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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011, or tax year beginning 01-01-2011 , and ending 12-31-2011

G

Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

Name of foundation
ROTARY CHILDREN'S FOUNDATION INC

A Employer identification number
63-6045293

Number and street (or P O box number if mail is not delivered to street address)
C/O REGIONS BANK PO BOX 1628

Room/suite

B Telephone number (see page 10 of the instructions)
(251) 473-9000

City or town, state, and ZIP code
MOBILE, AL 366331628

C If exemption application is pending, check here ☐

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)**\$** 1,601,825

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis.)

D 1. Foreign organizations, check here ☐

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

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

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	27,585			
	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.	46,223	46,201		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	53,182			
	b Gross sales price for all assets on line 6a _____ 602,632				
	7 Capital gain net income (from Part IV , line 2)		53,182		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	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	126,990	99,383		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule).				
	b Accounting fees (attach schedule).	1,250	0		1,250
	c Other professional fees (attach schedule)	8,672	8,672		0
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	2,344	465		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule).	2,606	602		2,004
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	14,872	9,739		3,254
	25 Contributions, gifts, grants paid	40,000			40,000
	26 Total expenses and disbursements. Add lines 24 and 25	54,872	9,739		43,254
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	72,118			
	b Net investment income (if negative, enter -0-)		89,644		
	c Adjusted net income (if negative, enter -0-)				

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

Cat No 11289X

Form **990-PF** (2011)

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			
	2	Savings and temporary cash investments	86,519	29,264	29,264
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ 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 (attach schedule)	320,330	 317,724	325,115
	b	Investments—corporate stock (attach schedule)	501,284	 508,034	611,319
	c	Investments—corporate bonds (attach schedule).	301,668	 308,423	317,222
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	193,514	 312,174	318,905
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,403,315	1,475,619	1,601,825	
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)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	1,403,315	1,475,619	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	0	0	
	30	Total net assets or fund balances (see page 17 of the instructions)	1,403,315	1,475,619	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,403,315	1,475,619	

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)	11,403,315
2	Enter amount from Part I, line 27a	72,118
3	Other increases not included in line 2 (itemize) ▶  _____	186
4	Add lines 1, 2, and 3	1,475,619
5	Decreases not included in line 2 (itemize) ▶ _____	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	1,475,619

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)
1 a	PUBLICLY TRADED SECURITIES	P		2011-12-31
b	PUBLICLY TRADED SECURITIES	P		2011-12-31
c	CAPITAL GAINS DIVIDENDS	P		
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 253,059		242,033	11,026
b 346,605		307,417	39,188
c 2,968			2,968
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			11,026
b			39,188
c			2,968
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	53,182
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	80,110	1,533,533	0 052239
2009	87,650	1,446,092	0 060612
2008	90,963	1,576,714	0 057692
2007	105,246	1,669,069	0 063057
2006	100,556	1,623,275	0 061946

2 Total of line 1, column (d).	2	0 295546
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 059109
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	1,617,509
5 Multiply line 4 by line 3.	5	95,609
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	896
7 Add lines 5 and 6.	7	96,505
8 Enter qualifying distributions from Part XII, line 4.	8	43,254

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of 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	1,793
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	1,793
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	1,793
6		Credits/Payments			
a		2011 estimated tax payments and 2010 overpayment credited to 2011	6a	1,360	
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	1,360
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	433
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-AStatements Regarding Activities

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?		Yes	No
		1a		No
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)?			No
	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		No
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		No
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		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		No
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	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ☐ AL			
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	Yes	
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 on page 27)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address WWW.ROTARYCHILDRENSFOUNDATION.ORG	13	Yes	
14	The books are in care of REGIONS BANK TRUST DEPARTMENT Telephone no (251) 690-1415 Located at 11 NORTH WATER ST 28TH FL MOBILE AL ZIP +4 36622			
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		
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	Yes	No
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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. ☐	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?	1c		No
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 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.</i>)	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?		☐ Yes	☒ No	
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?		☐ Yes	☒ No	
(3) Provide a grant to an individual for travel, study, or other similar purposes?		☐ Yes	☒ No	
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions).		☐ Yes	☒ No	
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?		☐ Yes	☒ No	
b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.		5b		
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?				
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870.</i>		6b		No
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?				
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b		

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				
2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				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 (see page 23 of the instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
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	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	0

Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	1,573,138
b	Average of monthly cash balances.	1b	69,003
c	Fair market value of all other assets (see page 24 of the instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	1,642,141
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	1,642,141
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	24,632
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,617,509
6	Minimum investment return. Enter 5% of line 5.	6	80,875

Part XI

Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☒ and do not complete this part.)

1	Minimum investment return from Part X, line 6.	1	80,875
2a	Tax on investment income for 2011 from Part VI, line 5.	2a	1,793
b	Income tax for 2011 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,793
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	79,082
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	79,082
6	Deduction from distributable amount (see page 25 of the instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	79,082

Part XII

Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	43,254
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	43,254
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	43,254
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				79,082
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only.			0	
b Total for prior years 20__, 20__, 20__		0		
3 Excess distributions carryover, if any, to 2011				
a From 2006.				20,837
b From 2007.				23,405
c From 2008.				13,263
d From 2009.				16,181
e From 2010.				4,792
f Total of lines 3a through e.	78,478			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 43,254				
a Applied to 2010, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .	0			
d Applied to 2011 distributable amount.				43,254
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).)	35,828			35,828
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	42,650			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . .		0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions).	0			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions).	0			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	42,650			
10 Analysis of line 9				
a Excess from 2007. . . .				8,414
b Excess from 2008. . . .				13,263
c Excess from 2009. . . .				16,181
d Excess from 2010. . . .				4,792
e Excess from 2011. . . .				

Part XIV

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

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 organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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 organization had \$5,000 or more in assets at any time during the year—see page 27 of the instructions.)

1

Information Regarding Foundation Managers:

a

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

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

2

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

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a

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

BURNLEY DAVIS
POST OFFICE BOX 6989
MOBILE, AL 36660
(251) 473-9000

b

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

NO PRESCRIBED FORM

c

Any submission deadlines

SEPTEMBER 21

d

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

NONE

Form 990-PF (2011)

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 Paid during the year See Additional Data Table				
Total			3a	40,000
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments. . . .					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities. . . .			14	46,223	
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	53,182	
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		99,405	0
13	Total. Add line 12, columns (b), (d), and (e).			13		99,405

[illegible]

Part XVII

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

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)

No

2

Other assets.

1a(2)

No

b

Other transactions

1

Sales of assets to a noncharitable exempt organization.

1b(1)

No

2

Purchases of assets from a noncharitable exempt organization.

1b(2)

No

3

Rental of facilities, equipment, or other assets.

1b(3)

No

4

Reimbursement arrangements.

1b(4)

No

5

Loans or loan guarantees.

1b(5)

No

6

Performance of services or membership or fundraising solicitations.

1b(6)

No

c

Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

1c

No

d

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

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

2a

Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐

Yes

☒

No

b

If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship		
Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge. ***** Signature of officer or trustee 2012-05-14 Date ***** Title				
Sign Here Paid Preparer's Use Only	Preparer's Signature J WILBERT JORDAN JR	Date 2012-05-14	Check if self-employed ☐	PTIN P00275848
	Firm's name SMITH DUKES & BUCKALEW LLP	Firm's EIN 63-0191630		
	Firm's address 3800 AIRPORT BLVD MOBILE, AL 366081667	Phone no (251) 343-1200		

May the IRS discuss this return with the preparer shown above? See instructions

☒

Yes

☐

No

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2011

Name of organization ROTARY CHILDREN'S FOUNDATION INC	Employer identification number 63-6045293
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Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)() (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule—

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ, that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An Organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer “No” on Part IV, line 2 of its Form 990, or check the box in the heading of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization ROTARY CHILDREN'S FOUNDATION INC	Employer identification number 63-6045293
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Part I **Contributors** (see instructions) Use duplicate copies of Part III
 additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
<u>1</u>	JOHN I MORRILL TRUST PO BOX 1628 MOBILE, AL 366331628 _____	\$ <u>19,139</u>	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u>2</u>	ROTARY CLUB OF MOBILE PO BOX 94 MOBILE, AL 36601 _____	\$ <u>5,162</u>	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u>3</u>	Z MASTIN FBO ORTHOPEDIC WARD TRUST PO BOX 1628 MOBILE, AL 366331628 _____	\$ <u>3,284</u>	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u> </u>	_____ _____ _____ _____	\$ <u> </u>	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u> </u>	_____ _____ _____ _____	\$ <u> </u>	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u> </u>	_____ _____ _____ _____	\$ <u> </u>	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization ROTARY CHILDREN'S FOUNDATION INC	Employer identification number 63-6045293
--	--

Part II Noncash Property (see Instructions) Use duplicate copies of Part II if additional space is needed			
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
—		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
—		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
—		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
—		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
—		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
—		\$	

Name of organization ROTARY CHILDREN'S FOUNDATION INC	Employer identification number 63-6045293
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Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. (Complete columns (a) through (e) and the following line entry)

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **\$1,000 or less** for the year (Enter this information once See instructions) ➤ \$

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee

Additional Data

Software ID:
Software Version:
EIN: 63-6045293
Name: ROTARY CHILDREN'S FOUNDATION INC

Form 990PF - Special Condition Description:

Special Condition Description

Form 990PF Part VIII Line 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
BOB CHAPPELLE	TRUSTEE 0 10	0	0	0
PO BOX 6989 MOBILE,AL 36660				
BO MATTEI	TRUSTEE 0 10	0	0	0
PO BOX 6989 MOBILE,AL 36660				
BURNLEY DAVIS	EXEC DIR 0 25	0	0	0
PO BOX 6989 MOBILE,AL 36660				
MICHAEL PIERCE	TRUSTEE 0 10	0	0	0
PO BOX 6989 MOBILE,AL 36660				
ROBBY MCCLURE	TRUSTEE 0 10	0	0	0
PO BOX 6989 MOBILE,AL 36660				
MIKE MCMAKEN	TRUSTEE 0 10	0	0	0
PO BOX 6989 MOBILE,AL 36660				
MICHAEL CHAMBERS	TRUSTEE 0 10	0	0	0
PO BOX 6989 MOBILE,AL 36660				
KINLEY BELL	TRUSTEE 0 10	0	0	0
PO BOX 6989 MOBILE,AL 36660				
ROBERT GREER	TRUSTEE 0 10	0	0	0
PO BOX 6989 MOBILE,AL 36660				
LYNN ROBINSON	TRUSTEE 0 10	0	0	0
PO BOX 6989 MOBILE,AL 36660				
ALLEN LADD	TRUSTEE 0 10	0	0	0
PO BOX 6989 MOBILE,AL 36660				
RON MELTON	TRUSTEE 0 10	0	0	0
PO BOX 6989 MOBILE,AL 36660				
JOHN ROGERS	TRUSTEE 0 10	0	0	0
PO BOX 6989 MOBILE,AL 36660				

Form 990PF Part XV Line 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>				
UNITED CEREBRAL PALSY1825 K STREET SUITE 600 WASHINGTON,DC 20006		PUBLIC	OPERATIONS	14,000
MOBILE INFIRMARY ASSOCIATION PO BOX 2144 MOBILE,AL 36652		PUBLIC	CHILDREN & WOMEN MEDICAL SERVICES	6,500
GIRL SCOUTS OF SOUTHERN ALABAMA3483 SPRINGHILL AVENUE MOBILE,AL 36608		PUBLIC	CHILDREN & FAMILY SERVICES	2,000
MOBILE ASSOCIATION FOR RETARDED CITIZENS2424 GORDON SMITH DR MOBILE,AL 36617		PUBLIC	OPERATIONS	7,500
MULHERIN CUSTODIAL HOME2496 HALLS MILL RD MOBILE,AL 36606		PUBLIC	OPERATIONS	5,500
EPILESPY CHAPTER OF MOBILE273 AZALEA RD 310 MOBILE,AL 36609		PUBLIC	OPERATIONS	4,000
AUGUSTA EVANS BOY SCOUT TROOP 15100 NORTH FLORIDA ST MOBILE,AL 36607		PUBLIC	OPERATIONS	500
Total  3a				40,000

TY 2011 Accounting Fees Schedule**Name:** ROTARY CHILDREN'S FOUNDATION INC**EIN:** 63-6045293

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	1,250	0		1,250

TY 2011 Investments Corporate

Bonds Schedule

Name: ROTARY CHILDREN'S FOUNDATION INC

EIN: 63-6045293

Name of Bond	End of Year Book Value	End of Year Fair Market Value
5,000 TARGET CORP CALLABLE	4,960	5,875
18,000 JOHN DEERE CAPITAL CORP	18,098	18,232
5,000 WACHOVIA CORP	4,897	5,648
5,000 ORACLE CORP	5,048	6,066
5,000 AT&T INC	4,982	5,810
5,000 COMCAST	5,055	5,800
11,000 CREDIT SUISSE NEW YORK 5.5% DUE 05/01/2014	11,593	11,434
5,000 HESS CORP	5,960	6,418
6,000 PETROBRAS INTL	5,995	6,421
5,000 TALISMAN ENERGY INC	5,861	6,165
24,000 CITIGROUP	24,892	24,543
21,000 GENERAL ELEC	21,134	21,551
11,000 GOLDMAN SACHS	11,618	11,771
6,000 MERRILL LYNCH	5,978	5,916
5,000 CATERPILLAR INC	4,992	6,657
6,000 GENERAL ELECTRIC	6,122	6,253
5,000 TIME WARNER CABLE	5,478	5,939
PIONEER BOND FUND CLASS Y FD	41,098	41,401
6,000 DIRECTV HOLDINGS	6,218	6,245
6,000 KRAFT FOODS INC	6,007	6,514
6,000 BARCLAYS BANK PLC	6,007	6,026
6,000 PRUDENTIAL FINANCIAL	5,960	6,033
5,000 CSX CORP	5,602	5,713
6,000 CA INC	6,120	6,545
6,000 HEWLETT-PACKARD CO	5,995	5,859
6000 ANHEUSER-BUSCH INBEV WOR DTD	6,033	6,331
12,000 MORGAN STANLEY	12,533	11,573
12,000 ONTARIO (PROVINCE OF)	12,004	12,126
6,000 SUNTRUST BKS INC	6,000	6,031
5,000 TOYOTA MOTOR CREDIT CORP SERIES MTN	5,985	6,184
6,000 TEVA PHARM FIN IV LLC	6,004	6,046
6,000 INTEL CORP	5,978	6,321
6,000 TELEFONICA EMISIONES SAU	6,092	5,726
6,000 DUKE ENERGY CORPORATION	6,005	6,017
6,000 AMERICAN EXPRESS CREDIT CORP SERIES: MTN	6,119	6,032

**TY 2011 Investments Corporate
Stock Schedule**

Name: ROTARY CHILDREN'S FOUNDATION INC
EIN: 63-6045293

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CVS CORPORATION - 330 SHS	9,887	13,457
PEPSICO INC - 180 SHS	10,089	11,943
PHILIP MORRIS INTL - 180 SHS	7,303	14,126
PROCTOR & GAMBLE CO - 190 SHS	11,334	12,675
WALGREEN CO - 260 SHS	7,370	8,596
CHEVRON CORP - 100 SHS	7,164	10,640
EXXON MOBIL CORP - 130 SHS	9,208	11,019
HALLIBURTON CO - 250 SHS	4,532	8,626
HESS CORP - 130 SHS	7,623	7,384
SCHLUMBERGER LTD - 130 SHS	5,523	8,880
AMERICAN EXPRESS - 250 SHS	4,668	11,793
GOLDMAN SACHS GROUP - 90 SHS	9,084	8,139
JP MORGAN CHASE - 250 SHS	7,581	8,313
PRUDENTIAL FINANCIAL - 180 SHS	6,395	9,022
STATE STREET CORP - 250 SHS	10,309	10,078
TRAVELERS COMPANIES - 190 SHS	8,106	11,242
ALLERGAN INC - 170 SHS	7,625	14,916
JOHNSON & JOHNSON - 190 SHS	11,301	12,460
STRYKER CORP - 180 SHS	7,674	8,948
TEVA PHARMACEUTICAL - 230 SHS	11,316	9,283
NORFOLK SOUTHERN CORP - 180 SHS	7,306	13,115
3M CO - 110 SHS	6,302	8,990
UNITED TECHNOLOGIES - 130 SHS	6,556	9,502
CISCO SYSTEMS - 620 SHS	11,146	11,210
EMC CORP - 420 SHS	4,812	9,047
INTEL CORP - 530 SHS	8,173	12,853
JUNIPER NETWORKS - 250 SHS	4,352	5,103
ORACLE CORP - 340 SHS	6,004	8,721
QUALCOMM INC - 190 SHS	6,625	10,393
THERMO FISHER SCIENTIFIC - 200 SHS	7,931	8,994

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MONSANTO CO - 170 SHS	10,795	11,912
VERIZON COMM - 300 SHS	8,389	12,036
PIONEER SELECT MID CAP GROWTH-462 SHS	12,000	13,784
PIONEER GROWTH FUND Y - 1,718.52 SHS	30,276	44,190
PIONEER CULLEN VALUE FUND CLASS - 865.504 SHS	28,970	30,880
MATTEL INC - 450 SHS	10,112	12,492
MCGRAW HILL INC - 290 SHS	9,527	13,041
STAPLES INC - 550 SHS	12,554	7,640
APACHE CORP - 90 SHS	9,191	8,152
VISA INC - 160 SHS	13,334	16,245
MERCK & CO - 330 SHS	11,424	12,441
CATERPILLAR INC - 100 SHS	5,171	9,060
GENERAL ELECTRIC - 540 SHS	9,568	9,671
AUTO DESK - 280 SHS	7,660	8,492
NEXTERA ENERGY - 210 SHS	11,187	12,785
HASBRO INC - 270 SHS	9,924	8,610
BLACKROCK INC - 50 SHS	9,623	8,912
LABORATORY CORP AMER HLDGS COM NEW - 110 SHS	9,065	9,457
EMERSON ELECTRIC CO - 190 SHS	11,466	8,852
BROADCOM CORP CL A - 240 SHS	8,848	7,046
GOOGLE INC CL A - 25 SHS	15,330	16,148
TEXAS INSTRS INC - 320 SHS	11,113	9,315
PRAXXAIR INC - 100 SHS	9,208	10,690

TY 2011 Investments Government Obligations Schedule

Name: ROTARY CHILDREN'S FOUNDATION INC

EIN: 63-6045293

US Government Securities - End of

Year Book Value:

317,724

US Government Securities - End of

Year Fair Market Value:

325,115

**State & Local Government
Securities - End of Year Book**

Value:

0

**State & Local Government
Securities - End of Year Fair**

Market Value:

0

TY 2011 Investments - Other Schedule**Name:** ROTARY CHILDREN'S FOUNDATION INC**EIN:** 63-6045293

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MDT STOCK TRUST FUND #19	AT COST	13,000	7,378
FEDERATED US GOVT SEC 2-5-IS	AT COST	15,000	15,975
ISHARES MSCI EAFE INDEX FUND - 2155 UTS	AT COST	120,331	106,737
ISHARES S&P MIDCAP 400 - 920 UTS	AT COST	65,281	80,601
ISHARES S&P SMALLCAP 600 INDEX FUND - 1140 UTS	AT COST	60,954	77,862
ISHARES MSCI EMERGING MKT IN - 800 UTS	AT COST	37,608	30,352

TY 2011 Other Expenses Schedule**Name:** ROTARY CHILDREN'S FOUNDATION INC**EIN:** 63-6045293

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DIRECTORS & OFFICERS LIABILITY INS	1,234	0		1,234
INVESTMENT EXPENSE	602	602		0
WEBSITE EXPENSE	770	0		770

TY 2011 Other Increases Schedule**Name:** ROTARY CHILDREN'S FOUNDATION INC**EIN:** 63-6045293

Description	Amount
NET TIMING DIFFERENCE TAX / BOOK	186

TY 2011 Other Professional Fees Schedule

Name: ROTARY CHILDREN'S FOUNDATION INC

EIN: 63-6045293

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
REGIONS BANK- MGT FEES	8,672	8,672		0

TY 2011 Taxes Schedule**Name:** ROTARY CHILDREN'S FOUNDATION INC**EIN:** 63-6045293

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX	465	465		0
EXCISE TAX - 2011 ESTIMATE	1,360	0		0
EXCISE TAX - 2010 DUE	519	0		0