Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2011

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

Name of foundation
ROCKWELL FUND, INC.

A Employer identification number
74-6040258

Number and street (or P O box number if mail is not delivered to street address)
770 S. POST OAK LANE

Room/suite
525

B Telephone number (see instructions)
(713) 629-9022

City or town, state, and ZIP code
HOUSTON, TX 77056-6660

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 72,521,429.

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) ____________
(Part I, column (d) must be on cash basis)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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))

Revenue

		(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)	499,761.			
2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
3	Interest on savings and temporary cash investments	431.	431.		ATCH 1
4	Dividends and interest from securities	3,207,560.	3,206,433.		ATCH 2
5a	Gross rents	-122,782.	-122,782.		
b	Net rental income or (loss) -122,782.				
6a	Net gain or (loss) from sale of assets not on line 10	-5,519,493.			
b	Gross sales price for all assets on line 6a 10,389,733.				
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)	-89,689.	-89,689.		ATCH 3
12	**Total.** Add lines 1 through 11	-2,024,212.	2,994,393.		

Operating and Administrative Expenses

		(a)	(b)	(c)	(d)
13	Compensation of officers, directors, trustees, etc	766,664.	307,718.		458,946.
14	Other employee salaries and wages	463,677.	38,352.		425,325.
15	Pension plans, employee benefits	210,172.	58,363.		151,809.
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule)				
17	Interest ATTACHMENT 4	35,695.	35,695.		
18	Taxes (attach schedule) (see instructions) **	135,871.	40,211.		50,741.
19	Depreciation (attach schedule) and depletion	11,243.	5,623.		
20	Occupancy	92,566.	37,033.		55,533.
21	Travel, conferences, and meetings	17,213.	1,785.		15,427.
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 6	524,955.	223,837.		-189,962.
24	**Total operating and administrative expenses.** Add lines 13 through 23	2,258,056.	748,617.		967,819.
25	Contributions, gifts, grants paid	3,121,620.			3,121,620.
26	Total expenses and disbursements Add lines 24 and 25	5,379,676.	748,617.		4,089,439.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-7,403,888.			
b	**Net investment income** (if negative, enter -0-)		2,245,776.		
c	**Adjusted net income** (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see Instructions.

** ATCH 5

918

8

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	2,712.	13,321.	13,321.
	2	Savings and temporary cash investments	1,797,811.	929,978.	929,978.
	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) ▶ *		* 4,722,580.	ATCH 7
		Less allowance for doubtful accounts ▶	4,554,977.	4,722,580.	4,722,580.
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges ATCH 8	4,404.		
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 9	57,840,985.	60,334,740.	47,306,465.
	c	Investments - corporate bonds (attach schedule) ATCH 10	10,651,435.	9,997,100.	10,040,518.
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶ (attach schedule)			
	12	Investments - mortgage loans	17,310,816.	11,057,086.	1,187,598.
	13	Investments - other (attach schedule) ATCH 11	10,588,284.	6,764,497.	6,717,697.
	14	Land, buildings, and equipment basis ▶ 146,592. Less accumulated depreciation ▶ 116,514. (attach schedule)	31,065.	30,078.	30,078.
	15	Other assets (describe ▶ ATCH 12)	43,997.	1,573,194.	1,573,194.
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	102,826,486.	95,422,574.	72,521,429.
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 ▶ ATCH 13)	70.	21.	
	23	**Total liabilities** (add lines 17 through 22)	70.	21.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	18,329,447.	18,329,447.	
	29	Retained earnings, accumulated income, endowment, or other funds	84,496,969.	77,093,565.	
	30	**Total net assets or fund balances** (see instructions)	102,826,416.	95,423,012.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	102,826,486.	95,423,033.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	102,826,416.
2	Enter amount from Part I, line 27a	2	-7,403,888.
3	Other increases not included in line 2 (itemize) ▶ ATTACHMENT 14	3	174.
4	Add lines 1, 2, and 3	4	95,422,702.
5	Decreases not included in line 2 (itemize) ▶ ATTACHMENT 15	5	149.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	95,422,553.

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)
	SEE PART IV SCHEDULE			
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			(l) 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	-5,519,463.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	0

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col (c))
2010	3,780,611.	80,562,548.	0.046928
2009	4,702,431.	75,149,038.	0.062575
2008	5,715,714.	93,791,930.	0.060940
2007	5,196,408.	118,612,221.	0.043810
2006	5,552,544.	118,363,805.	0.046911

2	**Total** of line 1, column (d)	2	0.261164
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.052233
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	82,774,704.
5	Multiply line 4 by line 3	5	4,323,571.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	22,458.
7	Add lines 5 and 6	7	4,346,029.
8	Enter qualifying distributions from Part XII, line 4	8	4,089,439.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ N and enter "N/A" on line 1 Date of ruling or determination letter _______________ **(attach copy of letter if necessary - see instructions)**		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	N/A
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	44,916.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	44,916.
6	Credits/Payments:		

a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	57,885.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	

7	Total credits and payments. Add lines 6a through 6d	7	57,885.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	12,969.
11	Enter the amount of line 10 to be. **Credited to 2012 estimated tax** ▶ 12,969. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. **(1)** On the foundation. ▶$ ____________ **(2)** On foundation managers ▶ $ ____________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ____________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TX,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ WWW.ROCKFUND.ORG

14 The books are in care of ▶ MARGARET E. MCCONN Telephone no. ▶ 713-341-5346

Located at ▶ 770 S POST OAK LN, STE 525 HOUSTON, TX ZIP + 4 ▶ 77056-6660

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	X	

See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶ ATTACHMENT 22

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No If "Yes," list the years ▶ ________ , ________ , ________ , ________			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ________ , ________ , ________ , ________			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

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

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

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? **6b** X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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 16		766,664.	95,750.	0

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		

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	83,039,639.
b	Average of monthly cash balances	1b	933,302.
c	Fair market value of all other assets (see instructions)	1c	69,867.
d	**Total** (add lines 1a, b, and c)	1d	84,042,808.
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	84,042,808.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,260,642.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	82,782,166.
6	**Minimum investment return.** Enter 5% of line 5	6	4,139,108.

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	4,139,108.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	44,916.		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	44,916.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	4,094,192.
4	Recoveries of amounts treated as qualifying distributions			4	54,547.
5	Add lines 3 and 4			5	4,148,739.
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	4,148,739.

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	4,089,439.
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	4,089,439.
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	4,089,439.

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				4,148,739.
2	Undistributed income, if any, as of the end of 2011				
a	Enter amount for 2010 only			3,916,665.	
b	Total for prior years 20 09 ,20 08 ,20 07				
3	Excess distributions carryover, if any, to 2011				
a	From 2006				
b	From 2007				
c	From 2008				
d	From 2009				
e	From 2010				
f	**Total** of lines 3a through e				
4	Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 4,089,439.				
a	Applied to 2010, but not more than line 2a			3,916,665.	
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				172,774.
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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				3,975,965.
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)				
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				
c	Excess from 2009				
d	Excess from 2010				
e	Excess from 2011				

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

NOT APPLICABLE

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

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

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

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

1 Information Regarding Foundation Managers:

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

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. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

ATTACHMENT 17

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

ATTACHMENT 18

c Any submission deadlines:

ROLLING DEADLINES

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

ATTACHMENT 19

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATTACHMENT 20				
Total . . . . ▶ **3a**				3,121,620.
b *Approved for future payment*				
ATTACHMENT 21				
Total . . . . ▶ **3b**				266,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	431.	
4 Dividends and interest from securities	525990	4,251.	14	3,203,309.	
5 Net rental income or (loss) from real estate.					
a Debt-financed property	525990	-4,211.			
b Not debt-financed property	525990	20.	16	-118,605.	
6 Net rental income or (loss) from personal property	525990	8.	16	6.	
7 Other investment income	525990	-5,641.	14	-84,048.	
8 Gain or (loss) from sales of assets other than inventory	525990	9,150.	18	-5,528,643.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		3,577.		-2,527,550.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . . 13 -2,523,973.

ee worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

11-14-12 President

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN

Firm's name ▶ Firm's EIN ▶

Firm's address ▶

Phone no

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

Schedule of Contributors

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

OMB No 1545-0047

2011

Name of the organization	**Employer identification number**
ROCKWELL FUND, INC.	74-6040258

Organization type (check one):

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

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

General Rule

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

Special Rules

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

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

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

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

For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Name of organization ROCKWELL FUND, INC.

Employer identification number 74-6040258

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	TEXAS DEPT. OF HOUSING & COMM. AFFAIRS 221 EAST 11TH STREET AUSTIN, TX 78701-2410	$ 499,261.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization ROCKWELL FUND, INC.

Employer identification number 74-6040258

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

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

Name of organization ROCKWELL FUND, INC.

Employer identification number 74-6040258

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

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

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS					1,100.	ATTACHMENT 23
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					53,966.	ATTACHMENT 24
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					153,208.	ATTACHMENT 23
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					399,511.	ATTACHMENT 24
		1750 AT&T INC PROPERTY TYPE: SECURITIES				P	12/23/2008	04/11/2011
53,562.		49,837.					3,725.	
		5700 SLM CORP PROPERTY TYPE: SECURITIES				P	02/01/2007	05/20/2011
91,232.		242,535.					-151,303.	
		400 EXXON MOBIL PROPERTY TYPE: SECURITIES				P	06/30/2010	02/16/2011
33,329.		23,021.					10,308.	
		7700 AES CORP PROPERTY TYPE: SECURITIES				P	05/27/2010	03/09/2011
102,672.		98,868.					3,804.	
		2400 NOBLE CORP PROPERTY TYPE: SECURITIES				P	02/11/2010	04/08/2011
110,008.		99,126.					10,882.	
		.135 WTS AMERICAN INTL GROUP PROPERTY TYPE: SECURITIES				P	01/20/2011	01/20/2011
2.		2.						
		10 CALL APA MAY 11 @ 135 PROPERTY TYPE: SECURITIES				P	04/19/2011	05/23/2011
291.							291.	
		66 CALL XOM MAY 11 @ 90 PROPERTY TYPE: SECURITIES				P	04/20/2011	05/23/2011
674.							674.	
		100 CALL GE MAY 11 @ 22 PROPERTY TYPE: SECURITIES				P	04/20/2011	05/23/2011
714.							714.	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		10 JCI MAY 11 @ 43 PROPERTY TYPE: SECURITIES				P	04/21/2011	05/23/2011
804.							804.	
		47 CALL MRO JUN 11 @ 57.5 PROPERTY TYPE: SECURITIES				P	05/25/2011	06/20/2011
1,009.							1,009.	
		35 CALL CL MAY 11 @ 87.5 PROPERTY TYPE: SECURITIES				P	04/29/2011	05/23/2011
844.							844.	
		47 CALL MRO JUL 11 @ 57.5 PROPERTY TYPE: SECURITIES				P	06/20/2011	07/18/2011
713.							713.	
		35 CALL CL JUL 11 @ 92.5 PROPERTY TYPE: SECURITIES				P	06/20/2011	07/18/2011
876.							876.	
		8000 SPDR DOW JONES INDL AVG ETF					06/30/2008	02/01/2011
95,912.		90,834.					5,078.	
		1250 ISHARES RUSSELL 2000 INDEX FD PROPERTY TYPE: SECURITIES				P	04/25/2007	02/16/2011
102,896.		102,748.					148.	
		87 CALL IWM MAY 11 @ 89 PROPERTY TYPE: SECURITIES				P	06/20/2011	07/18/2011
1,717.							1,717.	
		20000 STERLING BANKSHARES CAP TR PFD PROPERTY TYPE: SECURITIES				P	09/23/2002	10/27/2011
500,000.		500,000.						
		175000 CHIQUITA BRANDS 80875% 12/1/15 PROPERTY TYPE: SECURITIES				P	05/15/2006	08/26/2011
180,177.		170,580.					9,597.	
		91000 FORD MOTOR CREDIT CORP MD TRM 7.5% PROPERTY TYPE: SECURITIES				P	05/12/2006	04/25/2011
91,000.		91,000.						
		1000000 GENERAL MOTORS CORP 8.8% 3/1/21 PROPERTY TYPE: SECURITIES				P	03/15/2005	04/21/2011
1,006,218.		1,006,218.						

ROCKWELL FUND, INC. 74-6040258

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		1000000 GENERAL MOTORS CORP 8.8% 3/1/21				P	03/23/2005	04/21/2011
		PROPERTY TYPE: SECURITIES						
963,904.		963,904.						
		57000 UNISYS CORP 14.25% 9/15/15				P	07/31/2009	03/03/2011
		PROPERTY TYPE: SECURITIES						
65,123.		69,882.					-4,759.	
		100000 ALLEGHENY GENERATING CO 6.875% 9/				P	02/12/2010	08/15/2011
		PROPERTY TYPE: SECURITIES						
100,980.		101,172.					-192.	
		90000 AMERIGAS PARTNERS LP 7.125% 5/20/1				P	07/27/2010	09/12/2011
		PROPERTY TYPE: SECURITIES						
93,207.		92,899.					308.	
		17997 WEST VIRGINIA GAMING I LLC 12% 11/				P	10/12/2007	01/27/2011
		PROPERTY TYPE: SECURITIES						
17,997.		17,997.						
		18543 WEST VIRGINIA GAMING I LLC 12% 11/				P	10/12/2007	04/12/2011
		PROPERTY TYPE: SECURITIES						
18,543.		18,543.						
		19104 WEST VIRGINIA GAMING I LLC 12% 11/				P	10/12/2007	07/12/2011
		PROPERTY TYPE: SECURITIES						
19,104.		19,104.						
		19683 WEST VIRGINIA GAMING I LLC 12% 11/				P	10/12/2007	10/26/2011
		PROPERTY TYPE: SECURITIES						
19,683.		19,683.						
		22048.61 AMERIQUEST 03-1MV3 FLT 02/25/20				P	10/30/2006	02/08/2011
		PROPERTY TYPE: SECURITIES						
		20,572.					-20,572.	
		4639.78 AMERIQUEST 03-MNV3 FLT 2/25/33				P	10/30/2006	02/25/2011
		PROPERTY TYPE: SECURITIES						
		4,329.					-4,329.	
		22171.61 AMERIQUEST 03-1MV3 FLT 02/25/33				P	10/30/2006	09/27/2011
		PROPERTY TYPE: SECURITIES						
		20,687.					-20,687.	
		7882.97 AMERIQUEST 03-1MV3 FLT 2/25/33				P	10/30/2006	11/14/2011
		PROPERTY TYPE: SECURITIES						
		7,358.					-7,358.	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		15480.89 AMERIQUEST 03-1MV3 FLT 2/25/33 PROPERTY TYPE: SECURITIES				P	10/30/2006	11/28/2011
		14,451.					-14,451.	
		100000 BARCLAYS BK FV CNV HAL 8.5% 3/30/ PROPERTY TYPE: SECURITIES				P	05/07/2010	03/30/2011
100,000.		100,000.						
		1200000 RABOBANK NEDERLAND 6% 1/26/15 PROPERTY TYPE: SECURITIES				P	02/11/2011	03/15/2011
99,732.		99,732.						
		4728.36 CONTIMORTGAGE98-1 7.86% 4/15/29 PROPERTY TYPE: SECURITIES				P	03/21/2000	01/15/2011
4,728.		4,728.						
		4401.32 CONTIMORTGAGE 98-1B 7.86% 4/15/2 PROPERTY TYPE: SECURITIES				P	03/21/2000	02/15/2011
4,401.		4,401.						
		3586.35 CONTIMORTGAGE 98-1 7.86% 4/15/29 PROPERTY TYPE: SECURITIES				P	03/21/2000	02/16/2011
		3,533.					-3,533.	
		4804.69 CONTIMORTGAGE 98-1 7.86% 4/15/29 PROPERTY TYPE: SECURITIES				P	03/21/2000	03/16/2011
4,805.		4,805.						
		6877.83 CONTIMORTGAGE 98-1B 7.86% 4/15/2 PROPERTY TYPE: SECURITIES				P	03/21/2000	04/19/2011
6,878.		6,878.						
		4593.41 CONTIMORTGAGE 98-1B 7.86% 4/15/2 PROPERTY TYPE: SECURITIES				P	03/20/2000	05/18/2011
4,593.		4,593.						
		5811.18 CONTIMORTGAGE 98-1B 7.86% 4/15/2 PROPERTY TYPE: SECURITIES				P	03/20/2011	06/17/2011
5,811.		5,811.						
		6160.28 CONTIMORTGGE 98-1B 7.86% 4/15/29 PROPERTY TYPE: SECURITIES				P	03/21/2011	07/19/2011
6,160.		6,160.						
		5758.64 CONTIMORTGAGE 98-1B 7.86% 4/15/2 PROPERTY TYPE: SECURITIES				P	03/21/2000	08/15/2011
5,759.		5,759.						

ROCKWELL FUND, INC. 74-6040258

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		4605.57 CONTIMORTGGE 98-1 7.86% 4/15/29 PROPERTY TYPE: SECURITIES				P	03/21/2000	09/19/2011
4,606.		4,606.						
		1424.69 CONTIMORTGAGE 98-1B 7.86% 4/15/2 PROPERTY TYPE: SECURITIES				P	03/21/2000	10/17/2011
		1,404.					-1,404.	
		6010.21 CONTIMORTGAGE 98-1B 7.86% 4/15/2 PROPERTY TYPE: SECURITIES				P	03/21/2000	10/18/2011
6,010.		6,010.						
		6506.38 CONTIMORTGGE 98-1B 7.86% 4/15/29 PROPERTY TYPE: SECURITIES				P	03/21/2000	10/28/2011
		6,413.					-6,413.	
		4967.15 CONTIMORTGAGE 98-1B 7.86% 4/15/2 PROPERTY TYPE: SECURITIES				P	03/21/2000	11/15/2011
4,967.		4,967.						
		4514.21 CONTIMORTGAGE 98-1B 7.86% 4/15/2 PROPERTY TYPE: SECURITIES				P	03/21/2000	12/16/2011
4,450.		4,450.						
		1099.02 CONTIMORTGAGE 98-1B 7.86% 4/15/2 PROPERTY TYPE: SECURITIES				P	03/21/2000	12/16/2011
		1,083.					-1,083.	
		12859.14 CNTRYWIDE 03-22CB B4 5.55315% 1 PROPERTY TYPE: SECURITIES				P	05/03/2005	01/07/2011
		10,549.					-10,549.	
		935.16 CNTRYWIDE 04-5CB B3 FLT 3/25/34 PROPERTY TYPE: SECURITIES				P	04/01/2004	01/25/2011
935.		935.						
		3915.92 CNTRYWIDE 04-5CB B3 FLT 3/25/34 PROPERTY TYPE: SECURITIES				P	04/01/2004	02/09/2011
		3,677.					-3,677.	
		551.7 CNTRYWIDE 04-5CB B FLT 3/25/34 PROPERTY TYPE: SECURITIES				P	04/01/2004	03/01/2011
552.		552.						
		55873.62 CNTRYWIDE 04-5CB B3 FLT 3/25/34 PROPERTY TYPE: SECURITIES				P	04/01/2004	03/29/2011
		52,497.					-52,497.	

ROCKWELL FUND, INC. 74-6040258

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		3395.93 CNTRYWIDE 04-5CB B3 FLT 3/25/34 PROPERTY TYPE: SECURITIES				P	04/01/2004	03/29/2011
		3,191.					-3,191.	
		249.5 CNTRYWIDE 04-5CB B3 FLT 3/25/34 PROPERTY TYPE: SECURITIES				P	04/01/2004	04/27/2011
250.		250.						
		3311.84 CNTRYWIDE 04-5CB B3 FLT 3/25/34 PROPERTY TYPE: SECURITIES				P	04/01/2004	04/27/2011
		3,114.					-3,114.	
		262.93 CNTRYWIDE 04-5CB B3 FLT 3/25/34 PROPERTY TYPE: SECURITIES				P	04/01/2004	05/31/2011
263.		263.						
		3935.84 CNTRYWIDE 04-5CB 53 FLT 3/25/34 PROPERTY TYPE: SECURITIES					04/01/2004	05/31/2011
		3,703.					-3,703.	
		4334.05 CNTRYWIDE 04-5CB B3 FLT 3/25/34 PROPERTY TYPE: SECURITIES				P	04/01/2004	06/30/2011
		4,081.					-4,081.	
		282.54 CNTRYWIDE 04-5CB B3 FLT 3/25/34 PROPERTY TYPE: SECURITIES				P	04/01/2004	06/30/2011
283.		283.						
		4315.34 CNTRYWIDE 04-5CB B3 FLT 3/25/34 PROPERTY TYPE: SECURITIES				P	04/01/2004	07/29/2011
		4,066.					-4,066.	
		280.99 CNTRYWIDE 04-5CB B3 FLT 3/25/34 PROPERTY TYPE: SECURITIES				P	04/01/2004	07/29/2011
281.		281.						
		4871.28 CNTRYWIDE 04-5CB B3 FLT 3/25/34 PROPERTY TYPE: SECURITIES				P	04/01/2004	08/30/2011
		4,592.					-4,592.	
		5006.93 CNTRYWIDE 04-5CB B3 FLT 3/25/34 PROPERTY TYPE: SECURITIES				P	04/01/2004	11/01/2011
		4,729.					-4,729.	
		9629.37 CNTRYWIDE 04-5CB B3 FLT 3/25/34 PROPERTY TYPE: SECURITIES				P	04/01/2004	12/12/2011
		9,102.					-9,102.	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		8805.55 CNTRYWIDE 05-3CB B3 FLT 3/25/34				P	04/01/2004	12/28/2011
		PROPERTY TYPE: SECURITIES						
		8,324.					-8,324.	
		93349.86 CNTRYWIDE 05-J2 B3 FLT 4/25/35				P	01/08/2007	01/31/2011
		PROPERTY TYPE: SECURITIES						
		74,457.					-74,457.	
		1330.26 CNTRYWIDE 05-J2 B3 FLT 4/25/35				P	01/08/2007	03/18/2011
		PROPERTY TYPE: SECURITIES						
		1,063.					-1,063.	
		5330.21 CNTRYWIDE 05-J2 B3 FLT 4/25/35				P	01/08/2007	03/30/2011
		PROPERTY TYPE: SECURITIES						
		4,259.					-4,259.	
		28839.31 CNTRYWIDE 05-J2 B3 FLT 4/25/35				P	01/08/2007	05/11/2011
		PROPERTY TYPE: SECURITIES						
		23,083.					-23,083.	
		26579.60 CNTRYWIDE 05-J2 B3 FLT 4/25/35				P	01/08/2007	06/22/2011
		PROPERTY TYPE: SECURITIES						
		21,292.					-21,292.	
		5775.71 CNTRYWIDE 05-J2 B3 FLT 4/25/35				P	01/08/2007	08/29/2011
		PROPERTY TYPE: SECURITIES						
		4,635.					-4,635.	
		4227.55 FNMA WH LN 04-W3 B4 5.6521% 5/25				P	02/03/2005	01/25/2011
		PROPERTY TYPE: SECURITIES						
3,063.		3,063.						
		264648.68 FNMA WH LM 04-W3 B4 5.6521% 5/				P	02/03/2005	02/25/2011
		PROPERTY TYPE: SECURITIES						
		192,011.					-192,011.	
		1873.27 FNMA WH LN 04-W3 B4 5.6521% 5/25				P	02/03/2005	03/01/2011
		PROPERTY TYPE: SECURITIES						
1,361.		1,361.						
		467351.74 FNMA WH LN 04-W3 B4 5.6521% 5/				P	02/03/2005	03/28/2011
		PROPERTY TYPE: SECURITIES						
		339,537.					-339,537.	
		109571.81 FNMA WH LM 04-W3 B4 5.6521% 5/				P	02/03/2005	03/31/2011
		PROPERTY TYPE: SECURITIES						
		79,605.					-79,605.	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		17880.43 FNMA WH LN 04-W3 B3 6.5621% 5/2 PROPERTY TYPE: SECURITIES				P	02/04/2005	01/25/2011
17,880.		17,880.						
		11543.66 FNMA WH LN 04-W3 B3 5.6521% 5/2 PROPERTY TYPE: SECURITIES				P	02/04/2005	03/01/2011
11,544.		11,544.						
		10283.88 FNMA WH LN 04-W3 B3 5.6521% 5/2 PROPERTY TYPE: SECURITIES				P	02/04/2005	03/29/2011
10,284.		10,284.						
		65713.35 FNMA WH LN 04-W3 B3 5.6521% 5/2 PROPERTY TYPE: SECURITIES				P	02/04/2005	04/29/2011
		58,304.					-58,304.	
		47781.32 FNMA WH LN 04-W3 B3 5.6521% 5/2 PROPERTY TYPE: SECURITIES				P	02/04/2005	04/29/2011
		42,394.					-42,394.	
		27446.27 FNMA WH LN 04-W3 B3 5.6521% 5/2 PROPERTY TYPE: SECURITIES				P	02/04/2005	04/29/2011
		24,352.					-24,352.	
		111400.61 FNMA WH LN 04-W3 B3 5.6521% 5/ PROPERTY TYPE: SECURITIES				P	02/04/2005	04/29/2011
		101,501.					-101,501.	
		15309.4 FNMA WH LN 04-W3 B3 5.6521% 5/25 PROPERTY TYPE: SECURITIES				P	02/04/2005	05/27/2011
15,309.		15,309.						
		9010.97 FNMA WH LN 04-W3 B3 5.6521% 5/25 PROPERTY TYPE: SECURITIES				P	02/04/2005	05/27/2011
9,011.		9,011.						
		54911.51 FNMA WH LN 04-W3 B3 5.6521% 5/2 PROPERTY TYPE: SECURITIES				P	02/04/2005	06/23/2011
		48,764.					-48,764.	
		22934.71 FNMA WH LN 04-W3 B3 5.6521% 5/2 PROPERTY TYPE: SECURITIES				P	02/04/2005	06/23/2011
		20,367.					-20,367.	
		14956.57 FNMA WH LN 04-W3 B3 5.6521% 5/ PROPERTY TYPE: SECURITIES				P	02/04/2005	06/29/2011
14,957.		14,957.						

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		162853.34 FNMA WH LN 04-W3 5.6521% 5/25				P	02/04/2005	06/29/2011
		PROPERTY TYPE: SECURITIES						
		144,623.					-144,623.	
		31720.19 FNMA WH LN 04-W3 B3 5.6521% 5/2				P	02/04/2005	07/29/2011
		PROPERTY TYPE: SECURITIES						
		28,182.					-28,182.	
		13248.46 FNMA WH LN 04-W3 B3 5.6521% 5/2				P	02/04/2005	07/29/2011
		PROPERTY TYPE: SECURITIES						
		11,771.					-11,771.	
		8565.93 FNMA WH LN O4-W3 B3 5.6521% 5/25				P	02/04/2005	07/29/2011
		PROPERTY TYPE: SECURITIES						
8,566.		8,566.						
		110143.60 FNMA WH LN 04-W3 B3 5.6521% 5/				P	02/04/2005	08/30/2011
		PROPERTY TYPE: SECURITIES						
		97,903.					-97,903.	
		46003.31 FNMA WH LN OR-W3 B3 5.6521% 5/2				P	02/04/2005	08/30/2011
		PROPERTY TYPE: SECURITIES						
		40,891.					-40,891.	
		4274.46 FNMA WH LN OR-W3 B3 5.6521% 5/25				P	02/04/2005	08/30/2011
		PROPERTY TYPE: SECURITIES						
4,274.		4,274.						
		12062.46 FNMA WH LN O4-W3 B3 5.6521% 5/2				P	02/04/2005	09/27/2011
		PROPERTY TYPE: SECURITIES						
12,062.		12,062.						
		115370.63 FNMA WH LN 04-W3 B3 5.6521% 5/					02/04/2005	09/27/2011
		PROPERTY TYPE: SECURITIES						
		102,596.					-102,596.	
		48186.47 FNMA WH LN 04-W3 B3 5.65215 5/2				P	02/04/2005	09/27/2011
		PROPERTY TYPE: SECURITIES						
		42,851.					-42,851.	
		5289.61 FNMA WH LN 04-W3 B3 5.6521% 5/25				P	02/04/2005	10/27/2011
		PROPERTY TYPE: SECURITIES						
5,290.		5,290.						
		192454.05 FNMA WH LN 04-W3 B3 5.65215 5/				P	02/03/2005	10/31/2011
		PROPERTY TYPE: SECURITIES						
		171,222.					-171,222.	

ROCKWELL FUND, INC. 74-6040258

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		237506.67 FNMA WH LN 04-W3 B3 5.6521% 5/				P	02/04/2005	12/29/2011
		PROPERTY TYPE: SECURITIES						
		211,497.					-211,497.	
		10749.75 FNMA WH LN 04-W3 B3 5.6521% 5/2				P	02/04/2005	12/29/2011
		PROPERTY TYPE: SECURITIES						
10,750.		10,750.						
		9353.67 FNMA WH LN 04-W3 B3 5.6521% 5/25				P	02/03/2005	12/29/2011
		PROPERTY TYPE: SECURITIES						
9,354.		9,354.						
		145.43 IMC HM EQUITY 97-3B 7.87% 8/20/28				P	11/16/1998	12/02/2011
		PROPERTY TYPE: SECURITIES						
		534.					-534.	
		1814.07 IMC HM EQUITY 97-CB 7.87% 8/20/2				P	11/16/1998	12/21/2011
		6,664.					-6,664.	
		445813.52 JPMORGAN 05-R1 FLT 7/28/34				P	06/21/2005	01/31/2011
		PROPERTY TYPE: SECURITIES						
		340,506.					-340,506.	
		483719.64 JPMORGAN 05-R1 FLT 7/28/34				P	06/21/2005	03/08/2011
		PROPERTY TYPE: SECURITIES						
		370,266.					-370,266.	
		302892.43 JPMORGAN 05-R1 FLT 7/28/34				P	06/21/2005	04/05/2011
		PROPERTY TYPE: SECURITIES						
		232,104.					-232,104.	
		514281.71 JPMORGAN 05-R1 FLT 7/28/34				P	06/21/2005	05/03/2011
		PROPERTY TYPE: SECURITIES						
		394,519.					-394,519.	
		243584.48 JPMORGAN 05-R1 FLT 7/28/34				P	06/21/2005	06/07/2011
		PROPERTY TYPE: SECURITIES						
		187,063.					-187,063.	
		248913.72 JPMORGAN 05-R1 FLT 7/28/34				P	06/21/2005	07/29/2011
		PROPERTY TYPE: SECURITIES						
		191,364.					-191,364.	
		726716.02 JPMORGAN 05-R1 FLT 7/28/34				P	06/21/2005	08/01/2011
		PROPERTY TYPE: SECURITIES						
		559,323.					-559,323.	

ROCKWELL FUND, INC. 74-6040258

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		254752.78 JPMORGAN 05-R1 FLT 7/28/34				P	06/21/2005	08/31/2011
		PROPERTY TYPE: SECURITIES						
		196,045.					-196,045.	
		670326.24 JPMORGAN 05-RL FLT 7/28/34				P	06/21/2005	08/31/2011
		PROPERTY TYPE: SECURITIES						
		517,023.					-517,023.	
		565088.67 JPMORGAN 05-R1 FLT 7/28/34				P	06/21/2005	11/01/2011
		PROPERTY TYPE: SECURITIES						
		436,324.					-436,324.	
		491522.93 JPMORGAN 05-R1 FLT 7/28/34				P	06/21/2005	12/02/2011
		PROPERTY TYPE: SECURITIES						
		379,932.					-379,932.	
		RECOVERY-47371.88 RES ACCEP 2003-A6 B4 5				P	02/19/2004	03/31/2012
		PROPERTY TYPE: SECURITIES						
-47,372.		-47,372.						
		4830.86 RES ACCEP 2003-A6 B4 5.5% 7/25/3				P	02/19/2004	03/31/2011
		PROPERTY TYPE: SECURITIES						
4,831.		4,831.						
		4523.78 RES ACCEP 2003-A6 B4 5.5% 7/25/3				P	02/19/2004	03/31/2011
		PROPERTY TYPE: SECURITIES						
4,524.		4,524.						
		2811.6 RES ACCEP 2003-A6 B4 5.5% 7/25/33				P	02/19/2004	03/31/2011
		PROPERTY TYPE: SECURITIES						
2,812.		2,812.						
		2477.92 RES ACCEP 2003-A6 B4 5.5% 7/25/3				P	02/19/2004	03/31/2011
		PROPERTY TYPE: SECURITIES						
2,478.		2,478.						
		1008.38 RES ACCEP 2003-A6 B4 5.5% 7/25/3				P	02/19/2004	04/28/2011
		PROPERTY TYPE: SECURITIES						
1,008.		1,008.						
		2371.54 RES ACCEP 2003-A6 B4 5.5% 7/25/3				P	02/19/2004	05/31/2004
		PROPERTY TYPE: SECURITIES						
2,372.		2,372.						
		2261.58 RES ACCEP 2003-A6 B4 5.5% 7/25/3				P	02/19/2004	06/30/2011
		PROPERTY TYPE: SECURITIES						
2,262.		2,262.						

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

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		2783.26 RES ACCEP 2003-AG B4 5.5% 7/25/3 PROPERTY TYPE: SECURITIES				P	02/19/2004	07/27/2011
2,783.		2,783.						
		143.04 RES ACCEP 2003-A6 B4 5.5% 7/25/33 PROPERTY TYPE: SECURITIES				P	02/19/2004	08/29/2011
143.		143.						
		1742.98 RES ACCEP 2003-A6 B4 5.5% 7/25/3 PROPERTY TYPE: SECURITIES				P	02/19/2004	09/29/2011
1,743.		1,743.						
		836.88 RES ACCEP 2003-A6 B4 535% 7/25/33 PROPERTY TYPE: SECURITIES				P	02/19/2004	10/28/2011
837.		837.						
		1695.26 RES ACCEP 2003-A6 B4 5.5% 7/25/3 PROPERTY TYPE: SECURITIES				P	02/19/2004	11/30/2011
1,695.		1,695.						
		1695.26 RES ACCEP 2003-A6 B4 5.5% 7/25/3 PROPERTY TYPE: SECURITIES				P	02/19/2004	11/30/2011
1,695.		1,695.						
		1158.46 RES ACCEP 2003-A6 B4 5.5% 7/25/3 PROPERTY TYPE: SECURITIES				P	02/19/2004	12/29/2011
1,158.		1,158.						
		RECOVERY-165562.32 RES ASSET 03-A6 B3 5. PROPERTY TYPE: SECURITIES				P	03/25/2004	03/31/2004
-165,562.		-165,562.						
		9826.4 RES ASSET 03-A6 B3 5.5% 5/25/33 PROPERTY TYPE: SECURITIES				P	03/25/2004	03/31/2011
9,826.		9,826.						
		8660.18 RES ASSET 2003-A6 B3 5.5% 5/25/3 PROPERTY TYPE: SECURITIES				P	03/25/2004	03/31/2011
8,660.		8,660.						
		16882.88 RES ASSET 2003-A6 B3 5.5% 5/25/ PROPERTY TYPE: SECURITIES				P	03/25/2004	03/31/2011
16,883.		16,883.						
		15810.36 RES ASSET 2003-A6 B3 5.5% 5/25/ PROPERTY TYPE: SECURITIES				P	03/25/2004	03/11/2011
15,810.		15,810.						

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

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		3524.28 RES ASSET 2003-A6 B3 5.5% 5/25/3				P	03/25/2004	04/27/2011
		PROPERTY TYPE: SECURITIES						
3,524.		3,524.						
		8288.40 RES ASSET 2003-A6 B3 5.5% 5/25/3				P	03/25/2004	05/31/2011
		PROPERTY TYPE: SECURITIES						
8,288.		8,288.						
		7904.10 RES ASSET 03-A6 B3 5.5% 5/25/33				P	03/25/2004	06/29/2011
		PROPERTY TYPE: SECURITIES						
7,904.		7,904.						
		9727.34 RES ASSET 2003-A6 B3 5.5% 5/25/3				P	03/25/2004	07/25/2011
		PROPERTY TYPE: SECURITIES						
9,727.		9,727.						
		1319.90 RES ASSET 2003-A6 B3 5.5% 5/25/3				P	03/25/2004	08/29/2011
		PROPERTY TYPE: SECURITIES						
1,320.		1,320.						
		6083.84 RES ASSET 2003-A6 B3 5.5% 5/25/3				P	03/25/2004	09/28/2011
		PROPERTY TYPE: SECURITIES						
6,084.		6,084.						
		2921.16 RES ASSET 03-A6 B3 5.5% 5/25/33				P	03/25/2004	10/27/2011
		PROPERTY TYPE: SECURITIES						
2,921.		2,921.						
		5917.32 RES ASSET 2003-A6 B3 5.5% 5/25/3				P	03/25/2004	11/29/2011
		PROPERTY TYPE: SECURITIES						
5,917.		5,917.						
		4043.60 RES ASSET 2003-A6 B3 5.5% 5/25/3				P	03/25/2004	12/28/2011
		PROPERTY TYPE: SECURITIES						
4,044.		4,044.						
		16469.06 RES ASSET 2004-A5 B4 535% 8/25/				P	03/21/2005	04/26/2011
		PROPERTY TYPE: SECURITIES						
		14,242.					-14,242.	
		2436.20 RES ASSET 2004-A5 B4 5.5% 8/25/3				P	03/21/2005	06/22/2011
		PROPERTY TYPE: SECURITIES						
		2,109.					-2,109.	
		15816.76 RES ASSET 2004-A5 B4 5.5% 8/25/				P	03/21/2005	06/30/2011
		PROPERTY TYPE: SECURITIES						
		13,693.					-13,693.	

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

Kind of Property		Description				P or D	Date acquired	Date sold
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		104060.93 RES ASSET 2004-A5 B4 5.5% 8/25 PROPERTY TYPE: SECURITIES				P	03/21/2005	07/29/2011
		90,139.					-90,139.	
		12473.22 RES ASSET 2004-A5 B4 5.5% 8/25/ PROPERTY TYPE: SECURITIES				P	03/21/2005	08/25/2011
		10,812.					-10,812.	
		122995.06 RES ASSET 2004-A5 B4 5.5% 8/25 PROPERTY TYPE: SECURITIES				P	03/21/2005	09/27/2011
		106,670.					-106,670.	
		2104.38 RES ASSET 2004-A5 B4 5.5% 8/25/3 PROPERTY TYPE: SECURITIES				P	03/21/2005	10/28/2011
		1,826.					-1,826.	
		108931.12 RES ASSET 04-A5 B4 5.5% 8/25/3 PROPERTY TYPE: SECURITIES				P	03/21/2005	11/30/2011
		94,592.					-94,592.	
		19635.92 RES ASSET 04-A5 B4 5.5% 8/25/34 PROPERTY TYPE: SECURITIES				P	03/21/2005	12/28/2011
		17,063.					-17,063.	
		4731 HOUSTON COMMUNITY HEALTH CENTERS LO PROPERTY TYPE: SECURITIES				P	11/23/2009	01/18/2011
4,731.		4,731.						
		4058.27 HOUSTON COMMUNITY HEALTH CENTERS PROPERTY TYPE: SECURITIES				P	11/23/2009	03/28/2011
4,058.		4,058.						
		4648.98 HOUSTON COMMUNITY HEALTH CENTERS PROPERTY TYPE: SECURITIES				P	11/23/2009	04/25/2011
4,649.		4,649.						
		4639.60 HOUSTON COMMUNITY HEALTH CENTERS PROPERTY TYPE: SECURITIES				P	11/23/2009	05/30/2011
4,640.		4,640.						
		4690.26 HOUSTON COMMUNITY HEALTH CENTERS PROPERTY TYPE: SECURITIES				P	04/23/2009	06/27/2011
4,690.		4,690.						
		2716.20 HOUSTON COMMUNITY HEALTH CENTERS PROPERTY TYPE: SECURITIES				P	11/23/2011	07/26/2011
2,716.		2,716.						

ROCKWELL FUND, INC. 74-6040258

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		2031.31 HOUSTON COMMUNITY HEALTH CENTERS PROPERTY TYPE: SECURITIES				P	12/17/2009	07/26/2011
2,031.		2,031.						
		4748.20 HOUSTON COMMUNITY HEALTH CENTERS PROPERTY TYPE: SECURITIES				P	12/17/2009	08/29/2011
4,748.		4,748.						
		4816.85 HOUSTON COMMUNITY HEALTH CENTERS PROPERTY TYPE: SECURITIES				P	12/17/2009	09/28/2011
4,817.		4,817.						
		4861.23 HOUSTON COMMUNITY HEALTH CENTERS PROPERTY TYPE: SECURITIES				P	12/17/2009	10/27/2011
4,861.		4,861.						
		12605.03 HOUSTON COMMUNITY HEALTH CENTER PROPERTY TYPE: SECURITIES				P	12/17/2009	11/14/2011
12,605.		12,605.						
		800 ALLIANZ SE ADR PROPERTY TYPE: SECURITIES				P	03/08/2010	01/27/2011
11,006.		9,697.					1,309.	
		1000 ALLIANZ SE ADR PROPERTY TYPE: SECURITIES				P	03/08/2010	02/16/2011
14,464.		12,121.					2,343.	
		200 ALLIANZ SE ADR PROPERTY TYPE: SECURITIES				P	03/08/2010	04/06/2011
2,818.		2,424.					394.	
		800 ALLIANZ SE ADR PROPERTY TYPE: SECURITIES				P	03/08/2010	04/08/2011
8,840.		7,273.					1,567.	
		75 BNP PARIBAS SPON ADR PROPERTY TYPE: SECURITIES				P	05/21/2009	04/08/2011
2,853.		2,342.					511.	
		500 BARCLAYS PLC-ADR PROPERTY TYPE: SECURITIES				P	11/21/2008	02/17/2011
10,650.		4,056.					6,594.	
		500 BARCLAYS PLC-ADR PROPERTY TYPE: SECURITIES				P	11/21/2008	04/08/2011
9,669.		4,056.					5,613.	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		100 FOMENTO ECONOMICO MEXICANO SAB DE CV PROPERTY TYPE: SECURITIES				P	03/18/2008	04/06/2011
6,012.		4,044.					1,968.	
		700 FOMENTO ECONOMICO MEXICANO SAB DE CV PROPERTY TYPE: SECURITIES				P	07/01/2008	07/15/2011
45,772.		31,115.					14,657.	
		.10461 HSBC HLDG PLC PROPERTY TYPE: SECURITIES				P	05/05/2011	05/11/2011
6.		6.						
		.94057 HSBC HLDG PLC PROPERTY TYPE: SECURITIES				P	07/06/2011	07/06/2011
46.		47.					-1.	
		100 KEPPEL LTD SPONSORED ADR PROPERTY TYPE: SECURITIES				P	06/16/2006	02/16/2011
1,694.		876.					818.	
		100 KEPPEL LTD SPONSORED ADR PROPERTY TYPE: SECURITIES				P	06/16/2006	04/06/2011
1,829.		876.					953.	
		100 KEPPEL LTD SPONSORED ADR PROPERTY TYPE: SECURITIES				P	06/16/2006	04/06/2011
1,916.		876.					1,040.	
		270 KEPPEL LTD SPONSORED ADR PROPERTY TYPE: SECURITIES				P	06/16/2006	06/21/2011
4,484.		2,150.					2,334.	
		200 KOMATSU LTD ADR NEW PROPERTY TYPE: SECURITIES				P	10/05/2006	02/16/2011
6,068.		3,585.					2,483.	
		200 KB FINNCIAL GROUP INC ADR PROPERTY TYPE: SECURITIES				P	03/04/2010	04/04/2011
8,881.		7,137.					1,744.	
		100 NESTLE S A SPONSORED ADR PROPERTY TYPE: SECURITIES				P	06/16/2006	03/30/2011
5,694.		3,013.					2,681.	
		.30391 ROYAL DUTCH SHELL PLC PROPERTY TYPE: SECURITIES				P	03/25/2011	04/13/2011
22.		22.						

ROCKWELL FUND, INC. 74-6040258

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		.00539 ROYAL DUTCH SHELL PLC				P	06/27/2011	06/30/2011
		PROPERTY TYPE: SECURITIES						
1.		1.						
		200 SANOFI-AVENTIS SPONS ADR				P	11/28/2008	02/16/2011
		PROPERTY TYPE: SECURITIES						
6,850.		5,032.					1,818.	
		.032225 TNT				P	03/15/2011	03/15/2011
		PROPERTY TYPE: SECURITIES						
1.		1.						
		68 TOYOTA MOTOR CORP ADR NEW				P	08/17/2009	02/16/2011
		PROPERTY TYPE: SECURITIES						
6,236.		5,620.					616.	
		800 PETROLEUM GEO-SERVICES				P	01/07/2010	01/27/2011
		PROPERTY TYPE: SECURITIES						
11,998.		11,016.					982.	
		1000 PETROLEUM GEO-SERVICES				P	01/07/2010	04/04/2011
		PROPERTY TYPE: SECURITIES						
16,248.		13,770.					2,478.	
		5000 PETROLEUM GEO-SERVICES				P	01/07/2010	07/21/2011
		PROPERTY TYPE: SECURITIES						
76,893.		68,851.					8,042.	
		2500 RIGHTS BANCO BRADESCO SPONS ADR (NE				P	02/06/2011	02/08/2011
		PROPERTY TYPE: SECURITIES						
214.							214.	
		200 PEARSON PLC SPONSORED ADR				P	11/21/2008	02/17/2011
		PROPERTY TYPE: SECURITIES						
3,300.		1,724.					1,576.	
		200 PEARSON PLC SPONSORED ADR				P	01/02/2009	04/04/2011
		PROPERTY TYPE: SECURITIES						
3,605.		1,806.					1,799.	
		500 PEARSON PLC SPONSORED ADR				P	01/22/2009	06/20/2011
		PROPERTY TYPE: SECURITIES						
9,212.		4,516.					4,696.	
		780 VIVENDI-ORD				P	11/21/2008	03/31/2011
		PROPERTY TYPE: SECURITIES						
22,131.		20,865.					1,266.	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		720 VIVENDI-ORD PROPERTY TYPE: SECURITIES				P	03/26/2009	03/31/2011
20,429.		19,944.					485.	
		450 CSL LTD-AUD PROPERTY TYPE: SECURITIES				P	05/21/2009	03/30/2011
8,106.		5,468.					2,638.	
		500 CSL LTD-AUD PROPERTY TYPE: SECURITIES				P	05/21/2009	06/20/2011
9,644.		6,075.					3,569.	
		1000 CSL LTD-AUD PROPERTY TYPE: SECURITIES				P	05/21/2009	06/20/2011
16,994.		12,150.					4,844.	
		5 CALL YPF MAY 11 @ 45 PROPERTY TYPE: SECURITIES				P	05/10/2011	05/23/2011
484.							484.	
		500 ISHARES MSCI UNITED KINDGOM INDEX FU PROPERTY TYPE: SECURITIES				P	01/29/2009	04/06/2011
9,139.		5,595.					3,544.	
		2000 ISHARES MSCI CANADA INDEX FUND PROPERTY TYPE: SECURITIES				P	11/24/2008	03/30/2011
66,933.		32,760.					34,173.	
		300 ISHARES MSCI SOUTH KOREA INDEX FUND PROPERTY TYPE: SECURITIES				P	05/26/2009	04/06/2011
19,616.		10,558.					9,058.	
		200 MSCI GERMANY INDEX FD PROPERTY TYPE: SECURITIES				P	04/01/2009	04/06/2009
5,240.		3,038.					2,202.	
		100 ISHARES MSCI THAILAND INDEX PROPERTY TYPE: SECURITIES				P	07/27/2009	04/06/2011
6,827.		3,537.					3,290.	
		27500 FRANKLIN STREET PROPERTIES PROPERTY TYPE: SECURITIES				P	VAR	VAR
375,725.		340,807.					34,918.	
		500 PETROLEUM GEOSERVICES PROPERTY TYPE: SECURITIES				P	01/07/2010	04/08/2011
8,194.		6,885.					1,309.	

ROCKWELL FUND, INC. 74-6040258

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		137.201 SENTINEL TECHNOLOGY FUND PROPERTY TYPE: SECURITIES				P	VAR	VAR
263,000.		227,195.					35,805.	
		1564.92 SENTINEL TECHNOLOGY FUND PROPERTY TYPE: SECURITIES				P	VAR	VAR
2,789,242.		2,797,835.					-8,593.	
		777.671 SENTINEL UNCORRELATED FUND PROPERTY TYPE: SECURITIES				P	04/21/2004	01/18/2001
1,200,000.		1,136,237.					63,763.	
		130.553 UNITS SENTINEL UNCORRELATED FUND PROPERTY TYPE: SECURITIES				P	04/21/2004	10/07/2011
202,000.		190,748.					11,252.	
		282.99 SENTINEL UNCORRELATED FUND PROPERTY TYPE: SECURITIES				P	04/21/2004	11/08/2011
435,737.		488,758.					-53,021.	
		FORM 6781--SHORT TERM CAPITAL GAIN (LOSS PROPERTY TYPE: SECURITIES				P	VAR	VAR
		509.					-509.	
		FORM 6781--LONG TERM CAPITAL GAIN (LOSS) PROPERTY TYPE: SECURITIES				P	VAR	VAR
		764.					-764.	
TOTAL GAIN(LOSS)							-5519463.	

Form **6781**

Department of the Treasury
Internal Revenue Service

Gains and Losses From Section 1256 Contracts and Straddles

▶ **Attach to your tax return.**

OMB No 1545-0644

2011

Attachment Sequence No **82**

Name(s) shown on tax return: ROCKWELL FUND, INC.

Identifying number: 74-6040258

Check all applicable boxes (see instructions)
A ☐ Mixed straddle election
B ☐ Straddle-by-straddle identification election
C ☐ Mixed straddle account election
D ☐ Net section 1256 contracts loss election

Part I Section 1256 Contracts Marked to Market

	(a) Identification of account	(b) (Loss)	(c) Gain
1	PASS-THRU FROM SENTINEL TECHNOLOGY FUND	109	
	PASS-THRU FROM SENTINEL UNCORRELATED FUND	1,164	
2	Add the amounts on line 1 in columns (b) and (c) . . **2**	(1,273)	

3	Net gain or (loss) Combine line 2, columns (b) and (c)	3	(1,273)
4	Form 1099-B adjustments See instructions and attach schedule .	4	
5	Combine lines 3 and 4	5	(1,273)
	Note: *If line 5 shows a net gain, skip line 6 and enter the gain on line 7. Partnerships and S corporations, see instructions*		
6	If you have a net section 1256 contracts loss and checked box D above, enter the amount of loss to be carried back Enter the loss as a positive number . . .	6	
7	Combine lines 5 and 6 . .	7	(1,273)
8	**Short-term capital gain or (loss).** Multiply line 7 by 40% (40) Enter here and include on the appropriate line of Schedule D (see instructions) . . .	8	(509)
9	**Long-term capital gain or (loss).** Multiply line 7 by 60% (60) Enter here and include on the appropriate line of Schedule D (see instructions) .	9	(764)

Part II Gains and Losses From Straddles. Attach a separate schedule listing each straddle and its components.

Section A—Losses From Straddles

	(a) Description of property	(b) Date entered into or acquired	(c) Date closed out or sold	(d) Gross sales price	(e) Cost or other basis plus expense of sale	(f) Loss. If column (e) is more than (d), enter difference Otherwise, enter -0-	(g) Unrecognized gain on offsetting positions	(h) Recognized loss. If column (f) is more than (g), enter difference Otherwise, enter -0-
10								

11a	Enter the short-term portion of losses from line 10, column (h), here and include on the appropriate line of Schedule D (see instructions) . . .	11a	( )
b	Enter the long-term portion of losses from line 10, column (h), here and include on the appropriate line of Schedule D (see instructions) . . .	11b	( )

Section B—Gains From Straddles

	(a) Description of property	(b) Date entered into or acquired	(c) Date closed out or sold	(d) Gross sales price	(e) Cost or other basis plus expense of sale	(f) Gain. If column (d) is more than (e), enter difference Otherwise, enter -0-
12						

13a	Enter the short-term portion of gains from line 12, column (f), here and include on the appropriate line of Schedule D (see instructions)	13a	
b	Enter the long-term portion of gains from line 12, column (f), here and include on the appropriate line of Schedule D (see instructions)	13b	

Part III Unrecognized Gains From Positions Held on Last Day of Tax Year. Memo Entry Only (see instructions)

	(a) Description of property	(b) Date acquired	(c) Fair market value on last business day of tax year	(d) Cost or other basis as adjusted	(e) Unrecognized gain. If column (c) is more than (d), enter difference Otherwise, enter -0-
14					

For Paperwork Reduction Act Notice, see instructions. Cat No 13715G Form **6781** (2011)

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BANK OF AMERICA CASH FUND	5.	5.
FROST BANK SEI DAILY INC. TR. PRIME OBL	99.	99.
RBC CAPITAL	6.	6.
MORGAN STANLEY SMITH BARNEY MONEY FUNDS	110.	110.
NOTHERN INST. GOV SELECT-SENTINEL	2.	2.
WELLS FARGO	92.	92.
WELLS FARGO CD	117.	117.
TOTAL	431.	431.

ATTACHMENT 2

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FUNDAMENTAL INVESTORS FUND CLASS A	16,898.	16,898.
ING CORE EQUITY RESEARCH FUND	4,727.	4,727.
NEW ECONOMY FUND CLASS A	4,636.	4,636.
POWERSHARES DYNAMIC BASIC MATERIALS	1,193.	1,193.
POWERSHARES DYNAMIC BLDG & CONSTR	278.	278.
POWERSHARES QQQ TR SER 1	2,683.	2,683.
SPDR DJI EFT	524.	524.
ISHARES RUSSELL 2000 INDEX	29,617.	29,617.
AMERICAN INTERNATIONAL GROUP	1,957.	1,957.
APACHE CORP	600.	600.
AT&T	53,105.	53,105.
BANK OF AMERICA	320.	320.
BOEING CO	20,160.	20,160.
CHESAPEAKE ENERGY CO	1,300.	1,300.
COLGATE PALMOLIVE	7,945.	7,945.
EXXON MOBIL CORP	12,386.	12,386.
FRONTIER COMMUNICATIONS CORP	2,700.	2,700.
GENERAL ELECTRIC	17,400.	17,400.
JOHNSON & JOHNSON	67,500.	67,500.
JOHNSON CONTROLS INC	1,440.	1,440.
LEGG MASON INC	700.	700.
LOCKHEED MARTIN CORP	2,875.	2,875.
MARATHON OIL CORP	3,760.	3,760.
MARATHON PETROLEUM CORP	1,058.	1,058.
MICROSOFT CORP	20,400.	20,400.
RAYTHEON COMPANY	9,675.	9,675.
SUNOCO INC	3,600.	3,600.
UNITED PARCEL SERVICE	15,600.	15,600.
WELLS FARGO	956.	956.
ROCKWELL LUMBER COMPANY	75,000.	75,000.
ABB LTD SPONS ADR	1,707.	1,707.
ALLIANZ SE ADR	4,069.	4,069.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ASTRAZENECA PLC SPON ADR	6,750.	6,750.
AXA	3,043.	3,043.
BAE SYSTEMS	2,895.	2,895.
BANCO BRADESCO SPONS ADR	1,343.	1,343.
BARCLAYS	1,498.	1,498.
BAYER AG SPONS ADR	2,215.	2,215.
BHP BILLITON LTD	2,020.	2,020.
BNP PARIBAS	5,205.	5,205.
BROOKFIELD PROPERTIES	1,680.	1,680.
CENTRICA	1,599.	1,599.
CREDIT SUISSE GROUP	4,733.	4,733.
CSI LTD	359.	359.
DIAGEO PLC	3,893.	3,893.
E ON AG SPONS ADR	6,472.	6,472.
ELECTRIC POWER DEV CO LTD	1,870.	1,870.
FAIRFAX FINANCIAL HOLDINGS LTD	1,360.	1,360.
FOMENTO ECONOMICO MEXICANO	411.	411.
FRANCE TELECOM SA	5,820.	5,820.
FUJITSU LTD ADR	883.	883.
GLAXOSMITHKLINE PLC	6,936.	6,936.
HANNOVER REINS CORP	6,739.	6,739.
HONDA MOTOR CO LTD ADR	1,440.	1,440.
HSBC HOLDINGS	1,519.	1,519.
KB FINANCIAL GROUP ADR	166.	166.
KEPPEL CORP	4,073.	4,073.
KOMATSU	1,968.	1,968.
MACQUARIE GROUP SPONS ADR	1,708.	1,708.
MAKITA CORP ADR	3,281.	3,281.
MITSUBISHI CORP	1,965.	1,965.
NESTLE SA	2,915.	2,915.
NIDEC CORP	311.	311.
NINTENDO CO LTD ADR	667.	667.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
NIPPON STEEL CORP	878.	878.
NIPPON TEL & TEL SPON ADR	1,645.	1,645.
PEARSON PLC SPONS ADR	1,878.	1,878.
POST NL NV (FORMERLY TNT NV)	2,440.	2,440.
POWER ASSETS (FORMERLY HONG KONG ELEC)	3,058.	3,058.
RECKITT BENCKISER GP ADR	3,833.	3,833.
ROYAL BANK OF CANADA	5,007.	5,007.
ROYAL DUTCH SHELL PLC ADR	10,520.	10,520.
RWE AG SPONS ADR	15,255.	15,255.
SANOFI-AVENTIS	5,819.	5,819.
SAP AG ASPNS ADR	850.	850.
SILICONWARE PRECISION INDS	3,345.	3,345.
SOLVAY EUR	4,237.	4,237.
SUMITOMO MITSUI FINL GROUP INC ADR	1,382.	1,382.
TAKEDA PHARMACEUTICAL CO	5,672.	5,672.
TNT EXPRESS NV ADR	346.	346.
TOTAL SA	13,046.	13,046.
TOYOTA MOTOR CORP	1,133.	1,133.
UNILEVER PLC	7,442.	7,442.
VERBUND AG	668.	668.
VODAFONE GROUP PLC	8,200.	8,200.
YPF SA SPONS ADR	1,697.	1,697.
BLDRS EMERGING MKTS 50 ADR	2,834.	2,834.
INDIA FUND	9,680.	9,680.
ISHARES FTSE CHINA INDEX FUND	4,552.	4,552.
ISHARES MSCI AUSTRALIA INDEX FUND	16,310.	16,310.
ISHARES MSCI BRAZIL FREE INDEX FUND	5,962.	5,962.
ISHARES MSCI CANADA INDEX FUND	4,471.	4,471.
ISHARES MSCI EMERGING MARKET INDEX FUND	2,499.	2,499.
ISHARES MSCI FRANCE INDEX FUND	6,167.	6,167.
ISHARES MSCI GERMANY INDEX FUND	6,272.	6,272.
ISHARES MSCI HONG KONG INDEX	6,165.	6,165.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ISHARES MSCI INDONESIA	182.	182.
ISHARES MSCI ISRAEL INDEX	828.	828.
ISHARES MSCI ITALY INDEX	2,785.	2,785.
ISHARES MSCI JAPAN INDEX FUND	15,536.	15,536.
ISHARES MSCI MAYLASIA FREE	2,640.	2,640.
ISHARES MSCI MEXICO FREE	2,629.	2,629.
ISHARES MSCI NETHERLANDS INDEX	1,430.	1,430.
ISHARES MSCI NEW ZEALAND	1,816.	1,816.
ISHARES MSCI PHILLIPINES	249.	249.
ISHARES MSCI SINGAPORE INDEX	9,324.	9,324.
ISHARES MSCI SOUTH AFRICA INDEX	1,346.	1,346.
ISHARES MSCI SOUTH KOREA INDEX	3,290.	3,290.
ISHARES MSCI SPAIN INDEX FUND	14,617.	14,617.
ISHARES MSCI SWITZERLAND INDEX	5,501.	5,501.
ISHARES MSCI THAILAND INDEX	2,526.	2,526.
ISHARES MSCI TAIWAN INDEX	7,896.	7,896.
ISHARES MSCI TURKEY INDEX	2,197.	2,197.
ISHARES MSCI UNITED KINGDOM INDEX	29,104.	29,104.
FIRST TRUST ISE GLBL ENGNRNG & CONSTR	4,770.	4,770.
ISHARES JP MORGAN EMERG BOND FD	3,912.	3,912.
POWERSHARES DWA EMERG MKTS	5,461.	5,461.
POWERSHARES EM MRKTS SOV DEBT	57,237.	57,237.
AMERICAN HIGH INCOME TRUST FUND CL A	63,392.	63,392.
CAPITAL WORLD GROWTH & INCOME FUND	32,344.	32,344.
EURO PACIFIC GROWTH FUND	16,952.	16,952.
INTERNATIONAL GROWTH & INCOME FUND	32,076.	32,076.
NEW PERSPECTIVE FUND	7,497.	7,497.
NEW WORLD FUND INC	14,221.	14,221.
TEMPLETON FRONTIER MARKETS FUND	2,133.	2,133.
CAPITAL WORLD BOND FUND	48,632.	48,632.
TEMPLETON GLOBAL BOND FUND	81,501.	81,501.
SMALLCAP WORLD FUND	688.	688.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ING GLOBAL REAL ESTATE FUND	11,056.	11,056.
FSP-505 WATERFORD CORP.	8,896.	8,896.
FSP-303 EAST WACKER DRIVE	15,205.	15,205.
FSP-LAKESIDE CROSSING II CORP	28,934.	28,934.
FSP-MONUMENT CIRCLE CORP	47,640.	47,640.
FRANKLIN STREET PROPERTIESS CORP.	124,250.	124,250.
SANTANDAR FINANCE PREF 6.8%	3,400.	3,400.
STERLING BANCSHARES CAP TR III 8.3% PFD	34,237.	34,237.
AK STEEL CORP 7.625% 5/15/20	5,795.	5,795.
ALBERTSON'S 8% 5/1/31	82,650.	82,650.
ALCOA 6.75% 7/15/18	7,973.	7,973.
ALLEGHENY GENERATING CO 6.875% 9/1/23	6,569.	6,569.
ALLIANT TECHSYSTEMS INC 6.75% 4/1/16	6,750.	6,750.
ALLTEL CORP 7.875% 7/1/32	39,690.	39,690.
AMERICAN INTL GROUP 5.05% 10/1/15	7,748.	7,748.
AMERIGAS PTNRS LP 7.125% 5/20/16	5,201.	5,201.
ARAMARK CORP 5% 6/1/12	7,573.	7,573.
ATLAS PIPELINE PTNRS LP 8.75% 6/15/18	7,122.	7,122.
BERRY PETROLEUM CO 8.25% 11/1/16	10,973.	10,973.
CHESAPEAKE ENERGY 6.5% 8/15/17	17,270.	17,270.
CHIQUITA BRANDS 8.875% 12/1/15	12,110.	12,110.
CIIZENS UTILITIES 7% 11/1/25	14,583.	14,583.
COLUMBIA/HCA HEALTHCARE	53,180.	53,180.
COOPER TIRE & RUBBER CO 8% 12/15/19	15,389.	15,389.
DELUXE CORP 5.125% 10/1/14	17,594.	17,594.
DILLARDS 7.875% 1/1/23	23,913.	23,913.
DYNEGY HOLDINGS 7.5% 6/1/15	4,624.	4,624.
EDISON MISSION ENERGY 7.75% 6/15/16	16,845.	16,845.
EL PASO CORP SR NT 7% 6/15/17	3,500.	3,500.
EXCO RESOURCES INC 7.5% 9/15/18	9,776.	9,776.
FORD MOTOR CO 7.125% 11/15/25	7,929.	7,929.
FORD MOTOR C0 8.875% 1/25/22	21,017.	21,017.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FORD MOTOR CREDIT 7.5% 4/25/11	2,858.	2,858.
FORD MOTOR CREDIT 7.3% 1/23/12	7,261.	7,261.
FORD MOTOR CREDIT 7% 8/15/12	7,360.	7,360.
FOREST OIL CORP SR NT 7.25% 6/15/19	7,305.	7,305.
GOODYEAR TIRE & RUBBER 8.75% 8/15/20	8,750.	8,750.
H&E EQUIPMENT SERVICES 8.375% 7/15/16	4,079.	4,079.
HERTZ CORP 7.626% 6/1/12	19,063.	19,063.
INTERNATIONAL PAPER 7.95% 6/15/18	19,875.	19,875.
LEUCADIA NATIONAL CORP 7.125% 3/15/17	10,687.	10,687.
NRG ENERGY INC SR NT 8.5% 6/15/19	11,900.	11,900.
PEABODY ENERGY CORP 7.375% 11/1/16	7,844.	7,844.
PENN VIRGINIA CORP SR NTS 7.25% 4/15/19	3,283.	3,283.
PIONEER NAT RES CO 7.2% 1/15/28	6,508.	6,508.
PLAINS EXPL & PROD SR NT 7.625% 4/1/20	19,063.	19,063.
QUICKSILVER RESOURCES INC 7.125% 4/1/16	4,422.	4,422.
SEARS ROEBUCK ACCEP 7.5% 12/15/12	18,750.	18,750.
SLM MED TRM NT 6% 6/15/18	10,411.	10,411.
SPRINT CAPITAL CORP 6.875% 11/15/28	4,524.	4,524.
SUPERVALU INC SR NTS 8% 5/1/16	8,000.	8,000.
TESORO CORP SR NT 6.625% 11/1/15	8,125.	8,125.
TESORO CORP SUB DEB 6.5% 6/1/17	19,024.	19,024.
UNION PACIFIC RESOURCE GRP 7.5% 10/15/26	18,750.	18,750.
UNISYS CORP 14.25% 9/15/15	21,215.	21,215.
UNUM CORP 7.19% 2/1/28	10,713.	10,713.
US STEEL CORP 7.375% 4/1/20	14,381.	14,381.
WEINGARTEN REALTY 8.1% 9/15/14	20,250.	20,250.
WENDYS INTL 7% 12/15/25	17,837.	17,837.
WINSTREAM CORP 7% 3/15/19	7,383.	7,383.
BARCLAYS BK HAL 8.5% 3/25/11	4,421.	4,421.
CITIBANK 2-30 INV FLOATER 7% CAP 1/26/31	5,296.	5,296.
SG STRUCTURED PRODUCTS INC 12% 1/31/31	6,069.	6,069.
AMERIQUEST 03-1 MV3 9.02% 2/25/33	31,369.	31,369.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CNTRYWDE ALT 03-22CB B4 5.55315 12/25/33	8.	8.
COUNTNRYWIDE 04-5CB B3 5.44825% 5/25/19	19,578.	19,578.
COUNTRYWIDE 05-J2 B3 5.59193% 4/25/35	209.	209.
CONTIMORTGAGE 98-1B 7.86% 4/15/29	45,463.	45,463.
FNMA WHOLE LN 04-W3 B3 5.6521$ 5/25/34	202,382.	202,382.
FNMA WHOLE LN 04-W3 B4 5.6521% 5/25/34	10,359.	10,359.
IMC HOME EQUITY 7.87% 8/20/28	-7,275.	-7,275.
JP MORGAN 05-R1 B4 5.5% 7/28/34	103,170.	103,170.
JP MORGAN 05-R1 B6 FLT 7/28/34	447,065.	447,065.
RESIDENT ASSET 03-A6 B3 5.5% 7/25/33	33,555.	33,555.
RESIDENT ASSET 03-A6 B4 5.5% 7/25/33	8,690.	8,690.
RESIDENT ASSET 04-A5 B4 5.5% 8/25/34	4,035.	4,035.
WEST VIRGINIA GAMING LLC 12% 11/1/11	5,053.	5,053.
ARCELORMITTAL SA LUXEMBOURG 9.85% 6/1/19	9,850.	9,850.
ANHEUSEUR-BUSCH 9.75% 11/17/15	3,476.	3,476.
GE CAP AUSTRALIA FUNDING 7.5% 9/1/14 AUS	5,292.	5,292.
INTL BNK FOR RECONST & DEV 8.25% 1/24/13	63.	63.
RABOBANK NEDERLAND 6.625% 8/6/14 AUS $	3,880.	3,880.
RABOBANK NEDERLAND 6% 1/26/15 MEX PESO	493.	493.
HOUSTON COMMUNITY HEALTH CENTERS LOC	3,255.	3,255.
FSP MONUMENT CIRCLE CORP ESCROW INTEREST	30.	30.
FSP UNION CENTRE CORP ESCROW INTEREST	9.	9.
NET FUND I LTD PASS-THRU INTEREST INC.	93.	93.
PHOENIX 2010 PARTNERS LP PASS-THRU INT.	290.	290.
PHOENIX 2011 PARTNERS LP PASS-THRU INT.	7.	7.
BA PARTNERS FUND IV-BUYOUT, LTD.	40,200.	40,200.
BA PVT EQ BAIN CAP 2006-PASS THRU DIVS	8,830.	8,830.
BA PVT EQ BLACKSTONE CAP-PASS THRU DIVS	6,589.	6,589.
BOW RIVER CAPITAL FUND V-PASS THRU DIVS	35,815.	35,815.
SENTINEL TECHNOLOGY FUND-PASS THRU DIVS	9,987.	9,987.
SENTINEL UNCORRELATED FUND-PASS THRU DIV	5,803.	5,803.
BA PVT EQ BAIN CAPITAL FND PASS-THRU INT	258.	258.

ATTACHMENT 2 (CONT'D)

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BA PVT EQ BLACKSTONE FND PASS-THRU INT	359.	359.
SENTINEL TECHNOLOGY FUND PASS-THRU INT.	653.	653.
SENTINEL UNCORRELATED FUND-PASS-THRU INT	34,246.	34,246.
BOW RIVER CAPITAL FUND V, LP SEC 988 GN	4,478.	4,478.
BA PVT EQ BLACKSTONE CAP--SEC 988 GAIN		
SENTINEL UNCORRELATED FD PORTFOLIO SEC 988 GAINS FROM PASS-THRUS	882.	882.
SENTINEL UNCORREDLATED FD SEC 988 GAINS FROM PASS-THRUS	654.	654.
SENTINEL UNCORRELATED FD TX EXEMPT INT.	1,127.	
TOTAL	3,207,560.	3,206,433.

RENT AND ROYALTY INCOME

Taxpayer's Name ROCKWELL FUND, INC.	**Identifying Number** 74-6040258

DESCRIPTION OF PROPERTY

[illegible]T FUND I, LTD.

☐ Yes ☐ No Did you actively participate in the operation of the activity during the tax year?

TYPE OF PROPERTY:

REAL RENTAL INCOME			
OTHER INCOME:			
NET INCOME FROM RENTAL REAL ESTATE ACTIVITIES		-35,115.	
TOTAL GROSS INCOME			-35,115.
OTHER EXPENSES:			
DEPRECIATION (SHOWN BELOW)			
LESS: Beneficiary's Portion			
AMORTIZATION			
LESS: Beneficiary's Portion			
DEPLETION			
LESS: Beneficiary's Portion			
TOTAL EXPENSES			
TOTAL RENT OR ROYALTY INCOME (LOSS)			-35,115.
Less Amount to			
Rent or Royalty			
Depreciation			
Depletion			
Investment Interest Expense			
Other Expenses			
Net Income (Loss) to Others			
Net Rent or Royalty Income (Loss)			-35,115.
Deductible Rental Loss (if Applicable)			

SCHEDULE FOR DEPRECIATION CLAIMED

(a) Description of property	(b) Cost or unadjusted basis	(c) Date acquired	(d) ACRS des	(e) Bus %	(f) Basis for depreciation	(g) Depreciation in prior years	(h) Method	(i) Life or rate	(j) Depreciation for this year
Totals									

JSA

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SUPPLEMENT TO RENT AND ROYALTY SCHEDULE

OTHER INCOME

NET INCOME FROM RENTAL REAL ESTATE ACTIVITIES	-35,115.
	-35,115.

RENT AND ROYALTY INCOME

Taxpayer's Name	Identifying Number
ROCKWELL FUND, INC.	74-6040258

DESCRIPTION OF PROPERTY

ROYALTY INCOME [illegible] DEPLETION

☐ Yes ☐ No Did you actively participate in the operation of the activity during the tax year?

TYPE OF PROPERTY:

OTHER INCOME: 5.

ROYALTY INCOME

TOTAL GROSS INCOME . . . . . 5.

OTHER EXPENSES:

SEE ATTACHMENT

DEPRECIATION (SHOWN BELOW) . . . . .

LESS: Beneficiary's Portion . . . . .

AMORTIZATION

LESS: Beneficiary's Portion . . . . .

DEPLETION . . . . .

LESS: Beneficiary's Portion . . . . .

TOTAL EXPENSES . . . . . 12.

TOTAL RENT OR ROYALTY INCOME (LOSS) . . . . . -7.

Less Amount to

Rent or Royalty . . . . .

Depreciation . . . . .

Depletion . . . . .

Investment Interest Expense . . . . .

Other Expenses . . . . .

Net Income (Loss) to Others . . . . .

Net Rent or Royalty Income (Loss) . . . . . -7.

Deductible Rental Loss (if Applicable) . . . . .

SCHEDULE FOR DEPRECIATION CLAIMED

(a) Description of property	(b) Cost or unadjusted basis	(c) Date acquired	(d) ACRS des	(e) Bus %	(f) Basis for depreciation	(g) Depreciation in prior years	(h) Method	(i) Life or rate	(j) Depreciation for this year
Totals									

JSA

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SUPPLEMENT TO RENT AND ROYALTY SCHEDULE

OTHER INCOME

ROYALTY INCOME	5.
	5.

OTHER DEDUCTIONS

ROYALTY DEDUCTIONS	12.
	12.

RENT AND ROYALTY INCOME

Taxpayer's Name	Identifying Number
ROCKWELL FUND, INC.	74-6040258

DESCRIPTION OF PROPERTY

SENTINEL UNCORRELATED FUND

☐ Yes ☐ No Did you actively participate in the operation of the activity during the tax year?

TYPE OF PROPERTY:

REAL RENTAL INCOME		
OTHER INCOME:		
NET RENTAL INCOME (LOSS) FROM REAL ESTATE	-6.	
TOTAL GROSS INCOME		-6.
OTHER EXPENSES:		
DEPRECIATION (SHOWN BELOW)		
LESS: Beneficiary's Portion		
AMORTIZATION		
LESS: Beneficiary's Portion		
DEPLETION		
LESS: Beneficiary's Portion		
TOTAL EXPENSES		
TOTAL RENT OR ROYALTY INCOME (LOSS)		-6.
Less Amount to		
Rent or Royalty		
Depreciation		
Depletion		
Investment Interest Expense		
Other Expenses		
Net Income (Loss) to Others		
Net Rent or Royalty Income (Loss)		-6.
Deductible Rental Loss (if Applicable)		

SCHEDULE FOR DEPRECIATION CLAIMED

(a) Description of property	(b) Cost or unadjusted basis	(c) Date acquired	(d) ACRS des	(e) Bus %	(f) Basis for depreciation	(g) Depreciation in prior years	(h) Method	(i) Life or rate	(j) Depreciation for this year
Totals									

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SUPPLEMENT TO RENT AND ROYALTY SCHEDULE

OTHER INCOME

NET RENTAL INCOME (LOSS) FROM REAL ESTATE	-6.
	-6.

RENT AND ROYALTY INCOME

Taxpayer's Name	Identifying Number
ROCKWELL FUND, INC.	74-6040258

DESCRIPTION OF PROPERTY

SENTINEL UNCORRELATED FUND

☐ Yes ☐ No Did you actively participate in the operation of the activity during the tax year?

TYPE OF PROPERTY:		
REAL RENTAL INCOME		
OTHER INCOME:		
OTHER NET RENTAL INCOME (LOSS)	6.	
TOTAL GROSS INCOME		6.
OTHER EXPENSES:		

DEPRECIATION (SHOWN BELOW)			
LESS: Beneficiary's Portion			
AMORTIZATION			
LESS: Beneficiary's Portion			
DEPLETION			
LESS: Beneficiary's Portion			
TOTAL EXPENSES			
TOTAL RENT OR ROYALTY INCOME (LOSS)			6.

Less Amount to		
Rent or Royalty		
Depreciation		
Depletion		
Investment Interest Expense		
Other Expenses		
Net Income (Loss) to Others		
Net Rent or Royalty Income (Loss)		6.
Deductible Rental Loss (if Applicable)		

SCHEDULE FOR DEPRECIATION CLAIMED

(a) Description of property	(b) Cost or unadjusted basis	(c) Date acquired	(d) ACRS des	(e) Bus %	(f) Basis for depreciation	(g) Depreciation in prior years	(h) Method	(i) Life or rate	(j) Depreciation for this year
Totals		. . . .							

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SUPPLEMENT TO RENT AND ROYALTY SCHEDULE

OTHER INCOME

OTHER NET RENTAL INCOME (LOSS)	6.
	6.

RENT AND ROYALTY INCOME

Taxpayer's Name ROCKWELL FUND, INC.	**Identifying Number** 74-6040258

DESCRIPTION OF PROPERTY

[illegible] PRIVATE EQUITY-BLACKSTONE CAPITAL 2006

☐ Yes ☐ No Did you actively participate in the operation of the activity during the tax year?

TYPE OF PROPERTY:

REAL RENTAL INCOME		
OTHER INCOME:		
NET RENTAL REAL ESTATE INCOME (LOSS)	-20.	
TOTAL GROSS INCOME		-20.
OTHER EXPENSES:		
DEPRECIATION (SHOWN BELOW)		
LESS: Beneficiary's Portion		
AMORTIZATION		
LESS: Beneficiary's Portion		
DEPLETION		
LESS: Beneficiary's Portion		
TOTAL EXPENSES		
TOTAL RENT OR ROYALTY INCOME (LOSS)		-20.
Less Amount to		
Rent or Royalty		
Depreciation		
Depletion		
Investment Interest Expense		
Other Expenses		
Net Income (Loss) to Others		
Net Rent or Royalty Income (Loss)		-20.
Deductible Rental Loss (if Applicable)		

SCHEDULE FOR DEPRECIATION CLAIMED

(a) Description of property	(b) Cost or unadjusted basis	(c) Date acquired	(d) ACRS des	(e) Bus %	(f) Basis for depreciation	(g) Depreciation in prior years	(h) Method	(i) Life or rate	(j) Depreciation for this year
Totals									

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ROCKWELL FUND, INC. 74-6040258

SUPPLEMENT TO RENT AND ROYALTY SCHEDULE

OTHER INCOME

NET RENTAL REAL ESTATE INCOME (LOSS)	-20.
	-20.

RENT AND ROYALTY INCOME

Taxpayer's Name ROCKWELL FUND, INC.

Identifying Number 74-6040258

DESCRIPTION OF PROPERTY

PRIVATE EQUITY-BLACKSTONE CAPITAL 2006

☐ Yes ☐ No Did you actively participate in the operation of the activity during the tax year?

TYPE OF PROPERTY:

PERSONAL RENTAL INCOME

OTHER INCOME:	8.	
TOTAL GROSS INCOME		8.
OTHER EXPENSES:		
DEPRECIATION (SHOWN BELOW)		
LESS: Beneficiary's Portion		
AMORTIZATION		
LESS: Beneficiary's Portion		
DEPLETION		
LESS: Beneficiary's Portion		
TOTAL EXPENSES		
TOTAL RENT OR ROYALTY INCOME (LOSS)		8.
Less Amount to		
Rent or Royalty		
Depreciation		
Depletion		
Investment Interest Expense		
Other Expenses		
Net Income (Loss) to Others		
Net Rent or Royalty Income (Loss)		8.
Deductible Rental Loss (if Applicable)		

SCHEDULE FOR DEPRECIATION CLAIMED

(a) Description of property	(b) Cost or unadjusted basis	(c) Date acquired	(d) ACRS des	(e) Bus %	(f) Basis for depreciation	(g) Depreciation in prior years	(h) Method	(i) Life or rate	(j) Depreciation for this year
Totals									

JSA

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SUPPLEMENT TO RENT AND ROYALTY SCHEDULE

OTHER INCOME

OTHER NET RENTAL INCOME (LOSS)	8.
	8.

RENT AND ROYALTY INCOME

Taxpayer's Name	Identifying Number
ROCKWELL FUND, INC.	74-6040258

DESCRIPTION OF PROPERTY

[illegible]ENIX 2010 PARTNERS, LP

☐ Yes ☐ No Did you actively participate in the operation of the activity during the tax year?

TYPE OF PROPERTY:

REAL RENTAL INCOME		
OTHER INCOME:		
NET RENTAL REAL ESTATE INCOME (LOSS)	-71,614.	
TOTAL GROSS INCOME		-71,614.
OTHER EXPENSES:		

DEPRECIATION (SHOWN BELOW)			
LESS: Beneficiary's Portion			
AMORTIZATION			
LESS: Beneficiary's Portion			
DEPLETION			
LESS: Beneficiary's Portion			
TOTAL EXPENSES			
TOTAL RENT OR ROYALTY INCOME (LOSS)			-71,614.

Less Amount to

Rent or Royalty		
Depreciation		
Depletion		
Investment Interest Expense		
Other Expenses		
Net Income (Loss) to Others		
Net Rent or Royalty Income (Loss)		-71,614.
Deductible Rental Loss (if Applicable)		

SCHEDULE FOR DEPRECIATION CLAIMED

(a) Description of property	(b) Cost or unadjusted basis	(c) Date acquired	(d) ACRS des	(e) Bus %	(f) Basis for depreciation	(g) Depreciation in prior years	(h) Method	(i) Life or rate	(j) Depreciation for this year
Totals									

JSA

1E7000 2 000

ROCKWELL FUND, INC. 74-6040258

SUPPLEMENT TO RENT AND ROYALTY SCHEDULE

OTHER INCOME

NET RENTAL REAL ESTATE INCOME (LOSS)	-71,614.
	-71,614.

RENT AND ROYALTY INCOME

Taxpayer's Name ROCKWELL FUND, INC.

Identifying Number 74-6040258

DESCRIPTION OF PROPERTY

[illegible]ENIX 2011 PARTNERS, LP

☐ Yes ☐ No Did you actively participate in the operation of the activity during the tax year?

TYPE OF PROPERTY:

REAL RENTAL INCOME

OTHER INCOME:

NET RENTAL REAL ESTATE INCOME (LOSS)	-16,041.	
TOTAL GROSS INCOME		-16,041.
OTHER EXPENSES:		
DEPRECIATION (SHOWN BELOW)		
LESS: Beneficiary's Portion		
AMORTIZATION		
LESS: Beneficiary's Portion		
DEPLETION		
LESS: Beneficiary's Portion		
TOTAL EXPENSES		
TOTAL RENT OR ROYALTY INCOME (LOSS)		-16,041.

Less Amount to

Rent or Royalty		
Depreciation		
Depletion		
Investment Interest Expense		
Other Expenses		
Net Income (Loss) to Others		
Net Rent or Royalty Income (Loss)		-16,041.
Deductible Rental Loss (if Applicable)		

SCHEDULE FOR DEPRECIATION CLAIMED

(a) Description of property	(b) Cost or unadjusted basis	(c) Date acquired	(d) ACRS des	(e) Bus %	(f) Basis for depreciation	(g) Depreciation in prior years	(h) Method	(i) Life or rate	(j) Depreciation for this year
Totals									

JSA

1E7000 2 000

ROCKWELL FUND, INC. 74-6040258

SUPPLEMENT TO RENT AND ROYALTY SCHEDULE

OTHER INCOME

NET RENTAL REAL ESTATE INCOME (LOSS)	-16,041.
	-16,041.

RENT AND ROYALTY SUMMARY

PROPERTY	TOTAL INCOME	DEPLETION/ DEPRECIATION	OTHER EXPENSES	ALLOWABLE NET INCOME
NET FUND I, LTD.	-35,115.			-35,115.
SENTINEL UNCORRELATE	5.		12.	-7.
SENTINEL UNCORRELATE	-6.			-6.
SENTINEL UNCORRELATE	6.			6.
BA PRIVATE EQUITY-BL	-20.			-20.
BA PRIVATE EQUITY-BL	8.			8.
PHOENIX 2010 PARTNER	-71,614.			-71,614.
PHOENIX 2011 PARTNER	-16,041.			-16,041.
TOTALS	-122,777.		12.	-122,789.

RECAP

RENTAL INCOME		
REAL ESTATE	-122,796	
OTHER	14	
	-122,782	PART I, LINE 5
ROYALTY INCOME	5	ATTACHMENT 3
	-122,777	

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ROYALTY INCOME	5.	5.
PHOENIX 2010 PARTNERS LP	-2,809.	-2,809.
BA PVT EQUITY-BAIN CAP 06 OTHER PSHP INC	14.	14.
BA PVT EQ BAIN--CANCELLATION OF DEBT INC	12.	12.
BA PVT EQUITY-BLACKSTONE CP 06 PSHP INC	-5,106.	-5,106.
BA PVT EQUITY-BLACKSTONE CP 06 PORT INC	2.	2.
BOW RIVER FUND V LP ORD BUS INC FROM FLOW-THRU	391.	391.
SENTINEL UNCORRELATED FUND PSHIP ORD INC	13,724.	13,724.
SENTINEL UNCORRELATED FUND CANCELLATION OF DEBT INCOME	15.	15.
SENTINEL UNCORRELATED FUND-OTHER INC. FROM PASS-THRUS	5,741.	5,741.
SENTINEL UNCORRELATED FUND-PORT. INC. FROM PASS-THRUS	529.	529.
SENTINEL TECHNOLOGY FUND-OTHER INCOME FROM PASS-THRUS	-102,075.	-102,075.
BA PRIVATE EQUITY BLACKSTONE-OTHER INCOME FROM PASS-THRUS	-132.	-132.
TOTALS	-89,689.	-89,689.

FORM 990PF, PART I - INTEREST EXPENSE

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BA PVT EQ BLACKSTONE INV INT	5,992.	5,992.
BA PVT EQ BAIN CAP INV INT EXP	63.	63.
BOW RIVER CAP FD V INV INT EXP	477.	477.
SENTINEL TECH. FD-INV INT EXP.	5,931.	5,931.
SENTINEL UNCOR. FD-INV INT EXP	19,489.	19,489.
BA PVT EQ BLACKSTONE SEC 988 LOSSES	3.	3.
SENTINEL UNCOR. FD-SEC 988 PORT. LOSSES FROM PASS-THRUS	823.	823.
SENTINEL UNCOR. FD-SEC 988 LOSSES FROM PASS-THRUS	445.	445.
SENTINEL TECHNICOLOGY FUND-SEC 988 LOSSES	2,472.	2,472.
TOTALS	35,695.	35,695.

ATTACHMENT 5

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
PAYROLL TAX EXPENSE	80,239.	20,995.	59,244.
SUBSIDY BY PAYROLL PROVIDER	-12,842.	-4,339.	-8,503.
FOREIGN TAX EXPENSE	22,749.	22,749.	
SENTINEL UNCORR. FD-FOR TAX PD	116.	116.	
BA PVT EQUITY BLACKSTONE-FR TX	123.	123.	
SENTINEL TECHN. FUND FOR TAX	89.	89.	
PHOENIX 2010 PTNRS LP STATE TX	379.	376.	
BA PVT EQ BLACKSTONE ST TAX	101.	101.	
SENTINEL UNCORR. FUND ST TAX	1.	1.	
FEDERAL EXCISE TAX	44,916.		
TOTALS	135,871.	40,211.	50,741.

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ROYALTY EXPENSES	12.	12.	
AMORT. OF BOND PREMIUMS	22,603.	22,603.	
BUSINESS MEALS & ENTERTAINMENT	3,992.	421.	1,625.
BUS. MEALS-CONV. OF EMPLOYER	478.		478.
BANK FEES & WIRE TRANSFER FEES	1,247.	638.	609.
INSURANCE EXP.-GENERAL	6,204.	3,080.	3,124.
INS EXP-WORKER'S COMP.	5,205.	1,535.	3,670.
INVESTMENT EXPENSES	2,837.	2,837.	
COMPUTER/NETWORK EXPENSE	18,137.	8,295.	9,842.
CONTINUING EDUCATION	80.		80.
CUSTODIAN AND INV. MGMT FEES	30,357.	30,357.	
DELIVERIES	157.	133.	24.
FISCAL AGENT EXPENSES	302.		302.
GRANTEE ASSISTANCE EXP	3,500.		3,500.
HUMAN RESOURCES OUTSOURCING	29,364.	6,401.	22,963.
OFFICE SUPPLIES & EXPENSE	7,440.	1,802.	5,638.
PARKING EXPENSE	89.	28.	61.
POSTAGE	432.	51.	381.
REIMBURSED MILEAGE, PARKING	510.	136.	374.
SUBSCRIPTIONS & PUBLICATIONS	1,285.	1,061.	224.
TELEPHONE/INTERNET EXPENSE	8,476.	2,248.	6,228.
WEBSITE EXPENSE	7,411.	125.	7,286.
MISCELLANEOUS EXP	5,759.	380.	5,379.
PORTFOLIO INV. REIMBURSEMENT	-17,861.	-17,861.	
OVERHEAD REIMBURSEMENT	-2,400.	-1,200.	-1,200.
ACAM EXPENSES-REIMBURSABLE	-260,550.		-260,550.
BOW RIVER CAP FND PORTF. DED.	35,218.	35,218.	
BOW RIVER CAP 2011-TE PORT DED	19,533.	19,533.	
SENTINEL TECH. FUND-PORTF. DED	6,361.	6,361.	
SENTINEL TECH FUND-PORTF. DED. FROM PASS THRUS	30.	30.	
SENTINEL TECH. FUND-OTHER DED	41,933.	41,933.	

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
FROM PASS-THRUS			
SENTINEL UNCOR. FUND-OTHER DED FROM PASS-THRUS	20,618.	20,618.	
BA PTNRS BAIN CAP OTHER DEDUCT	13.	13.	
BA PVT EQ-BAIN CAP 06-PORT DED	9,713.	9,713.	
SENTINEL UNCOR. FD-PORT. DED.	6,862.	6,862.	
BA PVT EQ-BLACKSTONE--IDC	1,784.	1,784.	
BA PVT EQ-BLCKSTN-PORTF. DED.	6,583.	6,583.	
BA PVT EQ-BLACKSTN-OTHER DED. FROM PASS-THRUS	383.	383.	
PHOENIX 2010 PTNRS LP OTHER DEDUCTIONS	8,326.	8,326.	
PHOENIX 2011 PTNRS LP OTHER OTHER DEDUCTIONS	3,187.	3,187.	
PHOENIX 2010 PTNRS-NON-DED.	64.		
NET FUND I LTD NON-DED EXP	3.		
SENTINEL UNCOR. FUND-NON-DED.	170.		
BA PVT EQUITY BLKSTONE NON-DED	274.		
BOW RIVER CAP FUND V NON-DED.	135.		
SENTINEL UNCOR. FUND-IDC	36.	36.	
SENTINEL UNC. FND-COST DEPL.	1.	1.	
SENTINEL UNCOR. FND-DEPLETION IN EXCESS OF COST	9.	9.	
BA PVT EQUITY BLACKSTONE --DEPL IN EXCESS OF COST	165.	165.	
EXPENDITURES AS AGENT FOR FEDERAL FUNDS-HPRP CONTRACT	488,488.		
TOTALS	524,955.	223,837.	-189,962.

ATTACHMENT 7

FORM 990PF, PART II - OTHER NOTES AND LOANS RECEIVABLE

BORROWER: FOUNDATION PARTNERS, LLC. CREDIT FAC. #1
ORIGINAL AMOUNT: 600,000.
INTEREST RATE: 12.000000
DATE OF NOTE: 07/02/2004
MATURITY DATE: 07/23/2012
REPAYMENT TERMS: PRINCIPAL PAYABLE AT MATURITY; EXTENDED TO 7/23/12
SECURITY PROVIDED: NONE
PURPOSE OF LOAN: PROVIDE FUNDS FOR FINANCING DEVELOPMENT PROJECT
DESCRIPTION AND FMV OF CONSIDERATION: NONE

BEGINNING BALANCE DUE	2,671,962.
ENDING BALANCE DUE	2,671,962.
ENDING FAIR MARKET VALUE	2,671,962.

BORROWER: FOUNDATION PARTNERS, LLC CREDIT FAC. #2
ORIGINAL AMOUNT: 451,840.
INTEREST RATE: 12.000000
DATE OF NOTE: 03/23/2005
MATURITY DATE: 01/20/2012
REPAYMENT TERMS: PRINCIPAL PAYABLE AT MATURITY; EXTENDED TO 1/20/12
SECURITY PROVIDED: NONE
PURPOSE OF LOAN: PROVIDE FUNDS FOR FINANCING DEVELOPMENT PROJECT
DESCRIPTION AND FMV OF CONSIDERATION: NONE

BEGINNING BALANCE DUE	442,671.
ENDING BALANCE DUE	442,671.
ENDING FAIR MARKET VALUE	442,671.

ATTACHMENT 7 (CONT'D)

BORROWER: FOUNDATION PARTNERS, LLC CREDIT FAC #3
ORIGINAL AMOUNT: 347,840.
INTEREST RATE: 12.000000
DATE OF NOTE: 03/23/2005
MATURITY DATE: 01/20/2012
REPAYMENT TERMS: PAYABLE IN FULL AT MATURITY; EXTENDED TO 1/20/12
SECURITY PROVIDED: NONE
PURPOSE OF LOAN: PROVIDE FUNDS FOR FINANCING DEVELOPMENT PROJECT
DESCRIPTION AND FMV OF CONSIDERATION: NONE

BEGINNING BALANCE DUE	1,111,840.
ENDING BALANCE DUE	1,133,990.
ENDING FAIR MARKET VALUE	1,133,990.

BORROWER: HOUSTON COMMUNITY HEALTH CENTERS LOC
ORIGINAL AMOUNT: 75,000.
INTEREST RATE:
DATE OF NOTE: 09/30/2009
MATURITY DATE: 01/31/2010
REPAYMENT TERMS: DUE 1/31/10; IF UNPAID, INTEREST @ 10%
SECURITY PROVIDED: NONE
PURPOSE OF LOAN: WORKING CAPITAL LOAN UNTIL FUNDS RAISED
DESCRIPTION AND FMV OF CONSIDERATION: NONE

BEGINNING BALANCE DUE	54,547.

BORROWER:	FOUNDATION PARTNERS LLC CR FAC #4
ORIGINAL AMOUNT:	168,589.
INTEREST RATE:	10.000000
DATE OF NOTE:	09/24/2009
MATURITY DATE:	09/24/2013
REPAYMENT TERMS:	PRINCIPAL PAYABLE AT MATURITY
SECURITY PROVIDED:	NONE
PURPOSE OF LOAN:	PROVIDE FUNDS FOR FINANCING DEVELOPMENT PROJECT
DESCRIPTION AND FMV OF CONSIDERATION:	NONE

BEGINNING BALANCE DUE	273,957.
ENDING BALANCE DUE	273,957.
ENDING FAIR MARKET VALUE	273,957.

BORROWER:	FOUNDATION PARTNERS LLC CR FAC #5
ORIGINAL AMOUNT:	200,000.
INTEREST RATE:	10.000000
DATE OF NOTE:	03/22/2011
MATURITY DATE:	09/25/2013
REPAYMENT TERMS:	PRINCIPAL PAYABLE AT MATURITY
SECURITY PROVIDED:	NONE
PURPOSE OF LOAN:	PROVIDE FUNDS FOR FINANCING DEVELOPMENT PROJECT
DESCRIPTION AND FMV OF CONSIDERATION:	NONE

ENDING BALANCE DUE	200,000.
ENDING FAIR MARKET VALUE	200,000.

TOTAL BEGINNING OTHER NOTES AND LOANS RECEIVABLE	4,554,977.
TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE	4,722,580.
TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE	4,722,580.

FORM 990PF, PART II - PREPAID EXPENSES AND DEFERRED CHARGES

DESCRIPTION	BEGINNING BOOK VALUE
PREPAID HEALTH INSURANCE	4,404.
TOTALS	4,404.

ATTACHMENT 9

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
ALCOA INC	98,868.		
AMERICAN INTERNATIONAL GROUP	239,490.	239,490.	5,220.
WARRANTS-AIG		1,954.	661.
APACHE CORP	130,705.	130,705.	90,580.
AT&T	957,449.	907,613.	907,200.
BANK OF AMERICA	543,574.	543,574.	44,480.
BOEING CO	958,135.	958,135.	880,200.
CHESAPEAKE ENERGY	226,200.	226,200.	89,160.
COLGATE PALMOLIVE	246,359.	246,359.	323,365.
EXXON MOBIL CORP	517,081.	494,060.	559,416.
FANNIE MAE	658,300.	658,300.	2,211.
FRONTIER COMMUNICATIONS	25,296.	25,296.	18,540.
GENERAL ELECTRIC	494,312.	494,312.	537,300.
GENERAL MOTORS		922,852.	164,957.
GENERAL MOTORS "A" WARRANTS		593,295.	86,779.
GENERAL MOTORS "B" WARRANTS		453,975.	57,852.
ISTAR FINANCIAL	379,918.	379,918.	52,900.
JOHNSON & JOHNSON	2,148,005.	2,148,005.	1,967,400.
JOHNSON CONTROLS		114,003.	93,780.
LEGG MASON	237,550.	237,550.	60,125.
LEHMAN BROTHERS HOLDINGS	236,810.	236,810.	73.
LOCKHEED MARTIN		80,432.	80,900.
MARATHON OIL	239,465.	142,841.	137,569.
MARATHON PETROLEUM		96,624.	78,232.
MICROSOFT	943,788.	943,788.	778,800.
NOBLE CORP	99,456.		
RATHEON		386,331.	362,850.
ROCKWELL LUMBER COMPANY	893,308.	893,308.	3,902,127.
SLM CORP	242,535.		

ATTACHMENT 9 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SUNOCO INC	485,299.	485,299.	246,120.
UNITED PARCEL SERVICE	527,555.	527,555.	548,925.
WASHINGTON MUTUAL	246,125.	246,125.	331.
WELLS FARGO & CO	503,544.	503,544.	54,872.
AMER FDS FUNDAMENTAL INVESTORS	1,000,000.	1,016,898.	983,486.
AMER FDS NEW ECONOMY FUND	1,006,808.	1,011,444.	946,945.
ING GROWTH & INCOME FUND	880,479.	885,206.	591,059.
ISHARES RUSSELL 2000 IND	2,465,925.	2,363,177.	2,120,313.
AMER FDS SMALL CAP WORLD FUND	250,000.	250,688.	216,085.
POWERSHARES DYNAMIC BASIC MATL	100,561.	100,561.	112,105.
POWERSHARES DYNAMIC BLDG CONST		256,506.	215,640.
POWERSHARES DYNAMIC TECHNOLOGY		117,625.	115,300.
POWERSHARES QQQ TR SER 1	250,564.	250,564.	323,814.
SPDR DOW JONES INDL AVG ETG	90,834.		
STERLING BANCSHARES 8.3% PFD	500,000.		
WESTERN CAPITAL LLC PFD	6,000,000.	6,000,000.	
SANTANDER FINANCE PFD 6.8%	48,268.	48,268.	40,120.
ABB		60,269.	47,075.
ALLIANZ SE ADR	135,294.	103,778.	58,714.
ASTRAZENECA PLC SPONS ADR	101,354.	101,354.	115,725.
AXA SA SPONS ADR	88,540.	88,540.	38,580.
BAE SYSTEMS PLC SPON ADR	58,986.	70,100.	44,150.
BANCO BRADESCO SPONS ADR	40,078.	40,078.	41,700.
BARCLAYS	135,621.	127,509.	43,960.
BAYER AG SPONSORED ADR	75,484.	75,484.	63,800.
BHP BILLITON LTD SPONS	79,666.	79,666.	70,630.
BNP PARIBAS	174,571.	172,228.	69,266.
BROOKFIELD PROPERTIES CORP	25,342.	25,342.	46,920.
CENTRICA PLC SPON ADR	38,269.	38,269.	30,027.

ATTACHMENT 9 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
CREDIT SUISSE GROUP ADR	173,520.	173,520.	75,136.
CSL LTD AUD	23,693.		
DIAGEO PLC	107,428.	107,428.	131,130.
E ON AG SPONS ADR	75,363.	92,029.	64,170.
ELECTRIC PWR DEV CO LTD	80,685.	80,685.	56,536.
FAIRFAX FINANCIAL HOLDINGS	50,346.	50,346.	68,450.
FOMENTO ECONOMICO MEXICANO	35,159.		
FRANCE TELECOM	79,276.	79,276.	46,980.
FUJITSU LTD ADR	48,395.	48,395.	36,190.
GLAXOSMITHKLINE PLC	149,265.	149,265.	159,705.
HANNOVER REINS CORP-EUR	83,608.	83,608.	99,280.
HONDA MOTOR CO LTD ADR	50,528.	50,528.	58,045.
HSBC HLDG PLC SP ADR NEW	66,827.	67,615.	30,671.
KB FINANCIAL GROUP INC ADR	90,877.	81,996.	40,742.
KEPPEL CORP LTD	52,560.	47,782.	85,440.
KOMATSU	102,003.	98,419.	89,756.
MAKITA CORP ADR	151,081.	151,081.	129,400.
MCQUARIE BK LTD ADR	44,136.	44,136.	24,300.
MITSUBISHI CORP	60,199.	60,199.	44,077.
NATIONAL BK GREECE SA SPON ADR	114,605.	114,605.	5,148.
NESTLE SA	45,192.	42,179.	80,794.
NIDEC CORPORATION SPON ADR		25,977.	23,738.
NINTENDO CO LTD ADR NEW	93,150.	93,150.	23,547.
NIPPON STEEL CORP	57,756.	57,756.	39,488.
NIPPON TEL & TEL SPON ADR	44,661.	44,661.	50,660.
PEARSON PLC SPONS ADR	32,924.	24,878.	49,062.
PETROLEUM GEO-SERVICES	233,680.	133,158.	59,675.
POST NL (FORMERLY TNT)	91,331.	41,631.	10,791.
POWER ASSETS HLDGS (FORMERLY	74,423.	74,423.	95,420.

ATTACHMENT 9 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
HONG KONG ELECTRIC)			
RECKITT BENCKISER GROUP ADR	86,268.	86,268.	98,400.
ROYAL BANK OF CANADA	105,141.	105,141.	127,400.
ROYAL DUTCH SHELL PLC	203,792.	208,958.	231,988.
RWE AG	277,485.	277,485.	104,790.
SANOFI-AVENTIS	123,088.	118,056.	120,582.
SAP AG SPON ADR	47,644.	47,644.	52,950.
SILICONWARE PRECISION INDS S	123,184.	123,184.	65,400.
SOLVAY SA EUR	110,144.	110,144.	82,369.
SUMITOMO FITSUI FINL GROUP ADR	40,068.	40,068.	30,305.
TAKEDA PHARMACEUTICAL CO	110,136.	110,136.	110,250.
TNT EXPRESS		51,089.	25,053.
TOTAL SA SPON ADR	334,542.	334,542.	281,105.
TOYOTA MOTOR ADR NEW	92,535.	86,915.	59,517.
UNILEVER SPONS ADR NEW	181,978.	181,978.	201,120.
VERBUND AG ADR	38,465.	38,465.	21,812.
VIVENDI SA SPONS ADR	40,809.		
VODAFONE GROUP PLC NE	150,415.	150,415.	168,180.
YPF SA SPONS ADR		20,778.	17,340.
FIRST TRUST GLBL ENGR & CONSTR	249,419.	249,419.	243,203.
BLDRS EMERG MKTS 50 ADR INDEX	100,390.	100,390.	83,754.
INDIA FUND	299,344.	299,344.	209,440.
BARCLAYS IPATH MSCI INDIA	203,771.	203,771.	181,818.
ISHARES MSCI AUSTRALIA	284,469.	284,469.	321,600.
ISHARES MSCI BRAZIL	225,323.	225,323.	200,865.
ISHARES MSCI CANADA	218,846.	186,086.	212,800.
ISHARES FTSE CHINA INDEX FD	198,815.	198,815.	202,811.
ISHARES MSCI EMERG MKTS INDES	96,540.	96,540.	113,820.
ISHARES MSCI FRANCE	280,593.	280,593.	181,291.

ATTACHMENT 9 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
ISHARES MSCI GERMANY	205,055.	202,017.	178,746.
ISHARES MSCI HONG KONG INDEX	238,720.	238,720.	232,050.
ISHARES MSCI INDONESIA	15,033.	15,033.	14,655.
ISHARES MSCI ISRAEL	32,231.	32,231.	23,736.
ISHARES MSCI ITALY	128,864.	128,864.	59,950.
ISHARES MSCI JAPAN	1,044,620.	1,044,620.	728,800.
ISHARES MSCI MALAYSIA FREE	48,620.	48,620.	59,228.
ISHARES MSCI MEXICO	151,337.	151,337.	177,408.
ISHARES MSCI NETHERLANDS	68,136.	68,136.	44,798.
ISHARES MSCI NEW ZEALAND	30,106.	30,106.	27,560.
ISHARES MSCI PHILIPPINES	26,846.	26,846.	23,570.
ISHARES MSCI SINGAPORE INDEX	215,458.	215,458.	216,600.
ISHARES MSCI SOUTH AFRICA	37,386.	37,386.	42,749.
ISHARES MSCI SOUTH KOREA	218,074.	207,516.	245,622.
ISHARES MSCI SPAIN INDEX FUND	230,545.	230,545.	151,350.
ISHARES MSCI SWITZERLAND	185,555.	185,555.	226,200.
ISHARES MSCI TAIWAN	181,551.	181,551.	195,557.
ISHARES MSCI THAILAND	53,055.	49,518.	84,154.
ISHARES MSCI TURKEY	93,651.	93,651.	78,166.
ISHARES UNITED KINGDOM	1,062,243.	1,056,648.	880,720.
POWERSHARES DWA EMERGING MKTS	1,006,790.	1,006,790.	685,420.
AMER FDS CAP WRLD GRWTH & INC	1,287,436.	1,319,781.	1,113,940.
AMER FDS EURO PACIFIC GROWTH	1,232,234.	1,249,186.	1,027,185.
AMER FDS INTL GROWTH & INC FD	1,015,080.	1,065,103.	981,762.
AMER FDS NEW PERFPECTIVE FUND	750,000.	757,497.	695,666.
AMER FDS NEW WORLD FUND INC	801,028.	815,249.	880,587.
TEMPLETON FRONTIER FUND	100,535.	103,207.	89,952.
AMERICAN HIGH INCOME TRUST	820,329.	883,721.	839,657.
AMER FDS CAPITAL WORLD BOND FD	1,253,785.	1,289,999.	1,409,193.

ATTACHMENT 9 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
TEMPLETON GLOBAL BOND FND CL A	1,182,337.	1,284,457.	1,322,444.
ISHARES JPMORGAN USD EMERG MKT		86,530.	87,800.
POWERSHARES EMERG MKTS SOV DBT	996,796.	996,796.	1,047,888.
FSP 303 EAST WACKER DRIVE CORP	456,892.	454,912.	495,000.
FSP 505 WATERFORD CORP	398,152.	390,948.	495,000.
FSP GALLERIA NORTH CORP	450,778.	450,778.	495,000.
FSP LAKESIDE CROSSING	495,604.	485,278.	500,000.
FSP MONUMENT CIRCLE CORP	980,000.	957,750.	980,000.
FSP PHOENIX TOWER CORP	434,115.	420,555.	495,000.
FSP 385 INTERLOCKEN DEV CORP	494,482.	494,482.	495,000.
FSP UNION SQUARE CORP		949,021.	980,000.
FRANKLIN STREET PROPERTIES	4,679,141.	4,303,998.	3,134,250.
VERDE REALTY REIT	1,956,473.	1,956,473.	1,087,878.
ING GLOBAL REAL ESTATE FUND	322,516.	333,572.	285,245.
SCOLLARD ENERGY, INC.	97,750.	97,750.	94,346.
TOTALS	57,840,985.	60,334,740.	47,306,465.

ATTACHMENT 10

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
AK STEEL CORP 7.625% 5/1/31		92,324.	85,050.
ALBERTSONS INC 8% 5/1/31	946,121.	948,771.	797,500.
ALCOA 6.75% 7/15/18	91,542.	92,765.	110,536.
ALLEGHENY GEN 6.875% 9/1/23	101,233.		
ALLIANT TECH 6.75% 4/1/16	101,852.	101,499.	103,000.
ALLTEL CORP 7.875% 7/1/32	545,426.	543,499.	720,327.
AMER INTL GRP 5.05% 10/1/15	87,183.	89,882.	96,823.
AMERIGAS PTNRS 7.125% 5/20/16	93,340.		
ARAMARK CORP 5% 5/31/05	101,719.	104,042.	105,525.
ATLAS PIPELINE 7.125% 5/20/16		106,514.	105,500.
BERRY PETROLEUM 8.25% 11/1/16	138,007.	136,701.	138,985.
CHESAPEAKE ENERGY 6.5% 8/15/17	243,240.	244,260.	266,250.
CHIQUITA BRANDS 8.875% 12/1/15	169,903.		
CITIZENS UTILITIES 7% 11/1/25	191,351.	191,934.	155,000.
COLUMBIA/HCA HEALTHCARE 7.05% 12/1/27	524,959.	532,314.	545,188.
COOPER TIRE RUBBER 8% 12/15/19		264,642.	257,500.
DELUXE CO 5.125% 10/1/14	232,043.	236,824.	250,000.
DILLARD DPT 7.875% 1/1/23	296,539.	296,828.	288,000.
DYNEGY HOLDINGS 7.5% 6/1/15		57,588.	45,885.
EDISON MISSION 7.75% 6/15/16		223,362.	183,750.
EL PASO CORP 7% 6/15/17	50,000.	50,000.	55,033.
EXCO RESOURCES 7.5% 9/15/18		319,478.	308,750.
FORD MOTOR 8.875% 1/25/22	263,732.	262,488.	285,000.
FORD MOTOR 7.125% 11/15/25	88,037.	88,841.	104,000.
FORD MTR CREDIT 7.5% 4/25/11	90,417.		
FORD MTR CREDIT 7.3% 1/23/12	73,104.	74,890.	74,784.
FORD MTR CREDIT 7% 8/15/12	73,799.	75,769.	77,772.
FOREST OIL CORP 7.25% 6/15/19	99,532.	99,587.	102,500.

ATTACHMENT 10 (CONT'D)

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
GENERAL MOTORS 8.8% 3/1/21	1,970,122.		
GOODYEAR TIRE 8.75% 8/15/20	100,000.	100,000.	110,750.
H&E EQUIP SVC 8.375% 7/15/16		108,931.	107,888.
HERTZ CRP 7.625% 6/1/12	251,164.	250,342.	252,500.
INTERNATIONAL PAPER 7.95% 6/15/18	253,193.	252,765.	304,307.
LEUCADIA NATL 7.25% 3/15/17	150,000.	150,000.	151,687.
NRG ENERGY CO 8.5% 6/15/19	142,872.	142,532.	142,800.
PEOBODY ENERGY CO 7.375% 11/1/16	97,258.	97,727.	110,500.
PENN VA CORP 7.25% 4/15/19		101,838.	93,500.
PIONEER NATL RESOURCES 7.2% 1/15/25	82,849.	83,092.	99,897.
PLAINS EXPL & PROD 7.625% 4/1/20	253,111.	252,822.	271,875.
QUICKS8LVER RES. 7.125% 4/1/16		98,970.	100,000.
SEARS ROEBUCK ACCEP CO 7.5% 12/15/12	251,963.	251,007.	246,097.
SLM CORP MD TRM 6% 6/15/18	117,766.	120,077.	125,748.
SPRINT CAPITAL 6.875% 11/15/28	52,876.	53,275.	43,125.
SUPERVALU INC 8% 5/1/16	102,546.	102,069.	103,750.
TESORO CO 6.625% 11/1/15	92,750.	94,250.	102,250.
TESORO CO 6.5% 6/1/17	232,202.	234,975.	257,500.
TIMES MIRROR 7.25% 3/1/13	208,253.	208,253.	80,850.
UNION PACIFIC RES GROUP 7.875% 10/15/26	253,379.	253,167.	271,250.
UNISYS CO 14.25% 9/15/15	216,000.	139,538.	133,782.
US STEEL CORP 7.375% 4/1/20	198,492.	198,115.	191,100.
UNUM CORP 7.19% 2/1/28	149,775.	149,730.	170,221.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
WENDYS INTL 7% 12/15/25	244,960.	245,297.	211,250.
WEINGARTEN RLTY 8.1% 9/15/19	250,000.	250,000.	300,000.
WINDSTREAM CORP 7% 3/15/19	96,853.	97,236.	101,500.
BARCLAYS BNK RV CNV HAL 8.5% 3/30/11	97,681.		
CITIBANK 2-30 INV FLT 7% CAP 1/26/31		99,052.	97,529.
SG STRUC PROD 12% 1/31/31		98,574.	82,030.
WEST VIRGINIA GAMING LLC SEC NT 12% 11/10/11	75,329.		
ARCELORMITTAL SA LUXEMBOURG 9.85% 6/1/19	106,962.	106,133.	111,222.
ANHEUSEUR-BUSCH 9.75% 11/17/15		64,206.	56,565.
GE CAP AUSTRALIA 735% 9/1/14 AUS$		103,220.	106,895.
INTL BK FOR RECON & DEV 8.25% 1/24/13		153,378.	134,797.
RABOBANK NEDERLAND 6.625% 8/6/14 AUS$		101,727.	104,695.
TOTALS	10,651,435.	9,997,100.	10,040,518.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
NET FUND I, LP	1,817,356.	1,629,348.	961,206.
PHOENIX 2010 PARTNERS, LP	745,995.	625,074.	789,612.
PHOENIX 2011 PARTNERS, LP		405,843.	429,434.
BA PRTN FUND IV BUYOUT LTD	482,400.	522,600.	553,528.
BA PRTN FUND IV INTERNAT'L LTD	598,500.	598,500.	534,414.
BA PRTN FUND IV VENTURE LTD	532,000.	532,000.	578,588.
BA PRVT EQTY BAIN CAPITAL 06	282,137.	251,559.	238,668.
BA PRVT EQTY BLACKSTONE CAP 06	418,156.	418,535.	423,957.
BOW RIVER CAPITAL FUND IV, LTD	1,046,803.	1,446,759.	1,918,166.
BOW RIVER CAPITAL 2011-TE FUND		230,467.	230,467.
BANK OF AMERICA HEDGE FUND	73,403.	73,403.	58,389.
SENTINEL TECHNOLOGY FUND	2,818,579.		
SENTINEL UNCORRELATED FUND	1,772,955.	30,409.	1,268.
TOTALS	10,588,284.	6,764,497.	6,717,697.

ATTACHMENT 12

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
COMPUTER SOFTWARE, NET OF AMORTIZATION	1,914.		
SUNDRY ASSETS	3.	3.	3.
DEPOSITS	6,722.	6,722.	6,722.
RECEIVABLE FROM IRS	99.	1,419.	1,419.
PREPAID FEDERAL EXCISE TAX	5,385.	12,820.	12,820.
PREPAID FEDERAL INCOME TAX	1,801.	1,000.	1,000.
REIMBURSABLE EXPENSES-ACAM	26,902.	15,787.	15,787.
FUNDS IN TRANSIT TO/FROM CUSTODIAN--HEDGE FUND SALES		1,530,939.	1,530,939.
ACCRUED INTEREST PURCHASED	1,171.	4,963.	4,963.
TOTALS	43,997.	1,573,653.	1,573,653.

ATTACHMENT 13

FORM 990PF, PART II - OTHER LIABILITIES

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE
ADVANCE AS AGENT	70.	21.
TOTALS	70.	21.

ATTACHMENT 14

[illegible]RM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
BA PRIVATE EQUITY BLACKSTONE PERCENTAGE DEPLETION BOOK/TAX DIFFERENCE	165.
SENTINEL UNCORRELATED FUND PERCENTAGE DEPLETION BOOK/TAX DIFFERENCE	9.
TOTAL	174.

ATTACHMENT 15

[illegible]RM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
2010 FORM 2210 ADJUSTMENT	149.
TOTAL	149.

ATTACHMENT 16

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

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
R. TERRY BELL 770 S. POST OAK LANE, STE. 525 HOUSTON, TX 77056-6660	PRESIDENT, TRUSTEE 35.00	367,841.	48,055.	0
BARBARA B. BELLATTI 770 S. POST OAK LANE, STE. 525 HOUSTON, TX 77056-6660	SECRETARY, TRUSTEE 2.00	18,500.	0	0
BENNIE GREEN 770 S. POST OAK LANE, STE. 525 HOUSTON, TX 77056-6660	ASST. TREASURER, TRUSTEE 2.00	18,500.	0	0
MARGARET E. MCCONN 770 S. POST OAK LANE, STE. 525 HOUSTON, TX 77056-6660	VP, CFO, TRUSTEE 35.00	324,823.	47,695.	0
SHARON L. EDWARDS 770 S. POST OAK LANE, SUITE 525 HOUSTON, TX 77056-6660	ASST. SCY., TRUSTEE 2.00	18,500.	0	0
WHITNEY RANDOLPH 770 S. POST OAK LANE, SUITE 525 HOUSTON, TX 77056-6660	TREASURER,TRUSTEE	18,500.	0	0
	GRAND TOTALS	766,664.	95,750.	0

ATTACHMENT 17

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

R. TERRY BELL
770 S. POST OAK LN., STE. 525
HOUSTON, TX 77056-6660
713-629-9022

ATTACHMENT 18

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

STATEMENT OF PURPOSE OF GRANT; STATUS OF PRIOR GRANTS, IF ANY; COPY OF IRS EXEMPTION LETTER; COMPLETED APPLICATION (AVAILABLE BY DOWNLOAD FROM WEBSITE WWW.ROCKFUND.ORG)

ATTACHMENT 19

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

PREFERENCE GIVEN TO HOUSTON, THEN TEXAS; LIMITED OUT OF STATE; NO GRANTS TO INDIVIDUALS.

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

ATTACHMENT 20

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ACCION TEXAS, INC. 2014 S. HACKBERRY ST. SAN ANTONIO, TX 78210	NONE NOT PRIVATE FOUNDATION	GENERAL OPERATING SUPPORT	100,000.
ALLIANCE OF COMMUNITY ASSISTANCE MINISTRIES, INC. 770 S. POST OAK LANE, STE. 525 HOUSTON, TX 77056	NONE NOT PRIVATE FOUNDATION	INFRASTRUCTURE DEVELOPEMENT GRANT PROGRAM AND GENERAL OPERATING SUPPORT	450,000.
ASIAN AMERICAN HEALTH COALITION OF THE GR HOU AREA 7001 CORPORATE DRIVE, STE. 120 HOUSTON, TX 77036	NONE NOT PRIVATE FOUNDATION	GENERAL OPERATING SUPPORT	40,000.
BRIDGE OVER TROUBLED WATERS INC PO BOX 3488 HOUSTON, TX 77501	NONE NOT PRIVATE FOUNDATION	CAPITAL CAMPAIGN SUPPORT	50,000.
CENTER FOR PUBLIC POLICY PRIORITIES 900 LYDIA ST. AUSTIN, TX 78702-2625	NONE NOT PRIVATE FOUNDATION	GENERAL OPERATING SUPPORT	25,000.
CHILDREN'S CENTER FOR SELF-ESTEEM INC 20515 SH 249 LONE STAR COLLEGE UNIVERSITY PARK CB 122 HOUSTON, TX 77070	NONE NOT PRIVATE FOUNDATION	ADINE/SPRING MIDDLE SCHOOL DROPOUT PREVENTION PROJECT	136,000.

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

ATTACHMENT 20 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CHINESE COMMUNITY CENTER INC 9800 TOWN PARK HOUSTON, TX 77036	NONE NOT PRIVATE FOUNDATION	PATHWAYS TO SELF-SUFFICIENCY PROGRAM	50,000.
COMMUNITIES IN SCHOOLS HOUSTON, INC. 1235 NORTH LOOP WEST, STE. 300 HOUSTON, TX 77008	NONE NOT PRIVATE FOUNDATION	PROGRAM SUPPORT FOR THE 2011-2012 SCHOOL YEAR TO PROVIDE STUDENT SUPPORT SERVICES AND INTENSIVE CASE MANAGEMENT TO STUDENTS IDENTIFIED AS HAVING THE GREATEST NEED FOR INTERVENTION AT HAMILTON MIDDLE SCHOOL AND JACKSON MIDDLE SCHOOL	50,000.
CONFERENCE OF SOUTHWEST FOUNDATIONS, INC. 624 N. GOOD-LATIMER EXPRESSWAY, STE. 100 DALLAS, TX 75204	NONE NOT PRIVATE FOUNDATION	GRANT IN LIEU OF MEMBERSHIP DUES	3,000.
DEPRESSION AND BIPOLAR SUPPORT ALLIANCE GRTR HOUST 3800 BUFFALO SPDWY., STE. 300 HOUSTON, TX 77098-3706	NONE NOT PRIVATE FOUNDATION	GENERAL OPERATING SUPPORT	50,000.
DUCHESNE ACADEMY OF THE SACRED HEART 10202 MEMORIAL DR. HOUSTON, TX 77024-3229	NONE NOT PRIVATE FOUNDATION	TO PROVIDE AN INCOMING 9TH GRADE STUDENT FROM AN ECONOMICALLY DISADVANTAGED FAMILY WITH FOUR YEAR TUITION SCHOLARSHIP	18,685.
EL CENTRO DE CORAZON 5001 NAVIGATION BLVD. HOUSTON, TX 77011	NONE NOT PRIVATE FOUNDATION	INTEGRATIVE CARE PROGRAM	40,000.

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

ATTACHMENT 20 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FAMILY SERVICE CENTER AT HOUSTON AND HARRIS COUNTY 3815 MONTROSE, STE. 200 HOUSTON, TX 77006	NONE NOT PRIVATE FOUNDATION	COUNSELING PROGRAM	75,000.
FOURTH WARD CLINIC 190 HEIGHTS BLVD. HOUSTON, TX 77007	NONE NOT PRIVATE FOUNDATION	GENERAL OPERATING SUPPORT	40,000.
GENESYS WORKS 601 JEFFERSON ST., STE. 3760 HOUSTON, TX 77002	NONE NOT PRIVATE FOUNDATION	CAPACITY BUILDING	100,000.
GRANTMAKERS FOR EFFECTIVE ORGANIZATIONS 1725 DESALES ST., NW, STE. 404 WASHINGTON, DC 20036	NONE NOT PRIVATE FOUNDATION	GRANT IN LIEU OF MEMBERSHIP DUES	1,725.
GRANDMAKERS IN HEALTH 1100 CONNECTICUT AVENUE WASHINGTON, DC 20036-4110	NONE NOT PRIVATE FOUNDATION	GRANT IN LIEU OF MEMBERSHIP DUES	2,500.
HARRIS COUNTY HEALTHCARE ALLIANCE 1310 PRAIRIE ST. #1080 HOUSTON, TX 77002	NONE NOT PRIVATE FOUNDATION	HARRIS COUNTY SAFETY NET SYSTEMS BUILDING INITIATIVE	200,000.

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

ATTACHMENT 20 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HEALTHCARE FOR THE HOMELESS - HOUSTON P.O. BOX 66690 HOUSTON, TX 77266	NONE NOT PRIVATE FOUNDATION	JAIL INREACH PROGRAM	40,000.
HOUSTON A+ CHALLENGE 3700 SW FRWY. BOX 9 HOUSTON, TX 77098	NONE NOT PRIVATE FOUNDATION	PROGRAM AND OPERATING EXPENSES OF THE CHALLENGE NETWORK	50,000.
HOUSTON COMMUNITY HEALTH CENTERS, INC. 424 HAHLO HOUSTON, TX 77020	NONE NOT PRIVATE FOUNDATION	CONTRUCTION OF FACILITY EXPANSION AND CAPACITY BUILDING	140,000.
HOUSTON COUNCIL ON ALCOHOLISM AND DRUG ABUSE, INC. P.O. BOX 2768 HOUSTON, TX 77252	NONE NOT PRIVATE FOUNDATION	BEHAVIORAL HEALTH CAPACITY EXPANTION INITIATIVE	30,000.
HOUSTON DEPT. OF HEALTH AND HUMAN SERVICES FDN. 8000 NORTH STADIUM DR., 8TH FLOOR HOUSTON, TX 77054-1823	NONE NOT PRIVATE FOUNDATION	SEE TO SUCCEED PROGRAM	50,000.
HOUSTON FOOD BANK 535 PORTWALL ST. HOUSTON, TX 77029	NONE NOT PRIVATE FOUNDATION	PURCHASE OF A NEW WAREHOUSE AND OPERATIONS FACILITY	50,000.

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

ATTACHMENT 20 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HOUSTON GALVESTON INSTITUTE 3316 MOUNT VERNON ST. HOUSTON, TX 77006-3829	NONE NOT PRIVATE FOUNDATION	GENERAL OPERATING SUPPORT	50,000.
JESUITS OF THE NEW ORLEANS PROVINCE 710 BARONNE ST., STE. B NEW ORLEANS, LA 70113-1064	NONE NOT PRIVATE FOUNDATION	SEED MONEY FOR THE LAUNCH OF THE HOUSTON CRISTO REY PROJECT	25,000.
KRIST SAMARITAN CENTER FOR COUNSELING & EDUCATION 17555 EL CAMINO REAL HOUSTON, TX 77058-3031	NONE NOT PRIVATE FOUNDATION	GENERAL OPERATING SUPPORT AND CAPACITY BUILDING	50,000.
LOCAL INITIATIVES SUPPORT CORPORATION 1111 N. LOOP W., STE. 740 HOUSTON, TX 77008	NONE NOT PRIVATE FOUNDATION	FINANCIAL OPPORTUNITY CENTERS	25,000.
NAMI GULF COAST P.O. BOX 4096 ALVIN, TX 77512	NONE NOT PRIVATE FOUNDATION	GENERAL OPERATING SUPPORT	20,000.
NEIGHBORHOOD CENTERS, INC. P.O. BOX 271389 HOUSTON, TX 77277-1389	NONE NOT PRIVATE FOUNDATION	PROMISE CREDIT UNION	50,000.

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NEW HOPE HOUSING, INC. 1117 TEXAS AVE. HOUSTON, TX 77002	NONE NOT PRIVATE FOUNDATION	GENERAL OPERATING SUPPORT	50,000.
THE PHILANTHROPY ROUNDTABLE 1150 17TH ST., NW, STE. 503 WASHINGTON, DC 20036	NONE NOT PRIVATE FOUNDATION	INSTITUTIONAL BASIC CONTRIBUTION IN LIEU OF DUES	500.
PRISON ENTREPREMEURSHIP PROGRAM P.O. BOX 926274 HOUSTON, TX 77292-6274	NONE NOT PRIVATE FOUNDATION	GENERAL OPERATING SUPPORT	50,000.
SERV. OF THE EMERG. AID RES. CTR. FOR THE HOMELESS 2505 FANNIN ST. HOUSTON, TX 77002	NONE NOT PRIVATE FOUNDATION	HOUSING PLUS PROGRAM AND EMPLOYMENT SERVICES PROGRAM	100,000.
SOUTH TEXAS COLLEGE OF LAW 1301 SAN JACINTO ST. HOUSTON, TX 77002-7000	NONE NOT PRIVATE FOUNDATION	GENERAL CIVIL CLINIC'S BATTERED AND HOMELESS WOMEN'S PROGRAM	150,000.
SPRING BRANCH COMMUNITY HEALTH CENTER 1615 HILLENDAHL, STE. 100 HOUSTON, TX 77055	NONE NOT PRIVATE FOUNDATION	CLINIC EXPANSION	40,000.

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

ATTACHMENT 20 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
STAR OF HOPE MISSION 6897 ARDMORE ST. HOUSTON, TX 77054-5342	NONE NOT PRIVATE FOUNDATION	NEW HORIZONS PROGRAM	50,000.
TEXAS CAMPAIGN TO PREVENT TEEN PREGNANCY, INC. 1101-D THORPE LN., STE. 155 SAN MARCOS, TX 78666	NONE NOT PRIVATE FOUNDATION	SUPPORT TO HIRE S FULL-TIME EXECUTIVE DIRECTOR AND TO BUILD THE INFRASTRUCTURE OF THE ORGANIZATION	75,000.
TEXAS ONE VOICE 5120 WOODWAY DR., STE. 6000 HOUSTON, TX 77056	NONE NOT PRIVATE FOUNDATION	GENERAL OPERATING SUPPORT	50,000.
TEXAS TECH FOUNDATION, INC. P.O. BOX 41162 LUBBOCK, TX 79409	NONE NOT PRIVATE FOUNDATION	ROCKWELL PROFESSORSHIPS IN THE COLLEGE OF HUMAN SCIENCES AND THE COLLEGE OF AGRICULTURAL SCIENCE AND NATURAL RESOURCES	75,000.
UNIVERSITY OF HOUSTON - DOWNTOWN ONE MAIN ST., STE. 990-S HOUSTON, TX 77002-1001	NONE NOT PRIVATE FOUNDATION	CAPITAL SUPPORT TO DOUBLE THE SIZE OF THE W.I. DYKES LIBRARY	100,000.
WILLIAM MARSH RICE UNIVERSITY SCHOOL OF CONTINUING STUDIES P.O. BOX 1892 HOUSTON, TX 77251-1892	NONE NOT PRIVATE FOUNDATION	SCHOLARSHIP FUNDING FOR THE NONPROFIT CFO CERTIFICATION PROGRAM	50,000.

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

ATTACHMENT 20 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
WILLIAM MARSH RIVE UNIVERSITY PO BOX 1892 HOUSTON, TX 77002	NONE NOT PRIVATE FOUNDATION	MARY MARGARET MUT SCHOLARSHIP FUND	200.
THE WOMEN'S HOME 607 WESTHEIMER RD. HOUSTON, TX 77006-2915	NONE NOT PRIVATE FOUNDATION	GENERAL OPERATING SUPPORT	50,000.
THE WORKFAITH CONNECTION 1500 NORTH POST OAK ROD, STE. 150 HOUSTON, TX 77055	NONE NOT PRIVATE FOUNDATION	GENERAL OPERATING SUPPORT	65,000.
YES PREP PUBLIC SCHOOLS INC. 6201 BONHOMME, STE. 168-N HOUSTON, TX 77036	NONE	SUPPORT FOR AN AT-RISK TEAM AT YES PREP NORTH FOREST, YES PRES NORTHSIDE, AND YES PREP FIFTH WARD	164,000.
SAN JOSE CLINIC 2615 FANNIN ST. HOUSTON, TX 77002	NONE NOT PRIVATE FOUNDATION	GENERAL OPERATING SUPOORT	40,000.
FLOW-THRU FROM SENTINEL UNCORRELATED FUND	NONE NOT PRIVATE FOUNDATION	501(C)(3) PURPOSE	1.

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

ATTACHMENT 20 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FLOR-THRU FROM BA PVT EQUITY BLACKSTONE	NONE NOT PRIVATE FOUNDATION	501(C)(3) PURPOSE	9.
		TOTAL CONTRIBUTIONS PAID	3,121,620.

[illegible]RM 990PF - GENERAL EXPLANATION ATTACHMENT

ATTACHMENT 22

INTEREST IN FOREIGN FINANCIAL ACCOUNT
FORM 990PF, PART VII-A, QUESTION 16

ROCKWELL FUND, INC. HAS INVESTMENTS IN HEDGE FUNDS AND PRIVATE EQUITY VEHICLES THAT HAVE FOREIGN FINANCIAL ACCOUNTS. ROCKWELL FUND, INC. DOES NOT HAVE SIGNATURE AUTHORITY OR ANY CONTROL OVER THE ACCOUNTS. FORM 90-22.1 WAS FILED TO DISCLOSE THESE ACCOUNTS. ROCKWELL FUND, INC. DOES NOT HAVE ANY ACCOUNT DETAILS SUCH AS IN WHICH FOREIGN COUNTRIES THE ACCOUNTS ARE LOCATED.

ATTACHMENT 22

FEDERAL CAPITAL GAIN DIVIDENDS

ATTACHMENT 23

SHORT-TERM CAPITAL GAIN DIVIDENDS

INDIA FUND	1,100.	
TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS		1,100.

LONG-TERM CAPITAL GAIN DIVIDENDS

15% LONG-TERM CAPITAL GAIN DIVIDENDS		
FRANKLIN STREET PROPERTIES	86,040.	
INDIA FUND	40,480.	
TEMPLETON FRONTIER MARKETS	539.	
INTERNATIONAL GROWTH AND INCOME FUND	17,948.	
TEMPLETON GLOBAL BOND FUND	8,201.	
TOTAL 15% LONG-TERM CAPITAL GAIN DIVIDENDS		153,208.
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS		153,208.

FEDERAL CAPITAL GAINS FROM PARTNERSHPS

ATTACHMENT 24

SHORT-TERM CAPITAL GAINS FROM PARTNERSHIPS

BA PRIVATE EQUITY BAIN CAPITAL 2006	-214	
BA PRIVATE EQUITY BLACKSTONE CAPITAL 2006	510	
SENTINEL TECHNOLOGY FUND	34,298	
SENTINEL UNCORREDLATED FUND	19,372	
TOTAL SHORT-TERM CAPITAL GAINS FROM PARTNERSHIPS		53,966

LONG-TERM CAPITAL GAINS FROM PARTNERSHIPS

BA PRIVATE EQUITY BAIN CAPITAL 2006	13,061	
BA PRIVATE EQUITY BLACKSTONE CAPITAL 2006	955	
BOW RIVER CAPITAL FUND V, LP	-112,751	
NET FUND I, LTD.	134,744	
SENTINEL TECHNOLOGY FUND	320,573	
SENTINEL UNCORREDLATED FUND	42,929	
TOTAL SHORT-TERM CAPITAL GAINS FROM PARTNERSHIPS		399,511