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SCANNED JUN 1 8 2012

# 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

ror	caien	dar year 2011 or tax year	beginning			, and er	nging		
		foundation E FAMILY FOU	אור איידר	) NT			· -	A Employer identification	n number
		BROWN BROTH			N TRUST CO.			13-4016964	1
		nd street (or P O box number if			<del> </del>		Room/suite	B Telephone number	
	40	·			<b>-</b>			212-493-80	000
City	or to	own, state, and ZIP code			<del></del>			C If exemption application is	
			.0005						
		all that apply	Initial return		Initial return of a fo	rmer public c	harity	D 1 Foreign organization	s, check here
			Final return		Amended return	·	·		
			Address cha	nge	Name change			Foreign organizations m 2. check here and attach c	eeting the 85% test, omputation
H (	heck	type of organization	X Section	501(c)(3) ex	empt private foundation			E If private foundation sta	atus was terminated
	] Se	ction 4947(a)(1) nonexem	pt charitable t	rust 🗀	Other taxable private founda	ation		under section 507(b)(1	
l Fa	ur ma	rket value of all assets at e	end of year	J Accountii	ng method X Cash	Accr	ual	F If the foundation is in a	60-month termination
		Part II, col (c), line 16)			her (specify)			under section 507(b)(1	)(B), check here
_	· \$	<del>,</del>		Part I, colu	mn (d) must be on cash l	basis)			<del></del>
Pa	art l	(The total of amounts in colur necessarily equal the amount	d Expenses mns (b), (c), and te in column (a)	(d) may not	(a) Revenue and expenses per books	(b) Net in		(c) Adjusted net	(d) Disbursements for charitable purposes (cash basis only)
	1	Contributions, gifts, grant			· · · · · · · · · · · · · · · · · · ·	,		N/A	(000) 2000 01197
	2	Check X if the foundation						2// 22	
	3	Interest on savings and tempo cash investments					1-1		
	4	Dividends and interest fro			79,514.	7	9,514.		STATEMENT 1
	5a	Gross rents			<del>-</del>		•		
	b	Net rental income or (loss)							
<b>6</b> )	6a	Net gain or (loss) from sale of a	assets not on lin	ie 10	278,517.				
ž	b	Gross sales price for all assets on line 6a	870,	508.	,				
Revenue	7	Capital gain net income (from	Part IV, tine 2)			27	8,517.	,	
Œ	8	Net short-term capital gain	n			V.444			
	9	Income modifications	ı						
	10a	Gross sales less returns and allowances				· · · · · · · · · · · · · · · · · · ·			<del></del>
	b	Less Cost of goods sold							
	C	Gross profit or (loss)			1 667				STATEMENT 2
	11	Other income			1,667.	3.5	$\frac{0.}{8,031.}$		STATEMENT Z
	12	Total. Add lines 1 throug			359,698. 0.	35	0,031.		0.
	13	Compensation of officers, dire		etc	0.				<del>                                     </del>
	14	Other employee salaries a Pension plans, employee	•						<del> </del>
ses	1	Legal fees	Deliellis					<u>.</u>	
ens		Accounting fees	STN	1T 3	2,660.		0.		2,660.
ž.		Other professional fees		1T 4	27,277.	2	7,277.		0.
Š	17	Interest							
rati	18	Taxes	STN	1T 5	5,840.		1,873.		0.
and Administrative Expen	19	Depreciation and depletio							
Ē	20	Occupancy							
Ad	21	Travel, conferences, and r	meetings						
aug	22	Printing and publications							
ng.	23	Other expenses -	L.S.T.	1T, 6	395.		20.		375.
Operating	24	Total operating and adm		-	<u> </u>				
)pe		expenses. Add lines 13 th	•		36,172.	2	9 <b>,</b> 170.		3,035.
J	25	Contributions, gifts, grant Total expenses and disbi	s paid		177,500.				177,500.
	26		ursements.	•	212 672	_	0 170		100 525
	<u> </u>	Add lines 24 and 25			213,672.	2	9,170.		180,535.
	27	Subtract line 26 from line			146 006				
		Excess of revenue over expens			146,026.	2.2	0 061		<u> ,</u>
		Net Investment income (				32	8,861.	N7 / 7A	
1225		Adjusted net Income (if ne	egative, enter -0	-)		<u> </u>		N/A	

123501 12-02-11 LHA For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2011)

#### ROSE FAMILY FOUNDATION

C/O BROWN BROTHERS HARRIMAN TRUST CO. 13-4016964 Form 990-PF (2011) Part II Balance Sheets Attached schedules and amounts in the description Beginning of year End of year (c) Fair Market Value (a) Book Value (b) Book Value 1 Cash - non-interest-bearing 2. 170,606. 170,606. 149,394. 2 Savings and temporary cash investments 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 4,096,864. b Investments - corporate stock STMT 7 3,949,916. 4,296,729. c Investments - corporate bonds 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 ▶ 4,267,470. 22,132. 4,099,312. 4,467,335. 16 Total assets (to be completed by all filers) 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 22 Other liabilities (describe 23 Total liabilities (add lines 17 through 22) 0. 22,132. 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  $\triangleright [X]$ Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. 27 Capital stock, trust principal, or current funds 28 Paid-in or capital surplus, or land, bldg, and equipment fund 0. 4,099,312. 4,245,338 29 Retained earnings, accumulated income, endowment, or other funds 4,099,312. 4,245,338 30 Total net assets or fund balances 4,099,312. 4,267,470 31 Total liabilities and net assets/fund balances 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) 4,099,312. 2 Enter amount from Part I, line 27a 146,026. 2 3 Other increases not included in line 2 (itemize) 3 4 Add lines 1, 2, and 3 5 Decreases not included in line 2 (itemize) 4,245,338. 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30

Page 3

C/O BROWN BROTHERS HARRIMAN TRUST CO. 13-4016964

Part IV   Capital Gains and	Losses for Tax on In	vestment	Income						
<ul><li>(a) List and describe the kind(s) of property sold (e g , real estate,</li><li>2-story brick warehouse, or common stock, 200 shs MLC Co )</li></ul>					(b) How acquired (i P - Purchase D - Donation (i		(c) Date a (mo , da	acquired ay, yr )	(d) Date sold (mo , day, yr )
1a									
b SEE ATTACHED ST	TATEMENTS						_		
С			,-	ļ					
<u>d</u>	<del> </del>			1					
e				<u> </u>		L			
(e) Gross sales price	(f) Depreciation allowed (or allowable)		st or other basis expense of sale					in or (loss (f) minus	
a		_							
b	_								
C									
d 070 500			501 00						270 517
e 870,508.			591,99	1 •					278,517.
Complete only for assets showing gai	· · · · · · · · · · · · · · · · · · ·							ol (h) gain ot less tha	
(i) F M V as of 12/31/69 (j) Adjusted basis as of 12/31/69			cess of col (i) col (j), if any			COI	Losses	(from col (	h))
	20 01 12/01/00								
a b		<del></del>							
C									
d									
8									278,517.
		on David Librari	<del></del>	$\overline{}$					
2 Capital gain net income or (net capital l	oss) { If gain, also enter oss)	in Part I, line in Part I, line	7	<b>)</b> [	2				278,517.
3 Net short-term capital gain or (loss) as		d (6)		$ \cdot $					
If gain, also enter in Part I, line 8, colur	nn (c)			<b> </b>				N/A	
Part V Qualification Under	r Section 4940(e) for	Doduood	Toy on Not	1	3	ont Inc		N/A	
<u> </u>	<u>-</u>					letit iiic	Offic	-	
(For optional use by domestic private foun	dations subject to the section 4	940(a) tax on	net investment ir	ncome	9)				
If section 4940(d)(2) applies, leave this pa	rt blank								
Man the foundation table for the control of	0.40 4 46		<b></b>						Yes X No
Was the foundation liable for the section 4 if "Yes," the foundation does not qualify un		,,	•	nouz					165 [AL 140
1 Enter the appropriate amount in each				es			· · · ·		
(a)	(b)	0,000	making any one	(c)			T -		(d) oution ratio
Base periód years Calendar year (or tax year beginning in)		ributions	Net value of no			use assets		Distrii (col (b) div	oution ratio vided by col (c))
2010		2,862.		4	.24	1,719		(	.043110
2009		3,864.				2,876			.065212
2008		2,990.				5,987		<del></del>	.007539
2007		4,510.				8,251			.036491
2006		0,920.				7,555			.069307
		<b>'</b>						-	
2 Total of line 1, column (d)							2		.221659
3 Average distribution ratio for the 5-yea	r base period - divide the total o	n line 2 by 5,	or by the number	of ye	ars				
the foundation has been in existence if		• ,	•	-			3		.044332
	·								
4 Enter the net value of noncharitable-us	e assets for 2011 from Part X, II	ne 5					4		4,596,313.
5 Multiply line 4 by line 3							5_		203,764.
6 Enter 1% of net investment income (19	% of Part I, line 27b)						6		3,289.
·	·							- — <del></del>	<del></del>
7 Add lines 5 and 6							7		207,053.
8 Enter qualifying distributions from Part	XII, line 4						8	-	180,535.
If line 8 is equal to or greater than line See the Part VI instructions	7, check the box in Part VI, line	1b, and comp	olete that part usin	ig a 1°	% tax ı	rate			

DOCE	TAMTTV	FOUNDATION
KOSE	LWITPI	LOUNDATION

Form 990-PF (2011) C/O BROWN BROTHERS HARRIMAN		13-4016			Page 4	
Part VI Excise Tax Based on Investment Income (Section	4940(a), 4940(b), 4940(e), or 4	948 - see	instru	ction	ns)	
1a Exempt operating foundations described in section 4940(d)(2), check here 🕨 🔲 a	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 her	e 🕨 🔙 and enter 1%	1	,	6,5	<u>77.</u>	
of Part I, line 27b						
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter	er 4% of Part I, line 12, col(b) 丿				_	
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations or	nly Others enter -0-)	2			<u>0.</u>	
3 Add lines 1 and 2		3		6,5		
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations of	nly Others enter -0-)	4			0.	
5 Tax based on investment income Subtract line 4 from line 3 If zero or less, enter -0-	•	5		6,5	<u>77.</u>	
6 Credits/Payments						
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a 2,667.					
b Exempt foreign organizations - tax withheld at source	6b					
c Tax paid with application for extension of time to file (Form 8868)	6c 5,700.					
d Backup withholding erroneously withheld	6d					
7 Total credits and payments Add lines 6a through 6d		7		8,3	<u>67.</u>	
8 Enter any penalty for underpayment of estimated tax. Check here X if Form 2220 i	s attached	8				
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	<b>&gt;</b>	9				
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpa	aid -	10		1,7		
11 Enter the amount of line 10 to be Credited to 2012 estimated tax	1,790 - Refunded ►	11			0.	
Part VII-A Statements Regarding Activities						
1a During the tax year, did the foundation attempt to influence any national, state, or local	l legislation or did it participate or intervens	in		Yes		
any political campaign?			1a		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	es and copies of any materials publish	ed 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			1			
(1) On the foundation $\blacktriangleright$ \$ (2) On foundation man	agers ▶ \$0 .	_				
e Enter the reimbursement (if any) paid by the foundation during the year for political ex	penditure tax imposed on foundation					
managers ► \$O .						
2 Has the foundation engaged in any activities that have not previously been reported to	the IRS?		2		X	
If "Yes," attach a detailed description of the activities.						
3 Has the foundation made any changes, not previously reported to the IRS, in its gover	ning instrument, articles of incorporation,	or				
bylaws, or other similar instruments? If "Yes," attach a conformed copy of the cl	hanges		3_		X	
4a Did the foundation have unrelated business gross income of \$1,000 or more during the	ie year?		4a_		X	
b If "Yes," has it filed a tax return on Form 990-T for this year?		N/A	4b			
5 Was there a liquidation, termination, dissolution, or substantial contraction during the	year?		5	ļ	X	
If "Yes," attach the statement required by General Instruction ${\cal T}$						
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisf	fied either					
<ul> <li>By language in the governing instrument, or</li> </ul>						
<ul> <li>By state legislation that effectively amends the governing instrument so that no man</li> </ul>	datory directions that conflict with the state	e law				
remain in the governing instrument?			6	Х		
7 Did the foundation have at least \$5,000 in assets at any time during the year?			7	Х	<u></u>	
If "Yes," complete Part II, col (c), and Part XV						
8a Enter the states to which the foundation reports or with which it is registered (see inst $DE$ , $NY$	ructions) >					
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	and the state of the state of		8b	Х	1	
9 Is the foundation claiming status as a private operating foundation within the meaning	of section 4942(i)(3) or 4942(i)(5) for call	endar				
year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Ye		·	9		x	
10 Did any persons become substantial contributors during the tax year? if 'Yes,' attach a s			10		Х	
The start personne added the contributions during the tax year. If yes, attach as	seriedare fibring their natifies and addresses	F-	000	DE	2011	

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

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)*! "Yes," attach schedule (see instructions)  11 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges?  11 "Yes," attach statement (see instructions)  12	_	990-PF (2011) C/O BROWN BROTHERS HARRIMAN TRUST CO. 13-4016  ort VII-A   Statements Regarding Activities (continued)	964		Page <b>5</b>
section 512(b)(13)° If Yes', strains schedule (see instructions)  20 th the foundation make a distribution to a dinor advised fund over which the foundation or a disqualified person had advisory privileges?  If Yes', attach statement (see instructions)  10 the foundation comply with the pubble inspection requirements for its annual returns and exemption application?  Website address ➤ N/A  11 The books are in case of ▶ BROWN BROTHERS HARRIMAN TRUST CO. Telephone no ▶ (212) 493–8000  Telephone no Person no p			Τ-		
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualithed person had advisory privileges?  13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?  13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?  13 Did The books are in case of ▶ BROWN BROTHERS HARRIMAN TRUST CO. Telephone no ▶ (212) 493-8000 Located at ▶ 140 BROADWAY, NEW YORK, NY 10005  15 Section 4947(a)(1) nonexempt charitable trusts filing form 990-PF in live of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year  16 Alary time during calendar year 2011, did the foundation have an interest in or a signature or other abundation country?  17 Section of the financial sociount in a foreign country?  18 Set in instructions for exceptions and filing requirements for Form 10 F 90-22 1. If "Yes," enter the name of the foreign country ▶  19 Part VIII-B] Statements Regarding Activities for Which Form 4720 May Be Required  19 File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.  10 During the year of did the foundation (either directly or indirectly)  21 During the year of the file form one of the file of the property with a disqualified person?  22 Borrow money from, lend money to, or otherwise extend credit to (or accept it from)  23 Sums the properties of the property with a disqualified person?  24 File Form 4720 if any or reimburse the expenses of a disqualified person?  25 File Form 4720 if any or reimburse the expenses of a disqualified person?  26 Payer compensation to, or pay or reimburse the expenses of a disqualified person?  27 File Form 4720 if any or reimburse the expenses of a disqualified person?  28 File Form 4720 if any or reimburse the expenses of a disqualified person?  29 File Form 4720 if any or reimburse the expenses of a disqualified person?  20 File Form 4720 if any or reim	11		11		х
If Yes,* attach statement (see instructions)  10 dit he foundation comply with the public inspection requirements for its annual returns and exemption application?  Website address ➤ N/A  11 The books are in care of ➤ BROWN BROTHERS HARRIMAN TRUST CO. Telephone no ➤ (212) 49 3 - 80 0 0 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	12	· · · · · · · · · · · · · · · · · · ·			
13			12		Х
Webste address ► M/A  The books are in care of ► BROWN BROTHERS HARRIMAN TRUST CO.  Located at ► 140 BROADWAY, NEW YORK, NY 10005  Settlon 4947(a)(1) nonexempt charitable trusts filing from 990-PF in Neu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year  16 A lany time during catendar year 2011, and the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?  See the instructions for exceptions and filing requirements for Form T0 F 90-22 1 If Yes, enter the name of the foreign country.  Part VII-B   Statements Regardling Activities for Which Form 4720 May Be Required  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?  (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?  (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?  (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?  (5) Transfer any income or assets to a disqualified person)? wes X No  (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?  (5) Transfer any income or assets to a disqualified person)? wes X No  (5) Transfer any income or assets to a disqualified person)? respectively or the hondation agreed to make a grant to to re-moley the official for a period after termination of government service, if terminating within 90 days )  b) If any answer is Yes 10 1a(1)-(6), did any of the acts fait to qualify under the exceptions described in Regulations section 59 441(4)-30 in a current notice regarding disaster assistance (see instructions)?  Organizations relying on a current notice regarding disaster assistance (see instructions)?  Organizations relying on a curr	13		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  15. Section 4947(3)(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  A tany 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?  See the instructions for exceptions and filing requirements for Form T0 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  File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.  1 a During they ear did the foundation (either directly or indirectly)  (1) Engage in the sale or exchange, or leasing of property with a disqualified person?  (2) Borrow money from, lend money to, or otherwise extend credit to (or accept them from) a disqualified person?  (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?  (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?  (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)?  (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)  b It any answer is Yes 15 14]-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 93 491(d)-3 or in a current notice regarding disaster assistance check here  D Idth 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 2011, did the foundation have					
Located at N 140 BROADWAY, NEW YORK, NY 10005    Section 4947(a)(1) nonexempt chamtable trusts filing Form 990-PF in fleu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year and enter the amount of tax-exempt interest received or accrued during the year	14		93-	800	0
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in Neu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 1.6. 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?  See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If "Yes," enter the name of the foreign country or the financial account in a foreign country or the instructions for exceptions and filing requirements for Form TD F 90-22 1. If "Yes," enter the name of the foreign country or the instructions for exceptions and filing requirements for Form TD F 90-22 1. If "Yes," enter the name of the foreign country or the instructions of the instructions of the form 4720 May Be Required  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?  (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?  (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?  (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?  (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)?  (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)  1 If any answer is "Yes" to 14(f)(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 dissaster assistance check here  1 Duth to foundation agreed to mak					
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?  See the instructions for exceptions and filting 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  File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.  1a Dump the year did the foundation (either directly or indirectly)  (1) Engage in the sale or exchange, or leasing of property with a disqualified person?  (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from)  a disqualified person?  (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?  (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?  (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)?  (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;)  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 (sect here  2) 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?  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(a)(3) or 4942(b)(5)  a At the end of tax year 2011, did the foundation have any undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No"	15				
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?  See the instructions for exceptions and filling 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  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?  (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?  (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?  (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?  (5) 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 9 days)  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 dissater assistance (see instructions)?  C) Organizations relying on a current notice regarding dissater assistance (see instructions)?  C) Taxes on failure to distribute income (settlo 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(i)(3) or 4942(i)(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?  If "Yes," ist the years I will be foundation have any undistributed income? (If applyin		•	N	/ A	
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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  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?  (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?  (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?  (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?  (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)?  (6) Agree to pay money or property to a government official? (Exception Check No.  1f 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.)  1b I dany answer is "yes" to 1a(1)-(6), did any of the acts lat lo qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?  N/A  Organizations relying on a current notice regarding disaster assistance (see instructions)?  N/A  1b  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(a)(3) or 4942(i)(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?  If "Yes," list the years  A the end of tax year 2011, did 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, answe			16		Х
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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 )    Ves X No		for the benefit or use of a disqualified person)?			
termination of government service, if terminating within 90 days )  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)?  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?  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(i)(3) or 4942(i)(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?  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)  If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here  13 Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?  15 If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after		(6) Agree to pay money or property to a government official? (Exception Check "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)?  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?  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?  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)  c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here  C If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here  D If "Yes," lid it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after					
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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?  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?  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)  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?  D If 'Yes,' did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after	b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations			
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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?  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)  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?  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	2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation			
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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 )  c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here		before 2011? Yes X No			
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.)  c. If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here		If "Yes," list the years $\blacktriangleright$ ,,,,,			
statement - see instructions )  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?  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	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			
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?  4 If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after					
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?  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		statement - see instructions ) N/A	2b		<u></u>
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?  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	C	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here			
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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	3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time			
		during the year?			
	b				
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,					1
Form 4720, to determine if the foundation had excess business holdings in 2011.)  N/A 3b			3b		
	4a	• • • • • • • • • • • • • • • • • • • •	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					
			4b		X

ROSE FAMILY FOUNDATION				
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Part VII-B   Statements Regarding Activities for Which F	orm 4720 May Be F	Required (contin	ued)	
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))?	Ye	s X No	
(2) Influence the outcome of any specific public election (see section 4955), o	r to carry on, directly or indire			
any voter registration drive?			s X No	
(3) Provide a grant to an individual for travel, study, or other similar purposes?	)	Ye	s X No	
(4) Provide a grant to an organization other than a charitable, etc., organization	n described in section			
509(a)(1), (2), or (3), or section 4940(d)(2)? <sup>p</sup>		Ye	s X No	
(5) Provide for any purpose other than religious, charitable, scientific, literary,	or educational purposes, or t			
the prevention of cruelty to children or animals?		Ye	s X No	
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify und	ler the exceptions described i	n Regulations		
section 53 4945 or in a current notice regarding disaster assistance (see instru	ctions)?		N/A	5b
Organizations relying on a current notice regarding disaster assistance check h	ere			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption fr				
expenditure responsibility for the grant?	N	I/A 🔲 Ye	s Ll No	
If "Yes," attach the statement required by Regulations section 53 4945				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to p	pay premiums on			
a personal benefit contract?		Y6	s X No	_   ,,
b Did the foundation, during the year, pay premiums, directly or indirectly, on a p	ersonal benefit contract?		<del>                                     </del>	6b X
If "Yes" to 6b, file Form 8870		<u></u>	<b>□</b>	
7a At any time during the tax year, was the foundation a party to a prohibited tax s		Ye	s X No _	75
b If "Yes," did the foundation receive any proceeds or have any net income attribu		Ui-bl		7b
Part VIII Information About Officers, Directors, Trusto Paid Employees, and Contractors	ees, roundation wa	inagers, nigni	,	
1 List all officers, directors, trustees, foundation managers and their	compensation.			
	(b) Title, and average	(c) Compensation	(d) Contributions to employee benefit plans and deferred	(e) Expense
(a) Name and address	hours per week devoted to position	(If not paid, enter -0-)	and deferred compensation	account, other allowances
SEE STATEMENT 8		0.	0.	0.
		•		
		1 210015		L
2 Compensation of five highest-paid employees (other than those inc		enter "NONE."	(d) Contributions to	(e) Expense
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week	(c) Compensation	employee benefit plans and deferred	account, other
	devoted to position		compensation	allowances
NONE				
				<del></del>
		<del> </del>		
				_
	1	1	1	

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

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly

-4	0	1	6	9	6	4	P	aq	ıe	7
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3 Five highest-paid independent contractors for professional services. If none, enter	er "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		<b>▶</b> 0
Part IX-A Summary of Direct Charitable Activities		
List the foundation's four largest direct charitable activities during the tax year. Include relevant stati	stical information such as the	Expenses
number of organizations and other beneficiaries served, conferences convened, research papers pro	oduced, etc	
1 <u>N/A</u>		
2		
^		<del></del>
3		
4		
4		
Part IX-B Summary of Program-Related Investments		
Describe the two largest program-related investments made by the foundation during the tax year of	n lines 1 and 2	Amount
1 N/A		
2		
All other program-related investments See instructions		
3		
		<del></del>
Total. Add lines 1 through 3	<u> </u>	0.

Form 990-PF (2011) Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.) Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes 4,307,272. a Average monthly fair market value of securities 1a 359,036. b Average of monthly cash balances 1b c Fair market value of all other assets 1 c 4,666,308. d Total (add lines 1a, b, and c) 1 d e Reduction claimed for blockage or other factors reported on lines 1a and 0. 1c (attach detailed explanation) 1e Acquisition indebtedness applicable to line 1 assets 2 4,666,308. Subtract line 2 from line 1d 3 69,995. Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) 4 4,596,313. Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4. 5 229,816. Minimum investment return. Enter 5% of line 5 Distributable Amount (see instructions) (Section 4942(1)(3) and (1)(5) private operating foundations and certain Part XI foreign organizations check here 
and do not complete this part ) 229,816. Minimum investment return from Part X, line 6 6,577. 2a Tax on investment income for 2011 from Part VI, line 5 2a Income tax for 2011 (This does not include the tax from Part VI) 2b Add lines 2a and 2b 20 Distributable amount before adjustments. Subtract line 2c from line 1 3 4 Recoveries of amounts treated as qualifying distributions 223,239 Add lines 3 and 4 5 0 Deduction from distributable amount (see instructions) 6 Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1 7 Part XII Qualifying Distributions (see instructions) Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes 180,535. Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26 1a b Program-related investments - total from Part IX-B 1b Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes 2 Amounts set aside for specific charitable projects that satisfy the Suitability test (prior IRS approval required) За 3b Cash distribution test (attach the required schedule) 180,535. Qualifying distributions. Add lines 1a through 3b Enter here and on Part V. line 8, and Part XIII, line 4 4 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b Adjusted qualifying distributions. Subtract line 5 from line 4 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

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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				223,239.
2 Undistributed income, if any, as of the end of 2011	, , , , , , , , , , , , , , , , , , ,		.,,, ,, ,, ,, ,, ,, ,, ,, ,, ,, ,, ,, ,,	<del></del>
a Enter amount for 2010 only			177,472.	
b Total for prior years	···		7	
g read to proceed the second		0.		
3 Excess distributions carryover, if any, to 2011	,		1-17 - 11-17 -	
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from				
Part XII, line 4 ► \$ 180,535.				
a Applied to 2010, but not more than line 2a			177,472.	
b Applied to undistributed income of prior	12 ,- ,- ,-			
years (Election required - see instructions)		0.		
c Treated as distributions out of corpus	·	7-17-	., ., ., ., ., ., ., ., ., ., ., ., ., .	
(Election required - see instructions)	0.			
d Applied to 2011 distributable amount		1,1,		3,063.
e Remaining amount distributed out of corpus	0.			······································
· [	0.	,		0.
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:				
2 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		0.		
assessed d Subtract line 6c from line 6b Taxable				
amount - see instructions		0.		
e Undistributed income for 2010 Subtract line				
4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2011 Subtract				
lines 4d and 5 from line 1. This amount must				
be distributed in 2012				220,176.
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 2006				
not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012.				
Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9 a Excess from 2007				
b Excess from 2008				
E Excess from 2009				
d Excess from 2010				
<del></del>				
e Excess from 2011	· · · · · · · · · · · · · · · · · · ·	1		Form <b>990-PF</b> (2011)

ROSE FAMILY FOUNDATION

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Part XIV Private Operating F				N/A	
1 a If the foundation has received a ruling	or determination letter tha	t it is a private operating			
foundation, and the ruling is effective fo	or 2011, enter the date of	the ruling	<b>&gt;</b>		
b Check box to indicate whether the foun	dation is a private operatii	ng foundation described i	n section	4942(j)(3) or 49	42(j)(5)
2 a Enter the lesser of the adjusted net	Tax year		Prior 3 years		
income from Part I or the minimum	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
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	L				
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  Complete 3a, b, or c for the alternative test relied upon  "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			<u> </u>		
Part XV Supplementary Info			if the foundation	n had \$5,000 or mo	ore in assets
at any time during	the year-see inst	ructions.)			
Information Regarding Foundation     List any managers of the foundation w     year (but only if they have contributed     NONE	ho have contributed more	than 2% of the total cont section 507(d)(2) )	ributions received by th	e foundation before the clos	se of any tax
b List any managers of the foundation w other entity) of which the foundation h			(or an equally large port	tion of the ownership of a pa	artnership or
NONE					
2 Information Regarding Contribu Check here ► X if the foundation the foundation makes gifts, grants, etc	only makes contributions	to preselected charitable	organizations and does		
a The name, address, and telephone nur	<del></del>				
b The form in which applications should	be submitted and informa	ation and materials they s	hould include		
c Any submission deadlines			<del>_</del>		
				<del></del>	
d Any restrictions or limitations on award	ds, such as by geographic	cal areas, charitable fields,	, kinds of institutions, oi	other factors	

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Page 11 Supplementary Information (continued) 3 Grants and Contributions Paid During the Year or Approved for Future Payment If recipient is an individual, Recipient Purpose of grant or contribution show any relationship to Foundation Amount any foundation manager status of Name and address (home or business) or substantial contributor recipient a Paid during the year CROTON WATERSHED CLEAN WATER NONE PUBLIC RESEARCH COALITION 9 OLD CORNER ROAD BEDFORD HILLS, NY 10506 42,500. RANDALL'S ISLAND SPORTS FOUNDATION NONE PUBLIC 24 WEST 61ST ST., 04TH FLOOR NEW YORK, NY 10023 60,000. THE HUICHOL CENTER FOR CULTURAL NONE PUBLIC SURVIVAL & TRADITIONAL ARTS 356 CALLE LOMA NORTE 70,000. SANTE FE, NM 87501 PUBLIC RUSTICUS GARDEN CLUB NONE PO BOX 732 5,000. BEDFORD, NY 10506 **▶** 3a 177,500. Tota! b Approved for future payment NONE

**▶** 3b

0.

Total

Part XVI-A **Analysis of Income-Producing Activities** 

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ter gross amounts unless otherwise indicated	Unrelated business income			ded by section 512, 513, or 514	(8)	
1 Program service revenue	(a) Business code	(b) Amount	(C) Exclu- sion code	(d) Amount	Related or exempt function income	
a						
b			1			
			+ 1	<del></del>		
			<del> </del>			
		· <del></del>	+	<del></del>		
e	<b> </b>	<del></del>	+ -			
		<del></del>	-		<del></del>	
g Fees and contracts from government agencies			-			
2 Membership dues and assessments			-			
3 Interest on savings and temporary cash			1 1			
investments						
4 Dividends and interest from securities			14	79,514.		
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			+ 1			
property		<del></del>	+			
7 Other investment income						
8 Gain or (loss) from sales of assets other						
than inventory	L <u>.</u>		18	278,517.		
9 Net income or (loss) from special events						
O Gross profit or (loss) from sales of inventory						
1 Other revenue						
a 2010 OVERPAYMENT APPLIED					1,667.	
b		··	1 1			
			-			
	<u> </u>	<del></del>	+			
			-			
e		0	+	250 021	1 667	
2 Subtotal Add columns (b), (d), and (e)			•	330,031.1	1,667. 359,698.	
3 Total Add line 12, columns (b), (d), and (e)				13	339,090.	
See worksheet in line 13 instructions to verify calculations )					·	
Part XVI-B Relationship of Activities to	the Acc	omplishment of E	xemp	t Purposes		
Line No. Explain below how each activity for which incom		in column (a) of Part VVII-	A contrib	uited importantly to the accomm	dichment of	
the foundation's exempt purposes (other than b			A Continu	nuted importantly to the accomp	MISTITUETT OF	
11A TAX OVERPAYMENT FROM PR				<del></del>		
ITA TAX OVERPAIMENT FROM PR	TOK IE	AR RETORN	_			
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1						

Form 990	)-PF (20	)11) C/O B	ROWN BROT	HERS H	ARRIMAN TRUS	ST CO.	13-40	16964	Pa	ge 13
Part 2		Information Re	egarding Trans		and Transactions		ships With Nonc	haritable		
		Exempt Organ	-					<del></del>		
					g with any other organizati		tion 501(c) of		Yes	No
		•	· · · · -		7, relating to political organ	nizations?				İ
		rom the reporting found:	ation to a noncharital	ble exempt org	ganization of			12/11		х
	Cash Other	accata						1 <u>a(1)</u> 1a(2)		X
		actions						1.0757		
		of assets to a noncharita	ble exempt organizat	tion				16(1)		х
		ases of assets from a no						1b(2)		X
		of facilities, equipment,		J				1b(3)		X
(4)	Reimb	ursement arrangements						1b(4)		X
(5)	Loans	or loan guarantees						1b(5)		X
		mance of services or me	•	•				1b(6)		X
		facilities, equipment, ma						10		
					dule Column ( <b>b)</b> should al ed less than fair market val				ets,	
		the value of the goods,			eu iess tiian ian market var	ue ili aliy tialisactio	ii or silanny arrangeme	111, 5110 W 111		
(a) Line n		(b) Amount involved			exempt organization	(d) Description	in of transfers, transactions,	and sharing an	angeme	ents
****				N/A	<del></del>					
			<del>                                     </del>			<del></del>				
	-		<del></del>							
	-					<del></del>				
						-			-	
									_	
	-		ļ					·····		
0- 1- 1		4-4	41 - 44 - 4 - 4			unations described				
		dation directly or indirec 501(c) of the Code (othe	•		or more tax-exempt organ	lizations described		Yes	X	☐ No
		mplete the following sch		Kall of the sect	1011 327			103		
	103, 00	(a) Name of org		-	(b) Type of organization	T	(c) Description of relat	ionship		
		N/A								
				_						
						ļ <u>.</u> .				
				<del> </del>	1		<del></del>	<del>.</del>		
	Under	negatives of personal declare	that I have examined the	re return includin	ng accompanying schedules and	d statements and to the	e best of my knowledge			
Sign					n taxpayer) is based on all infor			May the IRS of return with the	e prepar	rer
Here		1	-1 10th	re_	16/11/2	PRESI	DENT	shown below X Yes		∐″No
	Sign	ature of officer or trustee	- COUVE		Date	Title			_	لتـــــــــــــــــــــــــــــــــــــ
	J	Print/Type preparer's na	ame	Preparer's s	ignature	Date	Check if P	ſIN	-	
						, ,	self- employed			
Paid		LOTUS WU		LOTUS		5/24/12		P01291		
Prepa		Firm's name ► BRO	WN BROTHE	RS HAR	RIMAN TRUST	CO.,/N.À	• Firm's EIN ► 20	-45925	96	
Use (	Only	, , , , , , , , , , , , , , , , , , ,	A 556555				_			
		Firm's address > 14	U BROADWA או VOBK		Phone no 21	2_493_	ጸሰሰ	0		

TRUST CO. 13-4016

Part IV | Capital Gains and Losses for Tax on Investment Income (b) How acquired (a) List and describe the kind(s) of property sold, e.g., real estate, (c) Date acquired (d) Date sold - Purchase (mo , day, yr ) 2-story brick warehouse, or common stock, 200 shs MLC Co D - Donation (mo, day, yr) 200 SHS COSTCO WHOLESALE CORP 08/16/1004/15/11 P ь 300 SHS VISA INC- CL. A SHARES P 12/09/1011/16/11 c 450 SHS WALGREEN CO 07/01/0801/04/11 P d 350 09/10/0901<del>/04/11</del> SHS WALGREEN CO P e 200 COSTCO WHOLESALE CORP 08/06/0702/07/1 P f 200 SHS COSTCO WHOSALE CORP P 05/14/0902/07/11 q 400SHS WALGREEN CO P 07/01/0802/07/11 h 350 SHS WALGREEN CO P 07/01/0802/14/11 1 200 COSTCO WHOLESALE CORP 05/14/0902/16/11 P <sub>1</sub> 300 SHS OCCIDENTAL PETROLEUM CORP P 03/10/06|02/24/11 k 100 SHS P 09/10/0902/24/11 OCCIDENTAL PETROLEUM CORP 1250 SHS WW GRAINGER INC P 02/19/0802/28/11 m 150 SHS 07/01/0802/28/11 WW GRAINGER INC P n 200 SHS WW GRAINGER INC 09/11/0802/28/11 P <sub>0</sub> 150 SHS WW GRAINGER INC 09/10/0902/28/11 (f) Depreciation allowed (g) Cost or other basis (h) Gain or (loss) (e) Gross sales price (or allowable) (e) plus (f) minus (g) plus expense of sale 15,342. 11,027. 4,315. а 4,985. 28,384. 23,399. b 3,352. 17,916. 14,564. С 13,934. 1,994. 11,940. d 2,548. 14,779. 12,231. е 9,031. 5,748. 14,779. 16,994. 12,946. 4,048. g 14,867. 11,328. 3,539. h 14,927. 9,031.5,896.31,195. 13,506. 17,689. 10,398. 2,760. 7,638. 14,551. 33,313. 18,762. 7,796. 19,988. 12,192. m 9,119. 26,651. 17,532. n 13,440 6,548. 19,988. 0 Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 (I) Losses (from col (h)) Gains (excess of col (h) gain over col (k), (j) Adjusted basis (k) Excess of col (i) (i) FMV as of 12/31/69 but not less than "-0-") as of 12/31/69 over col (j), if any 4,315.а 4,985. b 3,352. <u>c</u> 1,994.d 2,548. е 5,748. 4,048. g 3,539. h 5,896. 17,689.2,760. 14,551. ١ 7,796. m 9,119. n 6,548. 0 { If gain, also enter in Part 1, line 7 If (loss), enter "-0-" in Part 1, line 7 } 2 Capital gain net income or (net capital loss) 2 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

Part IV | Capital Gains and Losses for Tax on Investment Income (b) How acquired P - Purchase (a) List and describe the kind(s) of property sold, e.g., real estate, (c) Date acquired (d) Date sold 2-story brick warehouse, or common stock, 200 shs MLC Co (mo, day, yr) (mo . dav. vr ) D - Donation 1a 100 SHS WW GRAINGER INC 01/18/08|04/01/11 P b 50 SHS WW GRAINGER INC P 02/19/0804/01/11 c 100 SHS COSTCO WHOLESALE CORP P 11/04/0204/15/11 d 50 SHS COSTCO WHOLESALE CORP P 05/14/0904/15/11 200 COCA-COLA CO P 08/06/07/04/18/11 150 SHS COCA - COLA CO P 09/16/0804/18/11 350 SHS WW GRAINGER INC P 01/18/0804/20/11 300 11/04/0205/12/11 SHS COSTCO WHOLESALE  $\overline{P}$ CORP 300 SHS NOVARTIS AG- ADR 03/10/0606/01/11 P 600 SHS  $\overline{P}$ 08/06/0706/02/11 NESTLE S A SPONS ADR k 250 P 09/10/0906/02/11 SHS NESTLE S A SPONS ADR 450 P 07/01/0807/21/11 SHS WALGREEN CO m 850 07/01/08/08/12/11 SHS WALGREEN CO p n 150 06/24/1008/12/11 SHS WALGREEN CO P 。550 SHS WALGREEN CO P 07/01/1008/12/11 (f) Depreciation allowed (g) Cost or other basis (h) Gain or (loss) (e) Gross sales price (or allowable) plus expense of sale (e) plus (f) minus (g) 7,372. 13,841. 6,469. a 6,920. 3,752.  $\overline{3,168}$ b 4,258. 7,671. 3,413. C 1,578. 3,836. 2,258. d 2,623. 13,405. 10,782. е 1,876. 10,054. 8,178 52,110. 25,800. 26,310. g 24,867. 10,239. 14,628. h 2,821. 19,342. 16,521. 38,390. 15,266. 23,124. 15,996. 5,545. 10,451. k 18,393. 3,829. 14,564 ١ 29,597. 27,510. 2,087. m 5,223. 1,048. 4,175 n 19,151. 14,665. 4,486. 0 Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 (I) Losses (from col (h)) Gains (excess of col (h) gain over col (k), (i) Adjusted basis (k) Excess of col (i) (i) FMV as of 12/31/69 but not less than "-0-") as of 12/31/69 over col (j), if any 6,469. 3,168. b 4,258. С 1,578. d 2,623. 1,876.f 26,310. g 14,628. h 2,821. 15,266. 5,545. 3,829. 1 2,087. m 1,048. n 4,486. 0 { If gain, also enter in Part I, line 7 } If (loss), enter "-0-" in Part I, line 7 } 2 Capital gain net income or (net capital loss) 2 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

3

Part IV | Capital Gains and Losses for Tax on Investment Income (b) How acquired P - Purchase (c) Date acquired (d) Date sold (a) List and describe the kind(s) of property sold, e.g., real estate, (mo, day, yr) 2-story brick warehouse, or common stock, 200 shs MLC Co (mo, day, yr) D - Donation 11/04/0209/20/11 1a 400 SHS COCA- COLA CO P 08/06/0709/20/11 b 50 SHS COCA - COLA CO P 11/04/02|11/04/11 P c 400 SHS COCA- COLA CO d 250 SHS P 10/14/08|10/19/11 COCA- COLA CO 07/31/06|11/29/1 300 SHS LIBERTY GLOBAL INC COM SER A P 12/26/0611/29/11 P f 100 SHS LIBERTY GLOBAL INC COM SER A P 07/31/06|11/30/11 400 LIBERTY GLOBAL INC COM SER 11/04/0212/01/11 h 600 SHS COSTCO WHOLESALE P CORP 1 400 P 07/31/0612/01/11 LIBERTY GLOBAL INC COM SER 07/31/0612/07/11 1000 LIBERTY GLOBAL INC COM SER A P 08/17/07|12/08/11 k 4880.066 SHS BBH INTERNATIONAL EQUITY FUND CL N P 12/09/1012/20/11 1 150 SHS VISA INC- CL.A SHARES P m CAPITAL GAINS DIVIDENDS n 0 (h) Gain or (loss) (1) Depreciation allowed (g) Cost or other basis (e) Gross sales price plus expense of sale (e) plus (f) minus (g) (or allowable) 10,215.18,265. 28,480. a 864. 2,696. 3,560. b 18,265.8,769. 27,034. С 11,283. 5,613. 16,896. d 5,125. 11,695. 6,570. е 2,886. 1,012. 3,898. f 8,760. 6,938. 15,698. g 30,512. 20,478. 50,990. h 7,017. 8,760.15,777. 17,856. 39,756. 21,900. 79,057. -20,057.59,000. 3,255. 11,700. 14,955. 1 10,518.10,518. m n 0 Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 (I) Losses (from col (h)) Gains (excess of col (h) gain over col (k), (k) Excess of col (I) (j) Adjusted basis but not less than "-0-") (I) FMV as of 12/31/69 as of 12/31/69 over col (i), if any 10,215.а 864. þ 8,769. ¢ 5,613. d 5,125. е 1,012. 6,938. q 30,512. h 7,017. 17,856. -20,057.k 3,255. 10,518. m n 0 { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 } 278,517. 2 Capital gain net income or (net capital loss) 2 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

FORM 990-PF DIVIDEND	S AND	INTER	EST FROM	SEC	URITIES	STATEMENT	1
SOURCE		GROSS	AMOUNT		PITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT	)
BROWN BROTHERS HARRIMAN & CO	•		90,032.		10,518.	79,51	L 4 .
TOTAL TO FM 990-PF, PART I, I	JN 4		90,032.		10,518.	79,51	14.
FORM 990-PF	0'	THER I	NCOME			STATEMENT	2
DESCRIPTION		:	(A) REVENUE PER BOOK		(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOM	
2010 OVERPAYMENT APPLIED			1,	667.	0	•	•
TOTAL TO FORM 990-PF, PART I,	LINE	11	1,	667.	0		
FORM 990-PF	AC	COUNTI	NG FEES		· · · · · · · · · · · · · · · · · · ·	STATEMENT	3
DESCRIPTION	EXPE	A) NSES BOOKS	(B) NET INV MENT IN	EST- COME	(C) ADJUSTED NET INCOM	(D) CHARITAE E PURPOSE	
TAX PREPARATION FEES		2,660.		0	•	2,66	50.
TO FORM 990-PF, PG 1, LN 16B		2,660.		0		2,66	50.
FORM 990-PF O	THER	PROFES	SIONAL F	EES		STATEMENT	
							4
DESCRIPTION	EXPE	A) NSES BOOKS	(B) NET INV MENT IN		(C) ADJUSTED NET INCOME	(D) CHARITAB E PURPOSE	BLE
	PER I	NSES	NET INV		ADJUSTED NET INCOME	CHARITAE	

FORM 990-PF	TAX	ES		STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOM	
FOREIGN TAXES FEDERAL EXCISE TAXES 2010 OVERPAYMENT APPLIED	1,873. 1,000.	1,873.		0.
TO 2011 2010 EXTENSION PAYMENT	1,667. 1,300.	0. 0.		0.
TO FORM 990-PF, PG 1, LN 18	5,840.	1,873.		0.
FORM 990-PF	OTHER E	XPENSES	1.02	STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOM	
NYS DEPT. OF LAW FILING FEE NEW YORK LAW JOURNAL AGENTS FEES	250. 125. 20.	0. 0. 20.		250. 125. 0.
TO FORM 990-PF, PG 1, LN 23	395.	20.		375.
FORM 990-PF	CORPORAT	E STOCK		STATEMENT 7
DESCRIPTION		ВО	OK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE - CORPO BBH BROAD MARKET FIXED INCOME			3,077,315. 1,019,549.	3,268,935. 1,027,794.
TOTAL TO FORM 990-PF, PART I	I, LINE 10B	<del></del>	4,096,864.	4,296,729.

	LIST OF OFFICERS, DI AND FOUNDATION MANAC				
NAME AND ADDRESS	TITLE AND AVRG HRS/WK		EMPLOYEE BEN PLAN CONTRIB		
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	E 6, PART VIII	0.	0.	0.	

BROWN BROTHERS HARRIMAN

**BROWN BROTHERS HARRIMAN AND CO** 

**Investment Profile Detail** 

Run on 5/22/2012 11:31:37 AM

As of 12/31/2011

**Combined Portfolios** 

**Trade Date Basis** 

Administrator: JUSTINE COLFORD 212-493-7328 Investment Objective: OLD CAPITAL APPRECIATION

**Investment Authority: NONE** Principal Asset Model:

EQUITIES

ROSE FAMILY FOUNDATION

Account: 1035001237

Ticker	Description	Units	Price	Federal Tax Cost	Market Value	Est Income	Yield Pricing Date
ADP	AUTOMATIC DATA PROCESSING INC	1,600.000000	54.010	63,602.50	86,416.00	2,528.00	2.93 12/31/2011
BBHEX	BBH INTERNATIONAL EQUITY FUND CL N	22,749 844000	11 740	300,470.77	267,083.17	4,527.22	1.70 12/31/2011
BAX	BAXTER INTL INC	2,500 000000	49.480	119,556.74	123,700.00	3,350 00	2.71 12/31/2011
BRK B	BERKSHIRE HATHAWAY INC-CL B	2,650 000000	76.300	161,341.05	202,195.00		12/31/2011
8	CHUBB CORP	2,250 000000	69.220	113,749.40	155,745.00	3,510.00	2.25 12/31/2011
CMCSA	COMCAST CORP CL A	000000 009'9	23.710	165,138.12	156,486 00	2,970.00	1.90 12/31/2011
DELL	DELL INC	5,400.000000	14.630	150,178.28	79,002 00		12/31/2011
XRAY	DENTSPLY INTL INC	2,450 000000	34.990	72,165.70	85,725 50	539.00	0.63 12/31/2011
EBAY	EBAY INC	3,275.000000	30 330	58,464.30	99,330.75		12/31/2011
긻	ECOLAB INC	1,250 000000	57 810	50,178.75	72,262.50	1,000.00	1 38 12/31/2011
2	JOHNSON & JOHNSON	1,450,000000	65 580	90,717.80	95,091.00	3,306.00	3.48 12/31/2011
LINTA	LIBERTY MEDIA CORP INTERACTIVE A	5,550 000000	16.215	101,487.75	89,993 25		12/31/2011
TISCX	LONGLEAF PARTNERS SMALL CAP FD	3,986.822000	25 230	75,000.00	100,587 52	438 55	0.44 12/31/2011
MSFT	MICROSOFT CORP	2,350 000000	25 960	60,136 25	61,006.00	1,880 00	3.08 12/31/2011
NSRGY	NESTLE S A SPONS ADR	2,650 000000	57.710	102,131.00	152,931.50	4,682.55	3.06 12/31/2011
NVS	NOVARTIS AG - ADR	2,300 000000	57.170	119,675.56	131,491.00	4,611.50	3.51 12/31/2011
ĭ	OCCIDENTAL PETROLEUM CORP	1,000 000000	93.700	47,187.75	93,700 00	1,840.00	1.96 12/31/2011
릷	PEPSICO INC	950.00000	66.350	58,079.68	63,032.50	1,957.00	3.10 12/31/2011
<u>R</u>	PROGRESSIVE CORP OHIO	5,650.000000	19.510	101,190.76	110,231.50	2,254.35	2.05 12/31/2011
HSIC	HENRY SCHEIN INC COM STK	850.000000	64 430	54,469.75	54,765.50		12/31/2011
텔	TARGET CORP	2,050 000000	51.220	98,763.36	105,001.00	2,460.00	2 34 12/31/2011
NSB	U S BANCORP	5,500.000000	27.050	127,721.91	148,775.00	2,750.00	1 85 12/31/2011
>	VISA INC- CL.A SHARES	1,350 000000	101.530	93,438.27	137,065 50	1,188.00	0.87 12/31/2011
WMT	WAL-MART STORES INC	2,750 000000	59.760	134,234.10	164,340.00	4,015.00	2.44 12/31/2011
WM	WASTE MANAGEMENT INC	5,000.000000	32.710	183,557.79	163,550.00	6,800.00	4.16 12/31/2011
WFC	WELLS FARGO & CO	3,550 000000	27.560	109,675.46	97,838.00	1,704.00	1.74 12/31/2011
	Total			2,812,312.80	3,097,345.19	58,311.17	1.88

BANKS BROTHERS HARRINAN

**BROWN BROTHERS HARRIMAN AND CO** 

**Investment Profile Detail** 

Run on 5/22/2012 11:33:55 AM As of 12/31/2011

**Combined Portfolios** 

**Trade Date Basis** 

Administrator: JUSTINE COLFORD 212-493-7328

Investment Objective: OLD CAPITAL APPRECIATION

**Investment Authority: NONE** 

Principal Asset Model:

**FIXED INCOME** 

**ROSE FAMILY FOUNDATION** 

Account: 1035001237

Ticker	Description	Units	Price	Federal Tax Cost	Market Value	Est Income	Yield Pricing Date
BBBMX TRHYX	BBH BROAD MARKET FUND CL N T ROWE PRICE INST HIGH YIELD	<u>100,077.302000</u> 28,867.102000	10 270 9.190	1,019,549.14 265,000.00	1,027,793.89 265,288 67	18,093 98 21,390.52	1.76 12/31/2011 8.06 12/31/2011
	Total			1,284,549.14	1,293,082.56	39,484.50	3.05

#### 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

Form 8868 (Rev. 1-2012)

• If you	are filing for an Automatic 3-Month Extension, complete	te only Pa	rt I and check this box		)	<b>X</b>
-	are filing for an Additional (Not Automatic) 3-Month Ex	-		this form)		
	complete Part II unless you have already been granted a				rm 8868.	
	nic filing (e-file) You can electronically file Form 8868 if y					ooration
	to file Form 990-T), or an additional (not automatic) 3-moi					
	o file any of the forms listed in Part I or Part II with the exc					
	Benefit Contracts, which must be sent to the IRS in pap					
	w irs gov/efile and click on e-file for Charities & Nonprofits				· · · · · · · · · · · · · · · · · · ·	
Part	Automatic 3-Month Extension of Time	. Only s	ubmit original (no copies ne	eded).		
A corpo	ration required to file Form 990-T and requesting an autor	natic 6-mo	onth extension - check this box and	complete		
Part I or	•				,	<b>▶</b> ∐
	corporations (including 1120-C filers), partnerships, REM	ICs, and tr	rusts must use Form 7004 to reques	st an exten	sion of time	
	come tax returns			I		
Type or		ctions		Employer	identification nun	nber (EIN) or
print	ROSE FAMILY FOUNDATION	a mpar	T	X	13-40169	61
File by the	C/O BROWN BROTHERS HARRIMAN		·····			
due date for filing your return. See	140 BROADWAY	ee instruct	tions.	Social sec	curity number (SS	<u>-</u>
City, town or post office, state, and ZIP code. For a foreign address, see instructions.						
	NEW YORK, NY 10005					
Enter th	e Return code for the return that this application is for (file	e a separat	te application for each return)			0 4
Applica	tion	Return	Application			Return
ls For		Code	Is For		_	Code
Form 99	00	01	Form 990-T (corporation)			07
Form 99		02	Form 1041-A			08
Form 99		01	Form 4720			09
Form 99	00-PF	04	Form 5227			10
Form 99	90-T (sec. 401(a) or 408(a) trust)	05	Form 6069			11
Form 99	00-T (trust other than above)	06	Form 8870			12
	BROWN BROTHERS					
• The	books are in the care of $\blacktriangleright$ 140 BROADWAY, 1	NEW YO	ORK, NY 10005 - 1	0005		
Tele	phone No. ► (212) 493-8000		FAX No. 🕨			
	organization does not have an office or place of business				j	<b></b>
<ul><li>If this</li></ul>	s is for a Group Return, enter the organization's four digit				r the whole group	
box 🕨					ers the extension	ıs for.
1 li	request an automatic 3-month (6 months for a corporation					
_		t organiza	tion return for the organization nam	ed above.	The extension	
	for the organization's return for:					
•	$\frac{\mathbf{X}}{\mathbf{X}}$ calendar year $\frac{2011}{\mathbf{X}}$ or					
•	tax year beginning	, an	d ending		<u> </u>	
				Final retur	_	
2 If	the tax year entered in line 1 is for less than 12 months, o	neck reas	on Initial return I	rinai retur	П	
L	Change in accounting period					
3a If	this application is for Form 990-BL, 990-PF, 990-T, 4720,	or 6060 A	nter the tentative tax less any	<u> </u>	-	
	onrefundable credits. See instructions.	o, 0003, <del>c</del>	into the terraine tax, loss any	3a	s	8,367.
_	this application is for Form 990-PF, 990-T, 4720, or 6069,	enter any	refundable credits and	"-	<del></del>	
	stimated tax payments made. Include any prior year over			3ь	\$	2,667.
_	alance due. Subtract line 3b from line 3a. Include your pa					<del></del>
	y using EFTPS (Electronic Federal Tax Payment System).			3c	\$	5,700.
	If you are going to make an electronic fund withdrawal visits and the second to make an electronic fund withdrawal visits.			orm 8879-	EO for payment in	structions.

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

#### 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

 $\triangleright X$ 

Form 8868 (Rev 1-2012)

<ul><li>If yo</li></ul>	u are filing for an Automatic 3-Month Extension, comple	te only Pa	art I and check this box			$\triangleright$ X
	u are filing for an Additional (Not Automatic) 3-Month Ex			this form)		
	complete Part II unless you have already been granted				m 8868	
	onic filing (e-file). You can electronically file Form 8868 if					a corporation
	d to file Form 990-T), or an additional (not automatic) 3-mo	=				
_	to file any of the forms listed in Part I or Part II with the ex		•		-	
	al Benefit Contracts, which must be sent to the IRS in page	•				
	vw irs gov/efile and click on e-file for Chanties & Nonprofit		(111		3	,
Part			submit original (no copies ne	eded)	<del></del>	
A corp	oration required to file Form 990-T and requesting an auto					
Part I o	, ,					
	er corporations (including 1120-C filers), partnerships, REM ncome tax returns	AICs, and t	rusts must use Form 7004 to reques	st an extens	sion of time	
Type o	r Name of exempt organization or other filer, see instru	uctions		Employer	identificatio	n number (EIN) or
print	ROSE FAMILY FOUNDATION			" '		, ,
	C/O BROWN BROTHERS HARRIMA	N TRU	ST CO.	X	13-40	16964
File by th due date	e				curity number	
filing you	140 BROADWAY					` ,
City, town or post office, state, and ZIP code. For a foreign address, see instructions						
	NEW YORK, NY 10005					
						0 4
Enter t	ne Return code for the return that this application is for (fil	e a separa	te application for each return)			0 4
	-11	D-4	I A - n lunchion			Return
Applic	ation	Return	1 ' '			Code
Is For	00	Code	Is For			07
Form 9		01	Form 990-T (corporation)			08
Form S		02	Form 1041-A Form 4720	·		09
Form 9		01	Form 5227			10
		04				11
	190 T (sec 401(a) or 408(a) trust)	05	Form 6069 Form 8870		·	12
ronn s	90-T (trust other than above) BROWN BROTHERS	UADD	<u> </u>			1 12
• The	books are in the care of > 140 BROADWAY,			.0005		
	ephone No <b>(212)</b> 493-8000	MEM I	FAX No <b>&gt;</b>	.0003		
		sa in tha l li				
	e organization does not have an office or place of busines is is for a Group Return, enter the organization's four digit			If this is for	r the whole c	group, check this
box >	[	-			_	
	request an automatic 3-month (6 months for a corporatio				era trie exter	1301113101
•	AUGUST 15, 2012 , to file the exem				The extension	nn
	s for the organization's return for	pi organiza	ation retain for the organization ham	00 0000	THE EXTENSE	···
	► X calendar year 2011 or					
	tax year beginning	ar	ad ending			
	tax year beginning	, ai	id eriding			
2	f the tax year entered in line 1 is for less than 12 months,  Change in accounting period	check reas	on Initial return	Final retur	n	
	Jange in accounting period					
3a	f this application is for Form 990-BL, 990 PF, 990-T, 4720,	or 6069. e	enter the tentative tax, less any			<del></del>
	nonrefundable credits. See instructions		, ,	3a	\$	8,367.
	f 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 over	-		3ь	\$	2,667.
	Balance due. Subtract line 3b from line 3a Include your p			_		
	by using EFTPS (Electronic Federal Tax Payment System)	-		3с	\$	5,700.
	on, If you are going to make an electronic fund withdrawal				<del></del>	

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