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Return of Private Foundation or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

2009

Department of the Treasury
Internal Revenue Service

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

For calendar year 2009, or tax year beginning

, and ending

G Check all that apply

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeUse the IRS
label.
Otherwise,
print
or type.
See Specific
Instructions.

Name of foundation

ROSE FAMILY FOUNDATION

C/O BROWN BROTHERS HARRIMAN TRUST CO.

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

140 BROADWAY

Room/suite

City or town, state, and ZIP code

NEW YORK, NY 10005

A Employer identification number

13-4016964

B Telephone number

212-493-8000

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 ☐

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)

\$ 4,224,802. (Part I, column (d) must be on cash basis.)

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify)**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).)

	(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			N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	111.	111.		STATEMENT 1
4 Dividends and interest from securities	72,211.	72,211.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	<67,563.>			
b Gross sales price for all assets on line 6a	643,515.			
7 Capital gain net income (from Part IV, line 2)		0.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales (less returns and allowances)				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income	1,975.	0.		STATEMENT 3
12 Total. Add lines 1 through 11	6,734.	72,322.		
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees STMT 4	4,045.	0.		4,045.
c Other professional fees STMT 5	15,617.	15,617.		0.
17 Interest				
18 Taxes STMT 6	5,677.	1,602.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 7	389.	19.		370.
24 Total operating and administrative expenses. Add lines 13 through 23	25,728.	17,238.		4,415.
25 Contributions, gifts, grants paid	250,000.			250,000.
26 Total expenses and disbursements. Add lines 24 and 25	275,728.	17,238.		254,415.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	<268,994.>			
b Net investment income (if negative, enter -0-)		55,084.		
c Adjusted net income (if negative, enter -0-)			N/A	

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Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash - non-interest-bearing	99,416.	53,450.	53,450.	
	2 Savings and temporary cash investments	790,000.	40,000.	40,000.	
	3 Accounts receivable ▶				
	Less allowance for doubtful accounts ▶				
	4 Pledges receivable ▶				
	Less allowance for doubtful accounts ▶				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons				
	7 Other notes and loans receivable ▶				
	Less allowance for doubtful accounts ▶				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U S and state government obligations	282,830.			
	b Investments - corporate stock STMT 8	3,251,055.	4,060,861.	4,131,352.	
	c Investments - corporate bonds				
Liabilities	11 Investments - land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶				
	12 Investments - mortgage loans				
	13 Investments - other				
	14 Land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶				
	15 Other assets (describe ▶)				
	16 Total assets (to be completed by all filers)	4,423,301.	4,154,311.	4,224,802.	
	17 Accounts payable and accrued expenses				
	18 Grants payable				
Net Assets or Fund Balances	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ▶)				
	23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>				
	27 Capital stock, trust principal, or current funds	0.	0.		
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	4,423,301.	4,154,311.			
30 Total net assets or fund balances	4,423,301.	4,154,311.			
31 Total liabilities and net assets/fund balances	4,423,301.	4,154,311.			

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	4,423,301.
2 Enter amount from Part I, line 27a	2	<268,994.>
3 Other increases not included in line 2 (itemize) ▶ PRIOR PERIOD ADJUSTMENT	3	4.
4 Add lines 1, 2, and 3	4	4,154,311.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,154,311.

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 SEE STATEMENT ATTACHED	P	VARIOUS	VARIOUS
b SEE STATEMENT ATTACHED	P	VARIOUS	VARIOUS
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 104,064.		129,088.	<25,024.>
b 539,451.		581,990.	<42,539.>
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			<25,024.>
b			<42,539.>
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	<67,563.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8 }	3	N/A

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see 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))
2008	32,990.	4,375,987.	.007539
2007	164,510.	4,508,251.	.036491
2006	290,920.	4,197,555.	.069307
2005	261,455.	4,114,655.	.063542
2004	200,795.	4,298,107.	.046717

2 Total of line 1, column (d)	2	.223596
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	.044719
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	3,892,876.
5 Multiply line 4 by line 3	5	174,086.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	551.
7 Add lines 5 and 6	7	174,637.
8 Enter qualifying distributions from Part XII, line 4	8	254,415.

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

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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	551.
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	0.
3 Add lines 1 and 2		3	551.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	551.
6 Credits/Payments			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	3,475.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	3,475.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" 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	2,924.	
11 Enter the amount of line 10 to be Credited to 2010 estimated tax	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> DE, NY		
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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► BROWN BROTHERS HARRIMAN TRUST CO. Telephone no ► (212) 493-8000 Located at ► 140 BROADWAY, NEW YORK, NY 10005 ZIP+4 ► 10005			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	► 15 N/A		

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2009 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 2009)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		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)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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

6b

X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9		0.	0.	0.

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

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

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

0

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services 0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

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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	3,242,926.
b	Average of monthly cash balances	1b	709,232.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	3,952,158.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	3,952,158.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	59,282.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,892,876.
6	Minimum investment return. Enter 5% of line 5	6	194,644.

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	194,644.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	551.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	551.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	194,093.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	194,093.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	194,093.

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	254,415.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	254,415.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	551.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	253,864.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				194,093.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			211,127.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 254,415.				
a Applied to 2008, but not more than line 2a			211,127.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				43,288.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				150,805.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

Part XVI-A

- 1 Program service revenue
 - a _____
 - b _____
 - c _____
 - d _____
 - e _____
 - f _____
 - g Fees and contracts from government agencies
- 2 Membership dues and assessments
- 3 Interest on savings and temporary cash investments
- 4 Dividends and interest from securities
- 5 Net rental income or (loss) from real estate
 - a Debt-financed property
 - b Not debt-financed property
- 6 Net rental income or (loss) from personal property
- 7 Other investment income
- 8 Gain or (loss) from sales of assets other than inventory
- 9 Net income or (loss) from special events
- 10 Gross profit or (loss) from sales of inventory
- 11 Other revenue
 - a 2008 OVERPAYMENT APPLIED
 - b _____
 - c _____
 - d _____
 - e _____

12 Subtotal. Add columns (b), (d), and (e)	0.	4,759.	1,975.
13 Total. Add line 12, columns (b), (d), and (e)		13	6,734.

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B[illegible]

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
BROWN BROTHERS HARRIMAN & CO	111.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	111.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BROWN BROTHERS HARRIMAN & CO	60,041.	0.	60,041.
US TREASURY BOND - ANNUAL ACCRETION	12,170.	0.	12,170.
TOTAL TO FM 990-PF, PART I, LN 4	72,211.	0.	72,211.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
2008 OVERPAYMENT APPLIED	1,975.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,975.	0.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEES	4,045.	0.		4,045.
TO FORM 990-PF, PG 1, LN 16B	4,045.	0.		4,045.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEE	15,617. 0.	15,617. 0.		0. 0.
TO FORM 990-PF, PG 1, LN 16C	15,617.	15,617.		0.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	4,075.	0.		0.
FOREIGN TAXES	1,602.	1,602.		0.
TO FORM 990-PF, PG 1, LN 18	5,677.	1,602.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NYS DEPT. OF LAW FILING FEE	250.	0.		250.
NEW YORK LAW JOURNAL	120.	0.		120.
AGENTS FEES	19.	19.		0.
TO FORM 990-PF, PG 1, LN 23	389.	19.		370.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE - CORPORATE STOCK	3,171,312.	3,238,055.
BBH BROAD MARKET FIXED INCOME FUND CL N	889,549.	893,297.
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,060,861.	4,131,352.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	9
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MARIAN H ROSE 9 OLD CORNER ROAD BEDFORD, NY 10506	PRESIDENT 0.28	0.	0.	0.
ANN R PODLIPNY 98 BIRCH ROAD CHESTER, NH 030364001	VICE PRESIDENT 0.11	0.	0.	0.
DAVID H. ROSE 250 AMBASSADOR DRIVE ROCHESTER, NY 14610	SECRETARY 0.11	0.	0.	0.
SIMON M. ROSE 1654 TIGERTAIL AVENUE MIAMI, FL 331332543	TREASURER 0.11	0.	0.	0.
JAMES A. ROSE 974 WHITE CROSS ROAD CHAPEL HILL, NC 27516	DIRECTOR 0.11	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

BROWN BROTHERS HARRIMAN & CO.
 PORTVUE - B08792.LBX
 RR. 99 CUST4: SAB
 AUDIT. 05 DESPCT. 0.00
 DTCNO: 6959944
 RUN: 09/27/10 2.18 P.M

PORTFOLIO EVALUATION FOR
 ROSE FAMILY FOUNDATION

AS OF DATE: December 31, 2009

SECURITY DESCRIPTION	PURCHASE DATE	ORIGINAL COST	COST/UNIT	12/31 PRICE	CURRENT VALUE	% VALUE	GAIN/(-LOSS)	ANNUAL INCOME YLD
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SUPERVISED HOLDINGS
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COMMON STOCKS

@ 456	AUTOMATIC DATA PROCESSING INC	(ADP O)	03/03/08	18,262.80	40.05	42.82	19,526	0.5	1,263	620	3.2
@ 894	AUTOMATIC DATA PROCESSING INC	(ADP O)	03/04/08	35,808.45	40.05	42.82	38,281	0.9	2,473	1,216	3.2
@ 250	AUTOMATIC DATA PROCESSING INC	(ADP O)	09/10/09	9,531.25	38.13	42.82	10,705	0.3	1,174	340	3.2
1,600	AUTOMATIC DATA PROCESSING INC	(ADP O)		63,602.50	39.75		68,512	1.6	4,910	2,176	3.2
@ 1,100	BED BATH & BEYOND INC	(BBBY)	07/31/06	36,905.00	33.55	38.61	42,471	1.0	5,566		
@ 300	BED BATH & BEYOND INC	(BBBY)	08/03/07	10,287.00	34.29	38.61	11,583	0.3	1,296		
1,400	BED BATH & BEYOND INC	(BBBY)		47,192.00	33.71		54,054	1.3	6,862		
@ 20	BERKSHIRE HATHAWAY INC DEL CL B	(BRK--Z)	03/10/06	59,950.00	2997.50	3286.00	65,720	1.6	5,770		
@ 30	BERKSHIRE HATHAWAY INC DEL CL B	(BRK--Z)	07/31/06	91,635.00	3054.50	3286.00	98,580	2.3	6,945		
@ 3	BERKSHIRE HATHAWAY INC DEL CL B	(BRK--Z)	09/10/09	9,756.05	3252.02	3286.00	9,858	0.2	102		
53	BERKSHIRE HATHAWAY INC DEL CL B	(BRK--Z)		161,341.05	3044.17		174,158	4.1	12,817		
@ 768	CADBURY PLC SPONS ADR	(CDSCY5)	02/01/06	33,940.63	44.19	51.39	39,468	0.9	5,527	780	2.0
@ 236	CADBURY PLC SPONS ADR	(CDSCY5)	09/16/08	10,504.36	44.51	51.39	12,128	0.3	1,624	240	2.0
1,004	CADBURY PLC SPONS ADR	(CDSCY5)		44,444.99	44.27		51,596	1.2	7,151	1,019	2.0
@ 500	CHUBB CORP	(CB O)	07/19/07	26,147.15	52.29	49.18	24,590	0.6	-1,557	740	3.0
@ 850	CHUBB CORP	(CB O)	07/20/07	43,962.09	51.72	49.18	41,803	1.0	-2,159	1,258	3.0
@ 300	CHUBB CORP	(CB O)	09/17/07	15,327.66	51.09	49.18	14,754	0.3	-574	444	3.0
@ 300	CHUBB CORP	(CB O)	10/14/08	13,824.00	46.08	49.18	14,754	0.3	930	444	3.0
@ 300	CHUBB CORP	(CB O)	09/10/09	14,488.50	48.30	49.18	14,754	0.3	266	444	3.0
2,250	CHUBB CORP	(CB O)		113,749.40	50.56		110,655	2.6	-3,094	3,330	3.0
@ 800	COCA COLA CO	(KO O)	11/04/02	36,530.00	45.66	57.00	45,600	1.1	9,070	1,408	3.1
@ 250	COCA COLA CO	(KO O)	08/06/07	13,477.50	53.91	57.00	14,250	0.3	773	440	3.1
@ 500	COCA COLA CO	(KO O)	09/16/08	27,260.00	54.52	57.00	28,500	0.7	1,240	880	3.1
@ 250	COCA COLA CO	(KO O)	10/14/08	11,282.50	45.13	57.00	14,250	0.3	2,968	440	3.1

BROWN BROTHERS HARRIMAN & CO
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PORTFOLIO EVALUATION FOR
 ROSE FAMILY FOUNDATION

AS OF DATE December 31, 2009

SECURITY DESCRIPTION

QUANTITY	SECURITY DESCRIPTION	(KO O)	PURCHASE DATE	ORIGINAL COST	COST/UNIT	12/31 PRICE	CURRENT VALUE	% VALUE	GAIN/(-LOSS)	ANNUAL INCOME YTD	YTM/
1,800	COCA COLA CO			88,550.00	49.19		102,600	2.4	14,050	3,168	3.1
550	COMCAST CORP -CL A	(CMCSAO)	07/24/07	15,789.73	28.71	16.86	9,273	0.2	-6,517	208	2.2
950	COMCAST CORP -CL A	(CMCSAO)	07/25/07	27,255.50	28.69	16.86	16,017	0.4	-11,239	359	2.2
750	COMCAST CORP -CL A	(CMCSAO)	07/30/07	20,377.28	27.17	16.86	12,645	0.3	-7,732	284	2.2
800	COMCAST CORP -CL A	(CMCSAO)	07/31/07	21,784.40	27.23	16.86	13,488	0.3	-8,296	302	2.2
1,050	COMCAST CORP -CL A	(CMCSAO)	08/01/07	27,154.16	25.86	16.86	17,703	0.4	-9,451	397	2.2
600	COMCAST CORP -CL A	(CMCSAO)	09/18/07	14,960.10	24.93	16.86	10,116	0.2	-4,844	227	2.2
1,300	COMCAST CORP -CL A	(CMCSAO)	10/25/07	27,535.95	21.18	16.86	21,918	0.5	-5,618	491	2.2
600	COMCAST CORP -CL A	(CMCSAO)	09/10/09	10,281.00	17.14	16.86	10,116	0.2	-165	227	2.2
6,600	COMCAST CORP -CL A	(CMCSAO)		165,138.12	25.02		111,276	2.6	-53,862	2,495	2.2
1,000	COSTCO WHOLESALE CORP	(COST N)	11/04/02	34,130.00	34.13	59.17	59,170	1.4	25,040	820	1.4
200	COSTCO WHOLESALE CORP.	(COST N)	08/06/07	12,231.28	61.16	59.17	11,834	0.3	-397	164	1.4
450	COSTCO WHOLESALE CORP.	(COST N)	05/14/09	20,319.75	45.16	59.17	26,627	0.6	6,307	369	1.4
1,650	COSTCO WHOLESALE CORP.	(COST N)		66,681.03	40.41		97,631	2.3	30,949	1,353	1.4
1,500	DELL INC	(DELL)	09/20/05	51,435.00	34.29	14.36	21,540	0.5	-29,895		
1,000	DELL INC	(DELL)	02/01/06	29,840.00	29.84	14.36	14,360	0.3	-15,480		
1,000	DELL INC	(DELL)	12/26/06	25,600.00	25.60	14.36	14,360	0.3	-11,240		
1,000	DELL INC	(DELL)	08/06/07	27,310.00	27.31	14.36	14,360	0.3	-12,950		
350	DELL INC	(DELL)	02/21/08	6,912.50	19.75	14.36	5,026	0.1	-1,887		
550	DELL INC	(DELL)	09/10/09	9,080.78	16.51	14.36	7,898	0.2	-1,183		
5,400	DELL INC	(DELL)		150,178.28	27.81		77,544	1.8	-72,634		
1,200	DENTSPLY INTL INC	(XRAY O)	11/04/08	38,315.88	31.93	35.17	42,204	1.0	3,888	240	0.6
850	DENTSPLY INTL INC	(XRAY O)	11/25/08	22,268.30	26.20	35.17	29,895	0.7	7,626	170	0.6
2,050	DENTSPLY INTL INC	(XRAY O)		60,584.18	29.55		72,099	1.7	11,514	410	0.6
425	EBAY INC	(EBAY 5)	07/22/08	10,568.82	24.87	23.53	10,000	0.2	-569		
3,700	EBAY INC	(EBAY 5)	01/27/09	44,790.72	12.11	23.53	87,061	2.1	42,270		
4,125	EBAY INC	(EBAY 5)		55,359.54	13.42		97,061	2.3	41,702		
600	ECOLAB INC	(ECL O)	04/22/09	22,404.48	37.34	44.58	26,748	0.6	4,344	372	1.4
450	GRAINGER, W W INC	(GWW D)	01/18/08	33,171.93	73.72	96.83	43,574	1.0	10,402	972	2.2
300	GRAINGER, W W INC	(GWW D)	02/19/08	22,514.58	75.05	96.83	29,049	0.7	6,534	648	2.2
150	GRAINGER, W W INC	(GWW D)	07/01/08	12,192.03	81.28	96.83	14,525	0.3	2,332	324	2.2
200	GRAINGER, W W INC	(GWW D)	09/11/08	17,532.32	87.66	96.83	19,366	0.5	1,834	432	2.2
150	GRAINGER, W W INC	(GWW D)	09/10/09	13,439.75	89.60	96.83	14,525	0.3	1,085	324	2.2
1,250	GRAINGER, W W INC	(GWW D)		98,850.61	79.08		121,038	2.9	22,187	2,700	2.2

BROWN BROTHERS HARRIMAN & CO.
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PORTFOLIO EVALUATION FOR
 ROSE FAMILY FOUNDATION

AS OF DATE: December 31, 2009

BROWN BROTHERS HARRIMAN & CO.										PAGE 3	
PORTFOLIO EVALUATION FOR											
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SECURITY DESCRIPTION											
PURCHASE DATE											
ORIGINAL COST											
COST/UNIT											
12/31 PRICE											
CURRENT VALUE											
% VALUE											
GAIN/(-LOSS)											
ANNUAL YTM/INCOME YLD											
@	950	INTUIT INC	(INTU O)	10/01/07	29,558.49	31.11	30.73	29,194	0.7	-365	
@	1,050	INTUIT INC	(INTU O)	10/02/07	32,552.73	31.00	30.73	32,267	0.8	-286	
@	150	INTUIT INC	(INTU O)	10/31/07	4,758.39	31.72	30.73	4,610	0.1	-149	
@	1,150	INTUIT INC	(INTU O)	07/10/08	30,896.48	26.87	30.73	35,340	0.8	4,443	

@	3,300	INTUIT INC	(INTU O)		97,766.09	29.63		101,409	2.4	3,643	
@	1,450	JOHNSON & JOHNSON	(JNJ D)	11/30/09	90,717.80	62.56	64.41	93,395	2.2	2,677	3,132 3.4
@	2,100	LIBERTY GLOBAL INC COM SER A	(LBTYAD)	07/31/06	45,990.00	21.90	21.89	45,969	1.1	-21	
@	100	LIBERTY GLOBAL INC COM SER A	(LBTYAD)	12/26/06	2,886.00	28.86	21.89	2,189	0.1	-697	

@	2,200	LIBERTY GLOBAL INC COM SER A	(LBTYAD)		48,876.00	22.22		48,158	1.1	-718	
@	450	LIBERTY MEDIA HLDG CORP INTERACTIVE A		12/10/07	9,365.36	20.81	10.84	4,878	0.1	-4,487	
@	700	LIBERTY MEDIA HLDG CORP INTERACTIVE A		12/11/07	14,707.77	21.01	10.84	7,588	0.2	-7,120	
@	950	LIBERTY MEDIA HLDG CORP INTERACTIVE A		12/12/07	20,044.24	21.10	10.84	10,298	0.2	-9,746	
@	600	LIBERTY MEDIA HLDG CORP INTERACTIVE A		01/04/08	10,527.90	17.55	10.84	6,504	0.2	-4,024	
@	750	LIBERTY MEDIA HLDG CORP INTERACTIVE A		01/07/08	13,161.38	17.55	10.84	8,130	0.2	-5,031	
@	550	LIBERTY MEDIA HLDG CORP INTERACTIVE A		01/08/08	9,694.52	17.63	10.84	5,962	0.1	-3,733	
@	1,300	LIBERTY MEDIA HLDG CORP INTERACTIVE A		01/11/08	20,468.11	15.74	10.84	14,092	0.3	-6,376	

@	5,300	LIBERTY MEDIA HLDG CORP INTERACTIVE A			97,969.28	18.48		57,452	1.4	-40,517	
@	50	MICROSOFT CORP	(MSFT D)	03/20/02	1,510.50	30.21	30.48	1,524	0.0	14	32 2.1
@	500	MICROSOFT CORP	(MSFT D)	01/31/05	13,170.00	26.34	30.48	15,240	0.4	2,070	320 2.1
@	1,200	MICROSOFT CORP	(MSFT D)	03/22/06	32,712.00	27.26	30.48	36,576	0.9	3,864	768 2.1
@	1,450	MICROSOFT CORP	(MSFT D)	08/06/07	42,282.00	29.16	30.48	44,196	1.0	1,914	928 2.1
@	1,150	MICROSOFT CORP	(MSFT D)	10/14/08	28,508.50	24.79	30.48	35,052	0.8	6,544	736 2.1

@	4,350	MICROSOFT CORP	(MSFT D)		118,183.00	27.17		132,588	3.1	14,405	2,784 2.1
3,250	NESTLE S A SPONS ADR	(NSRGY8)	08/06/07	125,255.00	38.54	48.56	157,828	3.7	32,573	2,915 1.8	
250	NESTLE S A SPONS ADR	(NSRGY8)	09/10/09	10,451.25	41.81	48.56	12,141	0.3	1,689	224 1.8	

3,500	NESTLE S A SPONS ADR	(NSRGY8)		135,706.25	38.77		169,969	4.0	34,263	3,140 1.8	
@	1,000	NOVARTIS AG - ADR	(NVS 7)	09/20/05	49,560.00	49.56	54.43	54,430	1.3	4,870	1,653 3.0
@	1,000	NOVARTIS AG - ADR	(NVS 7)	03/10/06	55,070.00	55.07	54.43	54,430	1.3	-640	1,653 3.0
@	50	NOVARTIS AG - ADR	(NVS 7)	10/02/07	2,745.41	54.91	54.43	2,722	0.1	-24	83 3.0

2,050	NOVARTIS AG - ADR	(NVS 7)		107,375.41	52.38		111,582	2.6	4,206	3,389 3.0	
@	1,250	OCCEANTAL PETROLEUM CORP	(OXY O)	03/10/06	56,275.00	45.02	81.35	101,688	2.4	45,413	1,900 1.9
@	100	OCCEANTAL PETROLEUM CORP	(OXY O)	09/10/09	7,637.50	76.38	81.35	8,135	0.2	498	152 1.9

1,350	OCCEANTAL PETROLEUM CORP	(OXY O)		63,912.50	47.34		109,823	2.6	45,910	2,052 1.9	
@	800	PEPSICO INC	(PEP 9)	08/06/07	53,752.00	67.19	60.80	48,640	1.2	-5,112	1,536 3.2
@	450	PEPSICO INC	(PEP 9)	11/25/08	24,484.68	54.41	60.80	27,360	0.6	2,875	864 3.2

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PEPSICO INC	(PEP 9)	78,236.68	62.59		76,000	1.8	-2,237	2,400	3.2
PROGRESSIVE CORP OHIO	(PGR 5)	56,607.39	17.97	17.99	56,669	1.3	61	507	0.9
PROGRESSIVE CORP OHIO	(PGR 5)	26,043.12	19.29	17.99	24,287	0.6	-1,757	217	0.9
PROGRESSIVE CORP OHIO	(PGR 5)	10,240.75	15.76	17.99	11,694	0.3	1,453	105	0.9
PROGRESSIVE CORP OHIO	(PGR 5)	8,299.50	16.60	17.99	8,995	0.2	696	81	0.9
PROGRESSIVE CORP OHIO	(PGR 5)	101,190.76	17.91		101,644	2.4	453	910	0.9
U S BANCORP	(USB 0)	57,149.00	22.86	22.51	56,275	1.3	-874	500	0.9
VULCAN MATERIALS CO	(VMC D)	60,602.10	80.80	52.67	39,503	0.9	-21,100	750	1.9
VULCAN MATERIALS CO	(VMC D)	13,854.88	69.27	52.67	10,534	0.2	-3,321	200	1.9
VULCAN MATERIALS CO	(VMC D)	26,858.40	44.76	52.67	31,602	0.7	4,744	600	1.9
VULCAN MATERIALS CO	(VMC D)	10,559.00	52.80	52.67	10,534	0.2	-25	200	1.9
VULCAN MATERIALS CO	(VMC D)	111,874.38	63.93		92,173	2.2	-19,702	1,750	1.9
WALGREEN CO	(WAG D)	80,911.50	32.36	36.72	91,800	2.2	10,889	1,750	1.9
WALGREEN CO	(WAG D)	11,940.25	34.12	36.72	12,852	0.3	912	245	1.9
WALGREEN CO	(WAG D)	92,851.75	32.58		104,652	2.5	11,800	1,995	1.9
WAL-MART STORES INC	(WMT 1)	84,805.00	48.46	53.45	93,538	2.2	8,733	2,118	2.3
WAL-MART STORES INC	(WMT 1)	17,758.08	44.40	53.45	21,380	0.5	3,622	484	2.3
WAL-MART STORES INC	(WMT 1)	12,711.10	50.84	53.45	13,363	0.3	651	303	2.3
WAL-MART STORES INC	(WMT 1)	115,274.18	48.03		128,280	3.0	13,006	2,904	2.3
WASTE MANAGEMENT INC.	(WM D)	132,794.00	39.64	33.81	113,264	2.7	-19,531	4,221	3.7
WASTE MANAGEMENT INC.	(WM D)	21,490.43	33.06	33.81	21,977	0.5	486	819	3.7
WASTE MANAGEMENT INC.	(WM D)	12,884.13	28.63	33.81	15,215	0.4	2,330	567	3.7
WASTE MANAGEMENT INC.	(WM D)	16,389.23	29.80	33.81	18,596	0.4	2,206	693	3.7
WASTE MANAGEMENT INC.	(WM D)	183,557.79	36.71		169,050	4.0	-14,508	6,300	3.7
XTO ENERGY INC	(XTO--Z)	37,984.00	32.00	46.53	55,231	1.3	17,247		
XTO ENERGY INC	(XTO--Z)	20,757.39	69.19	46.53	13,959	0.3	-6,798		
XTO ENERGY INC	(XTO--Z)	13,224.21	44.08	46.53	13,959	0.3	735		
XTO ENERGY INC	(XTO--Z)	6,101.25	40.68	46.53	6,980	0.2	878		
XTO ENERGY INC	(XTO--Z)	78,066.85	40.30		90,129	2.1	12,062		
COMMON STOCKS		\$ 2,716,784			\$ 2,807,546	66.5%	90,762	48,278	1.7
TOTAL		\$ 2,716,784			\$ 2,807,546	66.5%	90,762	48,278	1.7

BROWN BROTHERS HARRIMAN & CO.
 PORTVUE - B08792 LBX
 RR: 99 CUST4 SAB
 AUDIT: 05 DESPCT: 0 00
 DTCNO: 6959944
 RUN. 09/27/10 2 18 P.M.

PORTFOLIO EVALUATION FOR
 ROSE FAMILY FOUNDATION

AS OF DATE: December 31, 2009

SECURITY DESCRIPTION	PURCHASE DATE	ORIGINAL COST	COST/UNIT	12/31 PRICE	CURRENT VALUE	%	GAIN/(-LOSS)	ANNUAL INCOME YTD	YTM/ YLD
MUTUAL FUNDS									
1,462 LONGLEAF PARTNERS SMALL CAP FD	06/12/09	25,000.00	17.09	21.77	31,846	0.8	6,846	190	0.6
2,523 LONGLEAF PARTNERS SMALL CAP FD	09/10/09	50,000.00	19.81	21.77	54,947	1.3	4,947	328	0.6
3,986 LONGLEAF PARTNERS SMALL CAP FD		75,000.00	18.81		86,793	2.1	11,793	518	0.6
FOREIGN COMMON STOCKS									
3,673 BBH INTERNATIONAL EQUITY FUND CL N	10/27/04	40,000.00	10.89	12.44	45,693	1.1	5,693	687	1.5
28 BBH INTERNATIONAL EQUITY FUND CL N	12/16/04	328.59	11.48	12.44	356	0.0	27	5	1.5
4,598 BBH INTERNATIONAL EQUITY FUND CL N	02/15/05	55,000.00	11.96	12.44	57,207	1.4	2,207	860	1.5
6,633 BBH INTERNATIONAL EQUITY FUND CL N	02/22/05	80,000.00	12.06	12.44	82,521	2.0	2,521	1,240	1.5
220 BBH INTERNATIONAL EQUITY FUND CL N	12/21/05	2,930.02	13.31	12.44	2,739	0.1	-192	41	1.5
BBH INTERNATIONAL EQUITY FUND CL N	12/20/06	1.51	15.89	12.44	1	0.0			1.5
161 BBH INTERNATIONAL EQUITY FUND CL N	12/20/06	2,573.16	15.93	12.44	2,009	0.0	-564	30	1.5
231 BBH INTERNATIONAL EQUITY FUND CL N	12/20/06	3,694.55	15.93	12.44	2,885	0.1	-809	43	1.5
2,823 BBH INTERNATIONAL EQUITY FUND CL N	12/26/06	45,000.01	15.94	12.44	35,119	0.8	-9,881	528	1.5
9,259 BBH INTERNATIONAL EQUITY FUND CL N	08/17/07	150,000.00	16.20	12.44	115,185	2.7	-34,815	1,731	1.5
27,629 BBH INTERNATIONAL EQUITY FUND CL N		379,527.84	13.74		343,716	8.1	-35,812	5,167	1.5

BROWN BROTHERS HARRIMAN & CO
 PORTVUE - B08792.LBX
 RR: 99 CUST4: SAB
 AUDIT: 05 DESPCT: 0 00
 DTCNO: 6959944
 RUN: 09/27/10 2 18 P.M

PORTFOLIO EVALUATION FOR
 ROSE FAMILY FOUNDATION

AS OF DATE: December 31, 2009

SECURITY DESCRIPTION		PURCHASE DATE	ORIGINAL COST	COST/UNIT	12/31 PRICE	CURRENT VALUE	% VALUE	GAIN/(-LOSS)	ANNUAL INCOME YTD	YTM/
MUTUAL FUNDS - FIXED INCOME										
8,964	BBH BROAD MARKET FUND CL N	07/30/04	92,691.23	10.34	10.22	91,616	2.2	-1.076	2,134	2.3
126	BBH BROAD MARKET FUND CL N	03/30/05	1,297.07	10.22	10.22	1,297	0.0		30	2.3
123	BBH BROAD MARKET FUND CL N	09/29/05	1,280.35	10.33	10.22	1,267	0.0	-14	29	2.3
30	BBH BROAD MARKET FUND CL N	10/28/05	305.93	10.19	10.22	307	0.0	1	7	2.3
32	BBH BROAD MARKET FUND CL N	11/29/05	327.27	10.21	10.22	328	0.0		8	2.3
14	BBH BROAD MARKET FUND CL N	12/29/05	146.33	10.18	10.22	147	0.0	1	3	2.3
20	BBH BROAD MARKET FUND CL N	12/29/05	210.96	10.18	10.22	212	0.0	1	5	2.3
23	BBH BROAD MARKET FUND CL N	12/29/05	244.18	10.18	10.22	245	0.0	1	6	2.3
48	BBH BROAD MARKET FUND CL N	12/29/05	495.49	10.18	10.22	497	0.0	2	12	2.3
1	BBH BROAD MARKET FUND CL N	12/29/05	0.00		10.22	10	0.0	10	2.3	2.3
17	BBH BROAD MARKET FUND CL N	01/30/06	180.20	10.15	10.22	181	0.0	1	4	2.3
5	BBH BROAD MARKET FUND CL N	02/27/06	52.66	10.14	10.22	53	0.0		1	2.3
22	BBH BROAD MARKET FUND CL N	02/27/06	226.63	10.14	10.22	228	0.0	2	5	2.3
20	BBH BROAD MARKET FUND CL N	03/30/06	208.42	9.99	10.22	213	0.0	5	5	2.3
38	BBH BROAD MARKET FUND CL N	03/30/06	386.67	9.99	10.22	396	0.0	9	9	2.3
21	BBH BROAD MARKET FUND CL N	04/27/06	211.64	9.90	10.22	218	0.0	7	5	2.3
29	BBH BROAD MARKET FUND CL N	04/27/06	289.47	9.90	10.22	299	0.0	9	7	2.3
1	BBH BROAD MARKET FUND CL N	05/30/06	18.12	9.87	10.22	19	0.0		1	2.3
32	BBH BROAD MARKET FUND CL N	05/30/06	323.46	9.87	10.22	335	0.0	11	8	2.3
15	BBH BROAD MARKET FUND CL N	06/29/06	147.46	9.80	10.22	154	0.0	6	4	2.3
34	BBH BROAD MARKET FUND CL N	06/29/06	338.98	9.80	10.22	354	0.0	15	8	2.3
19	BBH BROAD MARKET FUND CL N	07/28/06	189.62	9.93	10.22	195	0.0	6	5	2.3
17	BBH BROAD MARKET FUND CL N	08/30/06	180.36	10.03	10.22	184	0.0	3	4	2.3
4	BBH BROAD MARKET FUND CL N	09/28/06	46.38	10.10	10.22	47	0.0	1	1	2.3
32	BBH BROAD MARKET FUND CL N	09/28/06	332.39	10.10	10.22	336	0.0	4	8	2.3
15	BBH BROAD MARKET FUND CL N	10/30/06	153.27	10.07	10.22	156	0.0	2	4	2.3
35	BBH BROAD MARKET FUND CL N	10/30/06	353.08	10.07	10.22	358	0.0	5	8	2.3
19	BBH BROAD MARKET FUND CL N	11/29/06	200.86	10.16	10.22	202	0.0	1	5	2.3
28	BBH BROAD MARKET FUND CL N	12/28/06	284.32	10.07	10.22	289	0.0	4	7	2.3
40	BBH BROAD MARKET FUND CL N	12/28/06	411.33	10.07	10.22	417	0.0	6	10	2.3
9	BBH BROAD MARKET FUND CL N	01/30/07	95.44	10.03	10.22	97	0.0	2	2	2.3
31	BBH BROAD MARKET FUND CL N	01/30/07	319.78	10.03	10.22	326	0.0	6	8	2.3
32	BBH BROAD MARKET FUND CL N	02/27/07	4	10.16	10.22	5	0.0		8	2.3
4	BBH BROAD MARKET FUND CL N	02/27/07	330.02	10.17	10.22	332	0.0	2	1	2.3
34	BBH BROAD MARKET FUND CL N	03/29/07	49.57	10.13	10.22	50	0.0		8	2.3
1	BBH BROAD MARKET FUND CL N	03/29/07	353.92	10.13	10.22	357	0.0	3	8	2.3
32	BBH BROAD MARKET FUND CL N	04/27/07	16.92	10.12	10.22	17	0.0		8	2.3
5	BBH BROAD MARKET FUND CL N	04/27/07	332.45	10.12	10.22	336	0.0	3	8	2.3
39	BBH BROAD MARKET FUND CL N	05/30/07	56.93	10.03	10.22	58	0.0	1	1	2.3
8,032	BBH BROAD MARKET FUND CL N	05/30/07	395.53	10.03	10.22	403	0.0	7	9	2.3
8	BBH BROAD MARKET FUND CL N	06/19/07	80,000.00	9.96	10.22	82,088	1.9	2,088	1,912	2.3
67	BBH BROAD MARKET FUND CL N	06/28/07	79.49	9.88	10.22	82	0.0	3	2	2.3
18	BBH BROAD MARKET FUND CL N	06/28/07	663.00	9.88	10.22	686	0.0	23	16	2.3
9	BBH BROAD MARKET FUND CL N	07/30/07	177.78	9.85	10.22	184	0.0	7	4	2.3
59	BBH BROAD MARKET FUND CL N	08/30/07	94.42	9.85	10.22	98	0.0	4	2	2.3
43	BBH BROAD MARKET FUND CL N	08/30/07	590.15	9.85	10.22	612	0.0	22	14	2.3
54	BBH BROAD MARKET FUND CL N	09/27/07	435.65	9.91	10.22	449	0.0	14	10	2.3
	BBH BROAD MARKET FUND CL N	10/30/07	539.03	9.96	10.22	553	0.0	14	13	2.3

BROWN BROTHERS HARRIMAN & CO.
 PORTVUE - B08792.LBX
 RR: 99 CUST4: SAB
 AUDIT: 05 DESPCT 0.00
 DTCNO: 6959944
 RUN: 09/27/10 2:18 P.M.

PORTFOLIO EVALUATION FOR
 ROSE FAMILY FOUNDATION

AS OF DATE: December 31, 2009

SECURITY DESCRIPTION		PURCHASE DATE	ORIGINAL COST	COST/UNIT	12/31 PRICE	CURRENT VALUE	% VALUE	GAIN/(-LOSS)	ANNUAL YTM/INCOME YLD
20	BBH BROAD MARKET FUND CL N	11/29/07	208.92	10.01	10.22	213	0.0	4	5 2.3
41	BBH BROAD MARKET FUND CL N	12/28/07	410.97	9.92	10.22	423	0.0	12	10 2.3
66	BBH BROAD MARKET FUND CL N	12/28/07	654.99	9.92	10.22	675	0.0	20	16 2.3
30	BBH BROAD MARKET FUND CL N	01/30/08	310.04	10.08	10.22	314	0.0	4	7 2.3
3	BBH BROAD MARKET FUND CL N	02/28/08	35.12	10.00	10.22	36	0.0	1	1 2.3
63	BBH BROAD MARKET FUND CL N	02/28/08	634.04	10.00	10.22	648	0.0	14	15 2.3
1	BBH BROAD MARKET FUND CL N	03/28/08	14.84	9.98	10.22	15	0.0	16	16 2.3
66	BBH BROAD MARKET FUND CL N	03/28/08	660.46	9.98	10.22	676	0.0	1	1 2.3
2	BBH BROAD MARKET FUND CL N	04/29/08	27.93	9.89	10.22	29	0.0	20	15 2.3
61	BBH BROAD MARKET FUND CL N	04/29/08	612.59	9.89	10.22	633	0.0	2	1 2.3
4	BBH BROAD MARKET FUND CL N	05/29/08	39.24	9.78	10.22	41	0.0	30	16 2.3
67	BBH BROAD MARKET FUND CL N	05/29/08	659.57	9.78	10.22	689	0.0	1	1 2.3
2	BBH BROAD MARKET FUND CL N	06/27/08	28.13	9.78	10.22	29	0.0	29	16 2.3
66	BBH BROAD MARKET FUND CL N	06/27/08	650.84	9.78	10.22	680	0.0	4	2 2.3
7	BBH BROAD MARKET FUND CL N	07/30/08	77.18	9.72	10.22	81	0.0	33	16 2.3
66	BBH BROAD MARKET FUND CL N	07/30/08	645.71	9.72	10.22	679	0.0	2	1 2.3
3	BBH BROAD MARKET FUND CL N	08/28/08	37.80	9.80	10.22	39	0.0	29	16 2.3
69	BBH BROAD MARKET FUND CL N	08/28/08	678.50	9.80	10.22	708	0.0	3	1 2.3
5	BBH BROAD MARKET FUND CL N	09/29/08	49.33	9.71	10.22	52	0.0	34	16 2.3
66	BBH BROAD MARKET FUND CL N	09/29/08	641.29	9.71	10.22	675	0.0	66	17 2.3
2	BBH BROAD MARKET FUND CL N	10/30/08	26.66	9.32	10.22	29	0.0	2	1 2.3
73	BBH BROAD MARKET FUND CL N	10/30/08	683.68	9.32	10.22	750	0.0	40	16 2.3
3	BBH BROAD MARKET FUND CL N	11/26/08	30.59	9.64	10.22	32	0.0	3	1 2.3
68	BBH BROAD MARKET FUND CL N	11/26/08	661.56	9.64	10.22	701	0.0	3,916	3,584 2.3
15,060	BBH BROAD MARKET FUND CL N	06/12/09	150,000.00	9.96	10.22	153,916	3.6	245	5,828 2.3
24,485	BBH BROAD MARKET FUND CL N	09/10/09	250,000.00	10.21	10.22	250,245	5.9	-2,007	6,823 2.3
28,668	BBH BROAD MARKET FUND CL N	11/23/09	295,000.00	10.29	10.22	292,993	6.9		
87,406	BBH BROAD MARKET FUND CL N		889,549.13	10.18		893,297	21.1	3,748	20,803 2.3

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 10

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
NEW FOREST PROJECT 1025 VERMONT AVENUE, NW, SUITE 300 WASHINGTON, DC 20005	NONE	PUBLIC	5,000.
AMERICAN COMMITTEE FOR THE WEIZMANN INSTITUTE OF SCIENCE 633 THIRD AVENUE NEW YORK, NY 10017	NONE RESEARCH	PUBLIC	10,000.
WESTCHESTER LAND TRUST 403 HARRIS RD BEDFORD HILLS, NY 10507	NONE	PUBLIC	2,500.
RANDALL'S ISLAND SPORTS FOUNDATION 24 WEST 61ST ST., 04TH FLOOR NEW YORK, NY 10023	NONE	PUBLIC	115,000.
AMERICAN FRIENDS OF THE HESCHEL CENTER 2419 JFK BLVD JERSEY CITY, NJ 07304	NONE RESEARCH	PUBLIC	20,000.
CLEAN WATER COALITION 150 N. STEPHANIE, SUITE 130 HENDERSON, NV 89074	NONE RESEARCH	PUBLIC	30,000.
AMERICAN INSTITUTE OF PHYSICS-CHP ONE PHYSICS ELLIPSE COLLEGE PARK, MD 20740	NONE	PUBLIC	1,000.
THE WATER EDUCATION COLLABORATIVE 657 EAST AVENUE ROCHESTER, NY 14607	NONE	PUBLIC	20,500.

ROSE FAMILY FOUNDATION C/O BROWN BROTHER

13-4016964

THE HUICHOL CENTER FOR CULTURAL NONE
SURVIVAL & TRADITIONAL ARTS
356 CALLE LOMA NORTE SANTE FE,
NM 87501

PUBLIC

46,000.

TOTAL TO FORM 990-PF, PART XV, LINE 3A

250,000.

Brown Brothers Harriman & Co.
Schedule of Sales / Redemption / Maturities
For Period: January 1, 2009 to December 31, 2009

Apl Num	Group of S / L	Trade Date Format	Par / Shares	Sec Desc	Pur Date Format	Org Cost	Amort / Accret	Adj Cost	Disposition	Gain Lost
6959844	Short Term Capital Gains / Losses	04/22/2009	250	DIAGEO PLC- SPONSORED ADR	11/26/2008	13,696 95	0	13,696 95	11,507 83	-2,189 12
			950	DIAGEO PLC- SPONSORED ADR	10/14/2008	59,906 15	0	59,906 15	43,729 74	-16,176 41
		04/23/2009	750	AFLAC INC	10/14/2008	35,632 5	0	35,632 5	20,529 75	-15,102 75
		06/08/2009	850	AFLAC INC	02/10/2009	19,852 18	0	19,852 18	28,296 79	8,444 61
		Total				129,087 78	0	129,087 78	104,064 11	-25,023 67
	Long Term Capital Gains / Losses	03/23/2009	600	INTUIT INC	10/31/2007	19,033 56	0	19,033 56	15,548 51	-3,484 05
		04/22/2009	200	BED BATH & BEYOND INC	08/03/2007	6,858	0	6,858	6,198 84	-659 16
			400	BED BATH & BEYOND INC	12/26/2006	15,362	0	15,362	12,397 68	-2,964 32
		05/01/2009	72	DR PEPPER SNAPPLE GROUP INC	08/06/2007	1,971 79	0	1,971 79	1,472 88	-498 91
			480	DR PEPPER SNAPPLE GROUP INC	03/10/2006	11,732 65	0	11,732 65	9,819 15	-1,913 5
			576	DR PEPPER SNAPPLE GROUP INC	02/01/2006	13,615 37	0	13,615 37	11,782 98	-1,832 39
		05/06/2009	1,001	WESTERN UNION CO	07/20/2007	20,669 15	0	20,669 15	17,577 31	-3,091 84
			1,750	WESTERN UNION CO	07/19/2007	35,898 45	0	35,898 45	30,729 55	-5,168 9
		05/19/2009	650	AFLAC INC	12/26/2006	29,822	0	29,822	22,562 28	-7,259 72
		06/08/2009	150	AFLAC INC	12/26/2006	6,882	0	6,882	4,993 55	-1,888 45
		07/15/2009	100	LIBERTY GLOBAL INC COM SER A	08/06/2007	4,342 1	0	4,342 1	1,645 14	-2,696 96
			900	LIBERTY GLOBAL INC COM SER A	12/26/2006	25,974	0	25,974	14,806 23	-11,167 77
		08/10/2009	1,450	EBAY INC	07/22/2008	36,058 31	0	36,058 31	32,225 71	-3,832 6
		11/15/2009	295,000	U S TREASURY STRIPS INT	06/19/2007	262,706 85	32,293 15	295,000	295,000	0
		11/19/2009	64	CADBURY PLC SPONS ADR	09/16/2008	2,848 64	0	2,848 64	3,360 8	512 16
	96	CADBURY PLC SPONS ADR	08/06/2007	4,915 31	0	4,915 31	5,041 19	125 88		
	640	CADBURY PLC SPONS ADR	03/10/2006	29,247 35	0	29,247 35	33,607 97	4,360 62		
11/30/2009	875	EBAY INC	07/22/2008	21,759 32	0	21,759 32	20,680 08	-1,079 24		
Total				549,696 85	32,293 15	581,990	539,450 85	-42,539 15		
						678,784 63	32,293 15	711,077 78	643,514 96	-67,562 82

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No. 1545-1709

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete **Part II** unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed).A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits.

Type or print File by the due date for filing your return. See instructions	Name of Exempt Organization ROSE FAMILY FOUNDATION C/O BROWN BROTHERS HARRIMAN TRUST CO.	Employer identification number 13-4016964
	Number, street, and room or suite no. If a P.O. box, see instructions 140 BROADWAY	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions NEW YORK, NY 10005	

Check type of return to be filed (file a separate application for each return):

- | | | |
|---|---|------------------------------------|
| <input type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |

BROWN BROTHERS HARRIMAN TRUST CO.

- The books are in the care of ►
- 140 BROADWAY, NEW YORK, NY 10005 - 10005**

Telephone No ► **(212) 493-8000**

FAX No ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension will cover.

- 1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2010**, to file the exempt organization return for the organization named above. The extension is for the organization's return for.
- ☒ calendar year **2009** or
- ☐ tax year beginning _____, and ending _____.

- 2 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	551.
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	3,475.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	\$	0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 4-2009)

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II		Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).	
Type or print File by the extended due date for filing the return. See instructions.	Name of Exempt Organization ROSE FAMILY FOUNDATION C/O BROWN BROTHERS HARRIMAN TRUST CO.		Employer identification number 13-4016964
	Number, street, and room or suite no. If a P O box, see instructions. 140 BROADWAY		For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10005		

Check type of return to be filed (File a separate application for each return)

☐ Form 990 ☐ Form 990-EZ ☐ Form 990-T (sec. 401(a) or 408(a) trust) ☐ Form 1041-A ☐ Form 5227 ☐ Form 8870
☐ Form 990-BL ☒ Form 990-PF ☐ Form 990-T (trust other than above) ☐ Form 4720 ☐ Form 6069

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

BROWN BROTHERS HARRIMAN TRUST CO.

• The books are in the care of **140 BROADWAY, NEW YORK, NY 10005 - 10005**

Telephone No. **(212) 493-8000** FAX No.

• If the organization does not have an office or place of business in the United States, check this box ☐

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2010.**

5 For calendar year **2009**, or other tax year beginning , and ending

6 If this tax year is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension

INFORMATION FOR FILING A COMPLETE AND ACCURATE TAX RETURN IS NOT YET AVAILABLE.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a	\$	551.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	\$	3,475.
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	\$	0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature **[Signature]** Title **E. A.**

Date **8/3/10**