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OMB No. 1545-0052

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

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

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Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf)**2014**  
Open to Public Inspection

For calendar year 2014 or tax year beginning

, 2014, and ending

, 20

Name of foundation **THE ROSE FAMILY FDN DTD 12/23/2010 MATTHEW K ROSE P20114008**A Employer identification number  
**61-6408392**

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

Room/suite

B Telephone number (see instructions)

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

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

**CHICAGO, IL 60603**

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change

H Check type of organization.

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation **04**I Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 11,513,816.**J Accounting method. ☒ Cash ☐ Accrual  
☐ Other (specify) \_\_\_\_\_  
(Part I, column (d) must be on cash basis)C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	227,879.	227,396.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	457,382.			
b Gross sales price for all assets on line 6a	4,054,260.			
7 Capital gain net income (from Part IV, line 2)		457,382.		
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)	4,420.			STMT 1
12 Total. Add lines 1 through 11	689,681.	684,778.		
13 Compensation of officers, directors, trustees, etc.	96,327.	72,245.		24,082.
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions) <b>STMT 2</b>	12,494.	3,494.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule)				
24 Total operating and administrative expenses. Add lines 13 through 23.	108,821.	75,739.	NONE	24,082.
25 Contributions, gifts, grants paid	448,334.			448,334.
26 Total expenses and disbursements. Add lines 24 and 25	557,155.	75,739.	NONE	472,416.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	132,526.			
b Net investment income (if negative, enter -0-)		609,039.		
c Adjusted net income (if negative, enter -0-)				

15 *[Signature]* 4SCANNED NOV 03 2015  
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ENVELOPE  
POSTMARK DATE  
OCT 22 2015

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 . . . . .				
	2	Savings and temporary cash investments . . . . .	536,229.	778,657.	778,657.	
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶				
	5	Grants receivable . . . . .				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . .				
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶	NONE			
	8	Inventories for sale or use . . . . .				
	9	Prepaid expenses and deferred charges . . . . .				
	10a	Investments - U.S. and state government obligations (attach schedule) . .				
	b	Investments - corporate stock (attach schedule) . . . . .	4,131,558.	4,587,308.	5,228,061.	
	c	Investments - corporate bonds (attach schedule) . . . . .	2,836,070.	2,420,896.	2,369,590.	
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶ (attach schedule)				
	12	Investments - mortgage loans . . . . .				
	13	Investments - other (attach schedule) . . . . .	3,045,354.	2,894,691.	3,137,508.	
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation ▶ (attach schedule)				
15	Other assets (describe ▶)					
16	<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .	10,549,211.	10,681,552.	11,513,816.		
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	<b>Total liabilities</b> (add lines 17 through 22) . . . . .		NONE			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted . . . . .				
	25	Temporarily restricted . . . . .				
	26	Permanently restricted . . . . .				
	Foundations that do not follow SFAS 117, . . . ▶ <input checked="" type="checkbox"/> check here and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds . . . . .	10,549,211.	10,681,552.		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .				
	29	Retained earnings, accumulated income, endowment, or other funds . .				
	30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	10,549,211.	10,681,552.		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	10,549,211.	10,681,552.			

**Part III Analysis of Changes in Net Assets or Fund Balances**

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) . . . . .	1	10,549,211.
2	Enter amount from Part I, line 27a . . . . .	2	132,526.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3 . . . . .	4	10,681,737.
5	Decreases not included in line 2 (itemize) ▶ <u>PRIOR PERIOD ADJUSTMENT</u>	5	185.
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . .	6	10,681,552.

Form 990-PF (2014)

**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.)
<b>1a PUBLICLY TRADED SECURITIES</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(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)		
<b>a</b> 4,054,260.		3,596,878.	457,382.		
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
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))		
<b>a</b>			457,382.		
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2 Capital gain net income or (net capital loss)</b>			<b>2</b>	457,382.	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7					
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):</b>			<b>3</b>		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

**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.

(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))
2013	564,498.	11,371,385.	0.049642
2012	462,211.	10,812,937.	0.042746
2011	32,033.	9,825,893.	0.003260
2010	NONE	9,875,402.	NONE
2009			
<b>2 Total of line 1, column (d)</b>			<b>2</b> 0.095648
<b>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</b>			<b>3</b> 0.023912
<b>4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5</b>			<b>4</b> 11,580,964.
<b>5 Multiply line 4 by line 3</b>			<b>5</b> 276,924.
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>			<b>6</b> 6,090.
<b>7 Add lines 5 and 6</b>			<b>7</b> 283,014.
<b>8 Enter qualifying distributions from Part XII, line 4</b>			<b>8</b> 472,416.
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 <input type="checkbox"/> and enter "N/A" on line 1 . . . . . Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	6,090.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2 . . . . .		3	6,090.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- . . . . .		5	6,090.
6 Credits/Payments			
a 2014 estimated tax payments and 2013 overpayment credited to 2014 . . . . .	6a	13,220.	
b Exempt foreign organizations - tax withheld at source . . . . .	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868) . . . . .	6c	11,150.	
d Backup withholding erroneously withheld . . . . .	6d		
7 Total credits and payments. Add lines 6a through 6d . . . . .	7	24,370.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . . . .	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . . .	10	18,280.	
11 Enter the amount of line 10 to be Credited to 2015 estimated tax <input checked="" type="checkbox"/> 6,092. Refunded <input type="checkbox"/>	11	12,188.	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? . . . . . If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year? . . . . .		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ _____ (2) On foundation managers. <input checked="" type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . . .		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		X
b If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> TX		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation . . . . .	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV . . . . .		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . . . .		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) . . . . .	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) . . . . .	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► J P MORGAN CHASE BANK, NA Telephone no. ► (866) 888-5157 Located at ► 10 S DEARBORN; MC: IL1-0117, CHICAGO, IL ZIP+4 ► 60603			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . . ► <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . . ► 15			
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . . See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22 1) If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

<p><b>1a</b> During the year did the foundation (either directly or indirectly)</p> <p>(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>			
<p><b>b</b> If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/></p> <p>Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/></p>		<b>1b</b>	X
<p><b>c</b> 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 2014? <input type="checkbox"/></p>		<b>1c</b>	X
<p><b>2</b> Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))</p> <p><b>a</b> At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>If "Yes," list the years <input type="text"/></p> <p><b>b</b> Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) <input type="checkbox"/></p> <p><b>c</b> If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <input type="text"/></p>		<b>2b</b>	X
<p><b>3a</b> Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>b</b> If "Yes," did it have excess business holdings in 2014 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 2014) <input type="checkbox"/></p>		<b>3b</b>	
<p><b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/></p> <p><b>b</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 2014? <input type="checkbox"/></p>		<b>4a</b>	X
		<b>4b</b>	X

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)****5a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐ **5b****c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No **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? ☐ Yes ☒ No **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
JP MORGAN CHASE BANK, NA 10 S DEARBORN ST, MC: IL1-0117, CHICAGO, IL 60603	TRUSTEE 2	72,327.	-0-	-0-
PHILLIP ROSE 1110 POST OAK PLACE, WESTLAKE, TX 76262	COMMITTEE MEMBER 2	12,000.	-0-	-0-
MACKENZIE ROSE 1110 POST OAK PLACE, WESTLAKE, TX 76262	COMMITTEE MEMBER 2	12,000.	-0-	-0-

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

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

Total number of other employees paid over \$50,000 ☐ **NONE**

Form 990-PF (2014)

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

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

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

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

Expenses

1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1 NONE	
2	
All other program-related investments See instructions.	
3 NONE	
Total. Add lines 1 through 3 . . . . .	

Form 990-PF (2014)



**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	11,183,058.
b	Average of monthly cash balances . . . . .	1b	574,266.
c	Fair market value of all other assets (see instructions). . . . .	1c	NONE
d	<b>Total</b> (add lines 1a, b, and c) . . . . .	1d	11,757,324.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . . .	1e	
2	Acquisition indebtedness applicable to line 1 assets . . . . .	2	NONE
3	Subtract line 2 from line 1d . . . . .	3	11,757,324.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	4	176,360.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 . . . . .	5	11,580,964.
6	<b>Minimum investment return.</b> Enter 5% of line 5 . . . . .	6	579,048.

**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	579,048.
2a	Tax on investment income for 2014 from Part VI, line 5 . . . . .	2a	6,090.
b	Income tax for 2014. (This does not include the tax from Part VI.) . . . . .	2b	
c	Add lines 2a and 2b . . . . .	2c	6,090.
3	Distributable amount before adjustments. Subtract line 2c from line 1 . . . . .	3	572,958.
4	Recoveries of amounts treated as qualifying distributions . . . . .	4	NONE
5	Add lines 3 and 4 . . . . .	5	572,958.
6	Deduction from distributable amount (see instructions). . . . .	6	NONE
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1 . . . . .	7	572,958.

**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	472,416.
b	Program-related investments - total from Part IX-B . . . . .	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes . . . . .	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required) . . . . .	3a	NONE
b	Cash distribution test (attach the required schedule) . . . . .	3b	NONE
4	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 . . . . .	4	472,416.
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	6,090.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .	6	466,326.

**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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7 . . . . .				572,958.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only . . . . .			447,628.	
b Total for prior years 20 <u>12</u> , 20 <u>  </u> , 20 <u>  </u> . . . . .		NONE		
3 Excess distributions carryover, if any, to 2014:				
a From 2009 . . . . .	NONE			
b From 2010 . . . . .	NONE			
c From 2011 . . . . .	NONE			
d From 2012 . . . . .	NONE			
e From 2013 . . . . .	NONE			
f Total of lines 3a through e . . . . .	NONE			
4 Qualifying distributions for 2014 from Part XII, line 4: ► \$ <u>472,416.</u>				
a Applied to 2013, but not more than line 2a . . . . .			447,628.	
b Applied to undistributed income of prior years (Election required - see instructions) . . . . .		NONE		
c Treated as distributions out of corpus (Election required - see instructions) . . . . .	NONE			
d Applied to 2014 distributable amount . . . . .				24,788.
e Remaining amount distributed out of corpus . . . . .	NONE			
5 Excess distributions carryover applied to 2014 . . . . . (If an amount appears in column (d), the same amount must be shown in column (a) )	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b . . . . .		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions . . . . .		NONE		
e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instructions . . . . .				
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015 . . . . .				548,170.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions) . . . . .	NONE			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions) . . . . .	NONE			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a . . . . .	NONE			
10 Analysis of line 9				
a Excess from 2010 . . . . .	NONE			
b Excess from 2011 . . . . .	NONE			
c Excess from 2012 . . . . .	NONE			
d Excess from 2013 . . . . .	NONE			
e Excess from 2014 . . . . .	NONE			

NOT APPLICABLE

**b** Check box to indicate whether the foundation is a private operating foundation described in section

4942(1)(5)

[illegible]

**(4) Gross investment income** .

## 1 Information Regarding Foundation Managers:

NONE

NONE

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.

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

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

**Part XV Supplementary Information (continued)****3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a Paid during the year</b>				
COMPASS CHRISTIAN CHURCH 2600 HALL JOHNSON ROAD COLLEYVILLE TX 76034	NONE	PC	PROGRAM SUPPORT	175,000.
GALAXY COUNSELING CENTER 1025 S JUPITER RD GARLAND TX 75042	NONE	PC	PROGRAM SUPPORT	10,000.
PROJECTHANDUP 1110 POST OAK PLACE WESTLAKE TX 76262	NONE	PC	PROGRAM SUPPORT	200,000.
PRESBYTERIAN NIGHT SHELTER OF TARRANT COUNTY 2400 CYPRESS STREET FORT WORTH TX 76102	NONE	PC	PROGRAM SUPPORT	10,000.
SAFE CITY COMMISSION 1100 HEMPHILL ST FORT WORTH TX 76104	NONE	PC	GENERAL	33,334.
EL DORADO FOUNDATION 14605 N 73RD ST SCOTTSDALE AZ 85260	NONE	PC	HURRICANE RELIEF	20,000.
<b>Total</b> . . . . .			<b>3a</b>	448,334.
<b>b Approved for future payment</b>				
<b>Total</b> . . . . .			<b>3b</b>	

<b>Part XVI-A</b>	<b>Analysis of Income-Producing Activities</b>
-------------------	--

**Enter gross amounts unless otherwise indicated.**

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions.)	
<b>1</b> Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
<b>2</b> Membership dues and assessments . . . . .						
<b>3</b> Interest on savings and temporary cash investments						
<b>4</b> Dividends and interest from securities . . . . .			14	227,879.		
<b>5</b> Net rental income or (loss) from real estate						
a Debt-financed property . . . . .						
b Not debt-financed property . . . . .						
<b>6</b> Net rental income or (loss) from personal property .						
<b>7</b> Other investment income . . . . .						
<b>8</b> Gain or (loss) from sales of assets other than inventory			18	457,382.		
<b>9</b> Net income or (loss) from special events . . . . .						
<b>10</b> Gross profit or (loss) from sales of inventory . .						
<b>11</b> Other revenue a _____						
b DEFERRED REVENUE			14	4,420.		
c _____						
d _____						
e _____						
<b>12</b> Subtotal. Add columns (b), (d), and (e) . . . . .				689,681.		
<b>13</b> Total. Add line 12, columns (b), (d), and (e) . . . . .				13	689,681.	

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]



FORM 990PF, PART I - OTHER INCOME  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
DEFERRED INCOME	4,420.
	-----
TOTALS	4,420.
	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FEDERAL ESTIMATES - INCOME	9,000.	
FOREIGN TAXES ON QUALIFIED FOR	3,185.	3,185.
FOREIGN TAXES ON NONQUALIFIED	309.	309.
	-----	-----
TOTALS	12,494.	3,494.
	=====	=====





THE ROSE FAMILY FDN DTD 12/23/2010 ACCT. P20114008  
As of 12/31/14

## Account Summary

### PRINCIPAL

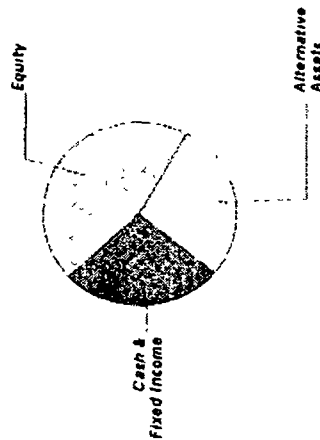
Asset Allocation	Beginning Market Value	Ending Market Value	Change In Value	Estimated Annual Income	Current Allocation
Equity	5,090,482.88	5,228,061.34	137,578.46	82,702.36	45%
Alternative Assets	3,231,318.24	3,137,508.04	(93,810.20)	9,842.27	28%
Cash & Fixed Income	3,247,705.34	3,074,278.17	(173,427.17)	65,490.43	27%
Market Value	\$11,569,506.46	\$11,439,847.55	(\$129,658.91)	\$158,035.06	100%

### INCOME

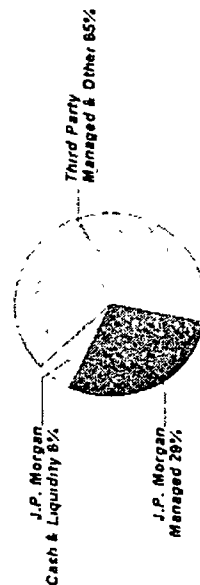
Cash Position	Beginning Market Value	Ending Market Value	Change In Value
Cash Balance	76,826.82	73,968.23	(2,858.59)
Accruals	4,233.82	2,757.86	(1,535.96)
Market Value	\$81,120.64	\$76,726.09	(\$4,394.55)

\* J.P. Morgan Managed includes (to the extent permitted under applicable law) mutual funds, other registered funds and hedge funds managed by J.P. Morgan and structured products issued by J.P. Morgan. J.P. Morgan Cash & Liquidity Funds includes cash, J.P. Morgan deposit sweeps and J.P. Morgan money market mutual funds. Third-Party Managed & Other includes mutual funds, exchange traded funds, hedge funds, and separately managed accounts managed by parties other than J.P. Morgan, structured products and exchange traded notes issued by parties other than J.P. Morgan; and other investments not managed or issued by J.P. Morgan. See important information about investment principles and conflicts in the disclosures section.

### Asset Allocation



### Manager Allocation \*



J.P. Morgan



THE ROSE FAMILY FDN DTD 12/23/2010 ACCT. P20114008  
As of 12/31/14



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## Account Summary CONTINUED

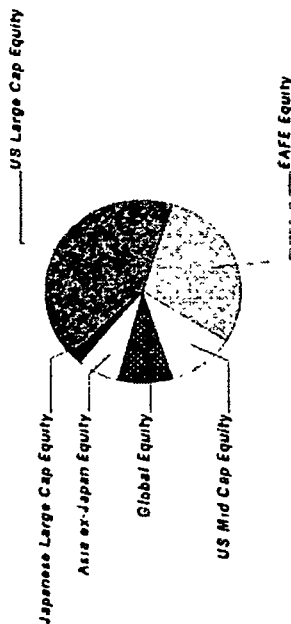
Cost Summary	Cost
Equity	4,587,308.28
Cash & Fixed Income	3,125,584.73
<b>Total</b>	<b>\$7,712,893.01</b>

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## Equity Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
US Large Cap Equity	1,809,771.29	2,219,202.12	409,430.83	19%
US Mid Cap Equity	578,740.95	599,132.98	20,392.03	5%
EAFE Equity	1,447,849.33	1,479,852.61	32,003.28	13%
European Large Cap Equity	382,060.10	0.00	(382,060.10)	
Japanese Large Cap Equity	0.00	128,821.00	128,821.00	1%
Asia ex-Japan Equity	376,884.98	329,595.82	(47,289.16)	3%
Emerging Market Equity	238,293.45	0.00	(238,293.45)	
Global Equity	256,882.78	471,456.81	214,574.03	4%
<b>Total Value</b>	<b>\$5,090,482.88</b>	<b>\$5,228,061.34</b>	<b>\$137,578.46</b>	<b>45%</b>

### Asset Categories



Equity as a percentage of your portfolio - 45 %

### Market Value/Cost

	Current Period Value
Market Value	5,228,061.34
Tax Cost	4,587,308.28
Unrealized Gain/Loss	640,753.06
Estimated Annual Income	82,702.36
Accrued Dividends	2,757.86
Yield	1.58 %



THE ROSE FAMILY FDN DTD 12/23/2010 ACCT. P20114008  
As of 12/31/14



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## Equity Detail

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc. Accrued Div.	Yield
<b>US Large Cap Equity</b>							
BBH CORE SELECT FUND-N 05528X-60-4 BBTE X	22.69	18,349,798	416,356.92	314,636.53	101,720.39	2,642.37	0.63%
CS CYCLICAL SECT REL PERF NT 2/25/15 1 09 XLEV BASKET UPSIDE- UNCAPPED 1 1 SPX DOWNSIDE 27/14 SPX 1797.02 BSKT.IXM.212.50 IXI:504.93 IXT.351.01 22547Q-HK-5	116.35	120,000,000	139,619.28	118,800.00	20,819.28		
JPM TAX AWARE EQ FD - INSTL FUND 1236 4812A1-65-4 JPDE X	29.04	12,387,914	359,745.02	239,182.23	120,562.79	4,125.17	1.15%
NEUBERGER BER MU/C OPP-INS 64122Q-30-9 NMUL X	15.70	26,523,420	416,417.69	413,000.00	3,417.69	3,898.94	0.94%
PRIMECAP ODYSSEY STOCK FUND 74160Q-30-1 POSK X	23.66	16,382,122	387,601.01	294,636.53	92,964.48	5,078.45	1.31%
SPDR S&P 500 ETF TRUST 78462F-10-3 SPY	205.54	2,430,000	499,462.20	423,661.41	75,800.79	9,319.05 2,757.86	1.87%
Total US Large Cap Equity			\$2,219,202.12	\$1,803,916.70	\$415,285.42	\$25,063.98 \$2,757.86	1.13%
<b>US Mid Cap Equity</b>							
ASTON RIVER RD DIV ALL CAP-I 00080Y-87-6 ARID X	13.16	21,870,287	287,812.98	290,000.00	(2,187.02)	9,972.85	3.47%

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THE ROSE FAMILY FDN DTD 12/23/2010 ACCT. P20114008  
As of 12/31/14

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc. Accrued Div.	Yield
<b>US Mid Cap Equity</b>							
ISHARES CORE S&P MID-CAP ETF 464287-50-7 IJH	144.80	2,150,000	311,320.00	290,913.06	20,406.94	4,175.30	1.34%
Total US Mid Cap Equity			\$599,132.98	\$580,913.06	\$18,219.92	\$14,148.15	2.36%
<b>EAFE Equity</b>							
ARTISAN INTL VALUE FUND-INV 04314H-88-1 ARTK X	34.21	7,496,409	256,452.15	206,526.06	49,926.09	4,100.53	1.60%
CAPITAL PRIVATE CLIENT SVCS CAP NON US EQT 14042Y-60-1 CNUS X	11.35	31,227,215	354,428.89	336,384.39	18,044.50	4,340.58	1.22%
ISHARES MSCI EAFE INDEX FUND 464287-46-5 EFA	60.84	8,720,000	530,524.80	538,019.24	(7,494.44)	19,715.92	3.72%
T ROWE PRICE OVERSEAS STOCK 77956H-75-7 TROS X	9.42	35,928,532	338,446.77	307,235.24	31,211.53		
Total EAFE Equity			\$1,479,852.61	\$1,388,164.93	\$91,687.68	\$28,157.03	1.90%
<b>Japanese Large Cap Equity</b>							
BROWN ADV JAPAN ALPHA OPP-IS 115233-57-9 BAFJ X	10.78	11,950,000	128,821.00	119,500.00	9,321.00	6,082.55	4.72%



THE ROSE FAMILY FDN DTD 12/23/2010 ACCT P20114008  
As of 12/31/14



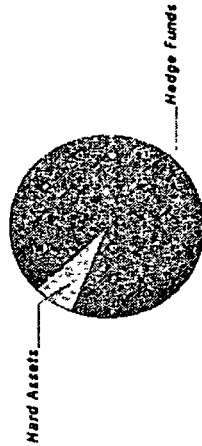
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		Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc Accrued Div.	Yield
Asia ex-Japan Equity								
MATTHEWS PACIFIC TIGER FD-IS		26.56	12,409.481	329,595.82	267,863.59	61,732.23	2,221.29	0.67%
577130-83-4 MIPT X								
Global Equity								
JPM GLBL RES ENH INDEX FD - SEL		18.31	25,748.597	471,456.81	426,950.00	44,506.81	7,029.36	1.49%
FUND 3457								
46637K-51-3 JEIT X								

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## Alternative Assets Summary

Asset Categories	Beginning Estimated Value	Ending Estimated Value	Change In Value	Current Allocation	Asset Categories
Hedge Funds	2,750,407.14	2,864,399.69	113,992.55	26%	
Hard Assets	480,911.10	273,108.35	(207,802.75)	2%	
<b>Total Value</b>	<b>\$3,231,318.24</b>	<b>\$3,137,508.04</b>	<b>(\$93,810.20)</b>	<b>28%</b>	



Alternative Assets as a percentage of your portfolio - 28 %

## Alternative Assets Detail

	Price	Quantity	Estimated Value	Cost
<b>Hedge Funds</b>				
BLACKSTONE PARTNERS OFFSHORE FUND	1,393.75	666,000	928,237.50	775,000.00
LTD CLASS H2 - NEW ISSUES	11/28/14			
INELIGIBLE NON-SELF DEALING				
FIDUCIARY INVESTORS - LEAD SERIES				
N/C Client				
092911-96-5				



THE ROSE FAMILY FDN DTD 12/23/2010 ACCT. P20114008  
As of 12/31/14



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	Price	Quantity	Estimated Value	Cost
<b>Hedge Funds</b>				
GOTHAM ABSOLUTE RETURN FUND 360873-13-7 GARI X	13 90	8,840.304	122,880.23	116,250.00
INV BALANCED-RISK ALLOC-Y 00141V-69-7 ABRY X	11 64	18,339.076	213,466.84	229,788.62
JPM ACCESS MULTI-STRATEGY FUND II RIC ENDOWMENTS & FOUNDATIONS & OTHER - AUTOMATIC REINVESTMENT N/O Client HFGAPB-WF-1	16.37 11/28/14	44,220.017	723,935.14	706,174.56
OCH-ZIFF OZOFII PRIVATE INVESTORS OFFSHORE LTD. CLASS G PRIME - NEW ISSUES INELIGIBLE NON-SELF DEALING FIDUCIARY INVESTORS N/O Client 986903-92-0	170 93 11/28/14	3,753.387	641,560.81	500,000.00
PIMCO UNCONSTRAINED BOND-P 72201M-45-3 PUCP X	11 18	20,958.781	234,319.17	235,367.11
<b>Total Hedge Funds</b>			<b>\$2,864,399.69</b>	<b>\$2,562,580.29</b>

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Page 9 of 13





THE ROSE FAMILY FDN DTD 12/23/2010 ACCT. P20114008  
As of 12/31/14

	Price	Quantity	Estimated Value	Cost	Est Annual Income Accrued Income
<b>Hard Assets</b>					
BARC BREN PALLADIUM 01/20/15 LINKED TO PLDMLNPM 10% BUFFER- 1.4X LEV 10%CAP - 14% MAX RETURN INITIAL LEVEL. 1/2/14 PLDMLNPM.710 06741T-3V-7	112 03	60,000,000	67,218.00	59,400 00	
BARC MARKET PLUS WTI 06/22/15 LNKD TO CL1 80% BARRIER- 7 20%CPN UNCAPPED INITIAL LEVEL-04/11/14 CL1 103.74 06741U-BY-9	53 54	60,000 000	32,124 00	59,280 00	
MS PALLADIUM BREN 12/09/15 LNKD TO PLDMLNPM 116 30% LEVERAGE. 10% BUFFER 11/20/14: INITIAL STRIKE 771 61762G-OM-4	101 20	60,000 000	60,720 00	59,400.00	
PIMCO COMMODITYPL STRAT-P 72201P-16-7 PCLP X	7 65	14,777.300	113,046.35	154,030 36	6,132 57
<b>Total Hard Assets</b>			<b>\$273,108.35</b>	<b>\$332,110.36</b>	<b>\$6,132.57</b>

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THE ROSE FAMILY FDN DTD 12/23/2010 ACCT. P20114008  
As of 12/31/14



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	Price	Quantity	Value	Adjusted Tax Cost		Unrealized Gain/Loss	Est Annual Income		Yield
				Original Cost			Accrued Interest		
US Fixed Income									
DOUBLELINE TOTAL RET BD-I	10.97	43.717 82	479,584.49	491,338.64		(11,754 15)	23,345 31		4.87%
258620-10-3									
Total US Fixed Income			\$2,369,589.80	\$2,420,896.36		(\$51,306.56)	\$65,279.03		2.76%

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THE ROSE FAMILY FDN DTD 12/23/2010 ACCT. P20114008  
As of 12/31/14

Note: <sup>1</sup> This is the Annual Percentage Yield (APY) which is the rate earned if balances remain on deposit for a full year with compounding, there is no change in the interest rate and all interest is left in the account

## Cash & Fixed Income Detail

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Income Accrued Interest	Yield
<b>Cash</b>							
US DOLLAR PRINCIPAL	1 00	704,688.37	704,688.37	704,688.37		211.40	0.03% <sup>1</sup>
<b>U.S Fixed Income</b>							
JPM UNCONSTRAINED DEBT FD - SELECT FUND 2130 48121A-29-0	10 03	10,938.00	109,708.09	110,843.22	(1,135.13)	4,779.90	4.36%
JPM STRAT INC OPP FD - SEL FUND 3844 4812A4-35-1	11.72	19,987.21	234,250.08	238,247.52	(3,997.44)	3,717.62	1.59%
JPM CORE BD FD - SEL FUND 3720 4812C0-38-1	11 75	41,780.22	490,917.55	486,450.00	4,467.55	12,408.72	2.53%
JPM HIGH YIELD FD - SEL FUND 3580 4812C0-80-3	7 59	29,234.63	221,890.80	242,760.04	(20,869.24)	12,775.53	5.76%
JPM SHORT DURATION BD FD - SEL FUND 3133 4812C1-33-0	10 86	58,072.44	630,666.69	638,288.91	(7,622.22)	5,284.59	0.84%
JPM INFLATION MGD BD FD - SEL FUND 2037 48121A-56-3	10 24	19,782.43	202,572.10	212,968.03	(10,395.93)	2,967.36	1.46%

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