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Form **990-PF****Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private FoundationDepartment of the Treasury
Internal Revenue Service

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

OMB No 1545-0052

2012

Open to Public Inspection

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

Name of foundation THE ROSE FAMILY FDN DTD 12/23/2010 MATTHEW K

ROSE P20114008

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

A Employer identification number

61-6408392

B Telephone number (see instructions)

866- 888-5157

10 S DEARBORN IL1-0117

City or town, state, and ZIP code

CHICAGO, IL 60603

C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

G Check all that apply:

☐ Initial return☐ Final return☒ Address change☐ Initial return of a former public charity☐ Amended return☐ Name changeH Check type of organization: ☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at end

of year (from Part II, col. (c), line

16) ▶ \$ 10,936,635.

J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify) _____

(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

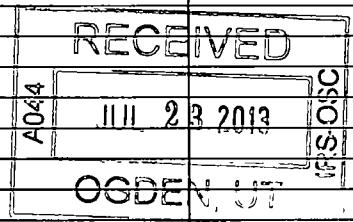
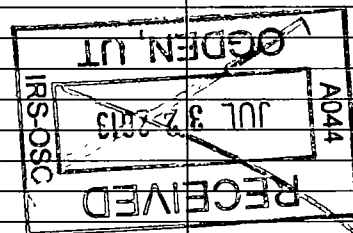
(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check <input 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	135,278.	135,278.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	2,359,084.			
b	Gross sales price for all assets on line 6a	6,066,923.			
7	Capital gain net income (from Part IV, line 2)		2,359,084.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
12	Total. Add lines 1 through 11	2,494,362.	2,494,362.		
13	Compensation of officers, directors, trustees, etc.	86,142.	64,606.		39,535.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT. 1	84,426.	991.		
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	170,568.	65,597.		39,535.
25	Contributions, gifts, grants paid	446,964.			446,964.
26	Total expenses and disbursements Add lines 24 and 25	617,532.	65,597.		486,499.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	1,876,830.			
b	Net investment income (if negative, enter -0-)		2,428,765.		
c	Adjusted net income (if negative, enter -0-)				

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	18,686.	15,279.	15,279.
	2 Savings and temporary cash investments	2,238,414.	906,270.	906,270.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule)	4,225,233.	4,190,429.	4,438,108.
	c Investments - corporate bonds (attach schedule)	958,393.	2,907,070.	2,908,960.
	Liabilities	11 Investments - land, buildings, and equipment basis		
Less accumulated depreciation (attach schedule) ▶				
12 Investments - mortgage loans				
13 Investments - other (attach schedule)		1,364,716.	2,653,266.	2,668,018.
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)		8,805,442.	10,672,314.	10,936,635.
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)		NONE		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	8,805,442.	10,672,314.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances (see instructions)	8,805,442.	10,672,314.		
31 Total liabilities and net assets/fund balances (see instructions)	8,805,442.	10,672,314.		

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	8,805,442.
2 Enter amount from Part I, line 27a	2	1,876,830.
3 Other increases not included in line 2 (itemize) ▶ BASIS ADJUSTMENT	3	2,505.
4 Add lines 1, 2, and 3	4	10,684,777.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 2	5	12,463.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	10,672,314.

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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 PUBLICLY TRADED SECURITIES					
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 6,066,895.		3,707,839.	2,359,056.		
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			2,359,056.		
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	2,359,084.	
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	32,033.	9,825,893.	0.003260
2010	NONE	9,875,402.	NONE
2009			
2008			
2007			
2 Total of line 1, column (d)			2 0.003260
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 0.001630
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 10,812,937.
5 Multiply line 4 by line 3			5 17,625.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 24,288.
7 Add lines 5 and 6			7 41,913.
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.			8 486,499.

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)		1	24,288.
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			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3 Add lines 1 and 2		3	24,288.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	24,288.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	61,990.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	10,900.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	72,890.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" 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		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	48,602.	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input checked="" type="checkbox"/> 24,288. Refunded <input checked="" type="checkbox"/> 24,314.	11	24,314.	

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 the 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 <input checked="" type="checkbox"/> \$ (2) On foundation managers <input checked="" type="checkbox"/> \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$		
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) <input checked="" type="checkbox"/> TX		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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

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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? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>J P MORGAN CHASE BANK, NA</u> Telephone no. <u>(866) 888-5157</u> Located at <u>10 S DEARBORN; MC: IL1-0117, CHICAGO, IL</u> ZIP+4 <u>60603</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country <u> </u>	16	Yes	No 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 checked="" type="checkbox"/> Yes <input 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)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here <u> </u>	1b	X
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? <input type="checkbox"/>	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 <u> </u>		
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 <u> </u>		
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)	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)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

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

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JP MORGAN CHASE BANK, NA 10 S. DEARBORN ST, MC: IL1-0117, CHICAGO, IL 60603	TRUSTEE 2	62,142.	- 0 -	- 0 -
MATTHEW K. ROSE 1110 POST OAK PL, WESTLAKE, TX 76262	CO-TRUSTEE & COM 2	12,000.		
LISA ROSE 1110 POST OAK PL, WESTLAKE, TX 76262	COMM MEMBER 2	12,000.		

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		NONE	NONE	NONE

Total number of other employees paid over \$50,000 ☐**NONE**

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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** (see instructions). If none, enter "NONE."

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

Total number of others receiving over \$50,000 for professional services **NONE**

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 NONE	
2	
3	
4	

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

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

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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	8,600,701.
b	Average of monthly cash balances	1b	2,376,900.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	10,977,601.
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	NONE
3	Subtract line 2 from line 1d	3	10,977,601.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	164,664.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	10,812,937.
6	Minimum investment return. Enter 5% of line 5	6	540,647.

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	540,647.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	24,288.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	24,288.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	516,359.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	516,359.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	516,359.

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	486,499.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	486,499.
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	24,288.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	462,211.

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				516,359.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			422,135.	
b Total for prior years 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2012				
a From 2007	NONE			
b From 2008	NONE			
c From 2009	NONE			
d From 2010	NONE			
e From 2011	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 486,499.				
a Applied to 2011, but not more than line 2a . . .			422,135.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2012 distributable amount				64,364.
e Remaining amount distributed out of corpus . .	NONE			
5 Excess distributions carryover applied to 2012 . (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
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				451,995.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . .	NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .	NONE			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2008 . . .	NONE			
b Excess from 2009 . . .	NONE			
c Excess from 2010 . . .	NONE			
d Excess from 2011 . . .	NONE			
e Excess from 2012 . . .	NONE			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)**NOT APPLICABLE**

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or 4942(j)(5)

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
SEE STATEMENT 9				446,964.
Total			▶ 3a	446,964.
b <i>Approved for future payment</i>				
Total			▶ 3b	

Form **990-PF** (2012)

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount		
1 Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities			14	135,278.		
5 Net rental income or (loss) from real estate						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property .						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory			18	2,359,084.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory . .						
11 Other revenue: a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)				2,494,362.		
13 Total. Add line 12, columns (b), (d), and (e)				2,494,362.		

Line No.

Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)

NOT APPLICABLE

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

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[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

**Sign
Here**

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

Anthony Ward
Signature of officer or trustee

05/20/2013

Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date	
------	--

Check <input type="checkbox"/> if self-employed	PTIN
---	------

Firm's name ▶

Firm's EIN ▶

Firm's address ►

Phone no

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FEDERAL TAX PAYMENT - PRIOR YE	21,445.	
FEDERAL ESTIMATES - INCOME	5,490.	
FEDERAL ESTIMATES - PRINCIPAL	56,500.	
FOREIGN TAXES ON QUALIFIED FOR	854.	854.
FOREIGN TAXES ON NONQUALIFIED	137.	137.
	-----	-----
TOTALS	84,426.	991.
	=====	=====

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES
=====DESCRIPTION
-----AMOUNT
-----MUTUAL FUND TIMING DIFFERENCE
ROUNDING12,461.
2.

TOTAL

12,463.
=====

RECIPIENT NAME:
GRAPEVINE RELIEF AND
COMMUNITY EXCHANGE
ADDRESS:
610 SHADY BROOK DRIVE
GRAPEVINE, TX 76051
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:
CITY SQUARE
ADDRESS:
511 N. AKARD STREET, STE 302
DALLAS, TX 75201
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
WOMENS CENTER OF TARRANT
COUNTY, INC
ADDRESS:
1723 HEMPHILL
FORT WORTH, TX 76110
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:

TARRANT AREA FOOD BANK

ADDRESS:

2600 CULLEN STREET
FORT WORTH, TX 76107

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

PROGRAM SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 14,000.

RECIPIENT NAME:

CORNERSTONE ASSISTANCE
NETWORK INC

ADDRESS:

3500 NOBLE AVENUE
FORT WORTH, TX 76111

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

PROGRAM SUPPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 52,000.

RECIPIENT NAME:

COMPASS CHRISTIAN CHURCH

ADDRESS:

2600 HALL JOHNSON ROAD
COLLEYVILLE, TX 76034

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

PROGRAM SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 100,000.

RECIPIENT NAME:
GALAXY COUNSELING CENTER
ADDRESS:
1025 S JUPITER RD
GARLAND, TX 75042
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPOT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
GATEWAY CHURCH
ADDRESS:
7501 DAVIS BLVD
NORTH RICHLAND HILLS, TX 76182
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
NONE
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
TEXAS CHRISTIAN
UNIVERSITY
ADDRESS:
2800 S UNIVERSITY DR
FORT WORTH, AL 76129
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 100,000.

RECIPIENT NAME:
CENTRAL DALLAS MINISTRIES
ADDRESS:
409 N HASKELL AVE
DALLAS, TX 75246
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:
ALL CHURCH HOME FOR
CHILDREN
ADDRESS:
1424 SUMMIT AVE
FORT WORTH, TX 76102
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
HOPE FARM
ADDRESS:
865 E. RAMSEY AVE.
FORT WORTH, TX 76104
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
ROOTED CHURCH
ADDRESS:
1208 WEST MAGNOLIA #106
FORT WORTH, TX 76104
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
CATHOLIC CHARITIES OF
FORT WORTH, INC
ADDRESS:
249 THORNHILL DR
FORT WORTH, TX 76115
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
MEALS ON WHEELS OF
TARRANT COUNTY
ADDRESS:
320 SOUTH FWY
FORT WORTH, TX 76104
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:
ROCKY TOP, INC.
ADDRESS:
7015 CESSNA DR.
GREENSBORO, NC 27409
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 7,500.

RECIPIENT NAME:
UNION GOSPEL MISSION OF
TARRANT COUNTY
ADDRESS:
1321 E LANCASTER AVENUE
FORT WORTH, TX 76102
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
CHARITY WATER
ADDRESS:
200 VARICK STREET, SUITE 201
NEW YORK, NY 10014
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 250.

RECIPIENT NAME:

STUDENTS STANDING STRONG

ADDRESS:

2313 HALL JOHNSON RD
COLLEYVILLE, AL 76034

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

PROGRAM SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

VERNON WELLS PERFECT 10
CHARITY, INC.

ADDRESS:

PO BOX 271119
FLOWER MOUND, TX 75027

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

PROGRAM SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 6,107.

RECIPIENT NAME:

H.I.S BRIDGE

ADDRESS:

2075 WEST COMMERCE ST
DALLASWEST DALLAS, TX 75208

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

PROGRAM SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 11,107.

TOTAL GRANTS PAID:

446,964.

=====



THE ROSE FAMILY FDN DTD 12/23/2010 ACCT. P20114008
For the Period 12/1/12 to 12/31/12

Account Summary

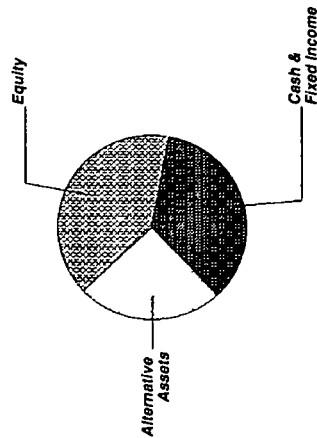
PRINCIPAL

Asset Allocation	Beginning Market Value	Ending Market Value	Change In Value	Estimated Annual Income	Current Allocation
Equity	4,425,885 00	4,438,108 10	12,223 10	39,187.05	40%
Alternative Assets	2,376,988 30	2,668,016 52	291,028 22	13,651.27	25%
Cash & Fixed Income	4,154,901 19	3,815,229 74	(339,671 45)	105,798 65	35%
Market Value	\$10,957,774.49	\$10,921,354.36	(\$36,420.13)	\$158,636.97	100%

INCOME

Cash Position	Beginning Market Value	Ending Market Value	Change In Value
Cash Balance	869.04	15,278.58	14,409.54
Accruals	3,655 38	9,626 56	5,971 18
Market Value	\$4,524.42	\$24,905.14	\$20,380.72

Asset Allocation



J.P.Morgan



THE ROSE FAMILY FDN DTD 12/23/2010 ACCT. P20114008
For the Period 12/1/12 to 12/31/12

Account Summary CONTINUED

Portfolio Activity	PRINCIPAL		INCOME	
	Current Period Value	Year-to-Date Value	Current Period Value	Year-to-Date Value
Beginning Market Value	10,957,774.49	10,496,069.57	869.04	18,685.70
Additions			49,503.07	403,738.16
Withdrawals & Fees	(76,417.04)	(491,309.04)	(92,877.47)	(528,969.45)
Securities Transferred In	797,250.58	797,250.58	--	--
Securities Transferred Out	(797,183.09)	(797,183.09)	--	--
Net Additions/Withdrawals	(\$76,349.55)	(\$491,241.55)	(\$43,374.40)	(\$125,231.29)
Income	251.33	2,504.95	57,783.94	121,824.17
Change In Investment Value	39,678.09	914,021.39		
Ending Market Value	\$10,921,354.36	\$10,921,354.36	\$15,278.58	\$15,278.58
Accruals	--	--	9,626.56	9,626.56
Market Value with Accruals	--	--	\$24,905.14	\$24,905.14

J.P.Morgan



THE ROSE FAMILY FDN DTD 12/23/2010 ACCT P20114008
For the Period 12/1/12 to 12/31/12

Account Summary CONTINUED

Tax Summary	Current Period Value	Year-to-Date Value
Domestic Dividends/Distributions	57,742.46	121,034.05
Interest Income	41.48	790.12
Original Issue Discount	251.33	2,504.95
Taxable Income	\$58,035.27	\$124,329.12

	Current Period Value	Year-to-Date Value
LT Capital Gain Distributions	39,022.41	39,022.41
ST Realized Gain/Loss		6,625.46
LT Realized Gain/Loss		2,313,434.77
Realized Gain/Loss	\$39,022.41	\$2,359,082.64

Unrealized Gain/Loss	To-Date Value
	\$199,132.63

Cost Summary	Cost
Equity	4,190,429.44
Cash & Fixed Income	3,813,339.56
Total	\$8,003,769.00

J.P.Morgan

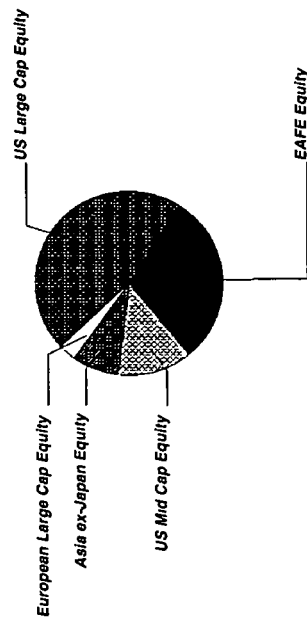


THE ROSE FAMILY FDN DTD 12/23/2010 ACCT P20114008
For the Period 12/1/12 to 12/31/12

Equity Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
US Large Cap Equity	2,109,913.32	2,100,255.39	(9,657.93)	19%
US Mid Cap Equity	573,148.61	560,237.93	(12,910.68)	5%
EAFE Equity	1,267,660.35	1,293,442.04	25,781.69	12%
European Large Cap Equity	114,633.15	117,002.15	2,369.00	1%
Asia ex-Japan Equity	360,529.57	367,170.59	6,641.02	3%
Total Value	\$4,425,885.00	\$4,438,108.10	\$12,223.10	40%

Asset Categories



Market Value/Cost	Current Period Value
Market Value	4,438,108.10
Tax Cost	4,190,429.44
Unrealized Gain/Loss	247,678.66
Estimated Annual Income	39,187.05
Accrued Dividends	1,145.27
Yield	0.88%

Equity Detail

J.P.Morgan



THE ROSE FAMILY FDN DTD 12/23/2010 ACCT P20114008
For the Period 12/1/12 to 12/31/12

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div	Yield
US Large Cap Equity							
BBH FD INC TAX EFFIC EQ N 05528X-60-4 BBTE X	17.35	18,349,798	318,369.00	314,636.53	3,732.47	1,761.58	0.55%
JOHN HANCOCK FUNDS III DISCIPLINED VALUE FUND - I 47803U-64-0 JVLI X	14.01	16,497,840	231,134.74	218,235.69	12,899.05		
JPM LARGE CAP GROWTH FD - SEL FUND 3118 4812C0-53-0 SEEG X	23.95	9,412,793	225,436.39	218,235.69	7,200.70	988.34 50.64	0.44%
JPM TAX AWARE EQUITY FD - SEL 48121L-57-7 JPES X	19.83	22,962,956	455,355.42	442,496.16	12,859.26	6,314.81	1.39%
NEUBERGER BERMAN MULTI CAP OPPORTUNITIES FUND 64122Q-30-9 NMUL X	10.97	10,583,205	116,097.76	109,324.51	6,773.25	1,428.73	1.23%
PRIMECAP ODYSSEY FUNDS ODYSSEY STK FD 74160Q-30-1 POSK X	15.98	10,840,775	173,235.58	164,636.53	8,599.05	2,666.83	1.54%
SG CONT BUFF EQ SPX 11/20/13 80% CONTIN BARRIER- 5.55%CPN 15% CAP INITIAL LEVEL-11/02/12 SPX 1414 2 78423E-ET-7	99.90	125,000,000	124,875.00	123,750.00	1,125.00		
SPDR S&P 500 ETF TRUST 78462F-10-3 SPY	142.41	900,000	128,169.00	124,632.45	3,536.55	2,792.70 919.65	2.18%
UBS CONT BUFF EQ SPX 09/05/13 80% CONTIN BARRIER- 6.75%CPN 15% CAP INITIAL LEVEL-08/17/12 SPX 1418 16 902674-LF-5	102.21	200,000,000	204,420.00	198,000.00	6,420.00		

J.P.Morgan



THE ROSE FAMILY FDN DTD 12/23/2010 ACCT: P20114008
For the Period 12/1/12 to 12/31/12

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc Accrued Div.	Yield
US Large Cap Equity							
UBS CONT BUFF EQ SPX 10/23/13 80.35% CONTIN BARRIER- 5%CPN 15% CAP INITIAL LEVEL-10/05/12 SPX.1460.93 902674-LU-2	98.53	125,000,000	123,162.50	123,750.00	(587.50)		
Total US Large Cap Equity			\$2,100,255.39	\$2,037,697.56	\$62,557.83	\$15,952.99 \$970.29	0.76 %
US Mid Cap Equity							
JPM MARKET EXPANSION INDEX FD - SEL FUND 3708 4812C1-63-7 PGMI X	10.61	31,868,706	338,126.97	328,859.73	9,267.24	3,728.63	1.10 %
JPM TRI MIDCAP CORE - SEL 4812L1-75-9 JMRS X	17.86	12,436,224	222,110.96	195,000.00	27,110.96	1,877.86 174.98	0.85 %
Total US Mid Cap Equity			\$560,237.93	\$523,859.73	\$36,378.20	\$5,606.49 \$174.98	1.00 %
EAFE Equity							
ARTISAN INTL VALUE FUND - INV 04314H-88-1 ARTK X	30.38	7,496,409	227,740.91	206,526.06	21,214.85		
CAPITAL PRIVATE CLIENT SVCS CAP NON US EQT 14042Y-60-1 CNUS X	10.21	22,372,433	228,422.54	208,911.18	19,511.36	1,118.62	0.49 %

J.P.Morgan



THE ROSE FAMILY FDN DTD 12/23/2010 ACCT. P20114008
For the Period 12/1/12 to 12/31/12

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc. Accrued Div.	Yield
EAFE Equity							
CS BREN EAFE 8/7/13 10%BUFFER-2XLEV- 10 25%CAP 20 5%MAXRTRN INITIAL LEVEL-7/20/12 SX5E-2237.33 UKX:5651.77 TPX.733 82 22546T-WP-2	110.70	110,000 000	121,770 00	108,900.00	12,870 00		
HSBC BREN EAFE 09/06/13 10%BUFFER-2 XLEV- 9 45%CAP 18.9%MAXRTRN INITIAL LEVEL-08/24/12 SX5E 2434 23 UKX-5776 60 TPX 757.23 4042K1-3K-7	105.95	110,000 000	116,545 00	108,900.00	7,645 00		
HSBC BREN EAFE 10/23/13 10%BUFFER-2 XLEV- 8.95%CAP 17 9%MAXRTRN INITIAL LEVEL-10/05/12-SX5E 2531.21 UKX 5871 02 TPX-737.13 4042K1-6K-4	102 51	115,000 000	117,886 50	113,850 00	4,036 50		
ISHARES MSCI EAFE INDEX FUND 464287-46-5 EFA	56.86	4,000 000	227,440 00	211,291 60	16,148.40	7,036.00	3.09%
T. ROWE PRICE OVERSEAS STOCK FUND 77956H-75-7 TROS X	8 50	29,839 658	253,637.09	242,693 18	10,943 91	5,072 74	2 00%
Total EAFE Equity			\$1,293,442.04	\$1,201,072.02	\$92,370.02	\$13,227.36	1.02 %

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THE ROSE FAMILY FDN DTD 12/23/2010 ACCT. P20114008
For the Period 12/1/12 to 12/31/12

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc. Accrued Div.	Yield
European Large Cap Equity							
DB MARKET PLUS SX5E 03/19/14	101.74	115,000,000	117,002.15	113,562.50	3,439.65		
80% CONTIN BARRIER- 7.6%CPN UNCAPPED INITIAL LEVEL-09/14/12 SX5E-2594.56 2515A1-LR-0							
Asia ex-Japan Equity							
COLUMBIA FDS SER TR II MASS	13.07	9,210,994	120,387.69	110,624.04	9,763.65	2,358.01	1.96%
ASIA PC JP R5 19763P-57-2 TAPR X							
MATTHEWS PACIFIC TIGER INSTL FUND	24.41	10,109,910	246,782.90	203,613.59	43,169.31	2,042.20	0.83%
577130-83-4 MIPT X							
Total Asia ex-Japan Equity			\$367,170.59	\$314,237.63	\$52,932.96	\$4,400.21	1.20%

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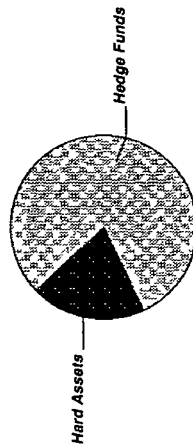


THE ROSE FAMILY FDN DTD 12/23/2010 ACCT. P20114008
For the Period 12/1/12 to 12/31/12

Alternative Assets Summary

Asset Categories	Beginning Estimated Value	Ending Estimated Value	Change In Value	Current Allocation
Hedge Funds	1,828,608.50	2,130,560.60	301,952.10	20%
Hard Assets	548,379.80	537,455.92	(10,923.88)	5%
Total Value	\$2,376,988.30	\$2,668,016.52	\$291,028.22	25%

Asset Categories



Alternative Assets as a percentage of your portfolio - 25 %

Alternative Assets Detail

	Price	Quantity	Estimated Value	Cost
Hedge Funds				
AIM INVT FDS	12.53	41,131.232	515,374.34	525,000.00
BAL RISK ALL Y				
00141V-69-7 ABRY X				

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THE ROSE FAMILY FDN DTD 12/23/2010 ACCT. P20114008
For the Period 12/1/12 to 12/31/12

	Price	Quantity	Estimated Value	Cost
Hedge Funds				
BLACKSTONE PARTNERS OFFSHORE FUND				
LTD. CLASS H2 - NEW ISSUES	1,039.01	500,000	519,505.00	500,000.00
INELIGIBLE NON-SELF DEALING	11/30/12			
FIDUCIARY INVESTORS - SERIES 59				
N/O Client				
092192-93-9				
BLACKSTONE PARTNERS OFFSHORE FUND				
LTD. CLASS H2 - NEW ISSUES	1,098.04	258,900	284,282.56	275,000.00
INELIGIBLE NON-SELF DEALING	11/30/12			
FIDUCIARY INVESTORS - SERIES 72				
N/O Client				
092193-91-1				
JPM ACCESS MULTI-STRATEGY FUND II				
RIC ENDOWMENTS & FOUNDATIONS & OTHER	15.84	17,705,744	280,500.04	275,000.00
- AUTOMATIC REINVESTMENT	11/30/12			
N/O Client				
HFGAPB-WF-1				
OCH-ZIFF OZOFII PRIVATE INVESTORS				
OFFSHORE LTD. CLASS G PRIME -	141.45	3,753,385	530,898.66	500,000.00
NEW ISSUES INELIGIBLE NON-SELF	11/30/12			
DEALING FIDUCIARY INVESTORS				
N/O Client				
986903-92-0				
Total Hedge Funds			\$2,130,560.60	\$2,075,000.00

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THE ROSE FAMILY FDN DTD 12/23/2010 ACCT. P20114008
For the Period 12/1/12 to 12/31/12

	Price	Quantity	Estimated Value	Cost
Hard Assets				
BNP GOLD CBEN 09/18/13 LNKD TO GOLDLPM 85% BARRIER, 5.0% CPN, 11.05% CAP 9/07/12; INITIAL STRIKE: 1728.00 05567L-7C-5	102.25	115,000.000	117,583.34	113,850.00
HIGHBRIDGE DYNAMIC COMM STRG FD -SEL 48121A-67-0 HDCS X	13.97	9,228.401	128,920.76	175,616.47
PIMCO COMMODITIES PLUS STRATEGY P 72201P-16-7 PCLP X	10.89	15,601.085	169,895.82	170,000.00
SG BRENT CBEN 11/01/13 LNKD TO CO1 75% BARRIER, 11.40% CPN, 11.40% CAP 10/19/12, INITIAL STRIKE: 110.14 78423E-EL-4	100.88	120,000.000	121,056.00	118,800.00
Total Hard Assets			\$537,455.92	\$578,266.47

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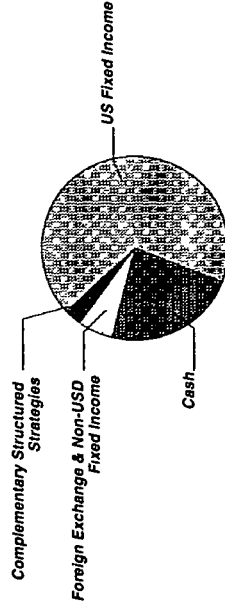


THE ROSE FAMILY FDN DTD 12/23/2010 ACCT P20114008
For the Period 12/1/12 to 12/31/12

Cash & Fixed Income Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
Cash	1,443,664.54	906,269.91	(537,394.63)	8%
US Fixed Income	2,373,274.24	2,568,757.98	195,483.74	24%
Complementary Structured Strategies	149,360.00	149,737.00	377.00	1%
Foreign Exchange & Non-USD Fixed Income	188,602.41	190,464.85	1,862.44	2%
Total Value	\$4,154,901.19	\$3,815,229.74	(\$339,671.45)	35%

Asset Categories



Cash & Fixed Income as a percentage of your portfolio - 35 %

Market Value/Cost

	Current Period Value
Market Value	3,815,229.74
Tax Cost	3,813,339.56
Unrealized Gain/Loss	1,890.18
Estimated Annual Income	105,798.65
Accrued Interest	8,481.29
Yield	2.77 %

SUMMARY BY MATURITY

Cash & Fixed Income	Market Value	% of Bond Portfolio
0-6 months ¹	3,665,492.74	97%
6-12 months ¹	62,959.00	1%
1-5 years ¹	86,778.00	2%
Total Value	\$3,815,229.74	100%

¹ The years indicate the number of years until the bond is scheduled to mature based on the statement end date. Some bonds may be called, or paid in full, before their stated maturity.

SUMMARY BY TYPE

Cash & Fixed Income	Market Value	% of Bond Portfolio
Cash	906,269.91	23%
International Bonds	190,464.85	4%
Mutual Funds	2,568,757.98	70%
Complementary Structure	149,737.00	3%
Total Value	\$3,815,229.74	100%

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THE ROSE FAMILY FDN DTD 12/23/2010 ACCT. P20114008
For the Period 12/1/12 to 12/31/12

Note: O - Bonds purchased at a discount show accretion

¹ This is the Annual Percentage Yield (APY) which is the rate earned if balances remain on deposit for a full year with compounding, there is no change in the interest rate and all interest is left in the account.

Cash & Fixed Income Detail

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Income Accrued Interest	Yield
Cash							
US DOLLAR PRINCIPAL	1 00	906,269.91	906,269.91	906,269.91		271.88	0.03 % ¹
US Fixed Income							
DOUBLELINE FDS TR TTL RTN BD I 258620-10-3	11 33	43,717.82	495,322.90	491,338.64	3,984.26	31,433.11 2,463.85	6.35 %
EATON VANCE FLOATING RATE I 277911-49-1	9 12	24,431.05	222,811.13	219,911.82	2,899.31	9,894.57 816.55	4.44 %
JPM HIGH YIELD FD - SEL FUND 3580 4812C0-80-3	8 14	41,400.08	336,996.61	344,577.04	(7,580.43)	21,569.43 2,152.80	6.40 %
JPM SHORT DURATION BOND FD - SEL FUND 3133 4812C1-33-0	10 99	68,714.64	755,173.90	755,565.97	(392.07)	9,620.04 893.29	1.27 %
JPM TR I MLT SC INCM SL 48121A-29-0	10 22	10,938.00	111,786.31	110,843.22	943.09	4,604.89 678.16	4.12 %
JPM TR I INFL MANAGED BD - SEL 48121A-56-3	10 81	10,523.17	113,755.50	112,968.03	787.47	2,262.48 136.80	1.99 %

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THE ROSE FAMILY FDN DTD 12/23/2010 ACCT. P20114008
For the Period 12/1/12 to 12/31/12

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Income Accrued Interest	Yield
US Fixed Income							
RIDGEWORTH FDS SEIX FLRT HI I 76628T-67-8	8 98	37,412 59	335,965.07	336,022 24	(57.17)	16,424.12 1,339 84	4 89 %
VANGUARD FI SECS F INTR TRM CP PT FUND 71 922031-88-5							
	10 32	19,083 97	196,946 56	200,000.00	(3,053 44)	7,061.06	3 59 %
Total US Fixed Income			\$2,568,757.98	\$2,571,226.96	(\$2,468.98)	\$102,869.70 \$8,481.29	4.00 %

Complementary Structured Strategies

O BARC 93% PPN BRIC BASKET 9/19/13 LINKED TO 3 CURRENCY BSKTS 50% 35% & 15% WEIGHT, UNCAPPED 9/16/11 06738K-VA-6	96 86	65,000 00	62,959 00	65,784 54 64,025.00		(2,825 54)			
O BARC 95% PPN FX BASKET 4/4/14 LINKED TO CNY IDR MXN & RUB VS USD 5% MAX LOSS, UNCAPPED 03/30/2012 06738K-2H-3	96 42	90,000 00	86,778 00	89,774 61 88,650.00		(2,996 61)			
Total Complementary Structured Strategies			\$149,737.00	\$155,559.15 \$152,675.00		(\$5,822.15)	\$0.00		0.00 %

Foreign Exchange & Non-USD Fixed Income

DREYFUS LAUREL EMG MKT DEBT LOC C-1 261980-49-4	15 34	12,416 22	190,464 85	180,283 54		10,181 31	2,657 07		1.40 %
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