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

2010

Department of the Treasury
Internal Revenue Service

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

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 Rotalia Foundation		A Employer identification number 91-1409344
Number and street (or P O box number if mail is not delivered to street address) 9133 View Ave. NW	Room/suite	B Telephone number (see page 10 of the instructions) 206-784-4459
City or town, state, and ZIP code Seattle, WA 98117		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 1,324,198	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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)	1,024,924				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
	3 Interest on savings and temporary cash investments	0	0	0		
	4 Dividends and interest from securities	12,815	12,815	12,815		
	5a Gross rents	0	0	0		
	b Net rental income or (loss)	0				
	6a Net gain or (loss) from sale of assets not on line 10	0				
	b Gross sales price for all assets on line 6a	0				
	7 Capital gain net income (from Part IV, line 2)		0			
	8 Net short-term capital gain			0		
	9 Income modifications			0		
	10a Gross sales less returns and allowances	0				
b Less: Cost of goods sold	0					
c Gross profit or (loss) (attach schedule)			0			
11 Other income (attach schedule)		0	0			
12 Total. Add lines 1 through 11		1,037,739	12,815	12,815		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0	0	0	0	
	14 Other employee salaries and wages	0	0	0	0	
	15 Pension plans, employee benefits	0	0	0	0	
	16a Legal fees (attach schedule)	3,705	3,705	3,705	3,705	
	b Accounting fees (attach schedule)	0	0	0	0	
	c Other professional fees (attach schedule)	4,604	4,604	4,604	4,604	
	17 Interest	0	0	0	0	
	18 Taxes (attach schedule) (see page 14 of the instructions)	31	31	31	31	
	19 Depreciation (attach schedule) and depletion	0	0	0	0	
	20 Occupancy	0	0	0	0	
	21 Travel, conferences, and meetings	0	0	0	0	
	22 Printing and publications	0	0	0	0	
	23 Other expenses (attach schedule)	1,564	1,564	1,564	1,564	
	24 Total operating and administrative expenses. Add lines 13 through 23		9,904	9,904	9,904	9,904
	25 Contributions, gifts, grants paid	25,500				25,500
26 Total expenses and disbursements. Add lines 24 and 25		35,404	9,904	9,904	35,404	
27 Subtract line 26 from line 12:						
a Excess of revenue over expenses and disbursements		1,002,335				
b Net investment income (if negative, enter -0-)			2,911			
c Adjusted net income (if negative, enter -0-)				2,911		

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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 (c) Fair Market Value	
Assets	1 Cash—non-interest-bearing	2,108	8,309	8,309
	2 Savings and temporary cash investments	359	102,045	102,045
	3 Accounts receivable ▶ 0			
	Less: allowance for doubtful accounts ▶ 0	0	0	0
	4 Pledges receivable ▶ 0			
	Less: allowance for doubtful accounts ▶ 0	0	0	0
	5 Grants receivable	0	0	0
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)	0	0	0
	7 Other notes and loans receivable (attach schedule) ▶ 0			
	Less: allowance for doubtful accounts ▶ 0	0	0	0
	8 Inventories for sale or use	0	0	0
	9 Prepaid expenses and deferred charges	0	0	0
	10a Investments—U.S. and state government obligations (attach schedule)	0	0	0
	b Investments—corporate stock (attach schedule)	0	0	0
	c Investments—corporate bonds (attach schedule)	0	0	0
	11 Investments—land, buildings, and equipment: basis ▶ 0			
Less: accumulated depreciation (attach schedule) ▶ 0	0	0	0	
12 Investments—mortgage loans	0	0	0	
13 Investments—other (attach schedule)	262,000	1,149,648	1,213,845	
14 Land, buildings, and equipment: basis ▶ 0				
Less: accumulated depreciation (attach schedule) ▶ 0	0	0	0	
15 Other assets (describe ▶ 0)	0	0	0	
16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item l)	264,467	1,260,002	1,324,199	
Liabilities	17 Accounts payable and accrued expenses	0	0	
	18 Grants payable	0	0	
	19 Deferred revenue	0	0	
	20 Loans from officers, directors, trustees, and other disqualified persons	0	0	
	21 Mortgages and other notes payable (attach schedule)	0	0	
	22 Other liabilities (describe ▶ 0)	0	0	
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	0	0	
	25 Temporarily restricted	0	0	
	26 Permanently restricted	0	0	
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0	0	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0	0	
29 Retained earnings, accumulated income, endowment, or other funds	264,467	1,260,002		
30 Total net assets or fund balances (see page 17 of the instructions)	264,467	1,260,002		
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	264,467	1,260,002		

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	264,467
2 Enter amount from Part I, line 27a		2	1,002,335
3 Other increases not included in line 2 (itemize) ▶ <u>Losses on investments sold during the year</u>		3	(6,800)
4 Add lines 1, 2, and 3		4	1,260,002
5 Decreases not included in line 2 (itemize) ▶		5	0
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30		6	1,260,002

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	N/A			
b	N/A			
c	N/A			
d	N/A			
e	N/A			
(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) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
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	N/A
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	N/A

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	29,157	213,750	.14
2008	31,892	249,550	.13
2007	40,710	310,875	.13
2006	41,341	310,750	.13
2005	27,336	327,138	.08
2 Total of line 1, column (d)			2 .61
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 .12
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 716,518
5 Multiply line 4 by line 3			5 85,982
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 29
7 Add lines 5 and 6			7 86,011
8 Enter qualifying distributions from Part XII, line 4 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			8 35,404

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 <input checked="" type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: <u>1992</u> (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1		N/A
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		
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5		
6	Credits/Payments:			
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a		
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d	7		
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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		
11	Enter the amount of line 10 to be: Credited to 2011 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		<input checked="" type="checkbox"/>
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>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.</i>		<input checked="" type="checkbox"/>
1c Did the foundation file Form 1120-POL for this year?		<input checked="" type="checkbox"/>
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ <u>0</u> (2) On foundation managers. <input type="checkbox"/> \$ <u>0</u>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ <u>0</u>		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		<input checked="" type="checkbox"/>
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? <i>If "Yes," attach a conformed copy of the changes</i>		<input checked="" type="checkbox"/>
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		<input checked="" type="checkbox"/>
4b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		<input checked="" type="checkbox"/>
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?	<input checked="" type="checkbox"/>	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	<input checked="" type="checkbox"/>	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> <u>Washington</u>		
8b 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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	<input checked="" type="checkbox"/>	
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)? <i>If "Yes," complete Part XIV</i>		<input checked="" type="checkbox"/>
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	<input checked="" type="checkbox"/>	

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		✓
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2006?	12		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶	13	✓	
14	The books are in care of ▶ <u>Paul A. Raidna</u> Telephone no. ▶ <u>206-784-4459</u> Located at ▶ <u>9133 View Ave. NW, Seattle, WA</u> ZIP+4 ▶ <u>98117-2654</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here. ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ <u>15</u>			
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? 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 ▶	16	Yes	No ✓

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? . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	
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	✓
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 22 of the instructions.)	2b	✓
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.</i>)	3b	✓
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	✓
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	✓

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)? Organizations relying on a current notice regarding disaster assistance check here **5b**

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? Yes No
If "Yes" to 6b, file Form 8870. **6b**

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? Yes No **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 ATTACHED SCHEDULE				

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
NONE				

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

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
Morgan Stanley Smith Barney	Investment Management	4,604
.....		
.....		
.....		
.....		
.....		
Total number of others receiving over \$50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc

Expenses

1 Seventeen (17) individual scholarships awarded of \$1500 each to college/university students (SEE ATTACHED SCHEDULE)	25,500
2 Costs of convening scholarship awards ceremony (SEE ATTACHED SCHEDULE)	1,500
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		
Total. Add lines 1 through 3 ▶		0

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	722,220
b	Average of monthly cash balances	1b	5,209
c	Fair market value of all other assets (see page 25 of the instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	727,429
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	727,429
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	10,911
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	716,518
6	Minimum investment return. Enter 5% of line 5	6	35,826

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	35,826
2a	Tax on investment income for 2010 from Part VI, line 5	2a	0
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	0
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	35,826
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	35,826
6	Deduction from distributable amount (see page 25 of the instructions)	6	0
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	35,826

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	35,404
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	35,404
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	35,404

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				35,826
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only			0	
b Total for prior years: 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2010:				
a From 2005	0			
b From 2006	0			
c From 2007	0			
d From 2008	0			
e From 2009	0			
f Total of lines 3a through e	0			
4 Qualifying distributions for 2010 from Part XII, line 4. ▶ \$ _____				
a Applied to 2009, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)	0			
d Applied to 2010 distributable amount				0
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0		
d Subtract line 6c from line 6b. Taxable amount—see page 27 of the instructions		0		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0
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)	0			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	0			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9:				
a Excess from 2006	0			
b Excess from 2007	0			
c Excess from 2008	0			
d Excess from 2009	0			
e Excess from 2010	0			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1 a 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	Prior 3 years			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	N/A				N/A
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:
 Rotalia Foundation, c/o Mart Kask, 8 Lindley Road, Mercer Island, WA 98040 206-275-0140

b The form in which applications should be submitted and information and materials they should include:
 Letter of request with explanation of planned use of funds

c Any submission deadlines:
 None

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

Awards are limited to the advancement of Estonian culture and education

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
<p><i>a Paid during the year</i> SEE ATTACHED</p>				
<p>Total ▶ 3a</p>				<p>25,500</p>
<p><i>b Approved for future payment</i> NONE</p>				
<p>Total ▶ 3b</p>				<p>0</p>

Rotalia Foundation
9133 View Ave. NW
Seattle, WA 98117-2654

91-1409344
Form 990-PF
Year Ending December 31, 2010

Part I: Line 1; Schedule of Contributions, Gifts, Grants, Etc.

Contributions received (see separate schedule) \$ 1,024,924

TOTAL \$ 1,024,924

Rotalia Foundation
9133 View Ave. NW
Seattle, WA 98117-2654

91-1409344
Form 990-PF
Year Ending December 31, 2010

Part I: Line 18; Schedule of Taxes Paid

Taxes paid on Form 990-PF for 2009	\$	31
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Rotalia Foundation
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Part I: Line 16a; Schedule of Legal Fees

Legal fees paid to law firm to pursue bequest from a deceased donor's estate	\$	3,705
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TOTAL	\$	3,705
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Rotalia Foundation
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Part I: Line 16c; Schedule of Other Professional Fees

Investment management fees paid to Morgan Stanley Smith Barney	\$	4,604
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TOTAL	\$	4,604
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Part I: Line 23; Schedule of Other Expenses

Expenses related to Covering Scholarship Awards Ceremony (includes hall rental, food, printing of programs)	\$	1,500
Shipping/Freight Charges for mailings	\$	29
State of Washington Annual Charitable Trust Fee	\$	25
State of Washington Annual Report Filing Fee	\$	<u>10</u>
TOTAL	\$	1,564

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Seattle, WA 98117-2654

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Part II: Line 13; Schedule of Investments Held at December 31, 2010

Name of Investment	Type of Investment	Original Cost	Market Value
Davis Real Estate Fund A	Mutual Fund		
RS Partners Fund A	Mutual Fund	\$ 69,354	\$ 86,078
Blackrock Interim Bond Fund	Mutual Fund	\$ 20,798	\$ 21,067
Lazard Emerging Markets Fund	Mutual Fund	\$ 9,137	\$ 8,921
Perkins Mid Cap Value Fund	Mutual Fund	\$ 22,230	\$ 23,104
Allianz NFJ Dividend Value Fund	Mutual Fund	\$ 83,644	\$ 85,355
American Growth Fund of America	Mutual Fund	\$ 55,155	\$ 60,950
MFS Investors Trust Fund	Mutual Fund	\$ 56,087	\$ 60,946
MFS Total Return Fund	Mutual Fund	\$ 167,612	\$ 181,504
Virtus Multi-Sector Short Term Bond Fund	Mutual Fund	\$ 59,431	\$ 60,068
American EuroPacific Growth Fund	Mutual Fund	\$ 84,280	\$ 91,321
Blackrock Inflation Protected Bond Fund	Mutual Fund	\$ 50,076	\$ 47,616
ING Global Real Estate Fund	Mutual Fund	\$ 45,459	\$ 48,239
Templeton Global Bond Fund	Mutual Fund	\$ 108,857	\$ 108,678
Thornburg International Value Fund	Mutual Fund	\$ 89,473	\$ 91,206
Blackrock Bond Fund	Mutual Fund	\$ 101,270	\$ 98,381
Invesco Developing Markets Fund	Mutual Fund	\$ 37,372	\$ 40,340
Janus Perkins Mid Cap Value Fund	Mutual Fund	\$ 89,413	\$ 100,071
		\$ 1,149,648	\$ 1,213,845

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Part VII-A: Line 10; Schedule of Contributors

Name & Address	Contribution Amount
Paul A. Raidna 9133 View Ave. NW Seattle, WA 98117	\$ 3,000
Estate of Anne J. Smith c/o Raimondo Pettit Group, CPA's 21515 Hawthorne Blvd., Suite 1250 Torrance, CA 90503	\$ 1,018,924
Mart Kask 8 Lindley Road Mercer Island, WA 98040	\$ 3,000
TOTAL	\$ 1,024,924

Rotalia Foundation
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 Seattle, WA 98117-2654

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Part VIII: Line 1; Information about Officers, Trustees, Foundation Managers

Name & Address	Title & Average Hours per Week	Compensation	Contributions to Benefit Plans	Expense Account
Mart Kask 8 Lindley Road Mercer Island, WA 98040	Chairman 1 hour per week	\$ -	\$ -	\$ -
Uve Kapsi 11045 Alton Ave. NE Seattle, WA 98125	Vice Chairman 1 hour per week	\$ -	\$ -	\$ -
Paul Raidna 9133 View Ave. NW Seattle, WA 98117	Treasurer 1 hour per week	\$ -	\$ -	\$ -
Aavo Kalviste 19104 - 95th Ave. SE Snohomish, WA 98296	Board Member 1 hour per week	\$ -	\$ -	\$ -
Rein Grabbi Louka 13 Tallinn, Estonia 13521	Board Member 1 hour per week	\$ -	\$ -	\$ -
Bruno Laan 433 S. Mansfield Ave. Los Angeles, CA 90036	Board Member 1 hour per week	\$ -	\$ -	\$ -
Vaho Rebasoo 2020 E. Galer Street Seattle, WA 98112	Board Member 1 hour per week	\$ -	\$ -	\$ -
Thomas Tuling 410 W. Roy Street, #405E Seattle, WA 98119	Board Member 1 hour per week	\$ -	\$ -	\$ -
Veljo Areng 10821 Amherst Ave., Suite E Wheaton, MD 20902	Board Member 1 hour per week	\$ -	\$ -	\$ -

* All Officers and Board Members are unpaid volunteers

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Seattle, WA 98117-2654

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Part XV: Line 3; Grants and Contributions Paid During the Year

Recipient Name	Recipient Address	Recipient Relationship	Foundation Status of Rec'pt	Purpose of Grant or Contribution	Amount
Diana Leesalu	Estonia	None	N/A	Educational Scholarship	\$ 1,500
Olga Mazina	Estonia	None	N/A	Educational Scholarship	\$ 1,500
Alice Oolo	Estonia	None	N/A	Educational Scholarship	\$ 1,500
Anni Peedisson	Estonia	None	N/A	Educational Scholarship	\$ 1,500
Peeter Peil	Estonia	None	N/A	Educational Scholarship	\$ 1,500
Mariius Perend	Estonia	None	N/A	Educational Scholarship	\$ 1,500
Anastassia Popova	Estonia	None	N/A	Educational Scholarship	\$ 1,500
Linda Vaher	Estonia	None	N/A	Educational Scholarship	\$ 1,500
Margit Turro	Estonia	None	N/A	Educational Scholarship	\$ 1,500
Rebeka Gabor	Estonia	None	N/A	Educational Scholarship	\$ 1,500
Katrin Kukk	Estonia	None	N/A	Educational Scholarship	\$ 1,500
Laur Kiik	Estonia	None	N/A	Educational Scholarship	\$ 1,500
Maarja Sooman	Estonia	None	N/A	Educational Scholarship	\$ 1,500
Ott Kekisev	Estonia	None	N/A	Educational Scholarship	\$ 1,500
Eno-Martin Lotman	Estonia	None	N/A	Educational Scholarship	\$ 1,500
Martin Kaarid	Estonia	None	N/A	Educational Scholarship	\$ 1,500
Silver Sisask	Estonia	None	N/A	Educational Scholarship	\$ 1,500
				TOTAL	\$ 25,500