Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation ROYCE FAMILY FUND, INC.
C/O ROYCE & ASSOCIATES

A Employer identification number 13-3318620

Number and street (or P O box number if mail is not delivered to street address) 8 SOUND SHORE DRIVE

Room/suite

B Telephone number (see instructions) (   )   -

City or town, state or province, country, and ZIP or foreign postal code GREENWICH, CT 06830

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 109,988,546.

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

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

	Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*	**(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)	9,000,000.			
2	Check ▶ ☐ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	591.	591.		
4	Dividends and interest from securities	1,114,509.	1,114,509.		ATCH 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	2,949,065.			
b	Gross sales price for all assets on line 6a 4,695,041.				
7	Capital gain net income (from Part IV, line 2)		3,815,871.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule) ATCH 2	-204,808.	-196,982.		
12	**Total** Add lines 1 through 11	12,859,357.	4,733,989.		
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	0			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule) ATCH 3	24,102.			24,102.
b	Accounting fees (attach schedule) ATCH 4	23,775.	5,944.		17,831.
c	Other professional fees (attach schedule) *	39,083.			39,083.
17	Interest				
18	Taxes (attach schedule) (see instructions) ATCH 6	26,326.	26,326.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 7	578,938.	130.		578,808.
24	**Total operating and administrative expenses.** Add lines 13 through 23	692,224.	32,400.		659,824.
25	Contributions, gifts, grants paid	7,238,041.			7,238,041.
26	**Total expenses and disbursements** Add lines 24 and 25	7,930,265.	32,400.		7,897,865.
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	4,929,092.			
b	**Net investment income** (if negative, enter -0-)		4,701,589.		
c	**Adjusted net income** (if negative, enter -0-)				

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JSA **For Paperwork Reduction Act Notice, see instructions.** *ATCH 5 **Form 990-PF** (2013)

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Part II . Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	2,098,220.	3,919,098.	3,919,098.
	2	Savings and temporary cash investments	2,082,510.	79,177.	79,177.
	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) ATCH 8	66,067,765.	73,973,454.	74,458,473.
	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 ▶ ATCH 9)	28,452,385.	31,531,798.	31,531,798.
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	98,700,880.	109,503,527.	109,988,546.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ ATCH 10)		41,872.	
	23	**Total liabilities** (add lines 17 through 22)	0	41,872.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, ▶ ☒ check here and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	12,188,889.	12,188,889.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	86,511,991.	97,272,766.	
	30	**Total net assets or fund balances** (see instructions)	98,700,880.	109,461,655.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	98,700,880.	109,503,527.	

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	98,700,880.
2	Enter amount from Part I, line 27a	2	4,929,092.
3	Other increases not included in line 2 (itemize) ▶ ATCH 11	3	5,831,683.
4	Add lines 1, 2, and 3	4	109,461,655.
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	109,461,655.

Form **990-PF** (2013)

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

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

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	3,815,871.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	0

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	9,965,334.	52,853,228.	0.188547
2011	12,035,307.	52,492,846.	0.229275
2010	8,767,743.	54,897,341.	0.159712
2009	4,488,174.	51,685,043.	0.086837
2008	6,607,036.	68,134,883.	0.096970

2 Total of line 1, column (d)	2	0.761341
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	0.152268
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	70,487,200.
5 Multiply line 4 by line 3	5	10,732,945.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	47,016.
7 Add lines 5 and 6	7	10,779,961.
8 Enter qualifying distributions from Part XII, line 4	8	10,977,279.

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	47,016.
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	47,016.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .			4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	47,016.
6	Credits/Payments				
a	2013 estimated tax payments and 2012 overpayment credited to 2013 . . .	6a	194,633.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	194,633.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** . . . . . ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** . . . . . ▶			10	147,617.
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 147,617. **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)? . . . . . *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*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ____________ (2) On foundation managers ▶ $ ____________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ____________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CT,			
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 2013 or the taxable year beginning in 2013 (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 ▶ ROYCE FAMILY FOUNDATION INC Telephone no ▶ 203-869-3541

Located at ▶ 8 SOUND SHORE DRIVE GREENWICH, CT ZIP+4 ▶ 06830

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

			Yes	No
16	At any time during calendar year 2013, 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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	N/A	
	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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ 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	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 ▶ ____, ____, ____, ____			
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 2013 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 2013)*	3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	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** N/A

Organizations relying on a current notice regarding disaster assistance check here . . . . ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? . . . . ☐ **Yes** ☐ **No**

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . **6b** X

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . **7b** N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 12		0	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				

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 THE MAINTENANCE OF PREMISES AT 20 MORTIMER DRIVE FOR THE USE OF THE CLERGY AS LODGING FREE OF CHARGE.	565,623.
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 LOANS MADE TO HUNTER MOUNTAIN FOUNDATION IN CONNECTION WITH CHARITABLE PURPOSE.	2,905,123.
2 LOANS MADE TO WESTERLY LAND TRUST FOUNDATION IN CONNECTION WITH CHARITABLE PURPOSE.	174,291.
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	3,079,414.

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	69,903,986.
b	Average of monthly cash balances	1b	1,656,623.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	71,560,609.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	71,560,609.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	1,073,409.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	70,487,200.
6	**Minimum investment return.** Enter 5% of line 5	6	3,524,360.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6			1	3,524,360.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	47,016.		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	5,039.		
c	Add lines 2a and 2b			2c	52,055.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	3,472,305.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	3,472,305.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	3,472,305.

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	7,897,865.
b	Program-related investments - total from Part IX-B	1b	3,079,414.
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	10,977,279.
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	47,016.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	10,930,263.

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 2012	(c) 2012	(d) 2013
1	Distributable amount for 2013 from Part XI, line 7					3,472,305.
2	Undistributed income, if any, as of the end of 2013					
a	Enter amount for 2012 only					
b	Total for prior years 20 11 ,20 10 ,20 09					
3	Excess distributions carryover, if any, to 2013					
a	From 2008					
b	From 2009					
c	From 2010					
d	From 2011	7,404,213.				
e	From 2012					
f	Total of lines 3a through e		7,404,213.			
4	Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 10,977,279.					
a	Applied to 2012, but not more than line 2a					
b	Applied to undistributed income of prior years (Election required - see instructions)					
c	Treated as distributions out of corpus (Election required - see instructions)			ATCH 13		
d	Applied to 2013 distributable amount					3,472,305.
e	Remaining amount distributed out of corpus		7,504,974.			
5	Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a))*					
6	**Enter the net total of each column as indicated below:**					
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5		14,909,187.			
b	Prior years' undistributed income Subtract line 4b from line 2b					
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d	Subtract line 6c from line 6b Taxable amount - see instructions					
e	Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions					
f	Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014					
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		9,000,000.			
8	Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)					
9	**Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		5,909,187.			
10	Analysis of line 9					
a	Excess from 2009					
b	Excess from 2010					
c	Excess from 2011	5,909,187.				
d	Excess from 2012					
e	Excess from 2013					

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 2013, enter the date of the ruling . . . . ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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))

CHARLES M. ROYCE

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 address 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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATCH 14				
Total . . . . ▶ **3a**				7,238,041.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Form **990-PF** (2013)

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 (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	591.	
4 Dividends and interest from securities			14	1,114,509.	
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	900000	42,417.	18	2,906,648.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATCH 15		-7,826.		-196,982.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		34,591.		3,824,766.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . 13 3,859,357.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

▶ Nicholas Mann | 11.17.14 | ▶ Secretary

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
GEORGE TEIXEIRA		11/14/14		P00173894

Firm's name ▶ ANCHIN BLOCK & ANCHIN LLP — Firm's EIN ▶ 13-0436940

Firm's address ▶ 1375 BROADWAY
NEW YORK, NY 10018-7001 — Phone no 212-840-3456

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**
▶ **Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at *www.irs gov/form990***

OMB No 1545-0047

2013

Name of the organization
ROYCE FAMILY FUND, INC.
C/O ROYCE & ASSOCIATES

Employer identification number
13-3318620

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions of $5,000 or more during the year . . . . ▶ $______________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. **Schedule B (Form 990, 990-EZ, or 990-PF) (2013)**

Name of organization	Employer identification number
ROYCE FAMILY FUND, INC. C/O ROYCE & ASSOCIATES	13-3318620

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	CHARLES M. ROYCE 8 SOUND SHORE DRIVE GREENWICH, CT 06830	$ 9,000,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization ROYCE FAMILY FUND, INC.
C/O ROYCE & ASSOCIATES

Employer identification number 13-3318620

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
----		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
----		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
----		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
----		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
----		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
----		$	

Name of organization	Employer identification number
ROYCE FAMILY FUND, INC. C/O ROYCE & ASSOCIATES	13-3318620

Part III ***Exclusively*** **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year.** Complete columns **(a)** through **(e)** and the following line entry

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **$1,000 or less** for the year. (Enter this information once See instructions.) ▶ $

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

ROYCE FAMILY FUND, INC. 13-3318620

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					24,400.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					1,563,459.	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					735,036.	
		DISPOSAL OF UEMCO PARTNERSHIP K-1 PROPERTY TYPE: OTHER				P	VAR	VAR
		92.					-92.	
		30,000 SHS I SHARES SILVER TRUST MUTUAL PROPERTY TYPE: COMMON TRUST FUND				P	05/01/2006	07/30/2013
569,990.		419,086.					150,904.	
		3,000 SHS MASTERCARD INC. PROPERTY TYPE: SECURITIES				D	10/06/2008	07/30/2013
1,802,156.		459,992.					1,342,164.	
TOTAL GAIN(LOSS)							3,815,871.	

ATTACHMENT 1

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST THRU PARTNERSHIPS	54,539.	54,539.
DIVIDENDS THRU PARTNERSHIPS	777,963.	777,963.
DIVIDENDS FROM SECURITIES	282,007.	282,007.
TOTAL	1,114,509.	1,114,509.

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
LOSS ON INVESTMENT IN LTD. PARTNERSHIPS	-267,057.	-259,231.
INCOME DERIVED FROM PROGRAM RELATED ASSETS	10,249.	10,249.
NET RENTAL INCOME DERIVED FROM ASSETS DEVOTED TO CHARITABLE ACTIVITIES	52,000.	52,000.
TOTALS	-204,808.	-196,982.

ATTACHMENT 3

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES IN CONNECTION WITH FOUNDATION MATTERS	24,102.			24,102.
TOTALS	24,102.			24,102.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING & TAX RETURN PREPARATION FEES	23,775.	5,944.		17,831.
TOTALS	23,775.	5,944.		17,831.

ROYCE FAMILY FUND, INC.

13-3318620

ATTACHMENT 5

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
CONSULTING FEES		39,083.	39,083.
	TOTALS	39,083.	39,083.

ROYCE FAMILY FUND, INC. 13-3318620

ATTACHMENT 6

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN WITHOLDING TAXES THROUGH PARTNERSHIPS	26,326.	26,326.
TOTALS	26,326.	26,326.

ATTACHMENT 7

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
REPAIR & MAINTENANCE EXPENSES	565,623.		565,623.
BANK FEES	56.	56.	
INSURANCE	12,185.		12,185.
INVESTMENT EXPENSES	74.	74.	
DUES & SUBSCRIPTIONS	1,000.		1,000.
TOTALS	578,938.	130.	578,808.

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE SCHEDULE 2 ATTACHED	73,973,454.	74,458,473.
TOTALS	73,973,454.	74,458,473.

ATTACHMENT 9

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE SCHEDULE 2 ATTACHED	31,531,798.	31,531,798.
TOTALS	31,531,798.	31,531,798.

ATTACHMENT 10

FORM 990PF, PART II - OTHER LIABILITIES

DESCRIPTION		ENDING BOOK VALUE
OTHER PAYABLES		41,872.
	TOTALS	41,872.

ATTACHMENT 11

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

DESCRIPTION	AMOUNT
NET UNREALIZED APPRECIATION ON PASS-THROUGH ENTITIES	5,831,683.
TOTAL	5,831,683.

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

ATTACHMENT 12

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
CHARLES M. ROYCE C/O ROYCE &ASSOC., 8 SOUND SHORE DR GREENWICH, 06830	PRESIDENT AND TREASURER 2.00	0	0	0
NICHOLAS MOORE C/O ROYCE& ASSOC. 8 SOUND SHORE DR GREENWICH, CT 06830	SECRETARY 2.00	0	0	0
	GRAND TOTALS	0	0	0

ATTACHMENT 13

FORM 990PF, PART XIII - DISTRIBUTION FROM CORPUS ELECTION

ROYCE FAMILY FUND, INC.
EIN: 13-3318620
TAX PERIOD ENDING DECEMBER 31, 2013
ELECTION TO SATISFY DISTRIBUTION REQUIREMENTS UNDER
IRC SECTIONS 170(B)(1)(F)(II)

PURSUANT TO REG. 53.4942(A)-3(C)(2)(IV), THE ABOVE REFERENCED FOUNDATION HEREBY ELECTS TO TREAT, AS A CURRENT DISTRIBUTION OUT OF CORPUS, THE FOLLOWING UNUSED PRIOR TAX YEARS' DISTRIBUTIONS THAT WERE TREATED AS CORPUS DISTRIBUTION UNDER REG. 53.4942(A)-3(D)(1)(III) IN SUCH PRIOR TAX YEARS:

TAX YEAR	AMOUNT
12/31/2012	$ 7,404,213
TOTAL	$ 7,404,213

SIGNATURE Nicholas C. Moore

DATE 11.17.14

NAME NICHOLAS C. MOORE

TITLE SECRETARY

ROYCE FAMILY FUND, INC 13-3318620

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

ATTACHMENT 14

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SEE SCHEDULE 1 ATTACHED	NONE PC	TO AID THE DONEE ORGANIZATIONS IN CARRYING OUT THEIR EXEMPT PURPOSES	7,238,041
		TOTAL CONTRIBUTIONS PAID	7,238,041

ROYCE FAMILY FUND, INC. 13-3318620

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 15

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
LOSS ON INVESTMENT IN LTD PARTNERSHIP	523000	-7,826.	18	-259,231.	
INCOME DERIVED FROM PROGRAM RELATED ASSETS			18	10,249.	
NET RENTAL INCOME DERIVED FROM ASSETS DEVOTED TO CHARITABLE ACTIVITIES			16	52,000.	
TOTALS		-7,826.		-196,982.	

Royce Family Fund
EIN #13-3318620
Charitable Contributions
FYE 12/31/2013

Description	Amount
564 Park Avenue Preservation Foundation	(8,000)
Achievement First	(1,000)
Adult Day Center of Westerly	(1,000)
AFI	(1,000)
All Soul's Church	(5,000)
Allliance For Cancer Gene Therapy	(1,000)
Alpha Latin America	(4,000)
American Cancer SOciety	(7,500)
American Friends Of The Royal Foundation	(2,500)
American Fund For Westminister Abbey	(2,000)
American Red Cross	(1,000)
AmeriCares	(1,000)
Anchor Academy	(2,000)
Anglican Digest	(1,000)
Anglican Theological Review	(1,000)
ASPCA	(1,000)
At Home In Greenwich	(1,000)
Audobon Greenwich	(2,500)
Audubon Connecticut	(5,000)
Audubon New York	(1,000)
Avon Theater Film Center Inc	(203,683)
Avondale Chapel	(2,000)
Babcock-Smith House	(15,000)
Backcountry Jazz	(1,000)
Bath & Tennis Club Historic Building Preservation Foundation,Inc	(3,000)
B-CC High School Education Foundation	(2,000)
BERKELEY DIVINITY SCHOOL AT YALE	(150,000)
BIG BROTHERS BIG SISTERS OF NEW YORK	(1,000)
Boys & Girls Club Of Greenwich	(7,000)
Boys Club Of New York	(3,000)
Breast Cancer Alliance	(1,000)
Breast Cancer Research Foundation	(1,000)
Brideport Rescue Mission	(2,000)
Brown University	(1,556,000)
Bruce Museum,Inc.	(140,500)
Burroughs Community Center	(1,000)
CAGV	(1,000)
Calvary Church	(5,000)

Caritas Foundation Of Western Kansas	(6,020)
Carnegie Hall Society, Inc.	(1,500)
Catskill Mountain Foundation	(87,154)
Center For Hope & Renewal	(24,985)
Central Park Conservancy	(3,900)
Children's Day School	(2,000)
Choate Rosemary Hall	(5,000)
Christ Church Greenwich	(1,086,863)
Christian Union	(1,000)
Church Of Bethesda By The Sea	(5,000)
Colonial Theatre	(5,000)
Community 2000 Education Foundation	(3,500)
Community Action of Greene County	(15,000)
Connecticut Landmarks	(2,000)
Connecticut Trust For Historic Preservation	(1,000)
Creative Visions Foundation	(1,000)
Cultural Alliance Of Fairfield County	(1,000)
Doctors Without Borders	(1,000)
East Beach Association	(1,000)
East Side House Settlement	(4,510)
Episcopal Charities Fund	(12,000)
Episcopal Church of St John	(50,000)
Everglades Foundation	(1,000)
Family Centers, Inc.	(2,000)
Family ReEntry	(1,000)
Film Society Of Lincoln Center	(5,000)
FIT Foundation	(1,500)
FIT Foundation	(1,000)
Flager Museum	(1,000)
Florence Griswald Museum	(1,000)
FOCUS	(5,000)
Foreign Policy Association	(1,000)
Forward Movement	(50,000)
Foundation Of Landscape Studies	(1,000)
Freedom Institute	(1,000)
French Heritage Society	(14,500)
Frick Collection	(49,350)
Friends Of Laurel House	(1,000)
Friends Of The Orpheum	(60,000)
GADC (GREENWICH ADULT DAY CARE	(2,000)
GALA FOR GREENWICH HOSPITAL	(1,000)
Garden Conservancy	(10,000)
Georgetown University	(1,000)
Glimmerglass Opera	(1,000)
Goodwill Theatre Inc.	(1,000)
GRANITE THEATRE	(1,000)
Greater Westerly Chamber Foundation	(45,000)

Greence County Council On The Arts	(1,000)
GREENWICH ACADEMY	(175,000)
Greenwich Arts Council	(3,500)
Greenwich Center For Hope & Renewal	(5,000)
Greenwich Clean & Green	(1,000)
GREENWICH EMERGENCY MEDICAL SERVICES	(1,000)
Greenwich Green & Clean	(1,000)
Greenwich High School Student Loan FUnd, Inc.	(1,000)
Greenwich Historical Society	(185,250)
Greenwich Hospital	(25,000)
Greenwich Land Trust	(2,000)
Greenwich Leadership Forum	(5,000)
GREENWICH LIBRARY	(1,000)
GREENWICH POINT CONSERVANCY	(75,000)
Greenwich Professional Firefighters	(1,500)
Greenwich Symphony	(1,000)
Greenwich Tree Conservancy	(1,000)
Greenwich United Way	(10,000)
Greenwich Youth Council	(10,000)
Haines Falls Free Library	(272,250)
Haines Falls Volunteer FIre Co., Inc.	(1,000)
Haines Free Fall Library	(90,750)
Heart Trust, Inc.	(2,000)
Herreshoff Marine Museum	(1,000)
Hill House	(3,000)
Horticultural Society Of New York	(8,750)
Hospice Foundation Of Palm Beach County	(2,000)
Hunter-Tannersville Central School	(15,568)
Island Press	(1,000)
IYRS	(1,000)
JOHN CARTER BROWN LIBRARY	(1,000)
Johnny Cake Center Of Westerly	(1,000)
Kids For Tomorrow	(1,000)
Kids In Crisis	(1,000)
Lake Erie College Fund	(107,250)
Liberation Programs Inc	(1,000)
Lincoln Center For Performing Arts	(2,800)
LITERACY VOLUNTEERS - Stamford/Greenwich, Inc.	(2,500)
Literacy Volunteers Of Washington County, Inc.	(6,000)
Lyme Art Association	(2,500)
Memorial Sloan -Kettering Cancer Center	(1,000)
MercyCorps	(1,000)
MGH/Karen Olstein ALS Research Fund	(10,000)
Middle East Fellowship	(2,000)
Mill RIver Collaborative	(60,750)
MOBIA	(1,000)
Mockingbird Ministries	(3,500)

Mountain Top Arboretum	(2,000)
Mountain Top Historical Society	(2,000)
Museum of Modern Art	(1,000)
Museum of the City of New York	(1,600)
Museum Of The Moving IMage	(1,000)
Mystic & Noank Library	(1,000)
Mystic Seaport	(3,000)
National Trust For Historic Preservation	(200,000)
NEDA	(1,000)
Neighbor to Neighbor	(6,000)
Network For Teaching Entrreeneurship Fairchester	(1,000)
New England Science & Sailing Foundation	(33,333)
New England Society	(8,250)
New York Botanical Garden	(254,810)
New York City Ballet	(6,500)
New York Historical Society	(130,000)
NEW YORK PHILARMONIC	(2,500)
New York Philharmonic	(2,500)
New York Presbyterian/Lower Manhattan Hospital	(2,000)
New York Public Radio	(1,200)
NORWALK COMM COLLEGE FOUNDATION	(2,500)
NTHP Glass House	(1,000)
Ocean Community YMCA	(15,000)
Open Dooors Open Hearts, Inc.	(5,000)
Orpheus Chamber Orchestra	(1,000)
PALM BEACH CIVIC ASSOCIATION	(1,000)
Palm Beach Island Cats, Inc.	(3,000)
Park Avenue Armory	(5,000)
Partners In Health	(25,000)
Peggy Adams Animal Rescue League	(1,000)
Perrot Memorial Library Association	(1,000)
Pine Point Parents Association	(2,500)
Pine Point School	(139,195)
Pinoy Relief Fund	(25,000)
Planned Parenthood Of So. New England, Inc.	(2,500)
Preservation Detroit	(5,000)
Preservation Foundation of Palm Beach	(5,000)
Preservation Society Of Newport County	(12,500)
PRESERVE RHODE ISLAND	(1,000)
Project HEAL	(5,000)
Puccini Foundation	(5,000)
REACH Prep	(1,000)
Reformed University Fellowship	(2,000)
RHODE ISLAND FOUNDATION	(3,500)
Rhode Island Public Radio	(1,000)
Salt Marsh Opera	(1,000)
Save The Bay	(1,000)

Save The Bay	(1,000)
Save The Children	(1,000)
Scenic Hudson	(2,000)
Sea Research Foundation	(75,000)
Shelter For The Homeless	(2,500)
Shepherds Inc.	(1,000)
Silver Hill Hospital	(2,500)
Sir John Sloane's Museum Foundation	(1,000)
Society For The Preservation Of The Great American Songbook	(2,500)
Socrates In The City	(10,000)
Sojourners	(2,000)
Sound Beach Volunteer Fire Department	(1,000)
Soup Kitchen Inc	(1,000)
St John's Church	(20,000)
St Pauls Episcopal Church	(2,500)
St Thomas Episcopal Church	(15,000)
Stamford Symphony	(1,500)
Stonington Historical Society	(1,000)
Susan G Komen 3-Day	(1,000)
SYDA Foundation	(25,000)
Telemachus	(20,000)
The Frick Collection	(90,000)
THE ANGLICAN DIGEST	(1,000)
The Artists' Cooperative Gallery Of Westerly	(1,000)
The Banksville Community House, Inc.	(1,000)
The Boys' Club Of New York	(3,000)
The Breast Cancer Research Foundation	(2,000)
The Compass Rose Society	(5,000)
The Episcopla Charities Fund Of Rhode Island	(2,500)
The Fountain House	(1,000)
THE FRICK COLLECTION	(16,965)
The Gala For Greenwich Hospital	(1,000)
The Garden Conservancy	(9,000)
The Glass House	(10,000)
The Greenwich Land Trust	(1,000)
The Heidelberg Project	(1,000)
THE HORTICULTURAL SOCIETY OF NEW YORK	(1,800)
THE INFANT WELFARE SOCIETY OF EVANSTON	(1,000)
The Jewish Experience	(5,000)
The Jimmy Fund	(1,000)
The King's College	(5,000)
The Metropolitan Museum of Arts	(5,500)
The Museum Of Modern Art	(1,750)
The New York Botanical Garden	(48,500)
The Olana Partnership	(1,000)
The O'Neill	(1,000)
The Preservation Foundation Of Palm Beach	(6,600)

The Preservation Society Of New Port County	(1,550)
The Royal Oak Foundation	(5,000)
The Salvation Army	(2,500)
The Society Of MSKCC	(10,720)
The Society Of The Four Arts	(30,300)
The Stonington Histrical Society	(1,000)
THE TRINITY FORUM	(2,000)
THE WEEKAPAUG FOUNDATION FOR CONSERVATION	(1,000)
THE WESTERLY HOSPITAL FOUNDATION	(5,000)
The Westerly Land Trust	(30,000)
Town Of Hunter Bicentennial	(1,000)
Trinity Church	(25,000)
TRINITY COLLEGE	(70,000)
Trinity College Fund	(100,000)
Trinity Episcopal School for Ministry	(30,000)
Trinity Reportory Company	(1,000)
Trinity School For Ministry	(12,500)
United Way Of RI/Westerly	(2,000)
Wallingford Historic Preservation Trust	(200,000)
WARM Center	(26,000)
Watch Hill Chapel Society	(2,500)
Watch Hill Enhancement Foundation	(200,000)
WATCH HILL LIGHTHOUSE KEEPER	(1,000)
Weill Cornell Medical College	(100,000)
Westerly Education Edowment Fund	(2,500)
Westerly Land Trust	(9,968)
Westerly Library	(1,000)
WESTERLY PAWCATUCK YMCA	(19,000)
Westerly Regional Arts Partnership	(25,000)
Westport Country Playhouse	(3,000)
Wildlife Center Of Fairfield County	(1,000)
Wofsey, Rosen, Kweskin & Kuriansky, LLP	(1,318)
World Health Clinicians	(1,000)
World Student Christian Federation	(10,000)
Young Life	(13,500)
YWCA Greenwich	(112,850)
TOTAL	**(7,238,041)**

ROYCE FAMILY FUND, INC.
EIN # 13-3318620
FYE 12/31/2013
SCHEDULE 2. FORM 990-PF , PART II.

	BOOK VALUE	FM VALUE
Limited Partnerships		
Trident Advantage group	75,133 00	75,133 00
Trident Advantage Gr Volatility	1,142,104 00	1,142,104 00
Karnak Partners	3,188,374 00	3,188,374 00
PERSHING Square	4,080,111 00	4,080,111 00
Royce Partners Fund	3,033,810 00	3,033,810 00
UEMCO Partnership	-	-
Royce Discovery Fund	2,434,787 00	2,434,787 00
Goldman sachs RICF #002-32627-0	599,555 60	69,709 14
Royce Family Investments LLC	39,629,815 00	39,629,815 00
Marblegate Special Opportunities Fund	1,200,000 00	1,421,068 35
	55,383,689 60	55,074,911 49
	-	
Mutual Funds		
Columbia Acorn Fund - Z	1,012 88	1,969 23
Royce funds		
Royce Select Fund I	4,770,382 31	4,838,875 57
Royce Pennsylvania Mutual Fund	1,148,678 38	1,558,090 01
Royce PremierFund	1,193,437 16	1,559,094 99
Royce Financial Services Fund	856,271 05	1,144,650 34
Royce Special Equity Fund	982,834 95	1,204,141 97
	8,951,603 85	10,304,852 88
International Fine Foods	276,200 00	-
T Rowe price -Prime Reserve	1,064 39	1,064 39
US Global Investors- Gold Shares Fund	201,947 15	35,029 78
Vanguard Prime Money Market Fund	30,876 88	30,876 88
Total Mutual Funds	9,462,705 15	10,373,793 16
Goldman sachs #002-08352-5		
Ishares Comex Gold Trust	424,900 00	584,000 00
Ishares Silver Trust	-	-
Royce Focus Trust Inc	1,348,000 00	1,524,000 00
Royce Global Value Trust	64,107 14	63,492 38
Royce value Trust Inc	589,447 86	800,500 00
Mastercard Inc	-	-
SPDR Gold Trust	3,442,900 00	2,322,400 00
Schwab One account		
Dreyfus Emerging Markets	740,648 25	831,006 36
First Eagle global Fd	1,394,939 96	1,709,168 66
Third Avenue Intl Value	1,122,116 48	1,175,200 51
Total Investment Accounts	73,973,454 44	74,458,472 56
	-	
INVESTMENTS (PT II, LINE 10b)	**73,973,454.44**	**74,458,472.56**
Program Related Investments		
Property.		
15 Sherwood - Trinity Church	1,300,000 00	1,300,000 00
Avon Theatre LLC	1,650,000 00	1,650,000 00
Weekapaug Inn and Cottages, LLC	-	-
Notes Receivable:		
Westerly Note- Westerly Land Trust Foundation	9,112,276 59	9,112,276 59
Catskill Mountain Foundation	314,973 00	314,973 00
Hunter Mountain Foundation	17,583,497 00	17,583,497 00
Trinity Church Property LLC	350,000 00	350,000 00
	30,310,746.59	30,310,746.59
Other Assets		
20 Mortimer Drive	1,221,051 72	1,221,051 72
OTHER ASSETS (PT II, LINE 15)	**31,531,798 31**	**31,531,798 31**

Form **8868**
(Rev January 2014)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.
▶ Information about Form 8868 and its instructions is at *www.irs.gov/form8868*.

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . ▶ ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only . . . . ▶ ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

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 ROYCE FAMILY FUND, INC. C/O ROYCE & ASSOCIATES	Employer identification number (EIN) or 13-3318620
	Number, street, and room or suite no If a P O box, see instructions 8 SOUND SHORE DRIVE	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions GREENWICH, CT 06830	

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-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	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

- The books are in the care of ▶ ROYCE FAMILY FOUNDATION INC

Telephone No ▶ 203 869-3541 FAX No ▶

- 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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15 , 20 14 , to file the exempt organization return for the organization named above The extension is for the organization's return for

▶ ☒ calendar year 20 13 or

▶ ☐ tax year beginning ________, 20___, and ending ________, 20___

2 If the tax year entered in line 1 is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

3a	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	3a	$ 194,633.
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	3b	$ 194,633.
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$ 0

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

For Privacy Act and Paperwork Reduction Act Notice, see instructions. Form **8868** (Rev 1-2014)

JSA
3F8054 2 000

A39714

- 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
ROYCE FAMILY FUND, INC.
C/O ROYCE & ASSOCIATES

Employer identification number (EIN) or
13-3318620

Number, street, and room or suite no If a P O box, see instructions
8 SOUND SHORE DRIVE

Social security number (SSN)

City, town or post office, state, and ZIP code For a foreign address, see instructions
GREENWICH, CT 06830

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 (other than individual)	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.

- The books are in the care of ▶ ROYCE FAMILY FOUNDATION INC, 8 SOUND SHORE DRIVE GREENWICH, CT 06830
  Telephone No ▶ 203 869-3541 Fax No ▶
- 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 11/17 , 20 14

5 For calendar year 2013 , or other tax year beginning ______ , 20 ___ , and ending ______ , 20 ___

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 ALL THE INFORMATION REQUIRED TO FILE A COMPLETE AND ACCURATE RETURN IS NOT YET AVAILABLE.

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions **8a** $ 194,633.

b If this application is for Forms 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** $ 194,633.

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 ▶ Date ▶