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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**

OMB No 1545-0052

2012

Open to Public Inspection

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

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

Name of foundation EPHRAIM ROSEMAN FOUNDATION, INC		A Employer identification number 61-6027248						
Number and street (or P O box number if mail is not delivered to street address) 2025 FRED FACKLER ROAD	Room/suite	B Telephone number (see instructions) (270) 547-5403						
City or town, state, and ZIP code BRANDENBURG, KY 40108		C If exemption application is pending, check here ☐						
G Check all that apply: <table style="display: inline-table; vertical-align: top;"> <tr><td>☐ Initial return</td><td>☐ Initial return of a former public charity</td></tr> <tr><td>☐ Final return</td><td>☐ Amended return</td></tr> <tr><td>☐ Address change</td><td>☐ Name change</td></tr> </table>		☐ 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 ☐
☐ Initial return	☐ Initial return of a former public charity							
☐ Final return	☐ Amended return							
☐ Address change	☐ Name change							
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐						
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 11,272,558	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	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)	8,626,161			
	2 Check ☒ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	62,364	62,364		
	4 Dividends and interest from securities	31,260	31,260		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10 STM139	115,945			
	b Gross sales price for all assets on line 6a 1,890,531				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule) STM106	375	375			
12 Total. Add lines 1 through 11	8,836,105	93,999			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	85,000	85,000		
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STM108	2,500	2,500		
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STM110	6,518	6,518		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	94,018	94,018		0
	25 Contributions, gifts, grants paid	220,000			0
26 Total expenses and disbursements. Add lines 24 and 25	314,018	94,018		0	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	8,522,087				
b Net investment income (if negative, enter -0-)		0			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2012)

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	2,750,471	11,272,558	11,272,558
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (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			
	10a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule)			
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶				
12 Investments - mortgage loans				
13 Investments - other (attach schedule)				
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation (attach schedule) ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	2,750,471	11,272,558	11,272,558	
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			
28 Paid-in or capital surplus, or land, bldg, and equipment fund				
29 Retained earnings, accumulated income, endowment, or other funds	2,750,471	11,272,558		
30 Total net assets or fund balances (see instructions)	2,750,471	11,272,558		
31 Total liabilities and net assets/fund balances (see instructions)	2,750,471	11,272,558		

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	2,750,471
2 Enter amount from Part I, line 27a	2	8,522,087
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	11,272,558
5 Decreases not included in line 2 (itemize) ▶ <u>STM116</u>	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	11,272,558

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 (yr, mo, day)	(d) Date sold (yr, mo, day)
1a				
b				
c				
d				
e				

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

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

(i) 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

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

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	115,000	2,533,783	0.045387
2010	90,000	2,538,565	0.035453
2009	90,000	2,455,960	0.036646
2008	95,000	2,289,386	0.041496
2007	212,050	3,273,280	0.064782

2 Total of line 1, column (d)	2	0.223763
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	0.044753
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	4,792,884
5 Multiply line 4 by line 3	5	214,496
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	214,496
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions	8	220,000

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	0
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	
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	0
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a		
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		
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		
11 Enter the amount of line 10 to be Credited to 2013 estimated tax ☐ 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? 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 \$ _____ (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		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?		
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) KY		
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

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 ▶ <u>N/A</u>				
14	The books are in care of ▶ <u>LINDA K SHELMAN</u> Telephone no ▶ <u>270-547-5403</u>			
	Located at ▶ <u>2025 FRED FACKLER ROAD BRANDENBURG, KY</u> ZIP+4 ▶ <u>40108</u>			
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	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? ☐ 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	
	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	X
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	
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(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described inRegulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ **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 taxbecause 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 premiumson 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? ☐ **7b****Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See 990 OFOV				
LINDA K SHELMAN	PRESIDENT			
2025 FRED FACKLER ROAD, KY 40108	20	0	0	0
LESLIE ORY	DIRECTOR			
2025 FRED FACKLER ROAD, KY 40108	5	0	0	0
DANA FLAHERTY	DIRECTOR			
2025 FRED FACKLER ROAD, KY 40108	5	0	0	0
ALICIA SHELMAN	DIRECTOR			
2025 FRED FACKLER ROAD, KY 40108	5	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 ☐ **0**

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
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	
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	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	4,865,872
b	Average of monthly cash balances	1b	0
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	4,865,872
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	0
3	Subtract line 2 from line 1d	3	4,865,872
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	72,988
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,792,884
6	Minimum investment return. Enter 5% of line 5	6	239,644

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	239,644
2a	Tax on investment income for 2012 from Part VI, line 5	2a	
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments Subtract line 2c from line 1	3	239,644
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	239,644
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	239,644

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	0
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	220,000
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	220,000
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	220,000

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				239,644
2 Undistributed income, if any, as of the end of 2012.				
a Enter amount for 2011 only				
b Total for prior years				
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				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 220,000				
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				220,000
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))				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 .				
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount - see instructions				
e Undistributed income for 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				19,644
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . .				
8 Excess distributions carryover from 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				
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				

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				
RONALD MCDONALD HOUSE	NONE			5,000
NORTH SHORE ANIMAL LEAGUE	NONE			5,000
KENTUCKY HUMANE SOCIETY	NONE			5,000
PETS IN NEED SOCIETY	NONE			5,000
VOLUNTEERS OF AMERICA OF KY	NONE			20,000
SALVATION ARMY OF LOUISVILLE	NONE			20,000
UNITED JEWISH CAMPAIGN	NONE			10,000
KY CENTER FOR THE ARTS	NONE			20,000
Total			3a	
b Approved for future payment				
Total			3b	

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				
JOHNS HOPKINS ALS RESEARCH	NONE			25,000
JOHNS HOPKINS ALZHEIMER RESCH	NONE			25,000
JOHNS HOPKINS OVARIAN CANCER	NONE			25,000
BROWN CANCER CENTER	NONE			25,000
ST JUDE CHILDRENS HOSPITAL	NONE			20,000
HOSPARUS OF KENTUCKY	NONE			5,000
HEIFER INTERNATIONAL	NONE			5,000
Total			3a	220,000
b Approved for future payment				
Total			3b	

Part XVII

		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.		

[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

► Linda K. Shelman

PRESIDENT

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

1 List all officers, directors, trustees, and key employees for the year even if they were not compensated.

Federal Supporting Statements

2012 PG 01

Name(s) as shown on return

FEIN

EPHRAIM ROSEMAN FOUNDATION, INC

61-6027248

FORM 990PF, PART I, LINE 6(A)
GAIN(LOSS) FROM SALE OF OTHER ASSETS SCHEDULE

STATEMENT #139

NAME	AMERICAN INTL
DATE ACQUIRED	2011-01
HOW ACQUIRED	PURCHASED
DATE SOLD	2012-08
PURCHASER	
GROSS SALES	\$ 114
BASIS	\$ 163
ACCUMULATED DEPRECIATION	\$
SALES EXPENSE	\$
TOTAL NET	\$ (49)

NAME	AMERICAN INTL
DATE ACQUIRED	VARI-OU
HOW ACQUIRED	
DATE SOLD	2012-08
PURCHASER	
GROSS SALES	\$ 36
BASIS	\$ 25,071
ACCUMULATED DEPRECIATION	\$
SALES EXPENSE	\$
TOTAL NET	\$ (25,035)

NAME	CAPITAL WORLD GRW
DATE ACQUIRED	VARI-OU
HOW ACQUIRED	
DATE SOLD	2012-12
PURCHASER	
GROSS SALES	\$ 92,489
BASIS	\$ 94,226
ACCUMULATED DEPRECIATION	\$
SALES EXPENSE	\$
TOTAL NET	\$ (1,737)

NAME	CHARLES RIVER LABS
DATE ACQUIRED	VARI-OU
HOW ACQUIRED	
DATE SOLD	2012-10
PURCHASER	
GROSS SALES	\$ 19,466
BASIS	\$ 25,266
ACCUMULATED DEPRECIATION	\$
SALES EXPENSE	\$
TOTAL NET	\$ (5,800)

Federal Supporting Statements

2012 PG 02

Name(s) as shown on return

FEIN

EPHRAIM ROSEMAN FOUNDATION, INC

61-6027248

FORM 990PF, PART I, LINE 6(A)
GAIN(LOSS) FROM SALE OF OTHER ASSETS SCHEDULE

STATEMENT #139

NAME	CITIGROUP
DATE ACQUIRED	VARI-OU
HOW ACQUIRED	
DATE SOLD	2012-08
PURCHASER	
GROSS SALES	\$ 2,248
BASIS	\$ 35,466
ACCUMULATED DEPRECIATION	\$
SALES EXPENSE	\$
TOTAL NET	\$ (33,218)

NAME	DODGE AND COX INCOME
DATE ACQUIRED	VARI-OU
HOW ACQUIRED	
DATE SOLD	2012-12
PURCHASER	
GROSS SALES	\$ 27,398
BASIS	\$ 26,037
ACCUMULATED DEPRECIATION	\$
SALES EXPENSE	\$
TOTAL NET	\$ 1,361

NAME	DUKE ENERGY
DATE ACQUIRED	2004-10
HOW ACQUIRED	
DATE SOLD	2012-07
PURCHASER	
GROSS SALES	\$ 23
BASIS	\$ 13
ACCUMULATED DEPRECIATION	\$
SALES EXPENSE	\$
TOTAL NET	\$ 10

NAME	EMBRAER SA
DATE ACQUIRED	2005-03
HOW ACQUIRED	
DATE SOLD	2012-10
PURCHASER	13660
GROSS SALES	\$ 15,578
BASIS	\$
ACCUMULATED DEPRECIATION	\$
SALES EXPENSE	\$
TOTAL NET	\$ 15,578

Federal Supporting Statements

2012 PG 03

Name(s) as shown on return

FEIN

EPHRAIM ROSEMAN FOUNDATION, INC

61-6027248

FORM 990PF, PART I, LINE 6(A)
GAIN(LOSS) FROM SALE OF OTHER ASSETS SCHEDULE

STATEMENT #139

NAME	ENGILITY HOLDINGS
DATE ACQUIRED	VARI-OU
HOW ACQUIRED	
DATE SOLD	2012-08
PURCHASER	
GROSS SALES	\$ 778
BASIS	\$ 793
ACCUMULATED DEPRECIATION	\$
SALES EXPENSE	\$
TOTAL NET	\$ (15)

NAME	FEDERATED KAUFMAN
DATE ACQUIRED	VARI-OU
HOW ACQUIRED	
DATE SOLD	2012-08
PURCHASER	
GROSS SALES	\$ 10,152
BASIS	\$ 11,538
ACCUMULATED DEPRECIATION	\$
SALES EXPENSE	\$
TOTAL NET	\$ (1,386)

NAME	GOLDMAN SACHS MIDCAP VALUE
DATE ACQUIRED	VARI-OU
HOW ACQUIRED	
DATE SOLD	2012-12
PURCHASER	
GROSS SALES	\$ 18,109
BASIS	\$ 16,970
ACCUMULATED DEPRECIATION	\$
SALES EXPENSE	\$
TOTAL NET	\$ 1,139

NAME	HARTFORD CAP APP
DATE ACQUIRED	VARI-OU
HOW ACQUIRED	
DATE SOLD	2012-12
PURCHASER	
GROSS SALES	\$ 48,301
BASIS	\$ 39,895
ACCUMULATED DEPRECIATION	\$
SALES EXPENSE	\$
TOTAL NET	\$ 8,406

Federal Supporting Statements

2012 PG 04

Name(s) as shown on return

FEIN

EPHRAIM ROSEMAN FOUNDATION, INC

61-6027248

FORM 990PF, PART I, LINE 6(A)
GAIN(LOSS) FROM SALE OF OTHER ASSETS SCHEDULE

STATEMENT #139

NAME	KRAFT FOODS
DATE ACQUIRED	2004-10
HOW ACQUIRED	
DATE SOLD	2012-10
PURCHASER	
GROSS SALES	\$ 15
BASIS	\$ 11
ACCUMULATED DEPRECIATION	\$
SALES EXPENSE	\$
TOTAL NET	\$ 4

NAME	LTD TERM TAX EX BOND FUND
DATE ACQUIRED	VARI-OU
HOW ACQUIRED	
DATE SOLD	2012-10
PURCHASER	
GROSS SALES	\$ 654,890
BASIS	\$ 623,896
ACCUMULATED DEPRECIATION	\$
SALES EXPENSE	\$
TOTAL NET	\$ 30,994

NAME	LINCOLN NATIONAL
DATE ACQUIRED	VARI-OU
HOW ACQUIRED	
DATE SOLD	2012-10
PURCHASER	
GROSS SALES	\$ 13,011
BASIS	\$ 29,552
ACCUMULATED DEPRECIATION	\$
SALES EXPENSE	\$
TOTAL NET	\$ (16,541)

NAME	LORD ABBET SMALL CAP
DATE ACQUIRED	VARI-OU
HOW ACQUIRED	
DATE SOLD	2012-12
PURCHASER	5876
GROSS SALES	\$ 3,132
BASIS	\$
ACCUMULATED DEPRECIATION	\$
SALES EXPENSE	\$
TOTAL NET	\$ 3,132

Federal Supporting Statements

2012 PG 05

Name(s) as shown on return

FEIN

EPHRAIM ROSEMAN FOUNDATION, INC

61-6027248

FORM 990PF, PART I, LINE 6(A)
GAIN(LOSS) FROM SALE OF OTHER ASSETS SCHEDULE

STATEMENT #139

NAME	PRAXAIR INC
DATE ACQUIRED	VARI-OU
HOW ACQUIRED	
DATE SOLD	2012-10
PURCHASER	
GROSS SALES	\$ 61,929
BASIS	\$ 51,687
ACCUMULATED DEPRECIATION	\$
SALES EXPENSE	\$
TOTAL NET	\$ 10,242

NAME	PIONEER FUND VALUE
DATE ACQUIRED	VARI-OU
HOW ACQUIRED	
DATE SOLD	2012-12
PURCHASER	214101
GROSS SALES	\$ 21,101
BASIS	\$ 14,307
ACCUMULATED DEPRECIATION	\$
SALES EXPENSE	\$
TOTAL NET	\$ 6,794

NAME	ST JOE CORP
DATE ACQUIRED	VARI-OU
HOW ACQUIRED	
DATE SOLD	2012-08
PURCHASER	
GROSS SALES	\$ 7,427
BASIS	\$ 19,288
ACCUMULATED DEPRECIATION	\$
SALES EXPENSE	\$
TOTAL NET	\$ (11,861)

NAME	FRONTIER CORP
DATE ACQUIRED	2010-07
HOW ACQUIRED	
DATE SOLD	2012-08
PURCHASER	
GROSS SALES	\$ 508
BASIS	\$ 655
ACCUMULATED DEPRECIATION	\$
SALES EXPENSE	\$
TOTAL NET	\$ (147)

Federal Supporting Statements

2012 PG 06

Name(s) as shown on return

EPHRAIM ROSEMAN FOUNDATION, INC

FEIN

61-6027248

FORM 990PF, PART I, LINE 6(A)
GAIN(LOSS) FROM SALE OF OTHER ASSETS SCHEDULE

STATEMENT #139

NAME	ICA
DATE ACQUIRED	VARI-OU
HOW ACQUIRED	
DATE SOLD	2012-12
PURCHASER	
GROSS SALES	\$ 893,826
BASIS	\$ 759,752
ACCUMULATED DEPRECIATION	\$
SALES EXPENSE	\$
TOTAL NET	\$ 134,074

Federal Supporting Statements

2012 PG 01

Your Social Security Number

61-6027248

Name(s) as shown on return

EPHRAIM ROSEMAN FOUNDATION, INC

STATEMENT #106

FORM 990PF, PART I, LINE 11 - OTHER INCOME SCHEDULE

DESCRIPTION	REVENUE AND EXPENSES	NET INVESTMENT	ADJUSTED NET INCOME
TAX REFUND	375	375	0
TOTALS	375	375	0

PG 01

STATEMENT #108

FORM 990PF, PART I, LINE 16(B) - ACCOUNTING FEES SCHEDULE

DESCRIPTION	REVENUE AND EXPENSES	NET INVESTMENT	ADJUSTED NET INCOME	CHARITABLE PURPOSE
TAX PREPARATION	2,500	2,500	0	0
TOTALS	2,500	2,500	0	0

Federal Supporting Statements

2012 PG 01

Your Social Security Number

61-6027248

Name(s) as shown on return

EPHRAIM ROSEMAN FOUNDATION, INC

FORM 990PF, PART I, LINE 18 - TAXES SCHEDULE

STATEMENT #110

DESCRIPTION	REVENUE AND EXPENSES	NET INVESTMENT	ADJUSTED NET INCOME	CHARITABLE PURPOSE
PAYROLL TAXES	6,503	6,503	0	0
OTHER TAXES	15	15	0	0
TOTALS	6,518	6,518	0	0

990

Overflow Statement

2012
Page 1

Name(s) as shown on return

FEIN

EPHRAIM ROSEMAN FOUNDATION, INC

61-6027248

LINE 1, OTHER INCOME

Description	Amount
BENEFICIARY OF WILMA SHAW ROSEMAN TRUST 27-6947740	\$ 103,778
BENEFICIARY OF EPHRAIM ROSEMAN TRUST	8,522,383
Total:	<u>\$ 8,626,161</u>