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Form **990-PF**

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

OMB No 1545-0052

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

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

Name of foundation ROSENBERG, WILLIAM E. FDN			A Employer identification number 65-0382178		
Number and street (or P O box number if mail is not delivered to street address) P.O. BOX 1908		Room/suite	B Telephone number (see instructions) (404) 813-2216		
City or town ORLANDO	State FL	ZIP code 32802-1908	C If exemption application is pending, check here <input type="checkbox"/>		
Foreign country name	Foreign province/state/county	Foreign postal code	D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>		
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change			E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>		
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>		
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 292,465		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____			

ENVELOPE - MARK DATE APR 23 2014

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)
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	6,467	6,525		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	17,201			
b	Gross sales price for all assets on line 6a 146,649				
7	Capital gain net income (from Part IV, line 2)		17,201		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
12	Total. Add lines 1 through 11	23,668	23,726	0	
13	Compensation of officers, directors, trustees, etc.	13,026	6,513		6,513
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)	2,500			2,500
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions)	188	66		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)				
24	Total operating and administrative expenses. Add lines 13 through 23	15,714	6,579	0	9,013
25	Contributions, gifts, grants paid	14,865			14,865
26	Total expenses and disbursements. Add lines 24 and 25	30,579	6,579	0	23,878
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-6,911			
b	Net investment income (if negative, enter -0-)		17,147		
c	Adjusted net income (if negative, enter -0-)			0	

SCANNED MAY 06 2014 Revenue Operating and Administrative Expenses

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	15,855	2,526	2,526
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U.S. and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶			
	Less: accumulated depreciation (attach schedule) ▶				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)	255,716	262,134	289,939	
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)	271,571	264,660	292,465	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	271,571	264,660	
	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)	271,571	264,660		
31	Total liabilities and net assets/fund balances (see instructions)	271,571	264,660		

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	271,571
2	Enter amount from Part I, line 27a	2	-6,911
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	264,660
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	264,660

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Attached Statement				
1b See Attached Statement				
1c See Attached Statement				
1d See Attached Statement				
1e See Attached Statement				
(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			0	
b			0	
c			0	
d			0	
e			0	
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) 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				0
b				0
c				0
d				0
e				0
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	17,201	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }		3	0	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries				
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))	
2012	21,327	292,323	0.072957	
2011	23,444	305,700	0.076690	
2010	21,975	307,771	0.071400	
2009	20,845	294,337	0.070820	
2008	21,965	336,681	0.065240	
2	Total of line 1, column (d)		2	0.357107
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	0.071421
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5		4	291,814
5	Multiply line 4 by line 3		5	20,842
6	Enter 1% of net investment income (1% of Part I, line 27b)		6	171
7	Add lines 5 and 6		7	21,013
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	23,878

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	171	
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	171	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	171	
6	Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	88	
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	88	
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	83	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0	
11	Enter the amount of line 10 to be Credited to 2014 estimated tax Refunded	11	0	

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1a		X
1b		X
1b		X
1c		X
1c		X
2		X
2		X
3		X
3		X
4a		X
4a		X
4b	N/A	
4b	N/A	
5		X
5		X
6	X	
6	X	
7	X	
7	X	
8a		
8a		
8b	X	
8b	X	
9		X
9		X
10		X
10		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? Website address ▶ <u>N/A</u>	13	X	
14	The books are in care of ▶ <u>SUNTRUST BANK</u> Telephone no ▶ <u>(404) 813-2216</u> Located at ▶ <u>P.O. BOX 1908 ORLANDO FL</u> ZIP+4 ▶ <u>32802-1908</u>			
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 ▶ <u>15</u> <u>N/A</u>			
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 ▶	16	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 checked="" type="checkbox"/> Yes <input 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"/>	1b	X
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 ▶ 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.)	2b	X
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20____, 20____, 20____, 20____		
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)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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

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

(1) Carry on propaanda, 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)? Yes No

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? 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 (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
SUNTRUST BANKS, INC. P O BOX 1908 ORLANDO, FL 32802-1908	TRUSTEE AS REQ'D	6,513	NONE	NONE
GENE GLASSER C/O GREENSPOON MARDER, P A 100 W CYPRESS CREEK ROAD, STE 700 FT LAUD	CO-TRUSTEE VARIOUS	6,513	NONE	NONE

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 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	0

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	284,649
b	Average of monthly cash balances	1b	11,609
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	296,258
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	296,258
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	4,444
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	291,814
6	Minimum investment return. Enter 5% of line 5	6	14,591

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	14,591
2a	Tax on investment income for 2013 from Part VI, line 5	2a	171
b	Income tax for 2013. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	171
3	Distributable amount before adjustments Subtract line 2c from line 1	3	14,420
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	14,420
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	14,420

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	23,878
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	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	23,878
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	171
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	23,707

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				14,420
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			0	
b Total for prior years. 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013:				
a From 2008	5,248			
b From 2009	6,170			
c From 2010	6,752			
d From 2011	8,265			
e From 2012	6,887			
f Total of lines 3a through e	33,322			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ <u>23,878</u>				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2013 distributable amount				14,420
e Remaining amount distributed out of corpus	9,458			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	42,780			
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				
d Subtract line 6c from line 6b. Taxable amount—see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a. Taxable amount—see instructions			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) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	5,248			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	37,532			
10 Analysis of line 9:				
a Excess from 2009	6,170			
b Excess from 2010	6,752			
c Excess from 2011	8,265			
d Excess from 2012	6,887			
e Excess from 2013	9,458			

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

- 1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶
- b** Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					0
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter:					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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

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

N/A

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

N/A

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

- a** The name, address, and telephone number or e-mail 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
<p>a <i>Paid during the year</i> See Attached Statement</p>				
Total				▶ 3a 14,865
<p>b <i>Approved for future payment</i> NONE</p>				
Total				▶ 3b 0

Part J, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Capital Gains/Losses			Cost, Other			Net Gain or Loss	
								Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments		Net Gain or Loss
	Long Term CG Distributions	Amount: 3,326													
	Short Term CG Distributions														
1	X	ABERDEEN-EDY LONG SHOR			12/10/2009		7/29/2013	151	134						17
2	X	CAMBIAR SMALL CAP-INS			3/1/2013		7/29/2013	488	449						39
3	X	CAMBIAR SMALL CAP-INS			3/1/2013		10/7/2013	143	128						15
4	X	EATON VANCE AT LANTA CAP			3/1/2013		7/29/2013	223	206						17
5	X	EATON VANCE AT LANTA CAP			3/1/2013		12/26/2013	296	245						51
6	X	FEDERATED STRATEGIC VAL			12/13/2010		3/11/2013	5,568	4,626						942
7	X	FEDERATED STRATEGIC VAL			12/13/2010		7/29/2013	1,033	799						234
8	X	FEDERATED STRATEGIC VAL			12/13/2010		12/26/2013	622	468						154
9	X	HARBOR CAP APPRECIATION			10/8/2012		3/11/2013	23,872	22,919						953
10	X	JPMORGAN U.S. EQUITY FUN			3/1/2013		10/7/2013	3,044	2,762						282
11	X	JPMORGAN U.S. EQUITY FUN			3/1/2013		12/26/2013	196	172						24
12	X	MAINSTAY ICAP INTERNATIONAL			10/7/2013		12/26/2013	496	472						24
13	X	T. ROWE PRICE INST. L/C GRV			5/17/2007		7/29/2013	3,045	2,084						961
14	X	T. ROWE PRICE INST. L/C GRV			5/17/2007		10/7/2013	1,546	1,000						546
15	X	T. ROWE PRICE INST. L/C GRV			10/3/2007		10/7/2013	2,960	2,029						931
16	X	T. ROWE PRICE INST. L/C GRV			10/3/2007		12/26/2013	2,355	1,436						919
17	X	JANUS PERKINS SMALL CAP			12/13/2010		7/29/2013	2,470	2,167						303
18	X	MANNING & NAPIER WORLD			12/13/2010		7/29/2013	681	704						-23
19	X	MANNING & NAPIER WORLD			10/8/2012		3/11/2013	3,283	3,112						171
20	X	JANUS PERKINS SMALL CAP			3/1/2013		7/29/2013	1,810	1,623						187
21	X	JOHN HANCOCK III DISCIPLN			3/1/2013		12/26/2013	356	309						47
22	X	JPMORGAN U.S. EQUITY FUN			12/13/2010		7/29/2013	1,757	1,605						152
23	X	MANNING & NAPIER WORLD			12/13/2010		10/7/2013	758	749						9
24	X	MANNING & NAPIER WORLD			12/13/2010		12/26/2013	44	43						1
25	X	NEUBERGER BERMAN HIGH I			10/4/2011		3/11/2013	4,306	3,767						539
26	X	NEUBERGER BERMAN HI IN E			10/4/2011		7/29/2013	7,296	6,449						847
27	X	OPPENHEIMER DEVELOPING			12/10/2009		10/7/2013	3,739	2,819						920
28	X	PIMCO LOW DURATION-I			10/4/2011		3/11/2013	10,568	10,346						222
29	X	PIMCO LOW DURATION-I			10/8/2012		3/11/2013	599	610						-11
30	X	PIMCO INV. GRADE CORP B			12/10/2009		3/11/2013	1,835	1,817						18
31	X	RIDGEMOUNT LARGE CAP VA			5/19/2008		3/11/2013	1,578	1,331						247
32	X	RIDGEMOUNT LARGE CAP VA			12/10/2009		3/11/2013	9,578	6,615						2,963
33	X	RIDGEMOUNT LARGE CAP VA			12/10/2009		7/29/2013	885	623						362
34	X	RIDGEMOUNT LARGE CAP VA			12/10/2009		10/7/2013	3,066	1,916						1,150
35	X	RIDGEMOUNT INTERMEDIAT			10/3/2007		7/29/2013	7,162	7,098						64
36	X	RIDGEMOUNT INTERMEDIAT			2/13/2008		7/29/2013	24,491	25,000						-509
37	X	RIDGEMOUNT INTERMEDIAT			10/8/2012		7/29/2013	4,002	4,216						-214
38	X	RIDGEMOUNT INTERMEDIAT			3/1/2013		7/29/2013	2,087	2,120						-33
39	X	T. ROWE PRICE DIVERS S/C			10/8/2012		3/11/2013	357	322						35
40	X	T. ROWE PRICE DIVERS S/C			10/8/2012		7/29/2013	817	503						114
41	X	T. ROWE PRICE DIVERS S/C			10/8/2012		10/7/2013	384	294						90
42	X	T. ROWE PRICE DIVERS S/C			10/8/2012		12/26/2013	373	263						110
43	X	VANGUARD MIB SECUR INDX			10/9/2012		7/29/2013	2,546	2,617						-71
44	X	WASATCH LONG/SHORT FUN			10/8/2012		7/29/2013	183	161						22
45	X	WASATCH LONG/SHORT FUN			10/8/2012		12/26/2013	248	206						42
46	X	WASATCH LONG/SHORT FD			10/8/2012		3/11/2013	126	114						12

Part I, Line 16b (990-PF) - Accounting Fees

		2,500	0	0	2,500
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	2,500			2,500

Part I, Line 18 (990-PF) - Taxes

		188	66	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES	66	66		
2	PY EXCISE TAX	34			
3	ESTIMATED EXCISE PAYMENTS	88			

Part II, Line 13 (990-PF) - Investments - Other

	Asset Description	Basis of Valuation	Book Value Beg of Year	255,716	Book Value End of Year	262,134	FMV End of Year	289,939
1								
2	EATON VANCE ATLANTA CAP SMID-CAP-		0		2,498			
3	T ROWE PRICE INSTL LARGE-CAP GRWT		0		13,536			
4	FORUM ABSOLUTE STRATEGIES-I		0		14,694			
5	MANNING & NAPIER WORLD OPPTYS-A		0		18,357			
6	EATON VANCE FLTG-RT-I		0		7,516			
7	RIDGEWORTH FD-LARGCAP VAL EQTY		0		4,722			
8	FEDERATED STRATEGIC VALUE-I		0		11,479			
9	PIMCO INVT GRADE CORP BD-I		0		18,820			
10	ABERDEEN EQUITY LONG SHORT-I		0		5,297			
11	OPPENHEIMER DEVELOPING MKTS INST		0		10,364			
12	JOHN HANCOCK III DISCIPLINED VALUE-I		0		14,479			
13	DOUBLELINE TOTAL RETURN BD-I		0		21,728			
14	JPMORGAN TR I US EQUITY-I		0		14,631			
15	PIMCO EMERGING LOCAL BD-I		0		6,601			
16	MAINSTAY ICAP INTL-I		0		11,527			
17	ADVISORS CAMBIAR SMALL CAP-I		0		5,321			
18	PIMCO 1-5 YR US TIPS INDEX ETF		0		11,934			
19	ISHARES BARCLAYS 3-7 YR TREAS BD ET		0		17,914			
20	GOLDMAN SACHS LOCAL EMRG MKTS DE		0		6,632			
21	VANGUARD MTG BACKED SECS INDEX-S		0		15,261			
22	T ROWE PRICE DIVRSFD SMALLCAP GRC		0		4,269			
23	OSTERWEIS STRATEGIC INCOME-I		0		7,438			
24	WASATCH LONG/SHORT-I		0		5,009			
25	WESTERN ASSET MTG BKD SEC-I		0		12,107			

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV as of 12/31/89	Adjusted Basis as of 12/31/89	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
1 ABERDEEN-EQ LONG SHORT-IR	0030200336		12/10/2009	7/29/2013	151		0	134	17	13,875	0	0	13,875
2 CAMBIAR SMALL CAP-INS	0075W0593		3/11/2013	10/7/2013	488		0	449	39	39	0	0	39
3 CAMBIAR SMALL CAP-INS	0075W0593		3/11/2013	10/7/2013	128		0	143	15	15	0	0	15
4 EATON VANCE ATLANTA CAPITAL SMII	277602898		3/11/2013	12/26/2013	223		0	208	17	17	0	0	17
5 EATON VANCE ATLANTA CAPITAL SMII	277602898		12/13/2010	3/11/2013	296		0	245	51	51	0	0	51
6 FEDERATED STRATEGIC VALUE-J	314172560		12/13/2010	7/29/2013	5,668		0	4,626	942	942	0	0	942
7 FEDERATED STRATEGIC VAL DIV IS	314172560		12/13/2010	7/29/2013	1,033		0	799	234	234	0	0	234
8 FEDERATED STRATEGIC VAL DIV IS	314172560		10/6/2012	10/7/2013	622		0	468	154	154	0	0	154
9 HARBOR CAP APPRECIATION-I	411511504		3/11/2013	10/7/2013	23,872		0	22,919	953	953	0	0	953
10 JPMORGAN U.S. EQUITY FUND-INST	4812A1142		3/11/2013	10/7/2013	2,782		0	2,444	338	338	0	0	338
11 JPMORGAN U.S. EQUITY FUND-INST	4812A1142		3/11/2013	12/26/2013	196		0	172	24	24	0	0	24
12 MAINSTAY I CAP INTERNATIONAL I	560631716		10/7/2013	10/7/2013	496		0	472	24	24	0	0	24
13 T. ROWE PRICE INST. LC GRWTH	457751408		5/17/2007	7/29/2013	3,045		0	2,084	961	961	0	0	961
14 T. ROWE PRICE INST. LC GRWTH	457751408		5/17/2007	10/7/2013	1,546		0	1,000	546	546	0	0	546
15 T. ROWE PRICE INST. LC GRWTH	457751408		10/29/2007	10/7/2013	2,860		0	2,029	831	831	0	0	831
16 T. ROWE PRICE INST. LC GRWTH	457751408		10/29/2007	10/7/2013	2,355		0	1,438	919	919	0	0	919
17 JANUS PERKINS SMALL CAP VALUE-I	47103C183		12/10/2009	3/11/2013	2,470		0	2,167	303	303	0	0	303
18 MANNING & NAPIER WORLD OPPOR	563821545		12/13/2010	7/29/2013	881		0	704	177	177	0	0	177
19 JANUS PERKINS SMALL CAP VALUE-I	47103C183		10/6/2012	3/11/2013	3,283		0	3,112	171	171	0	0	171
20 JOHN HANCOCK III DISCIPLN V-I	47803U840		3/11/2013	7/29/2013	1,810		0	1,823	187	187	0	0	187
21 JOHN HANCOCK III DISCIPLN V-I	47803U840		3/11/2013	7/29/2013	3,56		0	3,069	47	47	0	0	47
22 JPMORGAN U.S. EQUITY FUND-INST	4812A1142		12/13/2010	10/7/2013	1,757		0	1,605	152	152	0	0	152
23 MANNING & NAPIER WORLD OPPOR	563821545		12/13/2010	10/7/2013	758		0	749	9	9	0	0	9
24 MANNING & NAPIER WORLD OPPOR	563821545		10/4/2011	3/11/2013	44		0	43	1	1	0	0	1
25 NEUBERGER BERMAN HIGH INCOME B-I	84128K688		10/4/2011	7/29/2013	4,306		0	3,787	539	539	0	0	539
26 NEUBERGER BERMAN HI IN B-INS	84128K688		12/10/2009	10/7/2013	7,296		0	6,449	847	847	0	0	847
27 OPPENHEIMER DEVELOPING MKT-Y	883974505		10/4/2011	7/29/2013	3,739		0	2,819	920	920	0	0	920
28 PIMCO LOW DURATION-I	893390304		10/4/2011	3/11/2013	10,568		0	10,346	222	222	0	0	222
29 PIMCO LOW DURATION-I	893390304		10/6/2012	3/11/2013	599		0	610	-11	-11	0	0	-11
30 PIMCO INV GRADE CORP2 BD-I	72005816		12/10/2009	3/11/2013	1,835		0	1,817	18	18	0	0	18
31 RIDGEWORTH LARGE CAP VALUE EOT	76628R872		5/19/2008	3/11/2013	1,578		0	1,331	247	247	0	0	247
32 RIDGEWORTH LARGE CAP VALUE EOT	76628R872		12/10/2009	3/11/2013	9,578		0	6,615	2,963	2,963	0	0	2,963
33 RIDGEWORTH LARGE CAP VALUE EOT	76628R872		12/10/2009	7/29/2013	885		0	623	262	262	0	0	262
34 RIDGEWORTH LARGE CAP VALUE EOT	76628R872		12/10/2009	10/7/2013	3,066		0	1,918	1,150	1,150	0	0	1,150
35 RIDGEWORTH INTERMEDIATE BD #RG	766281702		10/27/2008	7/29/2013	2,182		0	7,098	84	84	0	0	84
36 RIDGEWORTH INTERMEDIATE BD #RG	766281702		2/13/2008	7/29/2013	24,691		0	25,000	-509	-509	0	0	-509
37 RIDGEWORTH INTERMEDIATE BD #RG	766281702		10/6/2012	7/29/2013	4,002		0	4,218	-214	-214	0	0	-214
38 RIDGEWORTH INTERMEDIATE BD #RG	766281702		3/11/2013	7/29/2013	2,087		0	2,120	-33	-33	0	0	-33
39 T. ROWE PRICE DIVERSFD SMALLCAP G-I	779917103		10/6/2012	3/11/2013	357		0	322	35	35	0	0	35
40 T. ROWE PRICE DIVERS S/C GRTH	779917103		10/6/2012	7/29/2013	617		0	503	114	114	0	0	114
41 T. ROWE PRICE DIVERS S/C GRTH	779917103		10/6/2012	10/7/2013	384		0	294	90	90	0	0	90
42 T. ROWE PRICE DIVERS S/C GRTH	779917103		10/6/2012	7/29/2013	373		0	263	110	110	0	0	110
43 VANGUARD WBS SECUR INDX SIG	92206C755		10/6/2012	7/29/2013	2,548		0	2,617	-71	-71	0	0	-71
44 WASATCH LONG/SHORT FUND-INS	935793769		10/6/2012	12/26/2013	183		0	161	22	22	0	0	22
45 WASATCH LONG/SHORT FUND-INS	935793769		10/6/2012	12/26/2013	248		0	208	40	40	0	0	40
46 WASATCH LONG/SHORT FUND-INS	935793769		10/6/2012	3/11/2013	126		0	114	12	12	0	0	12

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

										13,026	0	0
	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week AS REQ'D	Compensation	Benefits	Expense Account
1	SUNTRUST BANKS, INC	X	P O BOX 1908	ORLANDO	FL	32802-1908		TRUSTEE		6,513	NONE	NONE
2	GENE GLASSER C/O GREENSPC	X	100 W CYPRESS CREEK ROAD, STIFT LAUDERDALE		FL	33309		CO-TRUSTEE	VARIOUS	6,513	NONE	NONE

Part VI, Line 6a (990-PF) - Estimated Tax Payments

	Date		Amount
1 Credit from prior year return		1	0
2 First quarter estimated tax payment	5/13/2013	2	88
3 Second quarter estimated tax payment		3	
4 Third quarter estimated tax payment		4	
5 Fourth quarter estimated tax payment		5	
6 Other payments		6	
7 Total		7	88

ROSENBERG, WILLIAM E FDN

65-0382178 Page 1 of 1

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

TEMPLE SINAI OF HOLLYWOOD

Street

City	State	Zip Code	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL CHARITABLE PURPOSES	Amount 3,000
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Name

UNIVERSITY OF FLORIDA FOUNDATION COLLEGE OF LAW

Street

City	State	Zip Code	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL CHARITABLE PURPOSES	Amount 5,000
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Name

JEWISH FEDERATION OF BROWARD COUNTY

Street

City	State	Zip Code	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL CHARITABLE PURPOSES	Amount 2,000
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Name

DADE COUNTY COMMUNITY FDN SYDNEY M. ARONOVITZ SCHOLARSHIP FUND

Street

City	State	Zip Code	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL CHARITABLE PURPOSES	Amount 2,000
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Name

UNIVERSITY OF FLORIDA OPPORUNTIY SCHOLARSHIP

Street

City	State	Zip Code	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL CHARITABLE PURPOSES	Amount 2,865
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Name

Street

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status
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Purpose of grant/contribution	Amount
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