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Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

OMB No 1545-0052

2012Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

For calendar year 2012 or tax year beginning

, 2012, and ending

, 20

Name of foundation ROOP FAMILY FOUNDATION, INC.		A Employer identification number 20-5886802
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) 859- 288-4633
101 N. MAIN STREET 2ND FLOOR		
City or town, state, and ZIP code VERSAILLES, KY 40383		C If exemption application is pending, check here <input type="checkbox"/>
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		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 1,338,203.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	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)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	45,623.	44,595.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	42,940.			
	b Gross sales price for all assets on line 6a 691,298.				
	7 Capital gain net income (from Part IV, line 2)		42,940.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	88,563.	87,535.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	7,852.	7,852.		
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT. 4	700.	700.	NONE	NONE
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT. 5	2,479.	611.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule) STMT. 6	3.	3.		
	24 Total operating and administrative expenses. Add lines 13 through 23	11,034.	9,166.	NONE	NONE
	25 Contributions, gifts, grants paid	125,000.			125,000.
26 Total expenses and disbursements. Add lines 24 and 25	136,034.	9,166.	NONE	125,000.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-47,471.				
b Net investment income (if negative, enter -0-)		78,369.			
c Adjusted net income (if negative, enter -0-)					

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	92,728.	70,400.	70,400.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶	NONE		
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)	359,568.	324,950.	367,817.
	c	Investments - corporate bonds (attach schedule)	821,631.	831,076.	899,986.
	Liabilities	11	Investments - land, buildings, and equipment basis		
		Less accumulated depreciation ▶ (attach schedule)			
12		Investments - mortgage loans			
13		Investments - other (attach schedule)			
14		Land, buildings, and equipment basis			
		Less accumulated depreciation ▶ (attach schedule)			
15		Other assets (describe ▶)			
16		Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	1,273,927.	1,226,426.	1,338,203.
17		Accounts payable and accrued expenses			
18		Grants payable			
19	Deferred revenue				
20	Loans from officers, directors, trustees, and other disqualified persons				
21	Mortgages and other notes payable (attach schedule)				
22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)		NONE		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	1,273,927.	1,226,426.	
	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 (see instructions)	1,273,927.	1,226,426.		
31	Total liabilities and net assets/fund balances (see instructions)	1,273,927.	1,226,426.		

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	1,273,927.
2	Enter amount from Part I, line 27a	2	-47,471.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,226,456.
5	Decreases not included in line 2 (itemize) ▶	5	30.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,226,426.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 691,298.		648,358.	42,940.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			42,940.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	42,940.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

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	60,000.	1,339,562.	0.044791
2010	17,500.	1,278,363.	0.013689
2009	57,033.	1,189,399.	0.047951
2008	284,407.	1,243,285.	0.228754
2007	374,452.	1,511,935.	0.247664
2 Total of line 1, column (d)			2 0.582849
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.116570
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 1,338,737.
5 Multiply line 4 by line 3			5 156,057.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 784.
7 Add lines 5 and 6			7 156,841.
8 Enter qualifying distributions from Part XII, line 4			8 125,000.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instructions)		1	1,567.
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	
3 Add lines 1 and 2		3	1,567.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	1,567.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,536.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	1,536.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	31.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address N/A				
14	The books are in care of SEE STATEMENT 12		Telephone no SEE STATEMENT 12	
Located at SEE STATEMENT 12 ZIP+4 SEE STATEMENT 12				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year 15			
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	Yes	No 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 SEE STATEMENT 12				

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years SEE STATEMENT 12		
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)	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here SEE STATEMENT 12		
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 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)	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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?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?☐ 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?

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?

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
COMMUNITY TRUST AND INVESTMENT 346 NORTH MAYO TRAIL, PIKEVILLE, KY 41501	AGENT FOR TRUSTE 40	7,852.		- 0 -
EARL E. ROOP 3710 BAYVIEW DRIVE, FT. LAUDERDALE, FL 33308	DIRECTOR AND PRE 5			
EARL E. ROOP, JR. 11029 LEGACY BLVD #302, PALM BEACH GARDENS, FL 33410	DIRECTOR AND SEC 5			
WILLIAM E. VENTERS, JR. P. O. BOX 910306, LEXINGTON, KY 40591	DIRECTOR AND TRE 5			

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances

Total number of other employees paid over \$50,000

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

Total number of others receiving over \$50,000 for professional services **NONE**

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 <u>NONE</u> ----- -----	
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 <u>NONE</u> ----- -----	
2 ----- ----- -----	
All other program-related investments See instructions 3 <u>NONE</u> ----- -----	
Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,295,140.
b	Average of monthly cash balances	1b	63,984.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	1,359,124.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	1,359,124.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	20,387.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,338,737.
6	Minimum investment return. Enter 5% of line 5	6	66,937.

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	66,937.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,567.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,567.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	65,370.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	65,370.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	65,370.

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	125,000.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	125,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	125,000.

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				65,370.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			NONE	
b Total for prior years 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2012:				
a From 2007 234,393.				
b From 2008 223,429.				
c From 2009 NONE				
d From 2010 NONE				
e From 2011 NONE				
f Total of lines 3a through e	457,822.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 125,000.				
a Applied to 2011, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2012 distributable amount				65,370.
e Remaining amount distributed out of corpus	59,630.			
5 Excess distributions carryover applied to 2012 . (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	517,452.			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	234,393.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	283,059.			
10 Analysis of line 9				
a Excess from 2008 223,429.				
b Excess from 2009 NONE				
c Excess from 2010 NONE				
d Excess from 2011 NONE				
e Excess from 2012 59,630.				

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

NOT APPLICABLE

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

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

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

EARL E. ROOP

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.

N/A

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 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				
PIKEVILLE UNITED METHODIST CHURCH 107 MAIN STREET PIKEVILLE KY 41501	NONE	501(C) (3)	SUPPORT	10,000.
CALVARY BAPTIST CHURCH ATTN: SUSAN WALLEN P O BOX 424 BETSY LAYNE KY 41605	NONE	501(C) (3)	GENERAL CHARITABLE PURPOSES	65,000.
KY UNITED METHODIST CHILDREN'S HOME 2050 LEXINGTON ROAD VERSAILLES KY 40383-1738	NONE	501(C) (3)	SUPPORT	50,000.
Total			3a	125,000.
b Approved for future payment				
Total			3b	

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

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

[illegible]

- 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.

[illegible]

**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

Date _____

File

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

MICHELE L DORE, EA

Preparer's signature

Michael L. Dore

Date _____

04/29/2013

Check ☐ if self-employed

PTIN

P00637410

Firm's name ► THOMSON REUTERS (TAX & ACCOUNTING)

Firm's EIN ► 75-1297386

Firm's address ► 9711 FARRAR COURT, STE 110

Phone no. 804-727-3152

RICHMOND, VA

23236

Form 990-PF (2012)

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
AT & T INC	440.	440.
ABBOTT LABS	402.	402.
ANHEUSER BUSCH 5.500% 1/15/18	825.	825.
ANNALY CAPITAL MANAGEMENT REIT	915.	915.
ARCHER DANIELS MIDLAND CO	210.	210.
BANK AMER CORP	14.	14.
BECTON DICKINSON	68.	68.
BERKSHIRE HATHAWAY 5.400% 5/15/18	351.	351.
BERKSHIRE HATHAWAY 3.750% 8/15/21	600.	600.
CATERP FIN SERV MTN 5.450% 4/15/18	1,090.	1,090.
CISCO SYSTEMS INC	336.	336.
COMMONWEALTH EDISON 5.800% 3/15/18	1,154.	1,154.
CONOCOPHILLIPS	660.	660.
EXXON MOBIL CORP	545.	545.
FHLMC GD PL #G11714 5.000% 6/01/20	338.	338.
FHLMC GD PL #G14116 3.500% 4/01/26	577.	577.
FHLMC GD PL #J12989 3.500% 9/01/25	761.	761.
FHLMC GD PL #E02697 4.000% 6/01/25	313.	313.
FHLMC SER 3816 CMO 4.500% 1/15/41	656.	656.
FHLMC SER 4046 CMO 2.000% 10/15/41	390.	390.
FHLMC SER 3736 CMO 4.000% 5/15/37	1,120.	1,120.
FNMA SER 58 CMO 3.500% 4/25/33	465.	465.
FNMA SER 9 CMO 4.500% 1/25/40	1,053.	1,053.
FHLMC SER 3634 CMO 4.250% 8/15/27	882.	882.
FNMA PL #AC5412 4.000% 10/01/24	418.	418.
FNMA PL #MA0818 4.000% 8/01/31	981.	981.
FNMA PL #MA0071 4.500% 5/01/19	244.	244.
FEDERATED MORTGAGE FUND-INST	1,812.	1,812.
FEDEX CORPORATION	102.	102.
FIRST HORIZON NATIONAL CORP	5.	5.
GENERAL ELECTRIC CORP	476.	476.
GENERAL ELECTRIC CO 5.250% 12/06/17	1,050.	1,050.
BP955 576T 04/29/2013 14:59:34	1135111760	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
GOLDMAN SACHS GROUP INC	20.	20.
GOLDMAN SACHS GROUP 5.625% 1/15/17	1,125.	1,125.
GOLDMAN SACHS FS TAX-FREE MM #477	15.	
GNMA SER 14 CMO 5.000% 3/20/39	889.	889.
HARBOR INTERNATIONAL FUND #11	412.	412.
HARTFORD FINL SVCS GROUP INC	230.	230.
HEINZ H J CO	376.	376.
INTEL CORP	113.	113.
JP MORGAN CHASE & CO	360.	360.
JOHNSON & JOHNSON	480.	480.
JP MORGAN CHASE MTN 6.000% 10/01/17	1,247.	1,247.
KENTUCKY ASSET 4.104% 4/01/19	821.	821.
KENTUCKY ST PPTY 4.961% 11/01/18	992.	992.
KIMBERLY-CLARK CORP	180.	180.
KONINKLIJKE PHILIPS ELECTRS NV-ADR	377.	377.
KRAFT FOODS INC	290.	290.
LEAR CORP	126.	126.
MC CRACKEN CNTY KY 6.000% 12/01/28	1,800.	1,800.
MEDTRONIC INC	316.	316.
METROPOLITAN WEST T/R BOND-I	2,999.	2,999.
MICROSOFT CORP	415.	415.
NESTLE SA SPONS ADR	317.	317.
NORTH CAROLINA V-A 3.375% 8/01/14	1,013.	
NOVARTIS AG SPONS ADR	372.	372.
PIMCO REAL RETURN FUND-INST	843.	843.
PAN PACIFIC RET 5.250% 9/01/15	1,308.	1,308.
PEPSICO INC COM	316.	316.
PHILLIPS 66	56.	56.
PROCTER & GAMBLE COMPANY	498.	498.
PROGRESS ENERGY INC	300.	300.
SANOFI SPONS ADR	338.	338.
SIMON PROP GP 6.125% 5/30/18	1,838.	1,838.
STATE STREET CORP	48.	48.
BPF955 576T 04/29/2013 14:59:34	1135111760	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
STRYKER CORP	159.	159.
SUNTRUST BANKS INC	10.	10.
TARGET CORP	246.	246.
TEVA PHARMACEUTICAL INDS LTD ADR	79.	79.
3M CO	354.	354.
TIME WARNER CABLE 5.850% 5/01/17	1,170.	1,170.
TOTAL S.A. SPONS ADR	255.	255.
UNILEVER NV NY SHARE F	337.	337.
VANGUARD INTERNATIONAL GROWTH #81	327.	327.
VANGUARD S/T BOND INDEX-SIG	113.	113.
VANGUARD S/T INVEST GR-INV	150.	150.
VERIZON COMMUNICATIONS	200.	200.
VISA INC	121.	121.
WALMART STORES INC	293.	293.
WASHINGTON ST UNIV 4.833% 10/01/18	967.	967.
WELLS FARGO & CO	352.	352.
WISDOMTREE EMERGING MKTS S/C DIV FD	33.	33.
ACCENTURE PLC CL A	135.	135.
COVIDIEN PLC	239.	239.
	-----	-----
TOTAL	45,623.	44,595.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE (NON-ALLOC	700.	700.		
TOTALS	700.	700.	NONE	NONE
	=====	=====	=====	=====

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	546.	546.
FEDERAL TAX PAYMENT - PRIOR YE	332.	
FEDERAL ESTIMATES - INCOME	1,536.	
FOREIGN TAXES ON QUALIFIED FOR	26.	26.
FOREIGN TAXES ON NONQUALIFIED	39.	39.
	-----	-----
TOTALS	2,479.	611.
	=====	=====

ROOP FAMILY FOUNDATION, INC.

20-5886802

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
OTHER NON-ALLOCABLE EXPENSE -	3.	3.
TOTALS	----- 3. =====	----- 3. =====

ROOP FAMILY FOUNDATION, INC.
 FORM 990PF, PART II - CORPORATE STOCK
 =====

20-5886802

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
3M CO	11,560.	13,928.
ABBOTT LABS	9,815.	13,100.
INTEL CORP	13,221.	12,372.
OCCIDENTAL PETE CORP	9,524.	9,576.
ANNALY CAPITAL MANAGEMENT	8,921.	7,020.
ARCHER DANIELS	7,708.	8,217.
AT&T INC	6,304.	8,428.
CITIGROUP INC	5,587.	5,934.
FIRST HORIZON NATIONAL CORP	4,739.	5,203.
STATE STREET CORP	8,350.	9,402.
SUNTRUST BANKS INC	5,045.	5,670.
CISCO SYSTEMS INC	11,620.	11,790.
CONOCOPHILLIPS	11,490.	14,498.
EXXON MOBIL CORP	13,927.	17,310.
FEDEX CORP	13,607.	13,758.
GENERAL ELECTRIC	12,376.	14,693.
GENERAL MOTORS CO	16,140.	20,181.
HARTFORD FINL SVCS GROUP INC	16,055.	15,708.
JOHNSON & JOHNSON	12,868.	14,020.
JP MORGAN CHASE & CO	14,423.	15,389.
LEAR CORP	11,709.	11,710.
MEDTRONIC INC	8,527.	10,255.
MICROSOFT	13,305.	13,355.
PEPSICO INC	9,709.	10,265.
PROCTER & GAMBLE	14,971.	16,973.
STRYKER CORP	12,656.	13,705.
TARGET CORP	6,362.	8,876.
WISDOMTREE EMERGING MKTS DIV	6,951.	7,416.
VISA	7,779.	15,158.

ROOP FAMILY FOUNDATION, INC.
 FORM 990PF, PART II - CORPORATE STOCK
 =====

20-5886802

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
WALMART	7,812.	10,235.
WELLS FARGO & CO	11,889.	13,672.
	-----	-----
TOTALS	324,950.	367,817.
	=====	=====

ROOP FAMILY FOUNDATION, INC.

20-5886802

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

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
ANHEUSER BUSCH 5.500%	16,260.	17,982.
BERKSHIRE HATHAWAY 3.750%	31,997.	33,047.
CATERP FIN SER MTN 5.450%	21,056.	23,890.
METROPOLITAN WEST T/R BOND-I	87,612.	90,549.
FHLMC GD PL #J12989 3.50%	17,276.	17,580.
FHLMC SER 3816 CMO 4 5.00%	11,934.	12,801.
FHLMC GD PL # G14116 3.500%	29,042.	28,828.
FHLMC SER 4046 CMO 2.000%	38,021.	38,636.
FEDERATED MORTGAGE FUND-INST	83,386.	83,419.
KONINKLIJKE PHILIPS ELECTRS NV	10,229.	13,270.
FNMA 1.550% 12/30/20	40,000.	40,175.
FNMA PL #MA0818 4.00%	22,290.	22,866.
FNMA SER 58 CMO 3.500%	9,532.	9,686.
FNMA SER 9 CMO 4.500% 1/25/40	21,193.	22,466.
GENERAL ELECTRIC O 5.250%	20,796.	23,583.
GNMA SER 14 CMO 5.00%	15,590.	16,725.
GOLDMAN SACHS GRP 5.625%	20,515.	21,944.
JP MORGAN CHASE MTN 4.4%	22,208.	22,576.
KENTUCKY ASSET 4.104%	20,000.	22,274.
KENTUCKY ST PTY 4.961%	20,000.	22,583.
MCCRACKEN CNTY KY 6.00%	31,320.	33,524.
NORTH CAROLINA V-A 3.375%	30,627.	31,128.
PAN PACIFIC RET 5.250%	31,912.	32,717.
SIMON PROP GP 6.125%	34,202.	36,543.
TIME WARNER CABLE 5.850%	21,682.	23,626.
WASHINGTON ST UNIV 4.833%	20,000.	22,823.
FLORIDA POWER CORP 3.100%	20,954.	21,010.
COVIDIEN PLC	7,848.	11,548.
HARBOR INT'L FUND #11	13,540.	18,188.

ROOP FAMILY FOUNDATION, INC.
 FORM 990PF, PART II - CORPORATE BONDS
 =====

20-5886802

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
NESTLE SA SPONS ADR	8,033.	13,034.
NOVARTIS AG	11,226.	12,660.
SANOFI SPONS ADR	11,088.	16,583.
TOTAL S.A. SPONS ADR	11,466.	13,002.
UNILEVER N V -NY	8,650.	11,490.
VANGUARD INT'L GROWTH #81	9,591.	17,230.
	-----	-----
TOTALS	831,076.	899,986.
	=====	=====

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

=====

DESCRIPTION	AMOUNT
-----	-----
ROUNDING	3.
BOOK VALUE ADJUSTMENT	27.

TOTAL	30.
	=====

ROOP FAMILY FOUNDATION, INC.

20-5886802

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF
=====

NAME: COMMUNITY TRUST AND INVESTMENT COMPANY

ADDRESS: 346 NORTH MAYO TRAIL
PIKESVILLE, KY 41501

TELEPHONE NUMBER: (606)437-3292

STATEMENT 12

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Information about Schedule D (Form 1041) and its separate instructions is at
www.irs.gov/form1041

OMB No 1545-0092

2012

Name of estate or trust

ROOP FAMILY FOUNDATION, INC.

Employer identification number

20-5886802

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

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a SHORT-TERM CAPITAL GAIN DIVIDENDS					1,244.

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-9,714.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	-8,470.

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS					664.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	50,746.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	51,410.

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

Schedule D (Form 1041) 2012

Part III Summary of Parts I and II**Caution: Read the instructions before completing this part.**

	(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13 Net short-term gain or (loss)	13		-8,470.
14 Net long-term gain or (loss):			
a Total for year	14a		51,410.
b Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b		
c 28% rate gain	14c		
15 Total net gain or (loss). Combine lines 13 and 14a ▶	15		42,940.

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

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:

 a The loss on line 15, column (3) or b \$3,000 **16** ()

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

Part V Tax Computation Using Maximum Capital Gains Rates

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

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

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

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

17 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17		
18 Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19		
20 Add lines 18 and 19	20		
21 If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	21		
22 Subtract line 21 from line 20. If zero or less, enter -0-	22		
23 Subtract line 22 from line 17. If zero or less, enter -0-	23		
24 Enter the smaller of the amount on line 17 or \$2,400	24		
25 Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26; go to line 27 and check the "No" box. <input type="checkbox"/> No. Enter the amount from line 23	25		
26 Subtract line 25 from line 24	26		
27 Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27		
28 Enter the amount from line 26 (If line 26 is blank, enter -0-)	28		
29 Subtract line 28 from line 27	29		
30 Multiply line 29 by 15% (.15)	30		
31 Figure the tax on the amount on line 23. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31		
32 Add lines 30 and 31	32		
33 Figure the tax on the amount on line 17. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33		
34 Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34		

Schedule D (Form 1041) 2012

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

OMB No 1545-0092

2012

▶ **Attach to Schedule D to list additional transactions for lines 1a and 6a.**
▶ **Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041**

Name of estate or trust

ROOP FAMILY FOUNDATION, INC.

Employer identification number

20-5886802

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 500. AEROPOSTALE INC	06/02/2011	01/17/2012	8,238.00	11,876.00	-3,638.00
675. ALPHA NATURAL RESOURC	05/16/2012	06/13/2012	5,663.00	10,186.00	-4,523.00
200. BANK AMER CORP	08/13/2012	11/07/2012	1,883.00	1,558.00	325.00
250. CLOUD PEAK ENERGY	05/12/2011	02/17/2012	4,493.00	5,062.00	-569.00
500.07 FHLMC GD PL #G14116 4/01/26	05/04/2012	06/15/2012	500.00	530.00	-30.00
620.78 FHLMC GD PL #G14116 4/01/26	05/04/2012	07/15/2012	621.00	658.00	-37.00
926.48 FHLMC GD PL #G14116 4/01/26	05/04/2012	08/15/2012	926.00	981.00	-55.00
959.79 FHLMC GD PL #G14116 4/01/26	05/04/2012	09/15/2012	960.00	1,017.00	-57.00
738.41 FHLMC GD PL #G14116 4/01/26	05/04/2012	10/15/2012	738.00	782.00	-44.00
906.2 FHLMC GD PL #G14116 4/01/26	05/04/2012	11/15/2012	906.00	960.00	-54.00
864.75 FHLMC GD PL #G14116 4/01/26	05/04/2012	12/15/2012	865.00	916.00	-51.00
3133.33 FHLMC SER 3816 CMO 1/15/41	03/11/2011	01/15/2012	3,133.00	3,238.00	-105.00
2623.86 FHLMC SER 3816 CMO 1/15/41	03/11/2011	02/15/2012	2,624.00	2,712.00	-88.00
279.5 FHLMC SER 4046 CMO 10/15/41	05/24/2012	06/15/2012	280.00	281.00	-1.00
288.66 FHLMC SER 4046 CMO 10/15/41	05/24/2012	07/15/2012	289.00	290.00	-1.00
297.7 FHLMC SER 4046 CMO 10/15/41	05/24/2012	08/15/2012	298.00	299.00	-1.00
306.61 FHLMC SER 4046 CMO 10/15/41	05/24/2012	09/15/2012	307.00	308.00	-1.00
315.38 FHLMC SER 4046 CMO 10/15/41	05/24/2012	10/15/2012	315.00	317.00	-2.00
324.01 FHLMC SER 4046 CMO 10/15/41	05/24/2012	11/15/2012	324.00	325.00	-1.00
332.5 FHLMC SER 4046 CMO 10/15/41	05/24/2012	12/15/2012	333.00	334.00	-1.00
40000. FHLMC SER 3736 CMO 5/15/37	03/29/2012	12/12/2012	42,000.00	42,550.00	-550.00
888.17 FNMA PL #AC5412 10/01/24	02/02/2011	01/25/2012	888.00	915.00	-27.00
495.29 FNMA PL #MA0818 8/01/31	12/01/2011	01/25/2012	495.00	520.00	-25.00
545.21 FNMA PL #MA0818 8/01/31	12/01/2011	02/25/2012	545.00	572.00	-27.00

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

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

Schedule D-1 (Form 1041) 2012

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SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

OMB No 1545-0092

2012

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.
▶ Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041

Name of estate or trust

ROOP FAMILY FOUNDATION, INC.

Employer identification number

20-5886802

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 437.02 FNMA PL #MA0818 8/01/31	12/01/2011	03/25/2012	437.00	459.00	-22.00
612.55 FNMA PL #MA0818 8/01/31	12/01/2011	04/25/2012	613.00	643.00	-30.00
313.04 FNMA PL #MA0818 8/01/31	12/01/2011	05/25/2012	313.00	329.00	-16.00
412.37 FNMA PL #MA0818 8/01/31	12/01/2011	06/25/2012	412.00	433.00	-21.00
531.35 FNMA PL #MA0818 8/01/31	12/01/2011	07/25/2012	531.00	558.00	-27.00
657.41 FNMA PL #MA0818 8/01/31	12/01/2011	08/25/2012	657.00	690.00	-33.00
863.96 FNMA PL #MA0818 8/01/31	12/01/2011	09/25/2012	864.00	907.00	-43.00
726.89 FNMA PL #MA0818 8/01/31	12/01/2011	10/25/2012	727.00	763.00	-36.00
726.73 FNMA PL #MA0818 8/01/31	12/01/2011	11/25/2012	727.00	763.00	-36.00
199.601 FEDERATED MORTGAGE	02/03/2012	09/11/2012	1,994.00	1,994.00	
175. GENWORTH FINANCIAL	02/22/2012	05/16/2012	968.00	1,611.00	-643.00
525. GENWORTH FINANCIAL	04/11/2012	05/16/2012	2,855.00	4,594.00	-1,739.00
300. GENWORTH FINANCIAL	04/10/2012	05/17/2012	1,486.00	2,210.00	-724.00
25. GOLDMAN SACHS GROUP IN	09/29/2011	08/13/2012	2,584.00	2,760.00	-176.00
470.367 METROPOLITAN WEST	02/03/2012	06/13/2012	5,009.00	4,939.00	70.00
125. OAKTREE CAPITAL GROUP	08/31/2012	09/10/2012	4,761.00	4,711.00	50.00
811.688 PIMCO REAL RETURN	02/03/2012	06/13/2012	10,016.00	9,740.00	276.00
5501.645 PIMCO REAL RETURN	02/03/2012	06/27/2012	67,725.00	66,020.00	1,705.00
6416.363 VANGUARD S/T BOND	08/17/2011	02/03/2012	68,334.00	68,483.00	-149.00
3568.871 VANGUARD S/T INVE	06/06/2011	02/03/2012	38,330.00	38,543.00	-213.00
125. VERA BRADLEY INC	06/12/2012	11/01/2012	3,697.00	2,901.00	796.00
125. VERA BRADLEY INC	08/30/2012	11/01/2012	3,676.00	2,816.00	860.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b -9,714.00

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

Schedule D-1 (Form 1041) 2012

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

Employer identification number

ROOP FAMILY FOUNDATION, INC.

20-5886802

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 200. BANK AMER CORP	10/15/2010	11/07/2012	1,883.00	2,638.00	-755.00
200. BANK AMER CORP	06/02/2011	11/07/2012	1,883.00	2,270.00	-387.00
25. BECTON DICKINSON	11/03/2009	05/29/2012	1,846.00	1,736.00	110.00
25. BECTON DICKINSON	11/03/2009	06/04/2012	1,798.00	1,736.00	62.00
50. BECTON DICKINSON	11/03/2009	06/06/2012	3,628.00	3,471.00	157.00
30000. BERKSHIRE HATHAWAY 5/15/18	09/15/2009	01/31/2012	35,888.00	32,088.00	3,800.00
100. BERKSHIRE HATHAWAY IN	12/07/2009	08/13/2012	8,468.00	6,645.00	1,823.00
150. CABELA'S INC CL A	01/04/2008	02/16/2012	4,776.00	2,721.00	2,055.00
125. CABELA'S INC CL A	12/11/2009	02/27/2012	4,393.00	1,655.00	2,738.00
75. CABELA'S INC CL A	12/11/2009	05/08/2012	2,668.00	952.00	1,716.00
25. CABELA'S INC CL A	06/11/2008	06/21/2012	925.00	315.00	610.00
125. CABELA'S INC CL A	02/26/2009	06/29/2012	4,624.00	1,144.00	3,480.00
100. CISCO SYSTEMS INC	10/15/2010	12/17/2012	1,997.00	2,312.00	-315.00
20000. COMMONWEALTH EDISON 3/15/18	02/16/2010	09/10/2012	24,393.00	21,598.00	2,795.00
50. EXXON MOBIL CORP	09/29/2011	12/17/2012	4,425.00	3,674.00	751.00
657.25 FHLMC GD PL #G11714 6/01/20	05/08/2009	01/15/2012	657.00	684.00	-27.00
576.35 FHLMC GD PL #G11714 6/01/20	05/08/2009	02/15/2012	576.00	599.00	-23.00
662.25 FHLMC GD PL #G11714 6/01/20	05/08/2009	03/15/2012	662.00	689.00	-27.00
18192.03 FHLMC GD PL #G117 6/01/20	05/08/2009	03/29/2012	19,613.00	18,920.00	693.00
667.24 FHLMC GD PL #G11714 6/01/20	05/08/2009	04/15/2012	667.00	694.00	-27.00
876.15 FHLMC GD PL #J12989 9/01/25	09/03/2010	01/15/2012	876.00	905.00	-29.00
761.89 FHLMC GD PL #J12989 9/01/25	09/03/2010	02/15/2012	762.00	787.00	-25.00
844.69 FHLMC GD PL #J12989 9/01/25	09/03/2010	03/15/2012	845.00	873.00	-28.00
710.22 FHLMC GD PL #J12989 9/01/25	09/03/2010	04/15/2012	710.00	734.00	-24.00
713.76 FHLMC GD PL #J12989 9/01/25	09/03/2010	05/15/2012	714.00	738.00	-24.00

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

Schedule D-1 (Form 1041) 2012

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

Employer identification number

ROOP FAMILY FOUNDATION, INC.

20-5886802

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr)	(c) Date sold (mo., day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 531.83 FHLMC GD PL #J12989 9/01/25	09/03/2010	06/15/2012	532.00	550.00	-18.00
696.96 FHLMC GD PL #J12989 9/01/25	09/03/2010	07/15/2012	697.00	720.00	-23.00
808.29 FHLMC GD PL #J12989 9/01/25	09/03/2010	08/15/2012	808.00	835.00	-27.00
817.95 FHLMC GD PL #J12989 9/01/25	09/03/2010	09/15/2012	818.00	845.00	-27.00
751.81 FHLMC GD PL #J12989 9/01/25	09/03/2010	10/15/2012	752.00	777.00	-25.00
929.69 FHLMC GD PL #J12989 9/01/25	09/03/2010	11/15/2012	930.00	961.00	-31.00
780.83 FHLMC GD PL #J12989 9/01/25	09/03/2010	12/15/2012	781.00	807.00	-26.00
737.12 FHLMC GD PL #E02697 6/01/25	07/14/2010	01/15/2012	737.00	767.00	-30.00
592.9 FHLMC GD PL #E02697 6/01/25	07/14/2010	02/15/2012	593.00	617.00	-24.00
718.59 FHLMC GD PL #E02697 6/01/25	07/14/2010	03/15/2012	719.00	747.00	-28.00
648.35 FHLMC GD PL #E02697 6/01/25	07/14/2010	04/15/2012	648.00	674.00	-26.00
15220.97 FHLMC GD PL #E026 6/01/25	07/14/2010	05/04/2012	16,127.00	15,830.00	297.00
574.17 FHLMC GD PL #E02697 6/01/25	07/14/2010	05/15/2012	574.00	597.00	-23.00
2476.14 FHLMC SER 3816 CMO 1/15/41	03/11/2011	03/15/2012	2,476.00	2,559.00	-83.00
1563.62 FHLMC SER 3816 CMO 1/15/41	03/11/2011	04/15/2012	1,564.00	1,616.00	-52.00
668.44 FHLMC SER 3816 CMO 1/15/41	03/11/2011	05/15/2012	668.00	691.00	-23.00
441.27 FHLMC SER 3816 CMO 1/15/41	03/11/2011	06/15/2012	441.00	456.00	-15.00
198.78 FHLMC SER 3816 CMO 1/15/41	03/11/2011	07/15/2012	199.00	205.00	-6.00
252.5 FHLMC SER 3816 CMO 1/15/41	03/11/2011	08/15/2012	253.00	261.00	-8.00
197.08 FHLMC SER 3816 CMO 1/15/41	03/11/2011	09/15/2012	197.00	204.00	-7.00
193.15 FHLMC SER 3816 CMO 1/15/41	03/11/2011	10/15/2012	193.00	200.00	-7.00
108.11 FHLMC SER 3816 CMO 1/15/41	03/11/2011	11/15/2012	108.00	112.00	-4.00
563.12 FNMA SER 58 CMO 4/25/33	05/15/2009	01/25/2012	563.00	568.00	-5.00
316.44 FNMA SER 58 CMO 4/25/33	05/15/2009	02/25/2012	316.00	319.00	-3.00
655.57 FNMA SER 58 CMO 4/25/33	05/15/2009	03/25/2012	656.00	661.00	-5.00

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

Schedule D-1 (Form 1041) 2012

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

Employer identification number

ROOP FAMILY FOUNDATION, INC.

20-5886802

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day , yr)	(c) Date sold (mo , day , yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 630.93 FNMA SER 58 CMO 4/25/33	05/15/2009	04/25/2012	631.00	636.00	-5.00
893.83 FNMA SER 58 CMO 4/25/33	05/15/2009	05/25/2012	894.00	901.00	-7.00
763.82 FNMA SER 58 CMO 4/25/33	05/15/2009	06/25/2012	764.00	770.00	-6.00
650.75 FNMA SER 58 CMO 4/25/33	05/15/2009	07/25/2012	651.00	656.00	-5.00
595.75 FNMA SER 58 CMO 4/25/33	05/15/2009	08/25/2012	596.00	601.00	-5.00
434.81 FNMA SER 58 CMO 4/25/33	05/15/2009	09/25/2012	435.00	438.00	-3.00
478.72 FNMA SER 58 CMO 4/25/33	05/15/2009	10/25/2012	479.00	483.00	-4.00
434.8 FNMA SER 58 CMO 4/25/33	05/15/2009	11/25/2012	435.00	438.00	-3.00
702.01 FNMA SER 58 CMO 4/25/33	05/15/2009	12/25/2012	702.00	708.00	-6.00
521.91 FNMA SER 9 CMO 1/25/40	02/26/2010	01/25/2012	522.00	544.00	-22.00
514.37 FNMA SER 9 CMO 1/25/40	02/26/2010	02/25/2012	514.00	536.00	-22.00
506.94 FNMA SER 9 CMO 1/25/40	02/26/2010	03/25/2012	507.00	528.00	-21.00
499.61 FNMA SER 9 CMO 1/25/40	02/26/2010	04/25/2012	500.00	521.00	-21.00
492.39 FNMA SER 9 CMO 1/25/40	02/26/2010	05/25/2012	492.00	513.00	-21.00
485.27 FNMA SER 9 CMO 1/25/40	02/26/2010	06/25/2012	485.00	506.00	-21.00
478.26 FNMA SER 9 CMO 1/25/40	02/26/2010	07/25/2012	478.00	498.00	-20.00
471.34 FNMA SER 9 CMO 1/25/40	02/26/2010	08/25/2012	471.00	491.00	-20.00
464.52 FNMA SER 9 CMO 1/25/40	02/26/2010	09/25/2012	465.00	484.00	-19.00
457.79 FNMA SER 9 CMO 1/25/40	02/26/2010	10/25/2012	458.00	477.00	-19.00
451.16 FNMA SER 9 CMO 1/25/40	02/26/2010	11/25/2012	451.00	470.00	-19.00
444.63 FNMA SER 9 CMO 1/25/40	02/26/2010	12/25/2012	445.00	463.00	-18.00
1072.63 FHLMC SER 3634 CMO 8/15/27	02/09/2010	01/15/2012	1,073.00	1,109.00	-36.00
1162.09 FHLMC SER 3634 CMO 8/15/27	02/09/2010	02/15/2012	1,162.00	1,202.00	-40.00
1100.67 FHLMC SER 3634 CMO 8/15/27	02/09/2010	03/15/2012	1,101.00	1,138.00	-37.00
1183.49 FHLMC SER 3634 CMO 8/15/27	02/09/2010	04/15/2012	1,183.00	1,224.00	-41.00

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

Schedule D-1 (Form 1041) 2012

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

Employer identification number

ROOP FAMILY FOUNDATION, INC.

20-5886802

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 889.17 FHLMC SER 3634 CMO 8/15/27	02/09/2010	05/15/2012	889.00	919.00	-30.00
1065.6 FHLMC SER 3634 CMO 8/15/27	02/09/2010	06/15/2012	1,066.00	1,102.00	-36.00
768.08 FHLMC SER 3634 CMO 8/15/27	02/09/2010	07/15/2012	768.00	794.00	-26.00
1079.33 FHLMC SER 3634 CMO 8/15/27	02/09/2010	08/15/2012	1,079.00	1,116.00	-37.00
1171.62 FHLMC SER 3634 CMO 8/15/27	02/09/2010	09/15/2012	1,172.00	1,212.00	-40.00
1022.92 FHLMC SER 3634 CMO 8/15/27	02/09/2010	10/15/2012	1,023.00	1,058.00	-35.00
1050.69 FHLMC SER 3634 CMO 8/15/27	02/09/2010	11/15/2012	1,051.00	1,086.00	-35.00
13430.91 FHLMC SER 3634 CM 8/15/27	02/09/2010	12/13/2012	13,783.00	13,888.00	-105.00
973.01 FHLMC SER 3634 CMO 8/15/27	02/09/2010	12/15/2012	973.00	1,006.00	-33.00
624.44 FNMA PL #AC5412 10/01/24	02/02/2011	02/25/2012	624.00	643.00	-19.00
932.87 FNMA PL #AC5412 10/01/24	02/02/2011	03/25/2012	933.00	961.00	-28.00
963.4 FNMA PL #AC5412 10/01/24	02/02/2011	04/25/2012	963.00	992.00	-29.00
20281.78 FNMA PL #AC5412 10/01/24	02/02/2011	05/02/2012	21,565.00	20,884.00	681.00
879.5 FNMA PL #AC5412 10/01/24	02/02/2011	05/25/2012	880.00	906.00	-26.00
696.06 FNMA PL #MA0818 8/01/31	12/01/2011	12/25/2012	696.00	730.00	-34.00
812.09 FNMA PL #MA0071 5/01/19	05/07/2009	01/25/2012	812.00	843.00	-31.00
863.55 FNMA PL #MA0071 5/01/19	05/07/2009	02/25/2012	864.00	896.00	-32.00
1005.5 FNMA PL #MA0071 5/01/19	05/07/2009	03/25/2012	1,006.00	1,044.00	-38.00
19188.3 FNMA PL #MA0071 5/01/19	05/07/2009	03/29/2012	20,549.00	19,917.00	632.00
364.892 GOLDMAN SACHS M/C #864	03/04/2010	08/31/2012	13,782.00	8,118.00	5,664.00
520.94 GNMA SER 14 CMO 3/20/39	04/27/2009	01/20/2012	521.00	543.00	-22.00
339.68 GNMA SER 14 CMO 3/20/39	04/27/2009	02/20/2012	340.00	354.00	-14.00
434.95 GNMA SER 14 CMO 3/20/39	04/27/2009	03/20/2012	435.00	453.00	-18.00
602.72 GNMA SER 14 CMO 3/20/39	04/27/2009	04/20/2012	603.00	628.00	-25.00
432.33 GNMA SER 14 CMO 3/20/39	04/27/2009	05/20/2012	432.00	450.00	-18.00

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

Schedule D-1 (Form 1041) 2012

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

Employer identification number

ROOP FAMILY FOUNDATION, INC.

20-5886802

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 295.02 GNMA SER 14 CMO 3/20/39	04/27/2009	06/20/2012	295.00	307.00	-12.00
388.28 GNMA SER 14 CMO 3/20/39	04/27/2009	07/20/2012	388.00	404.00	-16.00
330.55 GNMA SER 14 CMO 3/20/39	04/27/2009	08/20/2012	331.00	344.00	-13.00
560.95 GNMA SER 14 CMO 3/20/39	04/27/2009	09/20/2012	561.00	584.00	-23.00
376.58 GNMA SER 14 CMO 3/20/39	04/27/2009	10/20/2012	377.00	392.00	-15.00
473.08 GNMA SER 14 CMO 3/20/39	04/27/2009	11/20/2012	473.00	493.00	-20.00
455.94 GNMA SER 14 CMO 3/20/39	04/27/2009	12/20/2012	456.00	475.00	-19.00
100. HARTFORD FINL SVCS GR	02/24/2011	09/10/2012	1,898.00	2,926.00	-1,028.00 *
150. HEINZ H J CO	11/03/2009	12/17/2012	8,957.00	5,989.00	2,968.00
50. JP MORGAN CHASE & CO	03/13/2007	09/10/2012	1,938.00	2,346.00	-408.00 *
20000. JP MORGAN CHASE MTN 10/01/17	12/07/2009	10/10/2012	23,709.00	21,457.00	2,252.00
50. KIMBERLY-CLARK CORP	03/01/2007	03/12/2012	3,589.00	3,406.00	183.00
75. KIMBERLY-CLARK CORP	03/01/2007	03/13/2012	5,438.00	5,109.00	329.00
.3333 KRAFT FOODS GROUP IN	05/14/2008	10/12/2012	16.00	11.00	5.00
83. KRAFT FOODS GROUP INC	07/24/2008	12/17/2012	3,831.00	2,731.00	1,100.00
8. MONDELEZ INTERNATIONAL	05/14/2008	10/15/2012	218.00	165.00	53.00
120. MONDELEZ INTERNATIONAL	05/14/2008	10/15/2012	3,263.00	2,468.00	795.00
122. MONDELEZ INTERNATIONAL	07/24/2008	10/15/2012	3,316.00	2,442.00	874.00
75. PHILLIPS 66	02/02/2009	12/17/2012	4,011.00	2,075.00	1,936.00
50. PHILLIPS 66	09/29/2011	12/17/2012	2,674.00	1,548.00	1,126.00
200. PROGRESS ENERGY INC	03/31/2008	06/13/2012	11,892.00	8,719.00	3,173.00
50. TARGET CORP	03/10/2011	08/13/2012	3,115.00	2,568.00	547.00
25. TEVA PHARMACEUTICAL IN	04/21/2011	06/13/2012	962.00	1,148.00	-186.00
125. TEVA PHARMACEUTICAL I	11/16/2010	06/13/2012	4,811.00	6,311.00	-1,500.00
1899.598 VANGUARD S/T INVE	12/30/2010	02/03/2012	20,402.00	18,636.00	1,766.00

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

Schedule D-1 (Form 1041) 2012

