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
2012
Open to Public Inspection

For calendar year 2012 or tax year beginning , 2012, and ending , 20

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

A Employer identification number 13-3318620

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

B Telephone number (see instructions) ( ) -

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

C If exemption application is pending, check here ▶ ☐

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 [X] 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)* ▶ $ 98,559,849.

J Accounting method [X] 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))*	**(a)** Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc , received (attach schedule)	16,500,000.			
2 Check ▶ ☐ if the foundation is **not** required to attach Sch B				
3 Interest on savings and temporary cash investments	3,107.	3,107.		
4 Dividends and interest from securities	872,447.	872,447.		ATCH 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	1,649,776.			
b Gross sales price for all assets on line 6a 16,055,596.				
7 Capital gain net income (from Part IV, line 2)		1,316,799.		
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) ATCH 2	-315,336.	-400,353.		
12 **Total.** Add lines 1 through 11	18,709,994.	1,792,000.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	0			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule) ATCH 3	17,826.			17,826.
b Accounting fees (attach schedule) ATCH 4	24,717.	6,179.		18,538.
c Other professional fees (attach schedule) *	50,000.			50,000.
17 Interest				
18 Taxes (attach schedule) (see instructions) ATCH 6	423,901.	23,901.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 7	69,342.	65.		69,277.
24 **Total operating and administrative expenses.** Add lines 13 through 23	585,786.	30,145.		155,641.
25 Contributions, gifts, grants paid	5,845,827.			5,845,827.
26 **Total expenses and disbursements** Add lines 24 and 25	6,431,613.	30,145.		6,001,468.
27 Subtract line 26 from line 12				
a **Excess of revenue over expenses and disbursements**	12,278,381.			
b **Net investment income** (if negative, enter -0-)		1,761,855.		
c **Adjusted net income** (if negative, enter -0-)				

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Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets			
1 Cash - non-interest-bearing	153,017.	2,098,220.	2,098,220.
2 Savings and temporary cash investments	3,082,503.	2,082,510.	2,082,510.
3 Accounts receivable ▶			
Less allowance for doubtful accounts ▶			
4 Pledges receivable ▶			
Less allowance for doubtful accounts ▶			
5 Grants receivable			
6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7 Other notes and loans receivable (attach schedule) ▶			
Less allowance for doubtful accounts ▶			
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges			
10 a Investments - U S and state government obligations (attach schedule)			
b Investments - corporate stock (attach schedule) ATCH 8	46,444,232.	66,067,765.	65,926,734.
c Investments - corporate bonds (attach schedule)			
11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶			
12 Investments - mortgage loans			
13 Investments - other (attach schedule)			
14 Land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶ ATCH 9)	39,667,492.	28,452,385.	28,452,385.
16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	89,347,244.	98,700,880.	98,559,849.
Liabilities			
17 Accounts payable and accrued expenses			
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, and other disqualified persons			
21 Mortgages and other notes payable (attach schedule)			
22 Other liabilities (describe ▶)			
23 **Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances			
Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24 Unrestricted			
25 Temporarily restricted			
26 Permanently restricted			
Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
27 Capital stock, trust principal, or current funds	12,188,889.	12,188,889.	
28 Paid-in or capital surplus, or land, bldg , and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds	77,158,355.	86,511,991.	
30 **Total net assets or fund balances** (see instructions)	89,347,244.	98,700,880.	
31 **Total liabilities and net assets/fund balances** (see instructions)	89,347,244.	98,700,880.	

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	89,347,244.
2 Enter amount from Part I, line 27a	2	12,278,381.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	101,625,625.
5 Decreases not included in line 2 (itemize) ▶ ATCH 10	5	2,924,745.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	98,700,880.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a SEE PART IV SCHEDULE			
b			
c			
d			
e			

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

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

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

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 } **2** 1,316,799.

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))
2011	12,035,307.	52,492,846.	0.229275
2010	8,767,743.	54,897,341.	0.159712
2009	4,488,174.	51,685,043.	0.086837
2008	6,607,036.	68,134,883.	0.096970
2007	9,531,176.	79,825,530.	0.119400

2	**Total** of line 1, column (d)	2	0.692194
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	0.138439
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	52,853,228.
5	Multiply line 4 by line 3	5	7,316,948.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	17,619.
7	Add lines 5 and 6	7	7,334,567.
8	Enter qualifying distributions from Part XII, line 4	8	9,982,953.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter _______________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b	1	17,619.
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	17,619.
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	17,619.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 212,252.		
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	212,252.
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	194,633.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 194,633. **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 Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CT,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (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 ▶ N/A			
14	The books are in care of ▶ ROYCE FAMILY FOUNDATION INC Telephone no ▶ 203-869-3541			
	Located at ▶ 8 SOUND SHORE DRIVE GREENWICH, CT ZIP+4 ▶ 06830			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

	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	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 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 2012)*	3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	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 [X]		
(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 [X]		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	Yes [ ] No [X]		
(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 [X]		
(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 [X]		
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?		5b	N/A
Organizations relying on a current notice regarding disaster assistance check here ▶ [ ]			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	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 [X]		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X (No)
If "Yes" to 6b, file Form 8870			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	Yes [ ] No [X]		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 11		0	0	0

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

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

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

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 THE MAINTENANCE OF PREMISES AT 20 MORTIMER DRIVE FOR THE USE OF THE CLERGY AS LODGING FREE OF CHARGE.	68,912.
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 LOANS MADE TO HUNTER MOUNTAIN FOUNDATION IN CONNECTION WITH CHARITABLE PURPOSE.	1,323,159.
2 TO RESTORE AND PRESERVE THE WEEKAPAUG INN AS A HISTORICAL SITE FOR THE BENEFIT AND EDUCATION OF THE GENERAL PUBLIC, GUESTS AND THE COMMUNITY.	2,036,458.
All other program-related investments See instructions	
3 LOANS MADE TO WESTERLY LAND TRUST FOUNDATION IN CONNECTION WITH CHARITABLE PURPOSE.	621,868.
Total. Add lines 1 through 3 ▶	3,981,485.

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	50,478,504.
b	Average of monthly cash balances	1b	3,179,595.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	53,658,099.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	53,658,099.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	804,871.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	52,853,228.
6	**Minimum investment return.** Enter 5% of line 5	6	2,642,661.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6			1	2,642,661.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	17,619.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	77.		
c	Add lines 2a and 2b			2c	17,696.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	2,624,965.
4	Recoveries of amounts treated as qualifying distributions			4	10,229,755.
5	Add lines 3 and 4			5	12,854,720.
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	12,854,720.

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	6,001,468.
b	Program-related investments - total from Part IX-B	1b	3,981,485.
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	9,982,953.
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	17,619.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	9,965,334.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7					12,854,720.
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only					
b Total for prior years 20 10 ,20 09 ,20 08					
3 Excess distributions carryover, if any, to 2012					
a From 2007	5,864,184.				
b From 2008	3,516,164.				
c From 2009	1,869,907.				
d From 2010	6,058,406.				
e From 2011	9,467,319.				
f Total of lines 3a through e		26,775,980.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 9,982,953.					
a Applied to 2011, but not more than line 2a					
b Applied to undistributed income of prior years (Election required - see instructions)					
c Treated as distributions out of corpus (Election required - see instructions)					
d Applied to 2012 distributable amount					9,982,953.
e Remaining amount distributed out of corpus					
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		2,871,767.			2,871,767.
6 Enter the net total of each column as indicated below:					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		23,904,213.			
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 2011 Subtract line 4a from line 2a Taxable amount - see instructions					
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		16,500,000.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)					
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a		7,404,213.			
10 Analysis of line 9					
a Excess from 2008					
b Excess from 2009					
c Excess from 2010					
d Excess from 2011	7,404,213.				
e Excess from 2012					

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 2012, 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			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

CHARLES M. ROYCE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

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

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

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

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

c Any submission deadlines

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

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*				
ATCH 12				
Total . . . . . . ▶ **3a**				5,845,827.
b *Approved for future payment*				
Total . . . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions.)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	3,107.	
4 Dividends and interest from securities			14	872,447.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory	900000	1,157.	18	1,648,619.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATCH 13		357.		-315,693.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		1,514.		2,208,480.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 2,209,994.

(See worksheet in line 13 instructions to verify calculations.)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Signature of officer or trustee | Date 11/15/13 | Title President

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
GEORGE TEIXEIRA		11/14/13		P00173894

Firm's name ▶ ANCHIN BLOCK & ANCHIN LLP — Firm's EIN ▶ 13-0436940

Firm's address ▶ 1375 BROADWAY NEW YORK, NY 10018-7001 — Phone no 212-840-3456

JSA
2E1493 1 000

5397AN 3846 A39714

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

2012

Name of the organization

ROYCE FAMILY FUND, INC.
C/O ROYCE & ASSOCIATES

Employer identification number

13-3318620

Organization type (check one)

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

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

General Rule

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

Special Rules

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

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

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

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

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

Employer identification number 13-3318620

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	CHARLES M. ROYCE 8 SOUND SHORE DRIVE GREENWICH, CT 06830	$ 9,686,330.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
2	CHARLES M. ROYCE 8 SOUND SHORE DRIVE GREENWICH, CT 06830	$ 6,813,670.	Person [X] Payroll [ ] Noncash [X] (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 ROYCE FAMILY FUND, INC.
C/O ROYCE & ASSOCIATES

Employer identification number 13-3318620

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	200,000 SHARES ROYCE FOCUS TRUST INC 50,000 SHARES ROYCE VALUE TRUST INC 3,000 SHARES MASTERCARD 20,000 SHARES SPDR GOLD TRUST ETF	$ 6,813,670.	VARIOUS

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

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

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

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

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

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

Employer identification number
13-3318620

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

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

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

ATTACHMENT 1

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST THRU PARTNERSHIPS	85,762.	85,762.
DIVIDENDS THRU PARTNERSHIPS	561,485.	561,485.
DIVIDENDS FROM SECURITIES	225,200.	225,200.
TOTAL	872,447.	872,447.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
LOSS ON INVESTMENT IN LTD. PARTNERSHIPS	-451,985.	-452,342.
INCOME DERIVED FROM PROGRAM RELATED ASSETS	7,989.	7,989.
NET RENTAL INCOME DERIVED FROM ASSETS DEVOTED TO CHARITABLE ACTIVITIES	44,000.	44,000.
RECOVERY OF PREVIOUS YEARS' QUALIFYING GRANT DISTRIBUTIONS	84,660.	
TOTALS	-315,336.	-400,353.

ATTACHMENT 3

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES IN CONNECTION WITH FOUNDATION MATTERS	17,826.			17,826.
TOTALS	17,826.			17,826.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING & TAX RETURN PREPARATION FEES	24,717.	6,179.		18,538.
TOTALS	24,717.	6,179.		18,538.

ATTACHMENT 5

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
CONSULTING FEES		50,000.	50,000.
	TOTALS	50,000.	50,000.

ATTACHMENT 6

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN WITHOLDING TAXES THROUGH PARTNERSHIPS	23,901.	23,901.
FEDERAL UNRELATED BUSINESS INCOME TAX	300,000.	
STATE OF CONNECTICUT UNRELATED BUSINESS INCOME TAX	100,000.	
TOTALS	423,901.	23,901.

ATTACHMENT 7

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
MAINTENANCE EXPENSES	68,912.		68,912.
BANK FEES	65.	65.	
CT STATE FILING FEES	365.		365.
TOTALS	69,342.	65.	69,277.

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE SCHEDULE 2 ATTACHED	66,067,765.	65,926,734.
TOTALS	66,067,765.	65,926,734.

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE SCHEDULE 2 ATTACHED	28,452,385.	28,452,385.
TOTALS	28,452,385.	28,452,385.

ATTACHMENT 10

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

DESCRIPTION	AMOUNT
NET UNREALIZED APPRECIATION ON PASS-THROUGH ENTITIES & OTHER BOOK/TAX ADJUSTMENTS	2,924,745.
TOTAL	2,924,745.

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

ATTACHMENT 11

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

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

ATTACHMENT 12

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SEE SCHEDULE 1 ATTACHED	NONE 501(C)(3)	TO AID THE DONEE ORGANIZATIONS IN CARRYING OUT THEIR EXEMPT PURPOSES	5,845,827
		TOTAL CONTRIBUTIONS PAID	5,845,827

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

ATTACHMENT 13

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
LOSS ON INVESTMENT IN LTD PARTNERSHIP	523000	357.	18	-452,342.	
INCOME DERIVED FROM PROGRAM RELATED ASSETS			18	7,989.	
NET RENTAL INCOME DERIVED FROM ASSETS DEVOTED TO CHARITABLE ACTIVITIES			16	44,000.	
RECOVERY OF PREVIOUS YEARS' QUALIFYING GRANT DISTRIBUTIONS			14	84,660.	
TOTALS		357.		-315,693.	

Royce Family Fund

EIN #13-3318620

Charitable Contributions

FYE 12/31/2012

Description	Amount
101 East 69th Street Conservancy	(2,000)
All Soul's Church	(1,000)
Alliance For Cancer Gene Therapy	(1,000)
Alliance Francaise	(1,000)
Alpha Latin America	(3,000)
Alzheimer's Community Care	(1,000)
American Cancer Society	(1,000)
American Red Cross	(1,000)
Artist's Cooperative Gallery of Westerly	(1,000)
ASPCA	(2,000)
At Home In Greenwich	(1,000)
AUDUBON	(3,500)
Avon THEATER FILM CENTER INC	(234,859)
Backcountry Jazz	(1,000)
Belle Isle Conservancy	(2,500)
BERKELEY DIVINITY SCHOOL AT YALE	(102,500)
Bethel Sounds Of Praise	(2,300)
BIG BROTHERS BIG SISTERS OF NEW YORK	(2,500)
Blythedale Children's Hospital	(1,000)
BOYS & GIRLS CLUB OF GREENWICH	(1,000)
Breast Cancer Alliance	(1,000)
Breezy Point Diasaster Relief Fund	(1,000)
BROWN UNIVERSITY	(57,500)
Bruce Museum	(816,679)
Calvary Church	(5,000)
Catherine Ferguson Academy	(2,500)
Catskill Mountain Foundation	(209,621)
Central Park Conservancy	(2,000)
Children's Day School	(1,000)
Children's Organ Transplant Association	(1,000)
Christ Church Greenwich	
Choate Rosemary Hall	(5,000)
Chorus Of Westerly	(1,500)
Christ Church Greenwich	(1,022,163)
Christian Union	(1,000)
COLUMBIA BUSINESS SCHOOL	(25,000)
Columbus CItizens Foundation, Inc.	(1,000)
Community 2000 Education Foundation	(1,000)

Royce Family Fund

EIN #13-3318620

Charitable Contributions

FYE 12/31/2012

Description	Amount
COMPASS ROSE SOCIETY	(8,000)
Connecticut Trust For Historic Preservation	(1,000)
CT Against Gun Violence	(1,000)
CTY - Charter Oak Scholarships	(2,500)
Cultural Alliance Of Fairfield County	(1,000)
Cure JM Foundation	(1,000)
DUKE DIVINITY SCHOOL FOR RECONCILIATION	(16,000)
DVRCSC	(1,000)
East Side House Settlement	(4,850)
Episcopal Charities Of The DIocese Of New York	(13,500)
EPISCOPAL CHURCH FOUNDATION	(1,000)
Episcopal Church Of St. John The Evangelist	(50,000)
Episcopal Diocese Of Washington	(5,000)
Eugene O'Neill Theater Center	(1,000)
Evergaldes Foundation	(8,500)
Fairfield County Community Foundation	(150,000)
Family ReEntry	(2,000)
FCCF-FWG	(1,000)
Film Society Of Lincoln Center	(10,000)
First Church Preschool	(6,475)
Flager Museum	(1,000)
Florida Coalition For Preservation	(1,000)
FOCUS	(1,000)
French Heritage Society	(4,500)
Friends Of Nathaniel Witherell, Inc.	(1,000)
Friends Of The Archbishop Of Canterbury's Anglican Communion Fund	(2,500)
Friends Of The Orpheum	(30,000)
GADC (GREENWICH ADULT DAY CARE)	(2,000)
Garden Conservancy	(11,000)
Greene County Council On The Arts	(2,000)
Greenwich Academy Annual Giving	(1,000)
GREENWICH ALLIANCE FOR EDUCATION, INC	(1,000)
Greenwich Arts Council	(2,000)
Greenwich Clean & Green	(1,000)
Greenwich Historical Society	(159,700)
GREENWICH HOSPITAL	(25,000)
GREENWICH LAND TRUST	(1,000)
Greenwich Leadership Forum	(20,000)
Greenwich Library	(2,000)
Greenwich Music Festival	(10,000)

Royce Family Fund

EIN #13-3318620

Charitable Contributions

FYE 12/31/2012

Description	Amount
Greenwich Tree Conservancy	(1,000)
Greenwich United Way	(11,000)
Greenwich Youth Conservation Project	(1,000)
GSO Benefit	(1,000)
Haines Free Fall Library	(166,000)
Hartford Hospital	(5,000)
Herreshoff Marine Museum	(1,000)
Hill House	(1,000)
Hospice Foundation Of Palm Beach County	(2,000)
JWV Community Scholarships, Inc.	(2,000)
Kids In Crisis	(1,000)
Lake Erie College	(212,500)
League Of Women Voters	(1,000)
Leukemia & Lymphoma Society	(1,000)
Lincoln Center For Performing Arts, Inc.	(10,300)
LITERACY VOLUNTEERS	(1,000)
LITERACY VOLUNTEERS - Stamford/Greenwich, Inc.	(2,500)
LITERACY VOLUNTEERS OF WASHINGTON COUNTY	(6,000)
Mark Covington/Georgia Street Community Garden	(5,000)
Matthew Gaffney Foundation	(1,000)
Memorial Sloan -Kettering Cancer Center	(3,000)
Mill RIver Collaborative	(59,500)
Misquamicut Business Association, Inc.	(1,000)
MOBIA	(1,000)
Mockingbird Ministries	(1,000)
Morphoses LTD	(1,000)
Mount Sinai Mdical Center	(25,000)
Multiple Myeloma Research Foundation	(1,000)
Museum Of Mathematics	(2,500)
Museum Of Biblical Art	(2,500)
Museum Of The City Of New York	(9,600)
Museum Of The Moving IMage	(1,000)
Mystic & Noank Library	(2,500)
Mystic Seaport	(1,000)
National Multiple Sclerosis Society	(1,000)
National Trust For Historic Preservation	(50,000)
NCCRA	(1,000)
NEDA	(1,000)
Neighbor To Neighbor	(5,000)
New Covenant House Of Hospitality	(1,000)

Royce Family Fund

EIN #13-3318620

Charitable Contributions

FYE 12/31/2012

Description	Amount
New England Science & Sailing Foundation	(33,000)
NEW YORK BOTANICAL GARDEN	(182,000)
New York City Ballet	(6,500)
New York Downtown Hospital	(2,000)
New York Historical Society	(200,000)
New York Philharmonic	(10,825)
New York Public Radio	(1,000)
NORWALK COMM COLLEGE FOUNDATION	(1,000)
Norwalk Hospital	(1,000)
Ocean Community YMCA	(120,500)
Onteora Historic Preservation Trust, Inc.	(5,000)
Open Dooors Open Hearts, Inc.	(2,500)
Palm Beach Island Cats, Inc.	(1,000)
Palm Beach Theater Guild	(2,000)
Park Avenue Armory	(6,000)
Peggy Adams Animal Rescue League	(1,000)
Pine Point School	(102,000)
Planned Parenthood Of So. New England, Inc.	(2,500)
Prattsville Community Church	(25,000)
Preservation Detroit	(5,000)
PRESERVE RHODE ISLAND	(1,000)
Project Heal	(2,500)
RAILS TO TRAILS	(1,000)
RCTI	(1,000)
REACH Prep	(1,000)
Recovery Yoga	(1,000)
Red Ribbon Foundation	(1,000)
Reeves-Reed Arboretum	(1,000)
Robin Hood	(1,000)
Salt Marsh Opera	(10,000)
Save The Bay	(1,000)
Save The Children	(1,000)
Sea Research Foundation	(26,500)
Silver Hill Hospital	(1,000)
SIR JOHN SOANE'S MUSEUM FOUNDATION	(2,500)
Soup Kitchen Inc	(1,000)
St Paul's College	(250,000)
St Paul's Theological Centre	(65,000)
St. Paul's Episcopal Church	(2,500)
St. Paul's Theological Centre	(30,000)

Royce Family Fund

EIN #13-3318620

Charitable Contributions

FYE 12/31/2012

Description	Amount
Stamford Center For The Arts	(2,000)
STAMFORD DOWNTOWN SPECIAL SERVICES DISTRICT	(15,000)
STANWICH CONGREGATIONAL CHURCH	(1,000)
STONINGTON HISTORICAL SOCIETY	(1,000)
SYDA FOUNDATION	(26,000)
The Alliance Francaise Of Greenwich	(1,000)
The Banksville Community House, Inc.	(1,000)
The Boy's Club Of New York	(2,000)
The Breast Cancer Research Foundation	(2,000)
The Bridgeport Rescue Mission	(2,000)
The Carnegie Hall Society	(1,500)
The Church Of Bethesda-by-the-Sea	(5,000)
THE COLONIAL THEATRE	(5,000)
The Episcopal Church	(50,000)
The Frick Collection	(58,750)
The Gala For Greenwich Hospital	(1,000)
THE GARDEN CONSERVANCY	(15,000)
The Greenwich Country Day School	(1,000)
The Greenwich Land Trust	(2,000)
The Greenwich Riding And Trails Association	(1,500)
The Greenwich Tree Conservancy	(1,000)
The Heidelberg Project	(5,000)
THE HOLE IN THE WALL	(2,725)
The Hole In The Wall Gang Camp	(5,000)
THE HORTICULTURAL SOCIETY OF NEW YORK	(4,350)
The Inner City Foundation For Charity & Education	(1,000)
The Jimmy Fund	(1,000)
THE MARITIME AQUARIUM	(1,000)
THE METROPOLITAN MUSEUM OF ART	(4,500)
The Mount Sinai Medical Center	(30,000)
The Mountain Top Historical Society	(1,000)
The Museum Of Modern Art	(1,200)
The Nature Conservancy Of Rhode Island	(1,000)
The New York Botanical Garden	(64,310)
The New York Landmarks Conservancy	(2,600)
The New York Pops	(1,000)
The New York Public Library	(2,000)
The NYSPCC	(1,000)
The Preservation Foundation Of Palm Beach	(13,200)
The Preservation Society Of New Port County	(12,500)

Royce Family Fund

EIN #13-3318620

Charitable Contributions

FYE 12/31/2012

Description	Amount
The RHode Island Foundation	(2,500)
The Rotary Club Of Westerly	(1,800)
The Royal Oak Foundation	(3,600)
The Society Of MSKCC	(10,720)
The Society Of The Four Arts	(11,200)
The Stanwich School Scholarship Fund	(2,500)
The Stonington Histrical Society	(1,000)
THE TRINITY FORUM	(1,000)
The WARM Center	(25,000)
The Weekapaug Chapel Society	(1,000)
THE WEEKAPAUG FOUNDATION FOR CONSERVATION	(2,500)
The Westerly Senior Citizens Center	(1,000)
Trail Blazers	(1,000)
Trickle Up	(1,000)
Trinity Church Greenwich	(125,000)
TRINITY EPISCOPAL SCHOOL FOR MINISTRY	(32,500)
US Squash NAO-HGO Scholarship Fund	(5,000)
Wallingford Historic Preservation Trust	(50,000)
Warm's Center	(1,000)
WATCH HILL CONSERVANCY	(100,000)
Watch Hill Enhancement Foundation	(100,000)
WATCH HILL LIGHTHOUSE KEEPER Association	(1,000)
Watch Hill Lighthouse Keepers Association	(1,000)
Westerly Education Endowment Fund	(1,000)
Westerly Land Trust	(37,000)
Westerly Library	(2,000)
Westport County Playhouse	(2,500)
WOMEN OF VISION/WORLD VISION	(1,000)
World Childhood Foundation	(1,000)
Wounded Warrior Project	(1,000)
YoungLife	(2,500)
YWCA Greenwich	(170,000)
TOTAL CHARITABLE CONTRIBUTIONS	**(5,845,827)**

ROYCE FAMILY FUND, INC.
EIN # 13-3318620
FYE 12/31/2012
SCHEDULE 2 FORM 990-PF , PART II.

	BOOK VALUE	FM VALUE
Limited Partnerships:		
Trident Advantage group	32,984 00	32,984 00
Trident Advantage Gr Volatility	635,990 00	635,990 00
Karnak Partners	2,722,842 00	2,722,842 00
PERSHING Square	3,719,727 00	3,719,727 00
Royce Partners Fund	2,377,393 00	2,377,393 00
UEMCO Partnership	92 00	-
Royce Discovery Fund	1,752,455 00	1,752,455 00
Goldman sachs RICF #002-32627-0	599,555 60	70,243 00
Royce Family Investments LLC	33,841,660 00	33,841,660 00
Marblegate Special Opportunities Fund	900,000 00	993,643 00
	46,582,698 60	46,146,937 00
	-	
Mutual Funds		
Columbia Acom Fund - Z	894 98	1,504 35
Royce funds		
Royce Select Fund I	4,295,807 03	3,840,570 18
Royce Pennsylvania Mutual Fund	1,069,331 32	1,151,989 98
Royce PremierFund	1,049,137 64	1,220,598 99
Royce Financial Services Fund	854,182 01	806,111 41
Royce Special Equity Fund	884,494 50	930,848 79
	8,152,952 50	7,950,119 35
International Fine Foods	276,200 00	-
T Rowe price -Prime Reserve	1,064 39	1,064 39
US Global Investors- Gold Shares Fund	201,947 15	68,775 13
Vanguard Prime Money Market Fund	30,870 84	30,870 84
Total Mutual Funds	8,663,929 86	8,052,334 06
Goldman sachs #002-08352-5		
Ishares Comex Gold Trust	424,900 00	813,960 00
Ishares Silver Trust	419,085 91	881,100 00
Royce Focus Trust Inc	1,348,000 00	1,320,000 00
Royce value Trust Inc	653,555 00	671,000 00
Mastrercard Inc	1,369,215 00	1,473,840 00
SPDR Gold Trust	3,442,900 00	3,240,408 00
Schwab One account		
Dreyfus Emerging Markets	735,240 11	877,133 51
First Eagle global Fd	1,320,899 37	1,479,898 20
Third Avenue Intl Value	1,107,341 55	970,122 94
Total Investment Accounts	66,067,765 40	65,926,733 71
	-	
INVESTMENTS (PT II, LINE 10b)	**66,067,765.40**	**65,926,733.71**
Program Related Investments		
Property:		
15 Sherwood - Trinity Church	1,300,000 00	1,300,000 00
Avon Theatre LLC	1,650,000 00	1,650,000 00
Weekapaug Inn and Cottages, LLC	-	-
Notes Receivable		
Westerly Note- Westerly Land Trust Foundation	8,937,985 77	8,937,985 77
Catskill Mountain Foundation	314,973 00	314,973 00
Hunter Mountain Foundation	14,678,374 22	14,678,374 22
Trinity Church Property LLC	350,000 00	350,000 00
	27,231,332.99	**27,231,332.99**
Other Assets		
20 Mortimer Drive	1,221,051 72	1,221,051 72
OTHER ASSETS (PT II, LINE 15)	**28,452,384.71**	**28,452,384.71**

ROYCE FAMILY FUND, INC.
EIN: 13-3318620
Tax Period Ending December 31, 2012

Election to Satisfy Distribution Requirements Under
IRC Sections 170(b)(1)(F)(ii)

Pursuant to Reg. 53.4942(a)-3(c)(2)(iv), the above referenced foundation hereby elects to treat, as a current distribution out of corpus, the following unused prior tax years' distributions that were treated as corpus distribution under Reg. 53.492(a)-3(d)(1)(iii) in such prior tax years:

Tax year	Amount
12/31/2007	**$ 2,992,417**
12/31/2008	**$ 3,516,164**
12/31/2009	**$ 1,869,907**
12/31/2010	**$ 6,058,406**
12/31/2011	**$ 2,063,106**
TOTAL	**$16,500,000**

Signature ______ Date ______

Charles M. Royce
Name

President
Title

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					-891,495.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					2,079,501.	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					489,597.	
		DISPOSAL OF ROYCE ADVANTAGE FUND LLC PROPERTY TYPE: OTHER				P	VAR	VAR
5,376,993.		5,737,797.					-360,804.	
TOTAL GAIN(LOSS)							1,316,799.	

Form **8868** (Rev January 2013)

Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

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

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only . . . . ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions ROYCE FAMILY FUND, INC. C/O ROYCE & ASSOCIATES	Employer identification number (EIN) or 13-3318620
	Number, street, and room or suite no If a P O box, see instructions 8 SOUND SHORE DRIVE	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions GREENWICH, CT 06830	

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

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720- (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ ROYCE FAMILY FOUNDATION INC

Telephone No ▶ 203 869-3541 FAX No. ▶

- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box . . . . . . ▶ [ ] . If it is for part of the group, check this box . . . . ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15 , 20 13 , to file the exempt organization return for the organization named above The extension is for the organization's return for:

▶ [X] calendar year 20 12 or

▶ [ ] tax year beginning ______, 20 ___, and ending ______, 20 ___.

2 If the tax year entered in line 1 is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions.	**3a**	$ 24,774.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	**3b**	$ 212,252.
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	**3c**	$

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

For Privacy Act and Paperwork Reduction Act Notice, see Instructions. Form **8868** (Rev 1-2013)

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

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

• If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1)

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions ROYCE FAMILY FUND, INC. C/O ROYCE & ASSOCIATES	Employer identification number (EIN) or 13-3318620
File by the due date for filing your return See instructions	Number, street, and room or suite no If a P O box, see instructions 8 SOUND SHORE DRIVE	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions GREENWICH, CT 06830	

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

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

• The books are in the care of ▶ ROYCE FAMILY FOUNDATION INC

Telephone No ▶ 203 869-3541 FAX No ▶

• If the organization does not have an office or place of business in the United States, check this box . . . . ▶ [ ]

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ________ If this is for the whole group, check this box . . . . . . ▶ [ ] If it is for part of the group, check this box . . . . ▶ [ ] and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until 11/15 , 20 13

5 For calendar year 2012 , or other tax year beginning ________ , 20 ____ , and ending ________ , 20 ____

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension ALL THE INFORMATION REQUIRED TO FILE A COMPLETE AND ACCURATE RETURN IS NOT YET AVAILABLE.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions.	8a	$ 24,774.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 212,252.
c	**Balance Due.** Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ Title ▶ Date ▶