



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

2012

For calendar year 2012 or tax year beginning

MAR 1, 2012

, and ending

FEB 28, 2013

Name of foundation

ROSS FAMILY FUND

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

C/O COZEN O'CONNOR 1900 MARKET STREET

Room/suite

City or town, state, and ZIP code

PHILADELPHIA, PA 19103

Check all that apply:

Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

Check type of organization

 Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationFair market value of all assets at end of year
(from Part II, col (c), line 16)J Accounting method: Cash Accrual
 Other (specify) _____

► \$ 1,860,346. (Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(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			N/A	
	2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	123.	123.		STATEMENT 1
	4 Dividends and interest from securities	98,422.	98,422.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	2,729,756.			
	b Gross sales price for all assets on line 6a	15,267,079.			
	7 Capital gain net income (from Part IV, line 2)		2,729,756.		
	8 Net short-term capital gain				
	9 Income modifications				
	Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	14,349.	14,349.		STATEMENT 3
	12 Total Add lines 1 through 11	2,842,650.	2,842,650.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.	0.	
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	STMT 4 56,033.	17,000.	39,033.	
	c Other professional fees				
	17 Interest				
	18 Taxes	STMT 5 58,552.	52.	52.	
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	STMT 6 40,002.	10,178.	29,824.	
	24 Total operating and administrative expenses Add lines 13 through 23	154,836.	27,355.		68,981.
	25 Contributions, gifts, grants paid	7,886,205.			7,886,205.
	26 Total expenses and disbursements Add lines 24 and 25	8,041,041.	27,355.		7,955,186.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-5,198,391.			
	b Net investment income (if negative, enter -0-)		2,815,295.		
	c Adjusted net income (if negative, enter -0-)			N/A	

223501 12-05-12 LHA For Paperwork Reduction Act Notice, see instructions

Form 990-PF (2012)

SCANNED JAN 31 2014

16050108 794445 97012.01

2012.05010 ROSS FAMILY FUND

Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year
			(a) Book Value	(b) Book Value
				(c) Fair Market Value
	1 Cash - non-interest-bearing		78,772.	619,272.
	2 Savings and temporary cash investments		86,545.	
	3 Accounts receivable ►			
	Less allowance for doubtful accounts ►			
	4 Pledges receivable ►			
	Less: allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ►			
	Less: allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock		6,557,908.	
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ►			
	Less accumulated depreciation ►			
	12 Investments - mortgage loans			
	13 Investments - other	STMT 7	472,719.	1,238,682.
	14 Land, buildings, and equipment basis ►			1,095,225.
	Less accumulated depreciation ►			
	15 Other assets (describe ►	STATEMENT 8)	0.	145,849.
				145,849.
	16 Total assets (to be completed by all filers)		7,195,944.	2,003,803.
				1,860,346.
	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			
	22 Other liabilities (describe ►			
	23 Total liabilities (add lines 17 through 22)		0.	0.
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>			
	and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds		7,195,944.	2,003,803.
	28 Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.
	29 Retained earnings, accumulated income, endowment, or other funds		0.	0.
	30 Total net assets or fund balances		7,195,944.	2,003,803.
	31 Total liabilities and net assets/fund balances		7,195,944.	2,003,803.

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	7,195,944.
2 Enter amount from Part I, line 27a	2	-5,198,391.
3 Other increases not included in line 2 (itemize) ► RECOVERIES FROM PRIOR YEAR	3	6,250.
4 Add lines 1, 2, and 3	4	2,003,803.
5 Decreases not included in line 2 (itemize) ►	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,003,803.

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					
b	SEE ATTACHED STATEMENTS				
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	15,267,079.		12,532,732.	2,729,756.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(I) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) 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			
a					
b					
c					
d					
e				2,729,756.	
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	2,729,756.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ }		3	N/A	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

 Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	1,575,271.	9,879,400.	.159450
2010	1,449,385.	10,156,783.	.142701
2009	1,264,266.	9,687,086.	.130510
2008	1,133,757.	10,473,431.	.108251
2007	1,144,546.	11,589,434.	.098758

2 Total of line 1, column (d)

2 .639670

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 .127934

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5

4 7,100,158.

5 Multiply line 4 by line 3

5 908,352.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 28,153.

7 Add lines 5 and 6

7 936,505.

8 Enter qualifying distributions from Part XII, line 4

8 7,955,186.If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate
See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)	
1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1.
Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)	
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b
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-)
3	Add lines 1 and 2
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)
5	Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-
6	Credits/Payments
a	2012 estimated tax payments and 2011 overpayment credited to 2012
b	Exempt foreign organizations - tax withheld at source
c	Tax paid with application for extension of time to file (Form 8868)
d	Backup withholding erroneously withheld
7	Total credits and payments. Add lines 6a through 6d
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed SEE STATEMENT 9 ►
10	Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ►
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax ► Refunded ►

Part VII-A Statements Regarding Activities

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?	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		
1c	Did the foundation file Form 1120-POL for this year?		
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ► \$ <u>0.</u> (2) On foundation managers. ► \$ <u>0.</u>		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ <u>0.</u>		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		
b	If "Yes," has it filed a tax return on Form 990-T for this year?		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	STMT 10	
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>		
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► <u>PA</u>		
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>		
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		

Form 990-PF (2012)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X
14	The books are in care of ► COZEN O'CONNOR Located at ► 1900 MARKET STREET, PHILADELPHIA, PA	Telephone no. ► 215-665-2079 ZIP+4 ► 19103	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If "Yes," enter the name of the foreign country ►	16	Yes X No X

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.	Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ►	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►	2b	
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	3b	
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?	4a	X
		4b	X

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (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)?
- (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
 Yes No
 Yes No
 Yes No
 Yes No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?N/A
►

5b

Organizations relying on a current notice regarding disaster assistance check here

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

N/A

Yes No

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

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870

Yes No

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

Yes No

N/A

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.

(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
LYN M. ROSS C/O COZEN O'CONNOR 1900 MARKET STREET PHILADELPHIA, PA 19103	DIRECTOR	0.00	0.	0.

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

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

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

►

0

Form 990-PF (2012)

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

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

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

►

0
Part IX-A **Summary of Direct Charitable Activities**

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

Expenses1 **N/A**

2

3

4

Part IX-B **Summary of Program-Related Investments**

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

Amount1 **N/A**

2

All other program-related investments. See instructions.

3

Total. Add lines 1 through 3

►

0.

Form 990-PF (2012)

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	6,123,993.
b	Average of monthly cash balances	1b	1,084,289.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	7,208,282.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	7,208,282.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	108,124.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,100,158.
6	Minimum investment return. Enter 5% of line 5	6	355,008.

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	355,008.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	28,153.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	28,153.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	326,855.
4	Recoveries of amounts treated as qualifying distributions	4	6,250.
5	Add lines 3 and 4	5	333,105.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	333,105.

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	7,955,186.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	7,955,186.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	28,153.
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	7,927,033.

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				333,105.
2 Undistributed income, if any, as of the end of 2012			0.	
a Enter amount for 2011 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	570,658.			
b From 2008	614,459.			
c From 2009	796,574.			
d From 2010	946,994.			
e From 2011	1,182,317.			
f Total of lines 3a through e	4,111,002.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 7,955,186.			0.	
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)		0.		
d Applied to 2012 distributable amount				333,105.
e Remaining amount distributed out of corpus	7,622,081.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	11,733,083.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0.		
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	570,658.			
9 Excess distributions carryover to 2013 Subtract lines 7 and 8 from line 6a	11,162,425.			
10 Analysis of line 9.				
a Excess from 2008	614,459.			
b Excess from 2009	796,574.			
c Excess from 2010	946,994.			
d Excess from 2011	1,182,317.			
e Excess from 2012	7,622,081.			

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

N/A

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

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

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

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

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

NONE

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

NONE**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

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

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

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

c Any submission deadlines

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE SCHEDULE ATTACHED	NONE	PUBLIC CHARITY	GENERAL FUND	7,886,205.
Total				► 3a 7,886,205.
b Approved for future payment				
NONE				
Total				► 3b 0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	123.	
5 Net rental income or (loss) from real estate:			14	98,422.	
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income		15,342.	16	-993.	
8 Gain or (loss) from sales of assets other than inventory			18	2,729,756.	
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)		15,342.		2,827,308.	0.
13 Total Add line 12, columns (b), (d), and (e) (See worksheet in line 13 instructions to verify calculations.)			13		2,842,650.

Relationship of Activities to the Accomplishment of Exempt Purposes

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

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?

Yes**No**

a Transfers from the reporting foundation to a noncharitable exempt organization of:

1a(1) 1a(2) 1a(3) 1a(4) 1a(5) 1a(6) 1c 1b(1) 1b(2) 1b(3) 1b(4) 1b(5) 1b(6) 1b(7) 1b(8) 1b(9) 1b(10) 1b(11) 1b(12) 1b(13) 1b(14) 1b(15) 1b(16) 1b(17) 1b(18) 1b(19) 1b(20) 1b(21) 1b(22) 1b(23) 1b(24) 1b(25) 1b(26) 1b(27) 1b(28) 1b(29) 1b(30) 1b(31) 1b(32) 1b(33) 1b(34) 1b(35) 1b(36) 1b(37) 1b(38) 1b(39) 1b(40) 1b(41) 1b(42) 1b(43) 1b(44) 1b(45) 1b(46) 1b(47) 1b(48) 1b(49) 1b(50) 1b(51) 1b(52) 1b(53) 1b(54) 1b(55) 1b(56) 1b(57) 1b(58) 1b(59) 1b(60) 1b(61) 1b(62) 1b(63) 1b(64) 1b(65) 1b(66) 1b(67) 1b(68) 1b(69) 1b(70) 1b(71) 1b(72) 1b(73) 1b(74) 1b(75) 1b(76) 1b(77) 1b(78) 1b(79) 1b(80) 1b(81) 1b(82) 1b(83) 1b(84) 1b(85) 1b(86) 1b(87) 1b(88) 1b(89) 1b(90) 1b(91) 1b(92) 1b(93) 1b(94) 1b(95) 1b(96) 1b(97) 1b(98) 1b(99) 1b(100) 1b(101) 1b(102) 1b(103) 1b(104) 1b(105) 1b(106) 1b(107) 1b(108) 1b(109) 1b(110) 1b(111) 1b(112) 1b(113) 1b(114) 1b(115) 1b(116) 1b(117) 1b(118) 1b(119) 1b(120) 1b(121) 1b(122) 1b(123) 1b(124) 1b(125) 1b(126) 1b(127) 1b(128) 1b(129) 1b(130) 1b(131) 1b(132) 1b(133) 1b(134) 1b(135) 1b(136) 1b(137) 1b(138) 1b(139) 1b(140) 1b(141) 1b(142) 1b(143) 1b(144) 1b(145) 1b(146) 1b(147) 1b(148) 1b(149) 1b(150) 1b(151) 1b(152) 1b(153) 1b(154) 1b(155) 1b(156) 1b(157) 1b(158) 1b(159) 1b(160) 1b(161) 1b(162) 1b(163) 1b(164) 1b(165) 1b(166) 1b(167) 1b(168) 1b(169) 1b(170) 1b(171) 1b(172) 1b(173) 1b(174) 1b(175) 1b(176) 1b(177) 1b(178) 1b(179) 1b(180) 1b(181) 1b(182) 1b(183) 1b(184) 1b(185) 1b(186) 1b(187) 1b(188) 1b(189) 1b(190) 1b(191) 1b(192) 1b(193) 1b(194) 1b(195) 1b(196) 1b(197) 1b(198) 1b(199) 1b(200) 1b(201) 1b(202) 1b(203) 1b(204) 1b(205) 1b(206) 1b(207) 1b(208) 1b(209) 1b(210) 1b(211) 1b(212) 1b(213) 1b(214) 1b(215) 1b(216) 1b(217) 1b(218) 1b(219) 1b(220) 1b(221) 1b(222) 1b(223) 1b(224) 1b(225) 1b(226) 1b(227) 1b(228) 1b(229) 1b(230) 1b(231) 1b(232) 1b(233) 1b(234) 1b(235) 1b(236) 1b(237) 1b(238) 1b(239) 1b(240) 1b(241) 1b(242) 1b(243) 1b(244) 1b(245) 1b(246) 1b(247) 1b(248) 1b(249) 1b(250) 1b(251) 1b(252) 1b(253)

1b(

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	7
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BRIDGE STREET ASIA FUND, LP	COST	50,027.	5,350.
STONE STREET RE FUND 2000, LP	COST	146,117.	38,350.
BRIDGE STREET REAL ESTATE FUND 1999 LP	COST	518.	11,700.
34,096.855 SHS. DOUBLELINE TOTAL RETURN	COST	389,039.	386,999.
17,479.781 SHS. EATON VANCE FLOATING	COST	157,528.	157,493.
10,109.173 SHS. TCW EMERGING MARKETS	COST	94,453.	94,015.
8,024.83 SHS. EDGEWOOD GROWTH INSTL	COST	118,000.	117,484.
4,650.393 SHS. MATTHEWS ASIA DIVIDEND	COST	71,000.	71,151.
3,840.008 SHS. TWEEDY BROWNE GLOBAL	COST	94,000.	94,771.
5,304.182 SHS. YACKTMAN FOCUSED INST	COST	118,000.	117,912.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,238,682.	1,095,225.

FORM 990-PF	OTHER ASSETS	STATEMENT	8
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
PROCEEDS TO BE RECEIVED FROM SALE OF PARTNERSHIPS	0.	80,070.	80,070.
PROCEEDS TO BE RECEIVED FROM ELLIOT INTERNATIONAL	0.	65,779.	65,779.
TO FORM 990-PF, PART II, LINE 15	0.	145,849.	145,849.

FORM 990-PF	INTEREST AND PENALTIES	STATEMENT	9
TAX DUE FROM FORM 990-PF, PART VI		12,731.	
UNDERPAYMENT PENALTY		327.	
LATE PAYMENT INTEREST		194.	
LATE PAYMENT PENALTY		382.	
TOTAL AMOUNT DUE		13,634.	

FORM 990-PF

STATEMENT CONCERNING LIQUIDATION,
TERMINATION, ETC. - PART VII-A, LINE 5

STATEMENT 10

EXPLANATION

A SUBSTANTIAL CONTRACTION TOOK PLACE DUE TO A LARGE CONTRIBUTION TO A CHARITY. REFER TO THE ATTACHMENT FOR PART XV (GRANTS AND CONTRIBUTIONS PAID) FOR FURTHER EXPLANATION OF THE RECIPIENTS.

FORM 990-PF

LATE PAYMENT PENALTY

STATEMENT 11

DESCRIPTION	DATE	AMOUNT	BALANCE	MONTHS	PENALTY
TAX DUE	07/15/13	17,731.	17,731.		
EXTENSION PAYMENT	07/15/13	-5,000.	12,731.	6	382.
DATE FILED	01/15/14		12,731.		
TOTAL LATE PAYMENT PENALTY					382.

FORM 990-PF

LATE PAYMENT INTEREST

STATEMENT 12

DESCRIPTION	DATE	AMOUNT	BALANCE	RATE	DAYS	INTEREST
TAX DUE	07/15/13	17,731.	17,731.	.0300		
EXTENSION PAYMENT	07/15/13	-5,000.	12,731.	.0300	184	194.
DATE FILED	01/15/14		12,925.			
TOTAL LATE PAYMENT INTEREST						194.

ROSS FAMILY FUND

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	35,387.62 SHS. ETF VANGUARD MSCI EAFE	P	01/10/12	09/12/12
b	19,193.673 SHS. VANGUARD INTL EQ IN EMERGING MKTS	P	10/26/11	09/12/12
c	15,131.736 SHS. VANGUARD INTL EQ IN EMERGING MKTS	P	01/10/12	09/12/12
d	120,209.601 SHS. VANGUARD TOTAL STOCK MARKET PORT	P	10/26/11	09/12/12
e	SEE SCHEDULE ATTACHED (CHARLES SCHWAB)	P		12/19/12
f	5,740.0710 SHS. DOUBLELINE TOTAL RETURN BD FD	P	09/19/12	01/03/13
g	OCA EAGLE GLOBAL MLP LLC	P	10/03/12	12/19/12
h	OCA WESLEY MORTGAGE REIT FUND	P	10/03/12	12/19/12
i	OCA EAGLE GLOBAL MLP LLC K-1			
j	OCA BRIGADE CREDIT FUND II LLC	P	10/03/12	12/20/12
k	OCA BRIGADE CREDIT FUND II LLC K-1			
l	BRIDGE STREET ASIA FUND, LP			
m	BRIDGE STREET REAL ESTATE FUND 1999, LP			
n	STONE STREET REAL ESTATE FUND 2000, LP			
o	2,657.1987 ELLIOTT INTERNATIONAL LIMITED	P		
(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	1,202,228.	1,099,842.	102,386.	
b	503,834.	500,000.	3,834.	
c	397,208.	380,000.	17,208.	
d	4,323,939.	3,724,093.	599,846.	
e	3,800,444.	3,752,000.	48,444.	
f	65,000.	65,494.	-494.	
g	707,193.	707,193.	0.	
h	764,814.	793,155.	-28,341.	
i			1,543.	
j	1,196,994.	1,196,994.	0.	
k			12,818.	
l			-469.	
m			701.	
n			-19,184.	
o	2,305,425.	313,961.	1,991,464.	
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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")	
a			102,386.	
b			3,834.	
c			17,208.	
d			599,846.	
e			48,444.	
f			-494.	
g			0.	
h			-28,341.	
i			1,543.	
j			0.	
k			12,818.	
l			-469.	
m			701.	
n			-19,184.	
o			1,991,464.	
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }		2	2,729,756.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	}		3	N/A

SCHWAB
INSTITUTIONAL

Schwab One® Account of
ROSS FAMILY FUND

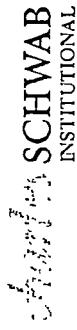
Investment Detail - Total

Statement Period
December 1-31, 2012

Realized Gain or (Loss)

Short Term	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
DOUBLELINE TOTAL RETURN BD FD CL DBLTX	65,026 3620	09/19/12 12/19/12	739,965 00	741,943 15	(1,958 07)
TCW EMERGING MARKETS INCOME FUND CL TGEIX	69,324 4430	multiple 12/19/12	659,933 70	639,269 13	20,664 57
TWEEDY BROWNE WORLDWIDE HIGH DIV YIELD VAL TBHDX	47,072 8440	09/19/12 12/19/12	484,815 29	475,000 00	9,815 29
VANGUARD MSCI EMERGING MARKETS ETF · VWO	100 00000	09/19/12 12/19/12	4,419 82	4,275 01	144 81
VANGUARD MSCI EMERGING MARKETS ETF · VWO	100 00000	09/19/12 12/19/12	4,419 82	4,275 03	144 79
VANGUARD MSCI EMERGING MARKETS ETF · VWO	100 00000	09/19/12 12/19/12	4,419 82	4,275 04	144 78
VANGUARD MSCI EMERGING MARKETS ETF · VWO	100 00000	09/19/12 12/19/12	4,419 82	4,275 08	144 74
VANGUARD MSCI EMERGING MARKETS ETF · VWO	100 00000	09/19/12 12/19/12	4,419 82	4,275 08	144 74
VANGUARD MSCI EMERGING MARKETS ETF · VWO	100 00000	09/19/12 12/19/12	4,419 82	4,275 08	144 74
VANGUARD MSCI EMERGING MARKETS ETF · VWO	100 00000	09/19/12 12/19/12	4,419 82	4,275 08	144 74

Schwab has provided accurate gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.



SCHWAB
INSTITUTIONAL

Statement Period
December 1-31, 2012

Realized Gain or (Loss) (continued)

Short Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
VANGUARD MSCI EMERGING MARKETS ETF VWO	200.0000	09/19/12	12/19/12	8,839.64	8,550.16	289.48
VANGUARD MSCI EMERGING MARKETS ETF VWO	300.0000	09/19/12	12/19/12	13,259.46	12,825.09	434.37
VANGUARD MSCI EMERGING MARKETS ETF VWO	300.0000	09/19/12	12/19/12	13,259.46	12,825.12	434.34
VANGUARD MSCI EMERGING MARKETS ETF VWO	400.0000	09/19/12	12/19/12	17,679.29	17,100.32	578.97
VANGUARD MSCI EMERGING MARKETS ETF VWO	400.0000	09/19/12	12/19/12	17,679.29	17,100.32	578.97
VANGUARD MSCI EMERGING MARKETS ETF VWO	700.0000	09/19/12	12/19/12	30,938.75	29,925.07	1,013.68
VANGUARD MSCI EMERGING MARKETS ETF VWO	710.0000	09/19/12	12/19/12	31,380.73	30,352.36	1,028.37
VANGUARD MSCI EMERGING MARKETS ETF VWO	900.0000	09/19/12	12/19/12	39,778.39	38,475.28	1,303.11
VANGUARD MSCI EMERGING MARKETS ETF VWO	1,000.0000	09/19/12	12/19/12	44,198.21	42,750.81	1,447.40
VANGUARD MSCI EMERGING MARKETS ETF VWO	1,200.0000	09/19/12	12/19/12	53,037.86	51,300.13	1,737.73
VANGUARD MSCI EMERGING MARKETS ETF VWO	1,500.0000	09/19/12	12/19/12	66,297.32	64,125.46	2,171.86
VANGUARD MSCI EMERGING MARKETS ETF VWO	2,800.0000	09/19/12	12/19/12	123,755.00	119,699.46	4,055.54
VANGUARD MSCI EMERGING MARKETS ETF VWO	0.8655	10/01/12	12/19/12	38.26	36.62	1.64
VANGUARD MSCI EMERGING MARKETS ETF VWO	137.0000	10/01/12	12/19/12	6,055.17	5,796.13	259.04
YACKTMAN FOCUSED INST. YAFIX	45,212.3620	09/19/12	12/19/12	945,355.49	940,000.00	5,355.49

Schwab has provided accurate gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

SCHWAB
INSTITUTIONAL

Schwab One® Account of
ROSS FAMILY FUND

Statement Period
December 1-31, 2012

Realized Gain or (Loss) (continued)

Short Term (continued)	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
EDGEWOOD GROWTH INSTL. EGFX	33,829.4160	09/19/12 12/20/12	473,238.53	475,000.00	(1,761.47)
Total Short Term					49,443.57
Total Realized Gain or (Loss)					49,443.57

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
CHARLES SCHWAB	61.
CUSTODY ACCOUNT- COZEN O'CONNOR	54.
GOLDMAN SACHS	2.
PNC BANK, N.A.	6.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	123.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BRIDGE STREET ASIA FUND, LP	4.	0.	4.
BRIDGE STREET REAL ESTATE FUND 1999, LP	26.	0.	26.
CHARLES SCHWAB	37,027.	0.	37,027.
CUSTODY ACCOUNT- COZEN O'CONNOR	36,235.	0.	36,235.
OCA BRIGADE CREDIT FUND II LLC	14,814.	0.	14,814.
OCA EAGLE GLOBAL MLP LLC	239.	0.	239.
OCA WESLEY MORTGAGE REIT FUND LLC	9,466.	0.	9,466.
STONE STREET REAL ESTATE FUND 2000, LP	611.	0.	611.
TOTAL TO FM 990-PF, PART I, LN 4	98,422.	0.	98,422.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
SEE ATTACHMENT	14,349.	14,349.	
TOTAL TO FORM 990-PF, PART I, LINE 11	14,349.	14,349.	

Ross Family Fund

Date	Organizations	City, State	Amount
03/02/2012	Project H O M E	Philadelphia, PA	1,500 00
03/02/2012	Philadelphia Animal Welfare Society	Philadelphia, PA	500 00
03/02/2012	Operation Understanding	Philadelphia, PA	4,683 50
03/02/2012	Commission for Jewish Education of the Palm Beaches	West Palm Beach, FL	5,000 00
03/02/2012	University of Pennsylvania	Philadelphia, PA	15,000 00
03/02/2012	The Breast Cancer Deadline 2020	Washington, D C	1,000 00
03/02/2012	Indiana University School of Law	Bloomington, IN	1,000 00
03/02/2012	Operation Understanding	Philadelphia, PA	1,400 00
03/02/2012	Heifer Project International	Little Rock, AR	1,000 00
03/02/2012	Save the Children	Westport, CT	1,000 00
03/02/2012	UNICEF	New York, NY	1,000 00
03/02/2012	Project Open Hand	San Francisco, CA	800 00
03/02/2012	Habitat for Humanity	St Americus, GA	800 00
03/02/2012	American Jewish World Service	New York, NY	1,000 00
03/02/2012	KQED Member Services	Northern, CA	600 00
03/02/2012	Planned Parenthood	Concord, CA	1,400 00
03/02/2012	The Aaron Diamond AIDS Research Center	New York, NY	600 00
03/02/2012	Williston Northampton School	Easthampton, MA	1,000 00
03/02/2012	East Bay SPCA	Oakland, CA	400 00
03/02/2012	Women's Cancer Resource Center	Oakland, CA	1,000 00
03/02/2012	Doctors Without Borders	New York, NY	1,000 00
03/02/2012	Rubicon Programs	Richmond, CA	1,000 00
03/02/2012	Living Arts Counseling Center	Oakland, CA	1,000 00
03/02/2012	Oakland Youth Chorus	Oakland, CA	1,000 00
03/02/2012	Kehilla Community Synagogue	Oakland, CA	1,000 00
03/02/2012	The New Museum	New York, NY	900 00
03/02/2012	Arthur Ashe Youth Tennis & Education	Philadelphia, PA	1,000 00
03/02/2012	Park Day School	Oakland, CA	1,000 00
03/05/2012	Autism Speaks	New York, NY	500 00
03/05/2012	Jewish Federation of Greater Philadelphia	Philadelphia, PA	10,000 00
03/06/2012	Operation Understanding	Philadelphia, PA	5,000 00
03/06/2012	Room to Read	San Francisco, CA	1,500 00
03/06/2012	MANNA	Philadelphia, PA	1,000 00
03/06/2012	NHS Foundation	Philadelphia, PA	1,000 00
03/06/2012	The Starfinder Foundation	Philadelphia, PA	1,000 00
03/06/2012	Friends of Rittenhouse Square	Philadelphia, PA	1,000 00
03/06/2012	Arthur Ashe Youth Tennis & Education	Philadelphia, PA	1,000 00
03/07/2012	Philadelphia Academies	Philadelphia, PA	1,000 00
03/16/2012	Teach for America	Philadelphia, PA	1,000 00
03/19/2012	Friends of Schuylkill River Park	Philadelphia, PA	1,000 00
03/19/2012	Gas & Electric Arts	Philadelphia, PA	200 00
03/25/2012	Hillel at Drexel University	Philadelphia, PA	1,000 00
03/25/2012	National Museum of American Jewish History	Philadelphia, PA	100 00
03/25/2012	The Parkinson Council	Bala Cynwyd, PA	1,000 00
03/25/2012	Lower Merion Police Pension	Ardmore, PA	100 00

Ross Family Fund

04/17/2012	Philadelphia Museum of Art	Philadelphia, PA	950 00
04/17/2012	The Aspen Institute	Washington, D C	10,000 00
04/17/2012	Palm Beach Public School Orchestral Strings Foundation	Palm Beach, FL	500 00
05/03/2012	National Museum of American Jewish History	Philadelphia, PA	164 30
05/03/2012	Women's Way	Philadelphia, PA	1,000 00
05/03/2012	Trustees of the University of PA	Philadelphia, PA	500 00
05/15/2012	Philadelphia Museum of Art Craft Show	Philadelphia, PA	250 00
05/15/2012	Solomon R Guggenheim Museum	New York, NY	875 00
05/15/2012	Philadelphia Museum of Art	Philadelphia, PA	275 00
05/17/2012	National Museum of American Jewish History	Philadelphia, PA	5,000 00
05/17/2012	National Museum of American Jewish History	Philadelphia, PA	100 00
05/17/2012	Philadelphia Orchestra	Philadelphia, PA	1,250 00
05/29/2012	US Holocaust Memorial Museum	Washington, D C	10,000 00
06/12/2012	Philadelphia Jewish Archives Center	Philadelphia, PA	1,500 00
06/13/2012	National Museum of American Jewish History	Philadelphia, PA	100 00
06/13/2012	Kravis Center for the Arts	West Palm Beach, FL	4,925 00
06/22/2012	Congregation Rodeph Shalom	Philadelphia, PA	100 00
06/22/2012	Congregation Rodeph Shalom	Philadelphia, PA	3,685 00
06/22/2012	Palm Beach Civic Association	Palm Beach, FL	500 00
06/22/2012	Lupus Foundation of America	Jenkintown, PA	500 00
08/01/2012	Free Liberty of Philadelphia	Philadelphia, PA	2,500 00
08/28/2012	The Aspen Institute	Washington, D C	2,500 00
08/28/2012	American Assoc Ben-Gurion University of the Negev	New York, NY	5,000 00
09/04/2012	Philadelphia Museum of Art	Philadelphia, PA	1,000 00
09/04/2012	Palm Beach Country Club Foundation	Palm Beach, FL	1,000 00
09/17/2012	National Museum of American Jewish History	Philadelphia, PA	300 00
09/17/2012	Philadelphia Museum of Art	Philadelphia, PA	25,000 00
09/17/2012	Solomon R Guggenheim Museum	New York, NY	13,300 00
10/03/2012	National Museum of American Jewish History	Philadelphia, PA	200 00
10/03/2012	Gladwyne Civic Ass	Gladwyne, PA	100 00
10/03/2012	Congregation Rodeph Shalom	Philadelphia, PA	1,000 00
10/03/2012	United Way of Philadelphia	Philadelphia, PA	15,600 00
10/03/2012	Philadelphia Orchestra	Philadelphia, PA	500 00
10/03/2012	National Museum of Art	West Palm Beach, FL	10,000 00
10/03/2012	National Museum of American Jewish History	Philadelphia, PA	12,500 00
10/03/2012	Kimmel Center	Philadelphia, PA	710 00
10/03/2012	Planned Parenthood	West Palm Beach, FL	4,670 00
10/03/2012	Museum of Modern Art	New York, NY	1,200 00
10/03/2012	Alport Syndrome Foundation	Phoenix, AZ	500 00
10/03/2012	Samaritan's Purse	Boone, NC	100 00
10/09/2012	Norton Museum of Art	Palm Beach, FL	200 00
10/17/2012	Living Beyond Breast Cancer	Haverford, PA	1,250 00
10/19/2012	American Friends of the Israel Museum	New York, NY	5,000 00
10/19/2012	PathWays PA	Holmes, PA	5,000 00
10/19/2012	The Museum of Modern Art	New York, NY	1,008 00
10/25/2012	National Museum of American Jewish History	Philadelphia, PA	16,500 00
11/14/2012	Ed Snyder Youth Hockey Foundation	Philadelphia, PA	3,334 00

Ross Family Fund

11/19/2012	American Friends of Hebrew University	New York, NY	4,500 00
11/26/2012	LEAD Pittsburgh	Pittsburgh, PA	5,000 00
12/03/2012	Palm Beach United Way	Palm Beach, FL	1,000 00
12/03/2012	Brigham and Women's Hospital	Boston, MA	2,500 00
12/10/2012	Child Mind Institute	New York, NY	5,000 00
12/10/2012	Philadelphia Mural Arts Program	Philadelphia, PA	1,000 00
12/10/2012	Cleveland Clinic	Cleveland, OH	4,500 00
12/13/2012	Jewish Federation of Greater Philadelphia	Philadelphia, PA	50,000 00
12/17/2012	Jewish Federation of Greater Philadelphia	Philadelphia, PA	36,000 00
12/17/2012	National Museum of American Jewish History	Philadelphia, PA	400 00
12/19/2012	Episcopal Academy	Newtown Square, PA	7,000 00
01/03/2013	Operation Understanding	Philadelphia, PA	5,000 00
01/03/2013	Ryan Licht Sang Bipolar Foundation	Palm Beach, FL	1,000 00
01/17/2013	Jewish Federation of Greater Philadelphia	Philadelphia, PA	3,000 00
01/31/2013	Operation Understanding	Philadelphia, PA	4,925 00
01/31/2013	Norton Museum of Art	West Palm Beach, FL	2,250 00
02/11/2013	Norton Museum of Art	West Palm Beach, FL	2,500 00
02/27/2013	Steppingstone Scholars	Philadelphia, PA	2,500 00
02/28/2013	National Museum of American Jewish History	Philadelphia, PA	<u>7,500,000 00</u>
			<u>7,886,204.80</u>
			<u>7,886,204.80</u>

ROSS FAMILY FUND
ATTACHMENT TO FORM 990-PF
EIN: 23-2049592
ANALYSIS OF OTHER REVENUE

UNRELATED
BUSINESS INCOME

OTHER INCOME

OCA BRIGADE CREDIT	EIN: 37-1652518	(1,659)
OCA EAGLE GLOBAL MLP LLC	EIN. 26-2702493	1,473
OCA WESLEY MORTGAGE REIT	EIN: 27-2205084	
BRIDGE STREET ASIA	EIN: 13-4042040	103
BRIDGE STREET REAL ESTATE 1999	EIN: 75-2800531	248
STONE STREET REAL ESTATE 2000	EIN 75-2876823	(910)
		15,342
		(993)
		14,349

FORM 990-PF

ACCOUNTING FEES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BCRS ASSOCIATES	17,000.	17,000.		0.
JANE BARR PINO & ASSOC	39,033.	0.		39,033.
TO FORM 990-PF, PG 1, LN 16B	56,033.	17,000.		39,033.

FORM 990-PF

TAXES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX	52.	52.		0.
EXCISE TAX	58,500.	0.		0.
TO FORM 990-PF, PG 1, LN 18	58,552.	52.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES	689.	689.		0.
BANK FEES- CHECK	200.	200.		0.
OCA WESLEY MORTG REIT - PORTFOLIO DEDUCTION	1,311.	1,311.		0.
OCA EAGLE GLOBAL MLP LLC	2,022.	2,020.		2.
OCA BRIGADE CREDIT FUND II	3,979.	3,979.		0.
BRIDGE STREET ASIA FUND LP	486.	486.		0.
BRIDGE STREET REAL ESTATE FUND 1999, LP	458.	457.		1.
STONE STREET REAL ESTATE FUND 2000,LP	1,036.	1,036.		0.
CHARITABLE CONFERENCE AND EVENTS	29,821.	0.		29,821.
TO FORM 990-PF, PG 1, LN 23	40,002.	10,178.		29,824.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions ROSS FAMILY FUND	Employer identification number (EIN) or 23-2049592
	Number, street, and room or suite no. If a P O box, see instructions C/O COZEN O'CONNOR 1900 MARKET STREET	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions PHILADELPHIA, PA 19103	

Enter the Return code for the return that this application is for (file a separate application for each return)

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

COZEN O'CONNOR

- The books are in the care of ► **1900 MARKET STREET - PHILADELPHIA, PA 19103**
Telephone No ► **215-665-2079** FAX No ► **N/A**
- If the organization does not have an office or place of business in the United States, check this box ►
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ► If it is for part of the group, check this box ► and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until **JANUARY 15, 2014**

5 For calendar year _____, or other tax year beginning **MAR 1, 2012**, and ending **FEB 28, 2013**

6 If the tax year entered in line 5 is for less than 12 months, check reason Initial return Final return
 Change in accounting period

7 State in detail why you need the extension

ADDITIONAL TIME IS NEEDED TO GATHER INFORMATION TO FILE A COMPLETE AND ACCURATE RETURN

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a	\$ 15,422.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	\$ 15,422.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	\$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ► 

Title ► **Dintor**

Date ► **1/10/14**

Form 8868 (Rev. 1-2013)