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Form **990-PF****Return of Private Foundation**

OMB No 1545-0052

2013Department 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

Open to Public Inspection

For calendar year 2013 or tax year beginning

, 2013, and ending

, 20

Name of foundation **THE ROSE FAMILY FDN DTD 12/23/2010 MATTHEW K ROSE P20114008**

A Employer identification number

61-6408392

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

Room/suite

B Telephone number (see instructions)

10 S DEARBORN IL1-0117**866-888-5157**

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

CHICAGO, IL 60603

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) ▶ \$ **11,646,333.**J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify) _____

(Part I, column (d) must be on cash basis.)

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	189,875.	189,875.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	292,980.			
b Gross sales price for all assets on line 6a	3,076,788.			
7 Capital gain net income (from Part IV, line 2)		292,980.		
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)	24,661.			STMT 1
12 Total. Add lines 1 through 11	507,516.	482,855.		
13 Compensation of officers, directors, trustees, etc.	102,868.	59,151.		43,717.
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions) STMT 2	12,661.	1,761.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule)				
24 Total operating and administrative expenses. Add lines 13 through 23	115,529.	60,912.	NONE	43,717.
25 Contributions, gifts, grants paid	525,000.			525,000.
26 Total expenses and disbursements. Add lines 24 and 25	640,529.	60,912.	NONE	568,717.
27 Subtract line 26 from line 12.				
a Excess of revenue over expenses and disbursements	-133,013.			
b Net investment income (if negative, enter -0-)		421,943.		
c Adjusted net income (if negative, enter -0-)				

JSA For Paperwork Reduction Act Notice, see instructions.

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ENVELOPE
POSTMARK DATE OCT 1 1 2014

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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	15,279.			
	2	Savings and temporary cash investments	906,270.	536,229.	536,229.	
	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 ▶	NONE			
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule) .				
	b	Investments - corporate stock (attach schedule)	4,190,429.	4,131,558.	5,090,483.	
	c	Investments - corporate bonds (attach schedule)	2,907,070.	2,836,070.	2,788,303.	
	Liabilities	11	Investments - land, buildings, and equipment basis			
		Less accumulated depreciation (attach schedule) ▶				
12		Investments - mortgage loans				
13		Investments - other (attach schedule)	2,653,266.	3,045,354.	3,231,318.	
14		Land, buildings, and equipment basis				
		Less accumulated depreciation (attach schedule) ▶				
15		Other assets (describe ▶)				
16		Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	10,672,314.	10,549,211.	11,646,333.	
17		Accounts payable and accrued expenses				
18		Grants payable				
Net Assets or Fund Balances	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons .				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)		NONE			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <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, . . . ▶ <input checked="" type="checkbox"/> check here and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds	10,672,314.	10,549,211.		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds . .				
30	Total net assets or fund balances (see instructions)	10,672,314.	10,549,211.			
31	Total liabilities and net assets/fund balances (see instructions)	10,672,314.	10,549,211.			

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	10,672,314.
2	Enter amount from Part I, line 27a	2	-133,013.
3	Other increases not included in line 2 (itemize) ▶ COST BASIS ADJUSTMENT	3	9,910.
4	Add lines 1, 2, and 3	4	10,549,211.
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	10,549,211.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 3,076,788.		2,783,810.	292,978.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0- or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			292,978.		
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	292,978.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3		

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	462,211.	10,812,937.	0.042746
2011	32,033.	9,825,893.	0.003260
2010	NONE	9,875,402.	NONE
2009			
2008			
2 Total of line 1, column (d)			2 0.046006
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 0.015335
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 11,371,385.
5 Multiply line 4 by line 3			5 174,380.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 4,219.
7 Add lines 5 and 6			7 178,599.
8 Enter qualifying distributions from Part XII, line 4 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.			8 568,717.

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)		1	4,219.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	4,219.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	4,219.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	24,288.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	24,288.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" 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		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	20,069.	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax <input checked="" type="checkbox"/> 4,220. Refunded <input type="checkbox"/>	11	15,849.	

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?		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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation. <input checked="" type="checkbox"/> \$ _____ (2) On foundation managers. <input checked="" type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ _____		
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		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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?	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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> TX		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation.	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.		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶ N/A				
14	The books are in care of ▶ J P MORGAN CHASE BANK, NA	Telephone no. ▶ (866) 888-5157		
	Located at ▶ 10 S DEARBORN, MC: IL1-0117, CHICAGO, IL	ZIP+4 ▶ 60603		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ <input type="checkbox"/>			
	and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
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	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			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.

<p>1a During the year did the foundation (either directly or indirectly):</p> <p>(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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</p> <p>(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>(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</p> <p>(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</p>			
<p>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)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/></p>		1b	X
<p>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? <input type="checkbox"/></p>		1c	X
<p>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))</p>			
<p>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</p> <p>If "Yes," list the years <input type="checkbox"/></p>			
<p>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"/></p>		2b	
<p>c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <input type="checkbox"/></p>			
<p>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</p>			
<p>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"/></p>		3b	
<p>4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/></p>		4a	X
<p>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? <input type="checkbox"/></p>		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)?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? ☐ 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?**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
JP MORGAN CHASE BANK, NA 10 S. DEARBORN ST, MC: IL1-0117, CHICAGO, IL 60603	TRUSTEE 2	78,868.	-0-	-0-
PHILLIP ROSE 1110 POST OAK PLACE, WESTLAKE, TX 76262	COMMITTEE MEMBER 2	12,000.	-0-	-0-
MACKENZIE ROSE 1110 POST OAK PLACE, WESTLAKE, TX 76262	COMMITTEE MEMBER 2	12,000	-0-	-0-

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

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

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

NONE

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

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

Total number of others receiving over \$50,000 for professional services **NONE**

Part IX-A Summary of Direct Charitable Activities

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

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

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

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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	10,961,290.
b	Average of monthly cash balances	1b	583,263.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	11,544,553.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	11,544,553.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	173,168.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	11,371,385.
6	Minimum investment return. Enter 5% of line 5	6	568,569.

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	568,569.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	4,219.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	4,219.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	564,350.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	564,350.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	564,350.

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	568,717.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	568,717.
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	4,219.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	564,498.

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				564,350.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			451,995.	
b Total for prior years 20 <u>11</u> , 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2013				
a From 2008	NONE			
b From 2009	NONE			
c From 2010	NONE			
d From 2011	NONE			
e From 2012	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>568,717.</u>				
a Applied to 2012, but not more than line 2a . . .			451,995.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2013 distributable amount				116,722.
e Remaining amount distributed out of corpus . .	NONE			
5 Excess distributions carryover applied to 2013 . (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 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				447,628.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . .	NONE			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . .	NONE			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2009 . . .	NONE			
b Excess from 2010 . . .	NONE			
c Excess from 2011 . . .	NONE			
d Excess from 2012 . . .	NONE			
e Excess from 2013 . . .	NONE			

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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

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

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				
WOMENS CENTER OF TARRANT COUNTY, INC 1723 HEMPHILL FORT WORTH TX 76110	NONE	PUBLIC	PROGRAM SUPPORT	10,000.
CORNERSTONE ASSISTANCE NETWORK INC 3500 NOBLE AVENUE FORT WORTH TX 76111	NONE	PUBLIC	PROGRAM SUPPPORT	10,000.
GALAXY COUNSELING CENTER 1025 S JUPITER RD GARLAND TX 75042	NONE	PUBLIC	PROGRAM SUPPORT	15,000.
CENTRAL DALLAS MINISTRIES 409 N HASKELL AVE DALLAS TX 75246	NONE	PUBLIC	PROGRAM SUPPORT	10,000.
ALL CHURCH HOME FOR CHILDREN 1424 SUMMIT AVE FORT WORTH TX 76102	NONE	PUBLIC	PROGRAM SUPPORT	10,000.
LENA POPE HOME INC 3131 SANGUINET ST FORT WORTH TX 76107	NONE	PUBLIC	PROGRAM SUPPORT	30,000.
PROJECTHANDUP 1110 POST OAK PLACE WESTLAKE TX 76262	NONE	PUBLIC	PROGRAM SUPPORT	405,000.
PRESBYTERIAN NIGHT SHELTER OF TARRANT COUNTY 2400 CYPRESS STREET FORT WORTH TX 76102	NONE	PUBLIC	PROGRAM SUPPORT	20,000.
FAMILY LEGACY MISSIONS INT'L 5005 W ROYAL LN #252 IRVING TX 75063	NONE	PUBLIC	PROGRAM SUPPORT	15,000.
Total			3a	525,000.
b Approved for future payment				
Total			3b	

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	
		14	189,875.	
		18	292,980.	
		14	24,314.	
		14	347.	
			507,516.	

13

507,516

(See worksheet in line 13 instructions to verify calculations.)

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

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

NOT APPLICABLE

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

- | | | | | |
|----------|--|--------------|------------|-----------|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | Yes | No |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | | |
| (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. | | | |

[illegible]

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

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

**Sign
Here**

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


Signature of officer or trustee

10/03/2014
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

CAROLYN J. SECHSEL

Preparer's signature _____

Preparer's signature Carolyn J. Seckel
LLP
STATE

Date

10/03/2014

Check <input type="checkbox"/>	it
self-employed	

PTIN

P01256399

Firm's name ► DELOITTE TAX LLP

Firm's address ► 127 PUBLIC SQUARE
CLEVELAND, OH

44114

Firm's EIN ▶ 86-1065772

Phone no 216-589-1300

FORM 990PF, PART I - OTHER INCOME

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
-----	-----
FEDERAL TAX REFUND	24,314.
DEFERRED REVENUE	347.

TOTALS	24,661.
	=====

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
EXCISE TAX PAID	10,900.	
FOREIGN TAX WITHHELD	1,761.	1,761.
	-----	-----
TOTALS	12,661.	1,761.
	=====	=====

**SCHEDULE D
(Form 1041)**Department of the Treasury
Internal Revenue Service**Capital Gains and Losses**

▶ Attach to Form 1041, Form 5227, or Form 990-T.

▶ Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.

▶ Information about Schedule D and its separate instructions is at www.irs.gov/form1041

OMB No. 1545-0092

2013

Name of estate or trust

THE ROSE FAMILY FDN DTD 12/23/2010 MATTHEW K

Employer identification number

61-6408392

Note: Form 5227 filers need to complete *only* Parts I and II.**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

See instructions for how to figure the amounts to enter on the lines below.

This form may be easier to complete if you round off cents to whole dollars.

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
1b Totals for all transactions reported on Form(s) 8949 with Box A checked				
2 Totals for all transactions reported on Form(s) 8949 with Box B checked				
3 Totals for all transactions reported on Form(s) 8949 with Box C checked	1,025,108.	957,550.		67,558.
4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824				4
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts				5
6 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet				6 ()
7 Net short-term capital gain or (loss). Combine lines 1a through 6 in column (h). Enter here and on line 17, column (3) on the back ▶				7 67,558.

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

See instructions for how to figure the amounts to enter on the lines below.

This form may be easier to complete if you round off cents to whole dollars.

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8b Totals for all transactions reported on Form(s) 8949 with Box D checked				
9 Totals for all transactions reported on Form(s) 8949 with Box E checked				
10 Totals for all transactions reported on Form(s) 8949 with Box F checked	1,950,666.	1,826,260.		124,406.
11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824				11
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts				12
13 Capital gain distributions				13 101,014.
14 Gain from Form 4797, Part I				14
15 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet				15 ()
16 Net long-term capital gain or (loss). Combine lines 8a through 15 in column (h). Enter here and on line 18a, column (3) on the back ▶				16 225,420.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2013

JSA
3F1210 1 000

DKH702 501G 10/03/2014 13:30:12

P20114008

21 -

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

	(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
17 Net short-term gain or (loss)	17		67,558.
18 Net long-term gain or (loss):			
a Total for year	18a		225,420.
b Unrecaptured section 1250 gain (see line 18 of the wrksh.)	18b		
c 28% rate gain	18c		136.
19 Total net gain or (loss). Combine lines 17 and 18a. ▶	19		292,978.

Note: If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 18a and 19, column (2), are net gains, go to Part V, and do not complete Part IV. If line 19, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

20 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:

a The loss on line 19, column (3) or **b** \$3,000 **20** ()

Note: If the loss on line 19, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 18a and 19 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

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

- Either line 18b, col. (2) or line 18c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part **only** if both lines 18a and 19 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 18b, col. (2) or line 18c, col. (2) is more than zero.

21 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34). . .	21		
22 Enter the smaller of line 18a or 19 in column (2) but not less than zero.	22		
23 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . .	23		
24 Add lines 22 and 23	24		
25 If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- . . . ▶	25		
26 Subtract line 25 from line 24. If zero or less, enter -0-	26		
27 Subtract line 26 from line 21. If zero or less, enter -0-	27		
28 Enter the smaller of the amount on line 21 or \$2,450	28		
29 Enter the smaller of the amount on line 27 or line 28	29		
30 Subtract line 29 from line 28. If zero or less, enter -0-. This amount is taxed at 0% ▶		30	
31 Enter the smaller of line 21 or line 26	31		
32 Subtract line 30 from line 26.	32		
33 Enter the smaller of line 21 or \$11,950	33		
34 Add lines 27 and 30	34		
35 Subtract line 34 from line 33. If zero or less, enter -0-	35		
36 Enter the smaller of line 32 or line 35	36		
37 Multiply line 36 by 15%. ▶		37	
38 Enter the amount from line 31	38		
39 Add lines 30 and 36	39		
40 Subtract line 39 from line 38. If zero or less, enter -0-	40		
41 Multiply line 40 by 20% ▶		41	
42 Figure the tax on the amount on line 27. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	42		
43 Add lines 37, 41, and 42	43		
44 Figure the tax on the amount on line 21. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	44		
45 Tax on all taxable income. Enter the smaller of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) ▶		45	

Schedule D (Form 1041) 2013

Sales and Other Dispositions of Capital Assets

► Information about Form 8949 and its separate instructions is at www.irs.gov/form8949.

► File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

OMB No. 1545-0074

2013

Attachment
Sequence No **12A**

Name(s) shown on return

THE ROSE FAMILY FDN DTD 12/23/2010 MATTHEW K

Social security number or taxpayer identification number

61-6408392

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part I **Short-Term.** Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box A, B, or C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- | | |
|-------------------------------------|--|
| <input type="checkbox"/> | (A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above) |
| <input type="checkbox"/> | (B) Short-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS |
| <input checked="" type="checkbox"/> | (C) Short-term transactions not reported to you on Form 1099-B |

1	(a) Description of property (Example 100 sh XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f). See the separate instructions		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	9578.544 CAPITAL PRIVATE C	09/13/2012	02/06/2013	100,000.00	94,636.00			5,364.00
	2000. ISHARES MISC EAFE I	11/12/2012	02/06/2013	117,053.00	105,646.00			11,407.00
	7092.199 JPM TAX AWARE EQU	08/09/2012	02/06/2013	150,000.00	136,667.00			13,333.00
	10583.205 NEUBERGER BERMAN	07/16/2012	04/15/2013	132,184.00	109,325.00			22,859.00
	19083.969 VANGUARD FXD INC TM CORP*	12/12/2012	08/14/2013	186,450.00	200,000.00			-13,550.00
	1361. SPDR TR UNIT SER 1	06/26/2013	10/25/2013	239,421.00	218,136.00			21,285.00
	6293.266 DELAWARE EMERGING FUND	02/06/2013	11/07/2013	100,000.00	93,140.00			6,860.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked) ▶				1,025,108.	957,550.			67,558.

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

For Paperwork Reduction Act Notice, see your tax return instructions.

Form **8949** (2013)

Name(s) shown on return (Name and SSN or taxpayer identification no. not required if shown on other side)

Social security number or taxpayer identification number

THE ROSE FAMILY FDN DTD 12/23/2010 MATTHEW K

61-6408392

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part II **Long-Term.** Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box D, E, or F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

☐ (D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

☐ (E) Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

☒ (F) Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f). See the separate instructions		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	9228.401 HIGHBRIDGE DYNAMI COMMODITIES	01/27/2011	02/20/2013	129,013.00	175,616.00			-46,603.00
	12249.443 RIDGEWORTH SEIX INCOME FD I*	02/08/2011	07/08/2013	110,000.00	111,102.00			-1,102.00
	110000. CS BREN EAFE 8/7/1	07/20/2012	08/07/2013	132,550.00	108,900.00			23,650.00
	200000. UBS CONT BUFF EQ S	08/17/2012	09/05/2013	230,000.00	198,000.00			32,000.00
	12416.222 DREYFUS/LAUREL F	01/27/2011	09/10/2013	170,351.00	180,284.00			-9,933.00
	110000. HSBC BREN EAFE 0	08/24/2012	09/11/2013	130,790.00	108,900.00			21,890.00
	115000. BNP GOLD CBEN 09/1	09/07/2012	09/18/2013	87,747.00	113,850.00			-26,103.00
	65000. BARC 93% PPN BRIC B 9/19/13	09/16/2011	09/19/2013	60,450.00	66,791.00			-6,341.00
	115000. HSBC BREN EAFE 1	10/05/2012	10/23/2013	135,585.00	113,850.00			21,735.00
	125000. UBS CONT BUFF EQ S	10/05/2012	10/23/2013	143,750.00	123,750.00			20,000.00
	120000. SG BRENT CBEN 11/0	10/19/2012	11/01/2013	133,680.00	118,800.00			14,880.00
	5028.422 JPM MID CAP CORE	12/13/2011	11/07/2013	115,000.00	78,846.00			36,154.00
	4398.625 JPMORGAN LARGE CA FUND	07/16/2012	11/07/2013	128,000.00	102,004.00			25,996.00
	12165.45 JPMORGAN HIGH YIE	VAR	11/07/2013	100,000.00	101,817.00			-1,817.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶								

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

Form **8949** (2013)

Name(s) shown on return (Name and SSN or taxpayer identification no. not required if shown on other side)

Social security number or taxpayer identification number

THE ROSE FAMILY FDN DTD 12/23/2010 MATTHEW K

61-6408392

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part II **Long-Term.** Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You **must** check **Box D, E, or F** below. Check **only one box**. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

☐ (D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

☐ (E) Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

☒ (F) Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see <i>Column (e)</i> in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	125000. SG CONT BUFF EQ SP	11/02/2012	11/20/2013	143,750.00	123,750.00			20,000.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶				1,950,666.	1,826,260.			124,406.

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.



THE ROSE FAMILY FDN DTD 12/23/2010 ACCT P20114008
For the Period 12/1/13 to 12/31/13

Account Summary

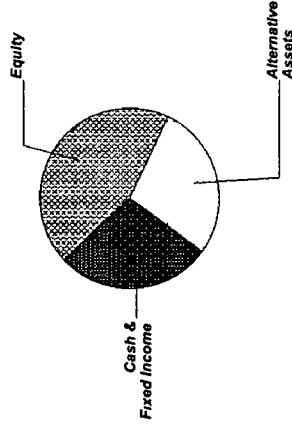
PRINCIPAL

Asset Allocation	Beginning Market Value	Ending Market Value	Change In Value	Estimated Annual Income	Current Allocation
Equity	5,104,998.47	5,090,482.88	(14,515.59)	52,105.99	44%
Alternative Assets	3,253,203.16	3,231,318.24	(21,884.92)	4,853.96	28%
Cash & Fixed Income	3,637,933.14	3,247,705.34	(390,227.80)	82,954.70	28%
Market Value	\$11,996,134.77	\$11,569,506.46	(\$426,628.31)	\$139,914.65	100%

INCOME

Cash Position	Beginning Market Value	Ending Market Value	Change In Value
Cash Balance	53,752.88	76,826.82	23,073.94
Accruals	3,023.01	4,293.82	1,270.81
Market Value	\$56,775.89	\$81,120.64	\$24,344.75

Asset Allocation



INCOME

	Current Period Value	Year-to-Date Value
	53,752.88	15,278.58
	450,651.50	474,965.50
	(510,135.12)	(599,334.27)
	(\$59,483.62)	(\$124,368.77)
	82,557.56	185,917.01
	\$76,826.82	\$76,826.82
	4,293.82	4,293.82
	\$81,120.64	\$81,120.64

PRINCIPAL

Portfolio Activity	Current Period Value	Year-to-Date Value
Beginning Market Value	11,996,134.77	10,921,354.36
Additions		
Withdrawals & Fees	(453,786.62)	(490,085.71)
Net Additions/Withdrawals	(\$453,786.62)	(\$490,085.71)
Income	137.83	2,543.70
Change In Investment Value	27,020.48	1,135,694.11
Ending Market Value	\$11,569,506.46	\$11,569,506.46
Accruals	--	--
Market Value with Accruals	--	--

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THE ROSE FAMILY FDN DTD 12/23/2010 ACCT P20114008
For the Period 12/1/13 to 12/31/13

Account Summary CONTINUED

Tax Summary	Current Period Value	Year-to-Date Value
Domestic Dividends/Distributions	82,535 65	185,728 58
Interest Income	21 91	188 43
Original Issue Discount	137 83	2,543 70
Taxable Income	\$82,695.39	\$188,460.71

	Current Period Value	Year-to-Date Value
LT Capital Gain Distributions	85,781 61	101,014 61
ST Realized Gain/Loss		67,559 38
LT Realized Gain/Loss		124,406 03
Realized Gain/Loss	\$85,781.61	\$292,980.02

	To-Date Value
Unrealized Gain/Loss	\$859,949.88

Cost Summary	Cost
Equity	4,131,558 25
Cash & Fixed Income	3,295,472 23
Total	\$7,427,030.48

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THE ROSE FAMILY FDN DTD 12/23/2010 ACCT P20114008
For the Period 12/1/13 to 12/31/13

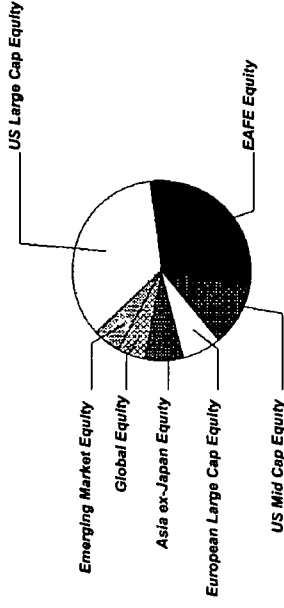
Equity Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
US Large Cap Equity	1,799,101 07	1,809,771 29	10,670 22	16%
US Mid Cap Equity	620,793 11	578,740 95	(42,052 16)	5%
EAFE Equity	1,431,157 97	1,447,849 33	16,691 36	13%
European Large Cap Equity	375,102 29	382,060 10	6,957 81	3%
Asia ex-Japan Equity	383,719 21	376,884 98	(6,834 23)	3%
Emerging Market Equity	239,682 77	238,293 45	(1,389 32)	2%
Global Equity	255,442 05	256,882 78	1,440 73	2%
Total Value	\$5,104,998.47	\$5,090,482.88	(\$14,515.59)	44%

Market Value/Cost

	Current Period Value
Market Value	5,090,482 88
Tax Cost	4,131,558 25
Unrealized Gain/Loss	958,924 63
Estimated Annual Income	52,105 99
Yield	1 02 %

Asset Categories



Equity as a percentage of your portfolio - 44 %

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THE ROSE FAMILY FDN DTD 12/23/2010 ACCT P20114008
For the Period 12/1/13 to 12/31/13

Equity Detail

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div	Yield
US Large Cap Equity							
BARC REN SPX 09/04/14	109.43	125,000.000	136,787.50	123,750.00	13,037.50		
2 XLEV- 7.85%CAP- 15.70% MAXPYMT INITIAL LEVEL-08/16/13 SPX 1655.83 06741T-D4-6							
BBH CORE SELECT FUND-N	21.40	18,349.798	392,685.68	314,636.53	78,049.15		
05528X-60-4 BBTE X							
JOHN HANCOCK III-DISCPLN V-I	17.99	16,497.840	296,796.14	218,235.69	78,560.45		
47803U-64-0 JVLIX							
JPM LARGE CAP GROWTH FD - SEL	31.78	5,014.168	159,350.26	116,231.57	43,118.69		
FUND 3118 4812C0-53-0 SEEG X							
JPM TAX AWARE EQUITY FD - INSTL	26.53	15,839.761	420,228.86	305,829.49	114,399.37	4,260.89	1.01%
FUND 1236 4812A1-65-4 JPDE X							
PRIMECAP ODYSSEY STOCK FUND	21.16	10,840.775	229,390.80	164,636.53	64,754.27	2,623.46	1.14%
74160Q-30-1 POSK X							
SPDR S&P 500 ETF TRUST	184.69	945.000	174,532.05	131,844.89	42,687.16	3,166.69	1.81%
78462F-10-3 SPY							
Total US Large Cap Equity			\$1,809,771.29	\$1,375,164.70	\$434,606.59	\$10,051.04	0.55%

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THE ROSE FAMILY FDN DTD 12/23/2010 ACCT P20114008
For the Period 12/1/13 to 12/31/13

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc. Accrued Div	Yield
US Mid Cap Equity							
JPM MID CAP CORE FD - SEL FUND 2426 48121L-75-9 JMRS X	21 64	7,407 802	160,304 84	116,154 34	44,150 50	392 61	0 24 %
JPM MKT EXP ENH INDEX FD - SEL FUND 3708 4812C1-63-7 PGMI X	13.13	31,868 706	418,436 11	328,859.73	89,576.38	3,824 24	0 91 %
Total US Mid Cap Equity			\$578,740.95	\$445,014.07	\$133,726.88	\$4,216.85	0.72 %
EAFE Equity							
ARTISAN INTL VALUE FUND-INV 04314H-88-1 ARTK X	36 77	7,496 409	275,642 96	206,526.06	69,116 90	6,919 18	2 51 %
CAPITAL PRIVATE CLIENT SVCS CAP NON US EQT 14042Y-60-1 CNUS X	11 93	12,793 889	152,631 10	114,275 16	38,355.94	1,151 45	0 75 %
CS LEV CONT BUFF EQ MXEA 9/4/14 90% CONTIN BARRIER- 8%CAP 2X LEV - 16 % MAXPYMT INITIAL LEVEL-08/16/13 MXEA 1765 470 22547Q-7K-6	107.34	125,000 000	134,168 75	123,750 00	10,418 75		
ISHARES MSCI EAFE INDEX FUND 464287-46-5 EFA	67 10	6,663 000	447,053 99	400,415 38	46,638 61	11,347 08	2 54 %
SG REN MXEA 06/25/14 2 XLEV- 11 05%CAP- 22 1%MAXPYMT INITIAL LEVEL-06/07/13 MXEA 1682 78 78423E-HE-7	112 90	120,000 000	135,480 00	118,800 00	16,680 00		

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THE ROSE FAMILY FDN DTD 12/23/2010 ACCT P20114008
For the Period 12/1/13 to 12/31/13

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div	Yield
EAFE Equity							
T ROWE PRICE OVERSEAS STOCK 77956H-75-7 TROS X	10 15	29,839 658	302,872 53	242,693 18	60,179.35	5,669 53	1 87 %
Total EAFE Equity			\$1,447,849.33	\$1,206,459.78	\$241,389.55	\$25,087.24	1.73 %
European Large Cap Equity							
DB MARKET PLUS SX5E 03/19/14 80% CONTIN BARRIER- 7 6%CPN .UNCAPPED INITIAL LEVEL-09/14/12 SX5E 2594.56 2515A1-LR-0	120 09	115,000 000	138,098 90	113,562 50	24,536.40		
VANGUARD FTSE EUROPE ETF 922042-87-4 VGK	58 80	4,149 000	243,961 20	238,199 90	5,761 30	6,758 72	2 77 %
Total European Large Cap Equity			\$382,060.10	\$351,762.40	\$30,297.70	\$6,758.72	1.77 %
Asia ex-Japan Equity							
COLUMBIA ASIA PAX X-JPN-R5 19763P-57-2 TAPR X	13 51	9,210 994	124,440 53	110,624 04	13,816 49	1,611 92	1 30 %
MATTHEWS PACIFIC TIGER FD-IS 577130-83-4 MIPT X	24 97	10,109.910	252,444 45	203,613 59	48,830 86		
Total Asia ex-Japan Equity			\$376,884.98	\$314,237.63	\$62,647.35	\$1,611.92	0.43 %

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THE ROSE FAMILY FDN DTD 12/23/2010 ACCT P20114008
For the Period 12/1/13 to 12/31/13

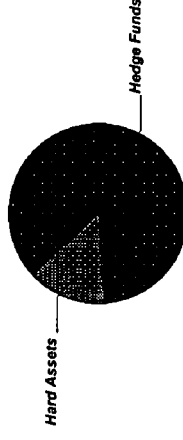
	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc. Accrued Div.	Yield
Emerging Market Equity							
DELAWARE EMERGING MARKETS-I 245914-81-7 DEMI X	16 27	7,220 248	117,473 43	106,859 67	10,613 76	1,111 91	0 95 %
JPM CHINA REGION FD - SEL FUND 3810 4812A3-52-8 JCHS X	21 24	5,688 325	120,820 02	112,060 00	8,760 02	602 96	0 50 %
Total Emerging Market Equity			\$238,293.45	\$218,919.67	\$19,373.78	\$1,714.87	0.72 %
Global Equity							
JPM GLOBAL RES ENH INDEX FD - SEL FUND 3457 46637K-51-3 JEIT X	17 83	14,407 335	256,882 78	220,000 00	36,882 78	2,665 35	1 04 %



THE ROSE FAMILY FDN DTD 12/23/2010 ACCT P20114008
For the Period 12/1/13 to 12/31/13

Alternative Assets Summary

Asset Categories					Asset Categories	
Asset Categories	Beginning Estimated Value	Ending Estimated Value	Change In Value	Current Allocation		
Hedge Funds	2,779,450 27	2,750,407 14	(29,043 13)	24%		
Hard Assets	473,752 89	480,911 10	7,158 21	4%		
Total Value	\$3,253,203.16	\$3,231,318.24	(\$21,884.92)	28%		



Alternative Assets as a percentage of your portfolio - 28 %

Alternative Assets Detail

Hedge Funds					Price	Quantity	Estimated Value	Cost
BLACKSTONE PARTNERS OFFSHORE FUND					1,319 37	666 000	878,700 42	775,000 00
LTD CLASS H2 - NEW ISSUES					11/29/13			
INELIGIBLE NON-SELF DEALING								
FIDUCIARY INVESTORS - LEAD SERIES								
N/O Client								
092911-96-5								

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THE ROSE FAMILY FDN DTD 12/23/2010 ACCT. P20114008
For the Period 12/1/13 to 12/31/13

	Price	Quantity	Estimated Value	Cost
Hedge Funds				
INV BALANCED-RISK ALLOC-Y 00141V-69-7 ABRY X	11 89	41,131.232	489,050 35	525,000 00
JPM ACCESS MULTI-STRATEGY FUND II RIC ENDOWMENTS & FOUNDATIONS & OTHER - AUTOMATIC REINVESTMENT N/O Client HFGAPB-WF-1	17 10 11/29/13	18,344 323	313,701 28	284,910 81
OCH-ZIFF OZOFII PRIVATE INVESTORS OFFSHORE LTD CLASS G PRIME - NEW ISSUES INELIGIBLE NON-SELF DEALING FIDUCIARY INVESTORS N/O Client 986903-92-0	161.10 11/29/13	3,753 385	604,681 40	500,000 00
PIMCO UNCONSTRAINED BOND-P 72201M-45-3 PUCP X	11 09	41,864 174	464,273 69	475,000 00
Total Hedge Funds			\$2,750,407.14	\$2,559,910.81

	Price	Quantity	Estimated Value	Cost	Est Annual Income Accrued Income
Hard Assets					
PIMCO COMMODITY/PL STRAT-P 72201P-16-7 PCLP X	10 67	39,334 499	419,699 10	426,043 00	1,337 37

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THE ROSE FAMILY FDN DTD 12/23/2010 ACCT P20114008
For the Period 12/1/13 to 12/31/13

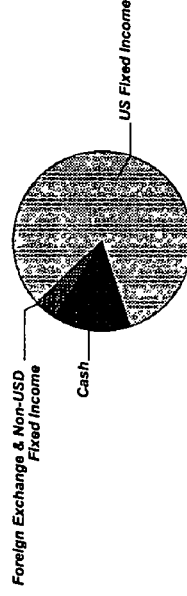
	Price	Quantity	Estimated Value	Cost	Est Annual Income Accrued Income
Hard Assets					
SG CONT BUFF EQ BRENT 08/12/14 LNKD TO CO1 80% BARRIER- 4 6%CPN 15 00%CAP INITIAL LEVEL-08/01/13 CO1 109 43 78423E-HT-4	102 02	60,000 000	61,212.00	59,400 00	
Total Hard Assets			\$480,911.10	\$485,443.00	\$1,337.37



THE ROSE FAMILY FDN DTD 12/23/2010 ACCT. P20114008
For the Period 12/1/13 to 12/31/13

Cash & Fixed Income Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
Cash	827,407 62	459,402 61	(368,005 01)	4%
US Fixed Income	2,724,881 52	2,702,703 73	(22,177 79)	23%
Foreign Exchange & Non-USD Fixed Income	85,644 00	85,599 00	(45 00)	1%
Total Value	\$3,637,933.14	\$3,247,705.34	(\$390,227.80)	28%



Market Value/Cost	Current Period Value
Market Value	3,247,705 34
Tax Cost	3,295,472 23
Unrealized Gain/Loss	(47,766 89)
Estimated Annual Income	82,954 70
Accrued Interest	4,293 82
Yield	2 55%

Cash & Fixed Income as a percentage of your portfolio - 28 %

SUMMARY BY MATURITY

Cash & Fixed Income	Market Value	% of Bond Portfolio
0-6 months ¹	3,247,705 34	100%

¹ The years indicate the number of years until the bond is scheduled to mature based on the statement end date. Some bonds may be called, or paid in full, before their stated maturity.

SUMMARY BY TYPE

Cash & Fixed Income	Market Value	% of Bond Portfolio
Cash	459,402 61	14%
Mutual Funds	2,702,703 73	84%
Other	85,599 00	2%
Total Value	\$3,247,705.34	100%

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THE ROSE FAMILY FDN DTD 12/23/2010 ACCT P20114008
For the Period 12/1/13 to 12/31/13

Note: O - Bonds purchased at a discount show accretion

* This is the Annual Percentage Yield (APY) which is the rate earned if balances remain on deposit for a full year with compounding, there is no change in the interest rate and all interest is left in the account

Cash & Fixed Income Detail

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Income Accrued Interest	Yield
Cash							
US DOLLAR PRINCIPAL	1 00	459,402 61	459,402 61	459,402 61		137 82	0.03 % ¹
US Fixed Income							
DOUBLELINE TOTAL RET BD-I 258620-10-3	10 78	43,717 82	471,278 10	491,338 64	(20,060 54)	24,350 82	5 17 %
EATON VANCE FLOATING RATE-I 277911-49-1	9 19	24,431 05	224,521 30	219,911 82	4,609 48	8,770 74	3 91 %
JPM CORE BOND FD - SEL FUND 3720 4812C0-38-1	11 47	41,780 22	479,219 09	486,450 00	(7,230 91)	13,160 76 1,336 97	2 75 %
JPM HIGH YIELD FD - SEL FUND 3580 4812C0-80-3	7 98	29,234 63	233,292 31	242,760 04	(9,467 73)	14,675 78 1,403 26	6 29 %
JPM SHORT DURATION BOND FD - SEL FUND 3133 4812C1-33-0	10 89	68,714 64	748,302 44	755,565 97	(7,263 53)	7,146 32 962 00	0 96 %
JPM MULTI SECTOR INCOME FD - SEL FUND 2130 48121A-29-0	10 31	10,938 00	112,770 73	110,843 22	1,927 51	2,920 44 393 77	2 59 %

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THE ROSE FAMILY FDN DTD 12/23/2010 ACCT P20114008
For the Period 12/1/13 to 12/31/13

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Income Accrued Interest	Yield
US Fixed Income							
JPM INFLATION MGD BOND FD - SEL FUND 2037 48121A-56-3	10 38	19,782 43	205,341 64	212,968 03	(7,626 39)	2,255 19 197 82	1 10 %
RIDGEWORTH SEIX FLOATING-I 76628T-67-8	9 06	25,163 15	227,978 12	224,919.79	3,058 33	9,536 83	4 18 %
Total US Fixed Income			\$2,702,703.73	\$2,744,757.51	(\$42,053.78)	\$82,816.88 \$4,293.82	3.07 %

Foreign Exchange & Non-USD Fixed Income

O BARC 95% PPN FX BASKET 4/4/14 LINKED TO CNY IDR MXN & RUB VS USD 5% MAX LOSS, UNCAPPED 03/30/2012 06738K-2H-3	95 11	90,000 00	85,599 00	91,312 11 88,650 00	(5,713 11)		
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