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Department of the Treasury
Internal Revenue Service

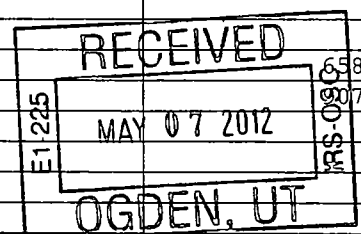
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

Treated as a Private Foundation

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

Name of foundation THE ROCKWOOD FOUNDATION		A Employer identification number 20-0248335
AKA WESTERHOLD FAMILY FOUNDATION		B Telephone number (see instructions) (312) 621-2238
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	
20 N. WACKER DRIVE	960	
City or town, state, and ZIP code		
CHICAGO, IL 60606		
G Check all that apply		C If exemption application is pending, check here <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	D 1 Foreign organizations, check here <input type="checkbox"/>
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
H Check type of organization		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
<input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation		
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust		
<input type="checkbox"/> Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 114,638.		
J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual		
<input type="checkbox"/> 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)
1 Contributions, gifts, grants, etc., received (attach schedule)	34,890.			
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	5.	5.		
4 Dividends and interest from securities	1,461.	1,461.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10				
b Gross sales price for all assets on line 6a				
7 Capital gain net income (from Part IV, line 2)				
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)				
12 Total. Add lines 1 through 11	36,356.	1,466.		
13 Compensation of officers, directors, trustees, etc.	0			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)	658.			
b Accounting fees (attach schedule)	1,815.	908.		
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions)				
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) ATTCH. 1	13,310.			13,310.
24 Total operating and administrative expenses. Add lines 13 through 23	15,783.	908.		14,875.
25 Contributions, gifts, grants paid	15,000.			15,000.
26 Total expenses and disbursements Add lines 24 and 25	30,783.	908.	0	29,875.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	5,573.			
b Net investment income (if negative, enter -0-)		558.		
c Adjusted net income (if negative, enter -0-)				



Revenue
Operating and Administrative Expenses
MAY 1 2012

P 5

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		22,715.	28,289.	22,680.
	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)				
	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) ATCH 2		85,992.	91,958.	91,958.	
14	Land, buildings, and equipment basis					
	Less accumulated depreciation (attach schedule)					
15	Other assets (describe)					
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		108,707.	120,247.	114,638.	
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 <input type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds		108,707.	120,247.	
30	Total net assets or fund balances (see instructions)		108,707.	120,247.		
31	Total liabilities and net assets/fund balances (see instructions)		108,707.	120,247.		

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)	108,707.
2	Enter amount from Part I, line 27a	5,573.
3	Other increases not included in line 2 (itemize) ATTACHMENT 3	5,967.
4	Add lines 1, 2, and 3	120,247.
5	Decreases not included in line 2 (itemize)	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	120,247.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a				
b				
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) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(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		
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	
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	{ If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }		3	

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

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

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

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

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	29,274.	100,518.	0.291231
2009	28,869.	95,329.	0.302835
2008	29,819.	98,853.	0.301650
2007	30,953.	101,850.	0.303908
2006	15,865.	80,332.	0.197493
2 Total of line 1, column (d)			1.397117
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			0.279423
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			116,919.
5 Multiply line 4 by line 3			32,670.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6.
7 Add lines 5 and 6			32,676.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions			29,875.

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

Table with 11 rows for excise tax calculations. Includes items like 'Exempt operating foundations', 'Domestic foundations that meet the section 4940(e) requirements', 'Tax under section 511', 'Credits/Payments', and 'Total credits and payments'. Total tax due is 11.00, with 639.00 overpaid and 639.00 refunded.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Questions include: 'Did the foundation attempt to influence any national, state, or local legislation?', 'Did it spend more than \$100 during the year for political purposes?', 'Did the foundation file Form 1120-POL for this year?', 'Has the foundation engaged in any activities that have not previously been reported to the IRS?', 'Did the foundation have unrelated business gross income of \$1,000 or more during the year?', 'Was there a liquidation, termination, dissolution, or substantial contraction during the year?', 'Are the requirements of section 508(e) satisfied?', 'Did the foundation have at least \$5,000 in assets at any time during the year?', 'Did any persons become substantial contributors during the tax year?'.

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)
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
Website address N/A
14 The books are in care of RICHARD P. MROTEK Telephone no 312-621-2235
Located at 20 N. WACKER DR., #960 CHICAGO, IL ZIP + 4 60606
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
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 filing requirements for Form TD F 90-221 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" 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 (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
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 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)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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?

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)? Yes No

Organizations relying on a current notice regarding disaster assistance check here

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No

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? Yes No

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 4		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		0	0	0

Total number of other employees paid over \$50,000 Yes No 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		0

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

Part IX-A Summary of Direct Charitable Activities

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

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	96,750.
b	Average of monthly cash balances	1b	21,949.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	118,699.
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	118,699.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	1,780.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	116,919.
6	Minimum investment return. Enter 5% of line 5	6	5,846.

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	5,846.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	11.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	11.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	5,835.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	5,835.
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	5,835.

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	29,875.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
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	29,875.
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	29,875.

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				5,835.
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	11,892.			
b From 2007	25,980.			
c From 2008	24,888.			
d From 2009	24,103.			
e From 2010	24,248.			
f Total of lines 3a through e	111,111.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 29,875.				
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				5,835.
e Remaining amount distributed out of corpus	24,040.			
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:	135,151.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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)	11,892.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	123,259.			
10 Analysis of line 9				
a Excess from 2007	25,980.			
b Excess from 2008	24,888.			
c Excess from 2009	24,103.			
d Excess from 2010	24,248.			
e Excess from 2011	24,040.			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

NOT APPLICABLE

1 a 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)

Table with 5 columns: (a) 2011, (b) 2010, (c) 2009, (d) 2008, (e) Total. Rows include 2a-e (Qualifying distributions) and 3a-d (Alternative tests).

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))

NONE

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

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

ATTACHMENT 5

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

ATTACHMENT 6

c Any submission deadlines

APPLICATIONS DUE BY MAY 17TH.

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

N/A

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
<p><i>a Paid during the year</i></p> <p>ATTACHMENT 7</p>				
Total				15,000.
<i>b Approved for future payment</i>				
Total				3b

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include categories like Program service revenue, Membership dues, Interest on savings, Dividends, Net rental income, etc.

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

Table with 2 columns: 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.

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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... a Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash (2) Other assets b Other transactions (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains '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

Table with 3 columns: (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: Richard P. Mote Date: 5/2/12 Title: Director

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

Paid Preparer Use Only Print/Type preparer's name: Kristin Ficker Pr: Kristin Ficker Date: 2012.04.30 Time: 10:03 -07'00' Check self-employed PTIN: P01254056 Firm's name: CROWE HORWATH LLP Firm's EIN: 35-0921680 Firm's address: 70 WEST MADISON STREET, STE 700 CHICAGO, IL 60602-4903 Phone no: 312-899-7000

ATTACHMENT 1

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
CHARITABLE EVENT EXPENSE	13,004.			13,004.
MISCELLANEOUS EXPENSES	306.			306.
TOTALS	<u>13,310.</u>			<u>13,310.</u>

ATTACHMENT 2

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
MARKETABLE SECURITIES	91,958.	91,958.
TOTALS	<u>91,958.</u>	<u>91,958.</u>

ATTACHMENT 3FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
UNREALIZED GAIN ON INVESTMENTS	5,967.
TOTAL	<u>5,967.</u>

THE ROCKWOOD FOUNDATION

20-0248335

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

ATTACHMENT 4

NAME AND ADDRESS
TITLE AND AVERAGE HOURS PER
WEEK DEVOTED TO POSITION
COMPENSATION
CONTRIBUTIONS
TO EMPLOYEE
BENEFIT PLANS
EXPENSE ACCT
AND OTHER
ALLOWANCES

NORMAN J. WESTERHOLD III C/O ROCKWOOD FOUNDATION 20 N. WACKER DRIVE 960 CHICAGO, IL 60606	PRESIDENT-PART YEAR 1.00	0	0	0
MARSHALL C. DAHLSTROM C/O ROCKWOOD FOUNDATION 20 N. WACKER DRIVE 960 CHICAGO, IL 60606	DIRECTOR 1.00	0	0	0
RICHARD P. MROTEK C/O ROCKWOOD FOUNDATION 20 N. WACKER DRIVE 960 CHICAGO, IL 60606	DIRECTOR 1.00	0	0	0
DAVID L. JENNINGS III C/O ROCKWOOD FOUNDATION 20 N. WACKER DRIVE 960 CHICAGO, IL 60606	DIRECTOR 1.00	0	0	0

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

ATTACHMENT 4 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
RICHARD D. CAIN C/O ROCKWOOD FOUNDATION 20 N. WACKER DRIVE 960 CHICAGO, IL 60606	DIRECTOR 1.00	0	0	0
GRAND TOTALS		0	0	0

ATTACHMENT 5

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

RICHARD MROTEK
20 N WACKER DRIVE, SUITE 960
CHICAGO, IL 60606
312-621-2238

990PF, PART XV - FORM AND CONTENTS OF SUBMITTED APPLICATIONS

COMPLETED SCHOLARSHIP APPLICATION, APPLICATION SUPPLEMENT, RECOMMENDATION FORM, FAFSA APPLICATION, STUDENT AID REPORT, CURRENT TRANSCRIPTS, AND ACT AND/OR SAT SCORES FOR HIGH SCHOOL SENIORS. GATHERED INFORMATION IS USED BY AN INDEPENDENT REVIEW BOARD TO SELECT SCHOLARSHIP RECIPIENTS. SEE ATTACHED APPLICATION.

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

ATTACHMENT 7

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
JODIE M BERMAN/UNIVERSITY OF WISCONSIN AT MADISON BURSAR'S OFFICE, P O BOX 3248 MILWAUKEE, WI 53201-3248	NONE N/A	SCHOLARSHIP FOR HIGHER EDUCATION	2,000
KYRA E ANDERSON/ NORTH PARK UNIVERSITY 3225 W FOSTER AVENUE CHICAGO, IL 60625	GRANDDAUGHTER OF DIRECTOR MARSHALL DAHLSTROM N/A	SCHOLARSHIP FOR HIGHER EDUCATION	2,000
COURTNEY E BASILE/ BALL STATE UNIVERSITY 2000 W UNIVERSITY AVENUE MUNCIE, IN 47306	NONE N/A	SCHOLARSHIP FOR HIGHER EDUCATION	2,000
KIMBERLY JENNINGS/ UNIVERSITY OF TEXAS AT AUSTIN ONE UNIVERSITY STATION AUSTIN, TX 78712	GRANDDAUGHTER OF DIRECTOR DAVID JENNINGS III N/A	SCHOLARSHIP FOR HIGHER EDUCATION	2,500
BRIAN M ARNDT /WEST VIRGINIA UNIVERSITY P O BOX 6201 MORGANTOWN, WV 26506	NONE N/A	SCHOLARSHIP FOR HIGHER EDUCATION	750
SAMANTHA J HOMER /UNIVERSITY OF ILLINOIS 5801 S. ELLIS AVENUE CHICAGO, IL 60637-1546	NONE N/A	SCHOLARSHIP FOR HIGHER EDUCATION	1,500

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

ATTACHMENT 7 (CONT'D.)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
ROOSEVELT UNIVERSITY - GENERAL SCHOLARSHIP FUND 430 S MICHIGAN AVENUE CHICAGO, IL 60605	NONE 501(C)(3)	SCHOLARSHIP FOR HIGHER EDUCATION	1,000
CHRISTOPHER R LANGE /BRADLEY UNIVERSITY 1501 W BRADLEY AVE PEORIA, IL 61625	NONE N/A	SCHOLARSHIP FOR HIGHER EDUCATION	750
LEEANN K JENNINGS/STEPHEN AUSTIN STATE UNIVERSITY 1936 NORTH STREET NACOGDOCHES, TX 75962	GRANDDAUGHTER OF DIRECTOR DAVID JENNINGS III N/A	SCHOLARSHIP FOR HIGHER EDUCATION	1,000
RACHEL THOMAS/NORTHERN ILLINOIS UNIVERSITY 1425 W LINCOLN HIGHWAY DEKALE, IL 60115-2828	NONE N/A	SCHOLARSHIP FOR HIGHER EDUCATION	1,500

TOTAL CONTRIBUTIONS PAID
15,000

UNANIMOUS CONSENT OF
THE DIRECTORS OF
THE ROCKWOOD FOUNDATION,
AN ILLINOIS NOT FOR PROFIT CORPORATION
FEBRUARY 11, 2011

The undersigned, being all of the directors of THE ROCKWOOD FOUNDATION, an Illinois not for profit corporation, hereby waive all notice otherwise required by law and hereby consent and agree that the following resolutions be adopted by this written action without holding a meeting of the directors, to wit:

RESOLVED, that as of the date hereof, the corporation shall adopt the assumed name "Westerhold Family Foundation"

FURTHER RESOLVED, the officers and director of the corporation shall take whatever action is necessary to effectuate the adoption of the assumed name referenced above

IN WITNESS WHEREOF, the undersigned, being all of the directors of this not for profit Corporation, have as of the 11th day of February, 2011, signed this written action in acknowledgment of their consent to and adoption of the resolutions hereinabove set forth



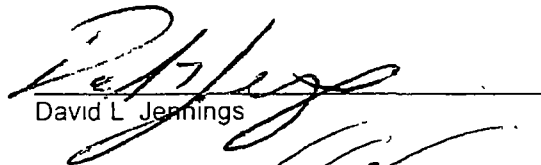
Norman J. Westerhold, III



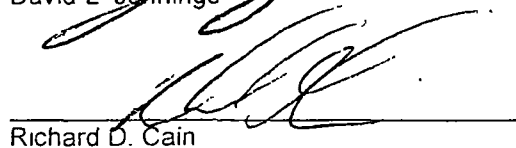
Marshall C. Dahlstrom



Richard P. Mrotek



David L. Jennings



Richard D. Cain

Form NFP 104.15/20

(Rev Jan 2003)

Secretary of State Jesse White
Department of Business Services
501 S Second St, Rm 350
Springfield, IL 62756
217-782-9520
www.cyberdriveillinois.com

Remit payment in the form of a
check or money order payable to
Secretary of State

Application to Adopt,
Change or Cancel an
Assumed Corporate Name
Under the General Not for Profit, Corporation Act

This space for use by Secretary of State

FILE #: 62921978

SUBMIT IN DUPLICATE

This space for use by
Secretary of State

Date:

Filing Fee: \$
(See Note Below)

Approved:

- 1 Corporate Name. THE ROCKWOOD FOUNDATION
- 2 State or Country of Incorporation Illinois
- 3 Date Incorporated (if an Illinois corporation) or Date Authorized to Transact Business in Illinois (if a foreign corporation):
June 3, 2003
Month & Day Year

Complete No. 4 and No. 5 if adopting or changing an assumed corporate name.

- 4. Corporation intends to adopt and to transact business under the Assumed Corporate Name of:
Westerhold Family Foundation
- 5. The right to use the Assumed Corporate Name shall be effective from the date this application is filed by the Secretary of State until June 1, 2015, the first day of the corporation's anniversary month in the next year evenly divisible by five.
Month & Day Year

Complete No. 6 if changing or cancelling an assumed corporate name.

- 6. Corporation intends to cease transacting business under the Assumed Corporate Name of:

- 7. The undersigned corporation has caused this statement to be signed by a duly authorized officer who affirms, under penalties of perjury, that the facts stated herein are true and correct.

Dated February 12, 2011 THE ROCKWOOD FOUNDATION
Month & Day Year Exact Name of Corporation

Richard P. Mrotek
Any Authorized Officer's Signature

Richard P. Mrotek, Director
Name and Title (type or print)

- NOTE:**
- The filing fee to adopt an assumed corporate name is \$150 if the current year ends with a 0 or 5, \$120 if the current year ends with a 1 or 6; \$90 if the current year ends with a 2 or 7; \$60 if the current year ends with a 3 or 8, or \$30 if the current year ends with a 4 or 9.
 - The fee for cancelling an assumed corporate name is \$5
 - The fee to change an assumed corporate name is \$25

The Rockwood Foundation
Required Documentation

1. The Rockwood Foundation Scholarship Application
2. The Rockwood Foundation Application Supplement
3. The Rockwood Foundation Scholarship Recommendation Form
4. Current FAFSA application as well as the resulting SAR (Student Aid Report)
5. Most current complete transcripts
6. High School Seniors must submit ACT and/or SAT scores as recorded on the transcripts or received directly from the testing agency.

The Rockwood Foundation Scholarship Application

1. Student's Name: _____
2. Student's Social Security Number (required): - -
3. Date of Birth: _____
4. Name of custodial parent: _____
(The parent you lived with most during the past 12 months)
5. Address: _____

6. Phone Number: _____
7. Email Address: _____
8. What was your parents' adjusted gross income on their most recent federal income tax return?
\$ _____ (Attach a copy of the tax return to this application. This is required)
9. Name of student's high school (or indicate if home-schooled): _____
10. Grade in high school: _____
11. List name of High School and Colleges attended:

Name of High School and Colleges Attended	City	Dates of Attendance

AUTHORIZATION FORM FOR RELEASE OF RECORDS:

I hereby authorize the release of any information concerning my academic transcript and scholarship application to any donors and to the scholarship committee.

Student Signature _____ Date _____

Print Name _____
Last
First
Middle

Social Security Number _____

The Rockwood Foundation Application Supplement

Tell us about yourself.

1. Why do you feel you should be considered for this scholarship?

2. What are your anticipated future professional goals?

3. How do you plan to finance your college education?

Percentage of contribution: Your input _____ Parent's input _____

4. What jobs have you held? What were your likes and dislikes?

5. What are your extra-curricular activities and interests?

6. Are you receiving other scholarship assistance or financial aid? If so, please list:

7. Have you applied for other scholarships or financial aid? If so, please list:

8. Are any parts of your expenses reimbursable to you by an employer or other party? If so, please explain:

The Rockwood Foundation
Application Supplement

9. Have you or any members of your family previously been awarded this Scholarship?

a. Yes _____ No _____

b. If so, list recipient's name/relationship to the applicant and award date.

10. Number of children in the family. _____ Number of dependents in household. _____

11. Number of dependents in school: Elementary _____ High School _____ College _____

12. How many dependents claimed on Federal Income Tax return? _____

13. How many other dependents are being financially assisted through college? _____

14. Please list any other expenses that you believe the committee should consider (e.g., nursing home bills, special childcare expenses, extensive medical expenses, etc.) above the normal living expenses. Be specific.

Date applicant plans to enter college _____

Institution applicant wishes to attend _____

Have you applied? _____ Have you been accepted? _____

The Rockwood Foundation Scholarship Recommendation Form

Student's Name (Please Print) _____
(Last) (First) (Initial)

Major _____

Social Security Number _____

Scholarships are awarded on the basis of academic excellence, of promise of achievement, and, in some instances, on financial need. The applicant should seek recommendations from EVALUATORS who can evaluate their promise of academic achievement. Evaluators must be a dean, professor, counselor, instructor, or someone who knows you well professionally (example: boss, supervisor, minister, etc.)

Evaluators, Please Note:

This recommendation should be put into a sealed envelope and given back to the student. If you do not want to complete this recommendation form, please advise the student to select another person.

PLEASE CHECK APPROPRIATE BOXES:

	1. Promise Of Achievement	2. Seriousness of Purpose	3. Personality	4. Leadership Qualities	5. Responsibility & Reliability	6. Creativity & Resourcefulness	7. Extracurricular Involvement	8. Overall Academic
Outstanding								
Excellent								
Above Average								
Average								
Below Average								

Additional remarks and general information concerning qualifications of the applicant (Please print or type):

Evaluator's Name (Please print) _____
(Last) (First) (Initial)

Evaluator's Title _____

Evaluator's Signature _____

Reminder: Please return form to student in a SEALED envelope.