



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



990-PF

Form
Department of the Treasury
Internal Revenue ServiceReturn of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2011

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

For calendar year 2011 or tax year beginning

, 2011, and ending

, 20

Name of foundation

THE ROLLER-BOTTIMORE FOUNDATION

A Employer identification number

54-1201084

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

B Telephone number (see instructions)

P.O. BOX 40200, FL9-100-10-19

(804) 788-2098

City or town, state, and ZIP code

JACKSONVILLE, FL 32203-0200

C If exemption application is pending, check here ☐

G Check all that apply:

Initial return

Initial return of a former public charity

D 1 Foreign organizations, check here ☐

Final return

Amended return

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

Address change

Name change

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐H Check type of organization: ☒ Section 501(c)(3) exempt private foundationF If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end

J Accounting method: ☒ Cash ☐ Accrual

of year (from Part II, col. (c), line

☐ Other (specify) _____

16) \$ 7,028,763.

(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1 Contributions, gifts, grants, etc., received (attach schedule)

2 Check ☒ if the foundation is not required to attach Sch. B

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

149,428.

148,424.

STMT 1

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

9,791.

b Gross sales price for all assets on line 6a

2,562,587.

7 Capital gain net income (from Part IV, line 2)

9,791.

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns and allowances

b Less Cost of goods sold

c Gross profit or (loss) (attach schedule)

11 Other income (attach schedule)

12 Total. Add lines 1 through 11

159,219.

158,215.

13 Compensation of officers, directors, trustees, etc.

1,250.

NONE

1,250.

14 Other employee salaries and wages

22,976.

22,976.

22,976.

15 Pension plans, employee benefits

16a Legal fees (attach schedule)

b Accounting fees (attach schedule)

1,250.

NONE

NONE

1,250.

c Other professional fees (attach schedule)

47,834.

47,834.

17 Interest

18 Taxes (attach schedule) (see instructions)

3,123.

3,123.

19 Depreciation (attach schedule) and depletion

20 Occupancy

21 Travel, conferences, and meetings

220.

220.

22 Printing and publications

23 Other expenses (attach schedule)

19,083.

25.

19,058.

24 Total operating and administrative expenses. Add lines 13 through 23

95,736.

73,958.

NONE

44,754.

25 Contributions, gifts, grants paid

375,000.

375,000.

26 Total expenses and disbursements. Add lines 24 and 25

470,736.

73,958.

NONE

419,754.

27 Subtract line 26 from line 12

a Excess of revenue over expenses and disbursements

-311,517.

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

84,257.

c Adjusted net income (if negative, enter -0-)

ENVELOPE
POSTMARK DATE MAY 09 2012

Revenue

Operating and Administrative Expenses

MAY 21 2012

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing	NONE	NONE		
	2	Savings and temporary cash investments	101,326.	162,100.	162,100.	
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ *	NONE	NONE	NONE	
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U.S. and state government obligations (attach schedule) . .	NONE	NONE	NONE	
	b	Investments - corporate stock (attach schedule) . STMT 8 .	5,185,721.	4,970,718.	5,391,896.	
	c	Investments - corporate bonds (attach schedule)	150,329.			
	11	Investments - land, buildings, and equipment, basis Less accumulated depreciation (attach schedule) ▶	NONE	NONE		
	12	Investments - mortgage loans	NONE	NONE		
	13	Investments - other (attach schedule) STMT 9 .	1,500,000.	1,500,000.	1,474,767.	
	14	Land, buildings, and equipment, basis Less accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶ STMT 10)	NONE	NONE	NONE		
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	6,937,376.	6,632,818.	7,028,763.		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons .				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds	6,937,376.	6,632,818.		
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds . .	NONE	NONE		
	30	Total net assets or fund balances (see instructions)	6,937,376.	6,632,818.		
31	Total liabilities and net assets/fund balances (see instructions)	6,937,376.	6,632,818.			

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	6,937,376.
2	Enter amount from Part I, line 27a	2	-311,517.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 11	3	6,962.
4	Add lines 1, 2, and 3	4	6,632,821.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 12	5	3.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,632,818.

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 PUBLICLY TRADED SECURITIES					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 2,534,795.		2,552,796.	-18,001.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
a			-18,001.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	9,791.	
<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div> </div>					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px;"> If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 </div> </div>					

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 the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	309,550.	NONE	NONE
2009	389,713.	6,296,431.	0.06189426994
2008	382,422.	7,758,825.	0.04928864873
2007	448,436.	9,367,686.	0.04787052000
2006	442,959.	8,745,154.	0.05065193820
2 Total of line 1, column (d)			2 0.20970537687
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.04194107537
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 7,456,040.
5 Multiply line 4 by line 3			5 312,714.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 843.
7 Add lines 5 and 6			7 313,557.
8 Enter qualifying distributions from Part XII, line 4			8 419,754.

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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	843.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	843.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	843.
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	208.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	208.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	635.	
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 <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? 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.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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?	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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► VA		
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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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 <input type="checkbox"/> N/A				
14	The books are in care of <input type="checkbox"/> BANK OF AMERICA, N.A. Telephone no. <input type="checkbox"/> (804) 788-2098			
Located at <input type="checkbox"/> 1111 E MAIN STREET, RICHMOND, VA ZIP + 4 <input type="checkbox"/> 23219-3500				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <input type="checkbox"/> 15			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country <input type="checkbox"/>	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011? <input type="checkbox"/>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <input type="checkbox"/>		
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.) <input type="checkbox"/>	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <input type="checkbox"/>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 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.) <input type="checkbox"/>	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/>	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? <input type="checkbox"/>	4b	X

Form 990-PF (2011)

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

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? ☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 13		1,250.	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 15		NONE	NONE	NONE

Total number of other employees paid over \$50,000 ☐ NONE

Form 990-PF (2011)

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
SEE STATEMENT 16		NONE
Total number of others receiving over \$50,000 for professional services		NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

Form 990-PF (2011)

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	7,401,961.
b	Average of monthly cash balances	1b	167,623.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	7,569,584.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	7,569,584.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	113,544.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,456,040.
6	Minimum investment return. Enter 5% of line 5	6	372,802.

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	372,802.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	843.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	843.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	371,959.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	371,959.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	371,959.

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	419,754.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	419,754.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	843.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	418,911.

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				371,959.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			NONE	
b Total for prior years 20 <u>09</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2011.				
a From 2006	NONE			
b From 2007	NONE			
c From 2008	NONE			
d From 2009	NONE			
e From 2010	25,326.			
f Total of lines 3a through e	25,326.			
4 Qualifying distributions for 2011 from Part XII, line 4. ► \$ <u>419,754.</u>				
a Applied to 2010, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2011 distributable amount				371,959.
e Remaining amount distributed out of corpus	47,795.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	73,121.			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	73,121.			
10 Analysis of line 9:				
a Excess from 2007	NONE			
b Excess from 2008	NONE			
c Excess from 2009	NONE			
d Excess from 2010	25,326.			
e Excess from 2011	47,795.			

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

NOT APPLICABLE

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

SEE STATEMENT 17

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i> SEE STATEMENT 20				
Total			▶ 3a	375,000.
b <i>Approved for future payment</i>				
Total			▶ 3b	

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

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
AFLAC INC	258.	258.
ABBOTT LABS	1,297.	1,297.
AIR PRODS & CHEMS INC	1,070.	1,070.
AMERICAN WTR WKS CO INC NEW COM	1,179.	1,179.
APACHE CORP	210.	210.
BAXTER INTL INC	1,166.	1,166.
BLACKROCK INC CL A	688.	688.
CMS ENERGY CORP COM	1,529.	1,529.
CHEVRONTXACO CORP COM	1,421.	1,421.
CHUBB CORP COM	1,016.	1,016.
CISCO SYS INC	286.	286.
COCA COLA CO	978.	978.
COLUMBIA ACORN INTERNATIONAL FUND CL Z	22,401.	22,401.
COLUMBIA DIVIDEND INCOME FUND CLASS Z SH	1,933.	1,933.
CREDIT SUISSE USA INC NT	3,938.	3,938.
CULLEN FROST BANKERS INC	860.	860.
DIAMOND OFFSHORE DRILLING INC COM	1,505.	1,505.
DOVER CORP	94.	94.
EGSHARES EMERGING MARKETS CONSUMER ETF	597.	597.
EATON VANCE ATLANTA CAP SMID-CAP FUND CL	123.	123.
EXXON MOBIL CORPORATION	1,591.	1,591.
FREEMPORT-MCMORAN COPPER & GOLD INC COM	1,170.	1,170.
GENERAL DYNAMICS CORP	732.	732.
GENERAL ELEC CO	1,189.	1,189.
HEWLETT PACKARD CO COM	146.	146.
REMS REAL ESTATE VALUE OPPTY FUND	2,034.	1,030.
HOME DEPOT INC	801.	801.
HONEYWELL INTERNATIONAL INC	863.	863.
INTERNATIONAL BUSINESS MACHS	856.	856.
ISHARES INC MSCI BRAZIL FREE INDEX FUND	1,166.	1,166.
ISHARES DJ SELECT DIVIDEND	2,330.	2,330.
ISHARES LEHMAN AGGREGATE BOND FUND	5,093.	5,093.

ET9040 L369 04/23/2012 10:29:40

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

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
ISHARES MSCI EMERGING MKTS INDEX FUND	6,283.	6,283.
ISHARES TR GOLDMAN SACHS CORP BD	8,240.	8,240.
ISHR MSCI EAFE INDEX FUND	4,297.	4,297.
ISHERES TR RUSSELL MIDCAP VALUE	861.	861.
ISHARES TR RUSSELL MIDCAP GROWTH INDEX F	1,236.	1,236.
ISHARES TR RUSSELL 1000 GROWTH INDEX FD	6,577.	6,577.
ISHARES RUSSELL 2000 VALUE INDEX FUND	561.	561.
ISHARES RUSSELL 2000 GROWTH INDEX FUND	886.	886.
ISHARES BARCLAYS 1-3 YR CR BD FUND	4,470.	4,470.
JOHNSON & JOHNSON	1,463.	1,463.
KRAFT FOODS INC CL A COM	1,334.	1,334.
LOCKHEED MARTIN CORPORATION	1,040.	1,040.
MICROSOFT CORP	1,006.	1,006.
NESTLE S A SPONSORED ADR	1,874.	1,874.
NOVARTIS AG ADR ISIN #US66987V1098	1,749.	1,749.
OCCIDENTAL PETROLEUM CORP	1,003.	1,003.
P G & E CORPORATION	860.	860.
PNC BK CORP	483.	483.
PERMANENT PORTFOLIO	1,838.	1,838.
PHILIP MORRIS INTL INC COM	2,340.	2,340.
PIMCO COMMODITY REALRETURN STRATEGY FUND	28,037.	28,037.
PROCTER & GAMBLE CO	1,111.	1,111.
RAYTHEON CO COM NEW	833.	833.
REPUBLIC SERVICES INC COMMON	943.	943.
RIO TINTO PLC SPONSORED ADR	549.	549.
SPDR S&P CHINA ETF	680.	680.
SCHLUMBERGER LTD	643.	643.
SMUCKER J M CO COM NEW	865.	865.
STANLEY BLACK & DECKER INC COM	984.	984.
TJX COS INC NEW	418.	418.
TARGET CORP	660.	660.
TEXAS INSTRS INC	750.	750.
3M CO COM	902.	902.

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

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
UNITED TECHNOLOGIES CORP	1,306.	1,306.
YUM BRANDS INC COM	849.	849.
BANK OF AMERICA MONEY MARKET SAVINGS ACC	158.	158.
TE CONNECTIVITY LTD COM	632.	632.
TYCO ELECTRONICS LTD COM	187.	187.
	-----	-----
TOTAL	149,428.	148,424.
	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE (NON-ALLOC	1,250.			1,250.
TOTALS	1,250.	NONE	NONE	1,250.
	=====	=====	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
CUSTODIAN & MANAGEMENT FEES (A	40,349.	40,349.
OTHER NONALLOCABLE EXPENSES -	7,485.	7,485.
	-----	-----
TOTALS	47,834.	47,834.
	=====	=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	543.	543.
FOREIGN TAXES ON QUALIFIED FOR	1,429.	1,429.
FOREIGN TAXES ON NONQUALIFIED	1,151.	1,151.
	-----	-----
TOTALS	3,123.	3,123.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
OTHER ALLOCABLE EXPENSE-INCOME	25.	25.	
OTHER NON-ALLOCABLE EXPENSE -	6.		6.
GRANTMAKING FEES PAID TO TRUST	19,052.		19,052.
TOTALS	----- 19,083. =====	----- 25. =====	----- 19,058. =====

THE ROLLER-BOTTOMORE FOUNDATION

54-1201084

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
SEE ATTACHED		
	4,970,718.	5,391,896.
	-----	-----
TOTALS	4,970,718.	5,391,896.
	=====	=====

THE ROLLER-BOTTIMORE FOUNDATION

54-1201084

FORM 990PF, PART II - OTHER INVESTMENTS

=====

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	-----
SEE ATTACHED	C	1,500,000.	1,474,767.
		-----	-----
TOTALS		1,500,000.	1,474,767.
		=====	=====

THE ROLLER-BOTTOMORE FOUNDATION
FORM 990PF, PART II - OTHER ASSETS
=====

54-1201084

DESCRIPTION

SEE SCHEDULE ATTACHED

TOTALS

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES
=====DESCRIPTION
-----AMOUNT
-----TAX EFFECTIVE INC ADJ
EXCISE TAX REFUND

492.

6,470.

TOTAL

6,962.
=====

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

ROUNDING

3.

TOTAL

3.
=====

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

OFFICER NAME:

HENRY C SPALDING, JR

ADDRESS:

6620 W BROAD ST STE 300

RICHMOND,, VA 23230

TITLE:

PRESIDENT

COMPENSATION 250.

OFFICER NAME:

LUCY P. SUMMERELL

ADDRESS:

115 KENNONDALE LN

RICHMOND,, VA 23226-2310

TITLE:

VICE PRESIDENT

COMPENSATION 250.

OFFICER NAME:

JOHN T. KING

ADDRESS:

P.O. BOX 26903

RICHMOND, VA 23261, VA 23261

TITLE:

SECRETARY/TREASURER

COMPENSATION 250.

OFFICER NAME:

THOMAS N. ALLEN

ADDRESS:

337 CLOVELLY ROAD

RICHMOND,, VA 23221

TITLE:

DIRECTOR

COMPENSATION 250.

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

=====

OFFICER NAME:

ALICE R. MCGUIRE

ADDRESS:

1218 ROTHESAY CIRCLE

RICHMOND,, VA 23221

TITLE:

DIRECTOR

COMPENSATION 250.

TOTAL COMPENSATION: 1,250.

=====

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

=====

EMPLOYEE NAME:

NONE

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

=====

NAME:

NONE

RECIPIENT NAME:

SARAH KAY, C/O BANK OF AMERICA, N.A.

ADDRESS:

P.O. BOX 26903

RICHMOND, VA 23261

RECIPIENT'S PHONE NUMBER: 804-788-2673

FORM, INFORMATION AND MATERIALS:

IN WRITING - APPLICANT MUST INCLUDE FEDERAL IDENTIFICATION NUMBER

SUBMISSION DEADLINES:

NONE

RESTRICTIONS OR LIMITATIONS ON AWARDS:

LIMITED TO IRC SECTION 501 (C) (3) ORGANIZATIONS

=====

RECIPIENT NAME:

MUSEUM OF THE CONFEDERACY

ADDRESS:

1201 EAST CLAY STREET

RICHMOND, VA 23219

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

INSTALL EXHIBITS IN MUSEUM AT APPOMATOX

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:

VALENTINE RICHMOND

HISTORY CENTER

ADDRESS:

1015 E CLAY STREET

RICHMOND, VA 23219

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

RENOVATE LOWER TWO GALLERY LEVELS

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 100,000.

RECIPIENT NAME:

EMORY & HENRY COLLEGE

ADDRESS:

30461 GARNAND DRIVE

EMORY, VA 24327

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CONSTRUCT MCGLOTHLIN CTR FOR ARTS

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:
MUSEUM OF THE
SHENANDOAH VALLEY
ADDRESS:
901 AMHERST STREET
WINCHESTER, VA 22601
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
INSTALL NEW SYSTEMS IN BURNIE HOUSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 35,000.

RECIPIENT NAME:
COLONIAL WILLIAMSBURG FDN
ADDRESS:
PO BOX 1776
WILLIAMSBURG, VA 23187
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
JAMESTOWN REDISCOVERY PROJ-ARCHAEOLOGY
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:
CORPORATION FOR JEFFERSON
POPLAR FOREST
ADDRESS:
PO BOX 419
FOREST, VA 24551
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROCESSING ARCHAEOLOGICAL MATERIAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 30,000.

RECIPIENT NAME:
LIBRARY OF VIRGINIA FDN
ADDRESS:
800 E BROAD STREET
RICHMOND, VA 23219
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONSERVE/DIGITIZATION ITEMS - TWO COLLECTIONS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 75,000.

RECIPIENT NAME:
KING WM COUNTY HISTORICAL
SOCIETY
ADDRESS:
4192 MECHANICSVILLE TPKE
MECHANICSVILLE, VA 23111
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
OLD JAIL IN COURTHOUSE RESTORATION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 10,000.

TOTAL GRANTS PAID: 375,000.
=====

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

► Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2011

Name of estate or trust

THE ROLLER-BOTTIMORE FOUNDATION

Employer identification number

54-1201084

Note: Form 5227 filers need to complete only Parts I and II.

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr)	(c) Date sold (mo., day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-77,429.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ►	5	-77,429.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr)	(c) Date sold (mo., day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					
LONG-TERM CAPITAL GAIN DIVIDENDS					27,792.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	59,428.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ►	12	87,220.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2011

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13 Net short-term gain or (loss)	13			-77,429.
14 Net long-term gain or (loss):				
a Total for year	14a			87,220.
b Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c 28% rate gain	14c			188.
15 Total net gain or (loss). Combine lines 13 and 14a ▶	15			9,791.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of:	16	()
a The loss on line 15, column (3) or b \$3,000		

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if:

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17		
18 Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19		
20 Add lines 18 and 19	20		
21 If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- . . . ▶	21		
22 Subtract line 21 from line 20. If zero or less, enter -0-	22		
23 Subtract line 22 from line 17. If zero or less, enter -0-	23		
24 Enter the smaller of the amount on line 17 or \$2,300	24		
25 Is the amount on line 23 equal to or more than the amount on line 24?			
<input type="checkbox"/> Yes. Skip lines 25 and 26; go to line 27 and check the "No" box.			
<input type="checkbox"/> No. Enter the amount from line 23	25		
26 Subtract line 25 from line 24	26		
27 Are the amounts on lines 22 and 26 the same?			
<input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31			
<input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27		
28 Enter the amount from line 26 (If line 26 is blank, enter -0-)	28		
29 Subtract line 28 from line 27	29		
30 Multiply line 29 by 15% (.15)		30	
31 Figure the tax on the amount on line 23. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)		31	
32 Add lines 30 and 31		32	
33 Figure the tax on the amount on line 17. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)		33	
34 Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)		34	

Schedule D (Form 1041) 2011

**Continuation Sheet for Schedule D
(Form 1041)**

OMB No 1545-0092

2011

► See instructions for Schedule D (Form 1041).

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

Name of estate or trust

THE ROLLER-BOTTOMORE FOUNDATION

Employer identification number

54-1201084

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less[illegible]

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b	-77,429.00
---	------------

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2011

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

THE ROLLER-BOTTIMORE FOUNDATION

54-1201084

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 10156.25 COLUMBIA SELECT L GROWTH FUND CLASS Z SHARES	07/22/2008	01/03/2011	130,000.00	114,055.00	15,945.00
5330.262 THORNBURG INTL VA I	02/28/2008	01/04/2011	154,418.00	167,424.00	-13,006.00
6451.613 COLUMBIA SELECT L GROWTH FUND CLASS Z SHARES	07/22/2008	02/22/2011	86,000.00	72,452.00	13,548.00
480. ISHARES MSCI EMERGING FUND	10/20/2009	02/22/2011	21,566.00	19,714.00	1,852.00
400. ISHARES MSCI EMERGING FUND	06/04/2009	02/22/2011	17,972.00	13,428.00	4,544.00
1330. ISHR MSCI EAFE INDEX	06/02/2005	02/22/2011	80,377.00	69,612.00	10,765.00
150000. CREDIT SUISSE USA	05/18/2007	03/02/2011	150,000.00	150,329.00	-329.00
1780. ISHARES RUSSELL 2000 FUND	10/27/2006	04/19/2011	130,056.00	139,344.00	-9,288.00
500. ISHARES RUSSELL 2000 FUND	09/08/2008	04/19/2011	36,533.00	35,208.00	1,325.00
557.295 COLUMBIA ACORN INT FUND CL Z	04/26/2007	07/13/2011	22,832.00	24,722.00	-1,890.00
1930. ISHERES TR RUSSELL M	10/27/2006	07/15/2011	90,160.00	91,200.00	-1,040.00
150. ALPHA NATURAL RESOURC	01/28/2010	08/10/2011	4,438.00	6,633.00	-2,195.00
90. ALPHA NATURAL RESOURCE	06/03/2010	08/10/2011	2,663.00	3,144.00	-481.00
160. HEWLETT PACKARD CO CO	02/09/2007	08/10/2011	4,844.00	6,815.00	-1,971.00
379. HEWLETT PACKARD CO CO	08/12/2005	08/10/2011	11,473.00	9,086.00	2,387.00
172. HEWLETT PACKARD CO CO	08/12/2005	08/10/2011	5,207.00	4,115.00	1,092.00
19. HEWLETT PACKARD CO COM	08/12/2005	08/10/2011	575.00	452.00	123.00
170. DOVER CORP	10/27/2009	08/16/2011	9,373.00	6,627.00	2,746.00
230. NAVISTAR INTL CORP NE	08/11/2009	08/16/2011	9,510.00	10,304.00	-794.00
750. ISHR MSCI EAFE INDEX	06/02/2005	09/07/2011	38,531.00	39,255.00	-724.00
50. APACHE CORP	01/27/2009	12/08/2011	4,681.00	3,844.00	837.00
80. APACHE CORP	02/13/2009	12/08/2011	7,490.00	5,904.00	1,586.00
50. APACHE CORP	03/20/2009	12/08/2011	4,681.00	3,307.00	1,374.00
90. APACHE CORP	04/08/2009	12/08/2011	8,426.00	5,874.00	2,552.00
30. APACHE CORP	03/17/2009	12/08/2011	2,809.00	1,899.00	910.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b

Schedule D-1 (Form 1041) 2011

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side.

Employer identification number

THE ROLLER-BOTTIMORE FOUNDATION

54-1201084

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example. 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 50. APACHE CORP	03/04/2009	12/08/2011	4,681.00	2,811.00	1,870.00
1820. CMS ENERGY CORP COM	10/28/2010	12/08/2011	37,264.00	33,606.00	3,658.00
1716.056 COLUMBIA ACORN IN FUND CL Z	02/13/2006	12/08/2011	59,204.00	61,778.00	-2,574.00
7879.294 COLUMBIA ACORN IN FUND CL Z	10/06/2005	12/08/2011	271,836.00	258,677.00	13,159.00
1400. GENERAL ELEC CO	10/28/2010	12/08/2011	22,821.00	22,589.00	232.00
650. GENERAL ELEC CO	09/13/1935	12/08/2011	10,595.00	91.00	10,504.00
500. ISHARES INC MSCI BRAZ INDEX FUND	10/28/2010	12/08/2011	29,482.00	38,172.00	-8,690.00
320. LOCKHEED MARTIN CORPO	10/28/2010	12/08/2011	24,516.00	22,542.00	1,974.00
500. RAYTHEON CO COM NEW	10/28/2010	12/08/2011	22,410.00	22,828.00	-418.00
160. RIO TINTO PLC SPONSOR	03/08/2010	12/08/2011	8,018.00	9,051.00	-1,033.00
120. RIO TINTO PLC SPONSOR	11/24/2009	12/08/2011	6,014.00	6,328.00	-314.00
80. RIO TINTO PLC SPONSORE	12/18/2009	12/08/2011	4,009.00	4,078.00	-69.00
110. RIO TINTO PLC SPONSOR	06/03/2010	12/08/2011	5,513.00	5,025.00	488.00
175. THERMO ELECTRON CORP	05/02/2008	12/08/2011	7,931.00	10,259.00	-2,328.00
80. THERMO ELECTRON CORP	05/09/2008	12/08/2011	3,626.00	4,522.00	-896.00
150. THERMO ELECTRON CORP	10/13/2009	12/08/2011	6,798.00	6,805.00	-7.00
14202.466 COLUMBIA SELECT GROWTH FUND CLASS Z SHARES	07/22/2008	12/09/2011	177,389.00	159,494.00	17,895.00
6614.187 COLUMBIA SELECT L GROWTH FUND CLASS Z SHARES	09/08/2008	12/09/2011	82,611.00	71,169.00	11,442.00
1370. ISHARES TR RUSSELL 1 INDEX FD	07/19/2007	12/14/2011	77,132.00	84,688.00	-7,556.00
3240. ISHARES TR RUSSELL 1 INDEX FD	04/26/2007	12/14/2011	182,415.00	190,429.00	-8,014.00
200. ISHARES TR RUSSELL 10 INDEX FD	11/16/2006	12/14/2011	11,260.00	11,023.00	237.00
6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b					59,428.00

Schedule D-1 (Form 1041) 2011

THE ROLLER-BOTTOMORE FOUNDATION

54-1201084

Balance Sheet

12/30/2011

Bank of America



Cusip	Asset	Units	Basis	Market Value
H84989104	TE CONNECTIVITY LTD	1290.000	40,365.44	39,744.90
G1151C101	ACCENTURE PLC	490.000	27,814.85	26,082.70
99Z193270	PRIVATE ADVISORS HEDGE EQUITY	750.000	750,000.00	684,547.50
99Z193262	PA STABLE VALUE FUND LTD	647.365	750,000.00	790,219.03
988498101	YUM BRANDS INC	820.000	40,144.41	48,388.20
962166104	WEYERHAEUSER CO	1800.000	30,364.02	33,606.00
949746101	WELLS FARGO & CO	1290.000	33,830.25	35,552.40
913017109	UNITED TECHNOLOGIES CORP	700.000	32,836.72	51,163.00
911312106	UNITED PARCEL SVC INC	520.000	37,541.40	38,058.80
88579Y101	3M CO	450.000	37,714.81	36,778.50
882508104	TEXAS INSTRS INC	1480.000	43,249.11	43,082.80
87612E106	TARGET CORP	600.000	31,389.57	30,732.00
872540109	TJX COS INC NEW	640.000	28,528.70	41,312.00
854502101	STANLEY BLACK & DECKER INC	660.000	40,141.99	44,616.00
832696405	SMUCKER J M CO	530.000	34,158.35	41,430.10
806857108	SCHLUMBERGER LTD	670.000	43,580.90	45,767.70
760759100	REPUBLIC SVCS INC	1400.000	41,436.66	38,570.00
742718109	PROCTER & GAMBLE CO	540.000	33,735.96	36,023.40
718172109	PHILIP MORRIS INTL INC	870.000	34,478.38	68,277.60
714199106	PERMANENT PORTFOLIO	4375.429	215,000.00	201,663.52
713448108	PEPSICO INC	670.000	43,177.95	44,454.50
693475105	PNC FINL SVCS GROUP INC	610.000	27,308.85	35,178.70
674599105	OCCIDENTAL PETE CORP DEL	700.000	46,078.16	65,590.00
66987V109	NOVARTIS A G	820.000	47,153.83	46,879.40
641069406	NESTLE S A	900.000	49,117.50	51,973.20
594918104	MICROSOFT CORP	1480.000	15,743.89	38,420.80
50075N104	KRAFT FOODS INC	1150.000	36,851.41	42,964.00
478160104	JOHNSON & JOHNSON	650.000	41,375.75	42,627.00
464288646	ISHARES	2630.000	274,290.99	274,046.00
464287648	ISHARES RUSSELL 2000 GROWTH	1800.000	168,258.96	151,614.00
464287614	ISHARES RUSSELL 1000 GROWTH	4800.000	264,558.72	277,392.00
464287481	ISHARES RUSSELL MIDCAP GROWTH	2410.000	127,182.82	132,670.50
464287465	ISHARES MSCI EAFE INDEX	1800.000	94,212.00	89,154.00
464287242	ISHARES IBOXX INV GR CORP	1650.000	170,136.00	187,704.00

THE ROLLER-BOTTOMORE FOUNDATION

54-1201084

Balance Sheet

12/30/2011

Bank of America



Cusip	Asset	Units	Basis	Market Value
464287234	ISHARES MSCI EMERGING MKTS INDEX	6610.000	230,009.15	250,783.40
464287226	ISHARES	1495.000	153,531.52	164,823.75
464287168	ISHARES DJ SELECT DIVIDEND INDEX	5260.000	273,151.80	282,830.20
459200101	INTERNATIONAL BUSINESS MACHS	295.000	23,199.22	54,244.60
438516106	HONEYWELL INTL INC	630.000	29,449.54	34,240.50
437076102	HOME DEPOT INC	770.000	23,943.46	32,370.80
432787307	REMS REAL ESTATE VALUE OPPTY	6404.321	83,000.00	72,945.22
369550108	GENERAL DYNAMICS CORP	600.000	39,586.52	39,846.00
35671D857	FREEPORT-MCMORAN COPPER &	780.000	37,438.64	28,696.20
30231G102	EXXON MOBIL CORP	950.000	64,102.68	80,522.00
291011104	EMERSON ELEC CO	700.000	35,402.50	32,613.00
277902698	EATON VANCE ATLANTA CAP SMID-	3924.133	60,000.00	62,903.85
268648102	EMC CORP	1640.000	17,142.81	35,325.60
268461779	EGSHARES EMERGING MARKETS	4780.000	106,535.51	105,064.40
25271C102	DIAMOND OFFSHORE DRILLING INC	430.000	28,490.50	23,761.80
229899109	CULLEN FROST BANKERS INC	470.000	24,749.22	24,867.70
22544R305	CREDIT SUISSE COMMODITY-RETURN	9705.160	79,000.00	79,388.21
19765Y688	COLUMBIA SELECT LARGE CAP	42059.043	404,831.35	505,549.70
19765P232	COLUMBIA MID CAP GROWTH FUND	2219.756	60,000.00	54,739.18
19765N245	COLUMBIA DIVIDEND INCOME FUND	19245.004	260,000.00	262,116.95
197199813	COLUMBIA ACORN INTERNATIONAL	6987.520	229,400.28	239,741.81
191216100	COCA COLA CO	520.000	31,761.18	36,384.40
17275R102	CISCO SYS INC	2680.000	57,271.80	48,454.40
171232101	CHUBB CORP	730.000	42,771.72	50,530.60
166764100	CHEVRON CORP	460.000	34,159.33	48,944.00
09247X101	BLACKROCK INC	250.000	46,754.55	44,560.00
075887109	BECTON DICKINSON & CO	440.000	31,933.00	32,876.80
071813109	BAXTER INTL INC	940.000	47,869.79	46,511.20
053015103	AUTOMATIC DATA PROCESSING INC	740.000	38,285.90	39,967.40
037833100	APPLE INC	170.000	33,602.29	68,850.00
030420103	AMERICAN WTR WKS CO INC	1310.000	31,349.48	41,736.60
009158106	AIR PRODS & CHEMS INC	480.000	40,621.20	40,891.20
002824100	ABBOTT LABS	770.000	39,614.58	43,297.10
	Cash/Cash Equivalent	162099.760	162,099.76	162,099.76

Totals:	6,632,817.63	7,028,762.59
---------	--------------	--------------