Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No 1545-0052

2013

Open to Public Inspection

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

Name of foundation ROCKWELL FUND, INC.		A Employer identification number 74-6040258
Number and street (or P O box number if mail is not delivered to street address) 770 S. POST OAK LANE	Room/suite 525	B Telephone number (see instructions) (713) 629-9022
City or town, state or province, country, and ZIP or foreign postal code HOUSTON, TX 77056-6660		C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 85,426,576.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	500.			
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	152.	152.		ATCH 1
	4 Dividends and interest from securities	3,036,258.	3,005,509.		ATCH 2
	5a Gross rents	-88,818.	-88,818.		
	b Net rental income or (loss) -88,818.				
	6a Net gain or (loss) from sale of assets not on line 10	-1,472,775.			
	b Gross sales price for all assets on line 6a 3,304,853.				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule) ATCH 3	-286,664.	-256,768.		
	12 Total. Add lines 1 through 11	1,188,653.	2,660,075.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	753,506.	295,483.		458,023.
	14 Other employee salaries and wages	242,962.	16,273.		226,689.
	15 Pension plans, employee benefits	147,602.	44,120.		103,482.
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	29,789.			29,789.
	17 Interest ATCH 5	36,361.	36,361.		
	18 Taxes (attach schedule) (see instructions) ATCH 6	139,325.	66,133.		33,234.
	19 Depreciation (attach schedule) and depletion	6,978.	3,489.		
	20 Occupancy	98,918.	39,567.		59,351.
	21 Travel, conferences, and meetings	2,441.	1,120.		1,321.
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 7	229,687.	159,641.		60,291.
	24 Total operating and administrative expenses. Add lines 13 through 23	1,687,569.	662,187.		972,180.
	25 Contributions, gifts, grants paid	2,700,141.			2,700,141.
	26 Total expenses and disbursements. Add lines 24 and 25	4,387,710.	662,187.		3,672,321.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-3,199,057.			
	b Net investment income (if negative, enter -0-)		1,997,888.		
	c Adjusted net income (if negative, enter -0-)				

RECEIVED NOV 2 0 2014 OGDEN, UT IRS-OSC

2014

JSA For Paperwork Reduction Act Notice, see instructions. *ATCH 4 Form **990-PF** (2013)

3E1410 1 000

5

9-14

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	End of year (c) Fair Market Value
Assets			
1 Cash - non-interest-bearing			
2 Savings and temporary cash investments	1,046,616.	573,570.	573,570.
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) ▶ *		* 4,782,580.	ATCH 8
Less allowance for doubtful accounts ▶	4,782,580.	4,782,580.	5,537,395.
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges			
10 a Investments - U S and state government obligations (attach schedule)			
b Investments - corporate stock (attach schedule) ATCH 9	58,361,274.	58,129,964.	59,031,820.
c Investments - corporate bonds (attach schedule) ATCH 10	9,798,860.	9,870,604.	10,271,674.
11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶			
12 Investments - mortgage loans	4,669,981.	2,678,825.	630,063.
13 Investments - other (attach schedule) ATCH 11	7,491,977.	7,452,331.	9,237,625.
14 Land, buildings, and equipment basis ▶ 140,823.			
Less accumulated depreciation (attach schedule) ▶ 124,081.	20,313.	16,742.	16,742.
15 Other assets (describe ▶ ATCH 12)	617,644.	127,687.	127,687.
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	86,789,245.	83,632,303.	85,426,576.
Liabilities			
17 Accounts payable and accrued expenses			
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, and other disqualified persons			
21 Mortgages and other notes payable (attach schedule)			
22 Other liabilities (describe ▶ ATCH 13)		1,309.	
23 Total liabilities (add lines 17 through 22)	0	1,309.	
Net Assets or Fund Balances			
Foundations that follow SFAS 117, check here ▶ [ ] and complete lines 24 through 26 and lines 30 and 31.			
24 Unrestricted			
25 Temporarily restricted			
26 Permanently restricted			
Foundations that do not follow SFAS 117, ▶ [X] check here and complete lines 27 through 31.			
27 Capital stock, trust principal, or current funds			
28 Paid-in or capital surplus, or land, bldg, and equipment fund	18,329,447.	18,329,447.	
29 Retained earnings, accumulated income, endowment, or other funds	68,459,798.	65,301,547.	
30 Total net assets or fund balances (see instructions)	86,789,245.	83,630,994.	
31 Total liabilities and net assets/fund balances (see instructions)	86,789,245.	83,632,303.	

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	86,789,245.
2 Enter amount from Part I, line 27a	2	-3,199,057.
3 Other increases not included in line 2 (itemize) ▶ ATCH 14	3	58,056.
4 Add lines 1, 2, and 3	4	83,648,244.
5 Decreases not included in line 2 (itemize) ▶ ATCH 15	5	17,250.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	83,630,994.

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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				
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** -1,472,775.

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	3,988,069.	74,183,362.	0.053760
2011	4,089,439.	82,782,166.	0.049400
2010	3,780,611.	80,562,548.	0.046928
2009	4,702,431.	75,149,038.	0.062575
2008	5,715,714.	93,791,930.	0.060940

2	**Total** of line 1, column (d)	2	0.273603
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	0.054721
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	78,035,262.
5	Multiply line 4 by line 3	5	4,270,168.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	19,979.
7	Add lines 5 and 6	7	4,290,147.
8	Enter qualifying distributions from Part XII, line 4	8	3,672,321.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter _______________ (attach copy of letter if necessary - see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	39,958.
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	39,958.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	39,958.
6	Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a 53,451.		
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	53,451.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	13,493.
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 13,493. **Refunded** ▶		11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ____ (2) On foundation managers ▶ $ ____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ 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*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ WWW.ROCKFUND.ORG

14 The books are in care of ▶ MARGARET E. MCCONN Telephone no ▶ 713-341-5346

Located at ▶ 770 S POST OAK LN, STE 525 HOUSTON, TX ZIP+4 ▶ 77056-6660

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	X	
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶ ATCH 31			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No			
	If "Yes," list the years ▶			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☒ Yes ☐ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)*	3b		X
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)*

			Yes	No
5a During the year did the foundation pay or incur any amount to				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No				
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No				
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No				
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No				
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No				
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?		5b		
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No				
If "Yes," attach the statement required by Regulations section 53 4945-5(d)				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No				
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
If "Yes" to 6b, file Form 8870				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No				
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 16		753,506.	91,298.	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
ATCH 17		214,125.	52,170.	0

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

JSA
3E1460 1 000

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 CONVENED APPROX 9 GRANTEES IN THE WORKFORCE DEVELOPMENT AREA INTERESTED IN DEVELOPING TRANSPORTATION SOLUTIONS FOR THEIR CLIENTS. DEVELOPED ACTION PLAN AND HIRED CONSULTANT.	19,288.
2 CONVENEING OF 12 ASSISTANCE MINISTRIES FOR THE ALLIANCE OF ASSISTANCE MINISTTIES ANNUAL MEETING	3,500.
3 CONVENING OF APPROX. 3 FUNDERS TO SEE DEMONSTRATION OF ONE STAR FOUNDATION SOFTWARE THAT WOULD ENCOURAGE COLLABORATION AS WELL AS IDENTIFICATION OF NEED.	270.
4	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1a	60,843,974.
b	Average of monthly cash balances	1b	1,199,824.
c	Fair market value of all other assets (see instructions)	1c	17,179,818.
d	**Total** (add lines 1a, b, and c)	1d	79,223,616.
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	79,223,616.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	1,188,354.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	78,035,262.
6	**Minimum investment return.** Enter 5% of line 5	6	3,901,763.

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

1	Minimum investment return from Part X, line 6			1	3,901,763.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	39,958.		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	39,958.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	3,861,805.
4	Recoveries of amounts treated as qualifying distributions			4	33,476.
5	Add lines 3 and 4			5	3,895,281.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	3,895,281.

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	3,672,321.
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	3,672,321.
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	3,672,321.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				3,895,281.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			3,657,028.	
b Total for prior years 20 11 ,20 10 ,20 09				
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 3,672,321.				
a Applied to 2012, but not more than line 2a			3,657,028.	
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				15,293.
e Remaining amount distributed out of corpus				
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				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				3,879,988.
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)				
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶

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

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

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

1 Information Regarding Foundation Managers:

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

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

ATCH 18

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

ATCH 19

c Any submission deadlines

ROLLING DEADLINES PUBLISHED ON WEBSITE.

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

ATCH 20

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ATCH 21				
Total ▶ 3a				2,700,141.
b Approved for future payment				
ATCH 22				
Total ▶ 3b				325,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	152.	
4 Dividends and interest from securities	525990	8.	14	3,036,250.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property			16	-88,818.	
6 Net rental income or (loss) from personal property			16	7.	
7 Other investment income	525990	-29,896.	14	-256,775.	
8 Gain or (loss) from sales of assets other than inventory	525990	1,366.	18	-1,474,141.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		-28,522.		1,216,675.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 1,188,153.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

▶ [signature] | 11-17-14 | ▶ President

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☐ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN

Firm's name ▶ | Firm's EIN ▶

Firm's address ▶ | Phone no

JSA
3E1493 1 000

ROCKWELL FUND, INC. 74-6040258

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS					6,293.	ATCH 22
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					75.	ATCH 23
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					270,017.	ATCH 22
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					130,172.	ATCH 23
		5000 ALCOA INC PROPERTY TYPE: SECURITIES				P	10/09/2013	10/16/2013
42,315.		41,199.					1,116.	
		100 FLUOR CORPORATION PROPERTY TYPE: SECURITIES				P	07/24/2013	09/20/2013
7,032.		6,254.					778.	
		200 FLUOR CORPORATION NEW PROPERTY TYPE: SECURITIES				P	07/24/2013	09/20/2013
14,065.		12,507.					1,558.	
		700 FLUOR CORPORATION NEW					07/24/2013	09/20/2013
49,226.		43,773.					5,453.	
		1000 SCHLUMBERGER LTD PROPERTY TYPE: SECURITIES				P	03/19/2013	07/19/2013
80,333.		76,409.					3,924.	
		500 SIEMENS A G ADR					07/29/2013	09/20/2013
57,752.		52,759.					4,993.	
		25000 ARC DOCUMENT 10.5% 12/15/16 PROPERTY TYPE: SECURITIES				P	08/23/2012	12/26/2013
26,312.		25,816.					542.	
		1000 AT&T INC PROPERTY TYPE: SECURITIES				P	02/08/2007	03/15/2013
35,970.		28,478.					7,492.	
		1000 BOEING CO PROPERTY TYPE: SECURITIES				P	08/23/2006	11/18/2013
140,397.		76,419.					63,978.	
		1000 BOEING CO				P	10/21/2010	11/18/2013

ROCKWELL FUND, INC. 74-6040258

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

Kind of Property / Description	P or D	Date acquired	Date sold	Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)
PROPERTY TYPE: SECURITIES				140,397.		71,390.				69,007.
FRAC SH GENERAL MOTORS CORP PROPERTY TYPE: SECURITIES	P	03/15/2005	12/20/2013	4.		4.				
FRAC SH GENERAL MOTORS CO WTS 071016 PROPERTY TYPE: SECURITIES	P	03/15/2005	12/20/2013	25.		25.				
FRAC SH GENERAL MOTORS CO WTS 071019 PROPERTY TYPE: SECURITIES	P	03/15/2005	12/20/2013	19.		19.				
500 JOHNSON CONTROLS INCORPORATED PROPERTY TYPE: SECURITIES	P	01/28/2011	12/16/2013	25,366.		19,001.				6,365.
500 LOCKHEED MARTIN CORP PROPERTY TYPE: SECURITIES	P	02/16/2011	07/23/2013	59,038.		40,446.				18,592.
500 LOCKHEED MARTIN CORP PROPERTY TYPE: SECURITIES	P	03/03/2011	07/23/2013	59,038.		39,986.				19,052.
500 UNITED PARCEL SERVICE CO PROPERTY TYPE: SECURITIES	P	08/23/2006	12/16/2013	50,855.		35,170.				15,685.
3500 LEHMAN BROS HOLDING CO PROPERTY TYPE: SECURITIES	P	08/31/2007	01/18/2013			236,810.				-236,810.
25 CALL LM FEB 2013 @ 30 LEGG MASON INC PROPERTY TYPE: SECURITIES	P	01/25/2013	02/19/2013	318.						318.
25 CALL LM APR 2013 13 @ 33 LEGG MASON I PROPERTY TYPE: SECURITIES	P	03/13/2013	04/19/2013	518.						518.
20 CALL BA JUL 2013 @ 110 BOEING CO PROPERTY TYPE: SECURITIES	P	06/18/2013	07/23/2013	1,073.						1,073.

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		500 POWERSHARES DYNAMIC BASIC MATERIALS PROPERTY TYPE: SECURITIES				P	03/03/2010	12/16/2013
24,445.		14,366.					10,079.	
		100.788 AMERICAN FUNDAMENTAL INV A PROPERTY TYPE: SECURITIES				P	09/15/2011	01/11/2013
4,244.		3,436.					808.	
		202.374 AMERICAN FUNDAMENTAL INV A PROPERTY TYPE: SECURITIES				P	12/16/2011	01/11/2013
8,522.		6,897.					1,625.	
		196.527 AMERICAN NEW ECONOMY A PROPERTY TYPE: SECURITIES				P	12/22/2011	01/11/2013
5,776.		4,636.					1,140.	
		210000 TIMES MIRROR CO PROPERTY TYPE: SECURITIES				P	10/16/2006	01/20/2013
68,243.		208,253.					-140,010.	
		191.94 ING CORE EQUITY RESEARCH A PROPERTY TYPE: SECURITIES				P	12/17/2012	02/11/2013
2,703.		2,547.					156.	
		89.639 ING CORE EQUITY RESEARCH A PROPERTY TYPE: SECURITIES				P	07/01/2013	08/02/2013
1,441.		1,341.					100.	
		500 ABB LTD PROPERTY TYPE: SECURITIES				P	01/28/2011	12/16/2013
12,375.		11,903.					472.	
		500 BAE SYS PLC SPON ADR PROPERTY TYPE: SECURITIES				P	02/17/2011	08/02/2013
13,818.		11,114.					2,704.	
		900 BARCLAYS PLC ADR PROPERTY TYPE: SECURITIES				P	11/21/2008	09/11/2013
17,257.		7,301.					9,956.	
		492.25 BARCLAYS PLC RT PUR ADR 13 PROPERTY TYPE: SECURITIES				P	06/16/2006	10/23/2013
2,603.		6,880.					-4,277.	
		50 BARCLAYS PLC RT PUR ADR 13 PROPERTY TYPE: SECURITIES				P	06/18/2007	10/23/2013
264.		929.					-665.	

ROCKWELL FUND, INC. 74-6040258

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		175 BARCLAYS PLC RT PUR ADR 13				P	11/17/2009	10/23/2013
		PROPERTY TYPE: SECURITIES						
926.		1,174.					-248.	
		57.75 BARCLAYS PLC RT PUR ADR 13				P	04/06/2010	10/23/2013
		PROPERTY TYPE: SECURITIES						
305.		410.					-105.	
		2000 BROOKFIELD OFFICE PPTYS INC				P	07/24/2009	08/02/2013
		PROPERTY TYPE: SECURITIES						
33,419.		15,725.					17,694.	
		2600 CONTRA ADR NATL BK				P	12/20/2007	06/17/2013
		PROPERTY TYPE: SECURITIES						
169.		169.						
		700 HANNOVER RUECKVERSICHER SE ADR				P	05/21/2009	12/16/2013
		PROPERTY TYPE: SECURITIES						
29,125.		13,265.					15,860.	
		250000 INTL BK OF RECON & DEV 8.25% 1/24				P	03/31/2011	01/24/2013
		PROPERTY TYPE: SECURITIES						
122,495.		122,495.						
		560 IPATH MSCI INDIA				P	06/19/2007	12/16/2013
		PROPERTY TYPE: SECURITIES						
30,673.		33,415.					-2,742.	
		400 ISHARES MSCI THAILAND CAPD ETF				P	07/27/2009	09/11/2013
		PROPERTY TYPE: SECURITIES						
30,193.		14,148.					16,045.	
		2212 ISHARES MSCI UNITED KINGDOM ETF				P	01/29/2009	04/02/2013
		PROPERTY TYPE: SECURITIES						
40,325.		24,752.					15,573.	
		5000 ISHRS MSCI UNITED KINGDOM ETF				P	11/24/2008	09/11/2013
		PROPERTY TYPE: SECURITIES						
9,710.		5,953.					3,757.	
		.8 MACQUARIE GROUP LTD ADR				P	08/26/2008	12/24/2013
		PROPERTY TYPE: SECURITIES						
39.		37.					2.	
		600 MAKITA CORPORATION LTD ADR NEW				P	03/18/2008	12/16/2013
		PROPERTY TYPE: SECURITIES						
30,247.		19,050.					11,197.	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		900 PEARSON PLC SP ADR PROPERTY TYPE: SECURITIES				P	01/22/2009	08/02/2013
18,315.		8,129.					10,186.	
		1100 PEARSON PLC SP ADR PROPERTY TYPE: SECURITIES				P	03/26/2009	08/02/2013
22,385.		11,330.					11,055.	
		1318.746 POSTNL NV SPONS ADR PROPERTY TYPE: SECURITIES				P	06/16/2006	12/16/2013
7,198.		17,928.					-10,730.	
		503.416 POSTNL NV SPON ADR PROPERTY TYPE: SECURITIES				P	07/20/2006	12/16/2013
2,748.		7,013.					-4,265.	
		689.617 POSTNL NV SPON ADR PROPERTY TYPE: SECURITIES				P	01/22/2009	12/16/2013
3,764.		4,951.					-1,187.	
		627.944 POSTNL NV SPON ADR PROPERTY TYPE: SECURITIES				P	05/21/2009	12/16/2013
3,427.		5,018.					-1,591.	
		560.663 POSTNL NV SPON ADR PROPERTY TYPE: SECURITIES				P	09/17/2009	12/16/2013
3,060.		6,339.					-3,279.	
		56.066 POSTNL NV SPON ADR PROPERTY TYPE: SECURITIES				P	04/09/2010	12/16/2013
306.		610.					-304.	
		60.554 POSTNL NV SPON ADR PROPERTY TYPE: SECURITIES				P	02/28/2011	12/16/2013
331.		637.					-306.	
		500 SAP AG PROPERTY TYPE: SECURITIES				P	07/30/2010	12/16/2013
40,870.		22,861.					18,009.	
		100 SOLVAY SA PROPERTY TYPE: SECURITIES				P	06/18/2007	12/16/2013
14,693.		15,675.					-982.	
		.70925 TNT EXPRESS NV PROPERTY TYPE: SECURITIES				P	06/01/2011	08/29/2013
6.		11.					-5.	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		3433 TNT EXPRESS NV PROPERTY TYPE: SECURITIES				P	06/01/2011	12/16/2013
29,448.		51,078.					-21,630.	
		1000 UNILEVER PLC (NEW) ADS PROPERTY TYPE: SECURITIES				P	07/01/2008	09/11/2013
38,816.		28,133.					10,683.	
		2750 VODAFONE GP PLC ADS NEW PROPERTY TYPE: SECURITIES				P	08/30/2006	09/04/2013
88,359.		58,106.					30,253.	
		.048 CREDIT SUISSE GROUP PROPERTY TYPE: SECURITIES				P	06/16/2006	05/20/2013
2.		3.					-1.	
		FRAC SH CONTRA ADR NATL BK PROPERTY TYPE: SECURITIES				P	08/01/2013	08/01/2013
1.		1.						
		KEPPEL CORP LTD ADR SPONSORED PROPERTY TYPE: SECURITIES				P	06/18/2013	06/18/2013
2,447.							2,447.	
		KEPPEL CORP LTD ADR SPONSORED PROPERTY TYPE: SECURITIES				P	10/07/2013	10/07/2013
795.							795.	
		33 CALL SNY FEB 2013 @ 50 PROPERTY TYPE: SECURITIES				P	01/24/2013	02/19/2013
858.							858.	
		432.163 AMERICAN CAP WRLD GR & INC A PROPERTY TYPE: SECURITIES				P	06/15/2012	01/11/2013
16,474.		14,279.					2,195.	
		159.429 AMERICAN CAP WRLD GR & INC A PROPERTY TYPE: SECURITIES				P	09/19/2011	01/11/2013
6,077.		5,137.					940.	
		275.768 AMERICAN CAP WRLD GR & INC A PROPERTY TYPE: SECURITIES				P	12/19/2011	01/11/2013
10,512.		8,601.					1,911.	
		30 AMERICAN EUROPACIFIC GRW A PROPERTY TYPE: SECURITIES				P	12/24/2008	01/11/2013
1,260.		810.					450.	

ROCKWELL FUND, INC. 74-6040258

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		482.143 AMERICAN EUROPACIFIC GRW A PROPERTY TYPE: SECURITIES				P	12/28/2011	01/11/2013
20,250.		16,952.					3,298.	
		505.625 AMERICAN INTL GRW & INC A PROPERTY TYPE: SECURITIES				P	06/12/2012	01/11/2013
16,285.		13,470.					2,815.	
		249.691 AMERICAN INTL GRW & INC A PROPERTY TYPE: SECURITIES				P	09/14/2011	01/11/2013
8,048.		6,899.					1,149.	
		153.037 AMERICAN INTL GRW & INC A PROPERTY TYPE: SECURITIES				P	12/27/2011	01/11/2013
4,932.		4,190.					742.	
		655.507 AMERICAN INTL GRW & INC A PROPERTY TYPE: SECURITIES				P	12/27/2011	01/11/2013
21,127.		17,948.					3,179.	
		890.968 AMERICAN NEW WORLD A PROPERTY TYPE: SECURITIES				P	12/02/2005	01/11/2013
49,199.		34,400.					14,799.	
		20.702 AMERICAN SMALLCAP WORLD A PROPERTY TYPE: SECURITIES				P	12/28/2011	01/11/2013
848.		688.					160.	
		.399 THE INDIA FUND INC PROPERTY TYPE: SECURITIES				P	01/31/2013	01/31/2013
8.		8.						
		100000 ATLAS PIPELINE PARTNERS FP SR NT PROPERTY TYPE: SECURITIES				P	02/16/2011	03/12/2013
106,448.		105,305.					1,143.	
		250000 BARCLAYS BANK PLC REC CONV NTS LK PROPERTY TYPE: SECURITIES				P	03/27/2012	04/01/2013
250,000.		250,000.						
		1681 DYNEGY INC PROPERTY TYPE: SECURITIES				P	01/07/2011	12/13/2013
34,574.		54,071.					-19,497.	
		47000 FOREST OIL CORP CONTRA CUSIP PROPERTY TYPE: SECURITIES				P	02/19/2010	11/26/2013
48,300.		46,856.					1,444.	

ROCKWELL FUND, INC. 74-6040258

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		135000 SLM CORP MEDIUM TERM NTS SETP CPN PROPERTY TYPE: SECURITIES				P	03/26/2010	06/17/2013
135,000.		135,000.						
		100000 WINDSTREAM CORP SR NT PROPERTY TYPE: SECURITIES				P	01/26/2010	09/25/2013
102,333.		100,000.					2,333.	
		5 FSP 505 WATERFORD PFD PROPERTY TYPE: SECURITIES				P	12/01/2004	12/20/2013
351,301.		385,023.					-33,722.	
		7.712 BACAP MULTI-STRATEGY HEDGE FUND, L PROPERTY TYPE: SECURITIES				P	03/29/2004	12/31/2013
5,991.		8,864.					-2,873.	
		DISCOVERY ZONE 13.5% 8/1/02-LIQUIDATING PROPERTY TYPE: SECURITIES				P	08/01/1997	09/17/2013
215.							215.	
		4657.30 AMERIQUEST 03-1 FLT 2/25/33 PROPERTY TYPE: SECURITIES				P	10/25/2006	11/25/2013
		4,376.					-4,376.	
		6012.26 CONTIMORTGAGE 98-1 4/15/29 PROPERTY TYPE: SECURITIES				P	03/21/2000	01/15/2013
6,012.		6,012.						
		6315.90 CONTIMORTGAGE 98-1 4/15/29 PROPERTY TYPE: SECURITIES				P	03/21/2000	10/15/2013
		6,232.					-6,232.	
		11575.39 CONTIMORTGAGE 98-1 4/15/29 PROPERTY TYPE: SECURITIES				P	03/21/2000	02/15/2013
11,575.		11,575.						
		8887.44 CONTIMORTGAGE 98-1 4/15/29 PROPERTY TYPE: SECURITIES				P	03/21/2000	02/15/2013
		8,769.					-8,769.	
		6145.89 CONTIMORTGAGE 98-1 4/15/29 PROPERTY TYPE: SECURITIES				P	03/21/2000	03/18/2013
		6,065.					-6,065.	
		5386.82 CONTIMORTGAGE 98-1 4/15/29 PROPERTY TYPE: SECURITIES				P	03/21/2000	03/18/2013
5,387.		5,387.						

ROCKWELL FUND, INC. 74-6040258

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		4864.50 CONTIMORTGAGE 98-1 4/15/29 PROPERTY TYPE: SECURITIES				P	03/21/2000	04/15/2013
4,865.		4,865.						
		320.04 CONTIMORTGAGE 98-1 4/15/29 PROPERTY TYPE: SECURITIES				P	03/21/2000	04/15/2013
		316.					-316.	
		5467.53 CONTIMORTGAGE 98-1 4/15/29 PROPERTY TYPE: SECURITIES				P	03/21/2000	05/15/2013
5,468.		5,468.						
		407.35 CONTIMORTGAGE 98-1 4/15/29 PROPERTY TYPE: SECURITIES				P	03/21/2000	05/15/2013
		402.					-402.	
		4076.58 CONTIMORTGAGE 98-1 4/15/29 PROPERTY TYPE: SECURITIES				P	03/21/2000	06/17/2013
4,077.		4,077.						
		950.97 CONTIMORTGAGE 98-7 4/15/29 PROPERTY TYPE: SECURITIES				P	03/21/2000	06/17/2013
		939.					-939.	
		4076.58 CONTIMORTGAGE 98-1 4/15/29 PROPERTY TYPE: SECURITIES				P	03/21/2000	07/16/2013
5,899.		5,899.						
		112.42 CONTIMORTGAGE 98-1 4/15/29 PROPERTY TYPE: SECURITIES				P	03/21/2000	07/16/2013
		111.					-111.	
		5209.84 CONTIMORTGAGE 98-1 4/15/29 PROPERTY TYPE: SECURITIES				P	03/21/2000	08/15/2013
5,210.		5,210.						
		1392.87 CONTIMORTGAGE 98-1 4/15/29 PROPERTY TYPE: SECURITIES				P	03/21/2000	08/15/2013
		1,375.					-1,375.	
		2494.48 CONTIMORTGAGE 98-1 4/15/29 PROPERTY TYPE: SECURITIES				P	03/21/2000	09/17/2013
2,494.		2,494.						
		291.28 CONTIMORTGAGE 98-1 4/15/29 PROPERTY TYPE: SECURITIES				P	03/21/2000	10/16/2013
		287.					-287.	

ROCKWELL FUND, INC. 74-6040258

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		2129.73 CONTIMORTGAGE 98-1 4/15/29 PROPERTY TYPE: SECURITIES				P	03/21/2000	10/16/2013
2,130.		2,130.						
		4710.98 CONTIMORTGAGE 98-1 4/15/29 PROPERTY TYPE: SECURITIES				P	03/21/2000	11/18/2013
4,711.		4,711.						
		3953.01 CONTIMORTGAGE 98-1 4/15/29					03/21/2000	12/15/2013
3,953.		3,953.						
		3644.44 IMC HM EQUITY 97-3B 8/20/28 PROPERTY TYPE: SECURITIES				P	11/16/1998	01/23/2013
		1,275.					-1,275.	
		299.70 IMC HM EQYITY 97-3 B 7.87% 8/20/2 PROPERTY TYPE: SECURITIES				P	11/16/1998	02/28/2013
		1,045.					-1,045.	
		257.61 IMC HM EQUITY 97-3 B 7.87% 8/20/2 PROPERTY TYPE: SECURITIES				P	11/16/1998	03/27/2013
		895.					-895.	
		2376.19 IMC HM EQUITY 97-2 B 7.87% 8/20/ PROPERTY TYPE: SECURITIES				P	11/16/1998	04/24/2013
		8,222.					-8,222.	
		247.29 IMC HM EQUITY 97-3 B 7.87% 8/20/2 PROPERTY TYPE: SECURITIES				P	11/16/1998	05/20/2013
		852.					-852.	
		285.54 IMC HM EQUITY 97-3 B 7.87% 8/20/2 PROPERTY TYPE: SECURITIES				P	11/16/1998	06/21/2013
		980.					-980.	
		1000.09 IMC HM EQUITY 97-1 B 7.87% 8/20/ PROPERTY TYPE: SECURITIES				P	11/16/1998	07/23/2013
		3,421.					-3,421.	
		1501.34 IMC HM EQITY 97-3 B 7.87% 8/20/2 PROPERTY TYPE: SECURITIES				P	11/16/1998	08/21/2013
		5,115.					-5,115.	
		248.07 IMC HM EQUITY 97-3 B 7.87% 8/20/2 PROPERTY TYPE: SECURITIES				P	11/16/1998	09/23/2013
		842.					-842.	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		439.42 IMC HM EQUITY 97-3 B 7.87% 8/20/2 PROPERTY TYPE: SECURITIES				P	11/16/1998	10/23/2013
		1,485.					-1,485.	
		274.90 IMC HM EQUITY 97-3 B 7.87% 7/28/3 PROPERTY TYPE: SECURITIES				P	11/16/1998	11/21/2013
		925.					-925.	
		385.66 IMC HM EQUITY 97-3 B 7.87% 8/20/2 PROPERTY TYPE: SECURITIES				P	11/16/1998	12/23/2013
		1,293.					-1,293.	
		273070.34 JP MORGAN 05-R1 B4 5.5% 7/28/3 PROPERTY TYPE: SECURITIES				P	09/07/2005	06/20/2013
		251,152.					-251,152.	
		218451.20 JP MORGAN 05-18 B4 5.5% 7/28/3 PROPERTY TYPE: SECURITIES				P	09/07/2005	
		206,205.					-206,205.	
		235248.74 JP MORAN 05-18 B4 5.5% 7/28/34 PROPERTY TYPE: SECURITIES				P	09/07/2005	07/30/2013
		216,366.					-216,366.	
		306117.79 JP MORGAN 05-18 B4 5.5% 7/28/3 PROPERTY TYPE: SECURITIES				P	09/07/2005	08/30/2014
		281,547.					-281,547.	
		131555.12 JP MORGAN 05-R1 B4 5.5% 7/28/3 PROPERTY TYPE: SECURITIES				P	09/02/2005	10/02/2013
		120,996.					-120,996.	
		123518.24 JP MORGAN 05-18 B4 5.5% 7/28/3 PROPERTY TYPE: SECURITIES				P	09/07/2005	10/31/2013
		90,544.					-90,544.	
		253948.39 JP MORGAN 05-18 B4 5.5% 7/28/3 PROPERTY TYPE: SECURITIES				P	09/07/2005	11/29/2013
		233,565.					-233,565.	
		87306.74 JP MORGAN 05-18 B4 5.5% 7/28/37 PROPERTY TYPE: SECURITIES				P	09/07/2005	12/31/2013
		80,299.					-80,299.	
		2773.96 RES ACCEP 03-A6 B4 5.5% 7/25/33 PROPERTY TYPE: SECURITIES				P	02/19/2004	01/29/2013
2,774.		2,774.						

ROCKWELL FUND, INC. 74-6040258

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		3882.14 RES ACCEP 03-A6 B4 5.5% 7/25/33 PROPERTY TYPE: SECURITIES				P	02/19/2004	02/27/2014
3,882.		3,882.						
		2379.97 RES ACCEP 2003 A6 B4 5.5% 7/25/3 PROPERTY TYPE: SECURITIES				P	02/19/2004	03/27/2013
2,380.		2,380.						
		5061.58 RES ACCEP 2003-A6 B4 5.5% 7/25/3 PROPERTY TYPE: SECURITIES				P	02/19/2004	04/29/2013
5,062.		5,062.						
		130506.68 RES ACCCEP 03-A6 B4 5.5% 7/25/ PROPERTY TYPE: SECURITIES				P	02/19/2004	04/29/2013
		112,920.					-112,920.	
		9647.76 RES ASSET 03-A6 B3 5.5% 5/25/33 PROPERTY TYPE: SECURITIES				P	03/25/2004	01/29/2013
9,648.		9,648.						
		13502.01 RES ASSET 03-A6 B3 5.5% 5/25/33 PROPERTY TYPE: SECURITIES				P	03/25/2004	02/25/2013
13,502.		13,502.						
		8277.41 RES ASSET 2003-A6 B3 5.5% 5/25/3 PROPERTY TYPE: SECURITIES				P	03/25/2004	03/25/2013
8,277.		8,277.						
		17604.04 RES ASSET 03-A6 B3 5.5% 5/25/33 PROPERTY TYPE: SECURITIES				P	03/25/2004	04/29/2013
17,604.		17,604.						
		48707.55 RES ASSET 03-A6 B3 5.5% 5/25/33 PROPERTY TYPE: SECURITIES				P	03/25/2004	04/29/2013
		45,479.					-45,479.	
		5302.36 RES ASSET 2003-A6 B3 5.5% 5/25/3 PROPERTY TYPE: SECURITIES				P	03/25/2004	05/28/2013
5,302.		5,302.						
		67881.77 RES ASSE 03-A6 B3 5.5% 5/25/33 PROPERTY TYPE: SECURITIES				P	03/25/2004	05/28/2013
		63,401.					-63,401.	
		10683.35 RES ASSET 03-A6 B3 5.55 5/25/33 PROPERTY TYPE: SECURITIES				P	03/25/2004	06/25/2013
10,683.		10,683.						

ROCKWELL FUND, INC. 74-6040258

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		4942.08 RES ASSET 03-A6 B3 5.5% 5/25/33 PROPERTY TYPE: SECURITIES				P	03/25/2004	06/25/2013
		4,617.					-4,617.	
		5655.45 RES ASSET 03-A6 B3 5.5% 5/25/33 PROPERTY TYPE: SECURITIES				P	03/25/2004	07/26/2013
5,655.		5,655.						
		3885.93 RES ASSET 03-A6 B3 5.5% 5/25/33 PROPERTY TYPE: SECURITIES				P	03/25/2004	07/26/2013
		3,632.					-3,632.	
		6392.82 RES ASSET 03-A6 B3 5.5% 5/25/33 PROPERTY TYPE: SECURITIES				P	03/25/2004	08/30/2013
		5,976.					-5,976.	
		52373.44 RES ASSET 03-A6 B3 5.5% 5/25/33 PROPERTY TYPE: SECURITIES				P	03/25/2004	09/30/2013
		48,974.					-48,974.	
		10139.21 RES ASSET 03-A6 B3 5.5% 5/25/33 PROPERTY TYPE: SECURITIES				P	03/25/2004	10/31/2013
		9,478.					-9,478.	
		6555.85 RES ASSET 03-A6 B3 5.5% 5/25/33 PROPERTY TYPE: SECURITIES				P	03/25/2004	11/25/2013
		6,128.					-6,128.	
		6711.08 RES ASSET 03-A6 B3 5.5% 3/25/33 PROPERTY TYPE: SECURITIES				P	03/25/2004	12/26/2013
		6,273.					-6,273.	
TOTAL GAIN(LOSS)							-1472775.	

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FROST BANK	35.	35.
RBC CAPITAL	7.	7.
MORGAN STANLEY MONEY FUNDS	19.	19.
CHARLES SCHAB & CO	72.	72.
WELLS FARGO	19.	19.
TOTAL	152.	152.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AMERICAN MUTUAL FUND	4,094.	4,094.
FUNDAMENTAL INVESTORS FUND CLASS A	18,257.	18,257.
VOYA CORE EQUITY RESEARCH FUND	3,411.	3,411.
NEW ECONOMY FUND CLASS A	5,591.	5,591.
POWERSHARES DYNAMIC BASIC MATERIALS	1,607.	1,607.
POWERSHARES DYNAMIC TECHNOLOGY	299.	299.
POWERSHARES QQQ TR SER 1	5,180.	5,180.
ISHARES RUSSELL 2000 INDEX	40,660.	40,660.
AMERICAN INTERNATIONAL GROUP	45.	45.
APACHE CORP	1,170.	1,170.
AT&T	52,650.	52,650.
BANK OF AMERICA	320.	320.
BOEING CO	23,280.	23,280.
CHESAPEAKE ENERGY CO	1,400.	1,400.
CISCO SHSTEMS INC	340.	340.
EXXON MOBIL CORP	16,236.	16,236.
FLUOR CORPORATION NEW	160.	160.
FRONTIER COMMUNICATIONS CORP	191.	191.
GENERAL ELECTRIC	22,800.	22,800.
INTEL CORP	4,500.	4,500.
JOHNSON & JOHNSON	77,700.	77,700.
JOHNSON CONTROLS INC	1,710.	1,710.
LEGG MASON INC	925.	925.
LOCKHEED MARTIN CORP	2,300.	2,300.
MARATHON OIL CORP	3,384.	3,384.
MARATHON PETROLEUM CORP	3,619.	3,619.
MICROSOFT CORP	29,100.	29,100.
RAYTHEON COMPANY	16,125.	16,125.
SCHLUMBERGER LTD	1,525.	1,525.
UNITED PARCEL SERVICE	18,600.	18,600.
WELLS FARGO	2,290.	2,290.
ROCKWELL LUMBER COMPANY	120,000.	120,000.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ABB LTD SPON ADR	1,810.	1,810.
ALLIAMZ SE ADR	3,666.	3,666.
ASTRAZENECA PLC SPON ADR	7,000.	7,000.
AXA	2,790.	2,790.
BAE SYSTEMS	2,829.	2,829.
BANCO BRADESCO SPONS ADR	1,370.	1,370.
BARCLAYS	1,532.	1,532.
BAYER AG SPONS ADR	1,487.	1,487.
BHP BILLITON LTD	2,320.	2,320.
BNP PARIBAS	3,421.	3,421.
BP PLC SPON ADR	570.	570.
BROOKFIELD PROPERTIES	560.	560.
CENTRICA	1,769.	1,769.
CREDIT SUISSE GROUP	340.	340.
DIAGEO PLC	1,199.	1,199.
E ON AG SPONS ADR	4,308.	4,308.
ELECTRIC POWER DEV CO LTD	1,489.	1,489.
FAIRFAX FINANCIAL HOLDINGS LTD	1,600.	1,600.
GLAXOSMITHKLINE PLC	8,302.	8,302.
HANNOVER REINS CORP	6,284.	6,284.
HONDA MOTOR CO LTD ADR	1,516.	1,516.
HSBC HOLDINGS	1,932.	1,932.
KB FINANCIAL GROUP ADR	683.	683.
KEPPEL CORP	2,980.	2,980.
KOMATSU	2,006.	2,006.
MACQUARIE GROUP SPONS ADR	2,024.	2,024.
MAKITA CORP ADR	2,910.	2,910.
MITSUBISHI CORP	1,311.	1,311.
NESTLE SA	1,731.	1,731.
NIDEC CORP	230.	230.
NINTENDO CO LTD ADR	175.	175.
NIPPON STEEL & SUMITOMO METAL	473.	473.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
NIPPON TEL & TEL SPON ADR	1,593.	1,593.
ORANGE NEW	793.	793.
PEARSON PLC SPONS ADR	930.	930.
PETROLEUM GEO SERVICES ASA ADR	1,550.	1,550.
POWER ASSETS	4,154.	4,154.
RECKITT BENCKISER GP ADR	4,359.	4,359.
ROYAL BANK OF CANADA	6,068.	6,068.
ROYAL DUTCH SHELL PLC ADR	11,428.	11,428.
RWE AG SPONS ADR	7,794.	7,794.
SANOFI-AVENTIS	5,915.	5,915.
SAP AG ASPNS ADR	1,111.	1,111.
SILICONWARE PRECISION INDS	4,130.	4,130.
SOLVAY EUR	418.	418.
SUMITOMO MITSUI FINL GROUP INC ADR	1,368.	1,368.
TAKEDA PHARMACEUTICAL CO	4,471.	4,471.
TOTAL SA	17,054.	17,054.
TOYOTA MOTOR CORP	2,282.	2,282.
UNILEVER PLC	8,005.	8,005.
VERBUND AG	643.	643.
VODAFONE GROUP PLC	9,484.	9,484.
YPF SA SPONS ADR	74.	74.
BLDRS EMERGING MKTS 50 ADR	2,113.	2,113.
INDIA FUND	2,642.	2,642.
ISHARES FTSE CHINA INDEX FUND	6,325.	6,325.
ISHARES MSCI AUSTRALIA INDEX FUND	17,328.	17,328.
ISHARES MSCI BRAZIL FREE INDEX FUND	5,822.	5,822.
ISHARES MSCI CANADA INDEX FUND	6,631.	6,631.
ISHARES MSCI EMERGING MARKET INDEX FUND	3,042.	3,042.
ISHARES MSCI FRANCE INDEX FUND	7,662.	7,662.
ISHARES MSCI GERMANY INDEX FUND	4,808.	4,808.
ISHARES MSCI HONG KONG INDEX	9,146.	9,146.
ISHARES MSCI INDIA	845.	845.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ISHARES MSCI INDONESIA	296.	296.
ISHARES MSCI ISRAEL INDEX	798.	798.
ISHARES MSCI ITALY INDEX	1,992.	1,992.
ISHARES MSCI JAPAN INDEX FUND	11,818.	11,818.
ISHARES MSCI MAYLASIA FREE	2,122.	2,122.
ISHARES MSCI MEXICO FREE	4,412.	4,412.
ISHARES MSCI NETHERLANDS INDEX	1,233.	1,233.
ISHARES MSCI NEW ZEALAND	1,741.	1,741.
ISHARES MSCI PHILIPPINES	579.	579.
ISHARES MSCI POLAND	6,536.	6,536.
ISHARES MSCI SINGAPORE INDEX	9,981.	9,981.
ISHARES MSCI SOUTH AFRICA INDEX	1,307.	1,307.
ISHARES MSCI SOUTH KOREA INDEX	4,923.	4,923.
ISHARES MSCI SPAIN INDEX FUND	5,914.	5,914.
ISHARES MSCI SWITZERLAND INDEX	6,955.	6,955.
ISHARES MSCI THAILAND INDEX	2,977.	2,977.
ISHARES MSCI TAIWAN INDEX	5,775.	5,775.
ISHARES MSCI TURKEY INDEX	2,554.	2,554.
ISHARES MSCI UNITED KINGDOM INDEX	26,356.	26,356.
FIRST TRUST ISE GLBL ENGNRNG & CONSTR	7,430.	7,430.
POWERSHARES S&P BK LN PORT	10,739.	10,739.
ISHARES EMERG MKTS CURRENCY BOND	4,215.	4,215.
ISHARES EMERG MKTS CORPORATE BOND	5,026.	5,026.
ISHARES JP MORGAN EMERG BOND FD	4,426.	4,426.
POWERSHARES DWA EMERG MKTS	12,208.	12,208.
POWERSHARES EM MRKTS SOV DEBT	48,522.	48,522.
AMERICAN HIGH INCOME TRUST FUND CL A	59,311.	59,311.
CAPITAL WORLD GROWTH & INCOME FUND	38,323.	38,323.
EURO PACIFIC GROWTH FUND	15,844.	15,844.
INTERNATIONAL GROWTH & INCOME FUND	36,198.	36,198.
NEW PERSPECTIVE FUND	9,100.	9,100.
NEW WORLD FUND INC	11,845.	11,845.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
TEMPLETON FRONTIER MARKETS FUND	2,318.	2,318.
CAPITAL WORLD BOND FUND	33,275.	33,275.
TEMPLETON GLOBAL BOND FUND	58,377.	58,377.
SMALLCAP WORLD FUND	169.	169.
VOYA GLOBAL REAL ESTATE FUND	31,087.	31,087.
FSP-505 WATERFORD CORP.	2,931.	2,931.
FSP-LAKESIDE CROSSING II CORP	30,775.	30,775.
FSP-MONUMENT CIRCLE CORP	49,208.	49,208.
FSP-UNION CENTRE CORP	53,609.	53,609.
FRANKLIN STREET PROPERTIESS CORP.	166,577.	166,577.
BA PARTNERS FUND IV BUYOUT FUND LTD	120,600.	120,600.
BA PARTNERS FUND IV INTERNATIONAL LTD	172,900.	172,900.
BA PARTNERS FUND IV VENTURE FUND LTD	39,900.	39,900.
SANTANDAR FINANCE PREF 6.8%	3,400.	3,400.
AIRCASTLE LTD SR NT 7.625% 4/15/20	11,438.	11,438.
AK STEEL CORP 7.625% 5/15/20	6,863.	6,863.
ALBERTSON'S 8% 5/1/31	82,650.	82,650.
ALCOA 6.75% 7/15/18	7,973.	7,973.
ALLTEL CORP 7.875% 7/1/32	39,690.	39,690.
AMERICAN INTL GROUP 5.05% 10/1/15	7,748.	7,748.
AMERICAN REPROGRAPHICS 10.5% 12/15/16	2,705.	2,705.
AMERIGAS FINANCE CORP 7% 5/20/22	17,500.	17,500.
ARCH COAL INC 7.25% 10/01/20	7,458.	7,458.
ATLAS PIPELINE PTNRS LP 8.75% 6/15/18	2,115.	2,115.
BASIC ENERGY SFC 7.75% 2/15/19	2,449.	2,449.
CHESAPEAKE ENERGY 6.5% 8/15/17	17,270.	17,270.
CIIZENS UTILITIES 7% 11/1/25	14,583.	14,583.
COLUMBIA/HCA HEALTHCARE 7.05% 12/1/27	53,180.	53,180.
COMMERCIAL METALS CO 6.5% 7/15/17	4,875.	4,875.
CONSOL ENERGY INC 8% 4/1/17	6,000.	6,000.
COOPER TIRE & RUBBER CO 8% 12/15/19	20,000.	20,000.
DELUXE CORP 5.125% 10/1/14	17,594.	17,594.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DENBURY RESOURCES INC 8.25% 2/15/20	8,250.	8,250.
DILLARDS 7.875% 1/1/23	23,913.	23,913.
EARTHLINK INC 8.875% 5/15/19	6,656.	6,656.
EL PASO CORP SR NT 7% 6/15/17	3,500.	3,500.
EXCO RESOURCES INC 7.5% 9/15/18	25,318.	25,318.
FERRO CORP 7.875% 8/15/18	3,671.	3,671.
FORD MOTOR CO 7.125% 11/15/25	7,929.	7,929.
FORD MOTOR CO 8.875% 1/25/22	22,188.	22,188.
FOREST OIL CORP SR NT 7.25% 6/15/19	7,123.	7,123.
GOODYEAR TIRE & RUBBER 8.75% 8/15/20	8,750.	8,750.
INTERNATIONAL PAPER 7.95% 6/15/18	19,875.	19,875.
JC PENNEY 7.95% 4/1/17	7,950.	7,950.
KEY ENERGY SVCS INC SR NT 6.75% 3/1/21	2,767.	2,767.
NISKA GAS STORAGE 8.875% 3/15/18	3,938.	3,938.
NRG ENERGY INC SR NT 8.5% 6/15/19	11,900.	11,900.
PEABODY ENERGY CORP 7.375% 11/1/16	7,844.	7,844.
PENN VIRGINIA CORP SR NTS 7.25% 4/15/19	7,250.	7,250.
PIONEER NAT RES CO 7.2% 1/15/28	6,508.	6,508.
PLAINS EXPL & PROD SR NT 7.625% 4/1/20	19,063.	19,063.
QUICKSILVER RESOURCES INC 7.125% 4/1/16	7,367.	7,367.
SLM MED TRM NT 6% 6/15/18	16,663.	16,663.
SPRINT CAPITAL CORP 6.875% 11/15/28	4,524.	4,524.
SUNCOKE ENERGY 7.625% 8/1/19	5,944.	5,944.
SUPERVALU INC SR NTS 8% 5/1/16	8,000.	8,000.
TUTOR PERINI 7.615% 11/1/18	4,496.	4,496.
UNION PACIFIC RESOURCE GRP 7.5% 10/15/26	18,750.	18,750.
UNUM CORP 7.19% 2/1/28	10,713.	10,713.
US STEEL CORP 7.375% 4/1/20	14,381.	14,381.
WEINGARTEN REALTY 8.1% 9/15/14	20,250.	20,250.
WENDYS INTL 7% 12/15/25	17,837.	17,837.
WINDSTREAM CORP 7% 3/15/19	9,575.	9,575.
BARCLAYS BK RV CNV FLR 7.5% 8/8/14	6,250.	6,250.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BARCLAYS BK RV CNV OXY 7.5% 4/9/14	12,500.	12,500.
BARCLAYS BK RV CNV SLB 6.7% 6/25/14	8,375.	8,375.
BARCLAYS BK RV CNV VLO 9.5% 3/28/13	6,248.	6,248.
SG STRUCTURED PRODUCTS INC 12% 1/31/31	10,229.	10,229.
AMERIQUEST 03-1 MV3 9.02% 2/25/33	28,037.	28,037.
CONTIMORTGAGE 98-1B 7.86% 4/15/29	28,277.	28,277.
FNMA WHOLE LN 04-W3 B3 5.6521$ 5/25/34	-999.	-999.
IMC HOME EQUITY 7.87% 8/20/28	-5,076.	-5,076.
JP MORGAN 05-R1 B4 5.5% 7/28/34	98,021.	98,021.
JP MORGAN 05-R1 B6 FLT 7/28/34	90,761.	90,761.
RESIDENT ASSET 03-A6 B3 5.5% 7/25/33	19,214.	19,214.
RESIDENT ASSET 03-A6 B4 5.5% 7/25/33	4,706.	4,706.
ARCELORMITTAL SA LUXEMBOURG 9.85% 6/1/19	10,350.	10,350.
ANHEUSEUR-BUSCH 9.75% 11/17/15	4,528.	4,528.
GE CAP AUSTRALIA FUNDING 7.5% 9/1/14 AUS	6,778.	6,778.
INTL BNK FOR RECONST & DEV 8.25% 1/24/13	10,111.	10,111.
RABOBANK NEDERLAND 6.625% 8/6/14 AUS $	5,947.	5,947.
MORGAN STANLEY STEP-UP 6% 2/13/17 AUS $	15,157.	15,157.
FOUNDATION ENERGY PTNRS LLC CR FAC #3	10,458.	10,458.
CHAMPION 2012 PARTNERS PASS-THRU INT.	26.	26.
NET FUND I LTD PASS-THRU INTEREST INC.	534.	534.
PHOENIX 2010 PARTNERS LP PASS-THRU INT.	45.	45.
PHOENIX 2011 PARTNERS LP PASS-THRU INT.	2.	2.
BA PVT EQ BAIN CAP 2006-PASS THRU DIVS	13,541.	13,541.
BA PVT EQ BLACKSTONE CAP-PASS THRU DIVS	17,814.	17,814.
LESS BA PVT EQ BLACKSTNE INCLUDED IN UBI		-8.
BOW RIVER CAPITAL FUND V PASS THRU DIVS	86,541.	86,541.
BA PVT EQ BAIN CAPITAL FND PASS-THRU INT	31.	31.
BA PVT EQ BLACKSTONE FND PASS-THRU INT	3,825.	3,825.
BOW RIVER CAPITAL FD V LP PASS-THRU INT	80.	80.
BOW RIVER CAP FD V LP - TAX-EXEMPT INC	30,741.	
OFS ENERGY FUND II, LP- PASS-THRU INT.	737.	737.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BOW RIVER CAP FD V LP - FOR CURR GAINS	8,829.	8,829.
TOTAL	3,036,258.	3,005,509.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PHOENIX 2010 PARTNERS LP ORD BUS INCOME	-4,769.	-4,769.
PHOENIX 2010 PARTNERS LP OTHER INCOME	678.	678.
PHOENIX 2010 PARTNERS LP ROYALTY INCOME	718.	718.
BA PVT EQUITY-BAIN CAP 06 OTHER INC	11.	11.
LESS BA PVT EQUITY-BAIN INCLUDED IN UBI		-5.
BOR RIVER CAPITAL 2011-TE ORD BUS INC	-4,330.	-4,330.
BOW RIVER CAPITAL 2011-TE OTHER PORT INC	15,883.	15,883.
BA PVT EQ BLACSTONE-ORDINARY BUS INC	3,898.	3,898.
BA PVT EQ BLACKSTONE-OTHER RENTAL INC	7.	7.
BA PVT EQUITY-BLACKSTONE-OTHER INC(LOSS)	-127.	-127.
LESS BA PVT EQ-BLACKSTONE INCL IN UBI		-1,255.
BOW RIVER FUND V LP ORD BUS INC	778.	778.
OFS ENERGY FUND II, LP ORD BUS INC	-60,173.	-60,173.
ADD BACK OFS ENERGY II INCL IN UBI		62,445.
QOT HOLDING COMPANY LLC ORD. BUS INC.	93,891.	93,891.
QOT HOLDING COMPANY LLC SEC 179	-62,602.	-62,602.
LESS QOT HLDING CO LLC INCLUDED IN UBI		-31,289.
1231 LOSSES--SEE FORM 4797	-270,527.	-270,527.
TOTALS	-286,664.	-256,768.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
CONSULTING-TEXAS CITIZEN FUND FOR TRANSPORTATION PROJECT	19,289.	19,289.
CONSULTING-MATT BARNES-ASSISTANCE WITH APPLICATION REVIEW FOR PUBLIC HEALTH RELATED GRANTS	10,500.	10,500.
TOTALS	29,789.	29,789.

FORM 990PF, PART I - INTEREST EXPENSE

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BA PVT EQ BLACKSTONE INV INT	249.	249.
BA PVT EQ BAIN CAP INV INT EXP	3.	3.
BOW RIVER CAP FD V INV INT EXP	3,367.	3,367.
BOW RIVER CAP 2011-TE INV INT	691.	691.
OFS ENERGY FUND II INV INT EXP	1,007.	1,007.
MERCURY FD VNET III INV INT EX	70.	70.
CURRENCLY LOSS-INTL BK FOR REC & DEV 8.25% 1/24/13	30,973.	30,973.
CURRENCY LOSS-BA PVT EQ BAIN	1.	1.
SENTINEL TECHNICOLOGY FUND-SEC 988 LOSSES		
TOTALS	36,361.	36,361.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
PAYROLL TAX EXPENSE	45,959.	12,725.	33,234.
FOREIGN TAX EXPENSE	51,291.	51,291.	
BA PVT EQUITY BLACKSTONE-FR TX	98.	98.	
FEDERAL EXCISE TAX	39,958.		
BOW RIVER CAP FUND V PASS-THRU STATE INCOME TAX	710.	710.	
LOUISIANA STATE INCOME TAX	1,309.	1,309.	
TOTALS	139,325.	66,133.	33,234.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
AMORT. OF BOND PREMIUMS	18,161.	18,161.	
BUSINESS MEALS & ENTERTAINMENT	4,764.	784.	1,598.
BUS. MEALS-CONV. OF EMPLOYER	647.	138.	509.
BANK FEES & WIRE TRANSFER FEES	1,412.	706.	706.
INSURANCE EXP.-GENERAL	6,284.	3,132.	3,152.
INS EXP-WORKER'S COMP.	2,074.	462.	1,612.
INVESTMENT EXPENSES	2,798.	2,798.	
COMPUTER/NETWORK EXPENSE	23,702.	9,595.	14,107.
CONTINUING EDUCATION	205.	205.	
CUSTODIAN AND INV. MGMT FEES	1,617.	1,617.	
DELIVERIES	148.	122.	26.
GRANTEE ASSISTANCE EXP	7,094.		7,094.
HUMAN RESOURCES OUTSOURCING	20,678.	4,576.	16,102.
OFFICE SUPPLIES & EXPENSE	5,786.	1,006.	4,780.
PARKING EXPENSE	95.	1.	94.
POSTAGE	316.	32.	284.
REIMBURSED MILEAGE, PARKING	898.	134.	764.
SUBSCRIPTIONS & PUBLICATIONS	951.	751.	200.
TELEPHONE/INTERNET EXPENSE	5,827.	1,454.	4,373.
WEBSITE EXPENSE	876.		876.
MISCELLANEOUS EXP	5,442.	228.	5,214.
PORTFOLIO INV. REIMBURSEMENT	-18,318.	-18,318.	
OVERHEAD REIMBURSEMENT	-2,400.	-1,200.	-1,200.
BOW RIVER CAP FD V PORT DED	30,968.	30,968.	
BOW RIVER CAP FD V OTHER DED	1,004.	1,004.	
BOW RIVER CAP FD V NON-DED EXP	780.		
BOW RIVER CAP 2011-TE PORT DED	36,771.	36,771.	
BOW RIVER CAR 2011-TE NON-DED	1.		
BA PVT EQ BAIN PORTF. DEDS.	8,474.	8,474.	
BA PTNRS BAIN CAP OTHER DEDUCT	3.	3.	
BA PVT EQ-BLACKSTONE--IDC	3,663.	3,663.	
BA PVT EQ-BLCKSTN-PORTF. DED.	5,931.	5,931.	

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
BA PVT EQ-BLACKSTN-OTHER DED.	836.	836.	
BA PVT EQ-BLCKSTN-NON-DED EXP	241.		
CHAMPION 2012 PTNRS OTHER DED	6,994.	6,994.	
PHOENIX 2010 PTNRS LP O&G EXP	248.	248.	
PHOENIX 2010 PTNRS DEPL IN EXCESS OF COST	108.	108.	
PHOENIX 2010 PTNRS LP OTHER DEDUCTIONS	8,420.	8,420.	
PHOENIX 2011 PTNRS LP OTHER DEDUCTIONS	6,409.	6,409.	
OFS ENERGY FUND II-PSHIP EXP	2,298.	2,298.	
OFS ENERGY FUND II PORTF DED	19,449.	19,449.	
OFS ENERGY FUND II NON-DED.	3,096.		
QOT HOLDINGS LLC-NON-DED. EXP.	733.		
MERCURY FUND VENTURES III LP PORTFOLIO DEDS.	1,681.	1,681.	
MERCURY FUND VENTURES III LP NON-DED. EXP	2,522.		
TOTALS	229,687.	159,641.	60,291.

ATTACHMENT 8

FORM 990PF, PART II - OTHER NOTES AND LOANS RECEIVABLE

BORROWER:	FOUNDATION PARTNERS, LLC. CREDIT FAC. #1
ORIGINAL AMOUNT:	600,000.
INTEREST RATE:	12.000000
DATE OF NOTE:	07/02/2004
MATURITY DATE:	07/23/2012
REPAYMENT TERMS:	PRINCIPAL PAYABLE AT MATURITY; EXTENDED TO 7/23/15
SECURITY PROVIDED:	NONE
PURPOSE OF LOAN:	PROVIDE FUNDS FOR FINANCING DEVELOPMENT PROJECT
DESCRIPTION AND FMV OF CONSIDERATION:	NONE

BEGINNING BALANCE DUE	2,671,962.
ENDING BALANCE DUE	2,671,962.
ENDING FAIR MARKET VALUE	2,154,381.

BORROWER:	FOUNDATION PARTNERS, LLC CREDIT FAC. #2
ORIGINAL AMOUNT:	451,840.
INTEREST RATE:	12.000000
DATE OF NOTE:	03/23/2005
MATURITY DATE:	01/20/2012
REPAYMENT TERMS:	PRINCIPAL PAYABLE AT MATURITY; EXTENDED TO 1/20/12
SECURITY PROVIDED:	NONE
PURPOSE OF LOAN:	PROVIDE FUNDS FOR FINANCING DEVELOPMENT PROJECT
DESCRIPTION AND FMV OF CONSIDERATION:	NONE

BEGINNING BALANCE DUE	442,671.
ENDING BALANCE DUE	442,671.
ENDING FAIR MARKET VALUE	

BORROWER:	FOUNDATION PARTNERS, LLC CREDIT FAC #3
ORIGINAL AMOUNT:	347,840.
INTEREST RATE:	12.000000
DATE OF NOTE:	03/23/2005
MATURITY DATE:	01/20/2012
REPAYMENT TERMS:	PAYABLE IN FULL AT MATURITY; EXTENDED TO 1/20/12
SECURITY PROVIDED:	NONE
PURPOSE OF LOAN:	PROVIDE FUNDS FOR FINANCING DEVELOPMENT PROJECT
DESCRIPTION AND FMV OF CONSIDERATION:	NONE

BEGINNING BALANCE DUE .... 1,133,990.

ENDING BALANCE DUE .... 1,133,990.

ENDING FAIR MARKET VALUE .... 2,636,784.

BORROWER:	FOUNDATION PARTNERS LLC CR FAC #4
ORIGINAL AMOUNT:	168,589.
INTEREST RATE:	10.000000
DATE OF NOTE:	09/24/2009
MATURITY DATE:	09/24/2013
REPAYMENT TERMS:	PRINCIPAL PAYABLE AT MATURITY
SECURITY PROVIDED:	NONE
PURPOSE OF LOAN:	PROVIDE FUNDS FOR FINANCING DEVELOPMENT PROJECT
DESCRIPTION AND FMV OF CONSIDERATION:	NONE

BEGINNING BALANCE DUE .... 273,957.

ENDING BALANCE DUE .... 273,957.

ENDING FAIR MARKET VALUE .... 412,678.

ATTACHMENT 8 (CONT'D)

BORROWER:	FOUNDATION PARTNERS LLC CR FAC #5
ORIGINAL AMOUNT:	200,000.
INTEREST RATE:	10.000000
DATE OF NOTE:	03/22/2011
MATURITY DATE:	09/25/2013
REPAYMENT TERMS:	PRINCIPAL PAYABLE AT MATURITY
SECURITY PROVIDED:	NONE
PURPOSE OF LOAN:	PROVIDE FUNDS FOR FINANCING DEVELOPMENT PROJECT
DESCRIPTION AND FMV OF CONSIDERATION:	NONE

BEGINNING BALANCE DUE	200,000.
ENDING BALANCE DUE	200,000.
ENDING FAIR MARKET VALUE	263,857.

BORROWER:	FOUNDATION PARTNERS, LLC CR FAC #6
ORIGINAL AMOUNT:	60,000.
INTEREST RATE:	10.000000
DATE OF NOTE:	06/28/2012
MATURITY DATE:	09/25/2013
REPAYMENT TERMS:	PRINCIPAL PAYABLE AT MATURITY
SECURITY PROVIDED:	NONE
PURPOSE OF LOAN:	PROVIDE FUNDS FOR DEVELOPMENT PROJECT
DESCRIPTION AND FMV OF CONSIDERATION:	NONE

BEGINNING BALANCE DUE	60,000.
ENDING BALANCE DUE	60,000.
ENDING FAIR MARKET VALUE	69,695.

TOTAL BEGINNING OTHER NOTES AND LOANS RECEIVABLE	4,782,580.
TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE	4,782,580.
TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE	5,537,395.

ROCKWELL FUND, INC. 74-6040258

ATTACHMENT 9

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
AMERICAN INTERNATIONAL GROUP	239,490.	239,490.	11,486.
WARRANTS-AIG	1,954.	1,954.	2,430.
APACHE CORP	130,705.	298,627.	257,820.
AT&T	907,613.	879,135.	1,019,640.
BANK OF AMERICA	543,574.	543,574.	124,560.
BOEING CO	958,135.	810,326.	1,364,900.
CHESAPEAKE ENERGY	226,200.	226,200.	108,560.
CISCO SYSTEMS, INC.		49,281.	44,860.
DISNEY, WALT CO		62,356.	76,400.
DYNEGY CORP	54,173.		
EXXON MOBIL CORP	494,060.	494,060.	667,920.
FANNIE MAE	658,300.	658,300.	33,110.
FRONTIER COMMUNICATIONS	24,988.	23,739.	16,740.
GENERAL ELECTRIC	494,312.	494,312.	840,900.
GENERAL MOTORS	922,849.	922,845.	350,256.
GENERAL MOTORS "A" WARRANTS	593,291.	593,266.	242,581.
GENERAL MOTORS "B" WARRANTS	453,975.	453,957.	180,105.
INTEL CORP	134,856.	134,856.	129,775.
ISTAR FINANCIAL	379,918.	379,918.	142,700.
JOHNSON & JOHNSON	2,148,005.	2,148,005.	2,747,700.
JOHNSON CONTROLS	114,003.	95,003.	128,250.
LEGG MASON	237,550.	237,550.	108,700.
LEHMAN BROTHERS HOLDINGS	236,810.		
LOCKHEED MARTIN	80,432.		
MARATHON OIL	142,841.	142,841.	165,910.
MARATHON PETROLEUM	96,624.	96,624.	215,565.
MICROSOFT	943,788.	943,788.	1,122,300.
MOTORS LIQUIDATION TRUST			65,682.
RAYTHEON	386,331.	386,331.	680,250.

ATTACHMENT 9 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
ROCKWELL LUMBER COMPANY	893,308.	893,308.	4,445,257.
SCHLUMBERGER	77,410.	77,410.	90,110.
SUNCOKE ENERGY	168,171.	168,171.	72,581.
UNITED PARCEL SERVICE	527,555.	492,385.	735,560.
WELLS FARGO & CO	503,544.	503,544.	90,391.
WMI HOLDINGS CORP	245,261.	245,261.	601.
AMER FDS FUNDAMENTAL INVESTORS	1,035,070.	1,068,775.	1,498,601.
AMER FDS AMERICAN MUTUAL FUND		181,950.	216,654.
AMER FDS NEW ECONOMY FUND	1,053,256.	1,152,467.	1,675,515.
ING GROWTH & INCOME FUND	592,236.	591,759.	498,917.
ISHARES RUSSELL 2000 IND	2,363,177.	2,363,177.	3,316,600.
AMER FDS SMALL CAP WORLD FUND	254,211.	269,529.	339,608.
FIRST TR CLOUD COMPUTING ETF	253,756.	253,756.	331,875.
POWERSHARES DYNAMIC BASIC MATL	100,561.	86,195.	152,928.
POWERSHARES DYNAMIC BLDG CONST	256,506.	256,506.	403,380.
POWERSHARES DYNAMIC TECHNOLOGY	117,625.	117,625.	177,432.
POWERSHARES QQQ TR SER 1	250,564.	250,564.	510,168.
WESTERN CAPITAL LLC PFD	6,000,000.	6,000,000.	
SANTANDER FINANCE PFD 6.8%	48,268.	48,268.	49,260.
ABB	60,269.	48,366.	53,120.
ALLIANZ SE ADR	103,778.	103,778.	112,406.
ASTRAZENECA PLC SPONS ADR	101,354.	101,354.	148,425.
AXA SA SPONS ADR	88,540.	88,540.	83,670.
BAE SYSTEMS PLC SPON ADR	70,100.	58,986.	58,580.
BANCO BRADESCO SPONS ADR	40,078.	40,078.	34,458.
BARCLAYS	127,509.	110,815.	56,202.
BAYER AG SPONSORED ADR	48,517.	48,517.	85,200.
BHP BILLITON LTD SPONS	79,666.	79,666.	68,200.
BNP PARIBAS	172,228.	172,228.	138,180.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
BP PLC ADR		42,779.	48,610.
BROOKFIELD PROPERTIES CORP	15,725.		
CENTRICA PLC SPON ADR	38,269.	38,269.	39,058.
CREDIT SUISSE GROUP ADR	173,520.	173,517.	101,749.
DIAGEO PLC	32,773.	32,773.	52,968.
E ON AG SPONS ADR	92,029.	92,029.	55,440.
ELECTRIC PWR DEV CO LTD	80,685.	80,685.	61,327.
FAIRFAX FINANCIAL HOLDINGS	50,346.	50,346.	64,010.
FRANCE TELECOM	79,276.		
FUJITSU LTD ADR	48,395.	48,395.	36,568.
GLAXOSMITHKLINE PLC	149,265.	149,265.	186,865.
HANNOVER REINS CORP-EUR	69,952.	56,687.	108,050.
HONDA MOTOR CO LTD ADR	50,528.	50,528.	78,565.
HSBC HLDG PLC SP ADR NEW	67,615.	67,615.	44,380.
KB FINANCIAL GROUP INC ADR	81,996.	81,996.	52,663.
KEPPEL CORP LTD	39,818.	39,818.	88,900.
KOMATSU	98,419.	98,419.	78,204.
MAKITA CORP ADR	151,081.	132,030.	180,200.
MCQUARIE GROUP LTD ADR	44,136.	44,099.	43,378.
MITSUBISHI CORP	60,199.	60,199.	42,172.
NATIONAL BK GREECE SA SPON ADR	114,605.	114,435.	1,456.
NESTLE SA	24,102.	24,102.	58,872.
NIDEC CORPORATION SPON ADR	25,977.	25,977.	27,181.
NINTENDO CO LTD ADR NEW	93,150.	93,150.	23,185.
NIPPON STEEL CORP	57,756.	57,756.	54,320.
NIPPON TEL & TEL SPON ADR	44,661.	44,661.	54,080.
ORANGE NEW		79,276.	37,050.
PEARSON PLC SPONS ADR	19,459.		
PETROLEUM GEO-SERVICES	133,158.	133,158.	64,493.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
POST NL	42,495.		
POWER ASSETS HLDGS	74,423.	74,423.	104,130.
RECKITT BENCKISER GROUP ADR	86,268.	86,268.	160,900.
ROYAL BANK OF CANADA	105,141.	105,141.	168,075.
ROYAL DUTCH SHELL PLC	211,508.	211,508.	228,777.
RWE AG	277,485.	277,485.	110,400.
SANOFI-AVENTIS	118,056.	118,056.	176,979.
SAP AG SPON ADR	47,644.	24,783.	43,570.
SILICONWARE PRECISION INDS S	123,184.	123,184.	89,700.
SOLVAY SA EUR	15,675.		
SUMITOMO FITSUI FINL GROUP ADR	40,068.	40,068.	57,695.
TAKEDA PHARMACEUTICAL CO	110,136.	110,136.	115,100.
TNT EXPRESS	51,089.		
TOTAL SA SPON ADR	334,542.	334,542.	336,985.
TOYOTA MOTOR ADR NEW	86,915.	86,915.	109,728.
UNILEVER SPONS ADR NEW	181,978.	153,845.	206,000.
VERBUND AG ADR	38,465.	38,465.	17,302.
VODAFONE GROUP PLC NE	150,415.	92,309.	127,757.
YPF SA SPONS ADR	20,778.	20,778.	16,480.
FIRST TRUST GLBL ENGR & CONSTR	249,419.	249,419.	347,354.
BLDRS EMERG MKTS 50 ADR INDEX	100,390.	100,390.	81,708.
INDIA FUND	299,344.	325,419.	243,780.
BARCLAYS IPATH MSCI INDIA	33,415.		
ISHARES MSCI AUSTRALIA	284,469.	284,469.	365,550.
ISHARES MSCI BRAZIL	221,962.	221,962.	156,380.
ISHARES MSCI CANADA	186,086.	186,086.	233,280.
ISHARES FTSE CHINA INDEX FD	198,815.	198,815.	240,002.
ISHARES MSCI EMERG MKTS INDES	96,540.	96,540.	125,385.
ISHARES MSCI FRANCE	280,591.	280,591.	263,419.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
ISHARES MSCI GERMANY	202,017.	202,017.	295,368.
ISHARES MSCI HONG KONG INDEX	238,720.	238,720.	309,000.
ISHARES MSCI INDIA INDEX	142,897.	142,897.	136,180.
ISHARES MSCI INDONESIA	15,033.	15,033.	11,420.
ISHARES MSCI ISRAEL	32,209.	32,209.	29,052.
ISHARES MSCI ITALY	128,864.	128,819.	77,950.
ISHARES MSCI JAPAN	1,044,620.	1,044,620.	971,120.
ISHARES MSCI MALAYSIA FREE	48,530.	48,530.	69,924.
ISHARES MSCI MEXICO	151,337.	151,337.	224,400.
ISHARES MSCI NETHERLANDS	68,136.	68,136.	67,418.
ISHARES MSCI NEW ZEALAND	30,106.	30,106.	37,341.
ISHARES MSCI PHILIPPINES	26,846.	26,846.	31,600.
ISHARES MSCI POLAND	144,611.	144,611.	163,240.
ISHARES MSCI SINGAPORE INDEX	215,458.	215,458.	263,400.
ISHARES MSCI SOUTH AFRICA	37,386.	37,386.	45,143.
ISHARES MSCI SOUTH KOREA	207,516.	207,516.	303,949.
ISHARES MSCI SPAIN INDEX FUND	230,545.	230,545.	192,850.
ISHARES MSCI SWITZERLAND	185,555.	185,555.	329,900.
ISHARES MSCI TAIWAN	181,551.	181,551.	240,814.
ISHARES MSCI THAILAND	49,518.	35,370.	68,650.
ISHARES MSCI TURKEY	93,651.	93,651.	90,554.
ISHARES UNITED KINGDOM	1,056,648.	1,025,942.	1,081,333.
POWERSHARES DWA EMERGING MKTS	1,006,790.	1,006,790.	781,310.
AMER FDS CAP WRLD GRWTH & INC	1,354,464.	1,361,914.	1,616,285.
AMER FDS EURO PACIFIC GROWTH	1,269,373.	1,264,748.	1,445,945.
AMER FDS INTL GROWTH & INC FD	1,096,232.	1,135,980.	1,319,999.
AMER FDS NEW PERSPECTIVE FUND	766,300.	821,449.	1,065,076.
AMER FDS NEW WORLD FUND INC	828,862.	816,232.	1,106,246.
TEMPLETON FRONTIER FUND	104,507.	107,768.	131,389.

ROCKWELL FUND, INC. 74-6040258

ATTACHMENT 9 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
AMERICAN HIGH INCOME TRUST	926,323.	936,748.	949,186.
AMER FDS CAPITAL WORLD BOND FD	1,320,372.	1,334,346.	1,415,620.
TEMPLETON GLOBAL BOND FND CL A	1,315,247.	1,328,475.	1,457,085.
POWERSHARES S&P BK LN PORT ETF	246,006.	245,796.	248,800.
ISHARES EMG MKT CORP BOND ETF	124,956.	124,956.	120,271.
ISHARES EMG MKT LCL CURR BOND	123,854.	123,758.	118,633.
ISHARES JPMORGAN USD EMERG MKT	86,530.	86,530.	86,528.
POWERSHARES EMERG MKTS SOV DBT	996,796.	996,796.	1,034,100.
FSP 303 EAST WACKER DRIVE CORP	449,911.	449,911.	495,000.
FSP 505 WATERFORD CORP	385,023.		
FSP GALLERIA NORTH CORP	450,778.	450,778.	495,000.
FSP LAKESIDE CROSSING	474,905.	474,905.	500,000.
FSP MONUMENT CIRCLE CORP	924,786.	890,434.	980,000.
FSP 385 INTERLOCKEN DEV CORP	494,482.	490,537.	495,000.
FSP UNION SQUARE CORP	931,436.	912,544.	980,000.
FRANKLIN STREET PROPERTIES	4,167,572.	4,094,749.	3,764,250.
ING GLOBAL REAL ESTATE FUND	644,779.	675,514.	709,384.
QOT ACQUISITION, LLC		470,824.	529,487.
SCOLLARD ENERGY, INC.	97,750.	97,750.	43,461.
TOTALS	58,361,274.	58,129,964.	59,031,820.

ATTACHMENT 10

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
AIRCASTLE LTD 7.625% 4/15/20	157,342.	156,337.	168,375.
AK STEEL CORP 7.625% 5/1/31	92,046.	91,769.	89,775.
ALBERTSONS INC 8% 5/1/31	951,420.	954,070.	825,000.
ALCOA 6.75% 7/15/18	93,988.	95,210.	112,682.
ALLTEL CORP 7.875% 7/1/32	541,572.	539,646.	656,163.
AMER INTL GRP 5.05% 10/1/15	92,580.	95,278.	107,104.
AMERICAN REPRGR 10.5% 12/15/16	26,023.		
AMERIGAS FIN 7.125% 5/20/16	258,660.	257,746.	271,250.
ARCH COAL INC 7.25% 10/1/20	98,388.	98,596.	77,750.
ATLAS PIPELINE 7.125% 5/20/16	105,506.		
BASIC ENERGY SVS 7.75% 2/15/19	35,620.	35,518.	36,488.
CHESAPEAKE ENERGY 6.5% 8/15/17	245,280.	246,301.	281,875.
CITIZENS UTILITIES 7% 11/1/25	192,517.	193,100.	187,000.
COLUMBIA/HCA HEALTHCARE 7.05% 12/1/27	539,670.	547,025.	640,250.
COMMERCIAL MTLS 6.5% 7/15/17	75,912.	75,711.	82,875.
CONSOL ENERGY INC 8% 4/1/17	77,751.	77,103.	79,125.
COOPER TIRE RUBBER 8% 12/15/19	262,802.	260,962.	272,500.
DELUXE CO 5.125% 10/1/14	241,605.	246,386.	255,938.
DENBURY RSRCS 8.25% 2/15/20	109,574.	108,230.	110,125.
DILLARD DPT 7.875% 1/1/23	297,116.	297,405.	331,500.
EARTHLINK INC 8.875% 5/15/19	77,228.	76,878.	73,875.
EDISON MISSION 7.75% 6/15/16	228,046.	228,046.	188,750.
EL PASO CORP 7% 6/15/17	50,000.	50,000.	56,532.
EXCO RESOURCES 7.5% 9/15/18	320,289.	321,101.	308,750.
FERRO CORP 7.875% 8/15/18	48,852.	49,056.	52,500.
FORD MOTOR 8.875% 1/25/22	261,244.	260,001.	309,220.
FORD MOTOR 7.125% 11/15/25	89,645.	90,450.	116,630.
FOREST OIL CORP 7.25% 6/15/19	99,643.	52,840.	51,609.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
GOODYEAR TIRE 8.75% 8/15/20	100,000.	100,000.	117,000.
INTERNATIONAL PAPER 7.95% 6/15/18	252,336.	251,908.	303,673.
JC PENNEY 7.95% 4/1/17	102,466.	101,886.	87,000.
KEY ENERGY SVC SR NT 6.75% 3/1/21		66,623.	66,625.
NISKA GAS STORAGE 8.875% 3/15/18		78,000.	78,156.
NRG ENERGY CO 8.5% 6/15/19	142,193.	141,854.	149,450.
PEOBODY ENERGY CO 7.375% 11/1/16	98,196.	98,664.	112,500.
PENN VA CORP 7.25% 4/15/19	101,586.	101,334.	102,500.
PIONEER NATL RESOURCES 7.2% 1/15/25	83,336.	83,580.	104,607.
PLAINS EXPL & PROD 7.625% 4/1/20	252,533.	252,243.	275,905.
QUICKS8LVER RES. 7.125% 4/1/16	99,212.	99,455.	97,750.
SLM CORP MD TRM 6% 6/15/18	122,387.		
SPRINT CAPITAL 6.875% 11/15/28	53,673.	54,072.	56,550.
SUNCOKE ENERGY 7.625% 8/1/19	73,556.	73,781.	80,813.
SUPERVALU INC 8% 5/1/16	101,591.	101,114.	110,625.
TIMES MIRROR 7.25% 3/1/13	208,253.		
TUTOR PERINI 7.625% 11/1/18		78,293.	80,437.
UNION PACIFIC RES GROUP 7.875% 10/15/26	252,954.	252,741.	286,597.
US STEEL CORP 7.375% 4/1/20	197,737.	197,360.	210,112.
UNUM CORP 7.19% 2/1/28	149,684.	149,639.	159,725.
WENDYS INTL 7% 12/15/25	245,634.	245,971.	246,250.
WEINGARTEN RLTY 8.1% 9/15/19	250,000.	250,000.	259,625.

ATTACHMENT 10 (CONT'D)

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
WINDSTREAM CORP 7% 3/15/19	97,620.		
BARLCAYS BNK RV CNV FLR 7.5% 8/8/14		250,000.	255,925.
BARCLAYS BNK RV CNV OXY 7.5% 4/9/14		250,000.	254,200.
BARCLAYS BNK RV CNV SLB 6.7% 6/25/14		250,000.	255,325.
BARCLAYS BNK RV CNV VLO 9.5% 3/28/13	249,690.		
BARCLAYS BN CONT FB 12% 10/30/14		100,000.	102,770.
SG STRUC PROD 12% 1/31/31	98,649.	98,724.	84,987.
ARCELORMITTAL SA LUXEMBOURG 9.85% 6/1/19	105,304.	104,474.	126,500.
ANHEUSEUR-BUSCH 9.75% 11/17/15	63,659.	63,113.	42,492.
GE CAP AUSTRALIA 735% 9/1/14 AUS$	102,047.	100,873.	91,912.
INTL BK FOR RECON & DEV 8.25% 1/24/13	153,463.		
MORGANSTANLEY ST UP 6% 2/13/17	269,700.	269,700.	236,804.
RABOBANK NEDERLAND 6.625% 8/6/14 AUS$	101,082.	100,437.	91,218.
TOTALS	9,798,860.	9,870,604.	10,271,674.

ROCKWELL FUND, INC. 74-6040258

ATTACHMENT 11

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
CHAMPION 2012 PARTNERS, LP	404,994.	400,519.	498,270.
CYPRESSBROOK I, LP		155,289.	165,000.
NET FUND I, LP	1,600,608.	968,519.	684,334.
PHOENIX 2010 PARTNERS, LP	384,645.	282,192.	667,800.
PHOENIX 2011 PARTNERS, LP	386,636.	272,582.	491,155.
BA PRTN FUND IV BUYOUT LTD	522,600.	522,600.	558,407.
BA PRTN FUND IV INTERNAT'L LTD	598,500.	598,500.	439,544.
BA PRTN FUND IV VENTURE LTD	565,250.	565,250.	701,982.
BA PRVT EQTY BAIN CAPITAL 06	265,564.	194,745.	197,431.
BA PRVT EQTY BLACKSTONE CAP 06	405,816.	369,974.	519,413.
BOW RIVER CAPITAL FUND IV, LTD	1,258,251.	1,086,729.	1,455,019.
BOW RIVER CAPITAL 2011-TE FUND	631,858.	1,365,948.	1,896,012.
MERCURY FUND III, LP		55,807.	52,849.
OFS ENERGY FUND II, LP	402,983.	558,269.	892,246.
BANK OF AMERICA HEDGE FUND	33,863.	24,998.	16,895.
SENTINEL UNCORRELATED FUND	30,409.	30,410.	1,268.
TOTALS	7,491,977.	7,452,331.	9,237,625.

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
COMPUTER SOFTWARE, NET OF AMORTIZATION	1,630.	978.	978.
SUNDRY ASSETS	3.	3.	3.
DEPOSITS	6,835.	7,222.	7,222.
RECEIVABLE FROM IRS	7,951.	9,500.	9,500.
PREPAID FEDERAL EXCISE TAX	27,000.	13,493.	13,493.
PREPAID FEDERAL INCOME TAX	1,000.	1,000.	1,000.
FUNDS IN TRANSIT TO/FROM CUSTODIAN--HEDGE FUND SALES	35,948.	5,991.	5,991.
ACCRUED INTEREST PURCHASED	734.		
FSP 505 WATERFORD SALES PROCEEDS HELD BY AGENT		16,301.	16,301.
PHOENIX TOWER SALE PROCEEDS HELD BY AGENT	507,965.	2,367.	2,367.
HOLDBACK RECEIVABLE FROM SALE OF VERDE REALTY	22,328.		
PARTNERSHIP DISTRS IN TRANSIT	6,250.	70,832.	70,832.
TOTALS	617,644.	127,687.	127,687.

ATTACHMENT 13

FORM 990PF, PART II - OTHER LIABILITIES

DESCRIPTION		ENDING BOOK VALUE
LOUISIANA INCOME TAX		1,309.
	TOTALS	1,309.

ATTACHMENT 14

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

DESCRIPTION	AMOUNT
INDIA FUND CAPITAL GAIN DISTRIBUTON RECEIVED JANUARY 2013 BUT TAXED IN 2012	24,471.
DEPLETION IN EXCESS OF COST	108.
DONATION OF FULLY DEPR. ASSET	1.
PRIOR YEAR GRANTS RETURNED	33,476.
TOTAL	58,056.

ATTACHMENT 15

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

DESCRIPTION	AMOUNT
INDIA FUND CAPITAL GAIN RECEIVED IN JANUARY 2014 BUT TAXABLE IN 2013	9,817.
DIVIDENDS PAID IN 2014 BUT TAXABLE IN 2013 NET OF FOREIGN TAX WITHHELD	7,433.
TOTAL	17,250.

ROCKWELL FUND, INC.

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

ATTACHMENT 16

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS
R. TERRY BELL 770 S. POST OAK LANE, STE. 525 HOUSTON, TX 77056-6660	PRESIDENT, TRUSTEE 35.00	367,840.	45,649.
ALL UNRELATED BUSINESS ACTIVITY IS CARRIED ON IN LIMITED PARTNERSHIPS IN WHICH ROCKWELL FUND, INC. IS AN INVESTOR AND HAS NO CONTROL OVER OR INPUT INTO THE ACTIVITY.			
BARBARA B. BELLATTI 770 S. POST OAK LANE, STE. 525 HOUSTON, TX 77056-6660	SECRETARY, TRUSTEE 2.00	18,500.	
ALL UNRELATED BUSINESS ACTIVITY IS CARRIED ON IN LIMITED PARTNERSHIPS IN WHICH ROCKWELL FUND, INC, IS AN INVESTOR AND HAS NO CONTROL OVER OR INPUT INTO THE ACTIVITY.			
MARGARET E. MCCONN 770 S. POST OAK LANE, STE. 525 HOUSTON, TX 77056-6660	VP, CFO, TRUSTEE 35.00	314,823.	45,649.
ALL UNRELATED BUSINESS ACTIVITY IS CARRIED ON IN LIMITED PARTNERSHIPS IN WHICH ROCKWELL FUND, INC. IS AN INVESTOR AND HAS NO CONTROL OVER OR INPUT INTO THE ACTIVITY.			
SHARON L. EDWARDS 770 S. POST OAK LANE, SUITE 525 HOUSTON, TX 77056-6660	ASST. SCY., TRUSTEE 2.00	18,250.	
ALL UNRELATED BUSINESS ACTIVITY IS CARRIED ON IN LIMITED PARTNERSHIPS IN WHICH ROCKWELL FUND, INC. IS AN INVESTOR AND HAS NO CONTROL OVER OR INPUT INTO THE ACTIVITY.			

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

ATTACHMENT 16 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS
WHITNEY RANDOLPH 770 S. POST OAK LANE, SUITE 525 HOUSTON, TX 77056-6660 ALL UNRELATED BUSINESS ACTIVITY IS CARRIED ON IN LIMITED PARTNERSHIPS IN WHICH ROCKWELL FUND, INC. IS AN INVESTOR AND HAS NO CONTROL OR INPUT INTO THE ACTIVITY.	TREASURER,TRUSTEE 2.00	18,500.	
DOMINGO BARRIOS 770 S. POST OAK LANE 525 HOUSTON, TX 77056-6660	TRUSTEE 2.00	10,028.	
WILLIAM GRANILLE III 770 S. POST OAK LANE 525 HOUSTON, TX 77056-6660	TRUSTEE 2.00	5,565.	
	GRAND TOTALS	753,506.	91,298.

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

ATTACHMENT 17

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	
QUYNH-ANH MCMAHAN 770 S. POST OAK LN., STE. 525 HOUSTON, TX 77056-6660	RSCH & PLANNING OFF 35.00	89,175.	20,775.	0
JANA MULLINS 770 S. POST OAK LN., STE. 525 HOUSTON, TX 77056-6660	PROGRAM OFFICER 35.00	66,750.	15,266.	0
JUDY AHLGRIM 770 S. POST OAK LN., STE. 525 HOUSTON, TX 77056-6660	GRNT ADMIN/OFF MGR 35.00	58,200.	16,129.	0
	TOTAL COMPENSATION	214,125.	52,170.	

ATTACHMENT 18

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

R. TERRY BELL
770 S. POST OAK LN., STE. 525
HOUSTON, TX 77056-6660
713-629-9022

ATTACHMENT 19

990PF, PART XV - FORM AND CONTENTS OF SUBMITTED APPLICATIONS

STATEMENT OF PURPOSE OF GRANT; STATUS OF PRIOR GRANTS, IF ANY; COPY OF IRS EXEMPTION LETTER; COMPLETED APPLICATION (AVAILABLE BY DOWNLOAD FROM WEBSITE WWW.ROCKFUND.ORG)

ATTACHMENT 20

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

PREFERENCE GIVEN TO HOUSTON, THEN TEXAS; LIMITED OUT OF STATE; NO GRANTS TO INDIVIDUALS.

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

ATTACHMENT 21

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
AGAPE DEVELOPMENT MINISTRIES PO BOX 460061 HOUSTON, TX 77056	NONE PC	GENERAL OPERATING SUPPORT	5,000
ALLIANCE OF COMMUNITY ASSISTANCE MINISTRIES, INC 770 S POST OAK LANE, STE. 525 HOUSTON, TX 77056	NONE PC	GENERAL OPERATING SUPPORT ($190,000) AND IDGP PROGRAM ($300,000)	490,000
ARCHWAY ACADEMY 6221 MAIN STREET HOUSTON, TX 77030	NONE PC	GENERAL OPERATING SUPPORT	25,000
ASIAN AMER. HEALTH COALITION OF GR HOUSTON AREA 7001 CORPORATE DR., STE 120 HOUSTON, TX 77036	NONE PC	BEHAVIORAL HEALTH INTEGRATION	64,661.
BRIDGE OVER TROUBLED WATERS, INC. PO BOX 3488 PASADENA, TX 77504	NONE PC	TRANSITIONAL SHELTER PROGRAM	25,000
CAPITAL INVESTING IN DEV AND EMPL OF ADULTS INC PO BOX 1784 AUSTIN, TX 78767	NONE PC	CAPITAL IDEA - HOUSTON	75,000.

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

ATTACHMENT 21 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CARING FOR CHILDREN FOUNDATION OF TEXAS, INC. PO BOX 660583 DALLAS, TX 75266-0583	NONE PC	GENERAL OPERATING SUPPORT	30,000.
CENTER FOR PUBLIC POLICY PRIORITIES 7020 EASY WIND DR , STE. 200 AUSTIN, TX 78752-2361	NONE PC	GENERAL OPERATING SUPPORT	25,000.
CHILDREN'S CENTER FOR SELF-ESTEEN, INC. 20515 SH 249 LONE STAR COLLEGE UNIVERSITY PARK C-127 HOUSTON, TX 77070	NONE PC	ALDINE/SPRING MIDDLE SCHOOL DROPOUT PREVENTION PROJECT	45,000
CITIZEN SCHOOLS, INC 2700 SOUTHWEST FRWY , STE B HOUSTON, TX 77098	NONE PC	GENERAL OPERATING SUPPORT	75,000
COMMUNITIES IN SCHOOLS OF HOUSTON, INC 1235 NORTH LOOP WEST, STE 300 HOUSTON, TX 77008	NONE PC	GENERAL OPERATING SUPPORT TO PROVIDE SERVICES AT HAMILTON, DEADY, JACKSON, HOLLAND, AND KEY MIDDLE SCHOOLSFOR THE 2013-2014 AND 2014-2015 SCHOOL YEARS	250,000
CONFERENCE OF SOUTHWEST FOUNDATIONS, INC. 624 N. GOOD-LATIMER EXPRESSWAY, STE. 100 DALLAS, TX 75204	NONE PC	GRANT IN LIEU OF MEMBERSHIP DUES	3,000

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CORNERSTONE RECOVERY, INC 6699 PORTWEST DR., STE. 140 HOUSTON, TX 77024	NONE PC	ADVENTURE LEARNING PROGRAM	50,000
DEPRESSION AND BIPOLAR SUPPORT ALLIANCE GR HOUSTON 3800 BUFFALO SPDWY , STE. 350 PO BOX 27607 HOUSTON, TX 77227	NONE PC	GENERAL OPERATING SUPPORT	65,000
EL CENTRO DE CORAZON PO BOX 230209 HOUSTON, TX 77223	NONE PC	BEHAVIORAL HEALTH SERVICES PROGRAM	40,000
EVERGREEN URBAN FARMS 2300 QUENBY ST HOUSTON, TX 77005	NONE PC	START-UP FUNDING THE FOR AQUAPONIC GREENHOUSE PROJECT	25,000
GENESYS WORKS 601 JEFFERSON ST., STE. 3950 HOUSTON, TX 77002	NONE PC	GENERAL OPERATING SUPPORT	100,000
GRACEWOOD, INC 1617 ELMVIEW DR. HOUSTON, TX 77080	NONE PC	GENERAL OPERATING SUPPORT	75,000.

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GRANTMAKERS FOR EFFECTIVE ORGANIZATIONS 1725 DESALES ST , NW, STE 404 WASHINGTON, DC 20036	NONE PC	GRANT IN LIEU OF MEMBERSHIP	1,830
HARRIS COUNTY HEALCARE ALLIANCE 1310 PRAIRIE ST., #1080 HOUSTON, TX 77002	NONE PC	PRIMARY CARE INNOVATION CENTER	50,000
HEALTHCARE FOR THE HOMELESS - HOUSTON PO BOX 66690 HOUSTON, TX 77266	NONE PC	GENERAL OPERATING SUPPORT	45,000.
HOUSTON A+ CHALLENGE 2700 SW FRWY , STE B HOUSTON, TX 77098	NONE PC	EXPANSION OF THE CHALLENGE NETWORK FOR THE 2013-2014 SCHOOL YEAR	50,000
HOUSTON COMMUNITY HEALTH CENTERS, INC 424 HAHLO ST. HOUSTON, TX 77020	NONE PC	GENERAL OPERATING SUPPORT ($100,000) AND TO DESIGNATE A COUNSELING ROOM AT AIRLINE CHILDREN'S CLINIC ($10,000)	110,000
HOUSTON-HARRIS COUNTY IMMUNIZATION REGISTRY, INC 3015 RICHMOND AVE., STE. 270 HOUSTON, TX 77098	NONE PC	GENERAL OPERATING SUPPORT	50,000.

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
LOCAL INITIATIVES SUPPORT CORPORATION 1111 N LOOP W , STE 740 HOUSTON, TX 77008	NONE PC	FINANCIAL OPPORTUNITY CENTERS	50,000
NAMI GULF COAST PO BOX 4096 ALVIN, TX 77512	NONE PC	GENERAL OPERATING SUPPORT	25,000.
NEW HOPE HOUSING, INC 1117 TEXAS AVENUE HOUSTON, DC 77002	NONE PC	GENERAL OPERATING SUPPORT ($50,000) AND EXPANSION AND ENHANCEMENT OF THE RESIDENT SERVICES PROGRAM ($25,000)	75,000.
THE ONESTAR FOUNDATION 9011 MOUNTAIN RIDGE DR., STE 100 AUSTIN, TX 75759	NONE PC	TEXAS CONNECTERS	50,000
PSHIP FOR THE ADVANCEMENT & IMMERSION OF REFUGEES 8303 SOUTHWEST FRWY., STE. 718 HOUSTON, TX 77074	NONE PC	GLOBAL EXPLORERS AND GLOBAL LEARNERS	60,000
THE PHILANTHROPY ROUNTABLE 1730 M ST , NW, STE 601 WASHINGTON, DC 20036	NONE PC	INSTITUTIONAL BASIC CONTRIBUTION	500

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PRO-VISION, INC. 4590 WILMINGTON ST HOUSTON, TX 77051	NONE PC	TO FUND TWO FULL-TIME POSITIONS, A STUDENT RECRUITER AND A HUMAN RESOURCES COORDINATOR	60,000
THE ROSE 12700 N FEATHERWOOD, STE 360 HOUSTON, TX 77034	NONE PC	GENERAL OPERATING SUPPORT	50,000
SAN JOSE CLINIC 2615 FANNIN ST/ HOUSTON, TX 77002	NONE PC	PATIENT CARE COORDINATION	65,000
SOUTH TEXAS COLLEGE OF LAW 1303 SAN JACINTO ST. HOUSTON, TX 77002-7000	NONE PC	GENERAL CIVIL CLINIC'S BATTERED AND HOMELESS WOMEN'S PROGRAM FOR FISCAL YEAR 2014	150,000
SPRING BRANCH COMMUNITY HEALTH CENTER 1615 HILLENDAHL, STE 100 HOUSTON, TX 77055	NONE PC	GENERAL PERATING SUPPORT	100,000
WELLSPRINGS VILLAGE, INC. PO BOX 311017 HOUSTON, TX 77231	NONE PC	SUPPPORT SERVICES	15,000

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

ATTACHMENT 21 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
RICE U CNTR FOR PHILANTHR AND NONPROFIT LEADERSHIP PO BOX 1892 - MS 550 HOUSTON, TX 77251-1892	NONE PC	GENERAL OPERATING SUPPORT FOR FISCAL YEARS 2013-2014 AND 2014-2015	100,000.
THE WOMEN'S HOME 607 WESTHEIMER RD HOUSTON, TX 77006-3915	NONE PC	CLINICAL TREATMENT PROGRAM	75,000
THE WORKFAITH CONNECTION 10120 NORTHWEST FREEWAY, STE 200 HOUSTON, TX 77092	NONE PC	GENERAL OPERATING SUPPORT	50,000
FLOW-THRU FROM OFS ENERGY FUND II, LP	NONE PC	501(C)(3) PURPOSE	132.
FLOW-THRU FROM BA PVT EQUITY BLACKSTONE CAP 2006	NONE PC	501(C)(3) PURPOSE	17.
MEMORIAL ASSISTANCE MINISTRIES 1625 BLALOCK ROAD HOUSTON, TX 77080	NONE PC	501(C)(3) PURPOSE--CHAIR TO SELL IN THRIFT SHOP	1.
		TOTAL CONTRIBUTIONS PAID	2,700,141.

ROCKWELL FUND, INC 74-6040258

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 22

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SOUTH TEXAS COLLEGE OF LAW 1303 SAN JACINTO ST HOUSTON, TX 77002-7000	NONE PC	GENERAL CIVIL CLINIC'S BETTERED AND HOMELESS WOMEN'S PROGRAM	150,000
COMMUNITIES IN SCHOOLS OF HOUSTON, INC 1235 NORTH LOOP WEST, STE 300 HOUSTON, TX 77008	NONE PC	GENERAL OPERATING SUPPORT TO PROVIDE SERVICES AT HAMILTON, DEADY, JACKSON, HOLLAND, AND KEY MIDDLE SCHOOLS FOR THE 2014-2015 SCHOOL YEAR	125,000
HARRIS COUNTY HEALTHCARE ALLIANCE 1310 PRAIRIE ST., #1080 HOUSTON, TX 77002	NONE PC	PRIMARY CARE INNOVATION CENTER	50,000.
		TOTAL CONTRIBUTIONS APPROVED	325,000

ROCKWELL FUND, INC. 74-6040258

FEDERAL CAPITAL GAIN DIVIDENDS

SHORT-TERM CAPITAL GAIN DIVIDENDS

ATTACHMENT 22

AMERICAN NEW ECONOMY FUND A	5,344.	
TEMPLETON FRONTIER MARKETS FUND A	949.	
TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS		6,293.

LONG-TERM CAPITAL GAIN DIVIDENDS

ATTACHMENT 2

15% RATE CAPITAL GAIN DIVIDENDS

AMERICAN NEW ECONOMY FUND A	92,911.	
AMERICAN MUTUAL FUND A	4,301.	
AMERICAN FUNDAMENTAL INVESTORS FUND A	25,780.	
AMERICAN NEW WORLD FUND A	11,332.	
TEMPLETON FRONTIER MARKETS FUND A	79.	
AMERICAN INTERNATIONAL GROWTH & INCOME FUND A	49,535.	
AMERICAN NEW PERSPECTIVE FUND A	47,087.	
AMERICAN SMALLCAP WORLD FUND A	16,006.	
TEMPLETON GLOBAL BOND FUND A	344.	
FSP 505 WATERFORD CORP	12,069.	
THE INDIA FUND	756.	
THE INDIA FUND	9,817.	
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		270,017.
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS		270,017.

ROCKWELL FUND, INC. 74-6040258

FEDERAL CAPITAL GAINS FROM PARTNERSHPS, S CORPS, AND OTHER FIDUCIAIRES

ATTACHMENT 23

SHORT-TERM CAPITAL GAINS FROM PARTNERSHIPS, S CORPS, AND OTHER FIDUCIARIES

BA PRIVATE EQUITY BAIN CAPITAL 2006	34	
BA PRIVATE EQUITY BLACKSTONE CAPITAL 2006	41	
TOTAL SHORT-TERM CAPITAL GAINS FROM PARTNERSHIPS, S CORPS, AND OTHER FIDUCIARIES		75

LONG-TERM CAPITAL GAINS FROM PARTNERSHIPS, S CORPS, AND OTHER FIDUCIARIES

BA PRIVATE EQUITY BAIN CAPITAL 2006	69,395	
BA PRIVATE EQUITY BLACKSTONE CAPITAL 2006	29,728	
PHOENIX 2010 PARTNERS, LP	27,448	
SENTINEL UNCORREDLATED FUND	4,199	
FSP PHOENIX TOWER CORP LIQUIDATING TRUST	(598)	
TOTAL LONG-TERM CAPITAL GAINS FROM PARTNERSHIPS, S CORPS, AND OTHER FIDUCIARIES		130,172

ROCKWELL FUND, INC.
Supplement to Form 4797 Part I Detail

74-6040258
ATTACHMENT 24

Description	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed or Allowable	Cost or Other Basis	Gain or (Loss) for entire year
PASS THRU - OFS ENER			39.			39.
PASS THRU-NET FUND I	VAR	VAR			275,892.	-275,892.
PASS THRU-PHNX 2010	VAR	VAR	5,319.			5,319.
PASS THRU-BA PVT-BLA	VAR	VAR	7.			7.
Totals						-270,527.

JSA
3XA258 1 000

ROCKWELL FUND, INC. 74-6040258

ATTACHMENT 25

RENT AND ROYALTY SUMMARY

PROPERTY	TOTAL INCOME	DEPLETION/ DEPRECIATION	OTHER EXPENSES	ALLOWABLE NET INCOME	
NET FUND I, LTD.	9,289.			9,289.	ATCH 26
PHOENIX 2010 PARTNER	-29,015.			-29,015.	ATCH 27
PHOENIX 2011 PARTNER	-19,942.			-19,942.	ATCH 28
CHAMPION 2012 PARTNE	-41,359.			-41,359.	ATCH 29
CYPRESSBROOK FUND I,	-7,791.			-7,791.	ATCH 30
TOTALS	-88,818.			-88,818.	

ATTACHMENT 25

ATTACHMENT 26

RENT AND ROYALTY INCOME

Taxpayer's Name: ROCKWELL FUND, INC.

Identifying Number: 74-6040258

DESCRIPTION OF PROPERTY: NET FUND I, LTD.

[ ] Yes [ ] No Did you actively participate in the operation of the activity during the tax year?

TYPE OF PROPERTY:		
REAL RENTAL INCOME		
OTHER INCOME:		
NET RENTAL REAL ESTATE INCOME (LOSS)	9,289.	
TOTAL GROSS INCOME		9,289.
OTHER EXPENSES:		
DEPRECIATION (SHOWN BELOW)		
LESS: Beneficiary's Portion		
AMORTIZATION		
LESS: Beneficiary's Portion		
DEPLETION		
LESS: Beneficiary's Portion		
TOTAL EXPENSES		
TOTAL RENT OR ROYALTY INCOME (LOSS)		9,289.
Less Amount to		
Rent or Royalty		
Depreciation		
Depletion		
Investment Interest Expense		
Other Expenses		
Net Income (Loss) to Others		
Net Rent or Royalty Income (Loss)		9,289.
Deductible Rental Loss (if Applicable)		

SCHEDULE FOR DEPRECIATION CLAIMED

(a) Description of property	(b) Cost or unadjusted basis	(c) Date acquired	(d) ACRS des	(e) Bus %	(f) Basis for depreciation	(g) Depreciation in prior years	(h) Method	(i) Life or rate	(j) Depreciation for this year
Totals									

JSA
3E7000 1 000

ATTACHMENT 26

ATTACHMENT 27

RENT AND ROYALTY INCOME

Taxpayer's Name	Identifying Number
ROCKWELL FUND, INC.	74-6040258

DESCRIPTION OF PROPERTY

PHOENIX 2010 PARTNERS, LP

[ ] Yes [ ] No Did you actively participate in the operation of the activity during the tax year?

TYPE OF PROPERTY:

REAL RENTAL INCOME

OTHER INCOME:

NET RENTAL REAL ESTATE INCOME (LOSS)	-29,015.	
TOTAL GROSS INCOME		-29,015.

OTHER EXPENSES:

DEPRECIATION (SHOWN BELOW)			
LESS: Beneficiary's Portion			
AMORTIZATION			
LESS: Beneficiary's Portion			
DEPLETION			
LESS: Beneficiary's Portion			
TOTAL EXPENSES			
TOTAL RENT OR ROYALTY INCOME (LOSS)			-29,015.

Less Amount to

Rent or Royalty		
Depreciation		
Depletion		
Investment Interest Expense		
Other Expenses		
Net Income (Loss) to Others		
Net Rent or Royalty Income (Loss)		-29,015.
Deductible Rental Loss (if Applicable)		

SCHEDULE FOR DEPRECIATION CLAIMED

(a) Description of property	(b) Cost or unadjusted basis	(c) Date acquired	(d) ACRS des	(e) Bus %	(f) Basis for depreciation	(g) Depreciation in prior years	(h) Method	(i) Life or rate	(j) Depreciation for this year
Totals									

JSA

3E7000 1 000

ATTACHMENT 27

ATTACHMENT 28

RENT AND ROYALTY INCOME

Taxpayer's Name	Identifying Number
ROCKWELL FUND, INC.	74-6040258

DESCRIPTION OF PROPERTY

PHOENIX 2011 PARTNERS, LP

[ ] Yes [ ] No Did you actively participate in the operation of the activity during the tax year?

TYPE OF PROPERTY:

REAL RENTAL INCOME

OTHER INCOME:		
NET RENTAL REAL ESTATE INCOME (LOSS)	-19,942.	
TOTAL GROSS INCOME		-19,942.
OTHER EXPENSES:		
DEPRECIATION (SHOWN BELOW)		
LESS: Beneficiary's Portion		
AMORTIZATION		
LESS: Beneficiary's Portion		
DEPLETION		
LESS: Beneficiary's Portion		
TOTAL EXPENSES		
TOTAL RENT OR ROYALTY INCOME (LOSS)		-19,942.
Less Amount to		
Rent or Royalty		
Depreciation		
Depletion		
Investment Interest Expense		
Other Expenses		
Net Income (Loss) to Others		
Net Rent or Royalty Income (Loss)		-19,942.
Deductible Rental Loss (if Applicable)		

SCHEDULE FOR DEPRECIATION CLAIMED

(a) Description of property	(b) Cost or unadjusted basis	(c) Date acquired	(d) ACRS des	(e) Bus %	(f) Basis for depreciation	(g) Depreciation in prior years	(h) Method	(i) Life or rate	(j) Depreciation for this year
Totals									

JSA

3E7000 1 000

ATTACHMENT 28

ATTACHMENT 29

RENT AND ROYALTY INCOME

Taxpayer's Name	Identifying Number
ROCKWELL FUND, INC.	74-6040258

DESCRIPTION OF PROPERTY

CHAMPION 2012 PARTNERS, LP

[ ] Yes [ ] No Did you actively participate in the operation of the activity during the tax year?

TYPE OF PROPERTY:

REAL RENTAL INCOME		
OTHER INCOME:		
NET RENTAL REAL ESTATE INCOME (LOSS)	-41,359.	
TOTAL GROSS INCOME		-41,359.
OTHER EXPENSES:		
DEPRECIATION (SHOWN BELOW)		
LESS: Beneficiary's Portion		
AMORTIZATION		
LESS: Beneficiary's Portion		
DEPLETION		
LESS: Beneficiary's Portion		
TOTAL EXPENSES		
TOTAL RENT OR ROYALTY INCOME (LOSS)		-41,359.
Less Amount to		
Rent or Royalty		
Depreciation		
Depletion		
Investment Interest Expense		
Other Expenses		
Net Income (Loss) to Others		
Net Rent or Royalty Income (Loss)		-41,359.
Deductible Rental Loss (if Applicable)		

SCHEDULE FOR DEPRECIATION CLAIMED

(a) Description of property	(b) Cost or unadjusted basis	(c) Date acquired	(d) ACRS des	(e) Bus %	(f) Basis for depreciation	(g) Depreciation in prior years	(h) Method	(i) Life or rate	(j) Depreciation for this year
Totals									

JSA

3E7000 1 000

ATTACHMENT 29

RENT AND ROYALTY INCOME

Taxpayer's Name	Identifying Number
ROCKWELL FUND, INC.	74-6040258

DESCRIPTION OF PROPERTY

CYPRESSBROOK FUND I, LP

[ ] Yes [ ] No Did you actively participate in the operation of the activity during the tax year?

TYPE OF PROPERTY:

REAL RENTAL INCOME

OTHER INCOME:

NET RENTAL REAL ESTATE INCOME (LOSS)	-7,791.	
TOTAL GROSS INCOME		-7,791.
OTHER EXPENSES:		
DEPRECIATION (SHOWN BELOW)		
LESS: Beneficiary's Portion		
AMORTIZATION		
LESS: Beneficiary's Portion		
DEPLETION		
LESS: Beneficiary's Portion		
TOTAL EXPENSES		
TOTAL RENT OR ROYALTY INCOME (LOSS)		-7,791.
Less Amount to		
Rent or Royalty		
Depreciation		
Depletion		
Investment Interest Expense		
Other Expenses		
Net Income (Loss) to Others		
Net Rent or Royalty Income (Loss)		-7,791.
Deductible Rental Loss (if Applicable)		

SCHEDULE FOR DEPRECIATION CLAIMED

(a) Description of property	(b) Cost or unadjusted basis	(c) Date acquired	(d) ACRS des	(e) Bus %	(f) Basis for depreciation	(g) Depreciation in prior years	(h) Method	(i) Life or rate	(j) Depreciation for this year
Totals									

ATTACHMENT 31

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

INTEREST IN FOREIGN FINANCIAL ACCOUNT
FORM 990PF, PART VII-A, QUESTION 16

ROCKWELL FUND, INC. HAS INVESTMENTS IN HEDGE FUNDS AND PRIVATE EQUITY VEHICLES THAT HAVE FOREIGN FINANCIAL ACCOUNTS. ROCKWELL FUND, INC. DOES NOT HAVE SIGNATURE AUTHORITY OR ANY CONTROL OVER THE ACCOUNTS. FORM 90-22.1 WAS FILED TO DISCLOSE THESE ACCOUNTS. ROCKWELL FUND, INC. DOES NOT HAVE ANY ACCOUNT DETAILS SUCH AS IN WHICH FOREIGN COUNTRIES THE ACCOUNTS ARE LOCATED.

ATTACHMENT 31