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Form **990-PF**

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

OMB No 1545-0052

2012

Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation ROSENBERG, WILLIAM E. FDN		A Employer identification number 65-0382178
Number and street (or P O box number if mail is not delivered to street address) P O BOX 1908	Room/suite	B Telephone number (see instructions) (404) 813-2216
City or town, state, and ZIP code ORLANDO FL 32802-1908		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 287,187	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>	(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	7,579	7,615		
5 a Gross rents				
b Net rental income or (loss)				
6 a Net gain or (loss) from sale of assets not on line 10	7,782			
b Gross sales price for all assets on line 6a 130,143				
7 Capital gain net income (from Part IV, line 2)		7,782		
8 Net short-term capital gain				
9 Income modifications				
10 a 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	15,361	15,397	0	
13 Compensation of officers, directors, trustees, etc	13,045			6,523
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16 a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions)	94	71		
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	13,139	6,593	0	6,523
25 Contributions, gifts, grants paid	14,892			14,892
26 Total expenses and disbursements. Add lines 24 and 25	28,031	6,593	0	21,415
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-12,670			
b Net investment income (if negative, enter -0-)		8,804		
c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2012)

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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	118			
	2	Savings and temporary cash investments	14,883	15,855	15,855	
	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)				
	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)	269,240	255,716	271,332		
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)	284,241	271,571	287,187		
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. ▶ <input type="checkbox"/>					
	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	284,241	271,571		
	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)	284,241	271,571			
31	Total liabilities and net assets/fund balances (see instructions)	284,241	271,571			

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	284,241
2	Enter amount from Part I, line 27a	2	-12,670
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	271,571
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	271,571

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a See Attached Statement				
b See Attached Statement				
c See Attached Statement				
d See Attached Statement				
e See Attached Statement				
(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			0	
b			0	
c			0	
d			0	
e			0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a			0	
b			0	
c			0	
d			0	
e			0	
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	7,782
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	0

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	23,444	305,700	0.076690
2010	21,975	307,771	0.071400
2009	20,845	294,337	0.070820
2008	21,965	336,681	0.065240
2007	26,173	379,416	0.068982
2 Total of line 1, column (d)			0.353132
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			0.070626
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			292,323
5 Multiply line 4 by line 3			20,646
6 Enter 1% of net investment income (1% of Part I, line 27b)			88
7 Add lines 5 and 6			20,734
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			21,415

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	88	
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	88	
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4		
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	88	
6 Credits/Payments				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	54		
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	54		
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	34		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0		
11 Enter the amount of line 10 to be Credited to 2013 estimated tax Refunded	11	0		

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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)? <i>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</i>		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? <i>If "Yes," attach a detailed description of the activities</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		X
4 a 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?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		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? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ► FL		
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? <i>If "No," attach explanation</i>	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)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		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? Website address ▶ N/A	13	X	
14	The books are in care of ▶ SUNTRUST BANK Telephone no ▶ (404) 813-2216 Located at ▶ P.O. BOX 1908 ORLANDO FL ZIP+4 ▶ 32802-1908			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶	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.

1a	During the year did the foundation (either directly or indirectly)		Yes	No
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
(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"/>	<input checked="" type="checkbox"/>	
(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"/>	<input checked="" type="checkbox"/>	
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	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?	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? If "Yes," list the years ▶ 20____, 20____, 20____, 20____		<input type="checkbox"/>	<input checked="" type="checkbox"/>
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 ▶ 20____, 20____, 20____, 20____			
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"/>	<input checked="" type="checkbox"/>
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

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

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

(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 No
 Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945–5(d) N/A

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

5b	N/A	
6b		X
7b	N/A	

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SUNTRUST BANK P O BOX 1908 ORLANDO, FL 32802-1908	TRUSTEE AS REQ'D	6,523		
GENE GLASSER C/O GREENSPOON MARDE 100 W CYPRESS CREEK ROAD, STE 700 FT	CO-TRUSTEE VARIOUS	6,522		

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 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 ▶ **0**

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	284,899
b	Average of monthly cash balances	1b	11,876
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	296,775
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	296,775
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	4,452
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	292,323
6	Minimum investment return. Enter 5% of line 5	6	14,616

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	14,616
2a	Tax on investment income for 2012 from Part VI, line 5	2a	88
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	88
3	Distributable amount before adjustments Subtract line 2c from line 1	3	14,528
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	14,528
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	14,528

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	21,415
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	21,415
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	88
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	21,327

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				14,528
2	Undistributed income, if any, as of the end of 2012				
a	Enter amount for 2011 only			0	
b	Total for prior years 20____, 20____, 20____				
3	Excess distributions carryover, if any, to 2012				
a	From 2007	7,744			
b	From 2008	5,248			
c	From 2009	6,170			
d	From 2010	6,752			
e	From 2011	8,265			
f	Total of lines 3a through e	34,179			
4	Qualifying distributions for 2012 from Part XII, line 4 \blacktriangleright \$ 21,415				
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				14,528
e	Remaining amount distributed out of corpus	6,887			
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	41,066			
b	Prior years' undistributed income Subtract line 4b from line 2b		0		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
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			0	
f	Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
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)	7,744			
9	Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	33,322			
10	Analysis of line 9				
a	Excess from 2008	5,248			
b	Excess from 2009	6,170			
c	Excess from 2010	6,752			
d	Excess from 2011	8,265			
e	Excess from 2012	6,887			

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

N/A

1 a 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)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	
				0
b 85% of line 2a				0
c Qualifying distributions from Part XII, line 4 for each year listed				0
d Amounts included in line 2c not used directly for active conduct of exempt activities				0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c				0
3 Complete 3a, b, or c for the alternative test relied upon				
a "Assets" alternative test—enter				
(1) Value of all assets				0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				0
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)				0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0
(3) Largest amount of support from an exempt organization				0
(4) Gross investment income				0

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))

N/A

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

N/A

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 Attached Statement				
Total				▶ 3a 14,892
b <i>Approved for future payment</i> NONE				
Total				▶ 3b 0

ROSENBERG, WILLIAM E FDN

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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

UNIVERSITY OF FLORIDA FOUNDATION COLLEGE OF LAW

Street

City	State FL	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 10,000

Name

HOLOCAUST DOCUMENTATION AND EDUCATION CENTER, INC

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 4,892

Name

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
Purpose of grant/contribution			Amount

Name

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
Purpose of grant/contribution			Amount

Name

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
Purpose of grant/contribution			Amount

Name

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
Purpose of grant/contribution			Amount

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

		Amount			Totals	Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss				
		1,344			Capital Gains/Losses	130,143		122,361		7,782				
Long Term CG Distributions					Other sales	0		0		0				
Short Term CG Distributions		0												
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	X	ABERDEEN EQUITY LONG SH	003020338		12/10/2009		11/19/2012	139	137				0	2
2	X	ABERDEEN EQUITY LONG SH	003020338		12/10/2009		12/20/2012	293	278				0	15
3	X	DOUBLELINE TOTAL RETURN	258820103		10/8/2012		12/20/2012	211	211				0	0
4	X	FEDERATED STRATEGIC VAL	314172560		12/13/2010		10/8/2012	8,342	7,010				0	1,332
5	X	FEDERATED STRATEGIC VAL	314172560		12/13/2010		11/19/2012	7,858	6,951				0	907
6	X	FEDERATED STRATEGIC VAL	314172560		12/13/2010		12/20/2012	1,600	1,374				0	226
7	X	FORUM ABSOLUTE STRATEG	349841600		12/10/2009		11/19/2012	448	421				0	27
8	X	FORUM ABSOLUTE STRATEG	349841600		12/10/2009		12/20/2012	418	396				0	23
9	X	HARBOR CAP APPRECIATION	411511504		10/8/2012		11/19/2012	1,805	1,606				0	199
10	X	HARBOR CAP APPRECIATION	411511504		10/8/2012		12/20/2012	2,102	2,133				0	-31
11	X	T ROWE PRICE INSTL LARGE	45775L408		5/17/2007		10/8/2012	4,626	3,950				0	676
12	X	T ROWE PRICE INSTL LARGE	45775L408		5/17/2007		11/19/2012	2,930	2,522				0	408
13	X	T ROWE PRICE INSTL LARGE	45775L408		5/17/2007		12/20/2012	2,457	2,016				0	439
14	X	JANUS PERKINS SMALL CAP	47103C183		12/10/2009		12/20/2012	517	492				0	25
15	X	MANNING & NAPIER WORLD	563821545		12/10/2009		10/8/2012	14,393	15,180				0	-787
16	X	MANNING & NAPIER WORLD	563821545		12/13/2010		10/8/2012	520	604				0	-84
17	X	MANNING & NAPIER WORLD	563821545		12/13/2010		12/20/2012	2,002	2,232				0	-230
18	X	NEUBERGER BERMAN HIGH I	64128K668		10/4/2011		10/8/2012	1,921	1,698				0	223
19	X	NEUBERGER BERMAN HIGH I	64128K668		10/4/2011		11/19/2012	250	223				0	27
20	X	NEUBERGER BERMAN HIGH I	64128K668		10/4/2011		12/20/2012	172	152				0	20
21	X	OPPENHEIMER DEVELOPING	683974505		12/10/2009		10/8/2012	798	855				0	-143
22	X	OPPENHEIMER DEVELOPING	683974505		12/10/2009		12/20/2012	1,136	916				0	220
23	X	PIMCO LOW DURATION-J	693390304		10/4/2011		11/19/2012	369	355				0	14
24	X	PIMCO LOW DURATION-J	693390304		10/4/2011		12/20/2012	229	223				0	6
25	X	PIMCO COMMODITY REALRT	722005667		10/4/2007		10/8/2012	701	1,491				0	-790
26	X	PIMCO COMMODITY REALRT	722005667		12/10/2009		10/8/2012	4,399	5,005				0	-606
27	X	PIMCO INVT GRADE CORP BD	722005616		12/10/2009		12/20/2012	258	252				0	4
28	X	PIMCO EMERGING LOCAL BD	72201F516		10/8/2012		11/19/2012	163	163				0	0
29	X	PIMCO EMERGING LOCAL BD	72201F516		10/8/2012		12/20/2012	358	349				0	9
30	X	RIDGEWORTH FD-LARGECAF	76628R872		5/19/2008		10/8/2012	3,752	3,513				0	239
31	X	RIDGEWORTH FD-LARGECAF	76628R872		5/19/2008		12/20/2012	1,838	1,887				0	-151
32	X	RIDGEWORTH FD-LARGECAF	76628R748		7/19/2003		10/8/2012	10,361	9,016				0	1,345
33	X	RIDGEWORTH FD-SHORT TE	76828T611		12/11/2008		11/19/2012	10,968	10,705				0	263
34	X	RIDGEWORTH FD-SHORT TE	76828T611		10/8/2012		11/19/2012	990	992				0	-2
35	X	RIDGEWORTH FD-SEIX FLT H	76828T678		12/10/2009		10/8/2012	6,428	6,147				0	281
36	X	RIDGEWORTH FD-SEIX FLT H	76828T678		12/13/2010		10/8/2012	626	623				0	3
37	X	RIDGEWORTH FD-INTERMED	76828T702		10/8/2007		11/19/2012	1,347	1,268				0	81
38	X	T ROWE PRICE DIVRSFD SMA	779917103		10/8/2012		12/20/2012	338	339				0	-1
39	X	SCHRODER US SMALL/MID C	80809R204		10/4/2011		10/8/2012	3,331	2,731				0	600
40	X	SENTINEL SMALL CO-I	81728R825		12/10/2009		10/8/2012	6,035	4,570				0	1,465
41	X	TEMPLETON GLOBAL BD-ADV	880208400		12/13/2010		10/8/2012	20,138	20,454				0	-316
42	X	VANGUARD MTG-BACKED SE	92206C755		10/9/2012		12/20/2012	518	519				0	-1
43	X	WASATCH LONG/SHORT FD	938793835		10/8/2012		12/20/2012	515	502				0	13

Part I, Line 18 (990-PF) - Taxes

		94	71	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	71	71		
2	ESTIMATED EXCISE PAYMENTS	23			

Part II, Line 13 (990-PF) - Investments - Other

		269,240	255,716	271,332
Asset Description		Basis of Valuation	Book Value Beg of Year	Book Value End of Year
				FMV End of Year
1		269,240	0	
2	HARBOR CAP APPRECIATION-I	0	22,919	22,392
3	PIMCO LOW DURATION-I	0	10,956	11,209
4	T ROWE PRICE INSTL LARGE-CAP GRWT	0	19,308	23,762
5	FORUM ABSOLUTE STRATEGIES-I	0	13,538	13,888
6	MANNING & NAPIER WORLD OPPTYS-A	0	19,854	21,016
7	RIDGEWORTH FD-LARGCAP VAL EQTY#	0	15,207	19,527
8	RIDGEWORTH FD-INTERMEDIATE BD #RC	0	36,314	36,432
9	FEDERATED STRATEGIC VALUE-I	0	16,985	19,309
10	PIMCO INVT GRADE CORP BD-I	0	19,503	19,583
11	JANUS PERKINS SMALL CAP VALUE-I	0	5,279	5,265
12	ABERDEEN EQUITY LONG SHORT-I	0	5,284	5,530
13	OPPENHEIMER DEVELOPING MKTS INST	0	12,602	14,185
14	DOUBLELINE TOTAL RETURN BD-I	0	14,263	14,188
15	PIMCO EMERGING LOCAL BD-I	0	5,479	5,550
16	NEUBERGER BERMAN HIGH INCOME BD-	0	10,216	11,557
17	WASATCH 1ST SOURCE LONG/SHORT	0	5,490	5,561
18	VANGUARD MTG BACKED SECS INDEX-S	0	16,867	16,781
19	T ROWE PRICE DIVRSFD SMALLCAP GRC	0	5,652	5,597

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Amount		1,341		0		0		122,361		6,438		0		0		8,438	
Long Term CG Distributions		Short Term CG Distributions		128,799		0		0		122,361		6,438		0		8,438	
Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gain	Loss	Gain	Loss	
1	ABERDEEN EQUITY LONG SHORT-I	003020338	12/10/2009	11/19/2012	139		0	137	2	0	0	0	0	0	0	0	
2	ABERDEEN EQUITY LONG SHORT-I	003020338	12/10/2009	12/20/2012	293		0	278	15	0	0	0	0	0	0	15	
3	DOUBLELINE TOTAL RETURN BD-I	258620103	10/6/2012	12/20/2012	211		0	211	0	0	0	0	0	0	0	0	
4	FEDERATED STRATEGIC VALUE-I	314172560	12/13/2010	10/8/2012	8,342		0	7,010	1,332	0	0	0	0	0	0	1,332	
5	FEDERATED STRATEGIC VALUE-I	314172560	12/13/2010	11/19/2012	7,858		0	6,951	907	0	0	0	0	0	0	907	
6	FEDERATED STRATEGIC VALUE-I	314172560	12/13/2010	12/20/2012	1,600		0	1,374	226	0	0	0	0	0	0	226	
7	FORUM ABSOLUTE STRATEGIES-I	34984T600	12/10/2009	11/19/2012	448		0	421	27	0	0	0	0	0	0	27	
8	FORUM ABSOLUTE STRATEGIES-I	34984T600	12/10/2009	12/20/2012	419		0	396	23	0	0	0	0	0	0	23	
9	HARBOR CAP APPRECIATION-I	411511504	10/8/2012	11/19/2012	1,805		0	1,906	-101	0	0	0	0	0	0	-101	
10	HARBOR CAP APPRECIATION-I	411511504	10/8/2012	12/20/2012	2,102		0	2,133	-31	0	0	0	0	0	0	31	
11	T ROWE PRICE INSTL LARGE-CAP GRW	4575L408	5/17/2007	10/8/2012	4,826		0	3,950	876	0	0	0	0	0	0	876	
12	T ROWE PRICE INSTL LARGE-CAP GRW	4575L408	5/17/2007	11/19/2012	2,930		0	2,522	408	0	0	0	0	0	0	408	
13	T ROWE PRICE INSTL LARGE-CAP GRW	4575L408	5/17/2007	12/20/2012	2,457		0	2,018	439	0	0	0	0	0	0	439	
14	JANUS PERKINS SMALL CAP VALUE-I	47103C183	12/10/2009	12/20/2012	517		0	492	25	0	0	0	0	0	0	25	
15	MANNING & NAPIER WORLD OPPTY-A	563821545	12/10/2009	10/8/2012	14,393		0	15,180	-787	0	0	0	0	0	0	-787	
16	MANNING & NAPIER WORLD OPPTY-A	563821545	12/13/2010	10/8/2012	520		0	604	-84	0	0	0	0	0	0	-84	
17	MANNING & NAPIER WORLD OPPTY-A	563821545	12/13/2010	12/20/2012	2,002		0	2,232	-230	0	0	0	0	0	0	-230	
18	NEUBERGER BERMAN HIGH INCOME	854128K868	10/4/2011	10/8/2012	1,921		0	1,698	223	0	0	0	0	0	0	223	
19	NEUBERGER BERMAN HIGH INCOME	854128K868	10/4/2011	11/19/2012	250		0	223	27	0	0	0	0	0	0	27	
20	NEUBERGER BERMAN HIGH INCOME	854128K868	10/4/2011	12/20/2012	172		0	152	20	0	0	0	0	0	0	20	
21	OPPENHEIMER DEVELOPING MKTS INS	883974505	12/10/2009	10/8/2012	798		0	655	143	0	0	0	0	0	0	143	
22	OPPENHEIMER DEVELOPING MKTS INS	883974505	12/10/2009	12/20/2012	1,136		0	918	220	0	0	0	0	0	0	220	
23	PIMCO LOW DURATION-I	693390304	10/4/2011	11/19/2012	389		0	355	34	0	0	0	0	0	0	34	
24	PIMCO LOW DURATION-I	693390304	10/4/2011	12/20/2012	229		0	223	6	0	0	0	0	0	0	6	
25	PIMCO COMMODITY REALRTN STRATE	722005667	10/3/2007	10/8/2012	701		0	1,491	-790	0	0	0	0	0	0	-790	
26	PIMCO COMMODITY REALRTN STRATE	722005667	12/10/2009	10/8/2012	4,399		0	5,005	-606	0	0	0	0	0	0	-606	
27	PIMCO INV'T GRADE CORP BD-I	722005816	12/10/2009	12/20/2012	256		0	252	4	0	0	0	0	0	0	4	
28	PIMCO EMERGING LOCAL BD-I	72201F516	10/6/2012	11/19/2012	163		0	163	0	0	0	0	0	0	0	0	
29	PIMCO EMERGING LOCAL BD-I	72201F516	10/6/2012	12/20/2012	358		0	349	9	0	0	0	0	0	0	9	
30	RIDGEWORTH FD-LARGE CAP VAL EQT	76628R672	5/19/2008	10/8/2012	3,752		0	3,513	239	0	0	0	0	0	0	239	
31	RIDGEWORTH FD-LARGE CAP VAL EQT	76628R672	5/19/2008	12/20/2012	1,838		0	1,687	151	0	0	0	0	0	0	151	
32	RIDGEWORTH FD-LARGE CAP GRTH S	76628R748	7/18/2003	10/8/2012	10,361		0	9,018	1,343	0	0	0	0	0	0	1,343	
33	RIDGEWORTH FD-SHORT TERM BD #R	76628T611	12/11/2006	11/19/2012	10,868		0	10,705	163	0	0	0	0	0	0	163	
34	RIDGEWORTH FD-SHORT TERM BD #R	76628T611	10/8/2012	11/19/2012	690		0	992	-2	0	0	0	0	0	0	-2	
35	RIDGEWORTH FD-SEIX FLT HGH INCM	76628T678	12/10/2009	10/8/2012	6,428		0	6,147	281	0	0	0	0	0	0	281	
36	RIDGEWORTH FD-SEIX FLT HGH INCM	76628T678	12/13/2010	10/8/2012	626		0	623	3	0	0	0	0	0	0	3	
37	RIDGEWORTH FD-INTERMEDIATE BD #	76628T702	10/3/2007	11/19/2012	1,347		0	1,266	81	0	0	0	0	0	0	81	
38	T ROWE PRICE DIVRSF SMALL CAP GI	779917103	10/8/2012	12/20/2012	308		0	338	-3	0	0	0	0	0	0	-3	
39	SCHRODER US SMALLMID CAP OPPTY	80809R204	10/4/2011	10/8/2012	3,331		0	2,731	600	0	0	0	0	0	0	600	
40	SENTINEL SMALL CO-I	81728B825	12/10/2009	10/8/2012	6,025		0	4,570	1,455	0	0	0	0	0	0	1,455	
41	TEMPLETON GLOBAL BD-ADV	880208400	12/13/2010	10/8/2012	20,138		0	20,454	-316	0	0	0	0	0	0	-316	
42	VANGUARD MTG-BACKED SECS INDEX	92206C755	10/9/2012	12/20/2012	518		0	519	-1	0	0	0	0	0	0	-1	
43	WASATCH LONGSHORT FD	536793835	10/8/2012	12/20/2012	515		0	502	13	0	0	0	0	0	0	13	

Part VI, Line 6a (990-PF) - Estimated Tax Payments

	Date		Amount
1 Credit from prior year return	5/15/2012	1	31
2 First quarter estimated tax payment	5/9/2012	2	23
3 Second quarter estimated tax payment		3	
4 Third quarter estimated tax payment		4	
5 Fourth quarter estimated tax payment		5	
6 Other payments		6	
7 Total		7	54