"HURICANE SANDY" IR-2012-83

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

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

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

OMB No 1545-0052
2011

For calendar year 2011 or tax year beginning , 2011, and ending , 20

Name of foundation ROYCE FAMILY FUND, INC.
C/O ROYCE & ASSOCIATES

A Employer identification number 13-3318620

Number and street (or P O box number if mail is not delivered to street address) 8 SOUND SHORE DRIVE
Room/suite

B Telephone number (see instructions) ( ) -

City or town, state, and ZIP code
GREENWICH, CT 06830

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 ▶ ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 88,360,825.

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify)
(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) (see instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	5,500,000.			
	2 Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	1,134.	1,134.		
	4 Dividends and interest from securities	784,047.	760,765.		ATCH 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	3,442,276.			
	b Gross sales price for all assets on line 6a 5,246,952.				
	7 Capital gain net income (from Part IV, line 2)		2,627,711.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	-555,433.	-529,618.		ATCH 2
	12 **Total.** Add lines 1 through 11	9,172,024.	2,859,992.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) ATCH 3	71,844.			71,844.
	b Accounting fees (attach schedule) ATCH 4	5,500.	1,375.		4,125.
	c Other professional fees (attach schedule) *	5,929.	5,929.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) **	17,258.	17,156.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 7	38,992.	2,787.		38,939.
	24 **Total operating and administrative expenses** Add lines 13 through 23	139,523.	27,247.		114,908.
	25 Contributions, gifts, grants paid	4,936,746.			4,936,746.
	26 **Total expenses and disbursements** Add lines 24 and 25	5,076,269.	27,247.	0	5,051,654.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	4,095,755.			
	b **Net investment income** (if negative, enter -0-)		2,832,745.		
	c **Adjusted net income** (if negative, enter -0-)				

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For Paperwork Reduction Act Notice, see instructions. *ATCH 5 JSA ** ATCH 6 Form **990-PF** (2011)

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Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	87,824.	153,017.	153,017.
	2	Savings and temporary cash investments	1,444,223.	3,082,503.	3,082,503.
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 8	56,621,125.	46,444,232.	45,457,813.
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶ ATCH 9)	32,604,678.	39,667,492.	39,667,492.
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	90,757,850.	89,347,244.	88,360,825.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27	Capital stock, trust principal, or current funds	12,188,889.	12,188,889.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	78,568,961.	77,158,355.	
	30	**Total net assets or fund balances** (see instructions)	90,757,850.	89,347,244.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	90,757,850.	89,347,244.	

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	90,757,850.
2	Enter amount from Part I, line 27a	2	4,095,755.
3	Other increases not included in line 2 (itemize) ▶ ATTACHMENT 10	3	268.
4	Add lines 1, 2, and 3	4	94,853,873.
5	Decreases not included in line 2 (itemize) ▶ ATTACHMENT 11	5	5,506,629.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	89,347,244.

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 PART IV SCHEDULE			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
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** 2,627,711.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 . . . . **3** 0

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	8,767,743.	54,897,341.	0.159712
2009	4,488,174.	51,685,043.	0.086837
2008	6,607,036.	68,134,883.	0.096970
2007	9,531,176.	79,825,530.	0.119400
2006	7,570,735.	87,605,389.	0.086419

2	**Total** of line 1, column (d)	2	0.549338
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.109868
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	52,492,846.
5	Multiply line 4 by line 3	5	5,767,284.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	28,327.
7	Add lines 5 and 6	7	5,795,611.
8	Enter qualifying distributions from Part XII, line 4	8	12,063,634.

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 ▶ ☐ 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 ▶ ☒ and enter 1% of Part I, line 27b . . .			1	28,327.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .			2	
3	Add lines 1 and 2 . . .			3	28,327.
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	28,327.
6	Credits/Payments				
a	2011 estimated tax payments and 2010 overpayment credited to 2011 . . .	6a	240,579.		
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	240,579.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ 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	212,252.
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 212,252. **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . .	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . .	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year? . . .	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ __________ (2) On foundation managers ▶ $ __________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ __________			
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*	2		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* . . .	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year? . . .	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? . . .	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . *If "Yes," attach the statement required by General Instruction T*	5		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? . . .	6	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*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CT,			
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* . . .	8b	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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV* . . .	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses* . . .	10		X

Part VII-A Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ ROYCE FAMILY FOUNDATION INC Telephone no ▶ 203-869-3541

Located at ▶ 8 SOUND SHORE DRIVE GREENWICH, CT ZIP + 4 ▶ 06830

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

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ 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)? ☐ Yes ☒ 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) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ 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? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2011 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 2011)*	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 2011?	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)? (see instructions) . . . . ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? . . . . ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? . . . . **5b** N/A

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? . . . . **7b** N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 12		0	0	0

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

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

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 (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
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 THE MAINTENANCE OF PREMISES AT 20 MORTIMER DRIVE FOR THE USE OF THE CLERGY AS LODGING FREE OF CHARGE.	38,146.
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 LOANS MADE TO HUNTER MOUNTAIN FOUNDATION IN CONNECTION WITH CHARITABLE PURPOSE.	1,280,067.
2 TO RESTORE AND PRESERVE THE WEEKAPAUG INN AS A HISTORICAL SITE FOR THE BENEFIT AND EDUCATION OF THE GENERAL PUBLIC, GUESTS AND THE COMMUNITY.	4,240,590.
All other program-related investments See instructions	
3 ATTACHMENT 13	1,491,323.
Total. Add lines 1 through 3 ▶	7,011,980.

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	51,067,038.
b	Average of monthly cash balances			1b	2,225,191.
c	Fair market value of all other assets (see instructions)			1c	
d	**Total** (add lines 1a, b, and c)			1d	53,292,229.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e			
2	Acquisition indebtedness applicable to line 1 assets			2	
3	Subtract line 2 from line 1d			3	53,292,229.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	799,383.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	52,492,846.
6	**Minimum investment return.** Enter 5% of line 5			6	2,624,642.

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	2,624,642.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	28,327.		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	28,327.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	2,596,315.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	2,596,315.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	2,596,315.

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	5,051,654.
b	Program-related investments - total from Part IX-B	1b	7,011,980.
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	12,063,634.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	28,327.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	12,035,307.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7					2,596,315.
2 Undistributed income, if any, as of the end of 2011					
a Enter amount for 2010 only					
b Total for prior years 20 09 ,20 08 ,20 07					
3 Excess distributions carryover, if any, to 2011					
a From 2006	3,434,245.				
b From 2007	5,864,184.				
c From 2008	3,516,164.				
d From 2009	1,869,907.				
e From 2010	6,058,406.				
f **Total** of lines 3a through e		20,742,906.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 12,063,634.					
a Applied to 2010, but not more than line 2a					
b Applied to undistributed income of prior years (Election required - see instructions)					
c Treated as distributions out of corpus (Election required - see instructions)					
d Applied to 2011 distributable amount					2,596,315.
e Remaining amount distributed out of corpus		9,467,319.			
5 Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*					
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		30,210,225.			
b Prior years' undistributed income Subtract line 4b from line 2b					
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					
d Subtract line 6c from line 6b Taxable amount - see instructions					
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions					
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012					
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)		3,434,245.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		26,775,980.			
10 Analysis of line 9					
a Excess from 2007	5,864,184.				
b Excess from 2008	3,516,164.				
c Excess from 2009	1,869,907.				
d Excess from 2010	6,058,406.				
e Excess from 2011	9,467,319.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling . . . . ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed .					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test - enter (1) Value of all assets . . .					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . .					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)) or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income .					

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

1 **Information Regarding Foundation Managers:**

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

CHARLES M. ROYCE

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

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed

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

ROYCE FAMILY FUND, INC. 13-3318620

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATTACHMENT 14				
Total . . . . ▶ **3a**				4,936,746.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	1,134.	
4 Dividends and interest from securities	900000	23,282.	14	760,765.	
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	900000	814,565.	18	2,627,711.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATTACHMENT 15		-24,991.		-530,442.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		812,856.		2,859,168.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 3,672,024.

(See worksheet in line 13 instructions to verify calculations)

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

Line No ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	N/A		N/A

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

b If "Yes," complete the following schedule

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

Sign Here

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

Signature of officer or trustee ▶ Date 1/31/13 Title ▶ PRESIDENT

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
E. GEORGE TEIXEIRA		1/31/13		P00173894
Firm's name ▶ ANCHIN BLOCK & ANCHIN LLP			Firm's EIN ▶ 13-0436940	
Firm's address ▶ 1375 BROADWAY NEW YORK, NY 10018-7001			Phone no 212-840-3456	

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**

OMB No 1545-0047

2011

Name of the organization
ROYCE FAMILY FUND, INC.
C/O ROYCE & ASSOCIATES

Employer identification number
13-3318620

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year . . . . ▶ $ ______________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization	Employer identification number
ROYCE FAMILY FUND, INC. C/O ROYCE & ASSOCIATES	13-3318620

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	CHARLES M. ROYCE 8 SOUND SHORE DRIVE GREENWICH, CT 06830	$ 5,500,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization ROYCE FAMILY FUND, INC. C/O ROYCE & ASSOCIATES	Employer identification number 13-3318620

Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization ROYCE FAMILY FUND, INC.
C/O ROYCE & ASSOCIATES

Employer identification number 13-3318620

Part III ***Exclusively*** **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year.** Complete columns **(a)** through **(e)** and the following line entry.

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **$1,000 or less** for the year. (Enter this information once. See instructions.) ▶ $

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

ATTACHMENT 1

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST THRU PARTNERSHIPS		167,654.	158,759.
DIVIDENDS THRU PARTNERSHIPS		555,326.	540,939.
DIVIDENDS FROM SECURITIES		61,067.	61,067.
	TOTAL	784,047.	760,765.

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
LOSS ON INVESTMENT IN LTD. PARTNERSHIPS	-567,590.	-541,775.
NET LOSS DERIVED FROM PROGRAM RELATED ASSETS	-35,843.	-35,843.
NET RENTAL INCOME DERIVED FROM ASSETS DEVOTED TO CHARITABLE ACTIVITIES	48,000.	48,000.
TOTALS	-555,433.	-529,618.

ATTACHMENT 3

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES IN CONNECTION WITH FOUNDATION MATTERS	71,844.			71,844.
TOTALS	71,844.			71,844.

ATTACHMENT 4

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING & TAX RETURN PREPARATION FEES	5,500.	1,375.		4,125.
TOTALS	5,500.	1,375.		4,125.

ROYCE FAMILY FUND, INC. 13-3318620

ATTACHMENT 5

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BROKER FEES		5,929.	5,929.
	TOTALS	5,929.	5,929.

ATTACHMENT 6

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN WITHOLDING TAXES THROUGH PARTNERSHIPS	17,258.	17,156.
TOTALS	17,258.	17,156.

ATTACHMENT 7

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
MAINTENANCE EXPENSES	38,146.		38,146.
INVESTMENT EXPENSES	20.	20.	
CT STATE FILING FEES	793.		793.
DEPLETION FROM PASS THROUGH		2,734.	
BANK FEES	33.	33.	
TOTALS	38,992.	2,787.	38,939.

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE SCHEDULE 2 ATTACHED	46,444,232.	45,457,813.
TOTALS	46,444,232.	45,457,813.

ATTACHMENT 9

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE SCHEDULE 2 ATTACHED	39,667,492.	39,667,492.
TOTALS	39,667,492.	39,667,492.

ATTACHMENT 10

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

DESCRIPTION	AMOUNT
PRIOR PERIOD ADJUSTMENTS	268.
TOTAL	268.

ATTACHMENT 11

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

DESCRIPTION	AMOUNT
UNREALIZED DEPRECIATION ON PASS THROUGH ENTITIES & OTHER BOOK/TAX ADJUSTMENTS	5,506,629.
TOTAL	5,506,629.

ROYCE FAMILY FUND, INC. 13-3318620

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

ATTACHMENT 12

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
CHARLES M. ROYCE C/O ROYCE &ASSOC., 8 SOUND SHORE DR GREENWICH, 06830	PRESIDENT AND TREASURER 2.00	0	0	0
NICHOLAS MOORE C/O ROYCE& ASSOC. 8 SOUND SHORE DR GREENWICH, CT 06830	SECRETARY 2.00	0	0	0
	GRAND TOTALS	0	0	0

ATTACHMENT 13

FORM 990PF, PART IX-B - SUMMARY OF OTHER PROGRAM-RELATED INVESTMENTS

DESCRIPTION	AMOUNT
LOANS MADE TO WESTERLY LAND TRUST FOUNDATION IN CONNECTION WITH CHARITABLE PURPOSE.	1,141,323.
LOAN MADE TO TRINITY CHURCH PROPERTY LLC IN CONNECTION WITH CHARITABLE PURPOSE.	350,000.
TOTAL	1,491,323.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 14

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SEE SCHEDULE 1 ATTACHED	501(C)(3)	TO AID THE DONEE ORGANIZATIONS IN CARRYING OUT THEIR EXEMPT PURPOSES	4,936,746
		TOTAL CONTRIBUTIONS PAID	4,936,746

ROYCE FAMILY FUND, INC. 13-3318620

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 15

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
LOSS ON INVESTMENT IN LTD PARTNERSHIP	523000	-24,991.	18	-542,599.	
NET LOSS DERIVED FROM PROGRAM RELATED ASSETS			18	-35,843.	
NET RENTAL INCOME DERIVED FROM ASSETS DEVOTED TO CHARITABLE ACTIVITIES			16	48,000.	
TOTALS		-24,991.		-530,442.	

Royce Family Fund
EIN #13-3318620
Charitable Contributions
FYE 12/31/2011

Description	Amount
564 Park Avenue Preservation Foundation	(1,000)
All Soul's Church	(11,000)
Alliance Francaise Of Greenwich	(1,000)
American Friends Of The Israel Museum	(1,000)
Amogerone VFC No.1., Inc.	(5,000)
Anchor Academy	(2,000)
Anglican Frontier Mission	(10,000)
Audubon Connecticut	(6,250)
AVON THEATRE FILM CENTER	(86,500)
Backcountry Jazz	(3,000)
Bath & Tennis Club Historic Building Preservation Foundation,Inc	(2,000)
B-CC High School Education Foundation	(1,000)
BERKELEY DIVINITY SCHOOL AT YALE	(102,500)
Big Brothers Big Sisters Of New York City, Inc.	(1,000)
Blue Man Creativity Center	(10,000)
BOYS & GIRLS CLUB OF GREENWICH	(10,000)
Boys & Girls Club Of Middlesex County	(15,000)
Breast Cancer Alliance	(4,000)
BROWN UNIVERSITY	(507,000)
Bruce Museum	(567,000)
Cats kill Mountain Foundation	(75,000)
Center For Hope & Renewal	(15,227)
Central Park Conservancy	(8,100)
Christ Church Greenwich	(677,833)
Christopher & Dana Reeve Foundation	(1,000)
Connecticut Landmarks	(1,000)
COTA	(5,000)
Creative Visions Foundation	(5,000)
CROSSROADS THEATRE CO., INC	(5,000)
Cultural Alliance Of Fairfield County	(1,000)
DUKE DIVINITY SCHOOL	(15,000)
East Beach Association	(1,000)
East Side House Settlement	(3,700)
Elizabeth Glaser Pediatric AIDS Foundation	(1,000)
EPISCOPAL CHURCH FOUNDATION	(1,000)
Episcopal Church Of Bethesda By The Sea	(50,000)
Everglades Foundation	(8,500)
FAIRFIELD COUNTY COMMUNITY FOUNDATION	(100,000)
Family ReEntry, Inc.	(2,500)
Film Society Of Lincoln Center	(5,000)

Royce Family Fund
EIN #13-3318620
Charitable Contributions
FYE 12/31/2011

Description	Amount
Flager Museum	(1,000)
Florence Griswald Museum	(1,000)
FOCUS	(2,000)
French Heritage Society	(2,215)
Friends Of Autistic People	(1,000)
Friends Of Nathaniel Witherall, Inc.	(1,000)
Friends Of The Orpheum	(10,000)
GADC (GREENWICH ADULT DAY CARE)	(1,000)
Georgetown University	(1,000)
Gettysburg Foundation	(60,000)
Global Camps Africa	(1,000)
Greene County Council On The Arts	(1,000)
Greeniwch Adult Day Care River House	(1,000)
Greenwich Academy Annual Giving	(2,000)
Greenwich Arts Council	(1,000)
Greenwich Center For Hope & Renewal	(1,000)
Greenwich Chapter of the American Red Cross	(1,000)
Greenwich Clean & Green	(1,000)
Greenwich Community Project Fund, Inc.	(1,000)
GREENWICH EMERGENCY MEDICAL SERVICES INC	(1,000)
Greenwich Historical Society	(15,000)
GREENWICH HOSPITAL	(5,000)
Greenwich Music Festival	(9,000)
Greenwich Rotary Foundation	(1,000)
GREENWICH SYMPHONY	(1,000)
Greenwich United Way	(11,000)
HAINES FALLS FREE LIBRARY	(1,000)
Herreshoff Marine Museum	(3,000)
Hill House	(1,000)
Hospice Foundation Of Palm Beach County	(3,000)
Hunter Foundation	(60,436)
Kids In Crisis	(1,500)
Kips Bay Boys & Girls Club	(1,660)
Lake Erie College	(106,250)
Lincoln Center For Performing Arts	(2,800)
LITERACY VOLUNTEERS - STAMFORD/GREENWICH, INC	(9,000)
Memorial Sloan -Kettering Cancer Center	(2,000)
Mill RIver Collaborative	(2,500)
Misquamicut Business Association, Inc.	(1,000)
MOBIA	(3,000)
Mockingbird Ministries	(2,000)

Royce Family Fund
EIN #13-3318620
Charitable Contributions
FYE 12/31/2011

Description	Amount
Museum Of Biblical Art	(2,000)
Museum Of The City Of New York	(5,400)
Mystic Seaport	(2,000)
Neighbor To Neighbor	(6,000)
NEW YORK BOTANICAL GARDEN	(45,000)
New York Cares, Inc	(1,000)
New York City Ballet	(20,403)
New York Historical Society	(205,500)
New York Public Radio	(1,000)
Ocean Community YMCA	(167,500)
Orpheus Chamber Orchestra	(5,550)
Palm Beach Theater Guild	(2,000)
Park Avenue Armory	(10,000)
Partners In Health	(100,000)
Pine Point School	(198,500)
PORT CHESTER CARVER CENTER	(1,000)
Preservation Foundation Of Palm Beach	(10,000)
PRESERVE RHODE ISLAND	(1,000)
REACH Prep	(1,000)
Rhode Island Public Radio	(1,000)
Robin Hood	(1,000)
Salt Marsh Opera	(15,000)
Save The Children	(1,000)
SHYC Sailing Foundation	(33,333)
Silver Hill Hospital	(1,000)
Society Of Integrative Urology	(10,000)
Somaly Mam Foundation	(1,000)
Sound Waters	(10,000)
St. Paul's Church	(125,500)
Stamford Center For The Arts	(2,000)
Stamford Symphony	(2,500)
Stanwich Church	(10,000)
SYDA FOUNDATION	(50,000)
The Bishop's Fund For Children	(2,500)
The Boys' Club Of New York	(12,500)
The Breast Cancer Research Foundation	(3,000)
THE COLONIAL THEATRE	(10,000)
The Episcopal Church Of Bethesda-by-the-Sea	(50,000)
The Episcopal Church Mission Funding	(50,000)
The Episcopal Church Of St. John The Evangelist	(65,000)
The Episcopal Diocese Of CT	(15,000)

Royce Family Fund
EIN #13-3318620
Charitable Contributions
FYE 12/31/2011

Description	Amount
The Frick Collection	(14,350)
THE GARDEN CONSERVANCY ENDOWMENT FUND	(57,000)
The Gordon Parks Foundation	(1,000)
The Greenwich Country Day School	(1,000)
The Greenwich Hospital Foundation	(3,000)
The Greenwich Land Trust	(1,000)
The Greenwich Library	(1,000)
The Greenwich Teen Center	(1,000)
The Greenwich Tree Conservancy	(2,000)
The Hole In The Wall Gang Fund, Inc.	(13,540)
THE HORTICULTURAL SOCIETY OF NEW YORK	(3,000)
The Inner City Foundation For Charity & Education	(1,000)
The King's College	(250,000)
THE LIVING CHURCH	(2,000)
The Lynne Cohen Foundation	(1,000)
THE METROPOLITAN MUSEUM OF ART	(4,500)
The Mountain Top Historical Society	(1,000)
The Museum Of Modern Art	(1,000)
The National Trust For Scotland Foundation, USA	(1,000)
The New York Botanical Garden	(10,000)
The New York Landmaks Conservancy	(2,600)
THE OLANA PARTNERSHIP	(11,300)
THE PARISH OF TRINITY CHURCH	(4,000)
The Preservation Foundation Of Palm Beach	(1,600)
The Preservation Society Of Newport County	(7,500)
The Royal Oak Foundation	(3,000)
The Society For The Relief Of Women & Children	(2,000)
The Society Of Four Arts	(5,000)
The Society Of MSKCC	(11,500)
The Society of The Four Arts	(16,000)
THE TRINITY FORUM	(1,000)
THE WATCH HILL CONSERVANCY	(1,000)
THE WESTERLY HOSPITAL FOUNDATION	(10,000)
The Westerly Land Trust	(33,000)
Time For Lyme, Inc.	(1,000)
Trickle Up	(1,000)
TRINITY CHURCH	(268,500)
Trinity School For Ministry	(31,000)
Watch Hill Chapel Society	(50,000)
Westerly Education Endowment Fund	(1,000)
Westerly Public Library	(1,000)

Royce Family Fund
EIN #13-3318620
Charitable Contributions
FYE 12/31/2011

Description	Amount
WESTPORT COUNTRY PLAYHOUSE	(1,000)
Wild Goose	(50,000)
WOMEN OF VISION/WORLD VISION	(1,000)
World Childhood Foundation	(1,000)
Wounded Warrior Project	(1,000)
YOUNG LIFE	(2,000)
Your Place Youth Center	(5,000)
YWCA Greenwich	(114,700)
Various	(11,000)
TOTAL CHARITABLE CONTRIBUTIONS	**(4,936,746)**

ROYCE FAMILY FUND, INC.
EIN # 13-3318620
FYE 12/31/2011
SCHEDULE 2: FORM 990-PF , PART II.

	BOOK VALUE	FM VALUE
Limited Partnerships:		
Blackhawk Credit Fund	-	-
Granite Capital	-	-
Karnak Partners	2,586,264 00	2,586,264 00
PERSHING Square	3,284,460 00	3,284,460 00
Royce Advantage Fund	5,812,270 00	5,812,270 00
Royce Partners Fund	2,172,709 00	2,172,709 00
UEMCO Partnership	1,374 00	1,374 00
Royce Discovery Fund	1,604,717 00	1,604,717 00
Goldman sachs RICF #002-32627-0	599,555 60	70,147 00
Royce Family Investments LLC	17,879,382 00	17,879,382 00
Marblegate Special Opportunities Fund	500,000 00	546,062 00
	34,440,731 60	33,957,385 00
	-	
Mutual Funds		
Columbia Acom Fund - Z	802 95	1,275 59
Royce funds		
Royce Select Fund I	3,938,047 96	3,378,436 49
Royce Pennsylvania Mutual Fund	994,171 88	1,005,432 72
Royce PremierFund	963,118 35	1,095,227 74
Royce Financial services Fund	846,926 57	667,740 95
Royce Special Equity Fund	820,422 24	806,877 49
	7,562,687 00	6,953,715 39
International Fine Foods	276,200 00	-
T Rowe price -Prime Reserve	1,064 39	1,064 39
US Global Investors- Gold Shares Fund	201,842 22	73,510 01
Vanguard Prime Money Market Fund	30,858 85	30,858 85
Total Mutual Funds	8,073,455 41	7,060,424 23
Goldman sachs #002-08352-5		
Ishares Comex Gold Trust	424,900 00	761,500 00
Ishares Silver Trust	419,085 91	808,200 00
Schwab One account		
Dreyfus Emerging Markets	728,033 56	755,850 05
First Eagle Global Fd	1,258,980 39	1,315,960 58
Third Avenue Intl Value	1,099,044 71	798,493 08
Total Investment Accounts	46,444,231 58	45,457,812 94
INVESTMENTS (PT II, LINE 10b)	**46,444,231.58**	**45,457,812.94**
Program Related Investments		
Property		
15 Sherwood - Trinity Church	1,300,000 00	1,300,000 00
Avon Theatre LLC	1,650,000 00	1,650,000 00
Weekapaug Inn and Cottages, LLC	12,013,744 00	12,013,744 00
Notes Receivable:		
Westerly Note- Westerly Land Trust Foundation	8,316,117 49	8,316,117 49
Catskill Mountain Foundation	314,973 00	314,973 00
Hunter Mountain Foundation	14,414,929 29	14,414,929 29
Trinity Church Property LLC	350,000 00	350,000 00
	38,359,763.78	**38,359,763.78**
Other Assets		
20 Mortimer Drive	1,221,051 72	1,221,051 72
Redemption Receivable - Granite Capital LP	80,976 00	80,976 00
Redemption Receivable - Blackhawk LP	5,700 00	5,700 00
OTHER ASSETS (PT II, LINE 15)	**39,667,491 50**	**39,667,491.50**

ROYCE FAMILY FUND, INC. 13-3318620

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					-150,354.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					1,880,347.	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					705,255.	
		DISPOSAL OF ROYCE FOCUS TRUST PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
1,490,879.		1,420,193.					70,686.	
		DISPOSAL OF GRANITE CAPITAL LP PROPERTY TYPE: OTHER				P	VARIOUS	VARIOUS
1,030,976.		911,348.					119,628.	
		REDEMPTION PROCEEDS : ROYCE CENTRIC FD PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
2,139.							2,139.	
		PROCEEDS OF SECURITIES LITIGATION PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
10.							10.	
		DISPOSAL OF BLACKHAWK CREDIT FD LP PROPERTY TYPE: OTHER				P	VARIOUS	VARIOUS
287,700.		287,700.						
TOTAL GAIN(LOSS)		....					2,627,711.	

Form **8868**

(Rev January 2012)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No 1545-1709

- 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

Electronic filing (*e-file*) You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits*

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

Enter filer's identifying number, see instructions

Type or print

File by the due date for filing your return See instructions

Name of exempt organization or other filer, see instructions
ROYCE FAMILY FUND, INC.
C/O ROYCE & ASSOCIATES

Employer identification number (EIN) or
☒ 13-3318620

Number, street, and room or suite no If a P O box, see instructions
8 SOUND SHORE DRIVE

Social security number (SSN)
☐

City, town or post office, state, and ZIP code For a foreign address, see instructions
GREENWICH, CT 06830

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	**Return Code**	**Application Is For**	**Return Code**
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ ADRIANNE BOYNTON 8 SOUND SHORE DRIVE - GREENWICH, CT 06830

Telephone No ▶ 203 869-3541 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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 20 12, to file the exempt organization return for the organization named above The extension is for the organization's return for
▶ ☒ calendar year 20 11 or
▶ ☐ tax year beginning ____________, 20 ____, and ending ____________, 20 ____

2 If the tax year entered in line 1 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	$ 240,579.
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	3b	$ 240,579.
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	3c	$

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

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

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).

Enter filer's identifying number, see instructions

Type or print

File by the due date for filing your return See instructions

Name of exempt organization or other filer, see instructions
ROYCE FAMILY FUND, INC.
C/O ROYCE & ASSOCIATES

Employer identification number (EIN) or
☒ 13-3318620

Number, street, and room or suite no If a P O box, see instructions
8 SOUND SHORE DRIVE

Social security number (SSN)
☐

City, town or post office, state, and ZIP code For a foreign address, see instructions
GREENWICH, CT 06830

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	[illegible]	[illegible]
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

- The books are in the care of ▶ Adrianne Boynton, 8 Sound Shore Drive, Greenwich, CT 06830
  Telephone No ▶ 203 869-3541 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 11/15 , 20 12

5 For calendar year 2011 , or other tax year beginning ______ , 20 ____ , and ending ______ , 20 ____

6 If the tax year entered in line 5 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 ALL THE INFORMATION REQUIRED TO FILE A COMPLETE AND ACCURATE 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**	$ 240,579.
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**	$ 240,579.
c	**Balance Due.** Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	**8c**	$ 0

Signature and Verification must be completed for Part II only.

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 ▶ Title ▶ PRESIDENT Date ▶ 08/13/2012