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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation

THE ROLLER-BOTTOMORE FOUNDATION

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

PO BOX 40200, FL9-100-10-19

City or town, state, and ZIP code

JACKSONVILLE, FL 32203-0200

G Check all that apply

Initial return

Final return

Address change

Initial return of a former public charity

Amended return

Name change

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at end

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

16) \$ 7,388,128.

J Accounting method:

☒ Cash☐ Accrual☐ Other (specify)

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

A Employer identification number

54-1201084

B Telephone number (see instructions)

804- 877-8773

C If exemption application is
pending, check here

D 1 Foreign organizations, check here

2 Foreign organizations meeting the
85% test, check here and attach
computationE If private foundation status was terminated
under section 507(b)(1)(A), check hereF If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here**Part I Analysis of Revenue and Expenses** (The
total of amounts in columns (b), (c), and (d)
may not necessarily equal the amounts in
column (a) (see instructions).)(a) Revenue and
expenses per
books(b) Net investment
income(c) Adjusted net
income(d) Disbursements
for charitable
purposes
(cash basis only)

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

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

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

5a Gross rents

b Net rental income or (loss)

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

b Gross sales price for all

assets on line 6a

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

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

13 Compensation of officers, directors, trustees, etc.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees (attach schedule)

b Accounting fees (attach schedule)

c Other professional fees (attach schedule)

17 Interest

18 Taxes (attach schedule) (see instructions)

19 Depreciation (attach schedule) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule)

24 Total operating and administrative expenses.

Add lines 13 through 23

25 Contributions, gifts, grants paid

26 Total expenses and disbursements Add lines 24 and 25

27 Subtract line 26 from line 12.

a Excess of revenue over expenses and disbursements

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

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

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	NONE		
	2	Savings and temporary cash investments	162,100.	141,742.	141,742.
	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) .	NONE		
	b	Investments - corporate stock (attach schedule) . STMT 8	4,970,718.	4,932,517.	5,661,858.
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶	NONE		
	12	Investments - mortgage loans	NONE		
	13	Investments - other (attach schedule) STMT 11	1,500,000.	1,500,000.	1,584,528.
	14	Land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶ SEE SCHEDULE ATTACHED)	NONE			
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	6,632,818.	6,574,259.	7,388,128.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons .			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)		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	6,632,818.	6,574,259.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds . .	NONE		
	30	Total net assets or fund balances (see instructions)	6,632,818.	6,574,259.	
	31	Total liabilities and net assets/fund balances (see instructions)	6,632,818.	6,574,259.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	6,632,818.
2	Enter amount from Part I, line 27a	2	-56,306.
3	Other increases not included in line 2 (itemize) ▶ ROUNDING	3	3.
4	Add lines 1, 2, and 3	4	6,576,515.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 12	5	2,256.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,574,259.

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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 1,552,141.		1,292,830.	259,311.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0- or Losses (from col. (h))		
a			259,311.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	259,426.	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7					
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.

(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	418,911.	7,456,040.	0.056184
2010	309,550.	7,118,546.	0.043485
2009	389,713.	6,296,431.	0.061894
2008	382,422.	7,758,825.	0.049289
2007	448,436.	9,367,686.	0.047871
2 Total of line 1, column (d)			2 0.258723
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 0.051745
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 7,314,100.
5 Multiply line 4 by line 3			5 378,468.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 3,227.
7 Add lines 5 and 6			7 381,695.
8 Enter qualifying distributions from Part XII, line 4			8 379,734.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	6,454.
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	6,454.
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	6,454.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	865.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	7,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	7,865.	
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		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,411.	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 1,411. Refunded <input type="checkbox"/> 11	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"/> VA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 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 <input type="checkbox"/> N/A				
14	The books are in care of <input type="checkbox"/> BANK OF AMERICA, N.A. Telephone no. <input type="checkbox"/> (804) 877-8773			
	Located at <input type="checkbox"/> 1111 E MAIN STREET, RICHMOND, VA ZIP+4 <input type="checkbox"/> 23219-3500			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here			<input type="checkbox"/>
	and enter the amount of tax-exempt interest received or accrued during the year	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 <input type="checkbox"/>				

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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception: Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	X
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
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 <input type="checkbox"/>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <input type="checkbox"/>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 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)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐**5b****c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

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

If "Yes" to 6b, file Form 8870.

6b**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**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
SEE STATEMENT 13		1,875.	-0-	-0-

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1	NONE	
2		
3		
4		

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1	NONE	
2		
All other program-related investments See instructions		
3	NONE	
Total. Add lines 1 through 3		

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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	7,290,499.
b	Average of monthly cash balances	1b	134,983.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	7,425,482.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	7,425,482.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	111,382.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,314,100.
6	Minimum investment return. Enter 5% of line 5	6	365,705.

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	365,705.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	6,454.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	6,454.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	359,251.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	359,251.
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	359,251.

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	379,734.
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	379,734.
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	379,734.

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				359,251.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			299,782.	
b Total for prior years 20 <u>10</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2012				
a From 2007	NONE			
b From 2008	NONE			
c From 2009	NONE			
d From 2010	NONE			
e From 2011	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>379,734.</u>				
a Applied to 2011, but not more than line 2a			299,782.	
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				79,952.
e Remaining amount distributed out of corpus	NONE			
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	NONE			
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				
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				279,299.
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)	NONE			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2008	NONE			
b Excess from 2009	NONE			
c Excess from 2010	NONE			
d Excess from 2011	NONE			
e Excess from 2012	NONE			

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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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).)

N/A

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:

SEE STATEMENT 15

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE STATEMENT 20				335,500.
Total			▶ 3a	335,500.
b Approved for future payment				
NONE				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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	123,176.	
5 Net rental income or (loss) from real estate						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property .						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory				18	259,426.	
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)					382,602.	
13 Total. Add line 12, columns (b), (d), and (e)						382,602.

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

[illegible]

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
ABBOTT LABORATORIES	1,548.	1,548.
AIR PRODUCTS AND CHEMICALS INC	1,200.	1,200.
AMERICAN WTR WKS CO INC NEW COM	1,585.	1,585.
APPLE INC COM	1,166.	1,166.
AUTOMATIC DATA PROCESSING INC	877.	877.
BAXTER INTERNATIONAL INC	1,368.	1,368.
BECTON DICKINSON & COMPANY	812.	812.
BLACKROCK INC CL A	1,500.	1,500.
CATERPILLAR INCORPORATED	252.	252.
CHEVRONTXACO CORP COM	1,615.	1,615.
CHUBB CORPORATION	1,183.	1,183.
CISCO SYSTEMS INCORPORATED	1,340.	1,340.
COACH INC COM	318.	318.
COCA COLA CO COM	1,061.	1,061.
COLUMBIA DIVIDEND INCOME FUND CLASS Z SH	6,513.	6,513.
CORNING INC	1,008.	1,008.
CULLEN FROST BANKERS INC COM	893.	893.
DIAMOND OFFSHORE DRILLING INC COM	1,505.	1,505.
EGSHARES EMERGING MARKETS CONSUMER ETF	584.	584.
EMERSON ELEC CO	1,127.	1,127.
EXXON MOBIL CORPORATION	2,071.	2,071.
FREEMPORT-MCMORAN COPPER & GOLD INC COM	926.	926.
GENERAL DYNAMICS CORP	1,200.	1,200.
REMS REAL ESTATE VALUE OPPTY FUND	2,819.	603.
HOME DEPOT INC	893.	893.
HONEYWELL INTERNATIONAL INC	962.	962.
INTERNATIONAL BUSINESS MACHS	974.	974.
ISHARES DJ SELECT DIVIDEND INDEX FUND	11,158.	11,158.
ISHARES BARCLAYS AGGREGATE BD FUND	4,832.	4,832.
ISHARES MSCI EMERGING MKTS INDEX FUND	5,796.	5,796.
ISHARES IBOXX INV GR CORP BD FUND	7,638.	7,638.
ISHR MSCI EAFE INDEX FUND	885.	885.

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

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
ISHARES RUSSELL MIDCAP GROWTH INDEX FUND	1,991.	1,991.
ISHARES RUSSELL 1000 GROWTH INDEX FUND	5,202.	5,202.
ISHARES RUSSELL 2000 GROWTH INDEX FUND	1,874.	1,874.
ISHARES RUSSELL 3000 GROWTH ETF	1,513.	1,513.
ISHARES GLOBAL TIMBER & FORESTRY ETF	32.	32.
ISHARES IBOX \$ HIGH YIELD CORP BOND ETF	6,222.	6,222.
ISHARES 1-3 YR CR BD ETF	4,336.	4,336.
ISHARES US PFD STK ETF	1,063.	1,063.
JOHNSON & JOHNSON	1,560.	1,560.
KRAFT FOODS INC CL A COM	1,334.	1,334.
MCDONALDS CORP	462.	462.
MICROSOFT CORPORATION	296.	296.
NATIXIS FDS TR IV AEW REAL ESTATE FD CL	442.	442.
NESTLE S A SPONSORED ADR	1,901.	1,901.
NOVARTIS AG ADR	2,035.	2,035.
OCCIDENTAL PETROLEUM CORPORATION	1,774.	1,774.
PNC BK CORP	946.	946.
PEPSICO INCORPORATED	1,065.	1,065.
PERMANENT PORTFOLIO	956.	956.
PHILIP MORRIS INTL INC COM	2,749.	2,749.
PROCTER & GAMBLE CO COM	1,194.	1,194.
PRUDENTIAL JENNISON MID-CAP GROWTH FUND	313.	313.
QUALCOMM INC	225.	225.
REPUBLIC SERVICES INC CL A	308.	308.
SCHLUMBERGER LIMITED	720.	720.
SMUCKER J M CO COM NEW	1,060.	1,060.
STANLEY BLACK & DECKER INC COM	1,188.	1,188.
TJX COMPANIES INCORPORATED NEW	563.	563.
TARGET CORP	792.	792.
TEXAS INSTRS INC	755.	755.
THORNBURG INTL VALUE FUND CL I	3,037.	3,037.
3M CO COM	1,062.	1,062.
UNITED PARCEL SERVICE CL B	1,186.	1,186.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
UNITED TECHNOLOGIES CORP	1,421.	1,421.
WELLS FARGO COMPANY	1,135.	1,135.
YUM BRANDS INC COM	976.	976.
BANK OF AMERICA MONEY MARKET SAVINGS ACC	106.	106.
ACCENTURE PLC CL A COM	728.	728.
TE CONNECTIVITY LTD COM	1,045.	1,045.
	-----	-----
TOTAL	123,176.	120,960.
	=====	=====

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

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

FORM 990PF, PART I - OTHER PROFESSIONAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
BOA - INVESTMENT MGMT FEES	55,677.	55,677.	
BOA - GRANTMAKING FEES	18,495.		18,495.
ADMINISTRATIVE ADVISOR FEES	21,910.		21,910.
	-----	-----	-----
TOTALS	96,082.	55,677.	40,405.
	=====	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	590.	590.
EXCISE TAX - PRIOR YEAR	635.	
EXCISE TAX ESTIMATES	865.	
FOREIGN TAXES ON QUALIFIED FOR	1,183.	1,183.
FOREIGN TAXES ON NONQUALIFIED	200.	200.
	-----	-----
TOTALS	3,473.	1,973.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
OTHER CHARITABLE EXPENSES	352.		352.
OTHER CHARITABLE EXPENSES	25.		25.
OTHER INVESTMENT FEE	24.	24.	
TOTALS	401.	24.	377.
	=====	=====	=====

THE ROLLER-BOTTIMORE FOUNDATION

54-1201084

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

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
268461779 EGSHARES EMERGING MA	115,532.	136,663.
464287168 ISHARES DJ SELECT DI	273,152.	301,082.
464287226 ISHARES CORE TOTAL U	153,532.	166,065.
464287234 ISHARES MSCI EMERGIN	230,009.	293,154.
464287242 ISHARES IBOXX INV GR	170,136.	199,634.
464287481 ISHARES RUSSELL MIDC	127,183.	151,348.
464287614 ISHARES RUSSELL 1000	264,559.	314,352.
464287648 ISHARES RUSSELL 2000	110,303.	112,466.
464287671 ISHARES RUSSELL 3000	257,184.	256,368.
464288174 ISHARES S&P GLOBAL T	66,905.	76,908.
464288513 ISHARES IBOXX \$ HIGH	90,617.	94,284.
464288646 ISHARES BARCLAYS 1-3	274,291.	277,412.
464288687 ISHARES S&P U S PFD	64,136.	63,392.
166764100 CHEVRON CORP COM	34,159.	49,744.
25271C102 DIAMOND OFFSHORE DRI	28,491.	29,223.
30231G102 EXXON MOBIL CORP COM	64,103.	82,223.
674599105 OCCIDENTAL PETE CORP	46,078.	53,627.
806857108 SCHLUMBERGER LTD COM	43,581.	46,430.
009158106 AIR PRODS & CHEMS IN	40,621.	40,330.
35671D857 FREEPORT-MCMORAN COP	37,439.	26,676.
149123101 CATERPILLAR INC COM	43,357.	43,460.
244199105 DEERE & CO COM	42,995.	43,210.
291011104 EMERSON ELEC CO COM	35,403.	37,072.
438516106 HONEYWELL INTL INC C	29,450.	39,986.
88579Y101 3M CO COM	37,715.	41,783.
911312106 UNITED PARCEL SVC IN	37,541.	38,340.
913017109 UNITED TECHNOLOGIES	32,837.	57,407.
189754104 COACH INC COM	29,857.	29,420.
437076102 HOME DEPOT INC COM	23,943.	47,625.

THE ROLLER-BOTTIMORE FOUNDATION

54-1201084

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

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
580135101 MCDONALDS CORP COM	54,748.	52,926.
872540109 TJX COS INC NEW COM	28,529.	54,336.
87612E106 TARGET CORP COM	31,390.	35,502.
988498101 YUM BRANDS INC COM	40,144.	54,448.
191216100 COCA COLA CO COM	31,761.	37,700.
50076Q106 KRAFT FOODS GROUP IN	12,920.	17,415.
582839106 MEAD JOHNSON NUTRITI	42,879.	42,829.
609207105 MONDELEZ INTL INC CO	23,920.	29,271.
641069406 NESTLE S A SPONSORED	49,118.	58,601.
713448108 PEPSICO INC COM	43,178.	45,848.
718172109 PHILIP MORRIS INTL I	34,478.	72,767.
742718109 PROCTER & GAMBLE CO	33,736.	36,661.
832696405 SMUCKER J M CO NEW C	34,158.	45,707.
071813109 BAXTER INTL INC COM	47,870.	62,660.
075887109 BECTON DICKINSON & C	31,933.	34,404.
478160104 JOHNSON & JOHNSON CO	41,376.	45,565.
66987V109 NOVARTIS A G SPONSOR	47,154.	51,906.
771195104 ROCHE HLDG LTD SPONS	48,709.	50,254.
09247X101 BLACKROCK INC CL A	46,755.	51,678.
171232101 CHUBB CORP COM	42,772.	54,984.
229899109 CULLEN / FROST BANKE	24,749.	25,507.
92826C839 VISA INC CL A COM	47,932.	48,506.
949746101 WELLS FARGO & CO NEW	39,440.	49,903.
962166104 WEYERHAEUSER CO COM	30,364.	50,076.
G1151C101 ACCENTURE PLC CL A C	27,815.	32,585.
H84989104 TE CONNECTIVITY LTD	40,365.	47,885.
037833100 APPLE INC COM	62,170.	117,078.
053015103 AUTOMATIC DATA PROCE	38,286.	42,128.
17275R102 CISCO SYS INC COM	57,272.	52,660.

THE ROLLER-BOTTIMORE FOUNDATION

54-1201084

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

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
219350105 CORNING INC COM	43,641.	40,384.
268648102 EMC CORP COM	17,143.	41,492.
459200101 INTERNATIONAL BUSINE	23,199.	56,507.
747525103 QUALCOMM INC COM	18,495.	18,558.
030420103 AMERICAN WTR WKS CO	31,349.	48,640.
277902698 EATON VANCE ATLANTA	60,000.	71,655.
74441C808 PRUDENTIAL JENNISON	78,000.	77,003.
19765N245 COLUMBIA DIVIDEND IN	141,731.	154,739.
22544R305 CREDIT SUISSE COMMOD	79,000.	77,932.
714199106 PERMANENT PORTFOLIO	173,725.	172,131.
432787307 REMS REAL ESTATE VAL	81,996.	91,198.
63872W409 NATIXIS FDS TR IV AE	63,000.	58,710.
885215566 THORNBURG INTL VALUE	180,208.	201,435.
	-----	-----
TOTALS	4,932,517.	5,661,858.
	=====	=====

THE ROLLER-BOTTIMORE FOUNDATION

54-1201084

FORM 990PF, PART II - OTHER INVESTMENTS
=====

DESCRIPTION -----	COST/ FMV C OR F -----	ENDING BOOK VALUE -----	ENDING FMV ---
99Z193262 PA STABLE VALUE FUND	C	750,000.	832,278.
99Z193270 PRIVATE ADVISORS HED	C	750,000.	752,250.
		-----	-----
		1,500,000.	1,584,528.
		=====	=====

TOTALS

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES
=====DESCRIPTION
-----AMOUNT
-----TAX EFFECTIVE POSTING ADJUSTMENT
COST BASIS ADJUSTMENT

1,252.

1,004.

TOTAL

2,256.
=====

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

OFFICER NAME:

HENRY C SPALDING, JR

ADDRESS:

PO BOX 26688

RICHMOND, VA 23261

TITLE:

PRESIDENT

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 2

COMPENSATION 250.

OFFICER NAME:

LUCY P. SUMMERELL

ADDRESS:

PO BOX 26688

RICHMOND, VA 23261

TITLE:

VICE PRESIDENT

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 2

COMPENSATION 250.

OFFICER NAME:

JOHN T. KING

ADDRESS:

P.O. BOX 26688

RICHMOND, VA 23261, VA 23261

TITLE:

SECRETARY/TREASURER

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 2

COMPENSATION 250.

OFFICER NAME:

THOMAS N. ALLEN

ADDRESS:

PO BOX 26688

RICHMOND,, VA 23261

TITLE:

DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 2

COMPENSATION 125.

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

=====

OFFICER NAME:

ALICE R. MCGUIRE

ADDRESS:

PO BOX 26688

RICHMOND, VA 23261

TITLE:

DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 2

COMPENSATION 250.

OFFICER NAME:

JOHN L. MCELROY III

ADDRESS:

PO BOX 26688

RICHMOND, VA 23261

TITLE:

DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 2

COMPENSATION 375.

OFFICER NAME:

ORRAN L. BROWN

ADDRESS:

PO BOX 26688

RICHMOND, VA 23261

TITLE:

DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 2

COMPENSATION 375.

TOTAL COMPENSATION:

1,875.

=====

THE ROLLER-BOTTIMORE FOUNDATION
FORM 990PF, PART XV - LINES 2a - 2d
=====

54-1201084

RECIPIENT NAME:

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

ADDRESS:

P.O. BOX 26688

RICHMOND, VA 23261

RECIPIENT'S PHONE NUMBER: 804-887-8773

FORM, INFORMATION AND MATERIALS:

IN WRITING - APPLICANT MUST INCLUDE FEDERAL IDENTIFICATION NUMBER

SUBMISSION DEADLINES:

NONE

RESTRICTIONS OR LIMITATIONS ON AWARDS:

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

=====

RECIPIENT NAME:

UNIV OF MARY WASHINGTON

ADDRESS:

1119 HANOVER ST.

FREDERICKSBURG, VA 22401

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

RESTORE DINING ROOM CHAIRS

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

AMERICAN CIVIL WAR CENTER

ADDRESS:

490 TREDEGAR ST.

RICHMOND, VA 23219

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

FORGING OUR FUTURE CAMPAIGN

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:

CENTERSTAGE FOUNDATION

ADDRESS:

600 E. GRACE ST.

RICHMOND, VA 23219

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

LANDMARK THEATER RESTORATION

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 25,000.

=====

RECIPIENT NAME:

HISTORIC RICHMOND FOUNDATION

ADDRESS:

4 E. MAIN ST, STE. 1C

RICHMOND, VA 23219

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

ARCHITECTURAL GUIDE

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

MAYMONT FOUNDATION

ADDRESS:

1700 HAMPTON ST.

RICHMOND, VA 23220

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

RESTORATION PROJECTS

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 45,000.

RECIPIENT NAME:

SHENANDOAH VALLEY

BATTLEFIELD FOUNDATION

ADDRESS:

PO BOX 897

NEW MARKET, VA 22844

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

DIGITAL MAPS AND DVD PRODUCTION

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 15,000.

=====

RECIPIENT NAME:

HISTORIC POLEGREEN CHURCH

ADDRESS:

PO BOX 2111

MECHANICSVILLE, VA 23116

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

LANDSCAPING AND SITE IMPROVEMENTS

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:

FRIENDS OF HOLLYWOOD CEMETERY

ADDRESS:

412 S. CHERRY ST.

RICHMOND, VA 23220

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

RESTORATION PROJECTS

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:

FRIENDS OF THE MATHEWS MEMORIAL

ADDRESS:

PO BOX 127

MATHEWS, VA 23109

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

BUILDING RENOVATION AND EXPANSION

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 10,000.

=====

RECIPIENT NAME:

HARRISONBURG-ROCKINGHAM

ADDRESS:

PO BOX 716

DAYTON, VA 22821

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GALLERY RENOVATION

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 30,000.

RECIPIENT NAME:

VIRGINIA LISC

ADDRESS:

413 STUART CIR, STE 300

RICHMOND, VA 23220

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

DELTA COMMUNITY CENTER

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:

VIRGINIA THEOLOGICAL SEMINARY

ADDRESS:

3737 SEMINARY RD.

ALEXANDRIA, VA 22304

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

NEW CHAPEL CONSTRUCTION

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 50,000.

THE ROLLER-BOTTIMORE FOUNDATION

54-1201084

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

VCU MASSEY CANCER CENTER

ADDRESS:

PO BOX 980037

RICHMOND, VA 23298-0037

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

MEMORIAL FUND

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 500.

TOTAL GRANTS PAID:

335,500.

=====

Name: THE ROLLER-BOTTIMORE FOUNDATION

EIN: 54-1201084

Tax Year Ended: 12/31/2012

Form 990-PF, Part XIII

For the tax year ended 12/31/2010, the average fair market value of securities/cash listed on Part X line 1d was inadvertently understated. The correct amount is 7,118,546.

The distributions for the above tax year met the required payout amount, and therefore, an amended return was not filed. However, this understatement resulted in a change to the undistributed income carryover amount. The amount reported on this return reflects the changes to the carryover amount.