Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

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

Name of foundation
ROCKWELL FUND, INC.

A Employer identification number
74-6040258

Number and street (or P O box number if mail is not delivered to street address)
770 S. POST OAK LANE

Room/suite
525

B Telephone number (see instructions)
(713) 629-9022

City or town, state, and ZIP code
HOUSTON, TX 77056-6660

C If exemption application is pending, check here ▶ ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 77,281,547.

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify)
(Part I, column (d) must be on cash basis)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts grants, etc , received (attach schedule)	500.			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	276.	276.		ATCH 1
	4	Dividends and interest from securities	2,850,197.	2,850,197.		ATCH 2
	5a	Gross rents ATCH 25	-70,148.	-70,148.		
	b	Net rental income or (loss) -70,148.				
	6a	Net gain or (loss) from sale of assets not on line 10	-6,562,189.			
	b	Gross sales price for all assets on line 6a 5,749,465.				
	7	Capital gain net income (from Part IV, line 2)				
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule) ATCH 3	-20,194.	-20,194.		
	12	**Total.** Add lines 1 through 11	-3,801,558.	2,760,131.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	748,163.	305,324.		442,839.
	14	Other employee salaries and wages	272,715.	44,580.		228,135.
	15	Pension plans, employee benefits	151,718.	51,541.		100,177.
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)				
	17	Interest ATCH 4	28,673.	28,673.		
	18	Taxes (attach schedule) (see instructions) ATCH 5	86,520.	33,678.		32,824.
	19	Depreciation (attach schedule) and depletion	10,091.	5,046.		
	20	Occupancy	95,937.	37,188.		58,749.
	21	Travel, conferences, and meetings	15,165.	1,669.		13,496.
	22	Printing and publications				
	23	Other expenses (attach schedule) ATCH 6	339,339.	250,668.		72,915.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	1,748,321.	758,367.		949,135.
	25	Contributions, gifts, grants paid	3,058,952.			3,058,952.
	26	**Total expenses and disbursements** Add lines 24 and 25	4,807,273.	758,367.		4,008,087.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-8,608,831.			
	b	**Net investment income** (if negative, enter -0-)		2,001,764.		
	c	**Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets

	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	13,321.		
	2 Savings and temporary cash investments	929,978.	1,046,616.	1,046,616.
	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) ▶ *		* 4,782,580.	ATCH 7
	Less allowance for doubtful accounts ▶	4,722,580.	4,782,580.	5,585,199.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule) ATCH 8	60,334,740.	58,361,274.	51,489,791.
	c Investments - corporate bonds (attach schedule) ATCH 9	9,997,100.	9,798,860.	10,028,287.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans	11,057,086.	4,669,981.	856,427.
	13 Investments - other (attach schedule) ATCH 10	6,764,497.	7,491,977.	7,637,270.
	14 Land, buildings, and equipment basis ▶ 146,120.			
	Less accumulated depreciation (attach schedule) ▶ 125,807.	30,078.	20,313.	20,313.
	15 Other assets (describe ▶ ATCH 11)	1,573,194.	617,644.	617,644.
	16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	95,422,574.	86,789,245.	77,281,547.
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 ▶ ATCH 12)	21.		
	23 **Total liabilities** (add lines 17 through 22)	21.	0	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	18,329,447.	18,329,447.	
	29 Retained earnings, accumulated income, endowment, or other funds	77,093,106.	68,459,798.	
	30 **Total net assets or fund balances** (see instructions)	95,422,553.	86,789,245.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	95,422,574.	86,789,245.	

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	95,422,553.
2	Enter amount from Part I, line 27a	2	-8,608,831.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	86,813,722.
5	Decreases not included in line 2 (itemize) ▶ ATCH 13	5	24,477.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	86,789,245.

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

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

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	-6,682,118.
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	4,089,439.	82,782,166.	0.049400
2010	3,780,611.	80,562,548.	0.046928
2009	4,702,431.	75,149,038.	0.062575
2008	5,715,714.	93,791,930.	0.060940
2007	5,196,408.	118,612,221.	0.043810

2	Total of line 1, column (d)	2	0.263653
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	0.052731
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	74,183,362.
5	Multiply line 4 by line 3	5	3,911,763.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	20,018.
7	Add lines 5 and 6	7	3,931,781.
8	Enter qualifying distributions from Part XII, line 4	8	4,008,087.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1 . . . Date of ruling or determination letter ______________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	20,018.
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	20,018.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	20,018.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 54,969.		
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	54,969.
8	Enter any **penalty** for underpayment of estimated tax Check here [ ] if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	34,951.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 27,000. **Refunded** ▶	11	7,951.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ________ (2) On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ 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*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ▶ WWW.ROCKFUND.ORG			
14	The books are in care of ▶ MARGARET E. MCCONN Telephone no ▶ 713-341-5346			
	Located at ▶ 770 S POST OAK LN, STE 525 HOUSTON, TX ZIP+4 ▶ 77056-6660			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	X	
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶ VARIOUS			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

		Yes	No
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)? **5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ 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? **6b**		X
	If "Yes" to 6b, file Form 8870		
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 14		748,163.	87,414.	0

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 15		272,715.	64,303.	0

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

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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		
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 N/A	
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 ▶	

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	73,871,941.
b	Average of monthly cash balances	1b	1,375,651.
c	Fair market value of all other assets (see instructions)	1c	65,466.
d	**Total** (add lines 1a, b, and c)	1d	75,313,058.
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	75,313,058.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	1,129,696.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	74,183,362.
6	**Minimum investment return.** Enter 5% of line 5	6	3,709,168.

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	3,709,168.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	20,018.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	20,018.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	3,689,150.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	3,689,150.
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	3,689,150.

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	4,008,087.
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	4,008,087.
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	20,018.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	3,988,069.

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				3,689,150.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			3,975,965.	
b Total for prior years 20 10 ,20 09 ,20 08				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f **Total** of lines 3a through e				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 4,008,087.				
a Applied to 2011, but not more than line 2a			3,975,965.	
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				32,122.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				3,657,028.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

ATCH 16

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

ATCH 17

c Any submission deadlines

ROLLING DEADLINES

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

ATCH 18

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATCH 19				
Total . . . . ▶ **3a**				3,058,952.
b *Approved for future payment*				
ATCH 20				
Total . . . . ▶ **3b**				150,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	276.	
4 Dividends and interest from securities			14	2,850,197.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property			16	-70,153.	
6 Net rental income or (loss) from personal property			16	5.	
7 Other investment income	525990	-7,983.	14	-12,211.	
8 Gain or (loss) from sales of assets other than inventory	525990	-15,249.	18	-6,546,940.	
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)		-23,232.		-3,778,826.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 -3,802,058.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

▶ [signature] | 11-13-13 | ▶ President

Signature of officer or trustee | Date | 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 ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

JSA
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FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BANK OF AMERICA CASH FUND	1.	1.
FROST BANK SEI DAILY INC. TR. PRIME OBL	168.	168.
RBC CAPITAL	22.	22.
MORGAN STANLEY SMITH BARNEY MONEY FUNDS	61.	61.
NOTHERN INST. GOV SELECT-SENTINEL	1.	1.
CHARLES SCHAB & CO	4.	4.
WELLS FARGO	14.	14.
US TREASURY	5.	5.
TOTAL	276.	276.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FUNDAMENTAL INVESTORS FUND CLASS A	18,172.	18,172.
ING CORE EQUITY RESEARCH FUND	5,242.	5,242.
NEW ECONOMY FUND CLASS A	6,969.	6,969.
FIRST TRUST CLOUD COMPUTING	40.	40.
POWERSHARES DYNAMIC BASIC MATERIALS	2,493.	2,493.
POWERSHARES DYNAMIC BLDG & CONSTR	1,649.	1,649.
POWERSHARES DYNAMIC TECHNOLOGY	1,001.	1,001.
POWERSHARES QQQ TR SER 1	4,772.	4,772.
ISHARES RUSSELL 2000 INDEX	48,494.	48,494.
APACHE CORP	660.	660.
AT&T	52,800.	52,800.
BANK OF AMERICA	320.	320.
BOEING CO	21,120.	21,120.
CHESAPEAKE ENERGY CO	1,400.	1,400.
COLGATE PALMOLIVE	2,030.	2,030.
EXXON MOBIL CORP	14,388.	14,388.
FRONTIER COMMUNICATIONS CORP	1,132.	1,132.
GENERAL ELECTRIC	20,400.	20,400.
INTEL CORP	3,300.	3,300.
JOHNSON & JOHNSON	72,000.	72,000.
JOHNSON CONTROLS INC	2,730.	2,730.
LEGG MASON INC	1,225.	1,225.
LOCKHEED MARTIN CORP	4,150.	4,150.
LOEWS CORP	188.	188.
MARATHON OIL CORP	3,196.	3,196.
MARATHON PETROLEUM CORP	2,820.	2,820.
MICROSOFT CORP	24,900.	24,900.
RAYTHEON COMPANY	14,475.	14,475.
SCHLUMBERGER LTD	550.	550.
SUNOCO INC	3,600.	3,600.
UNITED PARCEL SERVICE	17,100.	17,100.
WELLS FARGO	1,752.	1,752.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ROCKWELL LUMBER COMPANY	80,000.	80,000.
ABB LTD SPONS ADR	1,757.	1,757.
ALLIANZ SE ADR	3,614.	3,614.
ASTRAZENECA PLC SPON ADR	7,125.	7,125.
AXA	1,869.	1,869.
BAE SYSTEMS	2,980.	2,980.
BANCO BRADESCO SPONS ADR	1,478.	1,478.
BARCLAYS	1,507.	1,507.
BAYER AG SPONS ADR	2,146.	2,146.
BHP BILLITON LTD	2,240.	2,240.
BNP PARIBAS	2,648.	2,648.
CENTRICA	1,653.	1,653.
CREDIT SUISSE GROUP	2,508.	2,508.
DIAGEO PLC	3,988.	3,988.
E ON AG SPONS ADR	3,931.	3,931.
ELECTRIC POWER DEV CO LTD	1,766.	1,766.
FAIRFAX FINANCIAL HOLDINGS LTD	1,360.	1,360.
FRANCE TELECOM SA	5,245.	5,245.
FUJITSU LTD ADR	840.	840.
GLAXOSMITHKLINE PLC	8,545.	8,545.
HANNOVER REINS CORP	5,433.	5,433.
HONDA MOTOR CO LTD ADR	1,549.	1,549.
HSBC HOLDINGS	2,012.	2,012.
KB FINANCIAL GROUP ADR	827.	827.
KEPPEL CORP	4,222.	4,222.
KOMATSU	2,028.	2,028.
MACQUARIE GROUP SPONS ADR	1,557.	1,557.
MAKITA CORP ADR	3,386.	3,386.
MITSUBISHI CORP	1,513.	1,513.
NESTLE SA	1,436.	1,436.
NIDEC CORP	296.	296.
NINTENDO CO LTD ADR	203.	203.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
NIPPON STEEL CORP	186.	186.
NIPPON TEL & TEL SPON ADR	1,788.	1,788.
PEARSON PLC SPONS ADR	1,390.	1,390.
PETROLEUM GEO SERVICES ASA ADR	1,007.	1,007.
POST NL NV	866.	866.
POWER ASSETS	3,887.	3,887.
RECKITT BENCKISER GP ADR	3,952.	3,952.
ROYAL BANK OF CANADA	5,464.	5,464.
ROYAL DUTCH SHELL PLC ADR	10,837.	10,837.
RWE AG SPONS ADR	7,911.	7,911.
SANOFI-AVENTIS	5,574.	5,574.
SAP AG ASPNS ADR	1,384.	1,384.
SILICONWARE PRECISION INDS	3,552.	3,552.
SOLVAY EUR	2,943.	2,943.
SUMITOMO MITSUI FINL GROUP INC ADR	1,311.	1,311.
TAKEDA PHARMACEUTICAL CO	5,351.	5,351.
TNT EXPRESS NV ADR	15.	15.
TOTAL SA	14,960.	14,960.
TOYOTA MOTOR CORP	1,290.	1,290.
UNILEVER PLC	7,357.	7,357.
VERBUND AG	443.	443.
VODAFONE GROUP PLC	12,633.	12,633.
YPF SA SPONS ADR	80.	80.
BLDRS EMERGING MKTS 50 ADR	2,173.	2,173.
ISHARES FTSE CHINA INDEX FUND	5,317.	5,317.
ISHARES MSCI AUSTRALIA INDEX FUND	20,266.	20,266.
ISHARES MSCI BRAZIL FREE INDEX FUND	1,678.	1,678.
ISHARES MSCI CANADA INDEX FUND	4,741.	4,741.
ISHARES MSCI EMERGING MARKET INDEX FUND	2,192.	2,192.
ISHARES MSCI FRANCE INDEX FUND	5,819.	5,819.
ISHARES MSCI GERMANY INDEX FUND	5,408.	5,408.
ISHARES MSCI HONG KONG INDEX	7,535.	7,535.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ISHARES MSCI INDIA	590.	590.
ISHARES MSCI INDONESIA	174.	174.
ISHARES MSCI ISRAEL INDEX	601.	601.
ISHARES MSCI ITALY INDEX	1,583.	1,583.
ISHARES MSCI JAPAN INDEX FUND	15,114.	15,114.
ISHARES MSCI MAYLASIA FREE	967.	967.
ISHARES MSCI MEXICO FREE	2,455.	2,455.
ISHARES MSCI NETHERLANDS INDEX	1,116.	1,116.
ISHARES MSCI NEW ZEALAND	1,568.	1,568.
ISHARES MSCI POLAND	5,064.	5,064.
ISHARES MSCI PHILLIPINES	265.	265.
ISHARES MSCI SINGAPORE INDEX	10,847.	10,847.
ISHARES MSCI SOUTH AFRICA INDEX	1,509.	1,509.
ISHARES MSCI SOUTH KOREA INDEX	1,713.	1,713.
ISHARES MSCI SPAIN INDEX FUND	7,015.	7,015.
ISHARES MSCI SWITZERLAND INDEX	6,334.	6,334.
ISHARES MSCI THAILAND INDEX	2,101.	2,101.
ISHARES MSCI TAIWAN INDEX	4,524.	4,524.
ISHARES MSCI TURKEY INDEX	1,925.	1,925.
ISHARES MSCI UNITED KINGDOM INDEX	34,947.	34,947.
FIRST TRUST ISE GLBL ENGNRNG & CONSTR	4,061.	4,061.
POWERSHARES S&P BK LN PORT	9,997.	9,997.
ISHARES EMERG MKTS CURRENCY BOND	935.	935.
ISHARES EMERG MKTS CORPORATE BOND	2,987.	2,987.
ISHARES JP MORGAN EMERG BOND FD	4,117.	4,117.
POWERSHARES DWA EMERG MKTS	5,440.	5,440.
POWERSHARES EM MRKTS SOV DEBT	55,591.	55,591.
AMERICAN HIGH INCOME TRUST FUND CL A	64,930.	64,930.
CAPITAL WORLD GROWTH & INCOME FUND	34,683.	34,683.
EURO PACIFIC GROWTH FUND	20,187.	20,187.
INTERNATIONAL GROWTH & INCOME FUND	31,128.	31,128.
NEW PERSPECTIVE FUND	8,802.	8,802.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
NEW WORLD FUND INC	13,614.	13,614.
TEMPLETON FRONTIER MARKETS FUND	1,300.	1,300.
CAPITAL WORLD BOND FUND	34,614.	34,614.
TEMPLETON GLOBAL BOND FUND	84,336.	84,336.
SMALLCAP WORLD FUND	3,523.	3,523.
ING GLOBAL REAL ESTATE FUND	8,521.	8,521.
FSP-505 WATERFORD CORP.	9,076.	9,076.
FSP-303 EAST WACKER DRIVE	7,884.	7,884.
FSP-LAKESIDE CROSSING II CORP	29,807.	29,807.
FSP-MONUMENT CIRCLE CORP	50,576.	50,576.
FSP-UNION CENTRE CORP	52,455.	52,455.
FRANKLIN STREET PROPERTIESS CORP.	97,225.	97,225.
BA PARTNERS FUND IV BUYOUT FUND LTD	33,500.	33,500.
BA PARTNERS FUND IV INTERNATIONAL LTD	39,900.	39,900.
BA PARTNERS FUND IV VENTURE FUND LTD	73,150.	73,150.
SANTANDAR FINANCE PREF 6.8%	3,400.	3,400.
AIRCASTLE LTD SR NT 7.625% 4/15/20	2,923.	2,923.
AK STEEL CORP 7.625% 5/15/20	6,862.	6,862.
ALBERTSON'S 8% 5/1/31	82,650.	82,650.
ALCOA 6.75% 7/15/18	7,973.	7,973.
ALLIANT TECHSYSTEMS INC 6.75% 4/1/16	6,300.	6,300.
ALLTEL CORP 7.875% 7/1/32	39,690.	39,690.
AMERICAN INTL GROUP 5.05% 10/1/15	7,748.	7,748.
AMERICAN REPROGRAPHICS 10.5% 12/15/16	780.	780.
AMERIGAS FINANCE CORP 7% 5/20/22	11,910.	11,910.
ARAMARK CORP 5% 6/1/12	3,583.	3,583.
ARCH COAL INC 7.25% 10/01/20	4,091.	4,091.
ATLAS PIPELINE PTNRS LP 8.75% 6/15/18	8,750.	8,750.
BERRY PETROLEUM CO 8.25% 11/1/16	4,816.	4,816.
CHESAPEAKE ENERGY 6.5% 8/15/17	17,270.	17,270.
CIIZENS UTILITIES 7% 11/1/25	14,583.	14,583.
COLUMBIA/HCA HEALTHCARE 7.05% 12/1/27	53,180.	53,180.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
COMMERCIAL METALS CO 6.5% 7/15/17	162.	162.
CONSOL ENERGY INC 8% 4/1/17	1,483.	1,483.
COOPER TIRE & RUBBER CO 8% 12/15/19	20,000.	20,000.
DELUXE CORP 5.125% 10/1/14	17,594.	17,594.
DENBURY RESOURCES INC 8.25% 2/15/20	1,375.	1,375.
DILLARDS 7.875% 1/1/23	23,913.	23,913.
EARTHLINK INC 8.875% 5/15/19	1,017.	1,017.
EDISON MISSION ENERGY 7.75% 6/15/16	14,371.	14,371.
EL PASO CORP SR NT 7% 6/15/17	3,500.	3,500.
EXCO RESOURCES INC 7.5% 9/15/18	22,818.	22,818.
FERRO CORP 7.875% 8/15/18	52.	52.
FORD MOTOR CO 7.125% 11/15/25	7,929.	7,929.
FORD MOTOR CO 8.875% 1/25/22	22,187.	22,187.
FORD MOTOR CREDIT 7.3% 1/23/12	567.	567.
FORD MOTOR CREDIT 7% 8/15/12	4,824.	4,824.
FOREST OIL CORP SR NT 7.25% 6/15/19	7,305.	7,305.
GOODYEAR TIRE & RUBBER 8.75% 8/15/20	8,750.	8,750.
H&E EQUIPMENT SERVICES 8.375% 7/15/16	10,357.	10,357.
HERTZ CORP 7.626% 6/1/12	9,531.	9,531.
INTERNATIONAL PAPER 7.95% 6/15/18	19,875.	19,875.
JC PENNEY 7.95% 4/1/17	2,672.	2,672.
LEUCADIA NATIONAL CORP 7.125% 3/15/17	5,344.	5,344.
NRG ENERGY INC SR NT 8.5% 6/15/19	11,900.	11,900.
PEABODY ENERGY CORP 7.375% 11/1/16	7,844.	7,844.
PENN VIRGINIA CORP SR NTS 7.25% 4/15/19	7,250.	7,250.
PIONEER NAT RES CO 7.2% 1/15/28	6,508.	6,508.
PLAINS EXPL & PROD SR NT 7.625% 4/1/20	19,062.	19,062.
QUICKSILVER RESOURCES INC 7.125% 4/1/16	7,367.	7,367.
SEARS ROEBUCK ACCEP 7.5% 12/15/12	18,750.	18,750.
SLM MED TRM NT 6% 6/15/18	10,411.	10,411.
SPRINT CAPITAL CORP 6.875% 11/15/28	4,523.	4,523.
SUNCOKE ENERGY 7.625% 8/1/19	573.	573.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
SUPERVALU INC SR NTS 8% 5/1/16	8,000.	8,000.
TESORO CORP SR NT 6.625% 11/1/15	12,375.	12,375.
TESORO CORP SUB DEB 6.5% 6/1/17	29,920.	29,920.
UNION PACIFIC RESOURCE GRP 7.5% 10/15/26	18,750.	18,750.
UNISYS CORP 14.25% 9/15/15	7,800.	7,800.
UNUM CORP 7.19% 2/1/28	10,713.	10,713.
US STEEL CORP 7.375% 4/1/20	14,381.	14,381.
WEINGARTEN REALTY 8.1% 9/15/14	20,250.	20,250.
WENDYS INTL 7% 12/15/25	17,837.	17,837.
WINDSTREAM CORP 7% 3/15/19	7,383.	7,383.
BARCLAYS BK HAL 11% 4/30/12	6,875.	6,875.
BARCLAYS BK RV CNV VLO 9.5% 3/28/13	18,744.	18,744.
CITIBANK 30-2 SPRD 7% CAP 1/26/31	2,698.	2,698.
SG STRUCTURED PRODUCTS INC 12% 1/31/31	12,075.	12,075.
AMERIQUEST 03-1 MV3 9.02% 2/25/33	32,305.	32,305.
COUNTNRYWIDE 04-5CB B3 5.44825% 5/25/19	866.	866.
CONTIMORTGAGE 98-1B 7.86% 4/15/29	39,902.	39,902.
FNMA WHOLE LN 04-W3 B3 5.6521$ 5/25/34	56,284.	56,284.
IMC HOME EQUITY 7.87% 8/20/28	-6,709.	-6,709.
JP MORGAN 05-R1 B4 5.5% 7/28/34	106,989.	106,989.
JP MORGAN 05-R1 B6 FLT 7/28/34	175,442.	175,442.
RESIDENT ASSET 03-A6 B3 5.5% 7/25/33	41,877.	41,877.
RESIDENT ASSET 03-A6 B4 5.5% 7/25/33	14,947.	14,947.
RESIDENT ASSET 04-A5 B4 5.5% 8/25/34	613.	613.
ARCELORMITTAL SA LUXEMBOURG 9.85% 6/1/19	10,100.	10,100.
ANHEUSEUR-BUSCH 9.75% 11/17/15	4,819.	4,819.
GE CAP AUSTRALIA FUNDING 7.5% 9/1/14 AUS	7,670.	7,670.
INTL BNK FOR RECONST & DEV 8.25% 1/24/13	9,235.	9,235.
RABOBANK NEDERLAND 6.625% 8/6/14 AUS $	6,997.	6,997.
MORGAN STANLEY STEP-UP 6% 2/13/17 AUS $	7,881.	7,881.
OFS ENERGY FUND INTEREST	215.	215.
CHAMPION 2012 PARTNERS PASS-THRU INT.	19.	19.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
NET FUND I LTD PASS-THRU INTEREST INC.	659.	659.
PHOENIX 2010 PARTNERS LP PASS-THRU INT.	68.	68.
PHOENIX 2011 PARTNERS LP PASS-THRU INT.	22.	22.
BA PVT EQ BAIN CAP 2006-PASS THRU DIVS	19,262.	19,262.
BA PVT EQ BLACKSTONE CAP-PASS THRU DIVS	5,768.	5,768.
ENERGY TRANSFER PARTNERS PASS THRU DIVS	180.	180.
BA PVT EQ BAIN CAPITAL FND PASS-THRU INT	32.	32.
BA PVT EQ BLACKSTONE FND PASS-THRU INT	615.	615.
OFS ENERGY FUND II, LP- PASS-THRU INT.	1,117.	1,117.
ENERGY TRANSFER PARTNERS PASS-THRU INT.	107.	107.
TOTAL	2,850,197.	2,850,197.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PHOENIX 2010 PARTNERS LP ORD BUS INCOME	-17,919.	-17,919.
PHOENIX 2011 PARTNERS LP OTHER INCOME	8.	8.
BA PVT EQUITY-BAIN CAP 06 OTHER INC	11.	11.
BOR RIVER CAPITAL 2011-TE ORD BUS INC	-594.	-594.
BA PVT EQ BLACKSTONE-CANCEL. OF DEBT INC	2,535.	2,535.
BA PVT EQUITY-BLACKSTONE CP 06 PSHP INC	5,142.	5,142.
BA PVT EQUITY-BLACKSTONE CP 06 PORT INC	32.	32.
BOW RIVER FUND V LP ORD BUS INC	211.	211.
ENERGY TRANSFER PTNRS LP ORD BUS INC	-371.	-371.
BA PRIVATE EQUITY BLACKSTONE-OTHER INC	-82.	-82.
OFS ENERGY FUND II, LP	-9,706.	-9,706.
CHARLES SCHAB & CO	539.	539.
TOTALS	-20,194.	-20,194.

FORM 990PF, PART I - INTEREST EXPENSE

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BA PVT EQ BLACKSTONE INV INT	5,010.	5,010.
BA PVT EQ BAIN CAP INV INT EXP	3.	3.
BOW RIVER CAP FD V INV INT EXP	1,449.	1,449.
BOW RIVER CAP 2011-TE INV INT	168.	168.
OFS ENERGY FUND II INV INT EXP	1,138.	1,138.
ENERGY TRANSFER PTNRS INV INT	59.	59.
BA PVT EQ BLACKSTONE SEC 988 LOSSES	2,398.	2,398.
BOW RIVER CAPITAL FUND V LP -SEC 988 LOSSES	18,448.	18,448.
SENTINEL TECHNICOLOGY FUND-SEC 988 LOSSES		
TOTALS	28,673.	28,673.

ROCKWELL FUND, INC. 74-6040258

ATTACHMENT 5

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
PAYROLL TAX EXPENSE	48,077.	15,253.	32,824.
FOREIGN TAX EXPENSE	18,042.	18,042.	
BA PVT EQUITY BLACKSTONE-FR TX	137.	137.	
BA PVT EQ BLACKSTONE ST TAX	246.	246.	
FEDERAL EXCISE TAX	20,018.		
TOTALS	86,520.	33,678.	32,824.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
AMORT. OF BOND PREMIUMS	18,510.	18,510.	
BUSINESS MEALS & ENTERTAINMENT	3,801.	492.	1,409.
BUS. MEALS-CONV. OF EMPLOYER	440.	28.	412.
BANK FEES & WIRE TRANSFER FEES	897.	442.	455.
INSURANCE EXP.-GENERAL	6,227.	3,089.	3,138.
INS EXP-WORKER'S COMP.	2,174.	610.	1,564.
INVESTMENT EXPENSES	2,983.	2,983.	
COMPUTER/NETWORK EXPENSE	22,479.	10,276.	12,203.
CONTINUING EDUCATION	75.	75.	
CUSTODIAN AND INV. MGMT FEES	9,186.	9,186.	
DELIVERIES	23.	23.	
GRANTEE ASSISTANCE EXP	3,500.		3,500.
HUMAN RESOURCES OUTSOURCING	23,005.	6,814.	16,191.
OFFICE SUPPLIES & EXPENSE	7,875.	2,346.	5,529.
PARKING EXPENSE	53.	14.	39.
POSTAGE	280.	28.	252.
REIMBURSED MILEAGE, PARKING	462.	60.	402.
SUBSCRIPTIONS & PUBLICATIONS	598.	598.	
TELEPHONE/INTERNET EXPENSE	10,361.	2,590.	7,772.
WEBSITE EXPENSE	19,239.		19,239.
MISCELLANEOUS EXP	4,009.	1,999.	2,010.
PORTFOLIO INV. REIMBURSEMENT	-17,531.	-17,531.	
OVERHEAD REIMBURSEMENT	-2,400.	-1,200.	-1,200.
BOW RIVER CAP FD V PORT DED	50,653.	50,653.	
BOW RIVER CAP 2011-TE PORT DED	97,072.	97,072.	
OFS ENERGY FUND II PORTF. DED.	26,390.	26,390.	
BA PVT EQ BAIN PORTF. DEDS.	9,176.	9,176.	
BOW RIVER CAP 2001-TE OTHER PORTF. DED.	774.	774.	
BA PTNRS BAIN CAP OTHER DEDUCT	6.	6.	
BA PVT EQ-BLACKSTONE--IDC	1,789.	1,789.	
BA PVT EQ-BLCKSTN-PORTF. DED.	6,557.	6,557.	

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
BA PVT EQ-BLACKSTN-OTHER DED.	140.	140.	
CHAMPION 2012 PTNRS OTHER DED	2,336.	2,336.	
PHOENIX 2010 PTNRS LP OTHER DEDUCTIONS	8,187.	8,187.	
PHOENIX 2011 PTNRS LP OTHER OTHER DEDUCTIONS	5,712.	5,712.	
OFS ENERGY FUND II-PSHIP EXP	307.	307.	
OFS ENERGY FUND II OTHER DED.	137.	137.	
BA PVT EQUITY BLKSTONE NON-DED	249.		
BOW RIVER CAP FUND V NON-DED.	190.		
BOW RIVER CAP 2011-TE NON.DED.	1.		
ENERGY TRANSFER PTNRS NON DED.	2.		
BA PVT EQUITY BLACKSTONE --DEPL IN EXCESS OF COST			
EXPENDITURES AS AGENT FOR FEDERAL FUNDS-HPRP CONTRACT	13,415.		
TOTALS	339,339.	250,668.	72,915.

ATTACHMENT 7

FORM 990PF, PART II - OTHER NOTES AND LOANS RECEIVABLE

BORROWER:	FOUNDATION PARTNERS, LLC. CREDIT FAC. #1
ORIGINAL AMOUNT:	600,000.
INTEREST RATE:	12.000000
DATE OF NOTE:	07/02/2004
MATURITY DATE:	07/23/2012
REPAYMENT TERMS:	PRINCIPAL PAYABLE AT MATURITY; EXTENDED TO 7/23/12
SECURITY PROVIDED:	NONE
PURPOSE OF LOAN:	PROVIDE FUNDS FOR FINANCING DEVELOPMENT PROJECT
DESCRIPTION AND FMV OF CONSIDERATION:	NONE

BEGINNING BALANCE DUE .... 2,671,962.

ENDING BALANCE DUE .... 2,671,962.

ENDING FAIR MARKET VALUE .... 2,500,228.

BORROWER:	FOUNDATION PARTNERS, LLC CREDIT FAC. #2
ORIGINAL AMOUNT:	451,840.
INTEREST RATE:	12.000000
DATE OF NOTE:	03/23/2005
MATURITY DATE:	01/20/2012
REPAYMENT TERMS:	PRINCIPAL PAYABLE AT MATURITY; EXTENDED TO 1/20/12
SECURITY PROVIDED:	NONE
PURPOSE OF LOAN:	PROVIDE FUNDS FOR FINANCING DEVELOPMENT PROJECT
DESCRIPTION AND FMV OF CONSIDERATION:	NONE

BEGINNING BALANCE DUE .... 442,671.

ENDING BALANCE DUE .... 442,671.

BORROWER:	FOUNDATION PARTNERS, LLC CREDIT FAC #3
ORIGINAL AMOUNT:	347,840.
INTEREST RATE:	12.000000
DATE OF NOTE:	03/23/2005
MATURITY DATE:	01/20/2012
REPAYMENT TERMS:	PAYABLE IN FULL AT MATURITY; EXTENDED TO 1/20/12
SECURITY PROVIDED:	NONE
PURPOSE OF LOAN:	PROVIDE FUNDS FOR FINANCING DEVELOPMENT PROJECT
DESCRIPTION AND FMV OF CONSIDERATION:	NONE

BEGINNING BALANCE DUE	1,133,990.
ENDING BALANCE DUE	1,133,990.
ENDING FAIR MARKET VALUE	2,422,826.

BORROWER:	FOUNDATION PARTNERS LLC CR FAC #4
ORIGINAL AMOUNT:	168,589.
INTEREST RATE:	10.000000
DATE OF NOTE:	09/24/2009
MATURITY DATE:	09/24/2013
REPAYMENT TERMS:	PRINCIPAL PAYABLE AT MATURITY
SECURITY PROVIDED:	NONE
PURPOSE OF LOAN:	PROVIDE FUNDS FOR FINANCING DEVELOPMENT PROJECT
DESCRIPTION AND FMV OF CONSIDERATION:	NONE

BEGINNING BALANCE DUE	273,957.
ENDING BALANCE DUE	273,957.
ENDING FAIR MARKET VALUE	356,145.

BORROWER:	FOUNDATION PARTNERS LLC CR FAC #5
ORIGINAL AMOUNT:	200,000.
INTEREST RATE:	10.000000
DATE OF NOTE:	03/22/2011
MATURITY DATE:	09/25/2013
REPAYMENT TERMS:	PRINCIPAL PAYABLE AT MATURITY
SECURITY PROVIDED:	NONE
PURPOSE OF LOAN:	PROVIDE FUNDS FOR FINANCING DEVELOPMENT PROJECT
DESCRIPTION AND FMV OF CONSIDERATION:	NONE

BEGINNING BALANCE DUE .... 200,000.

ENDING BALANCE DUE .... 200,000.

ENDING FAIR MARKET VALUE .... 240,000.

BORROWER:	FOUNDATION PARTNERS, LLC CR FAC #6
ORIGINAL AMOUNT:	60,000.
INTEREST RATE:	10.000000
DATE OF NOTE:	06/28/2012
MATURITY DATE:	09/25/2013
REPAYMENT TERMS:	PRINCIPAL PAYABLE AT MATURITY
SECURITY PROVIDED:	NONE
PURPOSE OF LOAN:	PROVIDE FUNDS FOR DEVELOPMENT PROJECT
DESCRIPTION AND FMV OF CONSIDERATION:	NONE

ENDING BALANCE DUE .... 60,000.

ENDING FAIR MARKET VALUE .... 66,000.

TOTAL BEGINNING OTHER NOTES AND LOANS RECEIVABLE 4,722,580.

TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE 4,782,580.

TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE 5,585,199.

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
AMERICAN INTERNATIONAL GROUP	239,490.	239,490.	7,942.
WARRANTS-AIG	1,954.	1,954.	1,656.
APACHE CORP	130,705.	130,705.	78,500.
AT&T	907,613.	907,613.	1,011,300.
BANK OF AMERICA	543,574.	543,574.	92,880.
BOEING CO	958,135.	958,135.	904,320.
CHESAPEAKE ENERGY	226,200.	226,200.	66,480.
COLGATE PALMOLIVE	246,359.		
DYNEGY CORP		54,173.	32,158.
EXXON MOBIL CORP	494,060.	494,060.	571,230.
FANNIE MAE	658,300.	658,300.	2,805.
FRONTIER COMMUNICATIONS	25,296.	24,988.	15,408.
GENERAL ELECTRIC	494,312.	494,312.	629,700.
GENERAL MOTORS	922,852.	922,849.	234,619.
GENERAL MOTORS "A" WARRANTS	593,295.	593,291.	144,261.
GENERAL MOTORS "B" WARRANTS	453,975.	453,975.	92,401.
INTEL CORP		134,856.	103,100.
ISTAR FINANCIAL	379,918.	379,918.	81,500.
JOHNSON & JOHNSON	2,148,005.	2,148,005.	2,103,000.
JOHNSON CONTROLS	114,003.	114,003.	92,010.
LEGG MASON	237,550.	237,550.	64,300.
LEHMAN BROTHERS HOLDINGS	236,810.	236,810.	
LOCKHEED MARTIN	80,432.	80,432.	92,290.
MARATHON OIL	142,841.	142,841.	144,102.
MARATHON PETROLEUM	96,624.	96,624.	148,050.
MICROSOFT	943,788.	943,788.	801,291.
MOTORS LIQUIDATION TRUST			43,312.
RAYTHEON	386,331.	386,331.	431,700.
ROCKWELL LUMBER COMPANY	893,308.	893,308.	3,774,759.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SCHLUMBERGER		77,410.	69,299.
SUNCOKE ENERGY		168,171.	49,607.
SUNOCO INC	485,299.		
UNITED PARCEL SERVICE	527,555.	527,555.	552,975.
WASHINGTON MUTUAL	246,125.		
WELLS FARGO & CO	503,544.	503,544.	68,052.
WMI HOLDINGS CORP		245,261.	179.
AMER FDS FUNDAMENTAL INVESTORS	1,016,898.	1,035,070.	1,152,012.
AMER FDS NEW ECONOMY FUND	1,011,444.	1,053,256.	1,174,371.
ING GROWTH & INCOME FUND	885,206.	592,236.	385,911.
ISHARES RUSSELL 2000 IND	2,363,177.	2,363,177.	2,424,137.
AMER FDS SMALL CAP WORLD FUND	250,688.	254,211.	263,488.
FIRST TR CLOUD COMPUTING ETF		253,756.	248,374.
POWERSHARES DYNAMIC BASIC MATL	100,561.	100,561.	141,561.
POWERSHARES DYNAMIC BLDG CONST	256,506.	256,506.	313,416.
POWERSHARES DYNAMIC TECHNOLOGY	117,625.	117,625.	130,860.
POWERSHARES QQQ TR SER 1	250,564.	250,564.	377,755.
WESTERN CAPITAL LLC PFD	6,000,000.	6,000,000.	
SANTANDER FINANCE PFD 6.8%	48,268.	48,268.	50,140.
ABB	60,269.	60,269.	51,975.
ALLIANZ SE ADR	103,778.	103,778.	85,684.
ASTRAZENECA PLC SPONS ADR	101,354.	101,354.	118,175.
AXA SA SPONS ADR	88,540.	88,540.	54,660.
BAE SYSTEMS PLC SPON ADR	70,100.	70,100.	55,700.
BANCO BRADESCO SPONS ADR	40,078.	40,078.	43,425.
BARCLAYS	127,509.	127,509.	69,280.
BAYER AG SPONSORED ADR	75,484.	48,517.	57,552.
BHP BILLITON LTD SPONS	79,666.	79,666.	78,420.
BNP PARIBAS	172,228.	172,228.	102,965.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
BROOKFIELD PROPERTIES CORP	25,342.	15,725.	34,020.
CENTRICA PLC SPON ADR	38,269.	38,269.	37,070.
CREDIT SUISSE GROUP ADR	173,520.	173,520.	78,592.
DIAGEO PLC	107,428.	32,773.	46,632.
E ON AG SPONS ADR	92,029.	92,029.	56,355.
ELECTRIC PWR DEV CO LTD	80,685.	80,685.	50,702.
FAIRFAX FINANCIAL HOLDINGS	50,346.	50,346.	57,760.
FRANCE TELECOM	79,276.	79,276.	33,150.
FUJITSU LTD ADR	48,395.	48,395.	29,092.
GLAXOSMITHKLINE PLC	149,265.	149,265.	152,145.
HANNOVER REINS CORP-EUR	83,608.	69,952.	124,576.
HONDA MOTOR CO LTD ADR	50,528.	50,528.	70,186.
HSBC HLDG PLC SP ADR NEW	67,615.	67,615.	42,721.
KB FINANCIAL GROUP INC ADR	81,996.	81,996.	46,670.
KEPPEL CORP LTD	47,782.	39,818.	91,300.
KOMATSU	98,419.	98,419.	97,698.
MAKITA CORP ADR	151,081.	151,081.	185,800.
MCQUARIE BK LTD ADR	44,136.	44,136.	37,600.
MITSUBISHI CORP	60,199.	60,199.	42,405.
NATIONAL BK GREECE SA SPON ADR	114,605.	114,605.	4,654.
NESTLE SA	42,179.	24,102.	52,136.
NIDEC CORPORATION SPON ADR	25,977.	25,977.	16,027.
NINTENDO CO LTD ADR NEW	93,150.	93,150.	18,501.
NIPPON STEEL CORP	57,756.	57,756.	39,424.
NIPPON TEL & TEL SPON ADR	44,661.	44,661.	42,060.
PEARSON PLC SPONS ADR	24,878.	19,459.	39,080.
PETROLEUM GEO-SERVICES	133,158.	133,158.	95,755.
POST NL	41,631.	42,495.	15,230.
POWER ASSETS HLDGS	74,423.	74,423.	111,020.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
RECKITT BENCKISER GROUP ADR	86,268.	86,268.	128,200.
ROYAL BANK OF CANADA	105,141.	105,141.	150,750.
ROYAL DUTCH SHELL PLC	208,958.	211,508.	221,330.
RWE AG	277,485.	277,485.	124,920.
SANOFI-AVENTIS	118,056.	118,056.	156,354.
SAP AG SPON ADR	47,644.	47,644.	80,380.
SILICONWARE PRECISION INDS S	123,184.	123,184.	80,100.
SOLVAY SA EUR	110,144.	15,675.	14,417.
SUMITOMO FITSUI FINL GROUP ADR	40,068.	40,068.	40,370.
TAKEDA PHARMACEUTICAL CO	110,136.	110,136.	111,000.
TNT EXPRESS	51,089.	51,089.	38,601.
TOTAL SA SPON ADR	334,542.	334,542.	286,055.
TOYOTA MOTOR ADR NEW	86,915.	86,915.	83,925.
UNILEVER SPONS ADR NEW	181,978.	181,978.	232,320.
VERBUND AG ADR	38,465.	38,465.	20,582.
VODAFONE GROUP PLC NE	150,415.	150,415.	151,140.
YPF SA SPONS ADR	20,778.	20,778.	7,275.
FIRST TRUST GLBL ENGR & CONSTR	249,419.	249,419.	285,390.
BLDRS EMERG MKTS 50 ADR INDEX	100,390.	100,390.	88,484.
INDIA FUND	299,344.	299,344.	230,010.
BARCLAYS IPATH MSCI INDIA	203,771.	33,415.	33,225.
ISHARES MSCI AUSTRALIA	284,469.	284,469.	377,100.
ISHARES MSCI BRAZIL	225,323.	221,962.	195,790.
ISHARES MSCI CANADA	186,086.	186,086.	227,200.
ISHARES FTSE CHINA INDEX FD	198,815.	198,815.	243,285.
ISHARES MSCI EMERG MKTS INDES	96,540.	96,540.	133,050.
ISHARES MSCI FRANCE	280,593.	280,591.	218,420.
ISHARES MSCI GERMANY	202,017.	202,017.	229,710.
ISHARES MSCI HONG KONG INDEX	238,720.	238,720.	291,300.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
ISHARES MSCI INDIA INDEX		142,897.	144,265.
ISHARES MSCI INDONESIA	15,033.	15,033.	15,130.
ISHARES MSCI ISRAEL	32,231.	32,209.	25,140.
ISHARES MSCI ITALY	128,864.	128,864.	67,250.
ISHARES MSCI JAPAN	1,044,620.	1,044,620.	780,000.
ISHARES MSCI MALAYSIA FREE	48,620.	48,530.	66,875.
ISHARES MSCI MEXICO	151,337.	151,337.	232,749.
ISHARES MSCI NETHERLANDS	68,136.	68,136.	53,326.
ISHARES MSCI NEW ZEALAND	30,106.	30,106.	34,580.
ISHARES MSCI PHILIPPINES	26,846.	26,846.	34,550.
ISHARES MSCI POLAND		144,611.	162,910.
ISHARES MSCI SINGAPORE INDEX	215,458.	215,458.	273,800.
ISHARES MSCI SOUTH AFRICA	37,386.	37,386.	50,106.
ISHARES MSCI SOUTH KOREA	207,516.	207,516.	297,754.
ISHARES MSCI SPAIN INDEX FUND	230,545.	230,545.	151,300.
ISHARES MSCI SWITZERLAND	185,555.	185,555.	268,000.
ISHARES MSCI TAIWAN	181,551.	181,551.	227,454.
ISHARES MSCI THAILAND	49,518.	49,518.	115,486.
ISHARES MSCI TURKEY	93,651.	93,651.	126,882.
ISHARES UNITED KINGDOM	1,056,648.	1,056,648.	977,730.
POWERSHARES DWA EMERGING MKTS	1,006,790.	1,006,790.	799,370.
AMER FDS CAP WRLD GRWTH & INC	1,319,781.	1,354,464.	1,326,971.
AMER FDS EURO PACIFIC GROWTH	1,249,186.	1,269,373.	1,224,550.
AMER FDS INTL GROWTH & INC FD	1,065,103.	1,096,232.	1,167,013.
AMER FDS NEW PERSPECTIVE FUND	757,497.	766,300.	840,147.
AMER FDS NEW WORLD FUND INC	815,249.	828,862.	1,054,174.
TEMPLETON FRONTIER FUND	103,207.	104,507.	112,404.
AMERICAN HIGH INCOME TRUST	883,721.	926,323.	938,847.
AMER FDS CAPITAL WORLD BOND FD	1,289,999.	1,320,372.	1,477,699.

ATTACHMENT 8 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
TEMPLETON GLOBAL BOND FND CL A	1,284,457.	1,315,247.	1,470,603.
POWERSHARES S&P BK LN PORT ETF		246,006.	249,800.
ISHARES EMG MKT CORP BOND ETF		124,956.	131,442.
ISHARES EMG MKT LCL CURR BOND		123,854.	130,880.
ISHARES JPMORGAN USD EMERG MKT	86,530.	86,530.	98,232.
POWERSHARES EMERG MKTS SOV DBT	996,796.	996,796.	1,204,382.
FSP 303 EAST WACKER DRIVE CORP	454,912.	449,911.	495,000.
FSP 505 WATERFORD CORP	390,948.	385,023.	495,000.
FSP GALLERIA NORTH CORP	450,778.	450,778.	495,000.
FSP LAKESIDE CROSSING	485,278.	474,905.	500,000.
FSP MONUMENT CIRCLE CORP	957,750.	924,786.	980,000.
FSP PHOENIX TOWER CORP	420,555.		
FSP 385 INTERLOCKEN DEV CORP	494,482.	494,482.	495,000.
FSP UNION SQUARE CORP	949,021.	931,436.	980,000.
FRANKLIN STREET PROPERTIES	4,303,998.	4,167,572.	3,877,650.
VERDE REALTY REIT	1,956,473.		
ING GLOBAL REAL ESTATE FUND	333,572.	644,779.	668,365.
SCOLLARD ENERGY, INC.	97,750.	97,750.	57,884.
TOTALS	60,334,740.	58,361,274.	51,489,791.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
AIRCASTLE LTD 7.625% 4/15/20		157,342.	167,625.
AK STEEL CORP 7.625% 5/1/31	92,324.	92,046.	78,300.
ALBERTSONS INC 8% 5/1/31	948,771.	951,420.	562,500.
ALCOA 6.75% 7/15/18	92,765.	93,988.	114,242.
ALLIANT TECH 6.75% 4/1/16	101,499.		
ALLTEL CORP 7.875% 7/1/32	543,499.	541,572.	790,257.
AMER INTL GRP 5.05% 10/1/15	89,882.	92,580.	110,337.
AMERICAN REPRGR 10.5% 12/15/16		26,023.	24,562.
AMERIGAS FIN 7.125% 5/20/16		258,660.	278,125.
ARAMARK CORP 5% 5/31/05	104,042.		
ARCH COAL INC 7.25% 10/1/20		98,388.	92,750.
ATLAS PIPELINE 7.125% 5/20/16	106,514.	105,506.	106,500.
BASIC ENERGY SVS 7.75% 2/15/19		35,620.	34,825.
BERRY PETROLEUM 8.25% 11/1/16	136,701.		
CHESAPEAKE ENERGY 6.5% 8/15/17	244,260.	245,280.	271,250.
CITIZENS UTILITIES 7% 11/1/25	191,934.	192,517.	192,000.
COLUMBIA/HCA HEALTHCARE 7.05% 12/1/27	532,314.	539,670.	625,625.
COMMERCIAL MTLS 6.5% 7/15/17		75,912.	79,875.
CONSOL ENERGY INC 8% 4/1/17		77,751.	81,188.
COOPER TIRE RUBBER 8% 12/15/19	264,642.	262,802.	280,000.
DELUXE CO 5.125% 10/1/14	236,824.	241,605.	260,000.
DENBURY RSRCS 8.25% 2/15/20		109,574.	112,500.
DILLARD DPT 7.875% 1/1/23	296,828.	297,116.	328,500.
DYNEGY HOLDINGS 7.5% 6/1/15	57,588.		
EARTHLINK INC 8.875% 5/15/19		77,228.	78,750.
EDISON MISSION 7.75% 6/15/16	223,362.	228,046.	132,500.
EL PASO CORP 7% 6/15/17	50,000.	50,000.	57,117.
EXCO RESOURCES 7.5% 9/15/18	319,478.	320,289.	315,250.

ATTACHMENT 9 (CONT'D)

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
FERRO CORP 7.875% 8/15/18		48,852.	45,000.
FORD MOTOR 8.875% 1/25/22	262,488.	261,244.	319,062.
FORD MOTOR 7.125% 11/15/25	88,841.	89,645.	115,500.
FORD MTR CREDIT 7.3% 1/23/12	74,890.		
FORD MTR CREDIT 7% 8/15/12	75,769.		
FOREST OIL CORP 7.25% 6/15/19	99,587.	99,643.	100,500.
GOODYEAR TIRE 8.75% 8/15/20	100,000.	100,000.	115,250.
H&E EQUIP SVC 8.375% 7/15/16	108,931.		
HERTZ CRP 7.625% 6/1/12	250,342.		
INTERNATIONAL PAPER 7.95% 6/15/18	252,765.	252,336.	323,208.
JC PENNEY 7.95% 4/1/17		102,466.	96,000.
LEUCADIA NATL 7.25% 3/15/17	150,000.		
NRG ENERGY CO 8.5% 6/15/19	142,532.	142,193.	154,000.
PEOBODY ENERGY CO 7.375% 11/1/16	97,727.	98,196.	114,500.
PENN VA CORP 7.25% 4/15/19	101,838.	101,586.	95,500.
PIONEER NATL RESOURCES 7.2% 1/15/25	83,092.	83,336.	110,868.
PLAINS EXPL & PROD 7.625% 4/1/20	252,822.	252,533.	278,750.
QUICKS8LVER RES. 7.125% 4/1/16	98,970.	99,212.	80,000.
SEARS ROEBUCK ACCEP CO 7.5% 12/15/12	251,007.		
SLM CORP MD TRM 6% 6/15/18	120,077.	122,387.	135,359.
SPRINT CAPITAL 6.875% 11/15/28	53,275.	53,673.	62,400.
SUNCOKE ENERGY 7.625% 8/1/19		73,556.	77,062.
SUPERVALU INC 8% 5/1/16	102,069.	101,591.	95,250.
TESORO CO 6.625% 11/1/15	94,250.		

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
TESORO CO 6.5% 6/1/17	234,975.		
TIMES MIRROR 7.25% 3/1/13	208,253.	208,253.	88,200.
UNION PACIFIC RES GROUP 7.875% 10/15/26	253,167.	252,954.	297,950.
UNISYS CO 14.25% 9/15/15	139,538.		
US STEEL CORP 7.375% 4/1/20	198,115.	197,737.	208,162.
UNUM CORP 7.19% 2/1/28	149,730.	149,684.	171,679.
WENDYS INTL 7% 12/15/25	245,297.	245,634.	246,875.
WEINGARTEN RLTY 8.1% 9/15/19	250,000.	250,000.	284,500.
WINDSTREAM CORP 7% 3/15/19	97,236.	97,620.	102,250.
BARCLAYS BNK RV CNV VLO 9.5% 3/28/13		249,690.	250,575.
CITIBANK 2-30 INV FLT 7% CAP 1/26/31	99,052.		
SG STRUC PROD 12% 1/31/31	98,574.	98,649.	98,326.
ARCELORMITTAL SA LUXEMBOURG 9.85% 6/1/19	106,133.	105,304.	119,937.
ANHEUSEUR-BUSCH 9.75% 11/17/15	64,206.	63,659.	52,635.
GE CAP AUSTRALIA 735% 9/1/14 AUS$	103,220.	102,047.	109,774.
INTL BK FOR RECON & DEV 8.25% 1/24/13	153,378.	153,463.	125,625.
MORGANSTANLEY ST UP 6% 2/13/17		269,700.	270,650.
RABOBANK NEDERLAND 6.625% 8/6/14 AUS$	101,727.	101,082.	108,362.
TOTALS	9,997,100.	9,798,860.	10,028,287.

ATTACHMENT 10

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
CHAMPION 2012 PARTNERS, LP		404,994.	420,042.
NET FUND I, LP	1,629,348.	1,600,608.	966,339.
PHOENIX 2010 PARTNERS, LP	625,074.	384,645.	667,800.
PHOENIX 2011 PARTNERS, LP	405,843.	386,636.	491,155.
BA PRTN FUND IV BUYOUT LTD	522,600.	522,600.	580,413.
BA PRTN FUND IV INTERNAT'L LTD	598,500.	598,500.	542,371.
BA PRTN FUND IV VENTURE LTD	532,000.	565,250.	584,239.
BA PRVT EQTY BAIN CAPITAL 06	251,559.	265,564.	307,916.
BA PRVT EQTY BLACKSTONE CAP 06	418,535.	405,816.	461,061.
BOW RIVER CAPITAL FUND IV, LTD	1,446,759.	1,258,251.	1,414,461.
BOW RIVER CAPITAL 2011-TE FUND	230,467.	631,858.	606,161.
OFS ENERGY FUND II, LP		402,983.	563,258.
BANK OF AMERICA HEDGE FUND	73,403.	33,863.	30,786.
SENTINEL UNCORRELATED FUND	30,409.	30,409.	1,268.
TOTALS	6,764,497.	7,491,977.	7,637,270.

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
COMPUTER SOFTWARE, NET OF AMORTIZATION		1,630.	1,630.
SUNDRY ASSETS	3.	3.	3.
DEPOSITS	6,722.	6,835.	6,835.
RECEIVABLE FROM IRS	960.	7,951.	7,951.
PREPAID FEDERAL EXCISE TAX	12,820.	27,000.	27,000.
PREPAID FEDERAL INCOME TAX	1,000.	1,000.	1,000.
REIMBURSABLE EXPENSES-ACAM	15,787.		
FUNDS IN TRANSIT TO/FROM CUSTODIAN--HEDGE FUND SALES	1,530,939.	35,948.	35,948.
ACCRUED INTEREST PURCHASED	4,963.	734.	734.
PHOENIX TOWER SALE PROCEEDS HELD BY AGENT		507,965.	507,965.
HOLDBACK RECEIVABLE FROM SALE OF VERDE REALTY		22,328.	22,328.
PARTNERSHIP DISTRS IN TRANSIT		6,250.	6,250.
TOTALS	1,573,194.	617,644.	617,644.

ATTACHMENT 12

FORM 990PF, PART II - OTHER LIABILITIES

DESCRIPTION	BEGINNING BOOK VALUE
ADVANCE AS AGENT	21.
TOTALS	21.

ATTACHMENT 13

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

DESCRIPTION	AMOUNT
INDIA FUND CAPITAL GAIN RECEIVED IN JANUARY 2013 BUT TAXABLE IN 2012	24,471.
2010 UNDERPAYMENT OF EST. TAX PENALTY	6.
TOTAL	24,477.

ROCKWELL FUND, INC. 74-6040258

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

ATTACHMENT 14

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
R. TERRY BELL 770 S. POST OAK LANE, STE. 525 HOUSTON, TX 77056-6660	PRESIDENT, TRUSTEE 35.00	372,840.	43,707.	0
ALL UNRELATED BUSINESS ACTIVITY IS CARRIED ON IN LIMITED PARTNERSHIPS IN WHICH ROCKWELL FUND, INC. IS AN INVESTOR AND HAS NO CONTROL OVER OR INPUT INTO THE ACTIVITY.				
BARBARA B. BELLATTI 770 S. POST OAK LANE, STE. 525 HOUSTON, TX 77056-6660	SECRETARY, TRUSTEE 2.00	18,500.	0	0
ALL UNRELATED BUSINESS ACTIVITY IS CARRIED ON IN LIMITED PARTNERSHIPS IN WHICH ROCKWELL FUND, INC, IS AN INVESTOR AND HAS NO CONTROL OVER OR INPUT INTO THE ACTIVITY.				
MARGARET E. MCCONN 770 S. POST OAK LANE, STE. 525 HOUSTON, TX 77056-6660	VP, CFO, TRUSTEE 35.00	319,823.	43,707.	0
ALL UNRELATED BUSINESS ACTIVITY IS CARRIED ON IN LIMITED PARTNERSHIPS IN WHICH ROCKWELL FUND, INC. IS AN INVESTOR AND HAS NO CONTROL OVER OR INPUT INTO THE ACTIVITY.				
SHARON L. EDWARDS 770 S. POST OAK LANE, SUITE 525 HOUSTON, TX 77056-6660	ASST. SCY., TRUSTEE 2.00	18,500.	0	0
ALL UNRELATED BUSINESS ACTIVITY IS CARRIED ON IN LIMITED PARTNERSHIPS IN WHICH ROCKWELL FUND, INC. IS AN INVESTOR AND HAS NO CONTROL OVER OR INPUT INTO THE ACTIVITY.				

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

ATTACHMENT 14 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
WHITNEY RANDOLPH 770 S. POST OAK LANE, SUITE 525 HOUSTON, TX 77056-6660	TREASURER,TRUSTEE 2.00	18,500.	0	0
	GRAND TOTALS	748,163.	87,414.	0

ALL UNRELATED BUSINESS ACTIVITY IS CARRIED ON IN LIMITED PARTNERSHIPS IN WHICH ROCKWELL FUND, INC. IS AN INVESTOR AND HAS NO CONTROL OR INPUT INTO THE ACTIVITY.

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

ATTACHMENT 15

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
JANA M MULLINS 770 S. POST OAK LN., STE. 525 HOUSTON, TX 77056-6660	PROGRAM OFFICER 35.00	84,915.	18,945.	0
QUYNH-AHN MCMAHAN 770 S. POST OAK LN., STE. 525 HOUSTON, TX 77056-6660	RESEARCH & PLAN. OF. 35.00	76,750.	17,720.	0
JUDY A. AHLGRIM 770 S. POST OAK LN., STE. 525 HOUSTON, TX 77056-6660	GRNT ADM & OFF MGR 35.00	58,100.	14,922.	0
KERRI A. WASHBURN 770 S. POST OAK LN., STE. 525 HOUSTON, TX 77056-6660	ACCOUNTING ASST. 35.00	52,950.	12,716.	0
	TOTAL COMPENSATION	272,715.	64,303.	0

ATTACHMENT 16

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

R. TERRY BELL
770 S. POST OAK LN., STE. 525
HOUSTON, TX 77056-6660
713-629-9022

ATTACHMENT 17

990PF, PART XV - FORM AND CONTENTS OF SUBMITTED APPLICATIONS

STATEMENT OF PURPOSE OF GRANT; STATUS OF PRIOR GRANTS, IF ANY; COPY OF IRS EXEMPTION LETTER; COMPLETED APPLICATION (AVAILABLE BY DOWNLOAD FROM WEBSITE WWW.ROCKFUND.ORG)

ATTACHMENT 18

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

PREFERENCE GIVEN TO HOUSTON, THEN TEXAS; LIMITED OUT OF STATE; NO GRANTS TO INDIVIDUALS.

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ALLIANCE OF COMMUNITY ASSISTANCE MINISTRIES, INC 770 S. POST OAK LANE, STE. 525 HOUSTON, TX 77056	NONE NOT PRIVATE FOUNDATION	GENERAL OPERATING SUPPORT	575,000.
ARCHWAY ACADEMY 6221 MAIN STREET HOUSTON, TX 77030	NONE NOT PRIVATE FOUNDATION	GENERAL OPERATING SUPPORT	20,000.
ASIAN AMERICAN HEALTH COALITION OF GR HOUSTON AREA 7001 CORPORATE DRIVE, SUITE 120 HOUSTON, TX 77036	NONE NOT PRIVATE FOUNDATION	SALARY FOR COUNSELING STAFF FOR THE PRIMARY CARE AND BEHAVIORAL HEALTH INTEGRATION PROJECT	60,000.
BRIDGE OVER TROUBLED WATERS, INC. PO BOX 3488 PASADENA, TX 77501	NONE NOT PRIVATE FOUNDATION	TRANSITIONAL SHELTER PROGRAM	25,000.
CAPITAL INVESTING IN DEV. AND EMPL. OF ADULTS, INC PO BOX 1784 AUSTIN, TX 78767	NONE NOT PRIVATE FOUNDATION	PROGRAM SUPPORT FOR THE CAPITAL IDEA-HOUSTON SITE	50,000.
CENTER FOR PUBLIC POLICY PRIORITIES 7020 EASY WIND DRIVE, SUITE 200 AUSTIN, TX 78752-2361	NONE NOT PRIVATE FOUNDATION	GENERAL OPERATING SUPPORT	25,000.

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

ATTACHMENT 19 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CHILDREN'S CENTER FOR SELF-ESTEEM, INC 20515 SH 249 LONE STAR COLLEGE UNIVERSITY PARK CB 122 HOUSTON, TX 77070	NONE NOT PRIVATE FOUNDATION	ALDINE/SPRING MIDDLE SCHOOL DROPOUT PREVENTION PROJECT	68,000.
COMMUNITIES IN SCHOOLS, INC. 1235 NORTH LOOP WEST, STE. 300 HOUSTON, TX 77008	NONE NOT PRIVATE FOUNDATION	PROGRAM SUPPORT FOR THE 2012-2013 SCHOOL YEAR TO PROVICE SUPPORT SERVICES, CASE MANAGEMENT AND MENTAL HEALTH COUNSELING	115,000.
COUNCIL OF SOUTHWEST FOUNDATIONS, INC. 624 N. GOOD-LATIMER EXPRESSWAY, SUITE 100 DALLAS, TX 75204	NONE NOT PRIVATE FOUNDATION	GRANT IN LIEU OF MEMBERSHIP DUES	3,000.
DEPRESSION AND BIPOLAR SUPPORT ALLIANCE GR HOUSTON 3800 BUFFALO SPEEDWAY, STE. 300 PO BOX 27607 HOUSTON, TX 77098-3706	NONE NOT PRIVATE FOUNDATION	GENERAL OPERATING SUPPORT	65,000.
DUCHESNE ACADEMY OF THE SACRED HEART 10202 MEMORIAL DRIVE HOUSTON, TX 77024-3229	NONE NOT PRIVATE FOUNDATION	LAST INSTALLMENT OF A FOUR-YEAR TUITION SCHOLARSHIP PROVIDED FOR AN INCOMING 9TH GRADE STUDENT FROM AN ECONOMICALLY DISADVANTAGED FAMILY	18,685.
GENESYS WORKS 601 JEFFERSON STREET, SUITE 3930 HOUSTON, TX 77002	NONE NOT PRIVATE FOUNDATION	GENERAL OPERATING SUPPORT	75,000.

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

ATTACHMENT 19 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GRACEWOOD, INC. 1617 ELMWOOD DR, HOUSTON, TX 77080	NONE NOT PRIVATE FOUNDATION	GENERAL OPERATING SUPPORT	50,000.
GRANTMAKERS FOR EFFECTIVE ORGANIZATIONS 1725 DESALES ST., NW, STE. 404 WASHINGTON, DC 20036	NONE NOT PRIVATE FOUNDATION	GRANT IN LIEU OF MEMBERSHIP DUES	1,725.
HEALTHCARE FOR THE HOMELESS - HOUSTON P.O. BOX 66690 HOUSTON, TX 77266	NONE NOT PRIVATE FOUNDATION	GENERAL OPERATING SUPPORT	45,000.
HEALTHY FUTURES OF TEXAS 2300 W COMMERCE STREET #203 SAN ANTONIO, TX 78207	NONE NOT PRIVATE FOUNDATION	TEXAS WOMEN'S HEALTHCARE COALITION	25,000.
HOUSTON A+ CHALLENGE 2700 SW FREEWAY, STE. B HOUSTON, TX 77098	NONE NOT PRIVATE FOUNDATION	CHALLENGE NETWORK PROGRAM	75,000.
HOUSTON COMMUNITY HEALTH CENTERS, INC 424 HAHLO ST. HOUSTON, TX 77020	NONE NOT PRIVATE FOUNDATION	SALARY FOR A LICENSED PROFESSIONAL COUNSELOR AT THE ARLINE CHILDREN'S CLINIC	75,000.

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

ATTACHMENT 19 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HOUSTON COUNCIL ON ALCOHOLISM AND DRUG ABUSE, INC 8000 NORTH STADIUM DR., 8TH FLOOR HOUSTON, TX 77054-1823	NONE NOT PRIVATE FOUNDATION	CHILDREN'S CLINICAL SERVICES	40,000.
HOUSTON FOOD BANK 535 PORTWALL ST. HOUSTON, TX 77029	NONE NOT PRIVATE FOUNDATION	PURCHASE OF A NEW WAREHOUSE AND OPERATIONS FACILITY (LAST TWO INSTALLMENTS)	100,000.
HOUSTON INDEPENDENT SCHOOL DISTRICT FOUNDATION 4400 WEST 18TH STREET HOUSTON, TX 77092	NONE NOT PRIVATE FOUNDATION	APOLLO PROJECT	50,000.
HOUSTON-HARRIS COUNTY IMMUNIZATION REGISTRY, INC 3015 RICHMOND AVE., SUITE 270 HOUSTON, TX 77098	NONE NOT PRIVATE FOUNDATION	IMMUNIZATIONS CHAMPION PROJECT	50,000.
LOCAL INITIATIVE SUPPORT CORPORATION 1111 N. LOOP WEST, STE. 780 HOUSTON, TX 77008	NONE NOT PRIVATE FOUNDATION	FINANCIAL OPPORTUNITY CENTERS PROGRAM	100,000.
NAMI GULF COAST P.O. BOX 4096 ALVIN, TX 77512	NONE NOT PRIVATE FOUNDATION	GENERAL OPERATING SUPPORT	25,000.

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

ATTACHMENT 19 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NEW HOPE HOUSING, INC 1117 TEXAS AVE HOUSTON, TX 77002	NONE NOT PRIVATE FOUNDATION	GENERAL OPERATING SUPOORT	75,000.
THE ONESTAR FOUNDATION 9011 MOUNTAIN RIDGE DRIVE, SUITE 100 AUSTIN, TX 78759	NONE NOT PRIVATE FOUNDATION	SUPPORT FOR THE TEXAS CONNECTOR PROJECT	50,000.
PRTNRSHIP FOR ADVANCEMENT & IMMERSION OF REFUGEES 6440 HILLCROFT, STE. 302 HOUSTON, DC 77081	NONE NOT PRIVATE FOUNDATION	GLOBAL EXPLORERS AND GLOBAL LEARNERS MIDDLE SCHOOL PROGRAM AND CAPACITY BUILDING	60,000.
THE PHILANTHROPY ROUNTABLE 1730 M STREET NW, STE 601 WASHINGTON, DC 20036	NONE NOT PRIVATE FOUNDATION	INSTITUTIONAL BASIC CONTRIBUTION IN LIEU OF DUES	500.
PRISON ENTREPRENEURSHIP PROGRAM 4140 DIRECTOR'S ROW, STE. B HOUSTON, TX 77092	NONE NOT PRIVATE FOUNDATION	GENERAL OPERATING SUPPORT	150,000.
PRO-VISION, INC 4590 WILMINGTON ST. HOUSTON, TX 77051	NONE NOT PRIVATE FOUNDATION	SUPPORT TO ESTABLISH MIDDLE GROUND-UPWARD BOUND PROGRAM AND CAPACITY BUILDING	100,000.

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE ROSE 12700 N. FEATHERWOOD, STE. 260 HOUSTON, TX 77034	NONE NOT PRIVATE FOUNDATION	ON SOLID GROUND CAMPAIGN	50,000.
SAN JOSE CLINIC 2615 FANNIN ST. HOUSTON, TX 77002	NONE NOT PRIVATE FOUNDATION	GENERAL OPERATING SUPPORT	60,000.
SOUTH TEXAS COLLEGE OF LAW 1303 SAN JACINTO HOUSTON, TX 77002-7000	NONE NOT PRIVATE FOUNDATION	GENERAL CIVIL CLINIC PROGRAMS INCLUDING BATTERED AND HOMELESS WOMEN'S PROGRAM	317,000.
SPRING BRANCH COMMUNITY HEALTH CENTER 1615 HILLENDAHL, STE. 100 HOUSTON, TX 77055	NONE NOT PRIVATE FOUNDATION	GENERAL OPERATING SUPPORT	60,000.
ST. AGNES ACADEMY 9000 BELLAIRE BLVE HOUSTON, TX 77036-4683	NONE NOT PRIVATE FOUNDATION	BENNIE PELLERIN GREEN SCHOLARSHIP FUND IN HONOR OF BENNIE GREEN, TRUSTEE AT HER RETIREMENT	25,000.
TEXAS HEALTH INSTITUTE 8501 N. MOPAC EXPRESSWAY, STE. 300 AUSTIN, TX 78759	NONE NOT PRIVATE FOUNDATION	TO IMPLEMENT THE BENEFIT BANK OF TEXAS IN THE HOUSTON/GULF COAST AREA	50,000.

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

ATTACHMENT 19 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TEXAS ONE VOICE: A COLLABORATIVE FOR HLTH/HUM SERV 5120 WOODWAY, STE. 6000 HOUSTON, TX 77056	NONE NOT PRIVATE FOUNDATION	GENERAL OPERATING SUPPORT	50,000.
TEXAS TECH FOUNDATION, INC., PO BOX 41162 LUBBOCK, TX 79409	NONE NOT PRIVATE FOUNDATION	ROCKWELL PROFESSORSHIPS IN COLLEGE OF THE HUMAN SCIENCES AND THE COLLEGE OF AGRICULTURAL SCIENCE AND NATURAL RESOURCES	75,000.
UNIVERSITY OF HOUSTON-DOWNTOWN (LIBRARY) ONE MAIN STREET, SUITE 900-S HOUSTON, TX 77002-1001	NONE NOT PRIVATE FOUNDATION	CAPITAL SUPPORT TO DOUBLE THE SIZE OF THE W.I. DYKES LIBRARY	100,000.
THE WOMEN'S HOME 607 WESTHEIMER RD HOUSTON, TX 77006-3915	NONE NOT PRIVATE FOUNDATION	CLINICAL PROGRAM	50,000.
THE WORKFAITH CONNECTION 10120 NORTHWEST FREEWAY, STE 200 HOUSTON, TX 77092	NONE NOT PRIVATE FOUNDATION	GENERAL OPERATING SUPPORT	50,000.
FLOW-THRU FROM OFS ENERGY FUND II, LP	NONE NOT PRIVATE FOUNDATION	501(C)(3) PURPOSE	18.

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

ATTACHMENT 19 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FLOW-THRU FROM BA PVT EQUITY BLACKSTONE CAP 2006	NONE NOT PRIVATE FOUNDATION	501(C)(3) PURPOSE	23.
FLOW-THRU FROM ENERGY TRANSFER PARTNERS, LP	NONE NOT PRIVATE FOUNDATION	501(C)(3) PURPOSE	1.
		TOTAL CONTRIBUTIONS PAID	3,058,952.

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 20

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SOUTH TEXAS COLLEGE OF LAW 1303 SAN JACINTO ST HOUSTON, TX 77002-7000	NONE NOT PRIVATE FOUNDATION	GENERAL CIVIL CLINIC'S BETTERED AND HOMELESS WOMEN'S PROGRAM	150,000.
		TOTAL CONTRIBUTIONS APPROVED	150,000.

FEDERAL CAPITAL GAIN DIVIDENDS

ATTACHMENT 21

SHORT-TERM CAPITAL GAIN DIVIDENDS

TEMPLETON GLOBAL BOND FUND	187.	
CAPITAL WORLD BOND FUND	6,901.	
TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS		7,088.

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

NEW ECONOMY FUND CLASS A	34,843.	
CAPITAL WORLD BOND FUND	12,686.	
TEMPLETON GLOBAL BOND FUND CLASS A	18,674.	
FRANKLIN STREET PROPERTIES	5,748.	
INDIA FUND	3,520.	
INDIA FUND PAID IN 2013 TAXABLE IN 2012	24,471.	
FSP PHOENIX TOWER CORP	18,085.	
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		118,027.
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS		118,027.

ROCKWELL FUND, INC. 74-6040258

FEDERAL CAPITAL GAINS FROM PARTNERSHPS

ATTACHMENT 22

SHORT-TERM CAPITAL GAINS FROM PARTNERSHIPS

BA PRIVATE EQUITY BAIN CAPITAL 2006	-1	
BA PRIVATE EQUITY BLACKSTONE CAPITAL 2006	365	
TOTAL SHORT-TERM CAPITAL GAINS FROM PARTNERSHIPS		364

LONG-TERM CAPITAL GAINS FROM PARTNERSHIPS

BA PRIVATE EQUITY BAIN CAPITAL 2006	12,436	
BA PRIVATE EQUITY BLACKSTONE CAPITAL 2006	-10,639	
BOW RIVER CAPITAL FUND V, LP	113,021	
SENTINEL UNCORREDLATED FUND	1,472	
TOTAL SHORT-TERM CAPITAL GAINS FROM PARTNERSHIPS		116,290

ROCKWELL FUND, INC.

74-6040258

ATTACHMENT 23

Supplement to Form 4797 Part I Detail

Description	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed or Allowable	Cost or Other Basis	Gain or (Loss) for entire year
ENERGY TRANSFER PART	VAR	VAR			1.	-1.
BA PR EQ BLACKSTONE	VAR	VAR	89.			89.
PHOENIX 2010 PTNR LP	VAR	VAR	119,071.			119,071.
Totals						119,159.

ROCKWELL FUND, INC.
Supplement to Form 4797 Part II Detail

74-6040258
ATTACHMENT 24

Description	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed or Allowable	Cost or Other Basis	Gain or (Loss) for entire year
ENERGY TRANSFER PART	VAR	VAR	770.			770.
Totals						770.

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ROCKWELL FUND, INC. 74-6040258

RENT AND ROYALTY SUMMARY ATTACHMENT 25

PROPERTY	TOTAL INCOME	DEPLETION/ DEPRECIATION	OTHER EXPENSES	ALLOWABLE NET INCOME	
NET FUND I, LTD.	-5,883.			-5,883.	ATCH 26
BA PRIVATE EQUITY-BL	5.			5.	ATCH 27
PHOENIX 2010 PARTNER	-18,071.			-18,071.	ATCH 28
PHOENIX 2011 PARTNER	-39,655.			-39,655.	ATCH 29
CHAMPION 2012 PARTNE	-6,544.			-6,544.	ATCH 30
TOTALS	-70,148.			-70,148.	

RENT AND ROYALTY INCOME

Taxpayer's Name	Identifying Number
ROCKWELL FUND, INC.	74-6040258

DESCRIPTION OF PROPERTY

NET FUND I, LTD.

[ ] Yes [ ] No Did you actively participate in the operation of the activity during the tax year?

TYPE OF PROPERTY:		
REAL RENTAL INCOME		
OTHER INCOME:		
NET INCOME FROM RENTAL REAL ESTATE ACTIVITIES	-5,883.	
TOTAL GROSS INCOME		-5,883.
OTHER EXPENSES:		
DEPRECIATION (SHOWN BELOW)		
LESS: Beneficiary's Portion		
AMORTIZATION		
LESS: Beneficiary's Portion		
DEPLETION		
LESS: Beneficiary's Portion		
TOTAL EXPENSES		
TOTAL RENT OR ROYALTY INCOME (LOSS)		-5,883.
Less Amount to		
Rent or Royalty		
Depreciation		
Depletion		
Investment Interest Expense		
Other Expenses		
Net Income (Loss) to Others		
Net Rent or Royalty Income (Loss)		-5,883.
Deductible Rental Loss (if Applicable)		

SCHEDULE FOR DEPRECIATION CLAIMED

(a) Description of property	(b) Cost or unadjusted basis	(c) Date acquired	(d) ACRS des	(e) Bus %	(f) Basis for depreciation	(g) Depreciation in prior years	(h) Method	(i) Life or rate	(j) Depreciation for this year
Totals									

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ATTACHMENT 26

RENT AND ROYALTY INCOME

Taxpayer's Name	Identifying Number
ROCKWELL FUND, INC.	74-6040258

DESCRIPTION OF PROPERTY

BA PRIVATE EQUITY-BLACKSTONE CAPITAL 2006

[ ] Yes [ ] No Did you actively participate in the operation of the activity during the tax year?

TYPE OF PROPERTY:

PERSONAL RENTAL INCOME

OTHER INCOME:		5.	
TOTAL GROSS INCOME			5.
OTHER EXPENSES:			
DEPRECIATION (SHOWN BELOW)			
LESS: Beneficiary's Portion			
AMORTIZATION			
LESS: Beneficiary's Portion			
DEPLETION			
LESS: Beneficiary's Portion			
TOTAL EXPENSES			
TOTAL RENT OR ROYALTY INCOME (LOSS)			5.
Less Amount to			
Rent or Royalty			
Depreciation			
Depletion			
Investment Interest Expense			
Other Expenses			
Net Income (Loss) to Others			
Net Rent or Royalty Income (Loss)			5.
Deductible Rental Loss (if Applicable)			

SCHEDULE FOR DEPRECIATION CLAIMED

(a) Description of property	(b) Cost or unadjusted basis	(c) Date acquired	(d) ACRS des	(e) Bus %	(f) Basis for depreciation	(g) Depreciation in prior years	(h) Method	(i) Life or rate	(j) Depreciation for this year
Totals									

JSA

2E7000 1 000

ATTACHMENT 27

RENT AND ROYALTY INCOME

Taxpayer's Name	Identifying Number
ROCKWELL FUND, INC.	74-6040258

DESCRIPTION OF PROPERTY

PHOENIX 2010 PARTNERS, LP

☐ Yes ☐ No Did you actively participate in the operation of the activity during the tax year?

TYPE OF PROPERTY:		
REAL RENTAL INCOME		
OTHER INCOME:		
NET RENTAL REAL ESTATE INCOME (LOSS)	-18,071.	
TOTAL GROSS INCOME		-18,071.
OTHER EXPENSES:		
DEPRECIATION (SHOWN BELOW)		
LESS: Beneficiary's Portion		
AMORTIZATION		
LESS: Beneficiary's Portion		
DEPLETION		
LESS: Beneficiary's Portion		
TOTAL EXPENSES		
TOTAL RENT OR ROYALTY INCOME (LOSS)		-18,071.
Less Amount to		
Rent or Royalty		
Depreciation		
Depletion		
Investment Interest Expense		
Other Expenses		
Net Income (Loss) to Others		
Net Rent or Royalty Income (Loss)		-18,071.
Deductible Rental Loss (if Applicable)		

SCHEDULE FOR DEPRECIATION CLAIMED

(a) Description of property	(b) Cost or unadjusted basis	(c) Date acquired	(d) ACRS des	(e) Bus %	(f) Basis for depreciation	(g) Depreciation in prior years	(h) Method	(i) Life or rate	(j) Depreciation for this year
Totals									

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ATTACHMENT 28

RENT AND ROYALTY INCOME

Taxpayer's Name	Identifying Number
ROCKWELL FUND, INC.	74-6040258

DESCRIPTION OF PROPERTY
PHOENIX 2011 PARTNERS, LP

☐ Yes ☐ No Did you actively participate in the operation of the activity during the tax year?

TYPE OF PROPERTY:		
REAL RENTAL INCOME		
OTHER INCOME:		
NET RENTAL REAL ESTATE INCOME (LOSS)	-39,655.	
TOTAL GROSS INCOME		-39,655.
OTHER EXPENSES:		
DEPRECIATION (SHOWN BELOW)		
LESS: Beneficiary's Portion		
AMORTIZATION		
LESS: Beneficiary's Portion		
DEPLETION		
LESS: Beneficiary's Portion		
TOTAL EXPENSES		
TOTAL RENT OR ROYALTY INCOME (LOSS)		-39,655.
Less Amount to		
Rent or Royalty		
Depreciation		
Depletion		
Investment Interest Expense		
Other Expenses		
Net Income (Loss) to Others		
Net Rent or Royalty Income (Loss)		-39,655.
Deductible Rental Loss (if Applicable)		

SCHEDULE FOR DEPRECIATION CLAIMED

(a) Description of property	(b) Cost or unadjusted basis	(c) Date acquired	(d) ACRS des	(e) Bus %	(f) Basis for depreciation	(g) Depreciation in prior years	(h) Method	(i) Life or rate	(j) Depreciation for this year
Totals									

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ATTACHMENT 29

RENT AND ROYALTY INCOME

Taxpayer's Name	Identifying Number
ROCKWELL FUND, INC.	74-6040258

DESCRIPTION OF PROPERTY
CHAMPION 2012 PARTNERS, L.P.

☐ Yes ☐ No Did you actively participate in the operation of the activity during the tax year?

TYPE OF PROPERTY:
REAL RENTAL INCOME

OTHER INCOME:		
NET RENTAL REAL ESTATE INCOME (LOSS)	-6,544.	
TOTAL GROSS INCOME		-6,544.
OTHER EXPENSES:		
DEPRECIATION (SHOWN BELOW)		
LESS: Beneficiary's Portion		
AMORTIZATION		
LESS: Beneficiary's Portion		
DEPLETION		
LESS: Beneficiary's Portion		
TOTAL EXPENSES		
TOTAL RENT OR ROYALTY INCOME (LOSS)		-6,544.
Less Amount to		
Rent or Royalty		
Depreciation		
Depletion		
Investment Interest Expense		
Other Expenses		
Net Income (Loss) to Others		
Net Rent or Royalty Income (Loss)		-6,544.
Deductible Rental Loss (if Applicable)		

SCHEDULE FOR DEPRECIATION CLAIMED

(a) Description of property	(b) Cost or unadjusted basis	(c) Date acquired	(d) ACRS des	(e) Bus %	(f) Basis for depreciation	(g) Depreciation in prior years	(h) Method	(i) Life or rate	(j) Depreciation for this year
Totals									

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2E7000 1 000

ATTACHMENT 30

FORM 990PF - PART VIIA - LINE 16

INTEREST IN FOREIGN FINANCIAL ACCOUNT
FORM 990PF, PART VII-A, QUESTION 16

ROCKWELL FUND, INC. HAS INVESTMENTS IN HEDGE FUNDS AND PRIVATE EQUITY VEHICLES THAT HAVE FOREIGN FINANCIAL ACCOUNTS. ROCKWELL FUND, INC. DOES NOT HAVE SIGNATURE AUTHORITY OR ANY CONTROL OVER THE ACCOUNTS. FORM 90-22.1 WAS FILED TO DISCLOSE THESE ACCOUNTS. ROCKWELL FUND, INC. DOES NOT HAVE ANY ACCOUNT DETAILS SUCH AS IN WHICH FOREIGN COUNTRIES THE ACCOUNTS ARE LOCATED.

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS					7,088.	ATCH 21
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					364.	ATCH 22
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					118,027.	ATCH 21
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					116,290.	ATCH 22
		5569.09 AMERIQUEST 03-1 FLT 5.7517% 2/25 PROPERTY TYPE: SECURITIES				P	10/25/2006	01/06/2012
		5,202.					-5,202.	
		7455.97 AMERIQUEST 03-1 FLT 5.7517% 2/25 PROPERTY TYPE: SECURITIES				P	10/25/2006	04/25/2012
		6,970.					-6,970.	
		23028.94 AMERIQUEST 03-1 FLT 5.7517% 2/2 PROPERTY TYPE: SECURITIES				P	10/25/2006	05/29/2012
		21,533.					-21,533.	
		2957.57 AMERIQUEST 03-1 FLT 5.7517% 2/25 PROPERTY TYPE: SECURITIES				P	10/25/2006	06/25/2012
		2,766.					-2,766.	
		560.90 AMERIQUEST 03-1 FLT 5.7517% 2/25/ PROPERTY TYPE: SECURITIES				P	10/25/2006	07/25/2012
		525.					-525.	
		3909.62 CONTIMORTGAGE 98-1 7.39647% 4/15 PROPERTY TYPE: SECURITIES				P	03/21/2000	01/15/2012
3,910.		3,910.						
		2069.73 CONTIMORTGAGE 98-1 7.39647% 4/15 PROPERTY TYPE: SECURITIES				P	03/21/2000	01/15/2012
		2,040.					-2,040.	
		7714.48 CONTIMORTGAGE 98-1 7.39647% 4/15 PROPERTY TYPE: SECURITIES				P	03/21/2000	02/15/2012
7,715.		7,715.						
		281.93 CONTIMORTGGE 98-1 7.39647% 4/15/2 PROPERTY TYPE: SECURITIES				P	03/21/2000	02/16/2012
		278.					-278.	

ROCKWELL FUND, INC. 74-6040258

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		4728.30 CONTIMORTGGE 98-1 7.39647% 4/15/					03/21/2000	03/15/2012
4,728.		4,728.						
		7496.16 CONTIMORTGAGE 98-1 7.39647% 4/15 PROPERTY TYPE: SECURITIES				P	03/21/2000	04/16/2012
7,496.		7,496.						
		6251.10 CONTIMORTGAGE 98-1 7.39647% 4/15 PROPERTY TYPE: SECURITIES				P	03/21/2000	05/15/2012
6,251.		6,251.						
		5524.19 CONTIMORTGAGE 98-1 7.39647% 4/15				P	03/21/2000	06/15/2012
5,524.		5,524.						
		5082.47 CONTIMORTGAGE 98-1 7369647% 4/15 PROPERTY TYPE: SECURITIES				P	03/21/2000	07/16/2012
5,082.		5,082.						
		5017.92 CONTIMORTGAGE 98-1 7.369647% 4/1 PROPERTY TYPE: SECURITIES				P	03/21/2000	08/15/2012
5,018.		5,018.						
		5618.04 CONTIMORTGAGE 98-1 7.39647% 4/15 PROPERTY TYPE: SECURITIES				P	03/21/2000	09/17/2012
5,618.		5,618.						
		6807.50 CONTIMORTGAGE 98-1 7.39647% 4/15 PROPERTY TYPE: SECURITIES				P	03/21/2000	10/15/2012
6,808.		6,808.						
		8378.21 CONTIMORTGAGE 98-1 7.39647% 4/15 PROPERTY TYPE: SECURITIES				P	03/21/2000	11/15/2012
8,378.		8,378.						
		5474.40 CONTIMORTGAGE 98-1 7.39647% 4/15 PROPERTY TYPE: SECURITIES				P	03/21/2000	12/17/2012
5,474.		5,474.						
		8378.21 CONTIMORTGAGE 98-1 7.39647% 4/15 PROPERTY TYPE: SECURITIES				P	03/21/2000	12/17/2012
		8,767.					-8,767.	
		7263.72 CTRYWIDE 04-5CB B3 5.56922% 3/25 PROPERTY TYPE: SECURITIES				P	03/29/2004	01/27/2012
		6,870.					-6,870.	

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

Kind of Property: Gross sale price less expenses of sale	Depreciation allowed/ allowable	Description	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	P or D	Date acquired	Gain or (loss)	Date sold
		73698.55 CTRYWIDE 04-5CB B3 5.56922% 3/2 PROPERTY TYPE: SECURITIES	69,797.				P	03/29/2004	-69,797.	03/07/2012
		9028.79 CTRYWIDE 04-5CB B3 5.56922% 3/25 PROPERTY TYPE: SECURITIES	8,551.				P	03/29/2004	-8,551.	03/28/2012
		37401.67 CTRYWIOE 04-5CB B3 5.56922% 3/2 PROPERTY TYPE: SECURITIES	35,451.				P	03/29/2004	-35,451.	04/25/2012
		12545.05 CTRYWIDE 04-5CB B3 5.56922% 3/2 PROPERTY TYPE: SECURITIES	11,900.				P	03/29/2004	-11,900.	05/31/2012
		14391.55 CTRYWIDE 04-5CB B3 5.56922% 3/2 PROPERTY TYPE: SECURITIES	13,651.				P	03/29/2004	-13,651.	06/26/2012
		18202.52 CTRYWIDE 04-5DB B3 5.56922% 3/2 PROPERTY TYPE: SECURITIES	17,266.				P	03/29/2004	-17,266.	07/27/2012
		89662.52 CTRYWIDE 04-5CB B3 5.56922% 3/2 PROPERTY TYPE: SECURITIES	85,049.				P	03/29/2004	-85,049.	08/27/2012
		119224.21 CTRYWIDE 04-5CB B3 5.56922% 3/ PROPERTY TYPE: SECURITIES	113,090.				P	03/29/2004	-113,090.	09/27/2012
4,174.		RECOVERY 4687.27 FNMA WHOLE LN 04-W3 B3 PROPERTY TYPE: SECURITIES					P	02/04/2005	4,174.	01/27/1999
		60490.76 FNMA WHOLE LN 04-W3 B3 5.6521% PROPERTY TYPE: SECURITIES	53,891.				P	02/04/2005	-53,891.	01/26/2012
10,229.		10228.98 FNMA WHOLE LN 04-W3 53 5.6521% PROPERTY TYPE: SECURITIES	10,229.				P	02/04/2005		01/26/2012
		336124.94 FNMA WHOLE LN 04-W3 B3 5.65215 PROPERTY TYPE: SECURITIES	299,590.				P	02/04/2005	-299,590.	02/28/2012

ROCKWELL FUND, INC. 74-6040258

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		8374.70 FNMA WHOLE LN 04-W3 B3 5.6521% 5 PROPERTY TYPE: SECURITIES				P	02/04/2005	02/28/2012
8,375.		8,375.						
		146447.62 FNMA WHOLE LN 04-W3 B3 5.6521% PROPERTY TYPE: SECURITIES				P	02/04/2005	03/28/2012
		130,588.					-130,588.	
		8783.05 FNMA WHOLE LN 04-W3 B3 5.6521% PROPERTY TYPE: SECURITIES				P	02/04/2005	03/28/2012
8,373.		8,373.						
		523146.05 FNMA WHOLE LN 04-W3 B3 5.6521% PROPERTY TYPE: SECURITIES				P	02/04/2005	04/26/2012
		466,704.					-466,704.	
		8568.71 FNMA WHOLE LN 04-W3 B3 5.6521% 5 PROPERTY TYPE: SECURITIES				P	02/04/2005	04/26/2012
8,569.		8,569.						
		261757.22 FNMA WHOLE LN 04-W3 B3 5.6521% PROPERTY TYPE: SECURITIES				P	02/04/2005	05/29/2012
		233,623.					-233,623.	
		2376.47 FNMA WHOLE LN 04-W3 B3 5.6521% 5 PROPERTY TYPE: SECURITIES				P	02/04/2005	05/29/2012
2,376.		2,376.						
		208121.02 FNMA WHOLE LN 04-W3 B3 5.6521% PROPERTY TYPE: SECURITIES				P	02/04/2005	06/26/2012
		186,106.					-186,106.	
		4059.15 FNMA WHOLE LN 04-W3 B3 5.6521% 5 PROPERTY TYPE: SECURITIES				P	02/04/2005	06/26/2012
4,059.		4,059.						
		1515.02 FNMA WHOLE LN 04-W3 B3 5.6521% 5 PROPERTY TYPE: SECURITIES				P	02/04/2005	07/25/2012
1,515.		1,515.						
		414819.92 FNMA WHOLE LN 04-W3 B3 5.6521% PROPERTY TYPE: SECURITIES				P	02/04/2005	07/26/2012
		370,571.					-370,571.	
		176469.51 FNMA WHOLE LN 04-W3 B3 5.6521% PROPERTY TYPE: SECURITIES				P	02/04/2005	08/27/2012
		157,447.					-157,447.	

ROCKWELL FUND, INC. 74-6040258

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

Kind of Property / Description	P or D	Date acquired	Date sold	Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)
1478.52 IMC HM EQUITY 97-3B 7.87% 8/20/2 PROPERTY TYPE: SECURITIES	P	11/16/1998	01/27/2012			5,412.				-5,412.
63.72 IMC HM EQUITY 97-38 7.87% 8/20/28 PROPERTY TYPE: SECURITIES	P	11/16/1998	02/22/2012			232.				-232.
508.40 IMC HM EQUITY 97-3B 7.87% 8/20/28 PROPERTY TYPE: SECURITIES	P	11/16/1998	06/14/2012			1,827.				-1,827.
3320.63 IMC HM EQUITY 97-3B 7.87% 8/20/2 PROPERTY TYPE: SECURITIES	P	06212012				11,933.				-11,933.
233.01 IMC HM EQUITY 97--3B 7.87% 8/20/2 PROPERTY TYPE: SECURITIES	P	11/16/1998	07/24/2012			834.				-834.
1341.72 IMC HM EQUITY 97-3B 7.87% 8/20/2 PROPERTY TYPE: SECURITIES	P	11/16/1998	08/20/2028			4,786.				-4,786.
138.42 IMC HM EQUITY 97-2B 7.87% 8/20/28 PROPERTY TYPE: SECURITIES	P	11/16/1998	09/20/2012			492.				-492.
653.10 IMC HM EQUITY 97-3B 7.87% 8/20/28 PROPERTY TYPE: SECURITIES	P	11/16/1998	10/23/2012			2,312.				-2,312.
195.01 IMC HM EQUITY 93-CB 7.87% 8/20/28 PROPERTY TYPE: SECURITIES	P	11/16/1998	11/30/2012			688.				-688.
215.35 IMC HM EQUITY 97-3B 7.87% 8/20/28 PROPERTY TYPE: SECURITIES	P	11/16/1998	12/31/2012			757.				-757.
456441.23 JP MORGAN 05-R1 FLT 7/28/34	P	06/21/2005	01/04/2012			353,197.				-353,197.
667031.30 JP MORGAN 05-R1 FLT 7/28/34 PROPERTY TYPE: SECURITIES	P	06/21/2005	02/08/2012			516,709.				-516,709.

ROCKWELL FUND, INC. 74-6040258

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

Kind of Property / Description	P or D	Date acquired	Date sold	Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)
596579.15 JP MORGAN 05-R1 FLT 7/28/34 PROPERTY TYPE: SECURITIES	P	06/21/2005	03/05/2012			462,632.				-462,632.
792393.82 JP MORGAN 05-R1 FLT 7/28/34 PROPERTY TYPE: SECURITIES	P	06/21/2005	04/03/2012			615,143.				-615,143.
457009.36 JP MORGAN 05-R1 FLT 7/28/34 PROPERTY TYPE: SECURITIES	P	06/21/2005	04/30/2012			424,649.				-424,649.
368754.08 JP MORGAN 05-R1 FLT 7/28/34 PROPERTY TYPE: SECURITIES	P	06/21/2005	06/05/2012			286,883.				-286,883.
916033.50 JP MORGAN 05-R1 FLT 7/28/34 PROPERTY TYPE: SECURITIES	P	06/21/2005	06/28/2012			712,656.				-712,656.
150071.23 JP MORGAN 05-R1 FLT 7/28/37=4 PROPERTY TYPE: SECURITIES	P	06/21/2005				116,878.				-116,878.
990.65 JP MORGAN 05-R1 FLT 7/28/37 PROPERTY TYPE: SECURITIES	P	06/21/2005	08/08/2012			772.				-772.
46661.52 JP MORGAN 05-R1 FLT 7/28/34 PROPERTY TYPE: SECURITIES	P	06/21/2005	08/30/2012			36,380.				-36,380.
3302.02 RES ACCEP 03-A6 B4 144 5.5% 7/25 PROPERTY TYPE: SECURITIES	P	02/19/2004	01/25/2012	3,302.		3,302.				
1385.54 RES ACCEP 03-A6 B4 144 5.5% 7/25 PROPERTY TYPE: SECURITIES	P	02/19/2004	03/29/2012	1,386.		1,386.				
5415.74 RES ACCEP 03-A6 144 B4 5.5% 7/25 PROPERTY TYPE: SECURITIES	P	02/19/2004	04/26/2012	5,415.		5,415.				
1680.92 RES ACCEP 03-A6 B4 144 5.5% 7/25		02/19/2004	06/26/2012	1,681.		1,681.				

ROCKWELL FUND, INC. 74-6040258

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		1521.74 RES ACCEP 03-A6 B4 144 5.5% 7/25 PROPERTY TYPE: SECURITIES				P	02/19/2004	07/27/2012
1,522.		1,522.						
		5302.14 RES ACCEP 03-A6 B4 144 5.5% 7/25 PROPERTY TYPE: SECURITIES				P	02/19/2004	08/29/2012
5,302.		5,302.						
		4532.10 RES ACCEP 03-A6 B4 144 5.5% 7/25 PROPERTY TYPE: SECURITIES				P	02/19/2004	09/27/2012
4,532.		4,532.						
		6106.16 RES ACCEP 03-A6 B4 144 5.5% 7/25 PROPERTY TYPE: SECURITIES				P	02/19/2004	10/26/2012
6,106.		6,106.						
		3065.08 RES ACCEP 03-A6 B4 144 5.5% 7/25 PROPERTY TYPE: SECURITIES				P	02/19/2006	11/28/2012
3,065.		3,065.						
		1857.62 RES ACCEP 03-A6 B4 144 5.5% 7/25 PROPERTY TYPE: SECURITIES				P	02/19/2004	12/28/2012
1,858.		1,858.						
		11525.66 RES ASSET 03-A6 B3 5.5% 5/25/33 PROPERTY TYPE: SECURITIES				P	03/25/2004	01/25/2012
11,526.		11,526.						
		4836.22 RES ASSSET 03-A6 B3 5.5% 5/25/33 PROPERTY TYPE: SECURITIES				P	03/25/2004	03/29/2012
4,836.		4,836.						
		18903.61 RES ASSET 03-A6 B3 5.5% 5/25/33 PROPERTY TYPE: SECURITIES				P	03/25/2004	04/25/2012
18,904.		18,904.						
		2111.64 RES ASSET 03-A6 B3 5.5% 5/25/33 PROPERTY TYPE: SECURITIES				P	03/25/2004	05/25/2012
2,112.		2,112.						
		5846.20 RES ASSET 03-A6 B3 5.5% 5/25/33 PROPERTY TYPE: SECURITIES				P	03/25/2004	06/25/2012
5,846.		5,846.						
		5292.58 RES ASSET 03-A6 B3 5.5% 5/25/33 PROPERTY TYPE: SECURITIES				P	03/25/2004	07/25/2012
5,293.		5,293.						

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18440.70 RES ASSET 03-A6 B3 5.5% 5/25/33 PROPERTY TYPE: SECURITIES	P	03/25/2004	08/27/2012	18,441.		18,441.				
15762.58 RES ASSET 03-A6 B3 5.5% 5/25/33 PROPERTY TYPE: SECURITIES	P	03/25/2004	09/26/2012	15,763.		15,763.				
21237.08 RES ASSET 03-A6 B3 535% 3/25/33 PROPERTY TYPE: SECURITIES	P	03/25/2004	10/25/2012	21,237.		21,237.				
10660.28 RES ASSET 03-A6 B3 5.5% 5/25/33 PROPERTY TYPE: SECURITIES	P	03/25/2004	11/27/2012	10,660.		10,660.				
6460.80 RES ASSET 03-A6 B3 5.5% 5/25/33		03/25/2004	12/26/2012	6,461.		6,461.				
13249.64 RES ASSET 04-A5 B4 5.5% 8/25/34 PROPERTY TYPE: SECURITIES	P	03/21/2005	01/25/2012			11,521.				-11,521.
4871.04 RES ASSET 04-A5 B4 5.5% 8/25/34 PROPERTY TYPE: SECURITIES	P	03/21/2005	02/28/2012			4,238.				-4,238.
4804.72 RES ASSET 04-A5 B4 5.5% 8/25/34 PROPERTY TYPE: SECURITIES	P	03/21/2005	03/28/2012			4,182.				-4,182.
109140.80 RES ASSET 04-A5 B4 5.5% 8/25/3 PROPERTY TYPE: SECURITIES	P	03/21/2005	04/25/2012			95,059.				-95,059.
5045.01 RES ASSET 04-A5 B4 5.5% 8/25/34 PROPERTY TYPE: SECURITIES	P	03/21/2005	06/13/2012			4,398.				-4,398.
5505.71 RES ASSET 04-A5 B4 5.5% 8/25/34 PROPERTY TYPE: SECURITIES	P	03/21/2005	06/26/2012			4,407.				-4,407.
186394.93 RES ASSET 04-A5 B4 5.5% 8/25/3 PROPERTY TYPE: SECURITIES	P	03/21/2005	07/27/2012			162,483.				-162,483.

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Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		4106.80 RES ASSET 04-A5 B4 5.5% 8/25/34 PROPERTY TYPE: SECURITIES				P	03/21/2005	08/27/2012
		3,580.					-3,580.	
		3500 SH COLGATE PALMOLIVE CO PROPERTY TYPE: SECURITIES				P	06/23/2009	04/19/2012
342,046.		246,359.					95,687.	
		2700 SUNOCO INC CASH PROPERTY TYPE: SECURITIES				P	01/26/2006	10/09/2012
71,460.		85,290.					-13,830.	
		50 SUNOCO INC CASH PROPERTY TYPE: SECURITIES				P	01/18/2018	10/09/2012
1,323.		1,056.					267.	
		3250 SUNOCO INC CASH PROPERTY TYPE: SECURITIES				P	10/11/2007	10/09/2012
86,017.		88,071.					-2,054.	
		.254312 SUNCOKE ENERGY INC PROPERTY TYPE: SECURITIES				P	01/26/2006	01/18/2012
3.		15.					-12.	
		.523228 SUNCOKE ENERGY INC PROPERTY TYPE: SECURITIES				P	01/18/2008	01/18/2012
7.		20.					-13.	
		.00982 SUNCOKE ENERGY INC					10/11/2007	01/18/2012
1.		1.						
		1000 LOEWS CORPORATION PROPERTY TYPE: SECURITIES				P	03/02/2012	12/13/2012
40,784.		38,983.					1,801.	
		CASH IN LIEU OF SHARES OF MOTORS LIQ CO PROPERTY TYPE: SECURITIES				P	06/12/2012	06/12/2013
7.		7.						
		FRAC SH WMI HLDGS CORP PROPERTY TYPE: SECURITIES				P	07/11/2007	08/01/2012
1.		864.					-863.	
		.57878 DYNEGY INC PROPERTY TYPE: SECURITIES				P	01/07/2011	
11.		18.					-7.	

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Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		FRAC SH ENERGY TRANSFER PARTNERS LP PROPERTY TYPE: SECURITIES				P	10/09/2012	10/09/2012
16.		15.					1.	
		1333.0514 ENERGY TRANSFER PARTNERS LP					01/26/2006	10/10/2012
58,183.		70,457.					-12,274.	
		24.4975 ENERGY TRANSFER PARTNERS PROPERTY TYPE: SECURITIES				P	01/18/2008	10/10/2012
1,069.		870.					199.	
		1604.4511 ENERGY TRANSFER PARTNERS					10/11/2007	10/10/2012
70,029.		71,956.					-1,927.	
		10 CALL LMT SEP 12 @ 95 PROPERTY TYPE: SECURITIES				P	09/24/2012	09/06/2012
246.							246.	
		10 CALL LMT APR 12 @ 92.50 PROPERTY TYPE: SECURITIES				P	02/24/2012	04/23/2012
399.							399.	
		10 CALL APA JUL 12 @ 145 PROPERTY TYPE: SECURITIES				P	07/23/2012	02/24/2012
399.							399.	
		66 CALL XOM APR 12 @ 90 PROPERTY TYPE: SECURITIES				P	03/16/2012	04/23/2012
1,717.							1,717.	
		50 CALL INTC APR 12 @ 30 PROPERTY TYPE: SECURITIES				P	03/30/2012	04/23/2012
534.							534.	
		75 CALL RTN AUG 12 @ 57.50 PROPERTY TYPE: SECURITIES				P	08/20/2012	06/27/2012
2,167.							2,167.	
		75 CALL RTN AOCT 12 @ 60 PROPERTY TYPE: SECURITIES				P	10/22/2012	08/27/2012
714.							714.	
		103.218 ING CORE EQUITY RESEARCH FD CL A PROPERTY TYPE: SECURITIES				P	07/05/2011	12/14/2012
1,300.		1,265.					35.	

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Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		311.563 ING CORE EQUITY RESEARCH FD CL A PROPERTY TYPE: SECURITIES				P	12/19/2011	02/14/2012
3,923.		3,461.					462.	
		177.792 ING CORE EQUITY RESEARCH FD CL A PROPERTY TYPE: SECURITIES				P	12/17/2010	02/14/2012
2,238.		2,034.					204.	
		215.254 ING CORE EQUITY RESEARCH FD CL A PROPERTY TYPE: SECURITIES				P	07/12/2012	08/28/2012
2,843.		2,695.					148.	
		22133.37 ING CORE EQUITY RESEARCH FD CL PROPERTY TYPE: SECURITIES				P	04/11/1994	08/28/2012
292,382.		288,756.					3,626.	
		105000 AMARMARK CORP 5% 6/1/2012 PROPERTY TYPE: SECURITIES				P	12/21/2006	06/01/2012
105,000.		105,000.						
		75000 FORD MOTOR CREDIT MD TRM 7.3% 1/23					05/17/2006	01/23/2012
75,000.		75,000.						
		77000 FORD MTR CR MD TRM 7% 8/15/12 PROPERTY TYPE: SECURITIES				P	05/12/2006	08/15/2012
77,000.		77,000.						
		250000 HERTZ CORP 7.625% 6/1/12 PROPERTY TYPE: SECURITIES				P	06/29/2005	06/01/2012
250,000.		250,000.						
		250000 SEARS ROEBUCK ACCEP CORP 7.5% 12/ PROPERTY TYPE: SECURITIES				P	06/29/2005	12/17/2012
250,000.		250,000.						
		100000 TESORO CORP 6.625% 11/1/15 PROPERTY TYPE: SECURITIES				P	08/27/2009	11/02/2012
101,104.		100,000.					1,104.	
		118000 UNISYS CORP 14.25% 9/15/15 PROPERTY TYPE: SECURITIES				P	08/03/2009	03/02/2012
134,968.		138,527.					-3,559.	
		250000 TESORO CORP SUB DEB 6.5% 6/1/2014 PROPERTY TYPE: SECURITIES				P	10/22/2009	11/01/2012
258,125.		250,000.					8,125.	

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		150000 LEUDACIA NATL CORP 7.125% 3/15/17 PROPERTY TYPE: SECURITIES				P	03/08/2010	03/15/2012
155,345.		150,000.					5,345.	
		100000 ALLIANT TECHSYSTEMS INC 6.75% 4/1 PROPERTY TYPE: SECURITIES				P	07/30/2010	09/07/2012
102,250.		101,258.					992.	
		133000 BERRY PETROLEUM CO 8.25% 11/11/16 PROPERTY TYPE: SECURITIES				P	08/09/2010	04/09/2012
138,486.		136,342.					2,144.	
		69000 DYNEGY HOLDINGS 7.5% 6/1/15 PROPERTY TYPE: SECURITIES				P	01/07/2011	10/03/2012
57,588.		57,588.						
		105000 H&E EQUIPMENT SRVS INC 8.375% 7/1 PROPERTY TYPE: SECURITIES				P	01/28/2011	09/19/2012
107,932.		108,310.					-378.	
		250000 BARCLAYS RV CNV TIED TO HAL 11% 4 PROPERTY TYPE: SECURITIES				P	01/31/2012	04/30/2012
250,000.		250,000.						
		100000 CITIBANK 30-2 SPRD 7% CAP 1/26/31					01/31/2011	01/26/2012
100,000.		100,000.						
		853 DIAGEO PLC SPON ADR NEW PROPERTY TYPE: SECURITIES				P	06/16/2006	09/21/2012
94,115.		57,407.					36,708.	
		147 DIAGEO PLC SPON ADR NEW PROPERTY TYPE: SECURITIES				P	06/18/2007	09/21/2012
16,219.		12,772.					3,447.	
		100 DIAGEO PLC SPONS ADR NEW PROPERTY TYPE: SECURITIES				P	03/26/2009	03/05/2012
9,589.		4,476.					5,113.	
		800 HANN RUECKVER AG N ADR PROPERTY TYPE: SECURITIES				P	06/16/2006	12/13/2012
30,093.		13,656.					16,437.	
		1000 KEPPEL CORP LTD SPONSORED ADR PROPERTY TYPE: SECURITIES				P	06/16/2006	08/23/2012
18,243.		7,964.					10,279.	

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600 NESTLE S A SPONSORED ADR PROPERTY TYPE: SECURITIES	P	06/16/2006	03/05/2012	36,523.		18,077.				18,446.
.07257 ROYAL DUTCH SHELL PLC ADR PROPERTY TYPE: SECURITIES	P	03/22/2012	03/22/2012	5.		5.				
.111 POSTNL NV SPON ADR		06/06/2006	05/15/2012	1.		1.				
.563 POSTNL NV SPON ADR PROPERTY TYPE: SECURITIES	P	06/16/2006	05/15/2012	2.		2.				
400 BAYER AG SPON ADR PROPERTY TYPE: SECURITIES	P	03/23/2010	12/13/2012	37,569.		26,967.				10,602.
600 PEARSON PLC SPONSORED ADR PROPERTY TYPE: SECURITIES	P	01/22/2009	03/06/2012	11,410.		5,419.				5,991.
1000 BROOKFIELD OFFICE PROPERTIES PROPERTY TYPE: SECURITIES	P	07/24/2009	03/05/2012	17,297.		8,283.				9,014.
200 SOLVAY SA PROPERTY TYPE: SECURITIES	P	08/26/2008	10/09/2012	22,713.		20,496.				2,217.
400 SOLVAY SA PROPERTY TYPE: SECURITIES	P	06/16/2006	12/13/2012	55,178.		43,228.				11,950.
100 SOLVAY SA		08/26/2008	12/13/2012	41,383.		30,745.				10,638.
RIGHTS-CREDIT SUISSE GROUP PROPERTY TYPE: SECURITIES	P	08/14/2012	08/14/2012	124.						124.
1 CALL GSK AUG 12 @ 48.84 PROPERTY TYPE: SECURITIES	P	08/17/2012	09/26/2012	14.						14.

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		10 CALL DEO SEP 22 @ 110 PROPERTY TYPE: SECURITIES				P	08/17/2012	06/29/2012
318.							318.	
		1240 IPATH MSCI INDIA PROPERTY TYPE: SECURITIES				P	05/26/2009	12/13/2012
72,814.		59,344.					13,470.	
		2100 IPATH MSCI INDIA PROPERTY TYPE: SECURITIES				P	07/27/2009	12/13/2012
123,313.		111,012.					12,301.	
		5 FSP PHOENIX TOWER CORP PROPERTY TYPE: SECURITIES				P	03/24/2006	12/20/2012
507,965.		420,555.					87,410.	
		60606 VERDE REALTY CORP PROPERTY TYPE: SECURITIES				P	11/15/2005	12/26/2012
839,393.		1,956,473.					-1117080.	
		34.39845 BACAP MULTI-STRATEGY HEDGE FUND PROPERTY TYPE: SECURITIES				P	03/29/2004	12/31/2012
35,948.		39,541.					-3,593.	
TOTAL GAIN(LOSS) FROM SECURITIES AND PASS-THRUS							-6682118.	
		FORM 4797, LINE 9					117,890	
		FORM 4797, LINE 17					2,039	
TOTAL GAIN (LOSS) PART I, LINE 6a							-6,562,189	