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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

2011

For calendar year 2011 or tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_

Name of foundation <b>NOTTINGHAM ROZELLA MEMORIAL CHAR</b>		A Employer identification number <b>82-6075509</b>
Number and street (or P O box number if mail is not delivered to street address) <b>Wells Fargo Bank N A Trust Tax Dept - PO Box 53456 MAC S4101-22G</b>		Room/suite <b></b>
City or town, state and ZIP code <b>Phoenix AZ 85072-3456</b>		
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		C If exemption application is pending, check here ► <input type="checkbox"/>
H Check type of organization <input type="checkbox"/> Section 501(c)(3) exempt private foundation <input checked="" type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ► \$ <b>156,287</b>	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see 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 ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		0	0		
4 Dividends and interest from securities		3,934	3,857		
5 a Gross rents				0	
b Net rental income or (loss)	0				
6 a Net gain or (loss) from sale of assets not on line 10		4,223			
b Gross sales price for all assets on line 6a	38,032				
7 Capital gain net income (from Part IV, line 2)			4,223		
8 Net short-term capital gain				0	
9 Income modifications					
10 a Gross sales less returns and allowances	0				
b Less Cost of goods sold	0				
c Gross profit or (loss) (attach schedule)		0			
11 Other income (attach schedule)		0	0	0	
12 Total. Add lines 1 through 11		8,157	8,080	0	
13 Compensation of officers, directors, trustees, etc		3,000	2,250		750
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16 a Legal fees (attach schedule)		400	0	0	400
b Accounting fees (attach schedule)	985		0	0	985
c Other professional fees (attach schedule)		0	0	0	0
17 Interest					
18 Taxes (attach schedule) (see instructions) APP 14 2012		166	67	0	0
19 Depreciation (attach schedule) and depletion		0	0	0	
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule)		0	0	0	0
24 Total operating and administrative expenses.		4,551	2,317	0	2,135
Add lines 13 through 23					
25 Contributions, gifts, grants paid		5,000			5,000
26 Total expenses and disbursements Add lines 24 and 25		9,551	2,317	0	7,135
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		-1,394			
b Net investment income (if negative, enter -0-)			5,763		
c Adjusted net income (if negative, enter -0-)				0	

For Paperwork Reduction Act Notice, see instructions.

(HTA)

Form 990-PF (2011)

SCANNED APR 19 2012

Operating and Administrative Expenses

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<b>Part II Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions )	<b>Beginning of year</b>	<b>End of year</b>	
			<b>(a) Book Value</b>	<b>(b) Book Value</b>	<b>(c) Fair Market Value</b>
<b>Assets</b>	1	Cash—non-interest-bearing	0	67	67
	2	Savings and temporary cash investments	8,446	6,694	6,694
	3	Accounts receivable ►	0	0	0
		Less allowance for doubtful accounts ►	0	0	0
	4	Pledges receivable ►	0	0	0
		Less allowance for doubtful accounts ►	0	0	0
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)		0	0
	7	Other notes and loans receivable (attach schedule) ►	0		
		Less allowance for doubtful accounts ►	0	0	0
	8	Inventories for sale or use	0	0	0
	9	Prepaid expenses and deferred charges			
	10	a Investments—U S and state government obligations (attach schedule)	0	0	0
	b	Investments—corporate stock (attach schedule)	0	0	0
	c	Investments—corporate bonds (attach schedule)	0	0	0
<b>Liabilities</b>	11	Investments—land, buildings, and equipment basis ►	0		
		Less accumulated depreciation (attach schedule) ►	0	0	0
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	138,313	138,566	149,527
	14	Land, buildings, and equipment basis ►	0		
		Less accumulated depreciation (attach schedule) ►	0	0	0
	15	Other assets (describe ► )	0	0	0
	16	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	146,759	145,327	156,288
	17	Accounts payable and accrued expenses	0	0	
	18	Grants payable			
	19	Deferred revenue	0	0	
	20	Loans from officers, directors, trustees, and other disqualified persons	0	0	
	21	Mortgages and other notes payable (attach schedule)	0	0	
	22	Other liabilities (describe ► )	0	0	
	23	<b>Total liabilities</b> (add lines 17 through 22)	0	0	
<b>Net Assets or Fund Balances</b>	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 ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	146,759	145,327	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	<b>Total net assets or fund balances</b> (see instructions)	146,759	145,327	
	31	<b>Total liabilities and net assets/fund balances</b> (see instructions)	146,759	145,327	

**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	146,759
2	Enter amount from Part I, line 27a	2	-1,394
3	Other increases not included in line 2 (itemize) ► Mutual Fund & CTF Income Additions	3	218
4	Add lines 1, 2, and 3	4	145,583
5	Decreases not included in line 2 (itemize) ► See Attached Statement	5	256
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	145,327

**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)
<b>1a See Attached Statement</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>(e) Gross sales price</b>	<b>(f) Depreciation allowed (or allowable)</b>	<b>(g) Cost or other basis plus expense of sale</b>	<b>(h) Gain or (loss) (e) plus (f) minus (g)</b>		
<b>a</b> 0	0	0	0 0		
<b>b</b> 0	0	0	0 0		
<b>c</b> 0	0	0	0 0		
<b>d</b> 0	0	0	0 0		
<b>e</b> 0	0	0	0 0		
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
<b>(i) F M V as of 12/31/69</b>	<b>(j) Adjusted basis as of 12/31/69</b>	<b>(k) Excess of col (i) over col (j), if any</b>	<b>(l) Gains (Col (h) gain minus col (k), but not less than -0) or Losses (from col (h))</b>		
<b>a</b> 0	0	0	0 0		
<b>b</b> 0	0	0	0 0		
<b>c</b> 0	0	0	0 0		
<b>d</b> 0	0	0	0 0		
<b>e</b> 0	0	0	0 0		
<b>2 Capital gain net income or (net capital loss)</b>	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		<b>2</b>	4,223	
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)</b>	{ If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }		<b>3</b>	0	

**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	10,408	157,997	0.065875
2009	8,368	144,605	0.057868
2008	9,911	170,329	0.058187
2007	1,189	159,976	0.007432
2006			0.000000

**2 Total of line 1, column (d)****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****4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5****5 Multiply line 4 by line 3****6 Enter 1% of net investment income (1% of Part I, line 27b)****7 Add lines 5 and 6****8 Enter qualifying distributions from Part XII, line 4**

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

<b>2</b>	0 189362
<b>3</b>	0 047341
<b>4</b>	163,395
<b>5</b>	7,735
<b>6</b>	58
<b>7</b>	7,793
<b>8</b>	7,135

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

1 a	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)	1	115		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b				
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				
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	3	115		
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0-				
6	Credits/Payments	4	115		
a	2011 estimated tax payments and 2010 overpayment credited to 2011			6a	111
b	Exempt foreign organizations—tax withheld at source			6b	0
c	Tax paid with application for extension of time to file (Form 8868)			6c	0
d	Backup withholding erroneously withheld	6d	0		
7	Total credits and payments Add lines 6a through 6d	7	111		
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached				
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>				
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	8	0		
11	Enter the amount of line 10 to be <b>Credited to 2012 estimated tax</b> ► 0 Refunded ► 11				

**Part VII-A Statements Regarding Activities**

		Yes	No
1 a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	X
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>	1b	X
c	Did the foundation file Form 1120-POL for this year?	1c	X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► \$ _____ (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? <i>If "Yes," attach a detailed description of the activities</i>	2	X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	X
4 a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	N/A
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5	X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	X
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► NV, ID		
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? <i>If "No," attach explanation</i>	8b	X
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	X
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	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)	<input checked="" type="checkbox"/> 11	<input type="checkbox"/> 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)	<input type="checkbox"/> 12	<input type="checkbox"/> X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	<input checked="" type="checkbox"/> 13	<input checked="" type="checkbox"/> X
14	The books are in care of ► WELLS FARGO BANK N A Located at ► PO Box 53456 MAC S4101-22G Phoenix AZ	Telephone no ► 888-730-4933 ZIP+4 ► 85072-3456	
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	► <input type="checkbox"/> 15	<input checked="" type="checkbox"/> N/A
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 checked="" type="checkbox"/> 16	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> 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.		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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 checked="" type="checkbox"/> Yes	<input 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)? Organizations relying on a current notice regarding disaster assistance check here	► <input type="checkbox"/> 1b	<input type="checkbox"/> X
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	<input type="checkbox"/> 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 ► 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 instructions)		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20_____ , 20_____ , 20_____ , 20_____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 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	<input type="checkbox"/> N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	► <input type="checkbox"/> 4a	<input type="checkbox"/> 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	<input type="checkbox"/> X

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (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)
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)?

Organizations relying on a current notice regarding disaster assistance check here

► **c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

<input type="checkbox"/> Yes	<input type="checkbox"/> 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?

<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
------------------------------	--

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? *If "Yes" to 6b, file Form 8870*

<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
------------------------------	--

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
------------------------------	--

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

<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
------------------------------	--

7b N/A

► ►

**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
NONE		0
		0
		0
		0
		0
		0
		0

**Total** number of others receiving over \$50,000 for professional services ►

**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	
		0
<b>Total.</b> Add lines 1 through 3	►	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	159,403
b	Average of monthly cash balances	1b	6,480
c	Fair market value of all other assets (see instructions)	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	165,883
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	
3	Subtract line 2 from line 1d	3	165,883
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	2,488
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5	163,395
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	8,170

**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	8,170
2a	Tax on investment income for 2011 from Part VI, line 5	2a	115
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	0
c	Add lines 2a and 2b	2c	115
3	Distributable amount before adjustments Subtract line 2c from line 1	3	8,055
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	8,055
6	Deduction from distributable amount (see instructions)	6	
7	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	8,055

**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	7,135
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	3a	
a	Suitability test (prior IRS approval required)	3b	0
b	Cash distribution test (attach the required schedule)	4	7,135
4	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	5	
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)	6	7,135
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	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				8,055
2 Undistributed income, if any, as of the end of 2011			1,063	
a Enter amount for 2010 only		0		
b Total for prior years 20 ____, 20 ____				
3 Excess distributions carryover, if any, to 2011				
a From 2006 <b>NONE</b>				
b From 2007 <b>NONE</b>				
c From 2008 <b>NONE</b>				
d From 2009 <b>NONE</b>				
e From 2010 <b>NONE</b>				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2011 from Part XII, line 4 ► \$ 7,135			1,063	
a Applied to 2010, but not more than line 2a		0		
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)	0			
d Applied to 2011 distributable amount				6,072
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2011 <i>(If an amount appears in column (d), the same amount must be shown in column (a) )</i>	0			0
6 Enter the net total of each column as indicated below:	0			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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				
d Subtract line 6c from line 6b Taxable amount—see instructions			0	
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see instructions				0
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				1,983
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2007	0			
b Excess from 2008	0			
c Excess from 2009	0			
d Excess from 2010	0			
e Excess from 2011	0			

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

NA

**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

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

**c. Any submission deadlines**

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

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

Recipient	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
<b>Name and address (home or business)</b>				
<b>a Paid during the year</b> See Attached Statement				
<b>Total</b>			► 3a	5,000
<b>b Approved for future payment</b> NONE				
<b>Total</b>			► 3b	0

## Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1 Program service revenue</b>					
a		0		0	0
b		0		0	0
c		0		0	0
d		0		0	0
e		0		0	0
f		0		0	0
<b>g Fees and contracts from government agencies</b>					
<b>2 Membership dues and assessments</b>					
<b>3 Interest on savings and temporary cash investments</b>					
<b>4 Dividends and interest from securities</b>				14	3,934
<b>5 Net rental income or (loss) from real estate</b>					
a Debt-financed property					
b Not debt-financed property					
<b>6 Net rental income or (loss) from personal property</b>					
<b>7 Other investment income</b>					
<b>8 Gain or (loss) from sales of assets other than inventory</b>				18	4,223
<b>9 Net income or (loss) from special events</b>					
<b>10 Gross profit or (loss) from sales of inventory</b>					
<b>11 Other revenue</b>	a				
b		0		0	0
c		0		0	0
d		0		0	0
e		0		0	0
<b>12 Subtotal Add columns (b), (d), and (e)</b>		0		8,157	0
<b>13 Total Add line 12, columns (b), (d), and (e)</b>				13	8,157
(See worksheet in line 13 instructions to verify calculations )					

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

Part XVI-B Line No. ▼	Relationship of Activities to the Accomplishment of Exempt Purposes
	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions )
Not Applicable	

**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?		Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of	1a(1)	X
	(1) Cash	1a(2)	X
	(2) Other assets		
b	Other transactions	1b(1)	X
	(1) Sales of assets to a noncharitable exempt organization	1b(2)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(3)	X
	(3) Rental of facilities, equipment, or other assets	1b(4)	X
	(4) Reimbursement arrangements	1b(5)	X
	(5) Loans or loan guarantees	1b(6)	X
	(6) Performance of services or membership or fundraising solicitations	1c	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees		
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		

**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

Sign  
Here

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

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

Signature of officer or trustee

Date

► VP AND TAX DIRECTOR

Dat

Signature of filer or trustee			
<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date
	JOSEPH J CASTRIANO		3/28/2012
	Firm's name ► PricewaterhouseCoopers, LLP		Firm's EIN ► 13-4008324
Firm's address ► 600 GRANT STREET, PITTSBURGH, PA 15219-2777		Phone no 412-355-6000	
		Check <input checked="" type="checkbox"/> if self-employed	PTIN
		P01251603	

**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year****Recipient(s) paid during the year**

Name

SENIOR SOLUTIONS

Street

3010 WEST STATE STREET

City

BOISE

State

Zip Code  
ID 83703

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,000

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Date March 28, 2012

To: IM&T SERV TM-PHIL SERV WEST

RE: 006165 NOTTINGHAM ROZELLA MEMORIAL  
December 31, 2011

**Subject: Minimum Required Payout for Private Foundation**

Part I: Undistributed Income

A private foundation that is not an operating foundation must spend a minimum amount annually in the form of grants to public charities and private operating foundations to accomplish its charitable purposes. The tax statute prescribes a minimum payout of at least 5% of the total fair market value of the foundation's assets, subject to certain adjustments. The foundation is given two years in which to make the qualifying distributions – the year for which the minimum distributable amount is calculated and the subsequent year. Failure to comply with the minimum payout requirement results initially in a penalty tax of 30% on the undistributed amount.

Please be aware that if an initial 30% tax is imposed under IRC Sec. 4942(a) and any portion of such income remains undistributed as of the end of the subsequent fiscal year, the IRS is authorized to impose a tax equal to 100% of the amount remaining undistributed pursuant to IRC Sec. 4942(b).

Required distribution for 12/31/11	8,055.
Undistributed from prior years	<u>1,063.</u>
Total Required Distributions	9,118
Qualifying distributions for 12/31/11	7,135.
Excess distributions carried over from PY	0.
Total Distributions	<u>7,135.</u>

<b>Undistributed income for 12/31/11</b>	<b>1,983 or</b>
<b>Excess Distribution Carryover to 12/31/12</b>	<b>0</b>

The undistributed income must be distributed by no later than 12/31/12 or the trust will be subject to the 30% penalty tax.

---

Part II: Excess Distributions carryover to 12/31/12

Excess from 12/31/07	0.
Excess from 12/31/08	0.
Excess from 12/31/09	0.
Excess from 12/31/10	0.
Excess from 12/31/11	0.
Total	0.

**Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory**

Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Acquisition Date	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Totals		
											Securities Other Sales	Cost, Other Basis and Expenses	Net Gain or Loss
		Long Term CG Distributions	624								38,032	33,809	4,223
		Short Term CG Distributions	0								0	0	0
1	X	CREDIT SUISSE COMM RT ST	22544R305			10/8/2010	4/26/2011	718	675				43
2	X	CREDIT SUISSE COMM RT ST	22544R305			10/8/2010	4/26/2011	343	306				37
3	X	DIAMOND HILL LONG-SHORT	25264S833			5/3/2010	10/21/2011	199	193				6
4	X	GOLDMAN SACHS GRTH OFF	38142Y401			2/5/2010	2/2/2011	622	486				136
5	X	GOLDMAN SACHS GRTH OFF	38142Y401			2/5/2010	4/26/2011	106	78				28
6	X	HUSSMAN STRATEGIC GROW	448108100			2/8/2008	8/9/2011	14	17				-3
7	X	HUSSMAN STRATEGIC GROW	448108100			2/20/2008	8/9/2011	646	804				-158
8	X	HUSSMAN STRATEGIC GROW	448108100			2/20/2008	10/21/2011	290	356				-66
9	X	ISHARES IBOXX \$ INV GR CO	464287242			2/4/2009	2/2/2011	2,908	2,664				244
10	X	ISHARES IBOXX \$ INV GR CO	464287242			4/27/2009	2/2/2011	539	480				59
11	X	ISHARES IBOXX \$ INV GR CO	464287242			4/29/2010	2/2/2011	646	641				5
12	X	KEELEY SMALL CAP VAL FD	487300808			4/20/2009	2/2/2011	257	143				114
13	X	KEELEY SMALL CAP VAL FD	487300808			4/20/2009	4/26/2011	220	114				106
14	X	MERGER FD SH BEN INT #260	588909108			4/28/2011	10/21/2011	154	158				-4
15	X	MERGER FD SH BEN INT #260	588909108			11/19/2010	10/21/2011	100	100				0
16	X	SPDR DJ WILSHIRE INTERNA	78463X863			5/2/2011	8/9/2011	281	333				-52
17	X	SPDR DJ WILSHIRE INTERNA	78463X863			4/29/2011	8/9/2011	211	249				-38
18	X	TCW SMALL CAP GROWTH FU	87234NB849			5/3/2010	2/2/2011	287	272				25
19	X	TCW SMALL CAP GROWTH FU	87234NB849			2/4/2009	4/26/2011	296	245				51
20	X	VANGARD MSCI EMERGING N	9220428588			2/4/2009	4/26/2011	101	45				56
21	X	VANGUARD REIT VIPER	922008553			2/4/2009	2/2/2011	573	301				272
22	X	VANGUARD REIT VIPER	922008553			2/4/2009	4/26/2011	2,129	1,047				1,082
23	X	VANGUARD REIT VIPER	922008553			5/7/2009	8/9/2011	301	196				105
24	X	VANGUARD REIT VIPER	922008553			7/21/2010	8/9/2011	150	145				5
25	X	WF ADV INDEX FUND-ADMIN	94975G686			2/7/2007	8/9/2011	185	254				-69
26	X	WF ADV INDEX FUND-ADMIN	94975G686			4/20/2007	8/9/2011	303	427				-124
27	X	WF ADV INDEX FUND-ADMIN	94975G686			9/11/2007	8/9/2011	116	163				-47
28	X	WF ADV INDEX FUND-ADMIN	94975G686			11/15/2007	8/9/2011	156	217				-61
29	X	WF ADV INDEX FUND-ADMIN	94975G686			10/13/2006	8/9/2011	154	207				-53
30	X	WF ADV INDEX FUND-ADMIN	94975G686			10/13/2006	10/21/2011	176	222				-46
31	X	WF ADV C & B LARGE CAP VA	94975J288			2/4/2011	8/9/2011	533	599				-66
32	X	WF ADV C & B LARGE CAP VA	94975J288			2/4/2011	10/21/2011	347	363				-16
33	X	WELLS FARGO ADV TOT RT E	94975J581			4/1/2009	4/26/2011	1,687	1,646				41
34	X	WELLS FARGO ADV TOT RT E	94975J581			10/8/2010	8/9/2011	130	131				-1
35	X	WELLS FARGO ADV TOT RT E	94975J581			5/11/2009	8/9/2011	1,260	1,191				69
36	X	WELLS FARGO ADV TOT RT E	94975J581			5/11/2009	10/21/2011	441	418				23
37	X	WELLS FARGO ADV EMG MK	94975P751			10/8/2010	4/26/2011	149	136				13
38	X	WELLS FARGO ADV INTL BON	949805D582			10/8/2010	8/9/2011	5,550	5,563				27
39	X	WELLS FARGO ADV INTL BON	949805D582			11/19/2010	8/9/2011	1,222	1,169				53
40	X	WELLS FARGO ADV INTL BON	949805D582			7/23/2010	8/9/2011	550	501				49
41	X	WELLS FARGO ADV INTL BON	949805D582			10/16/2008	2/2/2011	1,879	1,318				561
42	X	WF ADV CAPITAL GROWTH F	949915615			2/6/2009	2/2/2011	151	95				56
43	X	WF ADV CAPITAL GROWTH F	949915615			2/6/2009	4/26/2011	302	181				121
44	X	WF ADV CAPITAL GROWTH F	949915615			7/9/2010	8/9/2011	286	259				27
45	X	WF ADV CAPITAL GROWTH F	949915615			7/23/2010	10/21/2011	172	150				22
46	X	WF ADV CAPITAL GROWTH F	949917322			2/6/2009	4/28/2011	438	284				154
47	X	WF FARGO ADV DIV INTL	949917322			2/6/2009	4/26/2011	306	191				115
48	X	WELLS FARGO ADV DIV INTL	949917322			2/6/2009	8/9/2011	2,029	1,475				554
49	X	WELLS FARGO ADV HI INC-IN	949917538			4/28/2011	8/9/2011	259	276				-17
50	X	WF ADV GOVT SECURITIES-1	949917579			6/13/2007	4/26/2011	1,213	1,140				73
51	X	WF ADV GOVT SECURITIES-1	949917579			11/15/2007	4/26/2011	286	285				11

**Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory**

		Amount								Net Gain or Loss				
										4,223				
										0				
Long Term CG Distributions		624	Cost, Other Basis and Expenses		33,809	Net Gain or Loss		4,223						
Short Term CG Distributions		0			0									
Totals		Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss		4,223						
Securities		38,032		33,809		0		0						
Other sales		0												
Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Net Gain or Loss
52	X	WF ADV GOVT SECURITIES- I	949917579			4/22/2008	4/26/2011		114	111				3
53	X	WF ADV GOVT SECURITIES- I	949917579			10/8/2010			235					0
54	X	WF ADV GOVT SECURITIES- I	949917579			10/19/2009	8/9/2011		1,066	1,031				35
55	X	WF ADV SHORT-TERM BOND	949917552			4/28/2011			200					-2
56	X	WF ADV GOVT SECURITIES- I	949917579			10/19/2009	10/21/2011		481	467				14
57	X	WF ADV SHORT-TERM BOND	949917652			2/5/2010	2/2/2011		2,881	2,854				27

**Line 16a (990-PF) - Legal Fees**

	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	LEGAL FEES	400			400
2					
3					
4					
5					
6					
7					
8					
9					
10					

**Line 16b (990-PF) - Accounting Fees**

	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	985			
2					
3					
4					
5					
6					
7					
8					
9					
10					

**Line 18 (990-PF) - Taxes**

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	PY FED EXCISE TAX				
2	ESTIMATED EXCISE TAX PAID	99			
3	FOREIGN TAX WITHHELD	67	67		
4					
5					
6					
7					
8					
9					
10					

166 67 0 0 0

**Part II, Line 13 (990-PF) - Investments - Other**

	Item or Category	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1	SEE ATTACHED		138,313	138,566	149,527
2	PRIOR YEAR				
3					
4					
5					
6					
7					
8					
9					
10					

### **Part III (990-PF) - Changes in Net Assets or Fund Balances**

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#### **Line 3 - Other increases not included in Part III, Line 2**

<b>1</b> Mutual Fund & CTF Income Additions	<b>1</b>	218
<b>2</b> Total	<b>2</b>	218

#### **Line 5 - Decreases not included in Part III, Line 2**

<b>1</b> Mutual Fund & CTF Income Subtraction	<b>1</b>	248
<b>2</b> Cost Basis Adjustment	<b>2</b>	8
<b>3</b> Total	<b>3</b>	256

## Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

**Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers**

**Part**

	Benefits	Expense Account	Explanation
1			
2			
3			
4			
5			
6			
7			
8			
9			
10			

**Part VI, Line 6a (990-PF) - Estimated Tax Payments**

- 1 Credit from prior year return
- 2 First quarter estimated tax payment
- 3 Second quarter estimated tax payment
- 4 Third quarter estimated tax payment
- 5 Fourth quarter estimated tax payment
- 6 Other payments
- 7 Total

Date	Amount
1	12
2	99
3	
4	
5	
6	0
7	111

**Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income**

1	Distributable amounts for 2010 that remained undistributed at the beginning of the 2011 tax year	1	1,063
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	1,063