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Form **990-PF**Department of the Treasury  
Internal Revenue Service**Return of Private Foundation**

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf)

OMB No 1545-0052

**2013**

Open to Public Inspection

For calendar year 2013 or tax year beginning

, 2013, and ending

, 20

Name of foundation

THE ROLLER-BOTTIMORE FOUNDATION

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

Room/suite

1111 E. MAIN ST., VA2-300-12-92

City or town, state or province, country, and ZIP or foreign postal code

RICHMOND, VA 23219

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) ▶ \$ 8,268,687.

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)

804-887-8773

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

1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check <input 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	117,575.	117,036.		STMT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	353,479.			
b	Gross sales price for all assets on line 6a	3,705,986.			
7	Capital gain net income (from Part IV, line 2)		353,479.		
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	471,054.	470,515.		
13	Compensation of officers, directors, trustees, etc	1,750.	NONE		1,750.
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 2	1,250.	NONE	NONE	1,250.
c	Other professional fees (attach schedule) STMT 3	125,634.	83,903.		41,731.
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 4	14,748.	2,705.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings	363.	NONE	NONE	363.
22	Printing and publications		NONE	NONE	
23	Other expenses (attach schedule) STMT 5	80.	55.		25.
24	Total operating and administrative expenses. Add lines 13 through 23	143,825.	86,663.	NONE	45,119.
25	Contributions, gifts, grants paid	340,000.			340,000.
26	Total expenses and disbursements Add lines 24 and 25	483,825.	86,663.	NONE	385,119.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-12,771.			
b	Net investment income (if negative, enter -0-)		383,852.		
c	Adjusted net income (if negative, enter -0-)				

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<b>Part II Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	<b>1</b>	Cash - non-interest-bearing . . . . .				
	<b>2</b>	Savings and temporary cash investments . . . . .	141,742.	128,957.	128,957.	
	<b>3</b>	Accounts receivable ▶ . . . . .				
		Less: allowance for doubtful accounts ▶ . . . . .				
	<b>4</b>	Pledges receivable ▶ . . . . .				
		Less: allowance for doubtful accounts ▶ . . . . .				
	<b>5</b>	Grants receivable . . . . .				
	<b>6</b>	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .				
	<b>7</b>	Other notes and loans receivable (attach schedule) ▶ . . . . .				
		Less: allowance for doubtful accounts ▶ . . . . .	NONE			
	<b>8</b>	Inventories for sale or use . . . . .				
	<b>9</b>	Prepaid expenses and deferred charges . . . . .				
	<b>10 a</b>	Investments - U.S. and state government obligations (attach schedule) . . . . .				
	<b>b</b>	Investments - corporate stock (attach schedule) . . . . .	4,932,517.	4,932,102.	6,382,723.	
	<b>c</b>	Investments - corporate bonds (attach schedule) . . . . .				
	<b>11</b>	Investments - land, buildings, and equipment basis ▶ . . . . .				
	Less: accumulated depreciation (attach schedule) ▶ . . . . .					
<b>12</b>	Investments - mortgage loans . . . . .					
<b>13</b>	Investments - other (attach schedule) . . . . .	1,500,000.	1,590,789.	1,757,007.		
<b>14</b>	Land, buildings, and equipment basis ▶ . . . . .					
	Less: accumulated depreciation (attach schedule) ▶ . . . . .					
<b>15</b>	Other assets (describe ▶ <u>SEE SCHEDULE ATTACHED</u> ) . . . . .					
<b>16</b>	<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .	6,574,259.	6,651,848.	8,268,687.		
<b>Liabilities</b>	<b>17</b>	Accounts payable and accrued expenses . . . . .				
	<b>18</b>	Grants payable . . . . .				
	<b>19</b>	Deferred revenue . . . . .				
	<b>20</b>	Loans from officers, directors, trustees, and other disqualified persons . . . . .				
	<b>21</b>	Mortgages and other notes payable (attach schedule) . . . . .				
	<b>22</b>	Other liabilities (describe ▶ . . . . .)				
	<b>23</b>	<b>Total liabilities</b> (add lines 17 through 22) . . . . .		NONE		
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/></b> <b>and complete lines 24 through 26 and lines 30 and 31.</b>					
	<b>24</b>	Unrestricted . . . . .				
	<b>25</b>	Temporarily restricted . . . . .				
	<b>26</b>	Permanently restricted . . . . .				
	<b>Foundations that do not follow SFAS 117, . . . ▶ <input checked="" type="checkbox"/></b> <b>check here and complete lines 27 through 31.</b>					
	<b>27</b>	Capital stock, trust principal, or current funds . . . . .	6,574,259.	6,651,848.		
	<b>28</b>	Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .				
	<b>29</b>	Retained earnings, accumulated income, endowment, or other funds . . . . .				
	<b>30</b>	<b>Total net assets or fund balances</b> (see instructions) . . . . .	6,574,259.	6,651,848.		
<b>31</b>	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	6,574,259.	6,651,848.			

**Part III Analysis of Changes in Net Assets or Fund Balances**

<b>1</b>	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) . . . . .	<b>1</b>	6,574,259.
<b>2</b>	Enter amount from Part I, line 27a . . . . .	<b>2</b>	-12,771.
<b>3</b>	Other increases not included in line 2 (itemize) ▶ <u>SEE STATEMENT 6</u> . . . . .	<b>3</b>	92,835.
<b>4</b>	Add lines 1, 2, and 3 . . . . .	<b>4</b>	6,654,323.
<b>5</b>	Decreases not included in line 2 (itemize) ▶ <u>SEE STATEMENT 7</u> . . . . .	<b>5</b>	2,475.
<b>6</b>	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	<b>6</b>	6,651,848.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a PUBLICLY TRADED SECURITIES</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(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)		
<b>a</b> 3,705,986.		3,352,507.	353,479.		
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
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))		
<b>a</b>			353,479.		
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2</b> Capital gain net income or (net capital loss) <span style="float: right;">{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }</span>			<b>2</b>	353,479.	
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			<b>3</b>		

**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))
2012	379,734.	7,314,100.	0.051918
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
<b>2</b> Total of line 1, column (d)			<b>2</b> 0.262770
<b>3</b> 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			<b>3</b> 0.052554
<b>4</b> Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			<b>4</b> 7,796,505.
<b>5</b> Multiply line 4 by line 3			<b>5</b> 409,738.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b> 3,839.
<b>7</b> Add lines 5 and 6			<b>7</b> 413,577.
<b>8</b> Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			<b>8</b> 385,119.

**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 . . . . .		1	7,677.
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 . . . . .			
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	7,677.
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	7,677.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013 . . . . .	6a 6,454.		
b Exempt foreign organizations - tax withheld at source . . . . .	6b NONE		
c Tax paid with application for extension of time to file (Form 8868) . . . . .	6c 5,500.		
d Backup withholding erroneously withheld . . . . .	6d		
7 Total credits and payments. Add lines 6a through 6d . . . . .		7	11,954.
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	4,277.
11 Enter the amount of line 10 to be. Credited to 2014 estimated tax <input type="checkbox"/> 3,840. Refunded <input type="checkbox"/> 437.		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)? . . . . .		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		
c Did the foundation file Form 1120-POL for this year? . . . . .		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? . . . . .		X
If "Yes," attach a detailed description of the activities		
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? . . . . .		X
If "Yes," attach the statement required by General Instruction T		
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 2013 or the taxable year beginning in 2013 (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

**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 <u>N/A</u>				
14	The books are in care of <u>BANK OF AMERICA, N.A.</u> Telephone no. <u>(804) 877-8773</u>			
	Located at <u>1111 E MAIN STREET, RICHMOND, VA</u> ZIP+4 <u>23219-3500</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . . and enter the amount of tax-exempt interest received or accrued during the year . . . . .	15		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . . See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country <u></u>	16	Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	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 . . . . .		
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 2013? . . . . .	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years <u></u>		
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. <u></u>		
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 2013 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 2013) . . . . .	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 2013? . . . . .	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? ☐ Yes ☒ No

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? ☐ Yes ☒ No

5b

6b

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 8		1,750.		

**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 . . . . .

Form 990-PF (2013)



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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	7,799,339.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	115,895.
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	NONE
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	7,915,234.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	NONE
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	7,915,234.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	118,729.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4.	<b>5</b>	7,796,505.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	389,825.

**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 )

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	389,825.
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5	<b>2a</b>	7,677.
<b>b</b>	Income tax for 2013. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	7,677.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1.	<b>3</b>	382,148.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	NONE
<b>5</b>	Add lines 3 and 4	<b>5</b>	382,148.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	NONE
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	<b>7</b>	382,148.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	385,119.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	NONE
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	NONE
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	NONE
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	<b>4</b>	385,119.
<b>5</b>	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)	<b>5</b>	N/A
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	385,119.

**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 2012	(c) 2012	(d) 2013
<b>1</b> Distributable amount for 2013 from Part XI, line 7 . . . . .				382,148.
<b>2</b> Undistributed income, if any, as of the end of 2013				
<b>a</b> Enter amount for 2012 only . . . . .			279,299.	
<b>b</b> Total for prior years 20 <u>11</u> , 20 <u>  </u> , 20 <u>  </u> . . . . .		NONE		
<b>3</b> Excess distributions carryover, if any, to 2013				
<b>a</b> From 2008 . . . . .	NONE			
<b>b</b> From 2009 . . . . .	NONE			
<b>c</b> From 2010 . . . . .	NONE			
<b>d</b> From 2011 . . . . .	NONE			
<b>e</b> From 2012 . . . . .	NONE			
<b>f</b> Total of lines 3a through e . . . . .	NONE			
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4: ► \$ <u>385,119.</u>				
<b>a</b> Applied to 2012, but not more than line 2a . . . . .			279,299.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions) . . . . .		NONE		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions) . . . . .	NONE			
<b>d</b> Applied to 2013 distributable amount . . . . .				105,820.
<b>e</b> Remaining amount distributed out of corpus . . . . .	NONE			
<b>5</b> Excess distributions carryover applied to 2013 . . . . . (If an amount appears in column (d), the same amount must be shown in column (a) )	NONE			NONE
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .	NONE			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .		NONE		
<b>c</b> 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		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions . . . . .		NONE		
<b>e</b> Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instructions . . . . .				
<b>f</b> Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014 . . . . .				276,328.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .	NONE			
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . . . .	NONE			
<b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a . . . . .	NONE			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2009 . . . . .	NONE			
<b>b</b> Excess from 2010 . . . . .	NONE			
<b>c</b> Excess from 2011 . . . . .	NONE			
<b>d</b> Excess from 2012 . . . . .	NONE			
<b>e</b> Excess from 2013 . . . . .	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 2013, 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) 2013	(b) 2012	(c) 2011	(d) 2010	
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test - enter					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i). . . . .					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .					
<b>c</b> "Support" alternative test - enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties). . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . . .					
<b>(3)</b> Largest amount of support from an exempt organization. . . . .					
<b>(4)</b> 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 address of the person to whom applications should be addressed:

SEE STATEMENT 10

**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)				
<b>a</b> <i>Paid during the year</i>  <b>SEE STATEMENT 14</b>				<b>340,000.</b>
<b>Total</b> . . . . .			▶ <b>3a</b>	<b>340,000.</b>
<b>b</b> <i>Approved for future payment</i>  <b>NONE</b>				
<b>Total</b> . . . . .			▶ <b>3b</b>	





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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
USGI REPORTED AS NONQUALIFIED DIVIDENDS	212.	212.
FOREIGN DIVIDENDS	18,401.	18,401.
NONDIVIDEND DISTRIBUTIONS	494.	
DOMESTIC DIVIDENDS	74,103.	74,103.
OTHER INTEREST	98.	98.
NON-TAXABLE FOREIGN INCOME	45.	
NONQUALIFIED FOREIGN DIVIDENDS	2,625.	2,625.
NONQUALIFIED DOMESTIC DIVIDENDS	21,597.	21,597.
TOTAL	117,575.	117,036.

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 -----
INVESTMENT MANAGEMENT FEES - B	57,770.	57,770.	
ASSET MANAGEMENT FEES - BOA	26,133.	26,133.	
GRANTMAKING FEES - BOA	19,616.		19,616.
ADMINISTRATIVE ADVISOR FEES	22,115.		22,115.
	-----	-----	-----
TOTALS	125,634.	83,903.	41,731.
	=====	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	1,429.	1,429.
EXCISE TAX - PRIOR YEAR	7,000.	
EXCISE TAX ESTIMATES	5,043.	
FOREIGN TAXES ON QUALIFIED FOR	721.	721.
FOREIGN TAXES ON NONQUALIFIED	555.	555.
	-----	-----
TOTALS	14,748.	2,705.
	=====	=====

THE ROLLER-BOTTIMORE FOUNDATION

54-1201084

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
OTHER INVESTMENT FEE	55.	55.	
STATE FILING FEE	25.		25.
TOTALS	80.	55.	25.
	=====	=====	=====

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

DESCRIPTION -----	AMOUNT -----
TAX EFFECTIVE POSTING ADJUSTMENT	2,046.
PENDING COST CORRECTION	90,789.
	-----
TOTAL	92,835.
	=====

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

DESCRIPTION -----	AMOUNT -----
ROUNDING	2.
COST BASIS ADJUSTMENT	2,215.
SALES ADJUSTMENTS	258.
	-----
TOTAL	2,475.
	=====

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 ..... 250.

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 ..... 250.

## OFFICER NAME:

ORRAN L. BROWN

## ADDRESS:

PO BOX 26688

RICHMOND, VA 23261

## TITLE:

DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 2

COMPENSATION ..... 250.

TOTAL COMPENSATION:

1,750.

=====

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

STATEMENT 10



=====

## RECIPIENT NAME:

ST JOHN'S CHURCH FDN

## ADDRESS:

2319 EAST BROAD ST.

RICHMOND, VA 23223

## RELATIONSHIP:

N/A

## PURPOSE OF GRANT:

LEGACY OF LIBERTY PRESERVATION PROJECT

## FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 40,000.

## RECIPIENT NAME:

MENOKIN FOUNDATION

## ADDRESS:

P.O. BOX 1221

WARSAW, VA 22572-1221

## RELATIONSHIP:

N/A

## PURPOSE OF GRANT:

ARCHITECTURAL CONSERVATION

## FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 25,000.

## RECIPIENT NAME:

LEWIS GINTER BOTANICAL GARDENS

## ADDRESS:

1800 LAKESIDE AVENUE

RICHMOND, VA 23228

## RELATIONSHIP:

N/A

## PURPOSE OF GRANT:

BLOEMENDAAL HOUSE RENOVATION

## FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 25,000.

## RECIPIENT NAME:

SWEET BRIAR COLLEGE

## ADDRESS:

PO BOX 1051

SWEET BRIAR, VA 24595-1051

## RELATIONSHIP:

N/A

## PURPOSE OF GRANT:

PAINTING AND REPAIRS

## FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 25,000.

## RECIPIENT NAME:

NATIONAL SOCIETY OF COLONIAL

## ADDRESS:

215 S. WILTON RD.

RICHMOND, VA 23226

## RELATIONSHIP:

N/A

## PURPOSE OF GRANT:

FUND INSTALLATION OF CHILLER IN WILTON

## FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 20,000.

## RECIPIENT NAME:

VIRGINIA HISTORICAL SOCIETY

## ADDRESS:

PO BOX 7311

RICHMOND, VA 23221-0311

## RELATIONSHIP:

N/A

## PURPOSE OF GRANT:

HOFFBAUER MURALS RESTORATION

## FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 50,000.

## RECIPIENT NAME:

BLACK HISTORY MUSEUM &amp; CULTURAL

## ADDRESS:

00 CLAY ST.

RICHMOND, VA 23261

## RELATIONSHIP:

N/A

## PURPOSE OF GRANT:

LEIGH ST. ARMORY RENOVATION

## FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 40,000.

## RECIPIENT NAME:

BYRD THEATRE FOUNDATION

## ADDRESS:

PO BOX 14860

RICHMOND, VA 23221-0860

## RELATIONSHIP:

N/A

## PURPOSE OF GRANT:

INSTALLATION OF HVAC SYSTEM

## FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 25,000.

## RECIPIENT NAME:

ASSN FOR PRESERVATION OF VIRGINIA ANTIQUITIES

## ADDRESS:

204 WEST FRANKLIN ST.

RICHMOND, VA 23220-5012

## RELATIONSHIP:

N/A

## PURPOSE OF GRANT:

RENOVATION OF SCOTCHTOWN

## FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 15,000.

=====

## RECIPIENT NAME:

HANOVER TAVERN FOUNDATION

## ADDRESS:

PO BOX 487

HANOVER, VA 23069-0000

## RELATIONSHIP:

N/A

## PURPOSE OF GRANT:

EDUCATION &amp; ENTERTAINMENT CENTER CONSTRUCTION

## FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 25,000.

## RECIPIENT NAME:

APPOMATTOX 1865 FOUNDATION

## ADDRESS:

827 WOLF CREEK LN

APPOMATTOX, VA 24522-9009

## RELATIONSHIP:

N/A

## PURPOSE OF GRANT:

DISPLAY CASE CONSTRUCTION

## FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 25,000.

## RECIPIENT NAME:

FAIRFIELD FOUNDATION

## ADDRESS:

PO BOX 157

WHITE MARSH, VA 23183-0157

## RELATIONSHIP:

N/A

## PURPOSE OF GRANT:

EDGE HILL STATION RENOVATION

## FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 25,000.

TOTAL GRANTS PAID:

340,000.

=====

## THE ROLLER-BOTTOMORE FOUNDATION

54-1201084

## Balance Sheet

12/31/2013

Bank of America



Cusip	Asset	Units	Basis	Market Value
	Cash/Cash Equivalent	128956.760	128,956.76	128,956.76
002824100	ABBOTT LABS	1470.000	54,942.72	56,345.10
015351109	ALEXION PHARMACEUTICALS INC	169.000	15,559.79	22,457.40
025816109	AMERICAN EXPRESS CO	685.000	55,349.58	62,150.05
030420103	AMERICAN WTR WKS CO INC	1310.000	31,349.48	55,360.60
031162100	AMGEN INC	435.000	43,832.48	49,624.80
03524A108	ANHEUSER BUSCH INBEV SA/NV	107.000	10,208.33	11,391.22
037833100	APPLE INC	220.000	62,170.02	123,424.40
053015103	AUTOMATIC DATA PROCESSING INC	740.000	38,285.90	59,791.26
071813109	BAXTER INTL INC	940.000	47,869.79	65,377.00
084670702	BERKSHIRE HATHAWAY INC DEL	454.000	50,367.74	53,826.24
091936732	BLACKROCK GLOBAL LONG/SHORT	6867.357	73,000.00	74,236.13
09247X101	BLACKROCK INC	250.000	46,754.55	79,117.50
097751200	BOMBARDIER INC	4867.000	20,031.11	21,171.45
12572Q105	CME GROUP INC	222.000	17,096.26	17,418.12
166764100	CHEVRON CORP	660.000	58,782.33	82,440.60
167250109	CHICAGO BRDG & IRON CO N V	700.000	42,416.92	58,198.00
171232101	CHUBB CORP	730.000	42,771.72	70,539.90
17275R102	CISCO SYS INC	2680.000	57,271.80	60,112.40
191216100	COCA COLA CO	1040.000	31,761.18	42,962.40
19765N245	COLUMBIA DIVIDEND INCOME FUND	3824.068	51,663.16	70,095.17
254687106	DISNEY WALT CO	815.000	55,076.73	62,266.00
2659518#3	ONEX CORP	367.000	16,932.03	19,799.98
268648102	EMC CORP	2410.000	36,980.55	60,611.50
277902698	EATON VANCE ATLANTA CAP SMID-	3924.133	60,000.00	96,886.84
30231G102	EXXON MOBIL CORP	1133.000	80,570.28	114,659.60
38259P508	GOOGLE INC	62.000	55,138.09	69,484.02
437076102	HOME DEPOT INC	770.000	23,943.46	63,401.80
438516106	HONEYWELL INTL INC	630.000	29,449.54	57,563.10
459200101	INTERNATIONAL BUSINESS MACHS	295.000	23,199.22	55,333.15
459506101	INTERNATIONAL	80.000	6,008.52	6,878.40
46120E602	INTUITIVE SURGICAL INC	29.000	14,499.18	11,138.32
464286533	ISHARES MSCI EMERGING MKTS MIN	3830.000	236,014.13	223,135.80
464287168	ISHARES SELECT DIVIDEND ETF	1260.000	65,431.80	89,901.00

## THE ROLLER-BOTTOMORE FOUNDATION

54-1201084

## Balance Sheet

12/31/2013

Bank of America



Cusip	Asset	Units	Basis	Market Value
464287200	ISHARES CORE S&P 500 ETF	2065.000	350,470.13	383,367.25
464287374	ISHARES NORTH AMERICAN NATURAL	1400.000	57,621.76	60,746.00
464287481	ISHARES RUSSELL MID-CAP GROWTH	3215.000	192,315.37	271,217.40
464287648	ISHARES RUSSELL 2000 GROWTH ETF	1180.000	110,303.10	159,901.80
464287671	ISHARES RUSSELL 3000 GROWTH ETF	5475.000	294,088.41	386,425.50
464287861	ISHARES S&P EUROPE 350 INDEX	2000.000	90,625.20	94,900.00
464288174	ISHARES GLOBAL TIMBER &	1700.000	66,904.65	89,896.00
464288513	ISHARES IBOXX \$ HIGH YIELD CORP	775.000	69,212.15	71,982.00
464288646	ISHARES	705.000	73,346.40	74,349.30
466001864	IVY ASSET STRATEGY FUND	2791.039	76,000.00	90,094.74
478160104	JOHNSON & JOHNSON	650.000	41,375.75	59,533.50
50076Q106	KRAFT FOODS GROUP INC	383.000	12,919.92	20,647.53
517834107	LAS VEGAS SANDS CORP	342.000	18,125.66	26,973.54
52470H765	LEGG MASON CLEARBRIDGE SMALL	2502.681	70,000.00	74,179.46
527288104	LEUCADIA NATL CORP	393.000	10,573.78	11,137.62
5330047#8	DASSAULT SYSTEMES	105.000	13,380.08	13,054.90
5529191#9	KUKA AG	403.000	17,137.73	18,908.43
57636Q104	MASTERCARD INC	26.000	13,581.23	21,721.96
580135101	MCDONALDS CORP	600.000	54,747.54	58,218.00
5980613#4	GIVAUDAN AG	5.000	6,294.93	7,162.53
609207105	MONDELEZ INTL INC	1150.000	23,920.26	40,595.00
61166W101	MONSANTO CO	656.000	66,957.79	76,456.80
6229597#5	RAKUTEN INC TOKYO	1801.000	17,699.48	26,799.51
6332439#9	FAST RETAILING CO LTD	63.000	19,617.21	26,013.99
6356934#8	FANUC CORP	57.000	8,350.21	10,439.56
641069406	NESTLE S A	900.000	49,117.50	66,081.60
6472960#0	JARDINE STRATEGIC HLDGS LTD	646.000	25,767.90	20,672.00
6490995#1	KEYENCE CORP	52.000	15,531.66	22,263.45
654106103	NIKE INC	510.000	36,839.95	40,106.40
6640682#9	NIDEC CORP	181.000	11,259.00	17,737.50
66987V109	NOVARTIS A G	820.000	47,153.83	65,911.60
670100205	NOVO-NORDISK A S	119.000	20,781.57	21,986.44
6730936#2	SHINSEI BK LTD	9893.000	24,137.44	24,190.07
6743882@1	JAPAN EXCHANGED GROUP INC	590.000	9,454.29	16,778.55

## THE ROLLER-BOTTOMORE FOUNDATION

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## Balance Sheet

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Bank of America



Cusip	Asset	Units	Basis	Market Value
674599105	OCCIDENTAL PETE CORP DEL	700.000	46,078.16	66,570.00
6770620#9	SOFTBANK CORP	235.000	15,820.76	20,569.90
68380L407	OPPENHEIMER INTL GROWTH FUND	3829.322	140,000.00	146,126.93
7110388#9	ROCHE HLDGS AG-GENUSSCHEIN	63 000	14,284.29	17,652.89
7111314#6	INDUSTRIA DE DISENO TEXTIL S A	60.000	8,167.49	9,904.70
713448108	PEPSICO INC	670.000	43,177.95	55,569.80
718172109	PHILIP MORRIS INTL INC	870 000	34,478.38	75,803.10
7184725#6	SWATCH GROUP AG	12 000	7,228.23	7,954.12
742718109	PROCTER & GAMBLE CO	540.000	33,735.96	43,961.40
74441C808	PRUDENTIAL JENNISON MID-CAP	2375.174	78,000.00	96,170.80
747525103	QUALCOMM INC	915.000	60,134.29	67,938.75
74835Y101	QUESTCOR PHARMACEUTICALS INC	214.000	6,911.13	11,652.30
75886F107	REGENERON PHARMACEUTICALS	73.000	12,590.67	20,092.52
771195104	ROCHE HLDG LTD	1000.000	48,708.60	70,051.00
773903109	ROCKWELL AUTOMATION INC	683.000	70,684.13	80,703.28
775781206	ROLLS-ROYCE HLDGS PLC	202.000	15,944.87	21,328.57
78468R408	SPDR BARCLAYS	2400.000	74,104.56	74,040.00
806857108	SCHLUMBERGER LTD	870 000	58,815.90	78,395.70
81724Q107	SENOYX INC	1032 000	2,873.40	5,221.92
832696405	SMUCKER J M CO	530.000	34,158.35	54,918.60
855244109	STARBUCKS CORP	1000.000	67,698.00	78,390.00
872540109	TJX COS INC NEW	1280.000	28,528.70	81,574.40
88579Y101	3M CO	450.000	37,714.81	63,112.50
907818108	UNION PAC CORP	350.000	55,119.75	58,800.00
911312106	UNITED PARCEL SVC INC	520.000	37,541.40	54,641.60
913017109	UNITED TECHNOLOGIES CORP	700.000	32,836.72	79,660.00
91911K102	VALEANT PHARMACEUTICALS INTL INC	173 000	12,266.17	20,310.20
92826C839	VISA INC	570 000	96,114.24	126,927.60
949746101	WELLS FARGO & CO	1460 000	39,439.74	66,284.00
962166104	WEYERHAEUSER CO	1800 000	30,364.02	56,826.00
99Z193270	PRIVATE ADVISORS HEDGE EQUITY	757.930	750,000.00	856,597.33
99Z501191	PA STABLE VALUE FUND LTD	840.789	840,789.05	900,409.35
B01CLC3#6	NOBLE GROUP LTD	12652.000	11,630.55	10,721.94
B06S4F0#1	RHJ INTL	117.000	625.46	594.90

## THE ROLLER-BOTTOMORE FOUNDATION

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## Balance Sheet

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Cusip	Asset	Units	Basis	Market Value
B1YD5Q2#4	ACTELION LTD	184 000	13,404.34	15,589.36
B5VZ053#9	SALVATORE FERRAGAMO ITALIA SPA	309 000	8,466.77	11,772.99
B798FW0#8	NOVOZYMES A/S	459 000	16,236.27	19,405.83
B9MS8P5#3	GEMALTO NV	131 000	12,461.89	14,442.71
BCRWZ18#2	CIE FINANCIERE RICHEMONT SA	202.000	17,096.95	20,169.34
G3075P101	ENSTAR GROUP LTD	103 000	12,417.17	14,307.73
G7496G103	RENAISSANCERE HOLDINGS LTD	151.000	13,516.77	14,698.34
G81075106	SHIP FIN INTL LTD	752 000	12,384.53	12,317.76
		Totals:	6,651,847.45	8,268,686.10