EXTENSION GRANTED TO 11/15/2013

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

2012

Open to public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation THE ROBERTO FOUNDATION	A Employer identification number 20-1688777
Number and street (or P O box number if mail is not delivered to street address) 610 NEWPORT CENTER DRIVE — Room/suite 1220	B Telephone number 949-209-6201
City or town, state, and ZIP code NEWPORT BEACH, CA 92660	C If exemption application is pending, check here ▶ ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change	D 1. Foreign organizations, check here ▶ ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐
H Check type of organization: [X] Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation	E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 31,040,368. — J Accounting method: ☐ Cash [X] Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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

	Line	Description	(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	1,000,000.		N/A	
	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	936,151.	926,602.		STATEMENT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	<38,568.>			
	b	Gross sales price for all assets on line 6a 3,124,997.				
	7	Capital gain net income (from Part IV, line 2)		0.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income	25,928.	25,747.		STATEMENT 2
	12	**Total.** Add lines 1 through 11	1,923,511.	952,349.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees STMT 3	23,502.	0.		23,502.
	c	Other professional fees STMT 4	73,618.	56,015.		17,603.
	17	Interest				
	18	Taxes STMT 5	48,706.	5,887.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 6	150.	0.		150.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	145,976.	61,902.		41,255.
	25	Contributions, gifts, grants paid	1,031,758.			580,000.
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,177,734.	61,902.		621,255.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	745,777.			
	b	**Net investment income** (if negative, enter -0-)		890,447.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

SCANNED NOV 2 0 2013

223501
12-05-12 LHA **For Paperwork Reduction Act Notice, see instructions.** Form **990-PF** (2012)

918

15301107 788394 6012 2012.04030 THE ROBERTO FOUNDATION 6012___1

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

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	904,035.	4,344,040.	4,344,040.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 7	3,958,560.	1,912,491.	1,912,491.
	b Investments - corporate stock STMT 8	3,308,855.	3,641,947.	3,641,947.
	c Investments - corporate bonds STMT 9	1,277,613.	1,400,774.	1,400,774.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	18,068,582.	19,655,424.	19,655,424.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 11)	38,516.	85,692.	85,692.
	16 **Total assets** (to be completed by all filers)	27,556,161.	31,040,368.	31,040,368.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable		451,758.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 12)	0.	47,009.	
	23 **Total liabilities** (add lines 17 through 22)	0.	498,767.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ [X] **and complete lines 24 through 26 and lines 30 and 31**			
	24 Unrestricted	27,556,161.	30,541,601.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] **and complete lines 27 through 31.**			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances**	27,556,161.	30,541,601.	
	31 **Total liabilities and net assets/fund balances**	27,556,161.	31,040,368.	

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	27,556,161.
2	Enter amount from Part I, line 27a	2	745,777.
3	Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN ON INVESTMENTS	3	2,239,663.
4	Add lines 1, 2, and 3	4	30,541,601.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	30,541,601.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	3,124,997.		3,163,241.	<38,244.>

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				
b				
c				
d				
e				<38,244.>

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 <38,244.>

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter -0- in Part I, line 8 } 3 N/A

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

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

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

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

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

1 Enter the appropriate amount in each column for each year; see 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))
2011	1,525,254.	27,521,708.	.055420
2010	1,512,811.	23,875,418.	.063363
2009	1,530,160.	17,971,108.	.085146
2008	1,510,387.	19,229,829.	.078544
2007	2,195,960.	19,324,900.	.113634

2	**Total** of line 1, column (d)	2	.396107
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	.079221
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	28,448,478.
5	Multiply line 4 by line 3	5	2,253,717.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	8,904.
7	Add lines 5 and 6	7	2,262,621.
8	Enter qualifying distributions from Part XII, line 4	8	621,255.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	17,809.
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	17,809.
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	17,809.
6	Credits/Payments:			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 60,556.		
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	60,556.
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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	42,747.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 42,747. **Refunded** ▶		11	0.

Part VII-A | Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ JENNIFER T. LAVENSON Telephone no. ▶ 949-209-6201

Located at ▶ 610 NEWPORT CENTER DRIVE #1220, NEWPORT BEACH, CA ZIP+4 ▶ 92660

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

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

		Line	Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Line	Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 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 2012.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b		X

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

5a During the year did the foundation pay or incur any amount to:				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?	☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	N/A	5b		
Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53 4945-5(d).				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
If "Yes" to 6b, file Form 8870.				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JAMES F. MUZZY 610 NEWPORT CENTER DRIVE,STE 1220 NEWPORT BEACH, CA 92660	TRUSTEE 1.00	0.	0.	0.
PAMELA B. MUZZY 610 NEWPORT CENTER DRIVE,STE 1220 NEWPORT BEACH, CA 92660	TRUSTEE 1.00	0.	0.	0.

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

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

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

Form **990-PF** (2012)

223551
12-05-12

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

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

Form **990-PF** (2012)

223561
12-05-12

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	26,587,912.
b	Average of monthly cash balances	1b	2,293,792.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	28,881,704.
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	28,881,704.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	433,226.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	28,448,478.
6	**Minimum investment return.** Enter 5% of line 5	6	1,422,424.

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	1,422,424.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	17,809.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	17,809.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	1,404,615.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	1,404,615.
6	Deduction from distributable amount (see instructions)			6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	1,404,615.

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	621,255.
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	621,255.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	621,255.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				1,404,615.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007 47,414.				
b From 2008 569,742.				
c From 2009 646,658.				
d From 2010 332,728.				
e From 2011 171,214.				
f **Total** of lines 3a through e	1,767,756.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 621,255.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				621,255.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	783,360.			783,360.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	984,396.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	984,396.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009 480,454.				
c Excess from 2010 332,728.				
d Excess from 2011 171,214.				
e Excess from 2012				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2012	**(b)** 2011	**(c)** 2010	**(d)** 2009	**(e) Total**
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

SEE STATEMENT 13

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

NONE

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

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ORANGE COUNTY COMMUNITY FOUNDATION 25 BRITISH AMERICAN BLVD LATHAM, NY 12110	NONE	PUBLIC	GENERAL SUPPORT	500,000.
THE AYCO CHARITABLE FOUNDATION 4041 MACARTHURS BLVD., SUITE 510 NEWPORT BEACH, CA 92660	NONE	PUBLIC	GENERAL SUPPORT	80,000.
Total			▶ 3a	580,000.
b Approved for future payment				
CASA TERESA INC P.O. BOX 429 ORANGE, CA 92856	NONE	PUBLIC	GENERAL SUPPORT	451,758.
Total			▶ 3b	451,758.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(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	936,151.	
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			14	25,928.	
8 Gain or (loss) from sales of assets other than inventory			18	<38,568.>	
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.		923,511.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 923,511.

(See worksheet in line 13 instructions to verify calculations.)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

▶ Signature of officer or trustee | 11/11/13 Date | ▶ Trustee Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self- employed	PTIN
CHERYL J. SCHAFFER, C.P.A., M.S.T.		11/11/13		P00066920
Firm's name ▶ WRIGHT FORD YOUNG & CO. CPA'S			Firm's EIN ▶ 95-3288054	
Firm's address ▶ 16140 SAND CANYON AVENUE IRVINE, CA 92618-3715			Phone no. (949)910-2727	

Form **990-PF** (2012)

223622
12-05-12

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization

THE ROBERTO FOUNDATION

Employer identification number

20-1688777

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 33 1/3% 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, total 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 total 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 on line H of its Form 990-EZ or on Part I, 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	Employer identification number
THE ROBERTO FOUNDATION	20-1688777

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	JAMES F. & PAMELA B. MUZZY 610 NEWPORT CENTER DRIVE SUITE 1220 NEWPORT BEACH, CA 92660	$ 1,000,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
THE ROBERTO FOUNDATION	20-1688777

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	Employer identification number
THE ROBERTO FOUNDATION	20-1688777

Part III *Exclusively* **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total 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.) ▶ $
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

(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

(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

(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

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	FIDELITY 9623 SHORT TERM NON-COVEREDFIDELITY 9623	P	VARIOUS	VARIOUS
b	FIDELITY 9623 LONG TERM COVERED	P	VARIOUS	VARIOUS
c	FIDELITY 9623 LONG TERM NON-COVERED	P	VARIOUS	VARIOUS
d	GOLDMAN SACHS SHORT TERM COVERED (SEE ATTACHED)	P	VARIOUS	VARIOUS
e	GOLDMAN SACHS SHORT TERM NON-COVERED (SEE ATTACHE	P	VARIOUS	VARIOUS
f	GOLDMAN SACHS LONG TERM COVERED (SEE ATTACHED)	P	VARIOUS	VARIOUS
g	GOLDMAN SACHS LONG TERM COVERED (SEE ATTACHED)	P	VARIOUS	VARIOUS
h	DRAKES LANDING ASSOCIATES, LP	P	VARIOUS	VARIOUS
i	DRAKES LANDING ASSOCIATES, LP	P	VARIOUS	VARIOUS
j	CAPITAL GAINS DIVIDENDS			
k				
l				
m				
n				
o				

	(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	158,878.		244,853.	<85,975.>
b	8,401.		12,853.	<4,452.>
c	796,211.		1,222,531.	<426,320.>
d	100,989.		80,052.	20,937.
e	44,592.		43,751.	841.
f	178,907.		133,976.	44,931.
g	1,617,531.		1,425,225.	192,306.
h	6,426.			6,426.
i	99,161.			99,161.
j	113,901.			113,901.
k				
l				
m				
n				
o				

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				<85,975.>
b				<4,452.>
c				<426,320.>
d				20,937.
e				841.
f				44,931.
g				192,306.
h				6,426.
i				99,161.
j				113,901.
k				
l				
m				
n				
o				

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	<38,244.>
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

223591
05-01-12

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND FIDELITY 9623	612,290.	91,881.	520,409.
DIVIDEND GS 2559	314,019.	22,020.	291,999.
INTEREST FIDELITY 9623	216.	0.	216.
INTEREST GS 2559	101,512.	0.	101,512.
INTEREST GS 6910	8,134.	0.	8,134.
OID GS 6910	13,881.	0.	13,881.
TOTAL TO FM 990-PF, PART I, LN 4	1,050,052.	113,901.	936,151.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME FROM DRAKES LANDING ASSOCIATES, LP	25,928.	25,747.	
TOTAL TO FORM 990-PF, PART I, LINE 11	25,928.	25,747.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	23,502.	0.		23,502.
TO FORM 990-PF, PG 1, LN 16B	23,502.	0.		23,502.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEE	56,015.	56,015.		0.
CONSULTING FEES	17,603.	0.		17,603.
TO FORM 990-PF, PG 1, LN 16C	73,618.	56,015.		17,603.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX, CURRENT	17,809.	0.		0.
FEDERAL EXCISE TAX, DEFERRED	47,000.	0.		0.
OTHER TAXES	<21,990.>	0.		0.
FOREIGN TAXES	5,887.	5,887.		0.
TO FORM 990-PF, PG 1, LN 18	48,706.	5,887.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BUSINESS REGISTRATION	150.	0.		150.
TO FORM 990-PF, PG 1, LN 23	150.	0.		150.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 7

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT IN U.S. GOVERNMENT OBLIGATIONS	X		1,912,491.	1,912,491.
TOTAL U.S. GOVERNMENT OBLIGATIONS			1,912,491.	1,912,491.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,912,491.	1,912,491.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT IN CORPORATE STOCK	3,641,947.	3,641,947.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,641,947.	3,641,947.

FORM 990-PF CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT IN CORPORATE BONDS	1,400,774.	1,400,774.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,400,774.	1,400,774.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT IN MUTUAL FUNDS	FMV	18,322,133.	18,322,133.
INVESTMENT IN PARTNERSHIP: DRAKES LANDING ASSOC., LP	COST	1,333,291.	1,333,291.
TOTAL TO FORM 990-PF, PART II, LINE 13		19,655,424.	19,655,424.

FORM 990-PF OTHER ASSETS STATEMENT 11

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
EXCISE TAX RECEIVABLE	38,516.	42,747.	42,747.
DIVIDEND RECEIVABLE	0.	42,945.	42,945.
TO FORM 990-PF, PART II, LINE 15	38,516.	85,692.	85,692.

FORM 990-PF OTHER LIABILITIES STATEMENT 12

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DEFERRED EXCISE TAX LIABILITY	0.	47,000.
FOREIGN TAX PAYABLE	0.	9.
TOTAL TO FORM 990-PF, PART II, LINE 22	0.	47,009.

FORM 990-PF PART XV - LINE 1A STATEMENT 13
LIST OF FOUNDATION MANAGERS

NAME OF MANAGER

JAMES F. MUZZY
PAMELA B. MUZZY

THE ROBERTO FOUNDATION
FEIN 20-1688777

990-PF Page 3 Part IV Capital Gains and Losses for Tax on Investment Income

Goldman Sachs	
Realized Gain Loss	
Short Term covered	20,936.85
Short Term noncovered	840.68
Long term covered	44,930.14
Long Term Noncovered	192,305.31
Capital Gain Distribution	22,020.00
Fidelity 9623	
Realized Gain Loss	
Short Term noncovered	(85,974.00)
Long Term Covered	(4,452.00)
Long Term Noncovered	(430,858.29)
LoLong Term Noncovered Wash Sale Loss disallowed	4,539.21
Capital Gain Distribution	91,880.89
K-1 from DRAKES LANDING ASSOCIATES, LP	
Short Term Capital Gain	6,426.00
Long Term Capital Gain	99,161.00
990-PF Pg 3 Part IV 1(b)	**(38,244.21)**

Fidelity INVESTMENTS

2012 TAX REPORTING STATEMENT

JAMES F/PAMELA B MUZZY FNDTN

Account No 614-239623 Customer Service: 800-437-6385
Recipient ID No 20-1688777 Payer's Fed ID Number: 04-3523567

FORM 1099-B* **2012 Proceeds from Broker and Barter Exchange Transactions** Copy B for Recipient OMB NO. 1545-0715

Short-term transactions for which basis is not reported to the IRS --report on Form 8949 with Box B checked and/or Schedule D, Part I (i)
(This Label is a Substitute for Boxes **1c & 6**)

(IRS Form 1099-B box numbers are shown below in **bold type**)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc. (a)	**3** Cost or Other Basis (b)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4** Federal Income Tax Withheld	**13** State	**15** State Tax Withheld
PIMCO COMMODITY REAL RETURN INST, PCRIX, 722005667										
Sale	03/23/12	various	23,433.867	158,878 32	244,852.97	-85,974.65				
TOTALS				**158,878.32** √	**244,852.97(c)** √			**0.00**		
		Box B Short-Term Realized Gain				**0.00**				
		Box B Short-Term Realized Loss				**-85,974.65** √				
		Box B Wash Sale Loss Disallowed					**0.00**			

*** This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.**

2012 TAX REPORTING STATEMENT

JAMES F/PAMELA B MUZZY FNDTN

Account No **614-239623** Customer Service 800-437-6385
Recipient ID No **20-1688777** Payer's Fed ID Number. 04-3523567

FORM 1099-B* 2012 Proceeds from Broker and Barter Exchange Transactions

Copy B for Recipient OMB NO. 1545-0715

Long-term transactions for which basis is reported to the IRS --report on Form 8949 with Box A checked and/or Schedule D, Part II
(This Label is a Substitute for Boxes **1c & 6**)

(IRS Form 1099-B box numbers are shown below in **bold type**)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc. (a)	**3** Cost or Other Basis (b)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4** Federal Income Tax Withheld	**13** State	**16** State Tax Withheld
PIMCO COMMODITY REAL RETURN INST, PCRIX, 722005667										
Sale	03/26/12	02/28/05	1,237.240	8,400 86	12,853 46	-4,452.60				
TOTALS				**8,400.86** √	**12,853.46** √			**0.00**		
		Box A Long-Term Realized Gain				**0.00**				
		Box A Long-Term Realized Loss				**-4,452.60** √				
		Box A Wash Sale Loss Disallowed					**0.00**			

*** This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.**

Fidelity INVESTMENTS

2012 TAX REPORTING STATEMENT

JAMES F/PAMELA B MUZZY FNDTN Account No 614-239623 Customer Service 800-437-6385
Recipient ID No. 20-1688777 Payer's Fed ID Number 04-3523567

FORM 1099-B 2012 Proceeds from Broker and Barter Exchange Transactions

Copy B for Recipient OMB NO 1545-0715

Long-term transactions for which basis is not reported to the IRS --report on Form 8949 with Box B checked and/or Schedule D, Part II (i)
(This Label is a Substitute for Boxes **1c & 6**)

(IRS Form 1099-B box numbers are shown below in **bold type**)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (a)	**3** Cost or Other Basis (b)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4** Federal Income Tax Withheld	**13** State	**15** State Tax Withheld
PIMCO COMMODITY REAL RETURN INST, PCRIX, 722005667										
Sale	03/23/12	various	117,437 811	796,211 66	1,227,069.95	-430,858.29	4,539.21			
TOTALS				**796,211.66**	**1,227,069.95(c)**			**0.00**		
		Box B Long-Term Realized Gain				**0.00**				
		Box B Long-Term Realized Loss				**-430,858.29**				
		Box B Wash Sale Loss Disallowed					**4,539.21**			

For any transaction listed on Form 1099-B in a section indicating that **"basis is reported to the IRS"**, we are reporting to the IRS. **1c** type of gain or loss (i.e. short-term or long-term), **6** basis reported to IRS, **8** Description, **1d** Stock or other symbol, the CUSIP number, and columns **1a, 1b, 1e, 2a** and **2b, 3, 4, 5, 13, 14** and **15** We are not reporting to the IRS: the Action, the Gain / Loss, and all subtotals and totals

For any transaction listed on Form 1099-B in a section indicating that **"basis is not reported to the IRS"**, we are reporting to the IRS: **6** Noncovered security **8** Description, **1d** Stock or other symbol, the CUSIP number, and columns **1a, 1e, 2a** and **2b, 4, 13, 14** and **15** We are not reporting to the IRS **1c** type of gain or loss (i.e. short-term or long-term), the Action, the Gain / Loss, columns **1b, 3, 5**, and all subtotals and totals.

Although Fidelity makes every effort to provide accurate information, please bear in mind that you, the taxpayer, are ultimately responsible for the accuracy of your tax returns.

(a) Gross proceeds less commissions
(b) Cost or other basis provided may include adjustments including, but not limited to, dividend reinvestment, return of capital/principal, wash sale loss disallowed, amortization, accretion, acquisition premium, bond premium, market discount, market premium, and option premium
(c) Totals of Cost or Other Basis include all tax lots with known basis. Totals do not include tax lots with unknown basis.
(i) All gain/loss information may not be reflected due to incomplete cost basis information.

Amortization, accretion, and similar adjustments to cost basis are not provided for short-term instruments, unit investment trusts, or securities of foreign issuers

See the supplemental gain/loss sections of this statement for options, foreign currency transactions, and closed short positions opened prior to 2011. Also refer to the gain/loss sections to see details on adjustments made to cost basis for fixed income securities and for the local currency values for internationally denominated equities and fixed income securities.

This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.

REALIZED GAINS AND LOSSES

Supplemental Information - Consult your Form 1099 for tax reporting purposes

REALIZED GAIN AND LOSS SUMMARY

SHORT-TERM GAINS (LOSSES)		LONG-TERM GAINS (LOSSES)		ORDINARY GAINS (LOSSES)	
Net Covered Short-Term Gains (Losses)	20,936 85	Net Covered Long-Term Gains (Losses)	44,930 14	Net Ordinary Gains (Losses)	0 00
Net NonCovered Short-Term Gains (Losses)	840 68	Net NonCovered Long-Term Gains (Losses)	192,305 31		
Net 1099B Non Reportable Short-Term Gains (Losses)	0 00	Net 1099B Non Reportable Long-Term Gains (Losses)	0 00		
Net Miscellaneous Short-Term Gains (Losses)	0 00	Net Miscellaneous Long-Term Gains (Losses)	0 00	Net Miscellaneous Ordinary Gains (Losses)	0 00
Net Regulated Futures Contract Short-Term Gains (Losses)	0 00	Net Regulated Futures Contract Long-Term Gains (Losses)	0 00		
Total Short-Term Gains (Losses)	**21,777.53**	**Total Long-Term Gains (Losses)**	**237,235.45**	**Total Ordinary Gains (Losses)**	**0.00**

SHORT-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
Covered Short-Term Gains (Losses)							
GOOGLE, INC CMN CLASS A (38259P508)	02/15/2011	01/10/2012	24 00	14,946.44	0.00	15,017.61	(71 17)
GS HIGH YIELD FUND INSTITUTIONAL SHARES (38141W679)	02/29/2012	04/16/2012	317.47	2,250 86	0 00	2,282 61	(31 75)
GS HIGH YIELD FUND INSTITUTIONAL SHARES (38141W679) Disallowed Loss							31 75
WALT DISNEY COMPANY (THE) CMN (254687106)	08/09/2011	06/05/2012	861 00	38,168 31	0 00	28,836 36	9,331 95
GS REAL ESTATE SECURITIES FUND INSTITUTIONAL SHARES (38142V787)	03/29/2012	06/11/2012	141 83	2,079 29	0 00	2,109 07	(29 78)
GS REAL ESTATE SECURITIES FUND INSTITUTIONAL SHARES (38142V787) Disallowed Loss							19 28
WALT DISNEY COMPANY (THE) CMN (254687106)	10/04/2011	09/20/2012	535 00	28,141 76	0 00	15,318 71	12,823 05
GS REAL ESTATE SECURITIES FUND INSTITUTIONAL SHARES (38142V787)	04/15/2012	09/27/2012	91 81	1,413.88	0 00	1,404 70	9 18
MICROSOFT CORPORATION CMN (594918104)	06/05/2012	12/03/2012	528 00	13,988 25	0 00	15,133 91	(1,145.66)
Net Covered Short-Term Disallowed Losses							**51.03**
Net Covered Short-Term Gains (Losses)				**100,988.79**	**0.00**	**80,102.97**	**20,936.85**

√

[4] Basis may have been increased by accruals of market discount and/or original issue discount or decreased by premium amortization This increase or decrease of basis assumes the investor has elected to include market discount in income currently and/or amortize premium currently You should consult with your own tax advisor to determine your correct basis

[5] Sale Proceeds may have been adjusted by an option premium due to an option assignment

Goldman Sachs

REALIZED GAINS AND LOSSES (Continued)

Supplemental Information - Consult your Form 1099 for tax reporting purposes

SHORT-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
NonCovered Short-Term Gains (Losses)							
GS GROWTH OPPORTUNITES FUND INSTITUTIONAL SHARES (38142Y401)	12/07/2011	01/12/2012	64 04	1,468 46	0 00	1,437 72	30 74
GS GROWTH OPPORTUNITES FUND INSTITUTIONAL SHARES (38142Y401)	12/07/2011	01/12/2012	1,292 71	29,641 93	0 00	29,021 42	620 51
GS HIGH YIELD FUND INSTITUTIONAL SHARES (38141W679)	04/29/2011	04/16/2012	330 16	2,340.83	0 00	2,466 29	(125 46)
GS HIGH YIELD FUND INSTITUTIONAL SHARES (38141W679)	05/31/2011	04/16/2012	330 99	2,346 73	0 00	2,465 88	(119 15)
GS HIGH YIELD FUND INSTITUTIONAL SHARES (38141W679)	07/29/2011	04/16/2012	335 26	2,376.97	0 00	2,460.79	(83 82)
GS HIGH YIELD FUND INSTITUTIONAL SHARES (38141W679)	06/30/2011	04/16/2012	338 36	2,398.96	0 00	2,476 78	(77 82)
GS REAL ESTATE SECURITIES FUND INSTITUTIONAL SHARES (38142V787)	06/29/2011	06/11/2012	120 84	1,771.56	0 00	1,661.59	109 97
GS REAL ESTATE SECURITIES FUND INSTITUTIONAL SHARES (38142V787)	09/29/2011	09/27/2012	145 86	2,246 20	0 00	1,760 49	485 71
Net NonCovered Short-Term Gains (Losses)				**44,591.64**	**0.00**	**43,750.96**	**840.68**

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
Covered Long-Term Gains (Losses)							
THERMO FISHER SCIENTIFIC INC CMN (883556102)	01/20/2011	04/09/2012	363 00	19,737 65	0.00	20,072 45	(334.80)
AMERICAN EXPRESS CO CMN (025816109)	04/12/2011	07/17/2012	103 00	5,991 93	0.00	4,760 82	1,231 11
AMERICAN EXPRESS CO CMN (025816109)	05/03/2011	07/17/2012	418 00	24,316 73	0 00	20,884 33	3,432 40
WALT DISNEY COMPANY (THE) CMN (254687106)	08/09/2011	08/21/2012	533 00	26,822 57	0 00	17,851 08	8,971 49
WALT DISNEY COMPANY (THE) CMN (254687106)	08/09/2011	09/20/2012	539 00	28,352 17	0.00	18,052 03	10,300 14
WALT DISNEY COMPANY (THE) CMN (254687106)	08/10/2011	09/20/2012	642 00	33,770 11	0 00	20,244 12	13,525 99
GENERAL ELECTRIC CO CMN (369604103)	01/04/2011	10/09/2012	975 00	22,213 12	0 00	17,909 58	4,303 54

[4] Basis may have been increased by accruals of market discount and/or original issue discount or decreased by premium amortization This increase or decrease of basis assumes the investor has elected to include market discount in income currently and/or amortize premium currently You should consult with your own tax advisor to determine your correct basis

[5] Sale Proceeds may have been adjusted by an option premium due to an option assignment

Goldman Sachs

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
Covered Long-Term Gains (Losses)							
LOWES COMPANIES INC CMN (548661107)	02/15/2011	11/09/2012	560 00	17,702 32	0 00	14,202 05	3,500 27
Net Covered Long-Term Gains (Losses)				**178,906.60**	**0.00**	**133,976.46**	**44,930.14**
NonCovered Long-Term Gains (Losses)							
GOOGLE, INC CMN CLASS A (38259P508)	06/15/2010	01/10/2012	7 00	4,359 38	0 00	3,430 60	928 78
GS GROWTH OPPORTUNITES FUND INSTITUTIONAL SHARES (38142Y401)	12/08/2010	01/12/2012	196 54	4,506 73	0 00	4,719 00	(212.27)
GS GROWTH OPPORTUNITES FUND INSTITUTIONAL SHARES (38142Y401)	03/17/2010	01/12/2012	21,686 60	497,273 72	0 00	469,298 00	27,975 72
ISHARES MSCI EAFE INDEX FUND ETF (464287465)	03/17/2010	01/13/2012	1,490 00	73,655 54	0 00	84,274 40	(10,618 86)
APPLE, INC CMN (037833100)	03/17/2010	02/16/2012	60 00	29,465 55	0 00	13,530 10	15,935 45
NIKE CLASS-B CMN CLASS B (654106103)	03/17/2010	02/16/2012	218 00	23,140 06	0 00	15,489.88	7,650 18
QUALCOMM INC CMN (747525103)	03/17/2010	02/16/2012	40 00	2,469 37	0 00	1,554 00	915 37
QUALCOMM INC CMN (747525103)	09/28/2010	02/16/2012	374.00	23,088 57	0 00	16,506 45	6,582 12
GENERAL MILLS INC CMN (370334104)	07/08/2010	02/24/2012	1 00	38 18	0 00	36 68	1 50
GENERAL MILLS INC CMN (370334104)	05/18/2010	02/24/2012	600 00	22,907 40	0.00	22,217 07	690 33
HONEYWELL INTL INC CMN (438516106)	03/17/2010	03/20/2012	600 00	35,672 23	0 00	25,779 24	9,892 99
THERMO FISHER SCIENTIFIC INC CMN (883556102)	03/17/2010	04/09/2012	1,507 00	81,941 13	0 00	75,586 15	6,354 98
GS HIGH YIELD FUND INSTITUTIONAL SHARES (38141W679)	10/29/2010	04/16/2012	187 67	1,330 57	0 00	1,371 86	(41 29)
GS HIGH YIELD FUND INSTITUTIONAL SHARES (38141W679)	01/31/2011	04/16/2012	327 08	2,319 01	0.00	2,420 41	(101 40)
GS HIGH YIELD FUND INSTITUTIONAL SHARES (38141W679)	12/31/2010	04/16/2012	332 23	2,355 52	0.00	2,425 29	(69.77)
GS HIGH YIELD FUND INSTITUTIONAL SHARES (38141W679)	02/28/2011	04/16/2012	335 06	2,375 55	0 00	2,496 17	(120 62)
GS HIGH YIELD FUND INSTITUTIONAL SHARES (38141W679)	03/31/2011	04/16/2012	359 47	2,548 66	0 00	2,660 10	(111 44)
GS HIGH YIELD FUND INSTITUTIONAL SHARES (38141W679)	10/25/2010	04/16/2012	15,834 04	112,263 33	0 00	115,430.14	(3,166 81)
APPLE, INC CMN (037833100)	03/17/2010	04/25/2012	91 00	55,799 80	0 00	20,520 65	35,279 15
VISA INC CMN CLASS A (92826C839)	03/17/2010	05/23/2012	385 00	45,447 96	0 00	35,438 17	10,009 79

[4] Basis may have been increased by accruals of market discount and/or original issue discount or decreased by premium amortization This increase or decrease of basis assumes the investor has elected to include market discount in income currently and/or amortize premium currently You should consult with your own tax advisor to determine your correct basis

[5] Sale Proceeds may have been adjusted by an option premium due to an option assignment

Goldman Sachs

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
NonCovered Long-Term Gains (Losses)							
GS REAL ESTATE SECURITIES FUND INSTITUTIONAL SHARES (38142V787)	09/29/2010	06/11/2012	114 53	1,679 02	0 00	1,350.32	328 70
GS REAL ESTATE SECURITIES FUND INSTITUTIONAL SHARES (38142V787)	03/30/2011	06/11/2012	132 22	1,938 32	0.00	1,746.60	191 72
GS REAL ESTATE SECURITIES FUND INSTITUTIONAL SHARES (38142V787)	03/17/2010	06/11/2012	4,264 79	62,521.81	0 00	47,253 87	15,267 94
GENERAL MILLS INC CMN (370334104)	05/12/2010	06/14/2012	664 00	25,207 66	0 00	24,292 54	915 12
GENERAL MILLS INC CMN (370334104)	07/08/2010	06/14/2012	718.00	27,257 68	0 00	26,335 95	921 73
GS REAL ESTATE SECURITIES FUND INSTITUTIONAL SHARES (38142V787)	06/29/2010	09/27/2012	118 13	1,819 14	0 00	1,250.95	568 19
GS REAL ESTATE SECURITIES FUND INSTITUTIONAL SHARES (38142V787)	03/30/2010	09/27/2012	206 38	3,178 22	0.00	2,268.09	910 13
GS REAL ESTATE SECURITIES FUND INSTITUTIONAL SHARES (38142V787)	03/17/2010	09/27/2012	16,912 56	260,453.38	0 00	187,391 13	73,062 25
LOWES COMPANIES INC CMN (548661107)	09/28/2010	11/09/2012	100 00	3,161 13	0 00	2,232 09	929 04
MICROSOFT CORPORATION CMN (594918104)	03/17/2010	11/09/2012	1,355 00	39,230 71	0.00	40,439 84	(1,209 13)
PRAXAIR, INC 1 75% 11/15/2012 M-W+15 00BP (74005PAW4)	03/23/2010	11/15/2012	110,000 00	110,000 00	(380 60)	110,000 00	0 00
MICROSOFT CORPORATION CMN (594918104)	03/17/2010	12/03/2012	2,194.00	58,125 43	0 00	65,479 71	(7,354 28)
Net NonCovered Long-Term Gains (Losses)				**1,617,530.76**	**(380.60)**	**1,425,225.45**	**192,305.31**

[4] Basis may have been increased by accruals of market discount and/or original issue discount or decreased by premium amortization This increase or decrease of basis assumes the investor has elected to include market discount in income currently and/or amortize premium currently You should consult with your own tax advisor to determine your correct basis

[5] Sale Proceeds may have been adjusted by an option premium due to an option assignment

Goldman Sachs