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**Return of Private Foundation**

**2013**

Department of the Treasury  
Internal Revenue Service

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](http://www.irs.gov/form990pf).

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation  
**ROSEBUD FOUNDATION**  
**C/O MR. THOMAS WILSON**

Number and street (or P O box number if mail is not delivered to street address) Room/suite  
**195 BIRCH ST.**

City or town, state or province, country, and ZIP or foreign postal code  
**WINNETKA, IL 60093**

**A** Employer identification number  
**26-2250986**

**B** Telephone number  
**(847) 572-4392**

**C** If exemption application is pending, check here

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

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

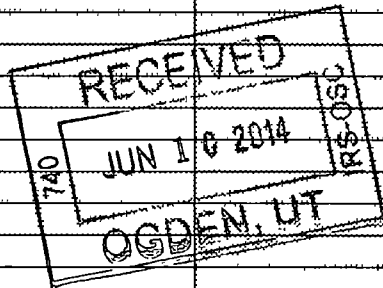
**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

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

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

**I** Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 358710.** (Part I, column (d) must be on cash basis)  
**J** Accounting method  Cash  Accrual  
 Other (specify)

<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		10.	10.		STATEMENT 1
4 Dividends and interest from securities		2230.	2230.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		-22588.			
b Gross sales price for all assets on line 6a		374352.			
7 Capital gain net income (from Part IV, line 2)			0.		
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)					
11 Other income					
12 Total. Add lines 1 through 11		-20348.	2240.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees		1000.	1500.		0.
c Other professional fees					
17 Interest					
18 Taxes					
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses		2088.	1000.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		3088.	2500.		0.
25 Contributions, gifts, grants paid		121200.			121200.
26 Total expenses and disbursements. Add lines 24 and 25		124288.	2500.		121200.
27 Subtract line 26 from line 12		-144636.			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			0.		
c Adjusted net income (if negative, enter -0-)				N/A	



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		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	55944.	215182.	215182.
	3 Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶ Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock STMT 5	378609.	143528.	143528.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment basis ▶ Less accumulated depreciation ▶			
15 Other assets (describe ▶ _____)				
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item 1)	434553.	358710.	358710.	
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			
	22 Other liabilities (describe ▶ _____)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	434553.	358710.		
30 Total net assets or fund balances	434553.	358710.		
31 Total liabilities and net assets/fund balances	434553.	358710.		

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	434553.
2 Enter amount from Part I, line 27a	2	-144636.
3 Other increases not included in line 2 (itemize) ▶ MARKET VALUE ADJUSTMENT	3	68793.
4 Add lines 1, 2, and 3	4	358710.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	358710.

**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 COVERED SECURITIES	P	VARIOUS	VARIOUS
b COVERED SECURITIES	P	VARIOUS	VARIOUS
c NON-COVERED SECURITIES	P	VARIOUS	VARIOUS
d CAPITAL GAINS DIVIDENDS			
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 150204.		157814.	-7610.
b 15421.		92134.	-76713.
c 207829.		146992.	60837.
d 898.			898.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			-7610.
b			-76713.
c			60837.
d			898.
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	-22588.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	144198.	549828.	.262260
2011	149694.	652154.	.229538
2010	121486.	794243.	.152958
2009	63500.	687300.	.092391
2008			

2 Total of line 1, column (d)	2	.737147
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	.184287
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	451578.
5 Multiply line 4 by line 3	5	83220.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	0.
7 Add lines 5 and 6	7	83220.
8 Enter qualifying distributions from Part XII, line 4	8	121200.

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.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	0.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	0.
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	0.
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	
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	0.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.
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 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6		X
7	X	
8a		
8b	X	
9		X
10		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	X		
14	The books are in care of ► MR. THOMAS WILSON Telephone no ► (847) 572-4392 Located at ► 195 BIRCH ST., WINNETKA, IL ZIP+4 ► 60093			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►		Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/> N/A	1b	
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No N/A	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No N/A	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 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)?  Yes  No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?  Yes  No  
Organizations relying on a current notice regarding disaster assistance check here  N/A

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No

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

**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
THOMAS WILSON 195 BIRCH ST. WINNETKA, IL 60096	PRESIDENT/DIRECTOR 5.00	0.	0.	0.
KATHRYN WILSON 195 BIRCH ST. WINNETKA, IL 60096	DIRECTOR 5.00	0.	0.	0.
C. PAGE O'DONOHUE 195 BIRCH ST. WINNETKA, IL 60096	SECRETARY/TREASURER/DIRECTOR 5.00	0.	0.	0.
CHRISTINE M. WILSON 195 BIRCH ST. WINNETKA, IL 60096	DIRECTOR 5.00	0.	0.	0.

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

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

Total number of other employees paid over \$50,000 0

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

**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

Total number of others receiving over \$50,000 for professional services ▶ 0

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
<b>Total.</b> Add lines 1 through 3 <span style="float: right;">▶</span>	0.

**Part X**

**Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	315891.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	142564.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	
<b>d</b>	Total (add lines 1a, b, and c)	<b>1d</b>	458455.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	458455.
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	6877.
<b>5</b>	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	451578.
<b>6</b>	Minimum investment return. Enter 5% of line 5	<b>6</b>	22579.

**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 )

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	22579.
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5	<b>2a</b>	
<b>b</b>	Income tax for 2013 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	0.
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1	<b>3</b>	22579.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	22579.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	<b>7</b>	22579.

**Part XII**

**Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	<b>1a</b>	121200.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	121200.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	<b>5</b>	0.
<b>6</b>	Adjusted qualifying distributions Subtract line 5 from line 4	<b>6</b>	121200.

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				22579.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009	29868.			
c From 2010	84762.			
d From 2011	117994.			
e From 2012	116921.			
f Total of lines 3a through e	349545.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 121200.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				22579.
e Remaining amount distributed out of corpus	98621.			
5 Excess distributions carryover applied to 2013 (if an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	448166.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	448166.			
10 Analysis of line 9				
a Excess from 2009	29868.			
b Excess from 2010	84762.			
c Excess from 2011	117994.			
d Excess from 2012	116921.			
e Excess from 2013	98621.			

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities					
Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

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

NONE

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

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**  
 Check here  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail 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

ROSEBUD FOUNDATION  
C/O MR. THOMAS WILSON

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**Part XV** Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution * *	Amount
Name and address (home or business)				
<b>a Paid during the year</b>				
ACS 225 N. MICHIGAN AVE. CHICAGO, IL 60601	NONE	501(C)(3)	AS NEEDED	
ADVOCATE GOOD SAMARITAN 3815 HIGHLAND AVE. DOWNERS GROVE, IL 60515	NONE	501(C)(3)	AS NEEDED	
AMERICAN RED CROSS 2200 W. HARRISON CHICAGO, IL 60612	NONE	501(C)(3)	AS NEEDED	
ARMENIAN CHURCH OF LAKE BLUFF 1955 SHORE ACRES LAKE BLUFF, IL 60044	NONE	501(C)(3)	AS NEEDED	
ARTS REFRESHING THE SOUL P.O BOX 2347 PALATINE, IL 60078	NONE	501(C)(3)	AS NEEDED	500.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			<b>121200.</b>
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				<b>0.</b>

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\*\* SEE PURPOSE OF GRANT CONTINUATIONS

Form 990-PF (2013)





**Part XV** Supplementary Information

**3** Grants and Contributions Paid During the Year (Continuation)

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
BLEEDING DISORDER ALLIANCE ILLINOIS 210 S. DESPLAINES ST. CHICAGO, IL 60661	NONE	501(C)(3)	AS NEEDED	
BOYS AND GIRLS CLUB OF LAKE COUNTY 1801 SHERIDAN RD. NORTH CHICAGO, IL 60064	NONE	501(C)(3)	AS NEEDED	
BRUCE SLOVITT MEMORIAL FUND 11855 ARCHER AVE. LEMONT, IL 60439	NONE	501(C)(3)	AS NEEDED	
CAMP NICOLET FOUNDATION P.O. BOX 1359 EAGLE RIVER, WI 54521	NONE	501(C)(3)	AS NEEDED	
CHILDRENS MEMORIAL HOSPITAL 2300 CHILDREN'S PLAZA CHICAGO, IL 60614	NONE	501(C)(3)	AS NEEDED	
CHRISTO REY JESUIT HIGH SCHOOL 1852 W. 22ND ST. CHICAGO, IL 60608	NONE	501(C)(3)	AS NEEDED	35200.
CLEARBROOK 1835 W. CENTRAL ARLINGTON HTS., IL 60005	NONE	501(C)(3)	AS NEEDED	30500.
CLEARBROOK-SHINING STAR BALL 1835 W. CENTRAL RD. ARLINGTON HTS., IL 60005	NONE	501(C)(3)	AS NEEDED	
COMER CHILDRENS HOSPITAL 5721 S. MARYLAND AVE. CHICAGO, IL 60637	NONE	501(C)(3)	AS NEEDED	
CYSTIC FIBROSIS FOUNDATION 150 N. MICHIGAN AVE. CHICAGO, IL 60601	NONE	501(C)(3)	AS NEEDED	
<b>Total from continuation sheets</b>				<b>120700.</b>

**Part XV** Supplementary Information

**3 Grants and Contributions Paid During the Year (Continuation)**

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
FAITH HOPE AND CHARITY CHURCH 191 LINDEN WINNETKA, IL 60093	NONE	501(C)(3)	AS NEEDED	1000.
FAMILY SERVICES OF WINNETKA 992 1/2 GREEN BAY RD. WINNETKA, IL 60093	NONE	501(C)(3)	AS NEEDED	
FCA 8701 LEEDS RD. KANSAS CITY, MO 64129	NONE	501(C)(3)	AS NEEDED	
FCA P.O. BOX 336 WHEATON, IL 60186	NONE	501(C)(3)	AS NEEDED	3000.
FLASHPOINT ACADEMY 28 N. CLARK ST. CHICAGO, IL 60602	NONE	501(C)(3)	AS NEEDED	
GOOD NEWS PARTNERS 1600 JONQUAL TERRACE CHICAGO, IL 60626	NONE	501(C)(3)	AS NEEDED	
GREAT LAKES ADAPTIVE SPORTS 400 E. ILLINOIS RD. LAKE FOREST, IL 60045	NONE	501(C)(3)	AS NEEDED	200.
HEART LINK OPEN 6300 N. RIDGE AVE. CHICAGO, IL 60660	NONE	501(C)(3)	AS NEEDED	
HEMOPHILA FOUNDATION OF ILLINOIS 4820 N. ROCKWELL CHICAGO, IL 60625	NONE	501(C)(3)	AS NEEDED	
HIGHLAND PARK HIGH SCHOOL 433 VINE AVENUE HIGHLAND PARK, IL 60035	NONE	501(C)(3)	AS NEEDED	200.
<b>Total from continuation sheets</b>				<b>200.</b>

**Part XV** Supplementary Information

**3 Grants and Contributions Paid During the Year (Continuation)**

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
ILLINOIS JR.5 GOLF ASSOCIATION 11855 ARCHER AVE., #200 LEMONT, IL 60439	NONE	501(C)(3)	AS NEEDED	
IVY TECH 3800 N. ANTHONY BLVD. FORT WAYNE, IN 46805	NONE	501(C)(3)	AS NEEDED	
LEUKEMIA & LYMPHONA SOCIETY 651 W. WASHINGTON CHICAGO, IL 60661	NONE	501(C)(3)	AS NEEDED	
LITTLE CITY FOUNDATION 700 N. SACRAMENTO BLVD. CHICAGO, IL 60612	NONE	501(C)(3)	AS NEEDED	
LOYOLA UNIVERSITY CHICAGO 820 N. MICHIGAN AVE. CHICAGO, IL 60061	NONE	501(C)(3)	AS NEEDED	6000.
MIAMI UNIVERSITY DOLIBOIS EUROPEACE 531 E. SPRING ST. OXFORD, OH 45056	NONE	501(C)(3)	AS NEEDED	
MIDWEST CARE CENTER 2050 CLAIRE CO. GLENVIEW, IL 60025	NONE	501(C)(3)	AS NEEDED	
MISERICORDIA 6300 N. RIDGE AVE. CHICAGO, IL 60660	NONE	501(C)(3)	AS NEEDED	5600.
MORAIN VALLEY COLLEGE 9000 W. COLLEGE PKWY. PALOS HILLS, IL 60465	NONE	501(C)(3)	AS NEEDED	
NADIA'S ANGEL 1835 N. CENTRAL ARLINGTON HTS., IL 60005	NONE	501(C)(3)	AS NEEDED	
<b>Total from continuation sheets</b>				

**Part XV Supplementary Information**

**3 Grants and Contributions Paid During the Year (Continuation)**

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
NEW HOPE BAPTIST CHURCH 11021 S. ASHLAND CHICAGO, IL 60643	NONE	501(C)(3)	AS NEEDED	1000.
NIU FOUNDATION NORTHERN ILLINOIS UNIVERSITY DEKALB, IL 60115	NONE	501(C)(3)	AS NEEDED	15000.
NORRIDGE CARES VILLAGE HALL NORRIDGE, IL 60706	NONE	501(C)(3)	AS NEEDED	
NORTHSHORE UNITED WAY 5010 OAKTON ST. SKOKIE, IL 60077	NONE	501(C)(3)	AS NEEDED	
NORTHWESTERN UNIVERSITY 633 CLARK ST. EVANSTON, IL 60208	NONE	501(C)(3)	AS NEEDED	
PACTT FOUNDATION P.O. BOX 492 OAK PARK, IL 60603	NONE	501(C)(3)	AS NEEDED	
PEER SERVICE - UNIVERSITY OF CHICAGO 1427 E. 60TH ST. CHICAGO, IL 60637	NONE	501(C)(3)	AS NEEDED	
PHILANDER SMITH COLLEGE 900 W. DAISY LITTLE ROCK, AR 72202	NONE	501(C)(3)	AS NEEDED	
PLYMOUTH CONG. CHURCH 2001 E. GRAND LANSING, MI 48912	NONE	501(C)(3)	AS NEEDED	
PURDUE UNIVERSITY 2101 E. COLISEUM BLVD. FORT WAYNE, IN 46805	NONE	501(C)(3)	AS NEEDED	
<b>Total from continuation sheets</b>				

**Part XV Supplementary Information**

**3 Grants and Contributions Paid During the Year (Continuation)**

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
RAVINIA FESTIVAL 418 SHERIDAN RD. HIGHLAND PARL, IL 60035	NONE	501(C)(3)	AS NEEDED	3500.
ROSELAND LEARNING CENTER 10526 S. HALSTED ST. CHICAGO, IL 60628	NONE	501(C)(3)	AS NEEDED	13000.
RUSH UNIVERSITY MEDICAL CENTER 1700 W. VAN BUREN ST. CHICAGO, IL 60612	NONE	501(C)(3)	AS NEEDED	
SHEDD AQUARIUM 1200 S. LAKE SHORE DR. CHICAGO, IL 60605	NONE	501(C)(3)	AS NEEDED	
ST. HELINA COOP NURSERY P.O. BOX 493 RUTHERFORS, CA 94573	NONE	501(C)(3)	AS NEEDED	
THE CHILDRENS FIRST FUND 2300 CHILDREN'S PLAZA CHICAGO, IL 60614	NONE	501(C)(3)	AS NEEDED	1000.
THE CLEARING P.O. BOX 65 ELLISON BAY, WI 54210	NONE	501(C)(3)	AS NEEDED	
THE EARL FIELD MEMORIAL FUND 9815 W. LAWRENCE AVE. SCHILLER PARK, IL 60176	NONE	501(C)(3)	AS NEEDED	1500.
THE HAVEN 560 GREEN BAY RD. WINNETKA, IL 60093	NONE	501(C)(3)	AS NEEDED	
THE HAVEN THE HAVEN WINNETKA, IL 60093	NONE	501(C)(3)	AS NEEDED	
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information

**3 Grants and Contributions Paid During the Year (Continuation)**

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
THE LISKER MUSIC FOUNDATION 3109 PHEASANT CREEK NORTHBROOK, IL 60062	NONE	501(C)(3)	AS NEEDED	500.
THE NAVY SEALS FOUNDATION 1619 D ST. VIRGINIA BEACH, VA 23459	NONE	501(C)(3)	AS NEEDED	
THE NICOLET FOUNDATION P.O. BOX 1359 EAGLE RIVER, WI 54521	NONE	501(C)(3)	AS NEEDED	
U.S. SPORTS CAMPS FOUNDATION 750 LINDARO ST. SAN RAFAEL, CA 94901	NONE	501(C)(3)	AS NEEDED	
WE GROW DREAMS 1055 W. WASHINGTON ST. WEST CHICAGO, IL 60015	NONE	501(C)(3)	AS NEEDED	1500.
YMCA EVANSTON NORTSHORE 1215 CHURCH ST. EVANSTON, IL 60201	NONE	501(C)(3)	AS NEEDED	2000.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - GREAT LAKES ADAPTIVE SPORTS

AS NEEDED

AS NEEDED

AS NEEDED

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
WELLS FARGO ADVISORS	10.	10.	
TOTAL TO PART I, LINE 3	10.	10.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
WELLS FARGO ADVISORS	3128.	898.	2230.	2230.	
TO PART I, LINE 4	3128.	898.	2230.	2230.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX RETURN PREPARATION	1000.	1500.		0.
TO FORM 990-PF, PG 1, LN 16B	1000.	1500.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER	2088.	1000.		0.
TO FORM 990-PF, PG 1, LN 23	2088.	1000.		0.

