Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning , and ending

Name of foundation: PHILIP & MYN ROOTBERG FOUNDATION

A Employer identification number: 23-7169351

Number and street (or P O box number if mail is not delivered to street address): 1 S. WACKER DRIVE — Room/suite: 1800

B Telephone number: (312) 602-6800

City or town, state, and ZIP code: CHICAGO, IL 60606

C If exemption application is pending, check here ☐

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 1,114,830.

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

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

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).)

		(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			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	3,134.	3,134.		STATEMENT 1
	4 Dividends and interest from securities	44,368.	44,368.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	40,399.			
	b Gross sales price for all assets on line 6a 279,738.				
	7 Capital gain net income (from Part IV, line 2)		40,399.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 Total Add lines 1 through 11	87,901.	87,901.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	3,750.	1,875.		1,875.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 4	1,388.	539.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	2,443.	2,418.		25.
	24 Total operating and administrative expenses Add lines 13 through 23	7,581.	4,832.		1,900.
	25 Contributions, gifts, grants paid	22,740.			22,740.
	26 Total expenses and disbursements. Add lines 24 and 25	30,321.	4,832.		24,640.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	57,580.			
	b Net investment income (if negative, enter -0-)		83,069.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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12-02-11 LHA For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2011)

14390503 759575 76904Q 2011.03050 PHILIP & MYN ROOTBERG FOUND 76904Q1

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	1,585.	2,200.	2,200.
	2 Savings and temporary cash investments	54,463.	31,865.	31,865.
	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 ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations STMT 6	9,718.	9,718.	11,664.
	b Investments - corporate stock STMT 7	269,517.	222,272.	267,803.
	c Investments - corporate bonds STMT 8	30,246.	30,246.	32,495.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	593,975.	720,783.	768,803.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	959,504.	1,017,084.	1,114,830.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	959,504.	1,017,084.	
	25 Temporarily restricted			
	26 Permanently restricted			
	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**	959,504.	1,017,084.	
	31 **Total liabilities and net assets/fund balances**	959,504.	1,017,084.	

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	959,504.
2	Enter amount from Part I, line 27a	2	57,580.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	1,017,084.
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	1,017,084.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE ATTACHMENT	P		
b	SEE ATTACHMENT	P		
c	CAPITAL GAINS DIVIDENDS			
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	72,657.		67,575.	5,082.
b	201,968.		171,764.	30,204.
c	5,113.			5,113.
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				5,082.
b				30,204.
c				5,113.
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 — 40,399.

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) 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 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))
2010	37,859.	1,190,663.	.031797
2009	60,005.	1,336,630.	.044893
2008	16,526.	800,186.	.020653
2007	24,455.	339,975.	.071932
2006	16,855.	319,525.	.052750

2	Total of line 1, column (d)	2	.222025
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	.044405
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	1,142,788.
5	Multiply line 4 by line 3	5	50,746.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	831.
7	Add lines 5 and 6	7	51,577.
8	Enter qualifying distributions from Part XII, line 4	8	24,640.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ______ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	1,661.
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	0.
3 Add lines 1 and 2			3	1,661.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	1,661.
6 Credits/Payments				
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	704.		
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	704.
8 Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	957.
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 2012 estimated tax** ▶		Refunded ▶	11	

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ IL			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ RUTH ROOTBERG Telephone no ▶ (312) 602-6800

Located at ▶ 478 OLD FARM ROAD, AMHERST, MA ZIP+4 ▶ 01002

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
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?	16		X
	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.

				Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception**. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?		4b		X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? N/A **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If "Yes" to 6b, file Form 8870.

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

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

(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
RUTH E. ROOTBERG 1. S. WACKER DRIVE CHICAGO, IL 60606	PRESIDENT/DIRECTOR/TREASUR 0.50	0.	0.	0.
SUSAN R. SHAPIRO 1. S. WACKER DRIVE CHICAGO, IL 60606	SECRETARY/DIRECTOR 0.50	0.	0.	0.
LESLIE R. WILDER 1. S. WACKER DRIVE CHICAGO, IL 60606	VICE PRESIDENT/DIRECTOR 0.50	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included 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 to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶ 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
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 N/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 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	0.

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes.				
a	Average monthly fair market value of securities			1a	1,136,093.
b	Average of monthly cash balances			1b	24,098.
c	Fair market value of all other assets			1c	
d	**Total** (add lines 1a, b, and c)			1d	1,160,191.
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	1,160,191.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	17,403.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	1,142,788.
6	**Minimum investment return.** Enter 5% of line 5			6	57,139.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6			1	57,139.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	1,661.		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	1,661.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	55,478.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	55,478.
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	55,478.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	24,640.
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	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	24,640.
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	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	24,640.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				55,478.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
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				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 24,640.				
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				24,640.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (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 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 be distributed in 2012				30,838.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
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				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

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 2011, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
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					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

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 ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see 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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
HARTSBROOK SCHOOL 193 BAY ROAD HADLEY, MA 01035	N/A	PUBLIC	GENERAL FUNDING	6,000.
JEWISH UNITED FUND 30 S. WELLS STREET CHICAGO, IL 60606	N/A	PUBLIC	GENERAL FUNDING	12,000.
SMILE TRAIN 41 MADISON AVENUE NEW YORK, NY 10010	N/A	PUBLIC	GENERAL FUNDING	1,000.
TEMPLE AKIBA 5249 S. SEPULVEDA BLVD CULVER CITY, CA 90230	N/A	PUBLIC	GENERAL FUNDING	1,000.
TEMPLE SHALOM 3740 N. LAKE SHORE DRIVE CHICAGO, IL 60657	N/A	PUBLIC	GENERAL FUNDING	2,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	22,740.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	3,134.	
4 Dividends and interest from securities			14	44,368.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	40,399.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		87,901.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 87,901.

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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12-02-11

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

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

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

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

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

Ruth Ellen Rootberg | May 10, 2012 | President, Treasurer

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
STANTON N. DERDIGER	Stanton N. Derdiger	5/8/12		P00006907

Firm's name ▶ CBIZ MHM, LLC — Firm's EIN ▶ 34-1853929

Firm's address ▶ ONE SOUTH WACKER DR, STE 1800 CHICAGO, IL 60606 — Phone no 312-602-6800

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
JEWISH COALITION FOR DISASTER RELIEF PO BOX 4124 NEW YORK, NY 10163	N/A	PUBLIC	GENERAL FUNDING	300.
NEW YORK PUBLIC RADIO PO BOX 1550 NEW YORK, NY 10116	N/A	PUBLIC	GENERAL FUNDING	240.
FELDENKRAIS EDUCATIONAL FOUNDATION OF NORTH AMERICA 5436 N. ALBINA AVENUE PORTLAND, OR 97217	N/A	PUBLIC	GENERAL FUNDING	200.
Total from continuation sheets				740.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
ROPES & GRAY	1,965.
STATE OF ISREAL	1,167.
THE PRIVATEBANK	2.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	3,134.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ROPES & GRAY	49,481.	5,113.	44,368.
TOTAL TO FM 990-PF, PART I, LN 4	49,481.	5,113.	44,368.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	3,750.	1,875.		1,875.
TO FORM 990-PF, PG 1, LN 16B	3,750.	1,875.		1,875.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX WITHHELD	539.	539.		0.
FEDERAL TAXES	849.	0.		0.
TO FORM 990-PF, PG 1, LN 18	1,388.	539.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ANNUAL REPORT	15.	0.		15.
ASSET MANAGEMENT FEES	2,418.	2,418.		0.
SECRETARY OF STATE	10.	0.		10.
TO FORM 990-PF, PG 1, LN 23	2,443.	2,418.		25.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 6

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT	X		9,718.	11,664.
TOTAL U.S. GOVERNMENT OBLIGATIONS			9,718.	11,664.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			9,718.	11,664.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT	222,272.	267,803.
TOTAL TO FORM 990-PF, PART II, LINE 10B	222,272.	267,803.

FORM 990-PF	CORPORATE BONDS	STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT	30,246.	32,495.
TOTAL TO FORM 990-PF, PART II, LINE 10C	30,246.	32,495.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT	COST	720,783.	768,803.
TOTAL TO FORM 990-PF, PART II, LINE 13		720,783.	768,803.

PHILIP AND MYN ROOTBERG FOUNDATION
BALANCE SHEET ATTACHMENT
12/31/11
FEIN: 23-7169351

	1/1/2011		12/31/2011		
	SHARES	**BASIS**	**SHARES**	**BASIS**	**FMV**
Line 10A - US & State Government Obligations					
US Treasury Note - 3 875% 5/15/2018	10,000 00	9,718	10,000.00	9,718	11,664
Total Line 10A		**9,718**		**9,718**	**11,664.00**
Line 10B - Corporate Stock					
Abb Ltd	150 00	2,326	132.00	2,020	2,486
Abbott Labs	100.00	4,527	91.00	4,095	5,117
Ace Limited	50.00	2,268	44 00	1,973	3,085
Air Products & Chemicals	55 00	3,469	45 00	2,778	3,834
Artio International Eqy II	5,237.06	50,628	-	-	
AT&T	245 00	6,211	226.00	5,715	6,834
Automatic Data Processing	170 00	6,430	167 00	6,310	9,020
BHP Billiton	70.00	4,862	60.00	4,168	4,238
Boeing Co			61 00	4,387	4,474
BP PLC	125 00	6,642	-	-	
Canadian National Railway Co	105.00	4,848	74 00	3,165	5,813
Caterpillar	85.00	4,512	41 00	2,176	3,715
Chevron	95 00	6,711	123 00	9,363	13,087
Chubb Corp	75.00	3,818	68 00	3,461	4,707
Cisco Systems	200.00	3,654	375 00	6,704	6,780
Companhia Engergetica	313 00	4,438	292 00	4,140	5,195
Disney Walt Co			89 00	3,401	3,338
Duke Energy Corp	210.00	2,923	-	-	
EMC Corp Mass	130 00	1,570	118.00	1,425	2,542
Emerson Elec Co	135 00	5,137	102.00	3,700	4,752
EOG Res Inc			14 00	1,454	1,379
Exxon Mobil	55.00	3,767	128 00	9,603	10,849
General Electric Co.			282 00	5,681	5,051
General Mls	140 00	4,526	143 00	4,632	5,779
Goldman Sachs Group			16 00	2,628	1,447
Hewlett Packard	55 00	2,561	-	-	
Intel Corp	170 00	2,840	-	-	
International Business Machines Corp	60 00	6,324	53 00	5,448	9,746
Ishares DJ	90 00	3,719	57.00	2,355	3,349
Johnson & Johnson	75.00	4,586	68 00	4,156	4,459
JP Morgan Chase	125.00	4,736	195 00	7,893	6,484
Kimberly Clark	75.00	4,434			
Lilly Eli	140 00	4,940	172 00	6,110	7,148
Lowes	105 00	2,213	251 00	5,614	6,370
McDonalds Corp	70 00	4,641	41 00	2,718	4,114
Merck & Co	140 00	4,575	148 00	4,841	5,580
Microsoft Corp	290 00	7,878	299 00	8,142	7,762
Nestle	105.00	3,887	68 00	2,517	3,924
Nextera Energy	75.00	1,314	86 00	1,924	5,236
Novartis AG	110 00	4,524	92.00	3,709	5,260
Oracle Corp	275 00	5,286	229.00	4,268	5,874
Pepsico	110.00	6,250	118 00	6,772	7,829
Petroleo Brasileiro			196 00	7,013	4,871
Pfizer	318 00	5,325	304 00	5,080	6,579
PNC Financial Services Group			79 00	4,877	4,556

PHILIP AND MYN ROOTBERG FOUNDATION
BALANCE SHEET ATTACHMENT
12/31/11
FEIN: 23-7169351

	1/1/2011		12/31/2011		
	SHARES	BASIS	SHARES	BASIS	FMV
Procter & Gamble	110 00	6,074	124 00	6,969	8,272
Schlumberger	95.00	5,345	53.00	2,862	3,620
SPDR S&P Biotech	85.00	3,921	64.00	2,953	4,250
Suncor Energy	85.00	2,554	110 00	3,699	3,171
Texas Instruments	195 00	3,447	160 00	2,828	4,658
Unilever	185 00	5,323	131.00	3,755	4,502
United Technologies Corp	90 00	4,964	84 00	4,592	6,140
US Bancorp	140.00	3,652	173 00	4,541	4,680
Verizon	180.00	4,983	156 00	4,305	6,259
Walmart Stores	135 00	6,687	53 00	2,618	3,167
Wells Fargo & Co	170.00	4,685	233.00	6,730	6,421
Woodside Petroleum	105.00	4,579	-	-	
Total Line 10B		**269,517**		**222,272**	**267,803**
Line 10C - Corporate Bonds					
General Electric Cap Corp	10,000 00	10,167	10,000 00	10,167	10,667
Wells Fargo Bank NA	10,000 00	10,064	10,000 00	10,064	10,433
Wells Fargo Company Bond	10,000 00	10,014	10,000 00	10,014	11,395
Total Line 10C		**30,246**		**30,246**	**32,495**
Line 13 - Other Investments					
Aberdeen Intl Equity Fd	4,914 84	47,130	4,574 84	43,415	58,787
Artisan Intl Value Fund	2,526 34	46,314	2,337.89	42,496	58,658
Artisan Small Cap Value Fund	2,049 02	24,420	1,758.87	20,178	26,242
Diamond Hill			1,914 42	31,205	32,411
Dodge & Cox Intl Stock FD			1,983.46	70,270	57,996
Dreyfus EMG MKT DEBT			1,157 20	15,734	15,229
Driehaus Emerging Mkts	689.98	20,534	1,394 25	42,830	35,846
Forward Small Cap Equity Fund	2,005 37	26,585	-	-	
Harbor Bond Fund	9,955 64	125,746	11,447 82	143,977	139,549
Keeley Small Cap Val Fd-A		19,325	1,129.59	18,375	26,365
Neuberger Berman Core Bond Fund	11,487 54	109,553	13,545 70	131,243	143,720
Neuberger Berman Hi	5,991 90	47,284	5,336 95	41,698	47,552
Neuberger & Berman Equity	3,601 33	29,665	3,826 40	32,145	42,358
Pimco Commodity RR Strat D	-	34,659	5,634 60	30,151	26,985
Pioneer Oak S/C Growth-Y			941.95	27,497	26,318
Vanguard s/t invest	2,533 10	25,482	2,738 57	28,220	29,138
State of Isreal Bonds					
7th Dev Reg Sav 04/01/14	1,000.00	1,349	1,000 00	1,349	1,649
2nd Jubilee 10 yr 07/01/11	25,000.00	25,000	-	-	
Total Line 13		**593,975**		**720,783**	**768,803**

PHILIP AND MYN ROOTBERG FOUNDATION
CAPITAL GAINS AND LOSSES
12/31/11
FEIN: 23-7169351

	DATE ACQUIRED	DATE SOLD	SHARES	PROCEEDS	COST	GAIN (LOSS)
Short Term						
Abb Ltd	5/28/2010	1/27/2011	18.00	437.21	306 36	130.85
Abbott Labs	5/28/2010	2/7/2011	9 00	410 95	432.74	(21 79)
Abbott Labs	5/28/2010	2/7/2011	1.00	45.64	48.06	(2.42)
Abbott Labs	5/28/2010	wash sale disallowed		2 42		2.42
Abbott Labs	1/27/2011	2/7/2011	9 00	410 93	417 60	(6 67)
Aberdeen Intl Equity Fd	5/28/2010	1/24/2011	308.93	4,312.72	3,419.90	892 82
Ace Limited	5/28/2010	1/27/2011	6 00	379 31	295 56	83.75
Air Products & Chemicals	5/28/2010	1/27/2011	10.00	863.48	690 80	172.68
Artio International Eqy II	5/28/2010	1/24/2011	660 10	8,185 18	6,917 80	1,267 38
Artisan Intl Value Fund	5/28/2010	1/24/2011	119 40	3,278 83	2,604 20	674.63
Canadian National Railway Co	5/28/2010	1/27/2011	5.00	347.99	288 05	59 94
Chevron	1/27/2011	6/27/2011	2 00	198 39	189 40	8 99
Emerson Elec Co	5/28/2010	1/27/2011	19.00	1,113 18	881 78	231 40
Exxon Mobil	1/27/2011	6/27/2011	2 00	156.25	159.88	(3 63)
Forward Small Cap Equity Fund	5/28/2010	1/24/2011	437 92	7,641 62	6,595 00	1,046 62
General Mls	1/27/2011	6/27/2011	4 00	148 91	141 68	7.23
Hewlett Packard	1/27/2011	8/19/2011	5.00	117 84	233 85	(116 01)
International Business Machines Corp	5/28/2010	1/27/2011	6.00	967.96	750 72	217 24
JP Morgan Chase	1/27/2011	6/27/2011	4.00	159.87	180.40	(20 53)
Keeley Small Cap Val Fd-I	5/28/2010	1/24/2011	120 00	3,020.40	2,467.20	553 20
McDonalds Corp	3/19/2010	1/27/2011	23 00	1,711.85	1,524 83	187.02
Microsoft Corp	1/27/2011	6/7/2011	6 00	151 85	175 68	(23 83)
Neuberger & Berman Equity	1/24/2011	11/22/2011	276 28	2,975 54	3,044 61	(69 07)
Neuberger & Berman Equity	1/24/2011	11/22/2011	23.72	255.46	261 39	(5 93)
Neuberger & Berman Equity	1/24/2011	wash sale disallowed		5.93		5 93
Neuberger Berman Hi	1/20/2011	11/22/2011	45.87	401.35	428.42	(27 07)
Neuberger Berman Hi	1/20/2011	wash sale disallowed		27.07		27 07
Neuberger Berman Hi	1/25/2011	11/22/2011	1,641.20	14,360.51	15,575.00	(1,214 49)
Neuberger Berman Hi	1/25/2011	11/22/2011	1.05	9.22	10.00	(0 78)
Neuberger Berman Hi	1/25/2011	wash sale disallowed		0.78		0.78
News Corp INC-A	1/27/2011	7/15/2011	183 00	2,862 36	2,851 14	11 22
Novartis AG	5/28/2010	1/27/2011	16.00	902.22	724.16	178 06
Oracle Corp	5/28/2010	1/27/2011	40 00	1,319 97	906 40	413 57
Petroleo Brasileiro	1/27/2011	6/27/2011	5.00	161 69	178 90	(17.21)
Pimco Commodity RR Strat - Ins	3/19/2010	1/24/2011	404 30	3,739.78	3,172.06	567.72
Pioneer Oak S/C Growth-Y	1/24/2011	11/22/2011	212 75	6,046 27	6,222 85	(176 58)
Pioneer Oak S/C Growth-Y	1/24/2011	11/22/2011	47.25	1,342.93	1,382.15	(39 22)
Pioneer Oak S/C Growth-Y	1/24/2011	wash sale disallowed		39.22		39 22
PNC Financial Services Group	1/27/2011	6/27/2011	3 00	173 72	185.19	(11 47)
PNC Financial Services Group	1/27/2011	7/11/2011	23.00	1,341.57	1,419 79	(78 22)
Suncor Energy	5/28/2010	1/27/2011	8.00	310.71	243 31	67.40
US Bancorp	1/27/2011	7/12/2011	36.00	897.95	969 84	(71.89)
Vanguard s/t invest	12/30/2010	1/25/2011	1 41	15.24	15.19	0 05
Wells Fargo & Co	1/27/2011	6/27/2011	5 00	137 64	162 25	(24 61)
Woodside Petroleum	5/28/2010	1/27/2011	30.00	1,267.17	1,101 25	165.92
Total Short Term				**72,657.08**	**67,575.39**	**5,081.69**

PHILIP AND MYN ROOTBERG FOUNDATION
CAPITAL GAINS AND LOSSES
12/31/11
FEIN: 23-7169351

	DATE ACQUIRED	DATE SOLD	SHARES	PROCEEDS	COST	GAIN (LOSS)
Long Term						
Aberdeen Intl Equity Fd	5/14/2009	1/24/2011	31.07	433.68	294 82	138.86
Artio International Eqy II	5/14/2009	1/24/2011	4,576.96	56,754 34	43,710 00	13,044.34
Artisan Intl Value Fund	5/14/2009	1/24/2011	75 60	2,075 87	1,372 82	703.05
Artisan Small Cap Value Fund	Var LT	11/22/2011	440.00	6,864.00	6,411.65	452.35
AT&T	10/8/2009	1/27/2011	14.00	392 55	365.12	27 43
AT&T	10/8/2009	6/27/2011	5.00	154 14	130.40	23.74
Automatic Data Processing	10/8/2009	6/27/2011	3.00	155 00	119.58	35.42
BHP Billiton	10/8/2009	1/27/2011	8 00	715.34	555.68	159.66
BHP Billiton	10/8/2009	6/27/2011	2.00	178.81	138 92	39.89
BP PLC	10/8/2009	1/27/2011	125.00	5,841.14	6,642 00	(800 86)
Canadian National Railway Co	Var LT	6/10/2011	12 00	900 97	678.40	222 57
Canadian National Railway Co	10/8/2009	8/29/2011	10 00	726 91	511 50	215 41
Canadian National Railway Co	10/8/2009	10/18/2011	4 00	294 14	204 60	89 54
Caterpillar	10/8/2009	1/27/2011	24 00	2,318.59	1,273 92	1,044.67
Caterpillar	10/8/2009	9/15/2011	7.00	606 38	371 56	234.82
Caterpillar	10/8/2009	10/18/2011	6 00	508.26	318.48	189 78
Caterpillar	10/8/2009	11/18/2011	7.00	656 51	371 56	284 95
Chubb Corp	10/8/2009	1/27/2011	7.00	415.65	357 07	58 58
Companhia Engergetica	10/8/2009	1/27/2011	14 00	232 11	198 50	33 61
Companhia Engergetica	10/8/2009	6/27/2011	7.00	139 85	99 25	40 60
Driehaus Emerging Mkts	9/27/2010	11/22/2011	0 26	6 96	8 66	(1 70)
Driehaus Emerging Mkts	9/27/2010	11/22/2011	84.74	2,300.79	2,862 65	(561 86)
Driehaus Emerging Mkts	9/27/2010	wash sale disallowed		561.86		561.86
Duke Energy Corp	Var LT	1/27/2011	210 00	3,826 18	2,922 51	903 67
EMC Corp Mass	5/14/2009	1/27/2011	12.00	299 63	144.94	154 69
Emerson Elec Co	Var LT	6/27/2011	3 00	161.69	124 67	37.02
Emerson Elec Co	10/8/2009	10/18/2011	11.00	525 79	430 43	95 36
Forward Small Cap Equity Fund	Var LT	1/24/2011	1,567 46	27,352 11	19,990.00	7,362.11
Hewlett Packard	Var LT	8/19/2011	55 00	1,296.26	2,560 75	(1,264 49)
Intel Corp	Var LT	1/27/2011	170 00	3,709.32	2,839 92	869.40
International Business Machines Corp	5/28/2010	6/27/2011	1.00	167 84	125.12	42 72
Ishares DJ	5/14/2009	1/27/2011	19.00	1,161.82	785 08	376 74
Ishares DJ	5/14/2009	2/7/2011	14 00	870 47	578.48	291.99
Johnson & Johnson	10/8/2009	2/7/2011	7.00	426 15	427 98	(1 83)
Johnson & Johnson	10/8/2009	2/7/2011	7 00	426.15	427 98	(1.83)
Johnson & Johnson	10/8/2009	wash sale disallowed		1 83		1 83
Keeley Small Cap Val Fd-I	Var LT	11/22/2011	225 00	5,017 50	4,573 15	444 35
Kimberly Clark	10/8/2009	1/27/2011	75.00	4,888 40	4,434 00	454 40
McDonalds Corp	3/19/2010	12/13/2011	6 00	588 53	397.78	190.75
Nestle	5/14/2009	1/27/2011	37 00	2,017.57	1,369 76	647.81
Neuberger Berman Hi	10/8/2009	11/22/2011	701.88	6,141.42	6,029 12	112 30
Novartis AG	5/28/2010	6/27/2011	2.00	119 45	90.52	28.93
Oracle Corp	5/14/2009	1/27/2011	1.00	33 00	18 64	14 36
Oracle Corp	5/14/2009	6/27/2011	5.00	158 39	93 19	65 20

PHILIP AND MYN ROOTBERG FOUNDATION
CAPITAL GAINS AND LOSSES
12/31/11
FEIN: 23-7169351

	DATE ACQUIRED	DATE SOLD	SHARES	PROCEEDS	COST	GAIN (LOSS)
Pepsico	3/19/2010	6/27/2011	3 00	207 38	199 62	7 76
Pfizer	10/15/2009	6/27/2011	14.00	282 37	245.21	37 16
Pimco Commodity RR Strat - Ins	12/9/2009	1/24/2011	30.70	283.98	247 70	36.28
Pimco Commodity RR Strat - Ins	3/19/2010	11/22/2011	754.19	5,807 27	5,917.24	(109.97)
Pimco Commodity RR Strat - Ins	3/19/2010	11/22/2011	95.81	737.73	751 70	(13 97)
Pimco Commodity RR Strat - Ins	3/19/2010	wash sale disallowed		13.97		13 97
Schlumberger	Var LT	1/27/2011	27 00	2,322.22	1,672.50	649.72
Schlumberger	5/14/2009	10/24/2011	10 00	696 39	540 00	156.39
Schlumberger	5/14/2009	11/10/2011	5.00	369 79	270 00	99 79
SPDR S&P Biotech	5/14/2009	1/27/2011	21.00	1,334.52	968.79	365 73
State of Israel Bond - 2nd Jubilee 10 Yr	Var LT	7/1/2011	25,000 00	25,000.00	25,000 00	-
Texas Instruments	5/14/2009	1/27/2011	35 00	1,213.07	618.69	594.38
Unilever	10/8/2009	1/27/2011	54 00	1,630.76	1,568.05	62 71
United Technologies Corp	10/8/2009	1/27/2011	4 00	331.27	247.60	83.67
United Technologies Corp	10/8/2009	6/27/2011	2.00	171.05	123 80	47.25
Vanguard s/t invest	Var LT	1/25/2011	973.59	10,505.01	9,807 50	697 51
Verizon	5/14/2009	1/27/2011	20.00	729 38	565 17	164 21
Verizon	5/14/2009	6/27/2011	4 00	145.79	113.03	32 76
Walmart Stores	Var LT	1/27/2011	42.00	2,419 15	2,092.32	326 83
Walmart Stores	5/14/2009	2/1/2011	24.00	1,353 33	1,185.69	167.64
Walmart Stores	5/14/2009	3/17/2011	16 00	822 13	790.46	31.67
Woodside Petroleum	10/8/2009	1/27/2011	75.00	3,167 94	3,477 75	(309.81)
Total Long Term				**201,967.85**	**171,763.98**	**30,203.87**