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Form 990-PF

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 2011 Depairment of the Treasury Internal Revenue Service and ending For calendar year 2011 or tax year beginning A Employer identification number Name of foundation 23-7011541 THE ROE FOUNDATION Number and street (or P O box number if mail is not delivered to street address) Room/suite B Telephone number 1735 (864) 242-5007 301 N. MAIN STREET City or town, state, and ZIP code C If exemption application is pending, check here 29601 GREENVILLE, SC G Check all that apply Initial return Initial return of a former public charity D 1. Foreign organizations, check here Final return Amended return Foreign organizations meeting the 85% test, check here and attach computation Address change Name change X Section 501(c)(3) exempt private foundation H Check type of organization E If private foundation status was terminated Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation under section 507(b)(1)(A), check here I Fair market value of all assets at end of year | J | Accounting method X Cash Accrual If the foundation is in a 60-month termination Other (specify) under section 507(b)(1)(B), check here (from Part II, col (c), line 16) 29,545,157. (Part I, column (d) must be on cash basis.) ▶\$ Part | Analysis of Revenue and Expenses (d) Disbursements for charitable purposes (cash basis only) (b) Net investment (a) Revenue and (c) Adjusted net (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a)) income expenses per books income N/A Contributions, gifts, grants, etc., received Check X if the foundation is not required to attach Sch B Interest on savings and temporary cash investments STATEMENT 2,098. 2,098 STATEMENT 555,730. 555,730 Dividends and interest from securities 5a Gross rents Net rental income or (loss) 1,042,045 62 Net gain or (loss) from sale of assets not on line 10 b Gross sales price for all assets on line 6a 11,076,443. 1,042,045 7 Capital gain net income (from Part IV, fine 2) 35 8 Net short-term capital gain 5015 O C خلد Income modifications 10a Gross sales less returns and allowances b Less Cost of goods sold c Gross profit or (loss) 11 Other income 599,873. 1,599,873. 12 Total, Add lines 1 through 11 3,000. 2,400. 600. 13 Compensation of officers, directors, trustees, etc. 37,979. 47,474. 9,495. 14 Other employee salaries and wages 15 Pension plans, employee benefits 16a Legal fees 2,000. 400. 1,600. STMT 3 **b** Accounting fees 105,732. 105,732. STMT 4 c Other professional fees 17 Interest 798. 2,974. 30,948 STMT 5 18 Taxes 1,008. 1,008. 19 Depreciation and depletion 15,570. 19,462. 3,892. 20 Occupancy 679. 1,645. 2,324. 21 Travel, conferences, and meetings 22 Printing and publications 9,720. 12,443. 2,723. STMT 6 Operating 23 Other expenses 24 Total operating and administrative 224,391. 125,327 71,888. expenses. Add lines 13 through 23

1,545,500.

1,769,891

<170,018.

125,327

1,474,546

N/A

c Adjusted net income (if negative, enter -0-) LHA For Paperwork Reduction Act Notice, see instructions.

2 Excess of revenue over expenses and disbursements

b Net Investment income (if negative, enter -0-)

25 Contributions, gifts, grants paid 26 Total expenses and disbursements.

Add lines 24 and 25 27 Subtract line 26 from line 12

orm 990-PF (2011)

,545,500.

1,617,388.

Inventories for sale or use

Prepaid expenses and deferred charges

23 Total liabilities (add lines 17 through 22)

Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.

31 Total liabilities and net assets/fund balances

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Form 990-PF (2011) THE ROE FOUNDATION		23-	7011541 Page
Attached ophodules and amounts in the description	Beginning of year	End of	year
Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only	(a) Book Value	(b) Book Value	(c) Fair Market Value
1 Cash - non-interest-bearing	15,776.	22,401.	22,401.
2 Savings and temporary cash investments	1,503,655.	58,742.	58,742.
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			
7 Other notes and loans receivable			
Less allowance for doubtful accounts			

	10a	Investments - U.S. and state government obligations				
		· ·	STMT 7	27,790,184.	29,059,462.	29,462,787.
	C	Investments - corporate bonds	[
	11	Investments - land, buildings, and equipment basis				
		Less accumulated depreciation				
	12	Investments - mortgage loans				
	13	Investments - other				
	14	Land, buildings, and equipment basis	38,174. 36,947.	2,235.	1,227.	1,227.
	15	· · · · · · · · · · · · · · · · · · ·	MENT 8	0.	0.	0.
	16	Total assets (to be completed by all filers)		29,311,850.	29,141,832.	29,545,157.
	17	Accounts payable and accrued expenses				
	18	Grants payable	Ļ			
?	19	Deferred revenue	Ļ			
	20	Loans from officers, directors, trustees, and other disqualified per	sons			
	21	Mortgages and other notes payable	Ļ			
1	22	Other liabilities (describe)			
			i			

Net Assets or Fund Balances 24 Unrestricted 25 Temporarily restricted 26 Permanently restricted \triangleright X Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. 27 Capital stock, trust principal, or current funds 28 Paid-in or capital surplus, or land, bldg, and equipment fund 29 Retained earnings, accumulated income, endowment, or other funds 30 Total net assets or fund balances

0.	0.
29,311,850.	29,141,832.
29,311,850.	29,141,832.
20 211 050	20 141 922

0.

Part III Analysis of Changes in Net Assets or Fund Balances

_			
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	29,141,832.
5	Decreases not included in line 2 (itemize)	5	0.
4	Add lines 1, 2, and 3	4	29,141,832.
3	Other increases not included in line 2 (itemize)	3	0.
2	Enter amount from Part I, line 27a	2	<170,018.
	(must agree with end-of-year figure reported on prior year's return)	1	29,311,850.
1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30		

			UNDATION					<u>-</u>	2	<u>3-701</u>	1541	Page 3
	Part IV Capital Gains			-	Income	765	Have a	aurad I				
			of property sold (e g mmon stock, 200 shs			(U) D	- Purc - Don	nase i	(c) Date ((mo , d	acquired ay, yr)		ite sold day, yr.)
<u>1a</u>												
b	SEE ATTACHED	STATE	IENT									
C		<u>.</u>				_						
_d												
8											L	
	(e) Gross sales price		ciation allowed allowable)		st or other basis expense of sale					ain or (loss s (f) minus		
<u> a </u>					_							
b												
C												
d												
<u>e</u>	11,076,443.			1	0,034,39	8.					1,042	,045.
	Complete only for assets showing	ng gain in colur	nn (h) and owned by t	he foundation	on 12/31/69					of (h) gain		
	(I) F M V as of 12/31/69		justed basis f 12/31/69		cess of col (i) col (j), if any			col		ot less tha (from col. (
a		<u> </u>										
b												
C		<u> </u>										
d					·							
_e											<u>1,042</u>	,045.
			∫ If gain, also enter	in Part I. line	7	٦						
	Capital gain net income or (net ca	•	f (loss), enter -0-	in Part I, line	7	•	2			 -	1,042	,045.
3	Net short-term capital gain or (los If gain, also enter in Part I, line 8,	•	1 sections 1222(5) an	a (b)		٦						
	If (loss), enter -0- in Part I, line 8	column (c)				•	3			N/A		
P	art V Qualification U	nder Sect	ion 4940(e) for	Reduced	Tax on Net	Inv	estn	nent Inc	ome			
	or optional use by domestic private											
,, -	optional des e, democre produc						,					
If s	section 4940(d)(2) applies, leave th	his part blank										
W:	as the foundation liable for the sect	tion 4942 tay o	n the distributable am	ount of any ve	ear in the base ner	nd?					Yes	X No
	Yes," the foundation does not qual				-							
	Enter the appropriate amount in 6					s			-			
	(a)		(b)			(c)					(d)	
	Base periód years Calendar year (or tax year beginnii	na (n) A	djusted qualifying dist	ributions	Net value of no			use assets	1 .	Distrit (col. (b) dix	oùtion ratio vided by col	(c))
	2010	''g ''')		7,682.				6,844		(00. (0) 0.0		50740
_	2009			2,222.				7,020				64146
_				6,409.				8,966				56363
_	2008			4,617.				4,282				43221
	2007			2,801.				9,700				47697
_	2006		1,73	2,001.		30	, 32	9,100	+			4/05/
_	T										2	62167
	Total of line 1, column (d)	_				_			2		• 4	02107
	Average distribution ratio for the 5	-		n line 2 by 5,	or by the number	of ye	ars] _]		0	E 2 4 2 2
	the foundation has been in exister	nce if less than	5 years						3		.0	<u>52433</u>
										_		
4	Enter the net value of nonchantab	ole-use assets f	or 2011 from Part X, I	ine 5					4	3	0,326	<u>,562.</u>
									1 1			
5	Multiply line 4 by line 3				•				5	_	1,590	<u>,113.</u>
	•											
6	Enter 1% of net investment incom	ne (1% of Part	l, line 27b)						6	_	14	,745.
		,										
7	Add lines 5 and 6								7		1,604	,858.
•	- regimes states				•				·			• •
8	Enter qualifying distributions from	n Part XII, line 4	ļ						8		1,617	,388.
	If line 8 is equal to or greater than See the Part VI instructions	line 7, check t	he box in Part VI, line	1b, and comp	lete that part using	g a 1'	% tax ı	rate				

	00 7011	- 4 -		
_	990-PF(2011) THE ROE FOUNDATION 23-7011			age 4
	rt VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see	115tru	Clioi	13)
٦a	Exempt operating foundations described in section 4940(d)(2), check here and enter "N/A" on line 1			
	Date of ruling or determination letter	1 (4,7	45.
D	Defined to the desired that the content to to(a) requirements with a few sections of the content to to(a) requirements with a few sections with a few section with a few sections with a few sections with a few sections with a few s		2 / /	1.
	of Part I, line 27b			
	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			Ω
	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) Add lines 1 and 2	1,	4,7	45.
-	7.00 11100 7 0110 2		1 / /	0.
	Subtitle A (mounts) tax (duniestic section 4547(a)(1) trasts and taxable residence strill, extension strill.		4,7	45
	Tax bases on introduction of the control of the con		2 / /	
	Credits/Payments 2011 estimated tax payments and 2010 overpayment credited to 2011 6a 14,000.			
	Exempt foreign organizations - tax withheld at source			
	Tax paid with application for extension of time to file (Form 8868)			
	Backup withholding erroneously withheld	1	4,0	nη
	Total credits and payments Add lines 6a through 6d		1,0	9.
	Enter any penalty for underpayment of estimated tax. Check here X if Form 2220 is attached		7	54.
	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount ower Overnayment, If line 7 is more than the total of lines 5 and 8, enter the amount overnald.			74.
	Overpayment. It made it to their district and of their district an			
	Enter the amount of the co-of-change to be the annual to the co-of-change tax			
	ert VII-A Statements Regarding Activities	71	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	1a		X
	any political campaign?	1b		
þ	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	15		
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or		1	
	distributed by the foundation in connection with the activities.	10	İ	Х
	Did the foundation file Form 1120-POL for this year?	-"-		
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$\Bigsir \text{\$\text{\$\text{\$\text{\$}}\$} \text{\$\text{\$\text{\$\text{\$}}\$} \text{\$\text{\$\text{\$\text{\$}}\$} \text{\$\text{\$\text{\$\text{\$\text{\$\text{\$\text{\$}}\$}} \text{\$\text{\$\text{\$\text{\$\text{\$}}\$}} \text{\$\text{\$\text{\$\text{\$\text{\$}\$}}\$} \$\text{\$\tex			
	(1) On the reduction of the second of the se			
е	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation			
_	managers > \$	2	1	X
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.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or	3	1	Х
_	bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	4a		X
	Did the foundation have unrelated business gross income of \$1,000 or more during the year? N/A	4b		
	The 100, had to mode a tax folding on the time year.	5		X
อ	Was there a liquidation, termination, dissolution, or substantial contraction during the year?			
	If "Yes," attach the statement required by General Instruction T. Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either			
D				
	 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 			
		6	X	
_	remain in the governing instrument?	7	X	
′	Did the foundation have at least \$5,000 in assets at any time during the year?	\ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \		
0-	If "Yes," complete Part II, col. (c), and Part XV. Enter the states to which the foundation reports or with which it is registered (see instructions)			
øa	SC			
	of the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate)			
O	of each state as required by General Instruction G? If "No," attach explanation SEE STATEMENT 9	8b		X
0	for additional within the annual of analysis 40.40(1)(5) for colondar			
9	year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		Х
40	year 2011 or the taxable year beginning in 2011 (see instructions for Fait XIV).	10		X

Part VII-A Statements Regarding Activities (continued)	orn	1990-PF(2011) THE ROE FOUNDATION 2.3	3-70115	41		Page 5
section \$12(0)(13) if 1"ex; attach schedule (see instructions) 2 dot the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? 3 If 1"ex; attach statement (see instructions) 3 od the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address > N/A 1 The books are in care of > SHTRLEY W. ROE 1 Telephone no > (864) 242-5007 2 Telephone no > (864) 242-5007 2 Telephone no > (864) 242-5007 2 Telephone no > (864) 242-5007 3 Section 497(a)(1) nonexempt charactele trusts lifting Form \$90, Fin lieu of Form 1941-Check here and relate the amount of transversing interest received or accrued during the year and relate the amount of transversing interest received or accrued during the year and relate the amount of transversing interest received or accrued during the year. 5 At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bink, securities, or other immortal account or processors and filling requirements for Form 10 F 90-22 i If "Yes, enter the name of the foreign scenarior." 5 Set the instructions for exceptions and filling requirements for Form 10 F 90-22 i If "Yes, enter the name of the foreign scenarior." 5 Set Telephone in a feet set instruction for exception and filling requirements for Form 10 F 90-22 i If "Yes, enter the name of the foreign scenarior." 5 Set Telephone in a feet set instruction for exchange, or exception and policies for Which Form 4720 May Be Required. 5 N/A 5 No. 12 During the year did the foundation (either directly or indirectly) 6 Statement set of the foundation (either directly or indirectly) 7 Set Telephone in Set	Pa	art VII-A Statements Regarding Activities (continued)				
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes, attach statement (see instructions) 13 X 15 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N N/A Website address N/A The books are note of SHIRLEY W. ROE Talephone no (864) 242–5007 If the books are note of SHIRLEY W. ROE Talephone no (864) 242–5007 Section 4947(9(1)) nonexemptic handbe trusts filing production and the section of the se	11	'At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of			l	
If Yes, ** Attach statement (see instructions) 13 D dut feroundation comply with the public inspection requirements for its annual returns and exemption application? Website address > N/A 15 Net books are in care of P SHIRLEY W. ROE Telephone no P (864) 242-5007 15 Section 4947(a)(1) nonexempt charitable trusts filing from 990-PF in lieu of Form 1941 - Check here and eater the amount of fize-xemption decreased during the year and eater the amount of fize-xemption are carcied during the year and eater the amount of fize-xemption are carcied during the year and eater the amount of fize-xemption in a foreign country? 16 At any time during calendar year 2011, 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? 18 The instructions for exceptions and filing requirements for Form 10 F 90-22 1 if Yes, enter the name of the foreign country. 19 Form 4720 if any item is checked in the Yes' column, unless an exception applies. 19 Form 4720 if any item is checked in the Yes' column, unless an exception applies. 19 Form 4720 if any item is checked in the Yes' column, unless an exception applies. 19 Form 4720 if any item is checked in the Yes' column, unless an exception applies. 19 Form 4720 if any item is checked in the Yes' column, unless an exception applies. 19 Form 4720 if any item is checked in the Yes' column, unless an exception applies. 19 Form 4720 if any item is checked in the Yes' column, unless an exception applies. 19 Form 4720 if any item is checked in the Yes' column, unless an exception applies. 19 Form 4720 if any item is checked in the Yes' column, unless an exception applies. 19 Form 4720 if any item is checked in the Yes' column, unless an exception applies. 19 Form 4720 if any item is checked in the Yes' column, unless an exception applies. 19 Form 4720 if any item is checked in the Yes' column, unless an exception applies. 19 Form 4720 if any item is checked in the Yes' column, unless an e) -	11		<u>X</u>
13 X	12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privil				1,
Website address ▶ N/A 1 The books are in care of ▶ SHIRLEY W. ROE 1 Telephone so ▶ (864) 242-5007 1 The books are in care of ▶ SHIRLEY W. ROE 1 Telephone so ▶ (864) 242-5007 1 Section 4937(a)(1) noneampt charactellate trusts filling form 930-PF in lieu of Form 1941 - Check here and eater the amount of tax-exempts interest received or accrued during the year 1 At any time during calendar year 2011, dot the foundation have an interest in or a signature or other authority over a bank, societies, or other financial account in a foreign country? 1 See the instructions for exceptions and filling requirements for Form 10 F 90-22 1 If "Yes," enter the name of the foreign country 1 Form 4720 if any time is checked in the "Yes" column, unless an exception applies. 1 Juming they are did the foundation (fether directly or indirectly) (1) Engage in the sale or exchange, or lessing of property with a disqualified person? (2) Services and differed from the or indirectly in the sale of exchange, or lessing of property with a disqualified person? (3) Furnish goods, services, or facilities to or accept them from) a disqualified person? (4) Pay compensation to, or pay or remburse the expenses of, a disqualified person? (5) Transfer any income or assets to a disqualified person? (6) Agree to pay money or property to a government efficient? (Exception. Check No* if the foundation angoate in make a grant to or to amploy the efficial for a period after termination of government service, if terminating within 90 days.) 1 I any answer is "xe's to 14(1)-6(6) did any of the east fail to qualify under the exceptions described in Regulations section 53 4941(0)-3 or in a current notice regarding disaster assistance check here. 1 Did the foundation engage in a prior year in any of the acts described in 1a, other than exceptions described in Regulations section 4942(1)(3) or in a current notice regarding disaster assistance check harding in the provisions of section 4942(1) and the secondary of the acts described in 1a, othe		, , , , , , , , , , , , , , , , , , , ,	F		v	<u>X</u>
14. The books are in care of ▶ SHIRLEY W. ROE Located at ▶ 30.1 N. MAIN ST., STE. 1735, GREENVILLE, SC 21P+4 ▶ 29601 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 and enter the amount of tax-exempt interest received or accrued during the year At Any time during calendary year 2011, did the foundation have an interest nor a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form 10 F 90-22 1 If "Yes," enter the name of the foreign country. Pert 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. 13 During the year did the foundation (either directly or indirectly) 13 Digrow money from, lind money to, or otherwise extend credit to (or accept it from) ad singulated person? (2) Borrow money from, lind money to, or otherwise extend credit to (or accept it from) ad singulated person? (3) Framish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or remburse the expenses of a disqualified person? (5) Transfer any income or assets to a dequalified person (or make any of either available for the benefit or use of a disqualified person)? (6) Agree to eya money or proprepty to a government officiar? (Exception. Check No* of the foundation engage in a pinor year in any of the acts faul to qualify under the exceptions described in Regulations section 53 4941(o)-3 or in a current notice regarding disaster assistance check here 2 Did the foundation engage in a pinor year in any of the acts faul to qualify under the exceptions described in Regulations section 53 4941(o)-3 or in a current notice regarding disaster assistance check here 2 Did the foundation engage in a pinor year in any of th	13		L	13	X	
Located at > 301 N. MAIN ST., STE. 1735, GREENVILLE, SC 15 Section 4947(a)(1) onexempt charactable trusts fling Form 990-Fir in law of Form 1041 - Check here and enter the amount of tax-exempt unlers the received or accrued during the year and enter the amount of tax-exempt unlers the received or accrued during the year 15 N/A 16 N/A 16 N/A 16 N/A 16 N/A 16 N/A 17 N/A 17 N/A 17 N/A 18			1061) 3	112	500	7
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in liau of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year A flay the modure calendar year 2011, 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 the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country See 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. 13 During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a dequalified person? (2) Borrow money from, land money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (in the foundation agreed to make a girant to or the engloy the efficial for a period after termination of powerment service, if terminating within 90 days) b) If any answer is "Yes" to 1a(1)-(6), did any of the acts dist to qualify under the exceptions described in Regulations section 34941(n)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance (see instructions)? It was a first day of the tax year beginning in 2011? If "Yes," list the year > A the e	14				-50	0 /
and enter the amount of tax-exempt interest received or accrued during the year 1		2000000 00	P+4 P 230	<u>, </u>		$\overline{\Box}$
No No No No No No No No	15		e	N	/ A	
securities, or other financial account in a foreign country? See 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. 1 During the year old the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (5) Transfer any income or assels to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? (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.) 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(a)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance (see instructions)? Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(i)(3) or 4942(i)(5) a At the end offix year 2011; did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes, list the years be a for which the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax ye			3			No
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4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 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 2011? 4b X			NT / N	2.		
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 2011? 4b X			N/A			Y
had not been removed from jeopardy before the first day of the tax year beginning in 2011?			,, -	44		
had not been temoved from jeopardy belore the that day or the tax year beginning in Ear.			at	an I	İ	X
		nau not been removed from jeopardy before the first day of the tax year beginning in 2011?	Form	_	-PF (

Form 990-PF (2011) THE ROE FOUNDATION			23-7011	541	Page 6
Part VII+B Statements Regarding Activities for Which F	orm 4720 May Be F	Required (continu	ued)		
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))? .	Ye	s X No		
(2) Influence the outcome of any specific public election (see section 4955), or		ectly,			
any voter registration drive?			s X No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	,	Ye	s X No		
(4) Provide a grant to an organization other than a charitable, etc., organization	n described in section				
509(a)(1), (2), or (3), or section 4940(d)(2)?		Ye	s X No		
(5) Provide for any purpose other than religious, charitable, scientific, literary,	or educational purposes, or f	or	_		
the prevention of cruelty to children or animals?		Ye	s X No		
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify und	er the exceptions described i	n Regulations			
section 53.4945 or in a current notice regarding disaster assistance (see instruc	ctions)?		N/A	5b	
Organizations relying on a current notice regarding disaster assistance check he	ere				
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption fr	om the tax because it maintai	ined			
expenditure responsibility for the grant?	N	[/A	s No		
If "Yes," attach the statement required by Regulations section 53.4945	5-5 <i>(d</i>).				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to p	pay premiums on				
a personal benefit contract?		Ye	s X No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a p	ersonal benefit contract?			6b	X
If "Yes" to 6b, file Form 8870					
7a At any time during the tax year, was the foundation a party to a prohibited tax s	helter transaction?	Ye	s X No		
b if "Yes," did the foundation receive any proceeds or have any net income attribu	table to the transaction?		N/A	7b	
Part VIII Information About Officers, Directors, Trusto Paid Employees, and Contractors		nagers, Highly	/ 		
1 List all officers, directors, trustees, foundation managers and their		L(-) Componentian	(d) Cookibutooo	<u>. </u>	(.) Function
(a) Name and address	(b) Title, and average hours per week devoted	(c) Compensation (If not paid,	(d) Contributions employee benefit pla and deferred	ins a	(e) Expense ccount, other
(a) Name and address	to position	`enter'-0-)	compensation	_	allowances
		3,000.	,).	0.
SEE STATEMENT 10		3,000.		' • -	
		-		_	
				ŀ	
2 Compensation of five highest-paid employees (other than those inc	luded on line 1). 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 employee benefit plant and deferred compensation		(e) Expense account, other allowances
NONE					
110212					
			L		
				\perp	
Total number of other employees paid over \$50,000					0

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Part VIII Information About Officers, Directors, Trustees, Foun Paid Employees, and Contractors (continued)	dation Managers, Highly		
3 Five highest-paid independent contractors for professional services. If none, er	nter "NONE."		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensati	on
NONE			
			_
	<u> </u>		
			
	 		
Total number of others receiving over \$50,000 for professional services		D	0
Part IX-A Summary of Direct Charitable Activities			
List the foundation's four largest direct charitable activities during the tax year. Include relevant str number of organizations and other beneficiaries served, conferences convened, research papers p	atistical information such as the produced, etc	Expenses	
1N/A			_
	······································		
2			
3			
4			
			
			_
Part IX-B Summary of Program-Related Investments Describe the two largest program-related investments made by the foundation during the tax year	on lines 1 and 2	Amount	
1	on lines 1 and 2	Airiount	
' ————————————————————————————————————			
2			
All other program-related investments. See instructions			
3 NONE			
		1	

Total. Add lines 1 through 3

P	art X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations	ndation	s, see instructions.)
1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
а	Average monthly fair market value of securities	1a	30,414,664.
b	Average of monthly cash balances	1b	373,724.
C	Fair market value of all other assets	10	
đ	Total (add lines 1a, b, and c)	10	30,788,388.
8	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	30,788,388.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	461,826.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	30,326,562.
6	Minimum Investment return. Enter 5% of line 5	6	1,516,328.
P	art XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations are foreign organizations check here and do not complete this part)	id certaii	n
1	Minimum investment return from Part X, line 6	1	1,516,328.
2a	Tax on investment income for 2011 from Part VI, line 5		
b	Income tax for 2011 (This does not include the tax from Part VI)		
C	Add lines 2a and 2b	2c	14,745.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,501,583.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,501,583.
6	Deduction from distributable amount (see instructions)	6	0.
7_	Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,501,583.
P	art XII Qualifying Distributions (see instructions)	······	
1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		1 617 200
a	Expenses, contributions, gifts, etc total from Part I, column (d), line 26	1a	1,617,388.
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	<u> </u>
3	Amounts set aside for specific charitable projects that satisfy the		
а	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	1 61 5 0 6 6
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,617,388.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment		14 545
	income Enter 1% of Part I, line 27b	5	14,745.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	· · · · · · · · · · · · · · · · ·
	Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation of 4940(e) reduction of tax in those years	qualifies	for the section

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THE ROE FOUNDATION Part XIII Undistributed Income (see instructions)

				
	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI.				
line 7				1,501,583.
2 Undistributed income, If any, as of the end of 2011				
a Enter amount for 2010 only			1,129,283.	***************************************
b Total for prior years				
,,	·····	0.		····
3 Excess distributions carryover, if any, to 2011				
a From 2006				
- b From 2007				
c From 2008				
d From 2009				
e From 2010	0			
f Total of lines 3a through e	0.			·····
4 Qualifying distributions for 2011 from				
Part XII, line 4: ►\$ 1,617,388.			1,129,283.	
a Applied to 2010, but not more than line 2a			1,129,203.	
b Applied to undistributed income of prior		0.		
years (Election required - see instructions)				······································
c Treated as distributions out of corpus	0.			
(Election required - see instructions)		,	***************************************	488,105.
d Applied to 2011 distributable amount	0.			
e Remaining amount distributed out of corpus	0.		· · · · · · · · · · · · · · · · · · ·	0.
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	<u> </u>			
6 Enter the net total of each column as indicated below:				
2 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 instructions		0.		
e Undistributed income for 2010 Subtract line			_	
4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2011 Subtract				
lines 4d and 5 from line 1. This amount must				1 010 470
be distributed in 2012		- '		1,013,478.
7 Amounts treated as distributions out of				
corpus to satisfy requirements imposed by				
section 170(b)(1)(F) or 4942(g)(3)	0 <u>.</u>			
8 Excess distributions carryover from 2006	•			
not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012.	^			
Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				Form 000-DE (2011)

	FOUNDATION			23-70	11541 Page 10
Part XIV Private Operating F	oundations (see in	structions and Part VI	-A, question 9)	N/A	
1 a'if the foundation has received a ruling o	r determination letter that	t it is a private operating			
foundation, and the ruling is effective fo	r 2011, enter the date of t	the ruling			·
b Check box to indicate whether the found	ation is a private operatii	ng foundation described	n section	4942(j)(3) or 4	942(j)(5)
2 a Enter the lesser of the adjusted net	Tax year		Prior 3 years		_
income from Part I or the minimum	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
investment return from Part X for					
each year listed			ļ	<u></u>	
b 85% of line 2a					
 Qualifying distributions from Part XII, 					
line 4 for each year listed				ļ	
d Amounts included in line 2c not					
used directly for active conduct of					
exempt activities				ļ	<u> </u>
e Qualifying distributions made directly					
for active conduct of exempt activities				1	1
Subtract line 2d from line 2c 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(i)(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	<u> </u>	<u> </u>		<u> </u>	<u> </u>
Part XV Supplementary Info			if the foundatior	n had \$5,000 or m	ore in assets
at any time during t	he year-see instr	ructions.)			
Information Regarding Foundation List any managers of the foundation whyear (but only if they have contributed minimals) NONE	o have contributed more nore than \$5,000) (See s	ection 507(d)(2))		· -	
b List any managers of the foundation who other entity) of which the foundation has			or an equally large porti	on of the ownership of a p	eartnership or
NONE					
2 Information Regarding Contributi Check here ☐ if the foundation o the foundation makes gifts, grants, etc.	nly makes contributions (to preselected charitable	organizations and does i	not accept unsolicited requestions on the complete items 2a, b, c, and	
a The name, address, and telephone numi		· · · · · · · · · · · · · · · · · · ·			
SEE STATEMENT 11		oppnositions and all			
b The form in which applications should b	e submitted and informat	tion and materials they st	nould include		
t Any submission deadlines					
d Any restrictions or limitations on awards	s, such as by geographica	al areas, charitable fields,	kinds of institutions, or	other factors.	

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3 Grants and Contributions Paid During the		Parmant		
Recipient	If recipient is an individual,		Durnoes of great or	
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	or substantial contributor			
· ·				
SEE ATTACHED STATEMENT				
				1,545,500
			_	
		-		
Total			▶ 3a	1,545,500
b Approved for future payment		···		
NONE				
	}			
Total		l	▶ 3b	0

Excluded by section 512, 513, or 514

Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelate	ed business income		ded by section 512, 513, or 514	(8)
1 Program service revenue	(a) Business code	(b) Amount	Exclu- sion code	(d) Amount	Related or exempt function income
a	1				
b					
c	-				
d					
8					
1					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash					-
investments			14	2,098.	
4 Dividends and interest from securities			14	2,098. 555,730.	
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		<u> </u>			
property					
7 Other investment income					
8 Gain or (loss) from sales of assets other					
than inventory			18	1,042,045.	
Net income or (loss) from special events	}		1	1,012,013	
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
•					
d					
b			-		
<u> </u>					
d					
42 Cubbatal Add columns (b) (d) and (c)		0.		1,599,873.	0.
12 Subtotal Add columns (b), (d), and (e) 13 Total. Add line 12, columns (b), (d), and (e)	<u> </u>		<u></u>	13	4 - 4 4 4 - 4
(See worksheet in line 13 instructions to verify calculations)				13	2733370700
Part XVI-B Relationship of Activities to	- the Acc	amplichment of Ex	(amp	+ Durmana	·····
				<u> </u>	
Line No. Explain below how each activity for which inco			contrib	outed importantly to the accon	nplishment of
the foundation's exempt purposes (other than	by providing lu	nas for such purposes)			-
N/A				··	
					 -
	· 		_		
		· · · · · · · · · · · · · · · · · · ·			
					
				···	
		<u> </u>		·	
					
		<u></u>			
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Unrelated business income

Forn	1 990-F	PF. (201	1) THE R	OE FOUNDATIO	ON.	23-7	011541	P:	age 13
_	irt X\			egarding Transfer		nd Relationships With None			<u>.go 10</u>
1	Did th	e orgai			following with any other organization	n described in section 501(c) of		Yes	No
		-	•		ction 527, relating to political organ				-
а				ation to a noncharitable exi	· · · · · · · · · · · · · · · · · · ·		İ		
_	(1) 0						1a(1)	•	X
		ther as	sets	••		•	1a(2)		Х
b		transac				•	1.51.57		
Ī				ble exempt organization			16(1)		X
				ncharitable exempt organiz	 Pation	•	1b(2)	l	Х
			f facilities, equipment,	·			1b(3)		Х
			sement arrangements		•	•	1b(4)	<u> </u>	Х
			r loan guarantees				1b(5)		X
			•	mbership or fundraising so	dicitations	•	1b(6)		X
c				iling lists, other assets, or			10	<u> </u>	X
				=	· · · · · · · · · · · · · · · · · · ·	vays show the fair market value of the go		ete.	
(2)		ın (d) tl		other assets, or services re		e in any transaction or sharing arrangem			
(4)	ine no	(0)	Allouit illvolved		I/A	(d) Description of transfers, transactions	s, and sharing ar	rangeme	ภเร
					1/ A				
				<u> </u>			 		
									
						· · · · · · · · · · · · · · · · · · ·			
						-			
				<u> </u>		 			
									
						 			
		-	 			-			
				<u> </u>					
						 			
						 			
									
						 			
				·		- 			
	ın sec	tion 50	· · · · · · · · · · · · · · · · · · ·	r than section 501(c)(3)) o	to, one or more tax-exempt organiz r in section 527?	rations described	Yes	X	□ No
	11 163	, 00111	(a) Name of org		(b) Type of organization	(c) Description of rela	tionship		
			N/A		1-7-7	(2) = 3000, p.131, 0.1, 131,			
			21/ 42						
		-	·						
									

	3 00000.0	 			
 (a) Name o	of organization	(b) Type of organization	(c) D	escription of relationship	
N/	'A				
_		 			
 	· · · · · · · · · · · · · · · · · · ·				

Sign Here	Under penalties of penury, I declare that I have exam and belief, It is true, correct, and complete Daclaration of the conference of the c				May the IRS discuss this return with the preparer shown below (see instr)? X Yes No
	Durat Grand assessment assess	D	Data	Choole 1 of D	TIM

	Print/Type preparer's name	Preparer's signature	Date	Check if	PTIN
Paid	RACHEL B. GIBBONS	Rachel B. Dibbone	5-2-12	self- employed	P00875600
Preparer Use Only	Firm's name ► DIXON HUGHES	GOODMAN LLP		Firm's EIN ► 5	66-0747981
•	Firm's address POST OFFICE GREENVILLE,			Phone no 8	864-288-5544
	GREENVIEED/	<u> </u>		Tritolie ilo C	5 000 DE (0044

Form **2220**

Department of the Treasury

Internal Revenue Service

Underpayment of Estimated Tax by Corporations

See separate instructions.
 Attach to the corporation's tax return.

FORM 990-PF

OMB No 1545-0142

2011

Name

THE ROE FOUNDATION

Required Annual Payment

Employer identification number 23-7011541

Note: Generally, the corporation is not required to file Form 2220 (see Part II below for exceptions) because the IRS will figure any penalty owed and bill the corporation. However, the corporation may still use Form 2220 to figure the penalty. If so, enter the amount from page 2, line 38 on the estimated tax penalty line of the corporation's income tax return, but do not attach Form 2220.

1	Total tax (see instructions)				1	14,745.
2 a	Personal holding company tax (Schedule PH (Form 1120), lin	e 26)	included on line 1	2a		
	Look-back interest included on line 1 under section 460(b)(2)					
Ī	contracts or section 167(g) for depreciation under the income			2b		
C	Credit for federal tax paid on fuels (see instructions)			2c		
	Total. Add lines 2a through 2c				2d	
	Subtract line 2d from line 1. If the result is less than \$500, do	not c	omplete or file this form	The corporation		
	does not owe the penalty		•		3	14,745.
4	Enter the tax shown on the corporation's 2010 income tax ret	urn (s	ee instructions) Caution	: If the tax is zero		
	or the tax year was for less than 12 months, skip this line a				4	17,721.
	•					
5	Required annual payment. Enter the smaller of line 3 or line	4 If t	he corporation is required	i to skip line 4,		
	enter the amount from line 3				5	14,745.
F	Part II Reasons for Filing - Check the boxes belo	w tha	t apply If any boxes are	checked, the corporation r	nust file Form 2220	
	even if it does not owe a penalty (see instructions)					
6	The corporation is using the adjusted seasonal install	ment	method			
7	The corporation is using the annualized income instal	lment	method			
8	X The corporation is a "large corporation" figuring its firs	st requ	uired installment based of	n the prior year's tax		
F	art III Figuring the Underpayment					
			(a)	(b)	(c)	(d)
9	Installment due dates. Enter in columns (a) through (d) the 15th day of the 4th (Form 990-PF filers:					
	(d) the 15th day of the 4th (Form 990-PF filers:					
	Use 5th month), 6th, 9th, and 12th months of the corporation's tax year	9	05/15/11	06/15/11	09/15/11	12/15/11
0	Required installments. If the box on line 6 and/or line 7					
	above is checked, enter the amounts from Sch A, line 38 If					
	the box on line 8 (but not 6 or 7) is checked, see instructions					
	for the amounts to enter. If none of these boxes are checked,					
	enter 25% of line 5 above in each column	10	3,686.	3,687.	3,686	3,686.
1						
'	instructions) For column (a) only, enter the amount					
	from line 11 on line 15	11	4,440.	4,440.	4,440	. 680.
	Complete lines 12 through 18 of one column before	''				
	going to the next column.					
2	Enter amount, if any, from line 18 of the preceding column	12		754.	1,507	2,261.
	Add lines 11 and 12	13		5,194.	5,947	. 2,941.
		14		3/2324	3/32:	
	Add amounts on lines 16 and 17 of the preceding column	15	4,440.	5,194.	5,947	. 2,941.
15	Subtract line 14 from line 13 If zero or less, enter -0-	19	4/440.	3/134	3/31/	· · · · · · · · · · · · · · · · · · ·
b	If the amount on line 15 is zero, subtract line 13 from line			0.	0	
_	14 Otherwise, enter -0-	16				
17						
	subtract line 15 from line 10. Then go to line 12 of the next					745.
	column Otherwise, go to line 18	17				/43.
18	Overpayment. If line 10 is less than line 15, subtract line 10		751	1 507	2 261	
_	from line 15 Then go to line 12 of the next column	18	754.	1,507.	2,261	
	Go to Part IV on page 2 to figure the penalt	y. Do	not go to Part IV if there	are no entries on line 17	- no penaity is owed	·

JWA

Part IV	Figuring the Penalty	

			(a)	(b)	(c)			(d)
19	Enter the date of payment or the 15th day of the 3rd month after the close of the tax year, whichever is earlier (see instructions) (Form 990-PF and Form 990-T filers: Use 5th month instead of 3rd month)	19						
20	Number of days from due date of installment on line 9 to the	"						-
	date shown on line 19	20						
21	Number of days on line 20 after 4/15/2011 and before 7/1/2011	21						
22	Underpayment on line 17 x Number of days on line 21 x 4%	22	\$	\$	\$		\$	
23	Number of days on line 20 after 06/30/2011 and before 10/1/2011	23						
24	Underpayment on line 17 x Number of days on line 23 x 4%	24	\$	\$	\$		\$	
-25	Number of days on line 20 after 9/30/2011 and before 1/1/2012	25						
26	Underpayment on line 17 x Number of days on line 25 x 3% 365	26	\$	\$	\$		\$	
27	Number of days on line 20 after 12/31/2011 and before 4/1/2012	27	SEE	ATTACHED W	ORKSHEET			
28	Underpayment on line 17 x Number of days on line 27 x 3% 366	28	\$	\$	\$		\$	-
29	Number of days on line 20 after 3/31/2012 and before 7/1/2012	29						
30	Underpayment on line 17 x Number of days on line 29 x *%	30	\$	\$	\$		\$	
31	Number of days on line 20 after 6/30/2012 and before 10/01/2012	31						
32	Underpayment on line 17 x Number of days on line 31 x *% 366	32	\$	\$	\$		\$	
33	Number of days on line 20 after 9/30/2012 and before 1/1/2013	33						
34	Underpayment on line 17 x Number of days on line 33 x *% 366	34	\$	\$	\$		\$	
35	Number of days on line 20 after 12/31/2012 and before 2/16/2013	35						
36	Underpayment on line 17 x Number of days on line 35 x *% 365	36	\$	\$	\$		\$	
37	Add lines 22, 24, 26, 28, 30, 32, 34, and 36	37	\$	\$	\$		\$	
38	Penalty. Add columns (a) through (d) of line 37. Enter the to	tal h	ere and on Form 1120, lii	ne 33,		38	ę	9.

* Use the penalty interest rate for each calendar quarter, which the IRS will determine during the first month in the preceding quarter. These rates are published quarterly in an IRS News Release and in a revenue ruling in the Internal Revenue Bulletin. To obtain this information on the Internet, access the IRS website at www.irs.gov. You can also call 1-800-829-4933 to get interest rate information

Form 2220 (2011)

FORM 990-PF UNDERPAYMENT OF ESTIMATED TAX WORKSHEET

Name(s)				Identifying N	lumber
THE ROE FOUR	NDATION			23-70	11541
(A) *Date	(B) Amount	(C) Adjusted Balance Due	(D) Number Days Balance Due	(E) Daily Penalty Rate	(F) Penalty
		-0-			
05/15/11	3,686.	3,686.			
05/15/11	<4,440.>	<754.>			
06/07/11	<4,440.>	<5,194.>			
06/15/11	3,687.	<1,507.>			
09/13/11	<4,440.>	<5,947.>			
09/15/11	3,686.	<2,261.>			
12/15/11	3,686.	1,425.			
12/15/11	<680.>	745.	16	.000082192	1
12/31/11	0.	745.	136	.000081967	8
			· · · · · · · · · · · · · · · · · · ·		
			<u> </u>		
enalty Due (Sum of Colum					9

^{*} Date of estimated tax payment, withholding credit date or installment due date

CONTINUATION FOR 990-PF, PART IV 23-7011541 THE ROE FOUNDATION PAGE Part IV . Capital Gains and Losses for Tax on Investment Income (b) How acquired (c) Date acquired (d) Date sold (a) List and describe the kind(s) of property sold, e.g., real estate,

			P - Purchase	(mo, day, yr) (mo, day, yr)
		<u> </u>		VARIOUS VARIOUS
		· · · · · · · · · · · · · · · · · · ·		
	FP			
				
	MEC			
	MES			
		· · · · · · · · · · · · · · · · · · ·		
				
	D.T.I.T.D.T.I.D.G.		P	VARIOUS VARIOUS
CAPITAL GAINS	DIVIDENDS			<u> </u>
<u>m</u>				
n		·		
_0				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale		
a 330,000.		615,949.		<285,949.>
		80,000.		0.
0 000 000				252,855.
				26,838.
a 3,762,000.				127,847.
1 270,000				
1.829.279				
h 1.408.275				
180 000				
	-	135,101.		978
		-		
				
				147,380.
<u>n</u>				
	(b)	th - 40 40 /24 /50		
Complete only for assets snowli				
(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	but r	not less than "-0-")
<u>a</u>				< <u>285,949.</u> >
b			·	0.
<u>C</u>				
d				26,838.
				127,847.
<u>f</u>				50,027.
				263,521.
h				411,747.
				40,899.
1				978.
k				5,696.
				147,586.
<u> </u>	· · · · · · · · · · · · · · · · · · ·	<u> </u>		
The DOCE COX P WARIOUS WARIOUS		1,042,045.		
		nd (6)		
		}		NI / 70
it (loss), enter "-0-" in Part I, line 8	<u> </u>		3	IV/ A

FORM '990-PF INTEREST ON SAVI	INGS I	AND TEM	PORARY	CASH	INVESTMENTS	STATEMENT	1	
SOURCE						AMOUNT		
VARIOUS						2,0	98.	
TOTAL TO FORM 990-PF, PART I,	LINE	3, CO	LUMN A			2,0	98.	
FORM 990-PF DIVIDENT	OS ANI	INTER	EST FR	OM SEC	URITIES	STATEMENT	2	
SOURCE		GROSS	AMOUN		PITAL GAINS DIVIDENDS	COLUMN (A AMOUNT	.)	
VARIOUS		****	703,31	6.	147,586.	. 555,730.		
TOTAL TO FM 990-PF, PART I, I	LN 4		703,31	6.	147,586.	555,7	30.	
FORM 990-PF	AC	COUNTI	NG FEE	S		STATEMENT	3	
DESCRIPTION	EXPE	A) ENSES BOOKS	NET I	B) NVEST- INCOME				
ACCOUNTING FEES		2,000.		400	•	1,6	00.	
TO FORM 990-PF, PG 1, LN 16B		2,000.		400	•	1,6	00.	
FORM 990-PF C	THER	PROFES	SIONAL	FEES	=======================================	STATEMENT	4	
DESCRIPTION	EXPE	A) INSES BOOKS	NET I	B) NVEST- INCOME	(C) ADJUSTED NET INCOM			
INVESTMENT MANAGERS INVESTMENT COUNSELORS FIDUCIARY FEES	3	9,034. 32,207. 4,491.		59,034 32,207 14,491	•		0. 0. 0.	
TO FORM 990-PF, PG 1, LN 16C	10	5,732.	1	05,732	•		0.	

990-PF TAXES			STATEMENT 5
(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTEI NET INCOM	
3,718. 54.	744. 54.		2,974.
27,176.	0.	· 	0.
30,948.	798.		
OTHER E	XPENSES		STATEMENT 6
(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTEI NET INCOM	
2,474. 5,307. 801. 3,567. 294.	495. 1,061. 160. 713. 294.		1,979. 4,246. 641. 2,854.
12,443.	2,723.		9,720.
CORPORAT	E STOCK		STATEMENT 7
	во	OK VALUE	FAIR MARKET VALUE
		1,747,267. 1,025,470. 1,999,402. 1,166,306. 1,601,781. 1,231,626. 1,554,086. 914,202. 1,581,711.	7,677,565. 2,272,140. 1,212,896. 1,491,761. 1,446,220. 1,471,750. 1,426,844. 1,453,332. 789,563. 1,598,045. 5,189,509. 731,328. 2,701,834.
	(A) EXPENSES PER BOOKS 3,718. 54. 27,176. 30,948. OTHER E (A) EXPENSES PER BOOKS 2,474. 5,307. 801. 3,567. 294. 12,443.	(A) (B) NET INVEST- PER BOOKS MENT INCOME 3,718. 744. 54. 27,176. 0. 30,948. 798. OTHER EXPENSES (A) (B) NET INVEST- PER BOOKS MENT INCOME 2,474. 495. 1,061. 801. 160. 3,567. 713. 294. 294. 294. 12,443. 2,723. CORPORATE STOCK BO	(A) (B) (C) EXPENSES NET INVEST- PER BOOKS MENT INCOME NET INCOM 3,718. 744. 54. 54. 27,176. 0. 30,948. 798. OTHER EXPENSES (A) (B) (C) EXPENSES NET INVEST- PER BOOKS MENT INCOME NET INCOME 2,474. 495. 5,307. 1,061. 801. 160. 3,567. 713. 294. 294. 12,443. 2,723. CORPORATE STOCK BOOK VALUE 7,658,040. 1,747,267. 1,025,470. 1,999,402. 1,166,306. 1,601,781. 1,231,626. 1,554,086. 914,202. 1,581,711. 4,696,232. 880,000.

	BEGINNING OF	END OF YEAR	FAIR MARKET
	YR BOOK VALUE	BOOK VALUE	VALUE
LESS ACCUMULATED AMORTIZATION	18,292.	18,292.	18,292.
	<18,292.>	<18,292.>	<18,292.>
TO FORM 990-PF, PART II, LINE 15	0.	0.	0.

EXPLANATION

IN PRIOR YEARS, THE SC ATTORNEY GENERAL'S OFFICE REQUESTED A COPY OF THE FEDERAL 990-PF. AT THIS POINT IN TIME, THE ATTORNEY GENERAL'S OFFICE NO LONGER REQUESTS THE ANNUAL FILING. HOWEVER, THE ATTORNEY GENERAL'S OFFICE MAINTAINS THE RIGHT TO REQUEST THE 990-PF SHOULD NEED ARISE. THE ROE FOUNDATION WILL COMPLY WITH ANY SUCH REQUESTS AS APPLICABLE.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS			STAT	EMENT 10
NAME AND ADDRESS	TITLE AND AVRG HRS/WK		EMPLOYEE BEN PLAN CONTRIB	
SHIRLEY W. ROE 301 N. MAIN STREET, SUITE 1735 GREENVILLE, SC 29601	CHAIRMAN 10.00	500.	0.	0.
EDWIN J. FEULNER, JR. 301 N. MAIN STREET, SUITE 1735 GREENVILLE, SC 29601	VICE CHAIRMAN 0.50	500.	0.	0.
CARL O. HELSTROM, III 301 N. MAIN STREET, SUITE 1735 GREENVILLE, SC 29601	DIRECTOR 0.50	500.	0.	0.
TRACIE SHARP 301 N. MAIN STREET, SUITE 1735 GREENVILLE, SC 29601	DIRECTOR 0.50	500.	0.	0.
THOMAS L. WILLCOX 301 N. MAIN STREET, SUITE 1735 GREENVILLE, SC 29601	DIRECTOR 0.50	500.	0.	0.
BYRON S. LAMM 301 N. MAIN STREET, SUITE 1735 GREENVILLE, SC 29601	DIRECTOR 0.50	500.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6	, PART VIII	3,000.	0.	0.

23-7011541

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 11 PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

MS. SHIRLEY W. ROE 301 N. MAIN ST., SUITE 1735 GREENVILLE, SC 29601

TELEPHONE NUMBER

(864)242-5007

FORM AND CONTENT OF APPLICATIONS

LIST OF DIRECTORS, LATEST AUDITED FINANCIAL STATEMENTS, DESCRIPTION OF ORGANIZATION

ANY SUBMISSION DEADLINES

OCTOBER 31

RESTRICTIONS AND LIMITATIONS ON AWARDS

PUBLIC POLICY ORGANIZATION SUPPORTIVE OF A FREE MARKET AND INSTITUTIONS IN GREENVILLE

	Name	Amount	Purpose
	A Child's Haven	1,000.00	General operating expense
	Acton Institute	5,000.00	General operating expense
	Alabama Policy Institute	20,000.00	General operating expense
	American Legislative Exchange Council	1,000.00	General operating expense
	America's Future Foundation	5,000.00	General operating expense
	Artisphere	2,500.00	General operating expense
	Association of Small Foundations	1,500.00	General operating expense
	Atlas Economic Research Foundation	20,000.00	General operating expense
	Bluegrass Institute	15,000.00	General operating expense
	Buckeye Institute	20,000 00	General operating expense
	Cancer Society of Greenville Co.	7,500 00	General operating expense
	Carolina Youth Symphony	1,000.00	General operating expense
	Cascade Policy Institute	20,000.00	General operating expense
	Cato Institute	10,000.00	General operating expense
	Center of the American Experiment	10,000 00	General operating expense
	Christ Church Episcopal School	25,000.00	General operating expense
	Claremont Institute-Golden State Center	1,000 00	General operating expense
	Commonwealth Foundation	25,000.00	General operating expense
	Diligent HandsGracious Hearts	2,500.00	General operating expense
	Empire Center for State Policy	15,000.00	General operating expense
	Ethan Allen Institute	10,000.00	General operating expense
	Evergreen Freedom Foundation	25,000.00	General operating expense
	Federalist Society	5,000.00	General operating expense
	Fidelity Charitable Gift Fund	107,500.00	General operating expense
	Foundation for Economic Education	2,500.00	General operating expense
	Freedom Foundation of Minnesota	15,000 00	General operating expense
	Fund for American Studies	2,500.00	General operating expense
	Georgia Public Policy Foundation	15,000.00	General operating expense
	Goldwater Institute	25,000.00	General operating expense
	Grassroot Institute of Hawaii	20,000.00	General operating expense
	Greenville Council of Garden Clubs	2,000.00	General operating expense
	Heritage Foundation	125,000.00	General operating expense
	Idaho Freedom Foundation	10,000.00	General operating expense
	Illinois Policy Institute	25,000.00	General operating expense
	Independence Institute	25,000.00	General operating expense
	Indiana Policy Review Foundation	20,000.00	General operating expense
	Institute for Humane Studies	25,000.00	General operating expense
	Institute for Justice	10,000.00	General operating expense
	Intellectual Takeout	1,000.00	General operating expense
	Intercollegiate Studies Institute	25,000.00	General operating expense
	James Madison Institute	25,000.00	General operating expense
	John Locke Foundation	20,000.00	General operating expense
	Josiah Bartlett Center for Public Policy	15,000.00	General operating expense
	Kansas Public Policy Institute	15,000.00	General operating expense
	Loaves and Fishes	5,000.00	General operating expense
	Mackinac Center for Public Policy	25,000.00	General operating expense
	Maine Hentage Policy Center	25,000.00	General operating expense
	Maryland Public Policy Institute	20,000.00	General operating expense
	_ <u> </u>	 	
 	Mercatus Center	2,500.00	General operating expense

	4	
s Haven	1,000.00	General operating expense
Hill Ministries	30,000.00	General operating expense
ippi Center for Public Policy	25,000.00	General operating expense
elerin Society	10,000.00	General operating expense
a Policy Institute	15,000.00	General operating expense
Policy Research Institute	20,000.00	General operating expense
akota Policy Council	10,000.00	General operating expense
State Policy Research Institute	10,000.00	General operating expense
ma Council of Public Affairs	25,000.00	General operating expense
Research Institute	20,000.00	General operating expense
Institute for Public Policy	15,000.00	General operating expense
Iphia Society	10,000.00	General operating expense
ropy Roundtable	2,500.00	General operating expense
nt Women's Center	4,000.00	General operating expense
Institute for Public Policy Found	15,000.00	General operating expense
nstitute for Economic Research	15,000.00	General operating expense
heus Institute	1,000.00	General operating expense
Foundation	5,000.00	General operating expense
nde Foundation	15,000.00	General operating expense
fe Institute	10,000.00	General operating expense
Carolina Children's Theatre	5,000.00	General operating expense
Carolina Governor's School	2,500.00	General operating expense
Carolina Policy Council	150,000.00	General operating expense
x Review	1,000.00	General operating expense
olicy Network	100,000.00	General operating expense
NewsDaily.com	2,500 00	General operating expense
and Institue	25,000.00	General operating expense
Market	10,000 00	General operating expense
see Center for Policy Research	20,000.00	General operating expense
Public Policy Foundation	25,000.00	General operating expense
eenville Chorale	1,000.00	General operating expense
seum Association, Inc.	2,500.00	General operating expense
s Jefferson Institute	15,000.00	General operating expense
Institute for Public Policy	15,000.00	General operating expense
gton Institute Foundation	20,000.00	General operating expense
ng Liberty Group	10,000.00	General operating expense
Institute	20,000.00	General operating expense
America's Foundation	2,500.00	General operating expense
irants	1,545,500.00	
Ameri	ca's Foundation	ca's Foundation 2,500.00