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

2010

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 2010, 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 change

Name of foundation

ROSE FAMILY FOUNDATION
C/O BROWN BROTHERS HARRIMAN TRUST CO.

A Employer identification number

13-4016964

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

140 BROADWAY

Room/suite

B Telephone number

212-493-8000

City or town, state, and ZIP code

NEW YORK, NY 10005

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 ☐Check type of organization ☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationE 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 ☐

Fair market value of all assets at end of year

(from Part II, col (c), line 16)

J Accounting method ☒ Cash ☐ Accrual☐ Other (specify)

>\$ 4,585,304. (Part I, column (d) must be on cash basis.)

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)

Revenue	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				
	4 Dividends and interest from securities	80,155.	80,155.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	74,768.			
	b Gross sales price for all assets on line 6a	599,639.			
	7 Capital gain net income (from Part IV, line 2)		74,768.		
	8 Net short-term capital gain				
Operating and Administrative Expenses	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	2,924.	0.		STATEMENT 2
	12 Total. Add lines 1 through 11	157,847.	154,923.		
	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 3	5,100.	0.	5,100.
	c Other professional fees	STMT 4	25,718.	25,718.	0.
	17 Interest				
	18 Taxes	STMT 5	4,247.	1,323.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
22 Printing and publications					
23 Other expenses	STMT 6	394.	19.	375.	
24 Total operating and administrative expenses. Add lines 13 through 23		35,459.	27,060.	5,475.	
25 Contributions, gifts, grants paid		177,387.		177,387.	
26 Total expenses and disbursements. Add lines 24 and 25		212,846.	27,060.	182,862.	
27 Subtract line 26 from line 12		-54,999.			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)		127,863.			
c Adjusted net income (if negative, enter -0-)			N/A		

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	53,450.	2.	2.
	2 Savings and temporary cash investments	40,000.	149,394.	149,394.
	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			
	b Investments - corporate stock STMT 7	4,060,861.	3,949,916.	4,435,908.
	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)	4,154,311.	4,099,312.	4,585,304.
	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 and complete lines 24 through 26 and lines 30 and 31			
	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	4,154,311.	4,099,312.	
30 Total net assets or fund balances	4,154,311.	4,099,312.		
31 Total liabilities and net assets/fund balances	4,154,311.	4,099,312.		

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	4,154,311.
2 Enter amount from Part I, line 27a	2	-54,999.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	4,099,312.
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	4,099,312.

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			
b SEE ATTACHED STATEMENT			
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			
b			
c			
d			
e 599,639.		524,871.	74,768.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			74,768.

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	74,768.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div> <div>If gain, also enter in Part I, line 8, column (c)</div> <div>If (loss), enter -0- in Part I, line 8</div> </div>	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))
2009	253,864.	3,892,876.	.065212
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

2 Total of line 1, column (d)	2	.242091
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	.048418
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	4,241,719.
5 Multiply line 4 by line 3	5	205,376.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,279.
7 Add lines 5 and 6	7	206,655.
8 Enter qualifying distributions from Part XII, line 4	8	182,862.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	2,557.
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	2,557.
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	2,557.
6 Credits/Payments			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a 2,924.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 1,300.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	4,224.	
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	1,667.	
11 Enter the amount of line 10 to be Credited to 2011 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
b 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 \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 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) <u>DE, NY</u>		
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 2010 or the taxable year beginning in 2010 (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

N/A

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	
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input 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 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	1b	N/A
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 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <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)	2b	N/A
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 2010 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 2010)	3b	N/A
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 2010?	4b	X

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

6b

X

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

If "Yes" to 6b, file Form 8870

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

☐ Yes ☒ No

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

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 8		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.

Form 990-PF (2010)

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	4,099,596.
b	Average of monthly cash balances	1b	206,718.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	4,306,314.
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	4,306,314.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	64,595.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,241,719.
6	Minimum investment return. Enter 5% of line 5	6	212,086.

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	212,086.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	2,557.
b	Income tax for 2010 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,557.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	209,529.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	209,529.
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	209,529.

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	182,862.
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	182,862.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	182,862.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				209,529.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			150,805.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2010				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 182,862.				
a Applied to 2009, but not more than line 2a			150,805.	
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 2010 distributable amount				32,057.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (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.	0.			
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 2009 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				177,472.
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 2005 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

N/A

- b** Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

- b 85% of line 2a

- d** Amounts included in line 2c not used directly for active conduct of exempt activities

- Subtract line 2d from line 2c

- 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

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))

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

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.

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

- c Any submission deadlines**

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

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		
1 Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities			14	80,155.		
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						74,768.
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue						
a 2009 OVERPAYMENT APPLIED		2,924.				
b _____						
c _____						
d _____						
e _____						
12 Subtotal Add columns (b), (d), and (e)		2,924.		80,155.		74,768.
13 Total Add line 12, columns (b), (d), and (e)					13	157,847.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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	BROWN BROTHERS HARRIMAN - SEE STATEMENT ATTACHED	P	VARIOUS	VARIOUS
b	BROWN BROTHERS HARRIMAN - SEE STATEMENT ATTACHED	P	VARIOUS	VARIOUS
c	AOL 2ND DIST	P	VARIOUS	01/27/10
d	CLASS ACTION PROCEEDS NORTEL I - 6959944	P	VARIOUS	04/29/10
e	CLASS ACTION PROCEEDS KLA TENCOR - 6959944	P	VARIOUS	09/10/10
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(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 14,863.		16,660.	-1,797.
b 584,528.		508,211.	76,317.
c 122.			122.
d 85.			85.
e 41.			41.
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			-1,797.
b			76,317.
c			122.
d			85.
e			41.
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	74,768.
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

FORM 990-PF		DIVIDENDS AND INTEREST FROM SECURITIES		STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT		
BROWN BROTHERS HARRIMAN & CO	80,155.	0.	80,155.		
TOTAL TO FM 990-PF, PART I, LN 4	80,155.	0.	80,155.		

FORM 990-PF		OTHER INCOME		STATEMENT	2
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME		
2009 OVERPAYMENT APPLIED	2,924.	0.			
TOTAL TO FORM 990-PF, PART I, LINE 11	2,924.	0.			

FORM 990-PF		ACCOUNTING FEES		STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
TAX PREPARATION FEES	5,100.	0.		5,100.	
TO FORM 990-PF, PG 1, LN 16B	5,100.	0.		5,100.	

FORM 990-PF		OTHER PROFESSIONAL FEES		STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT ADVISORY FEE	25,718.	25,718.		0.	
TO FORM 990-PF, PG 1, LN 16C	25,718.	25,718.		0.	

FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	1,323.	1,323.		0.
FEDERAL EXCISE TAXES	2,924.	0.		0.
TO FORM 990-PF, PG 1, LN 18	4,247.	1,323.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
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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	125.	0.		125.
AGENTS FEES	19.	19.		0.
TO FORM 990-PF, PG 1, LN 23	394.	19.		375.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE - CORPORATE STOCK	3,060,367.	3,526,004.
BBH BROAD MARKET FIXED INCOME FUND CL N	889,549.	909,904.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,949,916.	4,435,908.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 8

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN EXPENSE CONTRIB ACCOUNT
MARIAN H ROSE 9 OLD CORNER ROAD BEDFORD, NY 10506	PRESIDENT 0.50	0.	0. 0.
ANN R PODLIPNY 98 BIRCH ROAD CHESTER, NH 030364001	VICE PRESIDENT 0.20	0.	0. 0.
DAVID H. ROSE 250 AMBASSADOR DRIVE ROCHESTER, NY 14610	SECRETARY 0.20	0.	0. 0.
SIMON M. ROSE 1654 TIGERTAIL AVENUE MIAMI, FL 331332543	TREASURER 0.20	0.	0. 0.
JAMES A. ROSE 974 WHITE CROSS ROAD CHAPEL HILL, NC 27516	DIRECTOR 0.20	0.	0. 0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0. 0.

2010 Tax Information Statement

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Account Number 1035001237
 Recipient's Tax ID Number 13-4016964
 Recipient's Name and Address:
 ROSE FAMILY FOUNDATION
 9 OLD CORNER RD
 BEDFORD, NY 10506-1611

☐ Corrected ☐ 2nd TIN notice

BROWN BROTHERS HARRIMAN
 140 BROADWAY
 NEW YORK, NY 10005

2010 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross Proceeds less commissions and option premiums.

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
Short Term Sales								
150 0000	98385X106	XTO ENERGY INC	09/10/2009	04/06/2010	7,158 48	6,101 25	1,057 23	0 00
200 0000	929160109	VULCAN MATERIALS COMPANY	09/10/2009	08/18/2010	7,704 41	10,559 00	-2,854 59	0 00
Total Short Term Sales						16,660 25	-1,797 36	0 00
Long Term 15% Sales								
2550 0000	594918104	MICROSOFT CORP COM	VARIOUS	01/19/2010	79,046 70	72,415 50	6,631 20	0 00
1004 0000	12721E102	CADBURY PLC SPONS ADR	VARIOUS	01/25/2010	53,689 91	44,444 99	9,244 92	0 00
1400 0000	075896100	BED BATH & BEYOND INC	VARIOUS	03/09/2010	57,814 51	47,192 00	10,622 51	0 00
850 0000	278642103	EBAY INC	VARIOUS	04/05/2010	23,320 12	15,713 70	7,606 42	0 00
1787 0000	98385X106	XTO ENERGY INC	VARIOUS	04/06/2010	85,281 35	71,965 60	13,315 75	0 00
350 0000	191216100	COCA COLA CO COM	09/16/2008	07/26/2010	19,178 07	19,082 00	96 07	0 00
750 0000	461202103	INTUIT INC	VARIOUS	07/26/2010	29,337 40	23,426 91	5,910 49	0 00
300 0000	713448108	PEPSICO INC	08/06/2007	07/26/2010	19,460 13	20,157 00	-696 87	0 00
350 0000	461202103	INTUIT INC	10/01/2007	08/03/2010	14,124 05	10,889 97	3,234 08	0 00
500 0000	929160109	VULCAN MATERIALS COMPANY	05/21/2008	08/13/2010	19,325 38	40,401 40	-21,076 02	0 00
1050 0000	929160109	VULCAN MATERIALS COMPANY	VARIOUS	08/18/2010	40,448 14	60,913 98	-20,465 84	0 00
700 0000	461202103	INTUIT INC	10/02/2007	08/23/2010	30,193 36	21,701 82	8,491 54	0 00

This is important tax information and is being furnished to you

2010 Tax Information Statement

Account Number: 1035001237
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 ROSE FAMILY FOUNDATION
 9 OLD CORNER RD
 BEDFORD, NY 10506-1611

☐ Corrected ☐ 2nd TIN notice

BROWN BROTHERS HARRIMAN
 140 BROADWAY
 NEW YORK, NY 10005

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks, Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
650 0000	461202103	INTUIT INC	VARIOUS	09/09/2010	28,906 90	18,910 86	9,996.04	0.00
850 0000	461202103	INTUIT INC	07/10/2008	09/21/2010	38,698 91	22,836 53	15,862 38	0.00
650 0000	278642103	EBAY INC	01/27/2009	11/02/2010	19,600 54	7,868 64	11,731 90	0.00
850 0000	278642103	EBAY INC	01/27/2009	12/14/2010	26,102 55	10,289 76	15,812 79	0.00
Total Long Term 15% Sales						508,210.66	76,317 36	0.00

**BROWN
BROTHERS
HARRIMAN**

STATEMENT OF ACCOUNT

Page 1

Statement Period: 01/01/2010 through 12/31/2010
Account Number: 1035001237
ROSE FAMILY FOUNDATION

Schedule Of Principal Investments

UNITS/SHARES	DESCRIPTION	UNIT PRICE	MKT VALUE	UNIT COST	COST	ACCR INC	UNREAL GAIN/LOSS	EST ANN INCOME	YTM	% GRP	% MKT
EQUITIES											
US LARGE CAP											
1,600	AUTOMATIC DATA PROCESSING INC	46.28	74,048.00	39.75	63,602.50	576	10,446	2,304		2.42	1.61
2,500	BAXTER INTL INC	50.62	126,550.00	47.82	119,556.74	775	6,993	3,100		4.14	2.75
2,650	BERKSHIRE HATHAWAY INC-CL B	80.11	212,291.50	60.88	161,341.05	0	50,950	0		6.94	4.62
2,250	CHUBB CORP	59.64	134,190.00	50.56	113,749.40	833	20,441	3,330		4.39	2.92
1,450	COCA-COLA CO	65.77	95,366.50	47.91	69,468.00	0	25,899	2,552		3.12	2.07
6,600	COMCAST CORP CL A	21.97	145,002.00	25.02	165,138.12	0	20,136	2,495		4.74	3.15
1,850	COSTCO WHOLESALE CORP	72.21	133,588.50	42.00	77,708.03	0	55,880	1,517		4.37	2.91
5,400	DELL INC	13.55	73,170.00	27.81	150,178.28	0	77,008	0		2.39	1.59
2,450	DENTSPLY INTL INC	34.17	83,716.50	29.46	72,165.70	123	11,551	490		2.74	1.82
2,525	EBAY INC	27.83	70,270.75	14.33	36,191.64	0	34,079	0		2.30	1.53
1,250	ECOLAB INC	50.42	63,025.00	40.14	50,178.75	219	12,846	875		2.06	1.37
1,250	VW GRAINGER INC	138.11	172,637.50	79.08	98,850.61	0	73,787	2,700		5.64	3.76
1,450	JOHNSON & JOHNSON	61.85	89,682.50	62.56	90,717.80	0	1,035	3,132		2.93	1.95

**BROWN &
BROTHERS
HARRIMAN**

STATEMENT OF ACCOUNT

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Statement Period
Account Number
01/01/2010 through 12/31/2010
1035001237
ROSE FAMILY FOUNDATION

Schedule Of Principal Investments

UNITS/SHARES	DESCRIPTION	UNIT PRICE	MKT VALUE	UNIT COST	COST	ACCR INC	UNREAL GAIN/LOSS	EST ANN INCOME	YTM	% GRP	% MKT
2,200	LIBERTY GLOBAL INC COM SER A	35 38	77,836 00	22 22	48,876 00	0	28,960	0		2 54	1 69
5,300	LIBERTY MEDIA CORP INTERACTIVE A	15 77	83,581 00	18 48	97,969 28	0	14,388-	0		2 73	1 82
1,800	MICROSOFT CORP	27 91	50,238 00	25 43	45,767 50	0	4,471	1,152		1 64	1 09
3,500	NESTLE S A SPONS ADR	58 82	205,870 00	38 77	135,706 25	0	70,164	3,140		6 73	4 48
2,200	NOVARTIS AG - ADR	58 95	129,690 00	51 91	114,207 24	0	15,483	3,637		4 24	2 82
1 350	OCCIDENTAL PETROLEUM CORP	98 10	132,435 00	47 34	63,912 50	513	68,523	2,052		4 33	2 88
950	PEPSICO INC	65 33	62,063 50	61 14	58,079 68	456	3,984	1,824		2 03	1 35
5,650	PROGRESSIVE CORP OHIO	19 87	112,265 50	17 91	101,190 76	0	11,075	910		3 67	2 44
5,500	U S BANCORP	26 97	148,335 00	23 22	127,721 91	275	20,613	1,100		4 85	3 23
1,600	VISA INC- CL A SHARES	70 38	112,608 00	71 30	114,076 64	0	1,469-	960		3 68	2 45
2,750	WAL-MART STORES INC	53 93	148,307 50	48 81	134,234 10	832	14,073	3,328		4 85	3 23
3,550	WALGREEN CO	38 96	138,308 00	31 46	111,692 32	0	26,616	2,485		4 52	3 01
5,000	WASTE MANAGEMENT INC	36 87	184,350 00	36 71	183,557 79	0	792	6,300		6 03	4 01
	TOTAL US LARGE CAP		3,059,426 25		2,605,838 59		453,590	49,383		100 00	66 55
	US SMALL/MID CAP										
3,986 822	LONGLEAF PARTNERS SMALL CAP FD	26 52	105,730 52	18 81	75,000 00	0	30,731	439		100 00	2 30
	TOTAL US SMALL/MID CAP		105,730 52		75,000 00		30,731	439		100 00	2 30

BROWN
BROTHERS
HARRIMAN

STATEMENT OF ACCOUNT

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Statement Period
Account Number
01/01/2010 through 12/31/2010
1035001237
ROSE FAMILY FOUNDATION

Schedule Of Principal Investments

UNITS/SHARES	DESCRIPTION	UNIT PRICE	MKT VALUE	UNIT COST	COST	ACCR INC	UNREAL GAIN/LOSS	EST ANN INCOME	YTM	% GRP	% MKT
NON-US DEVELOPED											
27.629 91	BBH INTERNATIONAL EQUITY FUND CL N	13 06	360.846 62	13 74	379,527 84	0	18,681	5,498	100 00	100 00	7 85
TOTAL NON-US DEVELOPED											
			360.846 62		379,527 84		18,681	5,498	100 00	100 00	7 85
TOTAL EQUITIES											
			3,526,003 39		3,060,366 43		465,640	55,320	100 00	100 00	76 70
FIXED INCOME											
INVESTMENT GRADE TAXABLE											
87,406 737	BBH BROAD MARKET FUND CL N	10 41	909,904 13	10 18	889,549 14	0	20,355	16,747	100 00	100 00	19 80
TOTAL INVESTMENT GRADE TAXABLE											
			909,904 13		889,549 14		20,355	16,747	100 00	100 00	19 80
TOTAL FIXED INCOME											
			909,904 13		889,549 14		20,355	16,747	100 00	100 00	19 80