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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.

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation ROSE FAMILY FOUNDATION		A Employer identification number 13-4016964
Number and street (or P O box number if mail is not delivered to street address) 250 AMBASSADOR DRIVE	Room/suite	B Telephone number 585-732-3937
City or town, state, and ZIP code ROCHESTER, NY 14610		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 4,913,081.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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).)		(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				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		86,243.	86,243.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		769,608.			
b Gross sales price for all assets on line 6a		5,242,456.			
7 Capital gain net income (from Part IV, line 2)			769,608.		
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)					
11 Other income		1,790.	0.		STATEMENT 2
12 Total. Add lines 1 through 11		857,641.	855,851.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees		5,965.	0.		5,965.
c Other professional fees		26,769.	26,769.		0.
17 Interest					
18 Taxes		14,193.	1,903.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses		500.	120.		380.
24 Total operating and administrative expenses. Add lines 13 through 23		47,427.	28,792.		6,345.
25 Contributions, gifts, grants paid		240,000.			240,000.
26 Total expenses and disbursements. Add lines 24 and 25		287,427.	28,792.		246,345.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		570,214.			
b Net investment income (if negative, enter -0-)			827,059.		
c Adjusted net income (if negative, enter -0-)				N/A	

10

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash - non-interest-bearing				
	2 Savings and temporary cash investments	170,606.	637,574.	637,574.	
	3 Accounts receivable ▶				
	Less: allowance for doubtful accounts ▶				
	4 Pledges receivable ▶				
	Less: allowance for doubtful accounts ▶				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons				
	7 Other notes and loans receivable ▶				
	Less: allowance for doubtful accounts ▶				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U.S. and state government obligations				
	b Investments - corporate stock STMT 7	3,077,315.	3,312,565.	3,380,685.	
	c Investments - corporate bonds STMT 8	1,019,549.	614,701.	625,774.	
Liabilities	11 Investments - land, buildings, and equipment: basis ▶				
	Less: accumulated depreciation ▶				
	12 Investments - mortgage loans				
	13 Investments - other STMT 9	0.	250,712.	269,048.	
	14 Land, buildings, and equipment: basis ▶				
	Less: accumulated depreciation ▶				
	15 Other assets (describe ▶)				
	16 Total assets (to be completed by all filers)	4,267,470.	4,815,552.	4,913,081.	
	17 Accounts payable and accrued expenses	22,132.			
	18 Grants payable				
Net Assets or Fund Balances	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ▶)				
	23 Total liabilities (add lines 17 through 22)	22,132.	0.		
Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>	and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>	and complete lines 27 through 31.			
		27 Capital stock, trust principal, or current funds	0.	0.	
		28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
		29 Retained earnings, accumulated income, endowment, or other funds	4,245,338.	4,815,552.	
30 Total net assets or fund balances	4,245,338.	4,815,552.			
31 Total liabilities and net assets/fund balances	4,267,470.	4,815,552.			

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	4,245,338.
2 Enter amount from Part I, line 27a	2	570,214.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	4,815,552.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,815,552.

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 ATTACHED SHEET	P	VARIOUS	VARIOUS
b SEE ATTACHED SHEET	P	VARIOUS	VARIOUS
c SEE ATTACHED SHEET	P	VARIOUS	VARIOUS
d SEE ATTACHED SHEET	P	VARIOUS	VARIOUS
e CAPITAL GAINS DIVIDENDS			

(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 532,764.		514,460.	18,304.
b 1,278,984.		1,147,767.	131,217.
c 245,912.		241,623.	4,289.
d 3,184,247.		2,568,998.	615,249.
e 549.			549.

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			18,304.
b			131,217.
c			4,289.
d			615,249.
e			549.

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	769,608.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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	180,535.	4,596,313.	.039278
2010	182,862.	4,241,719.	.043110
2009	253,864.	3,892,876.	.065212
2008	32,990.	4,375,987.	.007539
2007	164,510.	4,508,251.	.036491

2 Total of line 1, column (d)	2	.191630
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	.038326
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	4,769,438.
5 Multiply line 4 by line 3	5	182,793.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	8,271.
7 Add lines 5 and 6	7	191,064.
8 Enter qualifying distributions from Part XII, line 4	8	246,345.

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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	8,271.
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	0.
3 Add lines 1 and 2		3	8,271.
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	8,271.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	6,590.	
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	6,590.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	1,681.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
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.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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?	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.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>NY, DE</u>		
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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address N/A				
14	The books are in care of TRILLIUM ASSET MANAGMENT Telephone no. 617-532-6658			
Located at 711 ATLANTIC AVE, 4TH FLOOR, BOSTON, MA ZIP+4 02111-2809				
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	N/A	
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	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country				X

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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A	1b	
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? N/A	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) N/A	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) N/A	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 2012?	4b	X

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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)?

☐ 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)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

6b

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

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?

N/A

7b

X

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.

(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
SEE STATEMENT 10		0.	0.	0.

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

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

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

0

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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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	4,415,162.
b Average of monthly cash balances	1b	426,907.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	4,842,069.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	4,842,069.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	72,631.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,769,438.
6 Minimum investment return. Enter 5% of line 5	6	238,472.

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	238,472.
2a Tax on investment income for 2012 from Part VI, line 5	2a	8,271.	
b Income tax for 2012. (This does not include the tax from Part VI.)	2b		
c Add lines 2a and 2b	2c	8,271.	
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	230,201.	
4 Recoveries of amounts treated as qualifying distributions	4	0.	
5 Add lines 3 and 4	5	230,201.	
6 Deduction from distributable amount (see instructions)	6	0.	
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	230,201.	

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	246,345.
b Program-related investments - total from Part IX-B	1b	0.
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	246,345.
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	5	8,271.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	238,074.

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				230,201.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			223,239.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 246,345.				
a Applied to 2011, but not more than line 2a			223,239.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				23,106.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				207,095.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income**

[illegible]Form **990-PF** (2012)

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				
CROTON WATERSHED CLEAN WATER COALITION 9 OLD CORNER ROAD BEDFORD HILLS, NY 10506	NONE	PUBLIC CHARITY	GENERAL SUPPORT	20,000.
RANDALL'S ISLAND SPORTS FOUNDATION 24 WEST 61ST, 4TH FLOOR NEW YORK, NY 10023	NONE	PUBLIC CHARITY	GENERAL SUPPORT	75,000.
THE HUICHOL CENTER FOR CULTURAL SURVIVAL & TRADITIONAL ARTS 356 CALLE LOMA NORTE SANTE FE, NM 87501	NONE	PUBLIC CHARITY	GENERAL SUPPORT	70,000.
BUZZARDS BAY COALITION 114 FRONT STREET NEW BEDFORD, MA 02740	NONE	PUBLIC CHARITY	GENERAL SUPPORT	25,000.
FRIENDS OF THE GARDEN AERIAL HIGH FALLS ROCHESTER, NY 14608	NONE	PUBLIC CHARITY	GENERAL SUPPORT	50,000.
Total			3a	240,000.
b Approved for future payment				
NONE				
Total			3b	0.

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		X
	(2) Other assets		X
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization		X
	(2) Purchases of assets from a noncharitable exempt organization		X
	(3) Rental of facilities, equipment, or other assets		X
	(4) Reimbursement arrangements		X
	(5) Loans or loan guarantees		X
	(6) Performance of services or membership or fundraising solicitations		X
	(7) Sharing of facilities, equipment, mailing lists, other assets, or paid employees		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.		


[illegible]

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
N/A		

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.

Sign Here  **13/2/13** **PRESIDENT**

Signature of officer or trustee Date Title

May the IRS discuss this return with the preparer shown below (see instr. 7)? ☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature 	Date	Check <input type="checkbox"/> if self-employed	PTIN
	EILEEN C. SEMMLER		02/13/13		P01239376
	Firm's name ▶ BONADIO & CO., LLP			Firm's EIN ▶ 16-1131146	
	Firm's address ▶ 171 SULLY'S TRAIL, SUITE 201 PITTSFORD, NY 14534			Phone no. (585) 381-1000	

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BROWN BROTHER HARRIMAN	62,775.	11.	62,764.
TRILLIUM ASSET MANAGEMENT	24,017.	538.	23,479.
TOTAL TO FM 990-PF, PART I, LN 4	86,792.	549.	86,243.

FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
2011 OVERPAYMENT APPLIED	1,790.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,790.	0.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	5,965.	0.		5,965.
TO FORM 990-PF, PG 1, LN 16B	5,965.	0.		5,965.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	26,769.	26,769.		0.
TO FORM 990-PF, PG 1, LN 16C	26,769.	26,769.		0.

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ESTIMATED TAX PAID	6,590.	0.		0.	
FEDERAL TAX PAID WITH EXTENSION	5,700.	0.		0.	
FORIEGN TAX PAID	1,903.	1,903.		0.	
TO FORM 990-PF, PG 1, LN 18	14,193.	1,903.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
NYS FILING FEE	250.	0.		250.	
NYS LAW JOURNAL	130.	0.		130.	
AGENT FEES	120.	120.		0.	
TO FORM 990-PF, PG 1, LN 23	500.	120.		380.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
CORPORATE STOCK	3,312,565.	3,380,685.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,312,565.	3,380,685.		

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
CORPORATE BONDS	614,701.	625,774.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	614,701.	625,774.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INTERNATIONAL FUNDS	COST	250,712.	269,048.
TOTAL TO FORM 990-PF, PART II, LINE 13		250,712.	269,048.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	10
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
DAVID H ROSE 250 AMBASSADOR DRIVE ROCHESTER, NY 14610	PRESIDENT 0.50	0.	0.	0.
ANN R PODLIPNY 98 BIRCH ROAD CHESTER, NH 03036-4001	VICE PRESIDENT 0.20	0.	0.	0.
SIMON M ROSE 1654 TIGERTAIL AVENUE MIAMI, FL 33133-2543	SECRETARY 0.20	0.	0.	0.
JAMES A ROSE 300 MARKS LANE CHAPEL HILL, NC 27516	TREASURER 0.20	0.	0.	0.
MARIAN H ROSE 9 OLD CORNER ROAD BEDFORD, NY 10506	DIRECTOR 0.20	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

Trillium Asset Management, LLC
PORTFOLIO APPRAISAL
Rose Family Foundation

110686

December 31, 2012

Quantity	Security	Ticker	Purchase Date	Unit Cost	Total Cost	Current Price	Market Value	Pct. Assets	Unrealized Gain/Loss	Annual Income	Cur. Yield
Cash and Equivalents											
	Schwab Advisor Prem Cash Resrv				637,574.06		637,574.06	13.0		63.76	0.0
Corporate Bonds											
125,000	Morgan Stanley 3.800% Due 04-29-16		09-06-12	100.93	126,158.75	104.79	130,985.63	2.7	4,826.88	4,750.00	3.6
125,000	Safeway Inc 6.350% Due 08-15-17		09-06-12	111.58	139,473.75	113.63	142,043.63	2.9	2,569.88	7,937.50	5.6
	Accrued Interest						3,816.67	0.1			
					265,632.50		276,845.92	5.6	7,396.75	12,687.50	4.6
Bond Funds											
8,892.353	Community Reinvestment Act Qif Instl Shs	cranx	09-06-12	11.25	100,000.00	11.15	99,149.74	2.0	-850.26	2,810.03	2.8
878.000	iShares Barclays Agency Bond Fund	agz	09-06-12	113.64	99,773.79	113.30	99,473.01	2.0	-300.78	1,195.29	1.2
1,238.000	iShares Tr Index Barclays TIPS	tip	09-06-12	120.59	149,294.53	121.41	150,305.58	3.1	1,011.05	3,334.07	2.2
					349,068.32		348,928.33	7.1	-139.99	7,339.38	2.1
Common Stock											
Materials											
1,488	Minerals Technologies Inc	mtx	09-13-12	36.71	54,621.76	39.92	59,400.96	1.2	4,779.20	297.60	0.5
4,114	Sims Metal Management Ltd Spons Adr	sms	09-13-12	10.61	43,631.15	9.86	40,564.04	0.8	-3,067.11	636.58	1.6
					98,252.91		99,965.00	2.0	1,712.09	934.18	0.9
Industrial Goods											
5,167	ABB Ltd Spd ADR	abb	09-13-12	19.50	100,763.92	20.79	107,421.93	2.2	6,658.01	3,579.98	3.3
461	Cummins Inc	cmi	09-13-12	100.14	46,165.19	108.35	49,949.35	1.0	3,784.16	922.00	1.8
1,808	Donaldson Inc	dci	09-13-12	36.63	66,218.96	32.84	59,374.72	1.2	-6,844.24	723.20	1.2
1,011	Kansas City Southern	ksu	09-13-12	81.59	82,483.07	83.48	84,398.28	1.7	1,915.21	869.46	1.0
776	Middleby Corp	midd	09-13-12	116.96	90,762.15	128.21	99,490.96	2.0	8,728.81	0.00	0.0
448	Rockwell Automation Inc Com	rok	12-20-12	82.97	37,171.91	83.99	37,627.52	0.8	455.61	842.24	2.2
1,210	United Parcel Service, Inc	ups	09-13-12	74.83	90,538.54	73.73	89,213.30	1.8	-1,325.24	2,758.80	3.1
409	Valmont Industries, Inc	vmi	09-13-12	132.71	54,279.16	136.55	55,848.95	1.1	1,569.79	368.10	0.7
164	Valmont Industries, Inc	vmi	12-20-12	137.43	22,538.58	136.55	22,394.20	0.5	-144.38	147.60	0.7

Trillium Asset Management, LLC
PORTFOLIO APPRAISAL
Rose Family Foundation
110686
December 31, 2012

Quantity	Security	Ticker	Purchase Date	Unit Cost	Total Cost	Current Price	Market Value	Pct. Assets	Unrealized Gain/Loss	Annual Income	Cur. Yield
624	Westinghouse Air Brake Technologies Corporation	wab	09-13-12	82.06	51,205.21	87.54	54,624.96	1.1	3,419.75	124.80	0.2
Consumer Discretionary											
1,588	Discovery Communications Inc	disca	09-13-12	58.00	92,103.37	63.48	100,806.24	2.1	8,702.87	0.00	0.0
2,193	Johnson Controls, Inc	jci	09-13-12	28.83	63,223.66	30.67	67,259.31	1.4	4,035.65	1,666.68	2.5
1,907	Starbucks Corp	sbux	09-13-12	51.81	98,805.64	53.63	102,272.41	2.1	3,466.77	1,601.88	1.6
857	Starwood Hotels & Resorts Worldwide, Inc	hot	09-13-12	59.73	51,191.63	57.36	49,157.52	1.0	-2,034.11	1,071.25	2.2
616	Tesla Mtrs Inc Com	tsla	09-13-12	29.37	18,094.71	33.87	20,863.92	0.4	2,769.21	0.00	0.0
					323,419.02		340,359.40	6.9	16,940.38	4,339.81	1.3
Consumer Staples											
769	Church & Dwight Co., Inc	chd	09-13-12	54.17	41,659.42	53.57	41,195.33	0.8	-464.09	738.24	1.8
760	Green Mountain Coffee Roasters Inc	gmcr	09-13-12	31.55	23,975.46	41.34	31,418.40	0.6	7,442.94	0.00	0.0
1,639	Unilever N V N Y Shs New	un	12-20-12	38.77	63,549.60	38.30	62,773.70	1.3	-775.90	2,159.05	3.4
765	United Nat Foods Inc Com	unfi	09-13-12	58.73	44,929.75	53.59	40,996.35	0.8	-3,933.40	0.00	0.0
827	Whole Foods Market, Inc	wfm	09-13-12	97.95	81,003.03	91.16	75,389.32	1.5	-5,613.71	661.60	0.9
					255,117.26		251,773.10	5.1	-3,344.16	3,558.89	1.4
Health Care											
1,140	Baxter International Inc	bax	12-15-67	47.93	54,640.20	66.66	75,992.40	1.5	21,352.20	2,052.00	2.7
844	Cerner Corporation	cern	09-13-12	73.54	62,068.17	77.51	65,418.44	1.3	3,350.27	0.00	0.0
1,802	Fresenius Medical Care AG & Co ADR	fms	09-13-12	37.08	66,824.38	34.30	61,808.60	1.3	-5,015.78	564.79	0.9
1,711	GlaxoSmithKline plc (ADR)	gsk	09-13-12	46.69	79,885.47	43.47	74,377.17	1.5	-5,508.30	3,968.42	5.3
3,451	Hologic Inc Com	holx	09-13-12	20.30	70,051.84	20.01	69,054.86	1.4	-996.98	0.00	0.0
1,134	Novartis A G SPD ADR	nvs	12-15-67	52.24	59,242.15	63.30	71,782.20	1.5	12,540.05	2,388.57	3.3
					392,712.21		418,433.67	8.5	25,721.45	8,973.79	2.1
Financial Services											
4,517	Banco Bradesco S A Sp ADR PFD	bbd	09-13-12	17.52	79,147.39	17.37	78,460.29	1.6	-687.10	1,980.40	2.5

Trillium Asset Management, LLC
PORTFOLIO APPRAISAL
Rose Family Foundation
110686

December 31, 2012

Quantity	Security	Ticker	Purchase Date	Unit Cost	Total Cost	Current Price	Market Value	Pct. Assets	Unrealized Gain/Loss	Annual Income	Cur. Yield
4,310	CBRE Group Inc	cbg	09-13-12	19 45	83,831 31	19 90	85,769 00	1 7	1,937 69	0 00	0 0
1,727	Forest City Enterprises Inc Cl A	fce a	09-13-12	16 22	28,004 67	16 15	27,891 05	0 6	-113 62	0 00	0 0
2,411	Hartford Finl Svcs Group Inc	hig	09-13-12	19 83	47,813 86	22 44	54,102 84	1 1	6,288 98	964 40	1 8
1,308	HDFC Bank Ltd Adr Reps 3 Shs	hdb	09-13-12	36 36	47,559 46	40 72	53,261 76	1 1	5,702 30	279 61	0 5
1,035	HSBC Holdings plc (ADR)	hbc	09-13-12	46 58	48,210 57	53 07	54,927 45	1 1	6,716 88	2,121 75	3 9
2,112	Prologis, Inc	pld	09-13-12	36 96	78,069 94	36 49	77,066 88	1 6	-1,003 06	2,365 44	3 1
841	Royal Bk Cda Montreal Que Com	ry	09-13-12	57 45	48,316 12	60 30	50,712 30	1 0	2,396 18	2,034 55	4 0
1,268	SVB Finl Group	svb	09-13-12	60 90	77,220 17	55 97	70,969 96	1 4	-6,250 21	0 00	0 0
					538,173 49		553,161 53	11 3	14,988 04	9,746 15	1 8
Technology											
1,017	Adobe Systems Inc	adbe	09-13-12	32 92	33,479 67	37 68	38,320 56	0 8	4,840 89	0 00	0 0
194	Apple Inc	aapl	09-13-12	683 91	132,678 95	532 17	103,241 54	2 1	-29,437 41	2,056 40	2 0
55	Apple Inc	aapl	12-20-12	523 15	28,773 08	532 17	29,269 51	0 6	496 43	583 00	2 0
4,980	Applied Materials, Inc	amat	09-13-12	11 85	59,012 26	11 44	56,971 20	1 2	-2,041 06	1,792 80	3 1
3,349	Cisco Systems, Inc	cscs	09-13-12	19 46	65,186 90	19 65	65,805 84	1 3	618 94	1,875 44	2 8
1,432	Cisco Systems, Inc	cscs	12-20-12	20 26	29,015 16	19 65	28,137 94	0 6	-877 22	801 92	2 8
1,297	Cree Inc Com	cree	09-13-12	28 07	36,405 37	33 98	44,072 06	0 9	7,666 69	0 00	0 0
521	eBay Inc	ebay	12-15-67	17 85	9,300 73	51 00	26,569 80	0 5	17,269 07	0 00	0 0
334	F5 Networks Inc Com	ffiv	12-20-12	97 47	32,556 13	97 15	32,448 10	0 7	-108 03	0 00	0 0
107	Google Inc	goog	12-15-67	595 85	63,755 95	707 38	75,689 66	1 5	11,933 71	0 00	0 0
604	IBM Corp	ibm	09-13-12	206 18	124,535 27	191 55	115,696 20	2 4	-8,839 07	2,053 60	1 8
852	Iron Inc Com	itri	09-13-12	45 59	38,839 64	44 55	37,956 60	0 8	-883 04	0 00	0 0
2,922	Oracle Corp Com	orcl	09-13-12	32 78	95,774 46	33 32	97,361 04	2 0	1,586 58	701 28	0 7
658	Qualcomm Incorporated	qcom	09-13-12	63 98	42,099 89	61 86	40,703 62	0 8	-1,396 27	658 00	1 6
665	Rogers Corp Com	rog	12-21-12	48 16	32,029 08	49 66	33,023 90	0 7	994 82	0 00	0 0
2,699	Symantec Corporation	sync	09-13-12	19 32	52,131 74	18 82	50,795 18	1 0	-1,336 56	0 00	0 0
					875,574 29		876,062 75	17 8	488 47	10,522 44	1 2
Telecommunications											
899	BT Group plc (ADR)	bt	09-13-12	38 47	34,586 35	38 03	34,188 97	0 7	-397 38	1,212 81	3 5
2,641	Telefonica S A Sponsored ADR	tef	09-13-12	14 78	39,044 77	13 49	35,627 09	0 7	-3,417 68	4,375 06	12 3
1,622	Vodafone Group Public Limited Company	vod	09-13-12	28 82	46,738 69	25 19	40,858 18	0 8	-5,880 51	2,431 12	6 0
					120,369 81		110,674 24	2 3	-9,695 57	8,018 99	7 2

Trillium Asset Management, LLC
PORTFOLIO APPRAISAL
Rose Family Foundation

110686

December 31, 2012

Quantity	Security	Ticker	Purchase Date	Unit Cost	Total Cost	Current Price	Market Value	Pct. Assets	Unrealized Gain/Loss	Annual Income	Cur. Yield
Utilities											
909	ITC Hldgs Corp	itc	09-13-12	73.51	66,818.89	76.91	69,911.19	1.4	3,092.30	1,372.59	2.0
					3,312,564.56		3,380,685.05	68.8	68,120.49	57,803.01	1.7
International Funds											
20,000.000	Domini International Social Equity Fund	domix	09-06-12	6.25	125,000.00	6.87	137,400.00	2.8	12,400.00	1,492.00	1.1
16,046.213	Pax World International Fund	pxinx	09-06-12	7.79	125,000.00	8.16	130,937.10	2.7	5,937.10	2,171.28	1.7
87.067	Pax World International Fund	pxinx	12-20-12	8.18	712.21	8.16	710.47	0.0	-1.74	11.78	1.7
					250,712.21		269,047.56	5.5	18,335.35	3,675.06	1.4
TOTAL PORTFOLIO					4,815,551.65		4,913,080.91	100.0	93,712.60	81,568.71	1.7

BROWN BROTHERS HARRIMAN

BROWN BROTHERS HARRIMAN AND CO Run on 2/5/2013 4:10:13 PM

Realized Gain/Loss Report

Start Date: 01/01/2012

End Date: 12/31/2012

Account: 1035001237 (Closed)

Administrator: JUSTINE COLFORD 212-493-7328

ROSE FAMILY FOUNDATION

Description	Sold	Acquired	Proceeds	Cost	Gain/Loss	Covered
** SHORT TERM CAPITAL GAIN (LOSS)						
100 SHARES OF VISA INC- CL.A SHARES	02/06/2012	03/24/2011	10,755.32	7,230.14	3,525.18	Covered
100 SHARES OF VISA INC- CL.A SHARES	02/10/2012	03/24/2011	11,234.86	7,230.14	4,004.72	Covered
12670.565 SHARES OF BBH LIMITED DURATION FUND CL N	07/26/2012	12/29/2011	131,520.46	130,000.00	1,520.46	Non Covered
10144.928 SHARES OF BBH LIMITED DURATION FUND CL N	07/26/2012	04/24/2012	105,304.35	105,000.00	304.35	Covered
28867.102 SHARES OF T ROWE PRICE INST HIGH YIELD	07/26/2012	12/29/2011	273,948.80	265,000.00	8,948.80	Non Covered
** TOTAL SHORT TERM CAPITAL GAIN (LOSS)			532,763.79	514,460.28	18,303.51	
** LONG TERM CAPITAL GAIN (LOSS)						
150 SHARES OF ECOLAB INC	01/20/2012	02/08/2010	9,045.65	6,599.89	2,445.76	
150 SHARES OF ECOLAB INC	01/20/2012	02/10/2010	9,045.66	6,558.66	2,487.00	
150 SHARES OF ECOLAB INC	01/20/2012	02/12/2010	9,045.65	6,263.88	2,781.77	
50 SHARES OF ECOLAB INC	02/03/2012	04/22/2009	3,078.63	1,867.04	1,211.59	
200 SHARES OF ECOLAB INC	02/03/2012	02/12/2010	12,314.52	8,351.84	3,962.68	
150 SHARES OF VISA INC- CL.A SHARES	02/06/2012	12/09/2010	16,132.99	11,699.55	4,433.44	
150 SHARES OF VISA INC- CL.A SHARES	02/10/2012	12/16/2010	16,852.28	10,119.69	6,732.59	
250 SHARES OF VISA INC- CL.A SHARES	02/28/2012	12/16/2010	29,370.72	16,866.15	12,504.57	
200 SHARES OF VISA INC- CL.A SHARES	04/04/2012	12/16/2010	23,738.17	13,492.92	10,245.25	
50 SHARES OF VISA INC- CL.A SHARES	04/04/2012	12/17/2010	5,934.54	3,349.96	2,584.58	
550 SHARES OF ECOLAB INC	04/25/2012	04/22/2009	34,470.48	20,537.44	13,933.04	
350 SHARES OF VISA INC- CL.A SHARES	04/27/2012	12/17/2010	43,222.28	23,449.72	19,772.56	
200 SHARES OF WAL-MART STORES INC	06/08/2012	09/10/2009	13,596.70	10,168.88	3,427.82	
350 SHARES OF WAL-MART STORES INC	06/08/2012	02/25/2010	23,794.22	18,959.92	4,834.30	
550 SHARES OF COMCAST CORP CL A	06/28/2012	07/24/2007	16,904.86	15,789.73	1,115.13	

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950 SHARES OF COMCAST CORP CL A	06/28/2012	07/25/2007	29,199.31	27,255.50	1,943.81
750 SHARES OF COMCAST CORP CL A	06/28/2012	07/31/2007	23,052.08	20,422.88	2,629.20
700 SHARES OF WAL-MART STORES INC	07/03/2012	07/09/2007	49,376.12	33,922.00	15,454.12
50 SHARES OF WAL-MART STORES INC	07/03/2012	09/10/2009	3,526.87	2,542.22	984.65
8964.336 SHARES OF BBH LIMITED DURATION FUND CL N	07/26/2012	07/30/2004	93,049.81	92,691.23	358.58
126.915 SHARES OF BBH LIMITED DURATION FUND CL N	07/26/2012	03/30/2005	1,317.38	1,297.07	20.31
123.945 SHARES OF BBH LIMITED DURATION FUND CL N	07/26/2012	09/29/2005	1,286.55	1,280.35	6.20
30.023 SHARES OF BBH LIMITED DURATION FUND CL N	07/26/2012	10/28/2005	311.64	305.93	5.71
32.054 SHARES OF BBH LIMITED DURATION FUND CL N	07/26/2012	11/29/2005	332.72	327.27	5.45
107.756 SHARES OF BBH LIMITED DURATION FUND CL N	07/26/2012	12/29/2005	1,118.51	1,096.96	21.55
1 SHARES OF BBH LIMITED DURATION FUND CL N	07/26/2012	12/29/2005	10.38	0.01	10.37
17.754 SHARES OF BBH LIMITED DURATION FUND CL N	07/26/2012	01/30/2006	184.29	180.20	4.09
27.543 SHARES OF BBH LIMITED DURATION FUND CL N	07/26/2012	02/27/2006	285.90	279.29	6.61
59.569 SHARES OF BBH LIMITED DURATION FUND CL N	07/26/2012	03/30/2006	618.33	595.09	23.24
50.617 SHARES OF BBH LIMITED DURATION FUND CL N	07/26/2012	04/27/2006	525.40	501.11	24.29
34.608 SHARES OF BBH LIMITED DURATION FUND CL N	07/26/2012	05/30/2006	359.23	341.58	17.65
49.637 SHARES OF BBH LIMITED DURATION FUND CL N	07/26/2012	06/29/2006	515.23	486.44	28.79
19.096 SHARES OF BBH LIMITED DURATION FUND CL N	07/26/2012	07/28/2006	198.22	189.62	8.60
17.982 SHARES OF BBH LIMITED DURATION FUND CL N	07/26/2012	08/30/2006	186.65	180.36	6.29
37.502 SHARES OF BBH LIMITED DURATION FUND CL N	07/26/2012	09/28/2006	389.27	378.77	10.50
50.283 SHARES OF BBH LIMITED DURATION FUND CL N	07/26/2012	10/30/2006	521.94	506.35	15.59
19.77 SHARES OF BBH LIMITED DURATION FUND CL N	07/26/2012	11/29/2006	205.21	200.86	4.35
69.081 SHARES OF BBH LIMITED DURATION FUND CL N	07/26/2012	12/28/2006	717.06	695.65	21.41
41.397 SHARES OF BBH LIMITED DURATION FUND CL N	07/26/2012	01/30/2007	429.70	415.22	14.48
.486 SHARES OF BBH LIMITED DURATION FUND CL N	07/26/2012	02/27/2007	5.04	4.94	0.10
32.45 SHARES OF BBH LIMITED DURATION FUND CL N	07/26/2012	02/27/2007	336.83	330.02	6.81
39.831 SHARES OF BBH LIMITED DURATION FUND CL N	07/26/2012	03/29/2007	413.45	403.49	9.96
34.523 SHARES OF BBH LIMITED DURATION FUND CL N	07/26/2012	04/27/2007	358.35	349.37	8.98
45.111 SHARES OF BBH LIMITED DURATION FUND CL N	07/26/2012	05/30/2007	468.25	452.46	15.79
8032.129 SHARES OF BBH LIMITED DURATION FUND CL N	07/26/2012	06/19/2007	83,373.50	80,000.00	3,373.50
75.151 SHARES OF BBH LIMITED DURATION FUND CL N	07/26/2012	06/28/2007	780.07	742.49	37.58

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18.049 SHARES OF	07/26/2012	07/30/200	187.35	177.78	9.57
BBH LIMITED DURATION FUND CL N		7			
69.5 SHARES OF	07/26/2012	08/30/200	721.41	684.57	36.84
BBH LIMITED DURATION FUND CL N		7			
43.961 SHARES OF	07/26/2012	09/27/200	456.32	435.65	20.67
BBH LIMITED DURATION FUND CL N		7			
54.119 SHARES OF	07/26/2012	10/30/200	561.76	539.03	22.73
BBH LIMITED DURATION FUND CL N		7			
20.871 SHARES OF	07/26/2012	11/29/200	216.64	208.92	7.72
BBH LIMITED DURATION FUND CL N		7			
107.455 SHARES OF	07/26/2012	12/28/200	1,115.38	1,065.96	49.42
BBH LIMITED DURATION FUND CL N		7			
30.758 SHARES OF	07/26/2012	01/30/200	319.27	310.04	9.23
BBH LIMITED DURATION FUND CL N		8			
66.916 SHARES OF	07/26/2012	02/28/200	694.59	669.16	25.43
BBH LIMITED DURATION FUND CL N		8			
67.665 SHARES OF	07/26/2012	03/28/200	702.36	675.30	27.06
BBH LIMITED DURATION FUND CL N		8			
64.764 SHARES OF	07/26/2012	04/29/200	672.25	640.52	31.73
BBH LIMITED DURATION FUND CL N		8			
71.453 SHARES OF	07/26/2012	05/29/200	741.68	698.81	42.87
BBH LIMITED DURATION FUND CL N		8			
69.424 SHARES OF	07/26/2012	06/27/200	720.62	678.97	41.65
BBH LIMITED DURATION FUND CL N		8			
74.371 SHARES OF	07/26/2012	07/30/200	771.97	722.89	49.08
BBH LIMITED DURATION FUND CL N		8			
73.092 SHARES OF	07/26/2012	08/28/200	758.69	716.30	42.39
BBH LIMITED DURATION FUND CL N		8			
71.124 SHARES OF	07/26/2012	09/29/200	738.27	690.62	47.65
BBH LIMITED DURATION FUND CL N		8			
76.217 SHARES OF	07/26/2012	10/30/200	791.13	710.34	80.79
BBH LIMITED DURATION FUND CL N		8			
71.8 SHARES OF	07/26/2012	11/26/200	745.28	692.15	53.13
BBH LIMITED DURATION FUND CL N		8			
15060.241 SHARES OF	07/26/2012	06/12/200	156,325.30	150,000.00	6,325.30
BBH LIMITED DURATION FUND CL N		9			
24485.798 SHARES OF	07/26/2012	09/10/200	254,162.58	250,000.00	4,162.58
BBH LIMITED DURATION FUND CL N		9			
28668.61 SHARES OF	07/26/2012	11/23/200	297,580.17	295,000.00	2,580.17
BBH LIMITED DURATION FUND CL N		9			
** TOTAL LONG TERM CAPITAL GAIN (LOSS)			1,278,983.66	1,147,767.01	131,216.65

SUMMARY

Description	Amount
** SUMMARY OF CAPITAL GAINS AND LOSSES **	
TOTAL SHORT TERM CAPITAL GAIN (LOSS)	18,303.51
TOTAL SHORT TERM CAPITAL GAINS DIVIDENDS	0.00
NET SHORT TERM CAPITAL GAIN (LOSS)	18,303.51
TOTAL LONG TERM CAPITAL GAIN (LOSS)	131,216.65
TOTAL LONG TERM CAPITAL GAINS DIVIDENDS	0.00
TOTAL 28% RATE CAPITAL GAINS DIVIDENDS	0.00

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TOTAL SEC 1250 CAPITAL GAINS DIVIDENDS	0.00
TOTAL SEC 1202 CAPITAL GAINS DIVIDENDS	0.00
NET LONG TERM CAPITAL GAIN (LOSS)	131,216.65
NET CAPITAL GAIN (LOSS)	149,520.16
TOTAL GAIN/LOSS FROM SALES WITH UNKNOWN COST/ACQUISITION DATE	0.00

Trillium Asset Management, LLC
REALIZED GAINS AND LOSSES
Rose Family Foundation
110686

From 01-01-2012 Through 12-31-2012

Open Date	Close Date	Quantity	Security	Cost Basis	Gain or Loss	
					Proceeds	Short Term Long Term
12-15-1967	09-06-2012	22,749.8440	BBH International Equity CL N	300,470.77	293,650.54	-6,820.23
12-15-1967	09-06-2012	3,986.8220	Longleaf Partners Small Cap	75,000.00	117,162.62	42,162.62
12-15-1967	09-13-2012	919	Celanese Corp Del Com Ser A	40,932.34	37,778.56	-3,153.78
12-15-1967	09-13-2012	850	Schein Henry Inc Com	54,469.75	65,900.02	11,430.27
07-23-2012	09-13-2012	277	Liberty Interactive Corporation	277.00	13,729.94	13,452.94
12-15-1967	09-13-2012	493	Baxter International Inc.	23,629.49	29,970.50	6,341.01
12-15-1967	09-13-2012	108	Google Inc	64,351.80	76,223.30	11,871.50
12-15-1967	09-13-2012	1,600	Automatic Data Processing Inc Com	63,602.50	92,587.92	28,985.42
12-15-1967	09-13-2012	1,450	Johnson & Johnson Com	90,717.80	99,925.52	9,207.72
12-15-1967	09-13-2012	1,000	Occidental Pete Corp Del Com	47,187.75	89,934.98	42,747.23
12-15-1967	09-13-2012	1,300	Pepsico Inc	80,070.93	92,115.94	12,045.01
12-15-1967	09-13-2012	1,450	Wal Mart Stores Inc Com	68,643.00	108,729.59	40,086.59
12-15-1967	09-13-2012	1,266	Novartis A G SPD ADR	66,138.07	75,806.12	9,668.05
12-15-1967	09-13-2012	2,650	Berkshire Hathaway Inc Del Cl B New	161,341.05	234,407.72	73,066.67
12-15-1967	09-13-2012	2,250	The Chubb Corporation	113,749.40	172,115.19	58,365.79
12-15-1967	09-13-2012	4,350	Comcast Corp New Cl A	101,659.50	153,209.22	51,549.72
12-15-1967	09-13-2012	5,400	Dell Inc Com	150,178.28	57,255.17	-92,923.11
12-15-1967	09-13-2012	2,754	eBay Inc	49,163.57	134,561.47	85,397.90
12-15-1967	09-13-2012	5,550	Liberty Interactive Corp Series A	101,487.75	103,864.79	2,377.04
12-15-1967	09-13-2012	2,350	Microsoft Corporation	60,136.25	72,911.21	12,774.96
12-15-1967	09-13-2012	2,650	Nestle S A Sponsored Adr	102,131.00	166,300.27	64,169.27
12-15-1967	09-13-2012	5,650	Progressive Corp Ohio Com	101,190.76	116,290.94	15,100.18
12-15-1967	09-13-2012	2,200	Target Corp	107,580.00	142,802.87	35,222.87

Trillium Asset Management, LLC
REALIZED GAINS AND LOSSES
Rose Family Foundation
110686

From 01-01-2012 Through 12-31-2012

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain or Loss	
						Short Term	Long Term
12-15-1967	09-13-2012	5,500	US Bancorp Del Com New	127,721.91	190,771.92		63,050.01
12-15-1967	09-13-2012	3,650	Wells Fargo & Company	112,760.64	128,960.95		16,200.31
12-15-1967	09-13-2012	5,000	Waste Mgmt Inc Del Com	183,557.79	170,482.17		-13,075.62
12-15-1967	09-13-2012	2,450	Dentsply Intl Inc New Com	72,165.70	92,178.00		20,012.30
08-10-2012	09-19-2012	93	Liberty Interactive Rights Exp 10/09/12	0.00	1,097.73	1,097.73	
09-13-2012	12-18-2012	5,856	GT Advanced Technologies Inc	37,638.31	17,452.78	-20,185.53	
09-13-2012	12-20-2012	50	Cerner Corporation	3,677.02	3,999.76	322.74	
09-13-2012	12-20-2012	50	Discovery Communications Inc	2,899.98	3,171.23	271.25	
09-13-2012	12-20-2012	50	Starwood Hotels & Resorts Worldwide, Inc	2,986.68	2,875.74	-110.94	
09-13-2012	12-20-2012	25	IBM Corp	5,154.61	4,850.72	-303.89	
09-13-2012	12-20-2012	50	ITC Hldgs Corp	3,675.41	3,890.01	214.60	
09-13-2012	12-20-2012	50	Kansas City Southern	4,079.28	4,164.01	84.73	
12-15-1967	12-20-2012	50	Novartis A G SPD ADR	2,612.09	3,175.68		563.59
09-13-2012	12-20-2012	100	Starbucks Corp	5,181.21	5,415.33	234.12	
09-13-2012	12-20-2012	50	United Parcel Service, Inc.	3,741.26	3,738.51	-2.75	
09-13-2012	12-20-2012	25	Whole Foods Market, Inc.	2,448.70	2,290.50	-158.20	
09-13-2012	12-20-2012	1,463	Applied Materials, Inc.	17,336.33	16,506.89	-829.44	
12-15-1967	12-20-2012	967	Baxter International Inc.	46,348.31	65,174.19		18,825.88
09-13-2012	12-20-2012	926	Church & Dwight Co., Inc	50,164.66	49,538.95	-625.71	
09-13-2012	12-20-2012	1,310	Ecolab Inc Com	85,027.56	94,258.62	9,231.06	

Trillium Asset Management, LLC
REALIZED GAINS AND LOSSES
Rose Family Foundation
110686

From 01-01-2012 Through 12-31-2012

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain or Loss	
						Short Term	Long Term
09-13-2012	12-20-2012	2,185	Zipcar Inc 14610	17,334.64	18,930.90	1,596.26	
TOTAL GAINS						26,505.43	731,221.92
TOTAL LOSSES						-22,216.46	-115,972.74
TOTAL REALIZED GAIN/LOSS			619,538.15	2,810,620.84	3,430,158.99	4,288.97	615,249.18
CAPITAL GAIN DISTRIBUTIONS							
12-13-2012			Community Reinvestment Act Qlf Instl Shs			52.87	
12-13-2012			Community Reinvestment Act Qlf Instl Shs				538.15
TOTAL DISTRIBUTIONS			591.02			52.87	538.15
TOTAL GAIN/LOSS			620,129.17			4,341.84	615,787.33
COST							
				COST	PROCEEDS	GAIN/LOSS	
			ST	241,622.65	245,911.62	4,288.97	
			LT	2,568,998.19	3,184,247.37	615,259.19	