ADDRESS:
P.O. BOX 8781
WILLIAMSBURG, VA 23187-8781
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PRODUCTION OF ''THE LAW PAPERS OF ST.GEORGE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
GADSBY'S TAVERN MUSEUM
SOCIETY
ADDRESS:
134 NORTH ROYAL ST
ALEXANDRIA, VA
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FINANCIAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
NA
AMOUNT OF GRANT PAID .... 35,000.

RECIPIENT NAME:
THOMAS JEFFERSON FDN
ADDRESS:
POST OFFICE BOX 316
CHARLOTTESVILLE, VA
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FINANCIAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
NA
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
WOODROW WILSON BIRTHPLACE FOUNDATION
ADDRESS:
PO BOX 24
STAUNTON, VA 24402
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
RESTORATION OF THE MANSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
WASHINGTON & LEE UNIV
ADDRESS:
BUSINESS OFFICE
LEXINGTON, VA 24450
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
LEE HOUSE RESTORATION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
VIRGINIA HISTORICAL SOC
ADDRESS:
PO BOX 7311
RICHMOND, VA 23221
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
ACQUISITION OF CURTIS/LEE COLLECTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 50,000.

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

RECIPIENT NAME:
EPISCOPAL HIGH SCHOOL
ADDRESS:
1200 NORTH QUAKER LANE
ALEXANDRIA, VA 22302
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
WM GORDON BOTTIMORE SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 60,000.

RECIPIENT NAME:
SWEET BRIAR COLLEGE
ADDRESS:
PO BOX A
SWEET BRIAR, VA 24595
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
HVAC SYSTEM FOR SWEET BRIAR HOUSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 25,000.

TOTAL GRANTS PAID: 285,000.

FEDERAL CAPITAL GAIN DIVIDENDS

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

AOL TIME WARNER INC COM	399.00	
CARDINAL HEALTH INC	153.00	
EL PASO CORP COM	20.00	
ISHARES LEHMAN AGGREGATE BOND FUND	89.00	
ISHARES BARCLAYS 1-3 YR CR BD FUND	81.00	
MERRILL LYNCH & CO INC COM	116.00	
NORTEL NETWORKS CORP NEW COM	115.00	
TYCO INTERNATIONAL LTD	233.00	
QWEST COMMUNICATIONS INTL INC COM	324.00	
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		1,530.00
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS		1,530.00

THE ROLLER-BOTTIMORE FOUNDATION
54-1201084
Balance Sheet
12/31/2010

Bank of America

Cusip	Asset	Units	Basis	Market Value
001055102	AFLAC INC	430.000	24,006.60	24,264.90
002824100	ABBOTT LABS	690.000	35,272 58	33,057.90
009158106	AIR PRODS & CHEMS INC	480.000	40,621.20	43,656.00
00971T101	AKAMAI TECHNOLOGIES INC	320.000	13,640.77	15,056.00
02076X102	ALPHA NAT RES INC	350.000	14,190.73	21,010.50
030420103	AMERICAN WTR WKS CO INC	1310.000	31,349.48	33,129.90
037411105	APACHE CORP	350.000	23,638.51	41,730.50
037833100	APPLE INC	170.000	33,602.29	54,835 20
071813109	BAXTER INTL INC	940.000	47,869.79	47,582.80
125896100	CMS ENERGY CORP	1820.000	33,606.30	33,852.00
166764100	CHEVRON CORP	460.000	34,159.33	41,975.00
171232101	CHUBB CORP	660.000	38,035.87	39,362.40
17275R102	CISCO SYS INC	1590.000	36,992.35	32,165.70
191216100	COCA COLA CO	520.000	31,761.18	34,200.40
197199813	COLUMBIA ACORN INTERNATIONAL	17140.165	574,577.11	701,375 55
19765Y688	COLUMBIA SELECT LARGE CAP	79483 559	822,000.00	1,002,287 68
225434AF6	CREDIT SUISSE USA INC	150000.000	150,328.50	151,129 50
229899109	CULLEN FROST BANKERS INC	470.000	24,749 22	28,726 40
25271C102	DIAMOND OFFSHORE DRILLING INC	430.000	28,490.50	28,754.10
260003108	DOVER CORP	170.000	6,627.45	9,936 50
268648102	EMC CORP	1640.000	17,142 81	37,556 00
30231G102	EXXON MOBIL CORP	860.000	56,910.33	62,883.20
35671D857	FREEPORT-MCMORAN COPPER &	390 000	37,438.64	46,835 10
369550108	GENERAL DYNAMICS CORP	400.000	26,738.52	28,384 00
369604103	GENERAL ELEC CO	2050.000	22,679.29	37,494 50
428236103	HEWLETT PACKARD CO	730.000	20,467.46	30,733.00
437076102	HOME DEPOT INC	770.000	23,943.46	26,996 20
438516106	HONEYWELL INTL INC	630.000	29,449 54	33,490.80
459200101	INTERNATIONAL BUSINESS MACHS	295.000	23,199.22	43,294 20
464286400	ISHARES INC MSCI BRAZIL FREE	950.000	72,527.66	73,530 00
464287226	ISHARES	1495 000	153,531.52	158,096 25
464287234	ISHARES MSCI EMERGING MKTS INDEX	5990.000	192,238.70	285,375 58
464287242	ISHARES IBOXX INV GR CORP	1650.000	170,136 00	178,926 00
464287390	ISHARES S&P LATIN AMER 40 INDEX	1060.000	54,849.70	57,091 60

THE ROLLER-BOTTIMORE FOUNDATION
54-1201084
Balance Sheet
12/31/2010

Bank of America

Cusip	Asset	Units	Basis	Market Value
464287465	ISHARES MSCI EAFE INDEX	3880.000	203,079.20	225,893.60
464287473	ISHARES RUSSELL MIDCAP VALUE	1930.000	91,200.49	86,869 30
464287481	ISHARES RUSSELL MIDCAP GROWTH	2410.000	127,182.82	136,430.10
464287614	ISHARES RUSSELL 1000 GROWTH	9610.000	550,698.71	550,268 60
464287630	ISHARES RUSSELL 2000 VALUE INDEX	2280.000	174,551.52	162,085.20
464288646	ISHARES	1930.000	200,844.40	201,260.40
478160104	JOHNSON & JOHNSON	650 000	41,375.75	40,202.50
50075N104	KRAFT FOODS INC	1150.000	36,851.41	36,236.50
539830109	LOCKHEED MARTIN CORP	320.000	22,542.40	22,371.20
594918104	MICROSOFT CORP	1480.000	15,743.89	41,306 80
63934E108	NAVISTAR INTL CORP NEW	230.000	10,304.32	13,319.30
641069406	NESTLE S A	900.000	49,117.50	52,864 20
66987V109	NOVARTIS A G	740.000	42,787.83	43,623 00
674599105	OCCIDENTAL PETE CORP DEL	570.000	34,023.91	55,917.00
69331C108	PG&E CORP	630.000	30,010.05	30,139 20
693475105	PNC FINL SVCS GROUP INC	420.000	16,951.00	25,502 40
718172109	PHILIP MORRIS INTL INC	870.000	34,478.38	50,921.10
742718109	PROCTER & GAMBLE CO	540.000	33,735.96	34,738.20
755111507	RAYTHEON CO	500 000	22,827.50	23,170.00
760759100	REPUBLIC SVCS INC	1150.000	34,735.41	34,339 00
767204100	RIO TINTO PLC	470 000	24,482.14	33,680.20
78463X400	SPDR S&P CHINA	680.000	54,104 20	51,843.20
806857108	SCHLUMBERGER LTD	670.000	43,580.90	55,945.00
832696405	SMUCKER J M CO	470.000	29,579.45	30,855.50
854502101	STANLEY BLACK & DECKER INC	600 000	36,290.29	40,122 00
872540109	TJX COS INC NEW	580.000	24,782.60	25,746.20
87612E106	TARGET CORP	600.000	31,389 57	36,078 00
882508104	TEXAS INSTRS INC	1340.000	39,043.31	43,550.00
883556102	THERMO FISHER SCIENTIFIC CORP	405 000	21,585.86	22,420.80
885215566	THORNBURG INTL VALUE FUND	5330 262	167,423.52	152,658.70
88579Y101	3M CO	410.000	34,488.01	35,383.00
913017109	UNITED TECHNOLOGIES CORP	700.000	32,836.72	55,104.00
988498101	YUM BRANDS INC	820.000	40,144.41	40,221 00
99Z193262	PA STABLE VALUE FUND LTD	647.365	750,000.00	770,377 30

THE ROLLER-BOTTIMORE FOUNDATION
54-1201084
Balance Sheet
12/31/2010

Bank of America

Cusip	Asset	Units	Basis	Market Value
99Z193270	PRIVATE ADVISORS HEDGE EQUITY	750.000	750,000.00	679,350.00
H8912P106	TYCO ELECTRONICS LTD	1170.000	36,503.30	41,418 00
	Cash/Cash Equivalent	101326.250	101,326.25	101,326.25
		Totals.	6,937,375.59	7,602,312 11