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: ROSE SILVERTHORNE FOUNDATION

A Employer identification number: 75-2669407

Number and street (or P O box number if mail is not delivered to street address): 2940 N O'CONNOR RD — Room/suite: 125

B Telephone number (see instructions): (972)252-4200

City or town, state or province, country, and ZIP or foreign postal code: IRVING, TX 75062

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: [X] 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) ▶ $ 1,988,725

J Accounting method [X] 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))

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	9	9	9	
	4	Dividends and interest from securities	54,632	54,632	54,632	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	(19,809)			
	b	Gross sales price for all assets on line 6a 1,346,623				
	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)				
	12	**Total.** Add lines 1 through 11	34,832	54,641	54,641	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) STM108	800			800
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)				
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) STM103	20,583	12,289		8,294
	24	**Total operating and administrative expenses.** Add lines 13 through 23	21,383	12,289		9,094
	25	Contributions, gifts, grants paid	108,201			108,201
	26	**Total expenses and disbursements.** Add lines 24 and 25	129,584	12,289		117,295
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	(94,752)			
	b	**Net investment income** (if negative, enter -0-)		42,352		
	c	**Adjusted net income** (if negative, enter -0-)			54,641	

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	18,167	23,357	23,357
	2 Savings and temporary cash investments	548,686	61,118	61,118
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule) STMT37	406,900	974,169	1,123,286
	c Investments - corporate bonds (attach schedule) STMT38	966,376	749,568	780,964
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	1,940,129	1,808,212	1,988,725
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	1,940,129	1,808,212	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see instructions)	1,940,129	1,808,212	
	31 **Total liabilities and net assets/fund balances** (see instructions)	1,940,129	1,808,212	

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	1,940,129
2 Enter amount from Part I, line 27a	2	(94,752)
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	1,845,377
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,845,377

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 (yr , mo , day)	(d) Date sold (yr , mo , day)
1a	FIDELITY	P		
b	FIDELITY Sch III	P		
c	FIDELITY	P		
d	FIDELITY	P		
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	1,010,687		1,044,044	(33,357)
b	100,505		108,273	(7,768)
c	79,164		69,188	9,976
d	156,267		144,927	11,340
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				(33,357)
b				(7,768)
c				9,976
d				11,340
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	(19,809)
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	(41,125)

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			
2011			
2010			
2009			
2008			

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

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	847
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2	3	847
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	847
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a		
b	Exempt foreign organizations - tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c 2,500		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	2,500
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	1,653
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 1653 **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		
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 ▶ N/A			
14	The books are in care of ▶ WILLIAM DRISCOLL Telephone no ▶ 972-252-4200			
	Located at ▶ 2940 N O'CONNOR RD, IRVING, TX ZIP+4 ▶ 75062			
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			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	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		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____			
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		
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		

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

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

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b**

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** No: 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
BRIDGET RUSSELL 2940 N O'CONNOR RD, IRVING, TX 75062	PRESIDENT 0	0	0	0
MARK RUSSELL 2940 N O'CONNOR RD, IRVING, TX 75062	VICE PRESIDENT 0	0	0	0
WILLIAM DRISCOLL 2940 N O'CONNOR RD, IRVING, TX 75062	TREASURER 0	0	0	0

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

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

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

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

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

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

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

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 THE FOUNDATION PAID THE TUITION, BOOKS AND BOARD OF 20 COLLEGE STUDENTS.	108,201
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See instructions 3	
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	1,956,000
b	Average of monthly cash balances	1b	10,000
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	1,966,000
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	0
3	Subtract line 2 from line 1d	3	1,966,000
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	29,490
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,936,510
6	**Minimum investment return.** Enter 5% of line 5	6	96,826

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	96,826
2a	Tax on investment income for 2013 from Part VI, line 5	2a	847		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	847
3	Distributable amount before adjustments Subtract line 2c from line 1			3	95,979
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	95,979
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	95,979

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	117,295
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	117,295
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	117,295

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				95,979
2	Undistributed income, if any, as of the end of 2013				
a	Enter amount for 2012 only			54,754	
b	Total for prior years ____, ____, ____				
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				
4	Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 117,295				
a	Applied to 2012, but not more than line 2a			54,754	
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				62,541
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				33,438
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				
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)

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			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
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))

N/A,

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

N/A,

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed

William B. Driscoll 2940 N. O'Connor Rd. #125, Irving, Tx 75062 972-252-4200

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

Request a packet of information

c Any submission deadlines

March

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

Educational Grants

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				
Schedule II				108,201
Total . . . . . ▶ **3a**				108,201
b Approved for future payment				
N/A				
Total . . . . . ▶ **3b**				

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 N/A					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
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)					

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

(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

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

Wm. B. Driscoll — 11/12/14 — TREASURER

Signature of officer or trustee — Date — Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
WILLIAM B DRISCOLL CPA	Wm. B. Driscoll	11/12/14	X	P00105609

Firm's name ▶ William B Driscoll ~~CPA~~ — Firm's EIN ▶

Firm's address ▶ 2940 N OConnor Rd Suite 125 Irving TX 75062 — Phone no 972-256-4200

Name(s) as shown on return: ROSE SILVERTHORNE FOUNDATION

FEIN: 75-2669407

FORM 990PF, PART II, LINE 10(B)
INVESTMENTS: CORPORATE STOCK SCHEDULE

STATEMENT #137

CATEGORY	BOY	BOOK VALUE	EOY FMV
SEE ATTACHED LIST	406,900	974,169	1,123,286
TOTALS	406,900	974,169	1,123,286

PG 01

FORM 990PF, PART II, LINE 10(C)
INVESTMENTS: CORPORATE BOND SCHEDULE

STATEMENT #138

CATEGORY	BOY	BOOK VALUE	EOY FMV
SEE ATTACHED LIST	966,376	749,568	780,964
TOTALS	966,376	749,568	780,964

Federal Supporting Statements

2013 PG 01

Name(s) as shown on return: ROSE SILVERTHORNE FOUNDATION

Your Social Security Number: 75-2669407

FORM 990PF, PART I, LINE 23 - OTHER EXPENSES SCHEDULE

STATEMENT #103

DESCRIPTION	REVENUE AND EXPENSES	NET INVESTMENT	ADJUSTED NET INCOME	CHARITABLE PURPOSE
ADMINISTRATIVE	8,000	0	0	8,000
MISC OFFICE	294	0	0	294
MONEY MGMT FEES	12,289	12,289	0	0
TOTALS	20,583	12,289	0	8,294

PG 01

FORM 990PF, PART I, LINE 16(B) - ACCOUNTING FEES SCHEDULE

STATEMENT #108

DESCRIPTION	REVENUE AND EXPENSES	NET INVESTMENT	ADJUSTED NET INCOME	CHARITABLE PURPOSE
ACCOUNTING	800	0	0	800
TOTALS	800	0	0	800

Rose/Silverthorne Foundation
T.I.N. 75-2669407
Form 990-PF
Year 2013

Schedule II

Part XV - Supplementary Information
Line 3 - Grants Paid - All Grants Are Educational

Safwan Aburayan
3209 Omega Dr.
Tyler, Tx 75701
No relationship
$4,000

Sara Aranda
1303 S. Edgefield Ave.
Dallas, TX 75208
No relationship
$4,044

Brian Areenukul
11329 Newkirk St., Apt. 1030
Dallas, TX 75229
No relationship
$8,465

Nawsin Baset
2910 Harvard St. N.
Irving, TX 75062
No relationship
$975

Jacob Benavidez
PO Box 142
Sanderson, TX 79848
No relationship
$4,000

Yordi Calix
13266 Emily Rd.
Dallas, Tx 75740
No relationship
$2,613

Nihal Chowdhury
3615 Coker St. Apt #209
Irving, Tx 75062
No relationship
$4,813

Junior Gutierrez Cruz
3112 Sundial Dr.
Dallas, TX 75229
No relationship
$4,511

Tuan Iang
9763 Audelia Rd 2201
Dallas, Tx 75238
No relationship
$8,446

Isha Kanu
PO Box 17243
Nacogdoches, Tx 75962
No relationship
$8,200

Spencer Koch
812 Top Hill Dr.
Tyler, Tx 75703
No relationship
$9,834

Gi Ju Lim
1820 Peters Colony 3704
Carrollton,Tx 78712
No relationship
$5,508

Kelly Lomas
410 Mansfield Street PO 856
Sanderson, Tx 78256
No relationship
$5,990

Nafekegn Mandafro
1619 W. Shady Grove Rd.
Irving, TX75060
No relationship
$4,626

Nathan Martinez
1404 Regent St.
Mesquite, Tx 75149
No relationship
$7,865

Brandon Norman
4307 Lashley Dr.
Dallas, TX 75232
No relationship
$7,444

Regino Perla
1106 Fairdale St.
Irving, TX 75062
No relationship
$2,092

Lejla Pracic
4633 Fairmount St.
Dallas, Tx 75219
No relationship
$5,019

David Scott
4174 Duck Creek Drive, Apt. 104
Garland, TX 75043
No relationship
$7,747

Inshal Syeda
2436 Wingren Rd Apt #1033
Irving, Tx 75062
No relationship
$5,509

The students returned funds to the Foundation during 2013 from the sale of text books and in the form of other financial aid. The net amount spent for educational grants was $108,201.

Fidelity INVESTMENTS Sch III

2013 TAX REPORTING STATEMENT

ROSE/SILVERTHORNE FOUNDATION Account No **179-679305** Customer Service 214-265-9400
Recipient ID No **75-2669407** Payer's Fed ID Number 04-3523567

FORM 1099-B* **2013 Proceeds from Broker and Barter Exchange Transactions** Copy B for Recipient OMB NO 1545-0715

Short-term transactions for which basis is reported to the IRS --report on Form 8949 with Box A checked and/or Schedule D, Part I
(This Label is a Substitute for Boxes **1c** & **6**)

(IRS Form 1099-B box numbers are shown below in **bold type**)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (a)	**3** Cost or Other Basis (b)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4** Federal Income Tax Withheld	**13** State	**15** State Tax Withheld
ISHARES SHORT TREASURY BOND ETF, SHV, 464288679										
Sale	07/15/13	06/10/13	91 000	10,022 80	10,038 24	-15.44	15 44			
Sale	07/22/13	06/10/13	22 000	2,424 74	2,426 83	-2 09	2 09			
Sale	07/22/13	06/10/13	91 000	10,029 59	10,052.21	-22 62	22 62			
Sale	07/22/13	06/17/13	89 000	9,809 16	9,816 18	-7 02	7 02			
Sale	07/22/13	07/01/13	276 000	30,419.43	30,430 09	-10 66	10 66			
Sale	07/29/13	06/17/13	202.000	22,260 51	22,303.03	-42 52	42 52			
Sale	07/29/13	07/01/13	86.000	9,477 24	9,481.84	-4.60	4.60			
Sale	09/03/13	07/08/13	69 000	7,601 93	7,612 53	-10 60	10.60			
Sale	09/03/13	07/08/13	30 000	3,305 18	3,317 23	-12 05				
Sale	09/11/13	07/08/13	69 000	7,605 89	7,619 38	-13 49				
Sale	09/11/13	07/15/13	276 000	30,423 58	30,446 02	-22 44	2 76			
Sale	09/11/13	07/15/13	103 000	11,353 73	11,382 37	-28 64				
Sale	09/16/13	07/15/13	34 000	3,745.85	3,752 02	-6 17				
Sale	09/16/13	07/29/13	86.000	9,474.78	9,493 44	-18 66				
Subtotals				**167,954.41**	**168,171.41**		**118.31**			
ANNALY CAPITAL MANAGEMENT INC COM, NLY 035710409										
Sale	08/16/13	06/07/13	1,456.000	16,634 01	19,966.10	-3,332.09				
BLACKROCK STRATEGIC INCOME OPPRTSI INSTL, BSIIX, 09256H286										
Sale	09/11/13	12/05/12	2,451.000	24,435 98	24,684 96	-248 98				

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Fidelity INVESTMENTS

2013 TAX REPORTING STATEMENT

ROSE/SILVERTHORNE FOUNDATION   Account No **179-679305**   Customer Service 214-265-9400
Recipient ID No **75-2669407**   Payer's Fed ID Number 04-3523567

FORM 1099-B*   2013 Proceeds from Broker and Barter Exchange Transactions   Copy B for Recipient OMB NO. 1545-0715

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8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (a)	**3** Cost or Other Basis (b)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
HEINZ H J CO *CASH PAYMENT AT $72 50 PER, 423074103										
Merger	06/10/13	01/07/13	85 000	6,162 50	4,951 99(f)	1,210 51				
ISHARES BARCLAYS MBS BOND FD, MBB, 464288588										
Sale	02/07/13	01/07/13	274 000	29,509 40	29,673 93	-164 53				
ISHARES INC EMERGINGMKTS HIGH YIELD BD, EMHY, 464286285										
Sale	02/07/13	01/07/13	262 000	14,380 76	14,781 69	-400 93				
ISHARES INC MSCI CANADA INDEX FD, EWC, 464286509										
Sale	03/04/13	02/07/13	340 000	9,535 83	9,904 52	-368 69	368 69			
Sale	04/15/13	02/07/13	387 000	10,421 35	11,273 67	-852 32	812.68			
Sale	04/15/13	02/21/13	340.000	9,155 71	10,080 08	-924 37				
Sale	04/15/13	03/18/13	7 000	188 50	199.94	-11 44				
Sale	06/17/13	03/07/13	349 000	9,624 29	10,638 39	-1,014 10	1,014 10			
Subtotals				**38,925.68**	**42,096.60**		**2,195.47**			
ISHARES INC MSCI PACIFIC EX JAPAN INDEX, EPP, 464286665										
Sale	06/10/13	02/07/13	446 000	20,037 38	21,741.53	-1,704 15				
ISHARES INTERNATIONAL DIVIDEND ETF, IDV, 464288448										
Sale	12/26/13	11/11/13	248 000	9,297 35	9,374.14	-76 79				
ISHARES MSCI CANADA ETF, EWC, 464286509										
Sale	07/01/13	03/07/13	20 000	526 14	609.65	-83 51	83 51			
Sale	07/01/13	03/07/13	349 000	9,181 11	10,858 58	-1,677.47	1,677 47			

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Fidelity INVESTMENTS

2013 TAX REPORTING STATEMENT

ROSE/SILVERTHORNE FOUNDATION Account No **179-679305** Customer Service 214-265-9400
Recipient ID No **75-2669407** Payer's Fed ID Number 04-3523567

FORM 1099-B* **2013 Proceeds from Broker and Barter Exchange Transactions** Copy B for Recipient OMB NO 1545-0715

Short-term transactions for which basis is reported to the IRS --report on Form 8949 with Box A checked and/or Schedule D, Part I
(This Label is a Substitute for Boxes **1c** & **6**)

(IRS Form 1099-B box numbers are shown below in **bold** type)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (a)	**3** Cost or Other Basis (b)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4** Federal Income Tax Withheld	**13** State	**15** State Tax Withheld
ISHARES MSCI CANADA ETF, EWC, 464286509										
Sale	07/01/13	05/28/13	15 000	394 60	423 12	-28 52	28 52			
Sale	08/05/13	03/21/13	312 000	8,571 53	10,067 88	-1,496 35	1,496.35			
Subtotals				**18,673.38**	**21,959.23**		**3,285.85**			
ISHARES MSCI EMERGING MARKETS ETF, EEM, 464287234										
Sale	08/05/13	07/22/13	701 000	27,583 46	27,700 28	-116 82	58.66			
Sale	08/26/13	07/22/13	349 000	13,427 04	13,790 87	-363 83	363 83			
Sale	12/09/13	07/22/13	47 000	1,976 89	1,857.22	119 67				
Sale	12/09/13	07/22/13	321 000	13,501 70	12,706 77	794 93				
Subtotals				**56,489.09**	**56,055.14**		**422.49**			
ISHARES MSCI JAPAN ETF EWJ, 464286848										
Sale	07/01/13	02/07/13	187 000	2,128 96	1,885 66	243 30				
ISHARES MSCI PACIFIC EX JAPAN ETF, EPP, 464286665										
Sale	08/26/13	07/22/13	213 000	9,576 43	9,595 57	-19.14	19 14			
Sale	08/26/13	07/29/13	191 000	8,587 32	8,673 75	-86 43	86.43			
Subtotals				**18,163.75**	**18,269.32**		**105.57**			
ISHARES SHORT TREASURY BOND ETF, SHV, 464288679										
Sale	12/16/13	12/09/13	120 000	13,220.64	13,237 95	-17 31				
ISHARES TR JPMORGAN USD EMERGING MKTS BD, EMB, 464288281										
Sale	02/07/13	01/07/13	121 000	14,405 93	14,853 48	-447 55				

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Fidelity INVESTMENTS

2013 TAX REPORTING STATEMENT

ROSE/SILVERTHORNE FOUNDATION Account No **179-679305** Customer Service 214-265-9400
Recipient ID No **75-2669407** Payer's Fed ID Number 04-3523567

FORM 1099-B* **2013 Proceeds from Broker and Barter Exchange Transactions** Copy B for Recipient OMB NO. 1545-0715

Short-term transactions for which basis is reported to the IRS --report on Form 8949 with Box A checked and/or Schedule D, Part I
(This Label is a Substitute for Boxes 1c & 6)

(IRS Form 1099-B box numbers are shown below in **bold** type)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (a)	**3** Cost or Other Basis (b)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4** Federal Income Tax Withheld	**13** State	**15** State Tax Withheld
ISHARES TR MSCI EMERGING MKTS INDEX FD, EEM, 464287234										
Sale	03/25/13	02/07/13	338 000	14,256 52	14,824 68	-568 16				
Sale	04/01/13	02/07/13	389.000	16,520.53	17,061 54	-541 01	539 62			
Sale	06/10/13	02/07/13	763 000	30,605 39	33,465 18	-2,859.79				
Sale	06/10/13	03/07/13	314 000	12,595 14	13,825 48	-1,230 34				
Sale	06/17/13	03/07/13	74 000	2,945 44	3,258 23	-312 79				
Sale	06/17/13	05/06/13	319 000	12,697 26	13,900 34	-1,203 08				
Subtotals				**89,620.28**	**96,335.45**		**539.62**			
ISHARES US PREFERREDSTOCK ETF, PFF, 464288687										
Sale	08/26/13	12/05/12	455 000	17,282 46	18,045.37	-762 91				
Sale	10/24/13	12/05/12	2,065 000	79,064 50	81,898.22	-2,833 72				
Subtotals				**96,346.96**	**99,943.59**					
MARKET VECTORS ETF TR EMERGING MKTS LOCA, EMLC, 57060U522										
Sale	02/07/13	01/07/13	1,084 000	29,801 38	29,644 51	156 87				
MARKET VECTORS ETF TRUST INTL HIGH YIELD, IHY, 57061R205										
Sale	02/07/13	01/07/13	541 000	14,766.42	14,858 40	-91.98				
PACKAGING CORP AMER, PKG, 695156109										
Sale	05/06/13	02/07/13	9 000	429 63	357 74	71.89				
POWERSHARES EXCHANGETRADED FD TR II SENI, BKLN, 73936Q769										
Sale	02/07/13	12/05/12	1,726.000	43,210 12	42,854.10	356.02				

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Fidelity INVESTMENTS

2013 TAX REPORTING STATEMENT

ROSE/SILVERTHORNE FOUNDATION Account No **179-679305** Customer Service 214-265-9400
Recipient ID No **75-2669407** Payer's Fed ID Number 04-3523567

FORM 1099-B* **2013 Proceeds from Broker and Barter Exchange Transactions** Copy B for Recipient OMB NO 1545-0715

Short-term transactions for which basis is reported to the IRS --report on Form 8949 with Box A checked and/or Schedule D, Part I
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(IRS Form 1099-B box numbers are shown below in **bold** type)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (a)	3 Cost or Other Basis (b)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	13 State	15 State Tax Withheld
POWERSHARES GLOBAL EXCHANGE TRADED FD TR, PCY, 73936T573										
Sale	06/20/13	12/05/12	2,225 000	59,204 29	69,915 23	-10,710 94				
SOUTHERN CO, SO, 842587107										
Sale	12/24/13	01/07/13	58.000	2,375 93	2,517.70	-141 77				
SPDR SER TR BARCLAYSHIGH YIELD BD ETF, JNK, 78464A417										
Sale	02/07/13	01/07/13	1,808 000	73,250.56	74,153 78	-903 22				
VANGUARD INTL EQUITYINDEX FDS FTSE EUROP, VGK, 922042874										
Sale	07/01/13	02/07/13	109 000	5,311 54	5,464.83	-153 29				
VANGUARD LONG TERM CORPORATE BOND ETF, VCLT 92206C813										
Sale	02/07/13	01/07/13	326 000	29,109 71	29,744 84	-635 13				
VANGUARD SCOTTSDALE FDS INTERMEDIATE TER VCIT, 92206C870										
Sale	01/23/13	09/12/12	570 000	50,008.36	49,592 19	416 17				
Sale	02/07/13	09/12/12	599 000	52,008.04	52,115.31	-107 27				
Subtotals				**102,016.40**	**101,707.50**					
VANGUARD SCOTTSDALE FDS SHORT TERM CORP, VCSH, 92206C409										
Sale	02/07/13	01/07/13	185 000	14,825 01	14,843.00	-17 99				
TOTALS				**1,010,687.45**	**1,044,043.80**			**0.00**		
	Box A Short-Term Realized Gain					**3,369.36**				
	Box A Short-Term Realized Loss					**-36,725.71**				
	Box A Wash Sale Loss Disallowed						**6,667.31**			

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Fidelity INVESTMENTS

2013 TAX REPORTING STATEMENT

ROSE/SILVERTHORNE FOUNDATION Account No **179-679305** Customer Service 214-265-9400
Recipient ID No. **75-2669407** Payer's Fed ID Number 04-3523567

FORM 1099-B* **2013 Proceeds from Broker and Barter Exchange Transactions** Copy B for Recipient OMB NO. 1545-0715

Short-term transactions for which basis is not reported to the IRS --report on Form 8949 with Box B checked and/or Schedule D, Part I
(This Label is a Substitute for Boxes **1c** & **6**)

(IRS Form 1099-B box numbers are shown below in **bold** type)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (a)	**3** Cost or Other Basis (b)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4** Federal Income Tax Withheld	**13** State	**15** State Tax Withheld
AQUA AMERICA INC, WTR, 03836W103										
Cash In Lieu	09/06/13	09/06/13	0.000	12 19	0 00	12.19				
ISHARES GOLD TRUST ISHARES ISIN #US46428, IAU, 464285105										
Principal	01/31/13	01/07/13	0.000	9 94	9 81	0 13				
Principal	02/28/13	01/07/13	0.000	8 98	9 35	-0 37				
Principal	03/31/13	01/07/13	0 000	9 56	9 95	-0 39				
Principal	04/30/13	01/07/13	0 000	9 05	10 25	-1.20				
Principal	04/30/13	04/29/13	0 000	0 88	0 89	-0.01				
Principal	05/31/13	01/07/13	0 000	8.70	10 22	-1.52				
Principal	05/31/13	04/29/13	0 000	0 85	0 89	-0 04				
Sale	06/07/13	01/07/13	2,898 000	39,014.33	46,383 46	-7,369.13				
Sale	06/07/13	04/29/13	283.000	3,809.89	4,049 53	-239 64				
Subtotals				**42,872.18**	**50,484.35**					
JPMORGAN CHASE & CO ALERIAN MLP INDEX ET, AMJ, 46625H365										
Sale	02/26/13	02/07/13	1,345.000	57,620.77	57,789 15	-168.38				
TOTALS				**100,505.14**	**108,273.50**			**0.00**		
	Box B Short-Term Realized Gain					**12.32**				
	Box B Short-Term Realized Loss					**-7,780.68**				
	Box B Wash Sale Loss Disallowed						**0.00**			

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Fidelity INVESTMENTS

2013 TAX REPORTING STATEMENT

ROSE/SILVERTHORNE FOUNDATION Account No **179-679305** Customer Service 214-265-9400
Recipient ID No **75-2669407** Payer's Fed ID Number 04-3523567

FORM 1099-B* **2013 Proceeds from Broker and Barter Exchange Transactions** Copy B for Recipient OMB NO. 1545-0715

Long-term transactions for which basis is reported to the IRS --report on Form 8949 with Box D checked and/or Schedule D, Part II
(This Label is a Substitute for Boxes **1c** & **6**)

(IRS Form 1099-B box numbers are shown below in **bold** type)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (a)	**3** Cost or Other Basis (b)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4** Federal Income Tax Withheld	**13** State	**15** State Tax Withheld
ABBVIE INC COM USD0 01, ABBV 00287Y109										
Sale	01/09/13	05/03/11	75 000	2,531 52	2,030 02	501 50				
AT&T INC COM, T, 00206R102										
Sale	12/24/13	01/27/12	103 000	3,593 37	3,023 71	569 66				
BLACKROCK STRATEGIC INCOME OPPRTSI INSTL, BSIIX, 09256H286										
Sale	12/26/13	12/05/12	920 000	9,313 00	9,270 06	42 94				
CBS CORP NEW CL B, CBS, 124857202										
Sale	05/06/13	05/11/11	131.000	6,185 75	3 505 53	2,680 22				
HEINZ H J CO *CASH PAYMENT AT $72 50 PER, 423074103										
Merger	06/10/13	01/27/12	43 000	3,117 50	2,233 20(f)	884 30				
NATIONAL FUEL GAS CO, NFG, 636180101										
Sale	12/24/13	01/27/12	95 000	6,808 12	4,794 05	2,014 07				
PACKAGING CORP AMER, PKG, 695156109										
Sale	05/06/13	01/27/12	82 000	3,914 39	2,334.29	1,580 10				
POWERSHARES EXCHANGETRADED FD TR II SENI, BKLN, 73936Q769										
Sale	12/26/13	12/05/12	360 000	8,927 09	8,931 58	-4 49				
POWERSHARES GLOBAL EXCHANGE TRADED FD TR, PCY, 73936T573										
Sale	06/20/13	03/30/12	947.000	25,198.41	26.526 94	-1,328 53				

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Fidelity INVESTMENTS

2013 TAX REPORTING STATEMENT

ROSE/SILVERTHORNE FOUNDATION Account No **179-679305** Customer Service 214-265-9400
Recipient ID No **75-2669407** Payer's Fed ID Number 04-3523567

FORM 1099-B* **2013 Proceeds from Broker and Barter Exchange Transactions** Copy B for Recipient OMB NO. 1545-0715

Long-term transactions for which basis <u>is reported</u> to the IRS --report on Form 8949 with Box D checked and/or Schedule D, Part II
(This Label is a Substitute for Boxes **1c** & **6**)

(IRS Form 1099-B box numbers are shown below in **bold** type)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc. (a)	**3** Cost or Other Basis (b)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
SONOCO PRODS CO, SON, 835495102										
Sale	05/06/13	01/27/12	82 000	2,877.97	2,576 00	301.97				
WORTHINGTON INDS INC, WOR, 981811102										
Sale	05/06/13	05/11/11	57 000	1,889 69	1,207 54	682 15				
Sale	05/06/13	01/27/12	145 000	4,807 11	2,754 94	2,052 17				
Subtotals				**6,696.80**	**3,962.48**					
TOTALS				**79,163.92**	**69,187.86**			**0.00**		
	Box D Long-Term Realized Gain					**11,309.08**				
	Box D Long-Term Realized Loss					**-1,333.02**				
	Box D Wash Sale Loss Disallowed						**0.00**			

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Fidelity INVESTMENTS

2013 TAX REPORTING STATEMENT

ROSE/SILVERTHORNE FOUNDATION Account No **179-679305** Customer Service 214-265-9400
Recipient ID No.**75-2669407** Payer's Fed ID Number 04-3523567

FORM 1099-B* 2013 Proceeds from Broker and Barter Exchange Transactions

Copy B for Recipient OMB NO 1545-0715

Long-term transactions for which basis is not reported to the IRS --report on Form 8949 with Box E checked and/or Schedule D, Part II
(This Label is a Substitute for Boxes **1c** & **6**)

(IRS Form 1099-B box numbers are shown below in **bold** type)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (a)	**3** Cost or Other Basis (b)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4** Federal Income Tax Withheld	**13** State	**15** State Tax Withheld
AT&T INC COM, T, 00206R102										
Sale	12/24/13	05/24/10	85 000	2,965 40	2,093 83	871 57				
Sale	12/24/13	05/24/10	25 000	872 18	615 41	256 77				
Subtotals				**3,837.58**	**2,709.24**					
HEINZ H J CO *CASH PAYMENT AT $72 50 PER, 423074103										
Merger	06/10/13	05/24/10	40.000	2,900 00	1,841 19(f)	1,058 81				
ISHARES GOLD TRUST ISHARES ISIN #US46428, IAU, 464285105										
Principal	01/31/13	05/11/11	0.000	6 13	5 53	0 60				
Principal	02/28/13	05/11/11	0.000	5 54	5 27	0 27				
Sale	03/04/13	05/11/11	1,456.000	22,252 33	21,312 77	939 56				
Principal	03/31/13	05/11/11	0 000	1 10	1 04	0 06				
Principal	04/30/13	05/11/11	0.000	1 04	1.07	-0 03				
Principal	05/31/13	05/11/11	0.000	1 00	1 07	-0.07				
Sale	06/07/13	05/11/11	332 000	4,469 55	4,856 60	-387 05				
Subtotals				**26,736.69**	**26,183.35**					
ISHARES TR DOW JONES U S REAL ESTATE IND, IYR, 464287739										
Sale	02/07/13	06/14/11	30 000	2,034.25	1,785 87	248.38				
ITC HLDGS CORP, ITC, 465685105										
Sale	05/06/13	05/24/10	56 000	5,000 38	2,787 48	2,212.90				
PACKAGING CORP AMER, PKG, 695156109										
Sale	05/06/13	05/24/10	57 000	2,720 98	1,221.12	1,499.86				

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Fidelity INVESTMENTS

2013 TAX REPORTING STATEMENT

ROSE/SILVERTHORNE FOUNDATION Account No **179-679305** Customer Service 214-265-9400
Recipient ID No **75-2669407** Payer's Fed ID Number 04-3523567

FORM 1099-B* **2013 Proceeds from Broker and Barter Exchange Transactions** Copy B for Recipient OMB NO: 1545-0715

Long-term transactions for which basis is not reported to the IRS --report on Form 8949 with Box E checked and/or Schedule D, Part II
(This Label is a Substitute for Boxes **1c** & **6**)

(IRS Form 1099-B box numbers are shown below in **bold** type)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (a)	3 Cost or Other Basis (b)	Gain/Loss (-)	5 Wash Sale Loss Disallowed	4 Federal Income Tax Withheld	13 State	15 State Tax Withheld
PANHANDLE EASTN PIPE LINE CO SR NT 6 050, 698465BJ9										
Redemption	08/15/13	05/04/09	100,000.000	100,000 00	99,400 00	600 00				
SONOCO PRODS CO, SON, 835495102										
Sale	05/06/13	05/24/10	69.000	2,421.71	2,111 48	310 23				
SOUTHERN CO, SO, 842587107										
Sale	12/24/13	05/24/10	112 000	4,587 99	3,750 52	837 47				
TUPPERWARE BRANDS CORP, TUP, 899896104										
Sale	05/06/13	05/24/10	76 000	6,027 47	3,136.40	2,891 07				
TOTALS				**156,267.05**	**144,926.65**			**0.00**		
	Box E Long-Term Realized Gain					**11,727.55**				
	Box E Long-Term Realized Loss					**-387.15**				
	Box E Wash Sale Loss Disallowed						**0.00**			

For any transaction listed on Form 1099-B in a section indicating that "**basis is reported to the IRS**", we are reporting to the IRS **1c** type of gain or loss (i e. short-term or long-term), **6** basis reported to IRS, **8** Description, **1d** Stock or other symbol, the CUSIP number, and columns **1a**, **1b**, **1e**, **2a** and **2b**, **3**, **4**, **5**, **13**, **14** and **15**. We are not reporting to the IRS the Action, the Gain / Loss, and all subtotals and totals

For any transaction listed on Form 1099-B in a section indicating that "**basis is not reported to the IRS**", we are reporting to the IRS **6** Noncovered security **8** Description, **1d** Stock or other symbol, the CUSIP number, and columns **1a**, **1e**, **2a** and **2b**, **4**, **13**, **14** and **15** We are not reporting to the IRS **1c** type of gain or loss (i e short-term or long-term), the Action, the Gain / Loss, columns **1b**, **3**, **5**, and all subtotals and totals

Although Fidelity makes every effort to provide accurate information, please bear in mind that you, the taxpayer, are ultimately responsible for the accuracy of your tax returns.

(a) Gross proceeds less commissions

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Portfolio Holdings

	Units	Cost Basis	12/31/2013 Market Value	Allocation	Yield	Projected Annual Income
SilverthorneF						
Cash						
Cash						
CASH	61,118	61,118	61,118	3.1 %	--	--
Total Cash		**61,118**	**61,118**	**3.1 %**	**--**	**--**
Total Cash		**61,118**	**61,118**	**3.1 %**	**--**	**--**
Fixed Income						
Corp Bond						
CLOROX CO SR NT 5.000% 01/15/15 B/EDTD 12/03/04 CL	75,000	74,659	80,128	4.1 %	4.8 %	3,750
DUKE ENERGY CORP SR NT 6.30000% 02/01/2014	70,000	70,050	72,145	3.7 %	6.3 %	2,205
HEWLETT-PACKARD CO NOTE 02.62500% 12/09/2014	70,000	70,132	71,275	3.6 %	2.6 %	1,838
JOHNSON CTLS INC NT 5.500% 01/15/16 B/EDTD 01/17/0	75,000	75,004	83,369	4.2 %	5.1 %	4,125
PITNEY BOWES INC MTN 5.750% 09/15/2017	75,000	74,344	83,919	4.3 %	5.2 %	4,313
SUBURBAN PROPANE 7.375% 3/15/2020	70,000	72,704	76,420	3.9 %	6.9 %	5,163
TARGET CORP NT 5.375% 05/01/17 B/EDTD 05/01/07 CLB	70,000	69,832	79,311	4.0 %	4.8 %	3,763
Total Corp Bond		**506,723**	**546,567**	**27.8 %**	**5.1 %**	**25,155**
Corp Fund						
BLACKROCK STRATEGICINCOME OPPRTNTS PTF INST	9,342	94,131	94,914	4.8 %	2.6 %	2,489
Total Corp Fund		**94,131**	**94,914**	**4.8 %**	**2.6 %**	**2,489**
Corp ETF						
POWERSHARES ETF SENIOR LOAN PORT NYSE ARCA INC	3,976	98,714	98,923	5.0 %	4.4 %	4,351
Total Corp ETF		**98,714**	**98,923**	**5.0 %**	**4.4 %**	**4,351**
Corp Preferred						
GENERAL ELEC CAP CORP	2,000	50,000	40,560	2.1 %	6.0 %	2,438
Total Corp Preferred		**50,000**	**40,560**	**2.1 %**	**6.0 %**	**2,438**
Total Fixed Income		**749,568**	**780,964**	**39.7 %**	**4.8 %**	**34,433**
Equities						
Lrg Cap						
ABBOTT LABORATORIES	297	9,254	11,384	0.6 %	2.3 %	261
AT&T INC COM	206	7,258	7,243	0.4 %	5.2 %	379

	Units	Cost Basis	12/31/2013 Market Value	Allocation	Yield	Projected Annual Income
CBS CORP NEW CL B	248	12,178	15,837	0.8 %	0.8 %	119
CHEVRON CORP	180	17,736	22,484	1.1 %	3.2 %	720
GENERAL ELECTRIC CO	827	18,162	23,181	1.2 %	3.1 %	728
HOME DEPOT	156	7,515	12,845	0.7 %	1.9 %	243
JOHNSON & JOHNSON	207	13,944	18,959	1.0 %	2.9 %	546
JP MORGAN CHASE & CO	411	19,462	24,035	1.2 %	2.6 %	625
KELLOGG COMPANY	340	19,114	20,764	1.1 %	3.0 %	626
MCDONALDS CORP	226	18,928	21,929	1.1 %	3.3 %	732
PAYCHEX INC	472	16,913	21,490	1.1 %	3.1 %	661
PEPSICO INC	141	9,553	11,775	0.6 %	2.7 %	320
PNC FINL SVCS GROUP	171	10,319	13,266	0.7 %	2.3 %	301
PROCTER & GAMBLE CO	143	9,494	11,642	0.6 %	3.0 %	344
SOUTHERN CO	175	7,446	7,194	0.4 %	4.9 %	355
UNITED PARCEL SERVICE INC	205	16,875	21,541	1.1 %	2.4 %	508
US BANCORP	299	8,493	12,080	0.6 %	2.3 %	275
VERIZON COMMUNICATIONS	222	7,739	10,909	0.6 %	4.3 %	471
WELLS FARGO & CO	311	10,361	14,119	0.7 %	2.6 %	373
Total Lrg Cap		**240,744**	**302,677**	**15.4 %**	**2.8 %**	**8,588**
Mid Cap						
GALLAGHER ARTHUR J &CO	279	8,416	13,093	0.7 %	3.0 %	391
HUBBELL INC CL B FRMLY HUBBELL HARVEY	114	7,225	12,415	0.6 %	1.8 %	228
ITC HLDGS CORP	144	12,915	13,798	0.7 %	1.8 %	245
MICROCHIP TECHNOLOGY INC	488	17,773	21,838	1.1 %	3.2 %	692
NATIONAL FUEL GAS CO	100	5,029	7,140	0.4 %	2.1 %	150
PACKAGING CORP AMER	342	18,506	21,642	1.1 %	2.5 %	547
SONOCO PRODS CO	357	12,810	14,894	0.8 %	3.0 %	443
TUPPERWARE BRANDS CORP	161	12,583	15,219	0.8 %	2.6 %	399
Total Mid Cap		**95,257**	**120,039**	**6.1 %**	**2.6 %**	**3,095**
Sml Cap						
ENNIS INC FORMERLY ENNIS BUSINESS FORMS	629	9,870	11,133	0.6 %	4.0 %	440
WORTHINGTON INDS INC	361	12,109	15,191	0.8 %	1.4 %	217
Total Sml Cap		**21,979**	**26,324**	**1.3 %**	**2.5 %**	**657**
Intl - Dev						
DIAGEO PLC	84	7,465	11,123	0.6 %	2.3 %	252
GLAXOSMITHKLINE PLC ADR	222	8,565	11,853	0.6 %	4.5 %	535
ISHARES INTERNATIONAL SELECT DIVIDEND ETF	3,176	120,049	120,497	6.1 %	4.5 %	5,395

	Units	Cost Basis	12/31/2013 Market Value	Allocation	Yield	Projected Annual Income
ISHARES MSCI CANADA INDEX	727	21,993	21,199	1.1 %	2.4 %	503
ISHARES MSCI JAPAN ETF	1,940	19,562	23,550	1.2 %	1.1 %	262
NOVARTIS AG ADR	275	18,888	22,105	1.1 %	2.6 %	566
ROYAL DUTCH SHELL PLC	299	19,252	22,458	1.1 %	4.8 %	1,076
UNILEVER N V NY SHS NEWF N Y REGISTRY SHARES	363	12,583	14,603	0.7 %	2.9 %	431
VANGUARD EUROPEAN	1,196	59,963	70,325	3.6 %	2.8 %	1,949
Total Intl - Dev		**288,322**	**317,713**	**16.2 %**	**3.4 %**	**10,968**
Intl - Emrg						
ISHARES INC MSCI PACIFIC EX-JAPAN	423	20,114	19,802	1.0 %	4.1 %	807
ISHARES MSCI EMERGING MARKETS ETF	1,448	60,295	60,519	3.1 %	2.1 %	1,243
Total Intl - Emrg		**80,409**	**80,321**	**4.1 %**	**2.6 %**	**2,050**
Total Equities		**726,711**	**847,074**	**43.1 %**	**3.0 %**	**25,357**
Alternative Assets						
MLPs						
ALPS TRUST ETF ALERIAN MLP	4,514	77,732	80,304	4.1 %	6.0 %	4,821
Total MLPs		**77,732**	**80,304**	**4.1 %**	**6.0 %**	**4,821**
Alt - Liquid						
AMERICAN WATER WORKS CO	492	19,695	20,792	1.1 %	2.7 %	551
AQUA AMERICA INC	802	19,867	18,919	1.0 %	2.6 %	488
BROOKFIELD INFRASTRUCTURE PARTNERS LPISIN #BMG162521014 SEDOL #B2NHY98	1,545	45,771	60,595	3.1 %	4.4 %	2,657
GLADSTONE LAND CORP COM USD0.001	1,170	19,260	18,954	1.0 %	8.9 %	1,685
ISHARES NASDAQ BIOTECHNOLOGY	282	51,859	64,031	3.3 %	--	20
ISHARES TRUST DOW JONES US REAL ESTATE INDEX FUND	200	13,275	12,616	0.6 %	3.8 %	477
Total Alt - Liquid		**169,726**	**195,907**	**10.0 %**	**3.0 %**	**5,878**
Total Alternative Assets		**247,458**	**276,211**	**14.1 %**	**3.9 %**	**10,699**
Total SilverthorneF		**1,784,855**	**1,965,368**	**100.0 %**	**3.7 %**	**70,489**

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

Application for Extension of Time To File an Exempt Organization Return

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

OMB No 1545-1709

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

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

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

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

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

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

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions ROSE SILVERTHORNE FOUNDATION	Employer identification number (EIN) or 75-2669407
File by the due date for filing your return See instructions	Number, street, and room or suite no If a P O box, see instructions 2940 N O'CONNOR RD STE 125	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions IRVING, TX 75062	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ WILLIAM DRISCOLL, 2940 N O'CONNOR RD, TX 75062

Telephone No ▶ 972-252-4200 FAX No ▶

- If the organization does not have an office or place of business in the United States, check this box ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ▶ ☐ If it is for part of the group, check this box ▶ ☐ and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08-15 , 20 14 , to file the exempt organization return for the organization named above. The extension is for the organization's return for
▶ ☒ calendar year 20 13 or
▶ ☐ tax year beginning ______, 20 __, and ending ______, 20 __

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

3a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	$ 2,500
b	If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	$ 0
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$ 2,500

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