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

2015

Open to Public Inspection

For calendar year 2015 or tax year beginning , 2015, 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 ☒ 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) ▶ $ 2,197,248

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue					
1	Contributions, gifts, grants, etc , received (attach schedule)				
2	Check ▶ ☒ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	2	2	2	
4	Dividends and interest from securities	61,934	61,934	61,934	
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	66,125			
b	Gross sales price for all assets on line 6a 1,540,023				
7	Capital gain net income (from Part IV, line 2)		66,125		
8	Net short-term capital gain			6,438	
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	128,061	128,061	68,374	
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	20,082	19,793		8,289
24	**Total operating and administrative expenses.** Add lines 13 through 23	20,882	19,793		9,089
25	Contributions, gifts, grants paid	93,620			93,620
26	**Total expenses and disbursements.** Add lines 24 and 25	114,502	19,793		102,709
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	13,559			
b	**Net investment income** (if negative, enter -0-)		108,268		
c	**Adjusted net income** (if negative, enter -0-)			68,374	

For Paperwork Reduction Act Notice, see instructions.

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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	29,158	24,953	24,953
	2	Savings and temporary cash investments	48,083	380,654	380,654
	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) STM137	1,009,885	1,113,926	1,103,169
	c	Investments - corporate bonds (attach schedule) STM138	764,689	674,903	688,472
	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)	1,851,815	2,194,436	2,197,248
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☒ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	1,851,815	2,194,436	
	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)	1,851,815	2,194,436	
	31	**Total liabilities and net assets/fund balances** (see instructions)	1,851,815	2,194,436	

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	1,851,815
2	Enter amount from Part I, line 27a	2	13,559
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,865,374
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	1,865,374

Part IV Capital Gains and Losses for Tax on Investment Income

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

Stm IV

	(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	867,348		862,374	4,974
b	117,898		116,434	1,464
c	345,448		312,742	32,706
d	209,329		182,348	26,981
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				4,974
b				1,464
c				32,706
d				26,981
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 66,125

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 6,438

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))
2014			
2013			
2012			
2011			
2010			

2 Total of line 1, column (d)	2	0.0
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.0
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	1,873,470
5 Multiply line 4 by line 3	5	0
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,083
7 Add lines 5 and 6	7	1,083
8 Enter qualifying distributions from Part XII, line 4	8	102,709

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	1,083
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	1,083
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	1,083
6	Credits/Payments				
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a	1,000		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	1,500		
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	1,417
11	Enter the amount of line 10 to be: **Credited to 2016 estimated tax** ▶ 1,417 **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 2015 or the taxable year beginning in 2015 (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

			Yes	No
16	At any time during calendar year 2015, 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 FinCEN Form 114 If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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 2015?	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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? ☒ 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 2015 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 2015)	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 2015?	4b		X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 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)? **5b** Yes: No: X

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**

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 0.00	0	0	0
RICHARD FENGLER 2940 N O'CONNOR RD, IRVING, TX 75062	VICE PRESIDENT 0.00	0	0	0
WILLIAM DRISCOLL 2940 N O'CONNOR RD, IRVING, TX 75062	TREASURER 0.00	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.	93,620
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	1,892,000
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	1,902,000
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	1,902,000
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	28,530
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	1,873,470
6	**Minimum investment return.** Enter 5% of line 5			6	93,674

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	93,674
2a	Tax on investment income for 2015 from Part VI, line 5	2a	1,083		
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	1,083
3	Distributable amount before adjustments Subtract line 2c from line 1			3	92,591
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	92,591
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	92,591

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	102,709
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	102,709
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	1,083
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	101,626

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 2014	(c) 2014	(d) 2015
1	Distributable amount for 2015 from Part XI, line 7					92,591
2	Undistributed income, if any, as of the end of 2015					
a	Enter amount for 2014 only				36,516	
b	Total for prior years ______, ______, ______					
3	Excess distributions carryover, if any, to 2015					
a	From 2010					
b	From 2011					
c	From 2012					
d	From 2013					
e	From 2014					
f	**Total** of lines 3a through e					
4	Qualifying distributions for 2015 from Part XII, line 4: ▶ $ 102,709					
a	Applied to 2014, but not more than line 2a				36,516	
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 2015 distributable amount					66,193
e	Remaining amount distributed out of corpus					
5	Excess distributions carryover applied to 2015 (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 2014 Subtract line 4a from line 2a Taxable amount - see instructions					
f	Undistributed income for 2015 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2016					26,398
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)					
8	Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions)					
9	**Excess distributions carryover to 2016.** Subtract lines 7 and 8 from line 6a					
10	Analysis of line 9					
a	Excess from 2011					
b	Excess from 2012					
c	Excess from 2013					
d	Excess from 2014					
e	Excess from 2015					

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 2015, 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) 2015	(b) 2014	(c) 2013	(d) 2012	(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))

NA

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

NA

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

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

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

990APP

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SCHEDULE II SEE ATTACHED IRVING, TX 75062	NONE	PF	SEE ATTACHED	93,620
Total ▶ 3a				93,620
b Approved for future payment				
Total ▶ 3b				

EEA

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 N/A					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
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 | 11/14/16 | 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	11/14/16		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 972-252-4200

	Federal Supporting Statements	2015 PG01
Name(s) as shown on return ROSE SILVERTHORNE FOUNDATION		Your Social Security Number 75-2669407

FORM 990PF - PART XV - LINE 2
APPLICATION SUBMISSION INFORMATION

GRANT PROGRAM
SCHOLARSHIPS

APPLICANT NAME
WILLIAM B DRISCOLL

ADDRESS
2940 N OCONNOR RD SUITE 125
IRVING, TX 75062

TELEPHONE
972-252-4200

EMAIL ADDRESS
BILL1@WILLIAMBDRISCOLLCPA.COM

FORM & CONTENT
REQUEST A PACKET OF INFORMATION.

SUBMISSION DEADLINE
MARCH

RESTRICTIONS ON AWARD
EDUCATIONAL GRANTS.

Federal Supporting Statements | 2015 PG01

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	1,009,885	1,113,926	1,103,169
TOTALS	1,009,885	1,113,926	1,103,169

PG01

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

STATEMENT #138

CATEGORY	BOY	BOOK VALUE	EOY FMV
SEE ATTACHED LIST	764,689	674,903	688,472
TOTALS	764,689	674,903	688,472

Federal Supporting Statements

2015 PG01

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	8,000	0	8,000
MISC OFFICE	289	0	0	289
MONEY MGMT FEES	11,793	11,793	0	0
TOTALS	20,082	19,793	0	8,289

PG01

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 2015

Schedule II

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

Safwan Aburayan
3209 Omega Dr.
Tyler, TX 75701
No relationship
$1,090

Alfredo Aranda
1303 S. Edgefield Ave.
Dallas, TX 75208
No relationship
$4,000

Sara Aranda
1303 S. Edgefield Ave.
Dallas, TX 75208
No relationship
$8,000

Raphael Banoub
14702 Broadview Dr.
Balch Springs, TX 75180
No relationship
$2,760

Nawsin Baset
2910 Harvard St. N.
Irving, TX 75062
No relationship
$7,418

Yordi Calix
13266 Emily Rd.
Dallas, TX 75740
No relationship
$7,341

Nihal Chowdhury
3615 Coker St. Apt #209
Irving, TX 75062
No relationship
$5,080

Liliana Contreras
506 Goodyear St.
Irving, TX 75062
No relationship
$558

Junior Gutierrez Cruz
3112 Sundial Dr.
Dallas, TX 75229
No relationship
$6,679

Brandon Deanda
1401 Furlong Ct
Irving, TX 75060
No relationship
$7,084

Salaheldin Elhadi
4258 Reserve Way Apt # 3084
Irving, TX 75038
No relationship
$6,824

Brandell Ellison
13204 Kings Mountain Dr.
Balch Springs, TX 75180
No relationship
$1,014

Tuan lang
9763 Audelia Rd 2201
Dallas, TX 75238
No relationship
$1,354

Bhupendra Karki
9655 Chimney Hill Ln # 2042
Dallas, TX 75243
No relationship
- 0 -

Michael Jaramillo
14808 Broadview Dr.
Balch Springs, TX 75180
No relationship
$5,472

Gi Ju Lim
1820 Peters Colony 3704
Carrollton, TX 78712
No relationship
$0

Monique McCullum
301 N. Joe Wilson Rd Apt # 827
Cedar Hill, TX 75104
No relationship
$7,208

Lejla Pracic
4633 Fairmount St.
Dallas, TX 75219
No relationship
$3,695

Adriana Sanchez
423 Hawthorne St.
Irving, TX 75061
No relationship
$8,118

Sofia Sheikh
4222 Reserve Way Apt # 2142
Irving, TX 75038
No relationship
$1,882

Inshal Syeda
2436 Wingren Rd Apt #1033
Irving, TX 75062
No relationship
$2,437

Justin Troncillito
2310 Glenmoor Dr.
Arlington, TX 76001
No relationship
$2,667

Hasan Yaqub
2440 Wingren Rd. Apt # 2002
Irving, TX 75062
No relationship
$1,072

Mohsin Yaqub
2440 Wingren Rd Apt # 2002
Irving, TX 75062
No relationship
$4,316

The students returned funds to the Foundation during 2015 from the sale of text books and in the form of other financial aid. The net amount spent for educational grants was $93,620.

Statement IV

Portfolio Holdings

	Units	Cost Basis	12/31/2015 Market Value	Allocation	Yield	Projected Annual Income
SilverthorneF						
Cash						
Cash						
CASH	380,654	380,654	380,654	21.2 %	--	--
Total Cash		**380,654**	**380,654**	**21.2 %**	**--**	**--**
Total Cash		**380,654**	**380,654**	**21.2 %**	**--**	**--**
Fixed Income						
Corp Bond						
CIT GROUP INC 4.25% 08/15/2017	70,000	71,040	72,699	4.1 %	4.2 %	2,975
EQUINIX INCSENIOR NOTES	75,000	76,053	78,877	4.4 %	4.7 %	3,656
ICAHN ENTERPRISES LP/CORP 4.875% 03/15/2019	75,000	76,312	75,402	4.2 %	4.9 %	3,656
JOHNSON CTLS INC NT 5.500% 01/15/16 B/EDTD 01/17/0	75,000	75,001	76,983	4.3 %	5.5 %	2,063
NCR CORP NEW 5.875% 12/15/2021	75,000	76,730	74,071	4.1 %	6.0 %	4,406
PITNEY BOWES INC MTN 5.750% 09/15/2017	75,000	74,344	80,387	4.5 %	5.5 %	4,313
PVH CORP	75,000	72,000	73,463	4.1 %	4.6 %	3,375
TARGET CORP NT 5.375% 05/01/17 B/EDTD 05/01/07 CLB	70,000	69,832	74,527	4.2 %	5.1 %	3,763
Total Corp Bond		**591,312**	**606,408**	**33.8 %**	**5.1 %**	**28,206**
Corp Fund						
PIMCO ENHANCED SHORT MATURITY ETF	261	26,402	26,283	1.5 %	0.9 %	226
Total Corp Fund		**26,402**	**26,283**	**1.5 %**	**0.9 %**	**226**
Diversified Fund						
SPDR DOUBLELINE TOTAL RETURN TACTICAL ETF	1,145	57,190	55,781	3.1 %	2.9 %	1,622
Total Diversified Fund		**57,190**	**55,781**	**3.1 %**	**2.9 %**	**1,622**
Total Fixed Income		**674,903**	**688,472**	**38.4 %**	**4.7 %**	**30,054**
Equities						
Lrg Cap						
ABBOTT LABS COM	283	11,599	12,710	0.7 %	2.1 %	272
AMGEN INC	88	13,878	14,285	0.8 %	2.5 %	352
BLACKROCK MULTI ASSET INC PORTFOLIO FUND INST CLASS N/L	6,596	73,640	69,626	3.9 %	5.4 %	3,716
CARDINAL HEALTH INC	78	6,894	6,963	0.4 %	1.7 %	121
CBS CORP CL B	116	6,765	5,484	0.3 %	1.3 %	70

	Units	Cost Basis	12/31/2015 Market Value	Allocation	Yield	Projected Annual Income
CHEVRON CORP NEW COM	128	13,879	11,515	0.6 %	4.8 %	548
CONOCOPHILLIPS COM	102	8,197	4,762	0.3 %	6.3 %	302
CVS HEALTH CORP COM	133	13,875	13,003	0.7 %	1.4 %	186
GENERAL ELECTRIC CO COM	537	13,221	16,728	0.9 %	3.0 %	494
HOME DEPOT	119	6,277	15,738	0.9 %	1.8 %	281
HONEYWELL INTL INC	132	13,731	13,671	0.8 %	2.3 %	314
JOHNSON & JOHNSON COM	137	9,585	14,073	0.8 %	2.9 %	411
JPMORGAN CHASE & CO COM	225	11,699	14,857	0.8 %	2.7 %	396
MCDONALDS CORP COM	149	13,665	17,603	1.0 %	2.9 %	507
PAYCHEX INC	277	11,085	14,651	0.8 %	3.2 %	465
PEPSICO INC COM	141	9,553	14,188	0.8 %	2.8 %	396
PNC FINL SVCS GROUP INC COM	150	9,110	14,297	0.8 %	2.1 %	306
PROCTER & GAMBLE CO COM	161	11,042	12,785	0.7 %	3.3 %	427
QUALCOMM INC	192	13,833	9,597	0.5 %	3.8 %	369
RAYTHEON CO COM NEW	66	6,838	8,219	0.5 %	2.2 %	177
SCHLUMBERGER LTD COM	162	13,574	11,381	0.6 %	2.9 %	324
SEMPRA ENERGY	63	6,816	5,923	0.3 %	3.0 %	176
SOUTHERN CO COM	149	6,317	6,972	0.4 %	4.6 %	323
STARBUCKS CORP	294	13,898	17,649	1.0 %	1.3 %	235
STRYKER CORP	73	6,926	6,785	0.4 %	1.6 %	111
UNION PAC CORP COM	68	8,287	5,318	0.3 %	2.8 %	150
UNITED PARCEL SERVICE INC	135	12,487	12,991	0.7 %	3.0 %	394
US BANCORP DEL COM NEW	299	8,493	12,758	0.7 %	2.4 %	305
VERIZON COMMUNICATIONS	148	5,814	6,841	0.4 %	4.9 %	334
WELLS FARGO & CO NEW COM	249	8,512	13,536	0.8 %	2.8 %	374
Total Lrg Cap		**369,488**	**404,905**	**22.6 %**	**3.2 %**	**12,835**
Mid Cap						
ANALOG DEVICES INC COM	233	13,752	12,890	0.7 %	2.9 %	373
FIRST TR EXCHANGE-TRADED FD IV NORTH AMERN ENERGY	2,042	54,537	41,208	2.3 %	4.6 %	1,909
GALLAGHER ARTHUR J &CO	279	8,416	11,422	0.6 %	3.6 %	413
ITC HLDGS CORP	193	6,478	7,575	0.4 %	1.9 %	145
MICROCHIP TECHNOLOGY INC	269	10,512	12,519	0.7 %	3.1 %	386
ONEOK INC NEW COM	920	39,994	22,687	1.3 %	9.8 %	2,226
PACKAGING CORP OF AMERICA	100	6,307	6,305	0.4 %	3.5 %	220
SONOCO PRODS CO COM	147	5,976	6,008	0.3 %	3.4 %	206
WESTERN DIGITAL CORP COM	198	14,991	11,890	0.7 %	3.3 %	396
Total Mid Cap		**160,963**	**132,504**	**7.4 %**	**4.7 %**	**6,274**

	Units	Cost Basis	12/31/2015 Market Value	Allocation	Yield	Projected Annual Income
Intl - Dev						
ACCENTURE LTD BERMUDA CL A	152	13,793	15,884	0.9 %	2.1 %	334
DIAGEO PLC	119	11,700	12,979	0.7 %	3.1 %	406
LYONDELLBASELL INDUSTRIES N V SHS - A -	136	12,085	11,818	0.7 %	3.6 %	424
NOVARTIS AG ADR	202	14,703	17,380	1.0 %	2.6 %	456
NOVO-NORDISK A/S ADR ADR CMN	291	13,823	16,901	0.9 %	0.9 %	155
ROYAL DUTCH SHELL PLC	201	14,357	9,254	0.5 %	8.2 %	756
UNILEVER N V N Y SHS NEW	321	11,441	13,906	0.8 %	2.7 %	381
Total Intl - Dev		**91,902**	**98,123**	**5.5 %**	**3.0 %**	**2,913**
Total Equities		**622,353**	**635,532**	**35.5 %**	**3.5 %**	**22,023**
Alternative Assets						
Commodities						
MARKET VECTORS GOLD MINERS INDEX ETF	1,144	18,765	15,696	0.9 %	0.8 %	133
Total Commodities		**18,765**	**15,696**	**0.9 %**	**0.8 %**	**133**
MLPs						
SPECTRA ENERGY CORP	1,007	37,018	24,108	1.3 %	6.8 %	1,631
Total MLPs		**37,018**	**24,108**	**1.3 %**	**6.8 %**	**1,631**
Alt - Liquid						
BLACKSTONE GROUP L P COM UNIT LTD	489	18,112	14,298	0.8 %	9.9 %	1,418
FIRST TRUST NASDAQ CEA CYBERSECURITY ETF	918	18,763	16,304	0.9 %	1.2 %	189
ISHARES NASDAQ BIOTECHNOLOGY	49	18,261	16,578	0.9 %	–	5
Total Alt - Liquid		**55,135**	**47,180**	**2.6 %**	**3.4 %**	**1,612**
Total Alternative Assets		**110,918**	**86,983**	**4.9 %**	**3.9 %**	**3,376**
Total SilverthorneF		**1,788,829**	**1,791,641**	**100.0 %**	**3.2 %**	**55,453**