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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

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning

, 2014, 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 foundationI Fair market value of all assets at
end of year (from Part II, col (c), line
16) ▶ \$ 8,254,965.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)

Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)				
	2	Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	114,008.	114,005.		STMT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	203,040.			
	b	Gross sales price for all assets on line 6a 2,753,596.				
	7	Capital gain net income (from Part IV, line 2)		203,040.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
Operating and Administrative Expenses	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	437.			STMT 2
	12	Total. Add lines 1 through 11	317,485.	317,045.		
	13	Compensation of officers, directors, trustees, etc.	1,625.	NONE		1,625.
	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 3	1,250.	NONE	NONE	1,250.
	c	Other professional fees (attach schedule) STMT 4	132,349.	88,635.		43,714.
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 5	13,187.	3,087.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	331.	NONE	NONE	331.
	22	Printing and publications		NONE	NONE	
	23	Other expenses (attach schedule) STMT 6	124.	99.		25.
	24	Total operating and administrative expenses. Add lines 13 through 23.	148,866.	91,821.	NONE	46,945.
	25	Contributions, gifts, grants paid	550,000.			550,000.
	26	Total expenses and disbursements. Add lines 24 and 25	698,866.	91,821.	NONE	596,945.
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	-381,381.			
	b	Net investment income (if negative, enter -0-)		225,224.		
	c	Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments	128,957.	78,029.	78,029.	
	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				
	10a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule)	4,932,102.	4,687,315.	6,379,619.	
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment basis ▶				
	Less accumulated depreciation ▶ (attach schedule)					
12	Investments - mortgage loans					
13	Investments - other (attach schedule)	STMT 7 1,590,789.	1,500,000.	1,797,317.		
14	Land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶ (attach schedule)					
15	Other assets (describe ▶ SEE SCHEDULE ATTACHED)					
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	6,651,848.	6,265,344.	8,254,965.		
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, . . . ▶ <input checked="" type="checkbox"/> check here and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds	6,651,848.	6,265,344.		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)	6,651,848.	6,265,344.		
	31	Total liabilities and net assets/fund balances (see instructions)	6,651,848.	6,265,344.		

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	6,651,848.
2	Enter amount from Part I, line 27a	2	-381,381.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	107,998.
4	Add lines 1, 2, and 3	4	6,378,465.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	113,121.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,265,344.

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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 OTHER GAINS AND LOSSES					
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 2,503,596.		2,340,557.	163,039.
b 250,000.		209,999.	40,001.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			163,039.
b			40,001.
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	203,040.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8		3	

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))
2013	385,119.	7,796,505.	0.049396
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

2 Total of line 1, column (d)	2	0.262877
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	0.052575
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	8,214,655.
5 Multiply line 4 by line 3	5	431,885.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,252.
7 Add lines 5 and 6	7	434,137.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions	8	596,945.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	2,252.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" 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	2,252.
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	2,252.
6 Credits/Payments			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a 8,440.		
b Exempt foreign organizations - tax withheld at source	6b NONE		
c Tax paid with application for extension of time to file (Form 8868)	6c NONE		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	8,440.
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	6,188.
11 Enter the amount of line 10 to be Credited to 2015 estimated tax <input checked="" type="checkbox"/> 1,126. Refunded <input type="checkbox"/>		11	5,062.

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 checked="" type="checkbox"/> \$ _____ (2) On foundation managers <input checked="" type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" 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 checked="" 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 2014 or the taxable year beginning in 2014 (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? Website address <u>N/A</u>	13	X	
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 <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			
16	At any time during calendar year 2014, 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
See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1) If "Yes," enter the name of the foreign country <u></u>				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)? <input type="checkbox"/>	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 2014? <input type="checkbox"/>	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? <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 2014 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 2014.)	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 2014?	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 4945(d)(4)(A)? (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)? ☐ **5b**

Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ **6b** ☒

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ **7b**

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		1,625.		

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	8,224,256.
b	Average of monthly cash balances	1b	115,495.
c	Fair market value of all other assets (see instructions).	1c	NONE
d	Total (add lines 1a, b, and c)	1d	8,339,751.
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	8,339,751.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	125,096.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,214,655.
6	Minimum investment return. Enter 5% of line 5	6	410,733.

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	410,733.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	2,252.
b	Income tax for 2014. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	2,252.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	408,481.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	408,481.
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	408,481.

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	596,945.
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	596,945.
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	2,252.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	594,693.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				408,481.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			276,328.	
b Total for prior years 20 <u>12</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2014				
a From 2009	NONE			
b From 2010	NONE			
c From 2011	NONE			
d From 2012	NONE			
e From 2013	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ <u>596,945.</u>				
a Applied to 2013, but not more than line 2a			276,328.	
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 2014 distributable amount				320,617.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2014 . (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 2013 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				87,864.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	NONE			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2010	NONE			
b Excess from 2011	NONE			
c Excess from 2012	NONE			
d Excess from 2013	NONE			
e Excess from 2014	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 2014, 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) 2014	(b) 2013	(c) 2012	(d) 2011	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

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

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 13

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 17			.	550,000.
Total			3a	550,000.
b Approved for future payment				
Total			3b	

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

- | 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | Yes | No |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------|-----|----|
| a Transfers from the reporting foundation to a noncharitable exempt organization of: | | | |
| (1) Cash | 1a(1) | | X |
| (2) Other assets | 1a(2) | | X |
| b Other transactions: | | | |
| (1) Sales of assets to a noncharitable exempt organization | 1b(1) | | X |
| (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | | X |
| (3) Rental of facilities, equipment, or other assets | 1b(3) | | X |
| (4) Reimbursement arrangements | 1b(4) | | X |
| (5) Loans or loan guarantees | 1b(5) | | X |
| (6) Performance of services or membership or fundraising solicitations | 1b(6) | | X |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | | X |
| d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received | | | |

[illegible]

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship


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

**Sign
Here**

Signature of officer or trustee: John J. King Date: 17-24-15 Title: Treasurer

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

**Paid
Preparer
Use Only**

Print/Type preparer's name ELAINE R. JARRETT	Preparer's signature 	Date 7/20/15	Check <input type="checkbox"/> if self-employed	PTIN P00022366
Firm's name ▶ BANK OF AMERICA, N.A.	Firm's EIN ▶ 94-1687665			
Firm's address ▶ PO BOX 40200, FL9-100-10-19 JACKSONVILLE, FL 32203-0200	Phone no 877-446-1410			

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN DIVIDENDS	22,318.	22,318.
DOMESTIC DIVIDENDS	80,147.	80,147.
OTHER INTEREST	69.	69.
NON-TAXABLE FOREIGN INCOME	3.	
NONQUALIFIED FOREIGN DIVIDENDS	2,162.	2,162.
NONQUALIFIED DOMESTIC DIVIDENDS	9,309.	9,309.
	-----	-----
TOTAL	114,008.	114,005.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
EXCISE TAX REFUND	437.

TOTALS	437.
	=====

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 MGMT FEES - BOA	60,868.	60,868.	
GRANTMAKING FEES - BOA	20,851.		20,851.
ASSET MGMT FEES - BOA	27,767.	27,767.	
ADMINISTRATIVE ADVISOR FEES	22,863.		22,863.
	-----	-----	-----
TOTALS	132,349.	88,635.	43,714.
	=====	=====	=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	2,222.	2,222.
EXCISE TAX - PRIOR YEAR	5,500.	
EXCISE TAX ESTIMATES	4,600.	
FOREIGN TAXES ON QUALIFIED FOR	560.	560.
FOREIGN TAXES ON NONQUALIFIED	305.	305.
	-----	-----
TOTALS	13,187.	3,087.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
OTHER INVESTMENT FEE	99.	99.	
STATE FILING FEE	25.		25.
TOTALS	----- 124. =====	----- 99. =====	----- 25. =====

THE ROLLER-BOTTIMORE FOUNDATION

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

DESCRIPTION -----	COST/ FMV C OR F -----	ENDING BOOK VALUE -----	ENDING FMV ---
99Z193270 PRIVATE ADVISORS HED	C	750,000.	883,405.
99Z501191 PA STABLE VALUE FUND	C	750,000.	913,912.
		-----	-----
TOTALS		1,500,000.	1,797,317.
		=====	=====

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

DESCRIPTION -----	AMOUNT -----
TAX EFFECTIVE INCOME ADJUSTMENT	820.
ROUNDING	1.
PENDING COST CORRECTION	107,177.

TOTAL	107,998.
	=====

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

DESCRIPTION -----	AMOUNT -----
COST BASIS ADJUSTMENTS	90,972.
SALES ADJUSTMENTS	57.
TAX EFFECTIVE SALES ADJUSTMENT	22,092.

TOTAL	113,121.
	=====

54-1201084

JSA
4F0970 1 000

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 125.

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:

1,625.

=====

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 13

=====

RECIPIENT NAME:

VALENTINE RICHMOND
HISTORICAL CENTER

ADDRESS:

1015 E CLAY STREET
RICHMOND, VA 23219

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

PURCHASE COLLECTIONS MANAGEMENT SYSTEM

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:

VIRGINIA MUSEUM OF FINE
ARTS FOUNDATION

ADDRESS:

200 NORTH BOULEVARD
RICHMOND, VA 23220-4007

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

CREATE ROBINSON HOUSE EXHIBIT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:

ELK HILL FARM

ADDRESS:

P.O. BOX 99
GOOCHLAND, VA 23063

RELATIONSHIP:

PC

PURPOSE OF GRANT:

RENOVATION OF HALL COTTAGE

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:
FOUNDATION FOR HISTORIC
CHRIST CHURCH
ADDRESS:
PO BOX 24
IRVINGTON, VA 22480-0024
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
ROOF REPAIR & RENOVATION
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 30,000.

RECIPIENT NAME:
NORFOLK BONTANICAL GARDEN SOCIETY
ADDRESS:
6700 AZALEA GARDEN RD
NORFOLK, VA 23518-5336
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
RESTORATION OF EZEKIEL STATUES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:
THREE CHOPT GARDEN CLUB
ADDRESS:
4629 LEONARD PKWY
RICHMOND, VA 23226-1335
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
CAPITAL TREES LOW LINE PROJECT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:
THE HIGHLAND CENTER
ADDRESS:
PO BOX 556
MONTEREY, VA 24465-0556
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
RENOVATION OF THE 1922 SCHOOL BUILDING
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:
ROANOKE COLLEGE
ADDRESS:
221 COLLEGE LANE
SALEM, VA 24153
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
RESTORATION OF THE CLAY STREET HOUSE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:
ROBERT E. LEE MEMORIAL ASSN
ADDRESS:
483 GREAT HOUSE RD
STRATFORD, VA 22558
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
RESTORATION OF STRATFORD HALL DINING ROOM
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:

WOODROW WILSON PRESIDENTIAL
LIBRARY FOUNDATION

ADDRESS:

PO BOX 24
STAUNTON, VA 24402-0024

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

CAPITAL IMPROVEMENTS - MUSEUM & MANSE

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:

HAMPDEN-SYDNEY COLLEGE

ADDRESS:

PO BOX 128
HAMPDEN-SYDNEY, VA 23943-0637

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

WINTON HALL FINE ARTS CENTER

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 150,000.

TOTAL GRANTS PAID:

550,000.

=====

THE ROLLER-BOTTIMORE FOUNDATION

54-1201084

Balance Sheet

12/31/2014

Bank of America



Cusip	Asset	Units	Basis	Market Value
	Cash/Cash Equivalent	78028 610	78,028 61	78,028.61
002824100	ABBOTT LABS	1470 000	54,942 72	66,179 40
015351109	ALEXION PHARMACEUTICALS INC	200 000	21,250 07	37,006.00
025816109	AMERICAN EXPRESS CO	840 000	68,615 32	78,153 60
030420103	AMERICAN WTR WKS CO INC	1310.000	31,349 48	69,823.00
031162100	AMGEN INC	435 000	43,832 48	69,291.15
03524A108	ANHEUSER BUSCH INBEV SA/NV	200.000	20,110 41	22,464.00
037833100	APPLE INC	1540 000	62,170 02	169,985 20
053015103	AUTOMATIC DATA PROCESSING INC	740.000	33,446 57	61,693.80
071813109	BAXTER INTL INC	940.000	47,869 79	68,892 60
084670702	BERKSHIRE HATHAWAY INC DEL	676.000	75,177 56	101,501.40
09247X101	BLACKROCK INC	250.000	46,754 55	89,390 00
097023105	BOEING CO	370.000	47,861 56	48,092.60
12508E101	CDK GLOBAL INC	246.000	4,826 24	10,026 96
13057Q107	CALIFORNIA RESOURCES CORP	280 000	1,605 81	1,542.80
166764100	CHEVRON CORP	660 000	58,782.33	74,038.80
169656105	CHIPOTLE MEXICAN GRILL INC	41 000	22,482 20	28,064.91
17275R102	CISCO SYS INC	2680 000	57,271 80	74,544.20
254687106	DISNEY WALT CO	1595 000	111,657.93	150,233.05
2659518#3	ONEX CORP	457 000	21,691.34	26,669.10
268648102	EMC CORP	2410 000	36,980 55	71,673 40
26875P101	EOG RES INC	520 000	51,145.64	47,876 40
30231G102	EXXON MOBIL CORP	1194 000	86,431.29	110,385 30
30249U101	FMC TECHNOLOGIES INC	469 000	25,054.28	21,967.96
30303M102	FACEBOOK INC	347 000	21,872.57	27,072.94
375558103	GILEAD SCIENCES INC	284 000	18,871.23	26,769.84
38259P508	GOOGLE INC	79.000	37,102.95	41,922.14
38259P706	GOOGLE INC	50.000	22,565.21	26,320.00
428291108	HEXCEL CORP NEW	705 000	29,089.52	29,250 45
437076102	HOME DEPOT INC	770.000	23,943.46	80,826.90
438516106	HONEYWELL INTL INC	630 000	29,449 54	62,949.60
459200101	INTERNATIONAL BUSINESS MACHS	295 000	23,199 22	47,329.80
459506101	INTERNATIONAL	99 000	7,756 67	10,034.64
464287200	ISHARES CORE S&P 500 ETF	2500 000	436,053 34	517,175.00

THE ROLLER-BOTTOMORE FOUNDATION

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Balance Sheet

12/31/2014

Bank of America



Cusip	Asset	Units	Basis	Market Value
464287481	ISHARES RUSSELL MID-CAP GROWTH	2435 000	129,205 57	227,015 05
464287556	ISHARES NASDAQ BIOTECHNOLOGY	750 000	173,996 10	227,512 50
464287648	ISHARES RUSSELL 2000 GROWTH ETF	1180 000	110,303.10	168,008 40
464287671	ISHARES CORE U S GROWTH ETF	5075 000	272,219 13	397,575.50
464287721	ISHARES U S TECHNOLOGY ETF	660 000	66,034 52	68,904.00
464288513	ISHARES IBÖXX \$ HIGH YIELD CORP	400.000	35,722 40	35,840 00
464288638	ISHARES	340.000	37,253 80	37,172 20
46434G103	ISHARES CORE MSCI EMERGING	3990 000	196,487.55	187,649 70
46625H100	J P MORGAN CHASE & CO	1305.000	72,229 26	81,666 90
47215P106	JD COM INC	1023.000	26,061 85	23,672 22
478160104	JOHNSON & JOHNSON	650.000	41,375.75	67,970 50
50076Q106	KRAFT FOODS GROUP INC	383.000	12,919.92	23,998.78
517834107	LAS VEGAS SANDS CORP	484.000	28,779.55	28,149 44
5330047#8	DASSAULT SYSTEMES	310.000	19,205.37	18,958 34
5529191#9	KUKA AG	524 000	23,145.09	37,397.23
57636Q104	MASTERCARD INC	286 000	16,104.38	24,641.76
5980613#4	GIVAUDAN AG	6 000	7,851 03	10,826.75
609207105	MONDELEZ INTL INC	1150 000	23,920 26	41,773 75
61166W101	MONSANTO CO	680 000	69,657 05	81,239.60
6181482#6	BRILLIANCE CHINA AUTOMOTIVE	7974 000	12,937 08	12,812 07
6356934#8	FANUC CORP	80 000	12,247.47	13,308.31
641069406	NESTLE S A	900.000	49,117 50	66,074.40
6429104#7	HITACHI	4021.000	30,510 34	30,207.36
6472960#0	JARDINE STRATEGIC HLDGS LTD	938 000	35,256 54	32,079 60
6490995#1	KEYENCE CORP	65 000	21,056.43	29,172.61
654106103	NIKE INC	510 000	36,839 95	49,036.50
6640682#9	NIDEC CORP	442 000	16,014.11	28,943.17
66987V109	NOVARTIS A G	820.000	47,153 83	75,981.20
670100205	NOVO-NORDISK A S	1382 000	57,313 18	58,486.24
674599105	OCCIDENTAL PETE CORP DEL	700 000	44,472 35	56,427 00
6770620#9	SOFTBANK CORP	431 000	30,007.96	25,918.59
7110388#9	ROCHE HLDGS AG-GENUSSCHEIN	79.000	19,176.63	21,458 36
713448108	PEPSICO INC	670.000	43,177.95	63,355.20
718172109	PHILIP MORRIS INTL INC	870.000	34,478 38	70,861 50

THE ROLLER-BOTTIMORE FOUNDATION

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Balance Sheet

12/31/2014

Bank of America



Cusip	Asset	Units	Basis	Market Value
742718109	PROCTER & GAMBLE CO	540.000	33,735 96	49,188 60
74441C808	PRUDENTIAL JENNISON MID-CAP	2375 174	78,000 00	95,078.22
747525103	QUALCOMM INC	915 000	60,134.29	68,011 95
75886F107	REGENERON PHARMACEUTICALS	85 000	16,659 92	34,871 25
771195104	ROCHE HLDG LTD	2000 000	48,708 60	67,906 00
773903109	ROCKWELL AUTOMATION INC	727.000	76,002 25	80,842 40
806857108	SCHLUMBERGER LTD	870.000	58,815 90	74,306.70
855244109	STARBUCKS CORP	1000 000	67,698 00	82,050.00
872540109	TJX COS INC NEW	1280 000	28,528.70	87,782.40
88579Y101	3M CO	450 000	37,714.81	73,944.00
89155H827	TOUCHSTONE SANDS CAP SELECT	5081.579	94,115.19	93,704.32
907818108	UNION PAC CORP	700.000	55,119 75	83,391 00
911312106	UNITED PARCEL SVC INC	520.000	37,541 40	57,808 40
913017109	UNITED TECHNOLOGIES CORP	700.000	32,836 72	80,500 00
91911K102	VALEANT PHARMACEUTICALS INTL INC	203 000	16,616 08	29,051.33
922908751	VANGUARD SMALL-CAP ETF	645 000	70,471 60	75,245 70
92826C839	VISA INC	570 000	96,114.24	149,454 00
949746101	WELLS FARGO & CO	1895 000	59,272.12	103,883.90
99Z193270	PRIVATE ADVISORS HEDGE EQUITY	757 930	750,000.00	883,405 31
99Z501191	PA STABLE VALUE FUND LTD	840.789	750,000 00	913,912 42
B01CLC3#6	NOBLE GROUP LTD	15881.000	14,198 45	13,662 58
B1YD5Q2#4	ACTELION LTD	243.000	19,374 14	28,196 95
B4JSTL6#3	WYNN MACAU LTD	5629 000	19,263 28	15,860 21
B5VZ053#9	SALVATORE FERRAGAMO ITALIA SPA	384 000	10,898.23	9,483 69
B798FW0#8	NOVOZYMES A/S	571 000	21,441 87	24,106 56
BCRWZ18#2	CIE FINANCIERE RICHEMONT SA	352 000	30,566 50	31,457 35
BQ1JYL6#7	ROLLS-ROYCE HLDGS PLC	37620 000	48 02	58 69
G3075P101	ENSTAR GROUP LTD	128.000	15,569.38	19,569 92
G7496G103	RENAISSANCERE HOLDINGS LTD	188.000	17,038 37	18,277.36
G81075106	SHIP FIN INTL LTD	81.000	1,237.36	1,143 72
N22717107	CORE LABORATORIES N V	138 000	15,710.53	16,606 92
N6596X109	NXP SEMICONDUCTORS NV	274 000	20,438.24	20,933.60
		Totals:	6,265,343 54	8,254,965.74