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 07/01 **, 2012, and ending** 06/30,20 13

Name of foundation
ROSEWOOD FOUNDATION 2045748304

A Employer identification number
43-6348906

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
7733 FORSYTH BLVD. SUITE 900

B Telephone number (see instructions)
314- 746-4675

City or town, state, and ZIP code
SAINT LOUIS, MO 63105

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: [X] 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)* ▶ $ 8,064,688.

J Accounting method: [X] 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).)*

		(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)				
	2 Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	178,048.	178,048.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	2,018,126.			
	b Gross sales price for all assets on line 6a 7,100,757.				
	7 Capital gain net income (from Part IV, line 2)		2,018,126.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	2,196,174.	2,196,174.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	40,479.	36,431.		4,048.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 3	1,140.	570.	NONE	570.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 4	5,143.	1,743.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) STMT 5	60.	60.		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	46,822.	38,804.	NONE	4,618.
	25 Contributions, gifts, grants paid	1,918,500.			1,919,500.
	26 **Total expenses and disbursements** Add lines 24 and 25	1,965,322.	38,804.	NONE	1,924,118.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	230,852.			
	b **Net investment income** (if negative, enter -0-)		2,157,370.		
	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			
	2 Savings and temporary cash investments	679,854.	26,670.	26,670.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less. allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule)	4,838,833.	5,722,869.	8,038,018.
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	5,518,687.	5,749,539.	8,064,688.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)		NONE	
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. ▶ X			
	27 Capital stock, trust principal, or current funds	5,518,687.	5,749,539.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see instructions)	5,518,687.	5,749,539.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	5,518,687.	5,749,539.	

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	5,518,687.
2	Enter amount from Part I, line 27a	2	230,852.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	5,749,539.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,749,539.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	7,100,757.		5,082,631.	2,018,126.
b				
c				
d				
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				2,018,126.
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 }	2	2,018,126.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	1,738,416.	7,763,328.	0.223927
2010	1,666,362.	7,527,110.	0.221381
2009	1,469,314.	7,735,724.	0.189939
2008	1,452,857.	7,818,571.	0.185821
2007	1,420,583.	9,517,972.	0.149253

2	**Total** of line 1, column (d)	2	0.970321
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	0.194064
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	9,088,123.
5	Multiply line 4 by line 3	5	1,763,678.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	21,574.
7	Add lines 5 and 6	7	1,785,252.
8	Enter qualifying distributions from Part XII, line 4	8	1,924,118.

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 ▶ ☒ and enter 1% of Part I, line 27b	1	21,574.
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	21,574.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	21,574.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 6,800.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	6,800.
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	14,774.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ NONE **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	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		
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) ▶ MO			
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 ▶ N/A			
14	The books are in care of ▶ SEE STATEMENT 6 Telephone no ▶			
	Located at ▶ ZIP+4 ▶			
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 ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(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)*

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 (No)

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **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
CENTRAL TRUST AND INVESTMENT CO 7733 FORSYTH, SUITE 900, ST. LOUIS, MO 63105	TRUSTEE 10	40,479.	-0-	-0-

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

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

Total number of other employees paid over $50,000 ▶ NONE

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over $50,000 for professional services ▶		NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
2	
3	
4	

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

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

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	9,049,840.
b	Average of monthly cash balances	1b	176,681.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	9,226,521.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	9,226,521.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	138,398.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,088,123.
6	**Minimum investment return.** Enter 5% of line 5	6	454,406.

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	454,406.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	21,574.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	21,574.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	432,832.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	432,832.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	432,832.

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	1,924,118.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,924,118.
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	21,574.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,902,544.

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				432,832.
2	Undistributed income, if any, as of the end of 2012				
a	Enter amount for 2011 only			NONE	
b	Total for prior years 20 10 ,20____,20____		NONE		
3	Excess distributions carryover, if any, to 2012.				
a	From 2007 ...... 989,774.				
b	From 2008 ...... 1,085,634.				
c	From 2009 ...... 1,091,456.				
d	From 2010 ...... 1,308,640.				
e	From 2011 ...... 1,363,844.				
f	**Total** of lines 3a through e	5,839,348.			
4	Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 1,924,118.				
a	Applied to 2011, but not more than line 2a			NONE	
b	Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c	Treated as distributions out of corpus (Election required - see instructions)	NONE			
d	Applied to 2012 distributable amount				432,832.
e	Remaining amount distributed out of corpus	1,491,286.			
5	Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e. Subtract line 5	7,330,634.			
b	Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d	Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e	Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f	Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				NONE
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	989,774.			
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	6,340,860.			
10	Analysis of line 9				
a	Excess from 2008 ... 1,085,634.				
b	Excess from 2009 ... 1,091,456.				
c	Excess from 2010 ... 1,308,640.				
d	Excess from 2011 ... 1,363,844.				
e	Excess from 2012 ... 1,491,286.				

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			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
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).)

N/A

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

N/A

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

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

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

SEE STATEMENT 7

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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				
SEE ATTACHED		501(C)(3)	GENERAL CHARITABLE PURPOSE	1,919,500.
Total ▶ 3a				1,919,500.
b Approved for future payment				
Total ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(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					
4 Dividends and interest from securities			14	178,048.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	2,018,126.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				2,196,174.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 2,196,174.

(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.)
	NOT APPLICABLE

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

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

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

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

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

for Central Trust | 10/3/13 | AVP

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
WESLEY HIRSCHBERG	Wesley Hirschberg			P00162244
Firm's name ▶ THOMSON REUTERS (TAX & ACCOUNTING)			Firm's EIN ▶ 75-1297386	
Firm's address ▶ ONE NORTH DEARBORN ST., 5TH FLOOR CHICAGO, IL 60602			Phone no 312-873-6900	

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041*

OMB No 1545-0092

2012

Name of estate or trust: ROSEWOOD FOUNDATION 2045748304

Employer identification number: 43-6348906

Note: *Form 5227 filers need to complete **only** Parts I and II.*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-34,221.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	-34,221.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr.)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS					6,160.

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	2,046,187.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	2,052,347.

Part III **Summary of Parts I and II**
Caution: *Read the instructions* ***before*** *completing this part.*

			(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			-34,221.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			2,052,347.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			2,018,126.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and* **do not** *complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the* **Capital Loss Carryover Worksheet**, *as necessary.*

Part IV **Capital Loss Limitation**

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:
a The loss on line 15, column (3) **or** b $3,000 ..... 16 ( )

Note: *If the loss on line 15, column (3), is more than $3,000,* **or** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* ***Capital Loss Carryover Worksheet*** *in the instructions to figure your capital loss carryover*

Part V **Tax Computation Using Maximum Capital Gains Rates**

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero.

Caution: *Skip this part and complete the* ***Schedule D Tax Worksheet*** *in the instructions if:*

- *Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)		17		
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18			
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19			
20	Add lines 18 and 19	20			
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	21			
22	Subtract line 21 from line 20. If zero or less, enter -0-		22		
23	Subtract line 22 from line 17. If zero or less, enter -0-		23		
24	Enter the **smaller** of the amount on line 17 or $2,400		24		
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26; go to line 27 and check the "No" box. ☐ **No.** Enter the amount from line 23		25		
26	Subtract line 25 from line 24		26		
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22		27		
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)		28		
29	Subtract line 28 from line 27		29		
30	Multiply line 29 by 15% (.15)			30	
31	Figure the tax on the amount on line 23. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			31	
32	Add lines 30 and 31			32	
33	Figure the tax on the amount on line 17. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)			34	

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041*

OMB No 1545-0092

2012

Name of estate or trust: ROSEWOOD FOUNDATION 2045748304

Employer identification number: 43-6348906

Part I **Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 1500. NIKE, INC. CLASS B	06/29/2012	07/05/2012	138,261.00	131,634.00	6,627.00
5000. STEEL DYNAMICS INC	12/08/2011	07/05/2012	63,527.00	34,065.00	29,462.00
200. PRICELINE.COM INC	07/05/2012	08/08/2012	114,449.00	137,125.00	-22,676.00
1100. PIONEER NATURAL RESO	VAR	11/27/2012	116,069.00	125,983.00	-9,914.00
6000. VODAFONE GROUP PLC	06/29/2012	11/27/2012	150,280.00	169,235.00	-18,955.00
1750. FREEPORT MCMORAN COP CL B	07/12/2012	12/05/2012	56,091.00	56,075.00	16.00
5000. E M C CORP MASS COM	02/09/2012	12/14/2012	123,241.00	132,356.00	-9,115.00
500. RIO TINTO PLC SPONS A	08/08/2012	03/07/2013	26,019.00	25,180.00	839.00
6000. TECK RESOURCES LTD C	12/14/2012	03/07/2013	183,086.00	216,550.00	-33,464.00
600. AMAZON.COM INC	07/05/2012	03/15/2013	156,710.00	137,046.00	19,664.00
500. BED BATH & BEYOND INC	06/29/2012	03/15/2013	30,390.00	30,805.00	-415.00
1050. CF INDUSTRIES HOLDIN	VAR	03/15/2013	214,557.00	204,236.00	10,321.00
1250. CONAGRA INC COM	02/26/2013	05/03/2013	44,304.00	42,300.00	2,004.00
1500. LAS VEGAS SANDS CORP	VAR	05/03/2013	85,979.00	76,190.00	9,789.00
2750. MOSAIC CO	03/15/2013	05/03/2013	167,428.00	172,094.00	-4,666.00
2500. PRICE T ROWE GROUP I	03/07/2013	05/03/2013	183,398.00	187,001.00	-3,603.00
500. QUALCOMM INC COM	09/13/2012	05/03/2013	31,754.00	32,086.00	-332.00
500. SILVER WHEATON CORP	08/08/2012	05/03/2013	12,158.00	15,280.00	-3,122.00
5000. CONAGRA INC COM	02/26/2013	06/14/2013	170,531.00	169,199.00	1,332.00
2000. QUALCOMM INC COM	09/13/2012	06/14/2013	123,062.00	128,342.00	-5,280.00
575. LINN CO LLC	03/07/2013	06/17/2013	19,993.00	22,726.00	-2,733.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . -34,221.00

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side: ROSEWOOD FOUNDATION 2045748304

Employer identification number: 43-6348906

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

	(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a	2500. CARNIVAL CORP	VAR	07/05/2012	85,396.00	31,181.00	54,215.00
	10000. STEEL DYNAMICS INC	VAR	07/05/2012	127,054.00	69,274.00	57,780.00
	2000. BORG WARNER INC	02/10/2011	07/12/2012	124,902.00	147,422.00	-22,520.00
	50. APPLE COMPUTER INC COM	06/14/2010	08/01/2012	30,677.00	12,802.00	17,875.00
	3000. GENERAL MILLS INC CO	VAR	08/16/2012	115,260.00	82,154.00	33,106.00
	7500. INTEL CORP COM	05/11/2011	09/12/2012	173,953.00	177,525.00	-3,572.00
	1500. MCDONALDS CORP COM	VAR	09/12/2012	136,004.00	100,512.00	35,492.00
	1500. NATIONAL OILWELL INC	01/27/2010	11/27/2012	105,279.00	64,471.00	40,808.00
	650. FREEPORT MCMORAN COPP B	05/11/2011	12/05/2012	20,834.00	32,311.00	-11,477.00
	2000. FREEPORT MCMORAN COP CL B	03/27/2007	12/05/2012	64,104.00	63,980.00	124.00
	450. APPLE COMPUTER INC CO	VAR	12/14/2012	229,189.00	49,586.00	179,603.00
	2000. EXPRESS SCRIPTS HOLD	10/28/2009	12/14/2012	109,284.00	78,570.00	30,714.00
	3000. OCCIDENTAL PETROLEUM	VAR	12/14/2012	228,115.00	248,592.00	-20,477.00
	3000. HEINZ H J CO	VAR	02/26/2013	217,357.00	151,918.00	65,439.00
	2500. RIO TINTO PLC SPONS	12/08/2011	03/07/2013	130,096.00	125,442.00	4,654.00
	2500. BED BATH & BEYOND IN	09/29/2010	03/15/2013	151,948.00	108,925.00	43,023.00
	2500. BUNGE LIMITED	02/09/2012	04/03/2013	176,489.00	157,237.00	19,252.00
	750. APPLE COMPUTER INC CO	05/03/2005	05/03/2013	338,085.00	27,240.00	310,845.00
	500. CHEVRONTEXACO CORP CO	04/25/2012	05/03/2013	61,709.00	51,600.00	10,109.00
	3000. EXPRESS SCRIPTS HOLD	VAR	05/03/2013	184,379.00	81,889.00	102,490.00
	250. INTERNATIONAL BUSINES	05/11/2011	05/03/2013	51,171.00	42,427.00	8,744.00
	6250. ISHARES MSCI AUSTRAL	12/08/2011	05/03/2013	174,434.00	121,651.00	52,783.00
	5000. ISHARES MSCI CANADA	03/23/2009	05/03/2013	140,249.00	86,901.00	53,348.00
	500. MCDONALDS CORP COM	VAR	05/03/2013	51,304.00	28,011.00	23,293.00
	650. RAYTHEON CO	05/11/2011	05/03/2013	40,923.00	32,246.00	8,677.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . .

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side: ROSEWOOD FOUNDATION 2045748304

Employer identification number: 43-6348906

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 350. RAYTHEON CO	VAR	05/03/2013	22,036.00	20,976.00	1,060.00
8000. SILVER WHEATON CORP	05/20/2010	05/03/2013	194,524.00	143,870.00	50,654.00
2000. TORONTO DOMINION BAN	09/29/2010	05/03/2013	164,537.00	143,409.00	21,128.00
2000. KANSAS CITY SOUTHERN	04/08/2010	05/24/2013	222,511.00	74,820.00	147,691.00
1000. APPLE COMPUTER INC C	05/03/2005	06/14/2013	430,593.00	36,320.00	394,273.00
3000. KANSAS CITY SOUTHERN	VAR	06/14/2013	332,881.00	88,398.00	244,483.00
1500. MCDONALDS CORP COM	VAR	06/14/2013	147,775.00	81,048.00	66,727.00
1500. RAYTHEON CO	05/11/2011	06/19/2013	100,258.00	74,415.00	25,843.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b 2,046,187.00

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
APPLE COMPUTER INC COM	19,348.	19,348.
BOEING CO COM	3,700.	3,700.
CF INDUSTRIES HOLDINGS INC	1,240.	1,240.
CHEVRONTEXACO CORP COM	14,300.	14,300.
CHICAGO BRIDGE & IRON CO	175.	175.
CITIGROUP INC	150.	150.
COCA COLA CO COM	8,360.	8,360.
COMCAST CORP CL A	3,413.	3,413.
CONAGRA INC COM	1,563.	1,563.
FREEPORT MCMORAN COPPER & GOLD CL B	2,203.	2,203.
GENERAL MILLS INC COM	990.	990.
GOLDMAN SACHS PRIME OBLIGATION FD #462	214.	214.
HEINZ H J CO	4,635.	4,635.
HONEYWELL INTL INC COM	6,410.	6,410.
INTEL CORP COM	1,688.	1,688.
INTERNATIONAL BUSINESS MACHS COM	3,263.	3,263.
ISHARES MSCI AUSTRALIA ETF	5,635.	5,635.
ISHARES MSCI CANADA INDEX FUND	2,094.	2,094.
KANSAS CITY SOUTHERN	7,513.	7,513.
LAS VEGAS SANDS CORP	20,525.	20,525.
LINN CO LLC	2,900.	2,900.
MARSH & MCLENNAN COMPANIES INC	2,300.	2,300.
MCDONALDS CORP COM	6,685.	6,685.
MOSAIC CO	688.	688.
NATIONAL OILWELL INC	1,460.	1,460.
OCCIDENTAL PETROLEUM CORP	4,860.	4,860.
PETSMART	536.	536.
PHILLIPS 66	1,875.	1,875.
PIONEER NATURAL RESOURCES CO	244.	244.
PRICE T ROWE GROUP INC COM	950.	950.
QUALCOMM INC COM	1,950.	1,950.
RAYONIER INC	6,160.	6,160.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
RAYTHEON CO	15,375.	15,375.
RIO TINTO PLC SPONS ADR	4,968.	4,968.
SILVER WHEATON CORP	2,635.	2,635.
STEEL DYNAMICS INC	1,500.	1,500.
TORONTO DOMINION BANK	6,120.	6,120.
VODAFONE GROUP PLC	3,108.	3,108.
WELLS FARGO & CO NEW	4,290.	4,290.
BUNGE LIMITED	2,025.	2,025.
TOTAL	178,048.	178,048.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	1,140.	570.		570.
TOTALS	1,140.	570.	NONE	570.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	1,494.	1,494.
FEDERAL ESTIMATES - PRINCIPAL	3,400.	
FOREIGN TAXES ON QUALIFIED FOR	241.	241.
FOREIGN TAXES ON NONQUALIFIED	8.	8.
TOTALS	5,143.	1,743.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER NON-ALLOCABLE EXPENSE -	60.	60.
TOTALS	60.	60.

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF

NAME: CENTRAL TRUST AND INVESTMENT COMPANY

ADDRESS: 7733 FORSYTH, SUITE 900
ST. LOUIS, MO 63105

TELEPHONE NUMBER: (314)725-9055

STATEMENT 6

FORM 990PF, PART XV - LINES 2a - 2d
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RECIPIENT NAME:
ROY BLAIR C/O CENTRAL TRUST & INVESTMENT CO
ADDRESS:
7733 FORSYTH, SUITE 900
CLAYTON, MO 63105
RECIPIENT'S PHONE NUMBER: 314-746-4675
FORM, INFORMATION AND MATERIALS:
NO PARTICULAR FORM REQUIRED
SUBMISSION DEADLINES:
THERE IS NO SUBMISSION DEADLINE
RESTRICTIONS OR LIMITATIONS ON AWARDS:
THERE ARE NO LIMITATIONS ON AWARDS

Central Trust & Investment Company

CENTRAL TRUST AND INVESTMENT CO. **Run on 07/09/2013 01:47:30 PM**

Asset Details **As of 06/30/2013**

Combined Portfolios

Settlement Date Basis

Account: 2045748304
ROSEWOOD FOUNDATION WITH CENTRAL TRUST TRUSTEE

Administrator: ROY BLAIR @ 314-746-4675

Investment Officer: TOM RULAND @ 314-746-4689

Investment Authority: Sole

Investment Objective: AGGRESSIVE GROWTH

Lot Select Method: MLMG

Sort By: CUSIP

Ticker	CUSIP/ Description	Units	Price	Tax Cost	Book Value	Market Value	Unrealized Gain/Loss	% of Portfolio	Est. Income	Yield	Pricing Date
	CASH									0.00	
BRK.B	084670702 BERKSHIRE HATHAWAY INC CL B	6,500.000000	111.920	293,143.95	293,143.95	727,480	434,336	9.02		0.00	06/30/2013
BA	097023105 BOEING CO	2,500.000000	102.440	190,060.30	190,060.30	256,100	66,040	3.18	4,850	1.89	06/30/2013
CP	13645T100 CANADIAN PACIFIC RAILWAY LTD	1,500.000000	121.380	185,920.05	185,920.05	182,070	3,850-	2.26	2,085	1.15	06/30/2013
CELG	151020104 CELGENE CORP	2,500.000000	116.980	197,730.75	197,730.75	292,450	94,719	3.63		0.00	06/30/2013
CVX	166764100 CHEVRON CORP	3,500.000000	118.340	166,849.12	166,849.12	414,190	247,341	5.14	14,000	3.38	06/30/2013
CBI	167250109 CHICAGO BRIDGE & IRON CO	3,500.000000	59.660	219,318.40	219,318.40	208,810	10,508-	2.59	700	0.34	06/30/2013
C	172967424 CITIGROUP INC	7,500.000000	47.970	281,794.50	281,794.50	359,775	77,981	4.46	300	0.08	06/30/2013
KO	191216100 COCA COLA CO	8,000.000000	40.110	196,794.15	196,794.15	320,880	124,086	3.98	8,960	2.79	06/30/2013
CMCSA	20030N101 COMCAST CORP CL A	7,000.000000	41.750	195,896.27	195,896.27	292,250	96,354	3.62	5,460	1.87	06/30/2013
DEO	25243Q205 DIAGEO PLC SPONS ADR	2,000.000000	114.950	236,024.00	236,024.00	229,900	6,124-	2.85	5,656	2.46	06/30/2013
EMC	268648102 EMC CORP MASS	10,000.000000	23.620	249,600.00	249,600.00	236,200	13,400-	2.93	4,000	1.69	06/30/2013
GILD	375558103 GILEAD SCIENCES INC	5,400.000000	51.270	173,118.96	173,118.96	276,858	103,739	3.43		0.00	06/30/2013

FPOXX	38141W364 GOLDMAN SACHS PRIME OBLIGATION FD #462	26,670.370000	1.000	26,670.37	26,670.37	26,670		0.33	2	0.01	01/01/1901
GOOG	38259P508 GOOGLE INC CL A	500.000000	880.370	439,240.00	439,240.00	440,185	945	5.46		0.00	06/30/2013
HON	438516106 HONEYWELL INTL INC	4,000.000000	79.340	170,031.20	170,031.20	317,360	147,329	3.93	6,560	2.07	06/30/2013
IBM	459200101 INTERNATIONAL BUSINESS MACHINES CORP	750.000000	191.110	127,280.25	127,280.25	143,333	16,052	1.78	2,850	1.99	06/30/2013
KSU	485170302 KANSAS CITY SOUTHERN	5,000.000000	105.960	139,386.50	139,386.50	529,800	390,414	6.57	4,300	0.81	06/30/2013
LVS	517834107 LAS VEGAS SANDS CORP	5,000.000000	52.930	233,170.00	233,170.00	264,650	31,480	3.28	7,000	2.65	06/30/2013
LNCO	535782106 LINN CO LLC	3,425.000000	37.270	135,369.70	135,369.70	127,650	7,720-	1.58	9,933	7.78	06/30/2013
MMC	571748102 MARSH & MCLENNAN COMPANIES INC	10,000.000000	39.920	371,200.00	371,200.00	399,200	28,000	4.95	10,000	2.51	06/30/2013
NOV	637071101 NATIONAL OILWELL INC	2,000.000000	68.900	80,929.80	80,929.80	137,800	56,870	1.71	2,080	1.51	06/30/2013
PETM	716768106 PETSMART	4,000.000000	66.990	255,962.10	255,962.10	267,960	11,998	3.32	2,640	0.99	06/30/2013
PSX	718546104 PHILLIPS 66	3,000.000000	58.910	159,899.40	159,899.40	176,730	16,831	2.19	3,750	2.12	06/30/2013
PXD	723787107 PIONEER NATURAL RESOURCES CO	3,250.000000	144.750	338,992.38	338,992.38	470,438	131,445	5.83	260	0.06	06/30/2013
RYN	754907103 RAYONIER INC	7,000.000000	55.390	312,063.40	312,063.40	387,730	75,667	4.81	12,320	3.18	06/30/2013
RTN	755111507 RAYTHEON CO	5,000.000000	66.120	160,515.76	160,515.76	330,600	170,084	4.10	11,000	3.33	06/30/2013
WFC	949746101 WELLS FARGO CO	6,000.000000	41.270	212,578.50	212,578.50	247,620	35,042	3.07	7,200	2.91	06/30/2013
	Total Portfolio			5,749,539.81	5,749,539.81	8,064,688	2,315,148	100.00	125,906	1.56	