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For calendar year 2016, or tax year beginning 01-01-2016, and ending 12-31-2016

Name of foundation The Rose Foundation		A Employer identification number 62-1450062	
Number and street (or P.O. box number if mail is not delivered to street address) 1779 Kirby Parkway 1 PMB 320		B Telephone number (see instructions) (901) 821-5911	
City or town, state or province, country, and ZIP or foreign postal code Memphis, TN 38138		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 3,471,670	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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 <input type="checkbox"/>	

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)	0			
	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 . . .	82,959	82,959		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	-11,675			
	b Gross sales price for all assets on line 6a _____ 98,292				
	7 Capital gain net income (from Part IV, line 2) . . .		0		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances _____				
Operating and Administrative Expenses	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	71,284	82,959		
	13 Compensation of officers, directors, trustees, etc	15,000	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	5,500	5,500		0
	c Other professional fees (attach schedule)	1,500	1,500		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions) . . .	4,191	134		0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	436	207		0
	24 Total operating and administrative expenses. Add lines 13 through 23	26,627	7,341		0
	25 Contributions, gifts, grants paid	109,000			109,000
	26 Total expenses and disbursements. Add lines 24 and 25	135,627	7,341		109,000
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-64,343			
	b Net investment income (if negative, enter -0-)		75,618		
c Adjusted net income (if negative, enter -0-)					

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	-2,583				
	2	Savings and temporary cash investments	66,288	120,882	120,882		
	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)	2,068,577	2,280,184	2,280,184		
	c	Investments—corporate bonds (attach schedule)					
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
	12	Investments—mortgage loans					
	13	Investments—other (attach schedule)	1,183,015	1,070,604	1,070,604		
	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)	3,315,297	3,471,670	3,471,670			
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 <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.						
	24	Unrestricted	3,315,297	3,471,670			
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> 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)	3,315,297	3,471,670			
31	Total liabilities and net assets/fund balances (see instructions) .	3,315,297	3,471,670				

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	3,315,297
2	Enter amount from Part I, line 27a	2	-64,343
3	Other increases not included in line 2 (itemize) ▶ _____	3	220,716
4	Add lines 1, 2, and 3	4	3,471,670
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	3,471,670

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)
1 a Publicly Traded Securities			
b Capital Gains Dividends	P		
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 94,458		109,967	-15,509
b 3,834			3,834
c			
d			
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			-15,509
b			3,834
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	-11,675
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	

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 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))
2015	257,000	3,648,288	0 070444
2014	304,500	3,745,059	0 081307
2013	265,350	3,820,595	0 069453
2012	235,264	2,619,693	0 089806
2011	266,810	2,804,236	0 095145
2 Total of line 1, column (d)			2 0 406155
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 081231
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 3,366,305
5 Multiply line 4 by line 3			5 273,448
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 756
7 Add lines 5 and 6			7 274,204
8 Enter qualifying distributions from Part XII, line 4			8 109,000

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)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	1,512
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	1,512
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	1,512
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	0
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	45
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ▶	9	1,557
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ▶	10	
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ▶ 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	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>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</i>	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ _____ 0 (2) On foundation managers ▶ \$ _____ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	2	No
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? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
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? <i>If "Yes," attach the statement required by General Instruction T</i>	5	No
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	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TN _____		
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? <i>If "No," attach explanation</i> .	8b	Yes
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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	Yes	
14	The books are in care of ► NORMA EGBERT Telephone no ► (901) 821-5911			

Located at **►** 1779 Kirby Parkway 1 PMB 320 MEMPHIS TN ZIP+4 **►** 38138

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 2016, 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 instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes," enter the name of the foreign country ►	16	Yes	No

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.

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here. ► <input type="checkbox"/>	1b		No
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 2016? <input type="checkbox"/>	1c		No
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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions). <input type="checkbox"/>	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2016 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 2016). <input type="checkbox"/>	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2016?	4b		No

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	<input type="checkbox"/>	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?	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	No
	If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/>	7b	

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

[illegible]

(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
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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.		0

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	
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	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	3,302,397
b	Average of monthly cash balances.	1b	115,172
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	3,417,569
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	3,417,569
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	51,264
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	3,366,305
6	Minimum investment return. Enter 5% of line 5.	6	168,315

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	168,315
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	1,512
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,512
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	166,803
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	166,803
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	166,803

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	109,000
b	Program-related investments—total from Part IX-B.	1b	0
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	109,000
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	109,000

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				166,803
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2016				
a From 2011.				127,278
b From 2012.				104,551
c From 2013.				75,720
d From 2014.				123,253
e From 2015.				78,549
f Total of lines 3a through e.	509,351			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 109,000				
a Applied to 2015, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2016 distributable amount.				109,000
e Remaining amount distributed out of corpus				0
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))	57,803			57,803
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	451,548			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				0
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).	0			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions).	69,475			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	382,073			
10 Analysis of line 9				
a Excess from 2012.				104,551
b Excess from 2013.				75,720
c Excess from 2014.				123,253
d Excess from 2015.				78,549
e Excess from 2016.				

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 2016, enter the date of the ruling. ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
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 organization 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))
MICHAEL D ROSE

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

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 email address of the person to whom applications should be addressed

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

c Any submission deadlines

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

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

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total			3a	109,000
b <i>Approved for future payment</i>				
Total			3b	0

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities. . . .			14	82,959	
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			18	-11,675	
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). .		0		71,284	0
13 Total. Add line 12, columns (b), (d), and (e).			13		71,284

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Part XVII

- | | Yes | No |
|-------|-----|----|
| 1a(1) | | No |
| 1a(2) | | No |
| 1b(1) | | No |
| 1b(2) | | No |
| 1b(3) | | No |
| 1b(4) | | No |
| 1b(5) | | No |
| 1b(6) | | No |
| 1c | | No |

[illegible]

- 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.

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

**Paid
Preparer
Use Only**

Print/Type preparer's name Wesley C Poole	Preparer's Signature	Date 2017-11-14	Check if self-employed <input type="checkbox"/>	PTIN P01066365
Firm's name ► Financial Strategy Group PLC				Firm's EIN ► 62-1795474
Firm's address ► 700 Colonial Road Suite 120 Memphis, TN 38117				Phone no (901) 763-3335


Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
MICHAEL D ROSE 1779 Kirby Parkway 1 PMB 320 MEMPHIS, TN 38138	PRESIDENT 5 00	0	0	0
NORMA EGBERT 1779 Kirby Parkway 1 PMB 320 MEMPHIS, TN 38138				
MATTHEW D ROSE 1779 Kirby Parkway 1 PMB 320 MEMPHIS, TN 38138	DIRECTOR 2 00	5,000	0	0
GABRIELLE E ROSE 1779 Kirby Parkway 1 PMB 320 MEMPHIS, TN 38138				
Morgan D Rose 1779 Kirby Parkway 1 PMB 320 MEMPHIS, TN 38138	DIRECTOR 2 00	5,000	0	0
Debra J Fields 1779 Kirby Parkway 1 PMB 320 MEMPHIS, TN 38138		0	0	0

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
Anderson Ranch Arts Center PO Box 5598 Snowmass Village, CO 81615		501(C)(3) PUBLIC CHA	Unrestricted contribution for the furtherance of the qualified charity's mission	500
Aspen Community Foundation 110 E HALLAM ST SUITE 126 ASPEN, CO 81611		501(C)(3) PUBLIC CHA	Unrestricted contribution for the furtherance of the qualified charity's mission	50,000
Big Brothers Big Sisters of Middle Tennessee 1704 Charlotte Avenue Suite 130 Nashville, TN 37203		501(C)(3) PUBLIC CHA	Unrestricted contribution for the furtherance of the qualified charity's mission	500
Boys and Girls Clubs 44 S REMBERT ST MEMPHIS, TN 38104		501(C)(3) PUBLIC CHA	Unrestricted contribution for the furtherance of the qualified charity's mission	16,000
BridgeWay Sports PO 7 Mt Pleasant, MS 38649		501(C)(3) PUBLIC CHA	Unrestricted contribution for the furtherance of the qualified charity's mission	2,000
Total ► 3a				109,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
Gayle S Rose Foundation 1900 Union Avenue Memphis, TN 38104		501(C)(3) PUBLIC CHA	Unrestricted contribution for the furtherance of the qualified charity's mission	5,000
March of Dimes Foundation 1275 Mamaroneck Ave White Plains, NY 10605		501(C)(3) PUBLIC CHA	Unrestricted contribution for the furtherance of the qualified charity's mission	1,000
Native Baptist Mission 7742 Boundary Avenue Anchorage, AK 99504		501(C)(3) PUBLIC CHA	Unrestricted contribution for the furtherance of the qualified charity's mission	1,000
TEACH FOR AMERICA INC 25 BROADWAY 12TH FLOOR NEW YORK, NY 10004		501(C)(3) PUBLIC CHA	Unrestricted contribution for the furtherance of the qualified charity's mission	5,000
THE COMMUNITY FOUNDATION FOR GREATER ATLANTA INC 50 HURT PLZ SE STE 449 ATLANTA, GA 30303		501(C)(3) PUBLIC CHA	Unrestricted contribution for the furtherance of the qualified charity's mission	25,000
Total ► 3a				109,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
The Community Foundation of Middle Tennessee 3833 Cleghorn Avenue Suite 400 Nashville, TN 37215		501(C)(3) PUBLIC CHA	Unrestricted contribution for the furtherance of the qualified charity's mission	2,000
University of Memphis Foundation 635 Normal Street Memphis, TN 38152		501(C)(3) PUBLIC CHA	Unrestricted contribution for the furtherance of the qualified charity's mission	1,000
Total 				109,000
3a				

TY 2016 Accounting Fees Schedule**Name:** The Rose Foundation**EIN:** 62-1450062

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	5,500	5,500		0

TY 2016 Investments Corporate Stock Schedule

Name: The Rose Foundation
EIN: 62-1450062

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ABBVIE INC. CMN - 600 SHS	37,572	37,572
ALPHABET INC. CMN CLASS A (GOOGLE) - 70 SHS	55,472	55,472
AMAZON.COM INC CMN - 100 SHS	74,987	74,987
AMERICAN INTL GROUP, INC. CMN - 800 SHS	52,248	52,248
APPLE INC., CMN - 350 SHS	40,537	40,537
BRISTOL-MYERS SQUIBB COMPANY, CMN - 800 SHS	46,752	46,752
CISCO SYSTEMS, INC. CMN - 1000 SHS	30,220	30,220
CONOCO PHILLIPS, CMN - 600 SHS	30,084	30,084
DOW CHEMICAL CO CMN - 750 SHS	43,260	43,260
EXXON MOBIL CORPORATION, CMN - 1000 SHS	90,260	90,260
GENERAL ELECTRIC CO CMN - 1200 SHS	38,208	38,208
HONEYWELL INTL INC CMN - 300 SHS	46,340	46,340
INTERNATIONAL PAPER CO. CMN - 800 SHS	42,448	42,448
JPMORGAN CHASE & CO, CMN - 500 SHS	43,145	43,145
KINDER MORGAN INC CMN CLASS P - 2500 SHS	51,775	51,775
MONDELEZ INTERNATIONAL, INC. CMN - 1,000 SHS	44,330	44,330
NIKE CLASS-B CMN CLASS B - 700 SHS	35,707	35,707
ORACLE CORPORATION, CMN - 1700 SHS	65,365	65,365
PAYPAL HOLDINGS INC CMN - 500 SHS	31,576	31,576
PEPSICO INC, CMN - 600 SHS	63,230	63,230
PROCTER & GAMBLE COMPANY, CMN - 800 SHS	67,264	67,264
PRUDENTIAL FINANCIAL INC CMN - 400 SHS	41,624	41,624
QUALCOMM INC, CMN - 600 SHS	39,120	39,120
REGIONS FINANCIAL CORPORATION CMN - 2,500 SHS	36,063	36,063
SCHLUMBERGER LTD, CMN - 450 SHS	50,670	50,670
SEMPRA ENERGY, CMN - 400 SHS	40,558	40,558
SPECTRA ENERGY CORP, CMN - 1000 SHS	41,090	41,090
STARBUCKS CORP. CMN - 1000	55,520	55,520
THERMO FISHER SCIENTIFIC INC, CMN - 250 SHS	35,312	35,312
VERIZON COMMUNICATIONS INC., CMN - 900 SHS	48,042	48,042

Name of Stock	End of Year Book Value	End of Year Fair Market Value
WALGREEN CO., CMN - 500 SHS	41,380	41,380
WILLIAMS-SONOMA, INC. CMN - 350 SHS	24,195	24,195
BRISTOL-MYERS SQUIBB COMPANY, CMN - 2200 SHS	128,568	128,568
E.I. DU PONT DE NEMOURS & CO CMN - 600 SHS	44,040	44,040
EXELIXIS, INC. CMN - 4200 SHS	62,622	62,622
INTERNATIONAL PAPER CO. CMN - 550 SHS	29,183	29,183
JPMORGAN CHASE & CO, CMN - 500 SHS	0	0
KINDER MORGAN INC CMN CLASS P - 2832 SHS	58,651	58,651
ORACLE CORPORATION, CMN - 850 SHS	32,682	32,682
SPECTRA ENERGY CORP, CMN - 2300 SHS	94,507	94,507
VERIZON COMMUNICATIONS INC., CMN - 1550 SHS	82,739	82,739
MID-AMERICA APT CMNTYS INC CMN - 650 SHS	63,648	63,648
AMBEV S A SPONSORED ADR, CMN - 12500 SHS	62,088	62,088
FIRST HORIZON NATIONAL CORP, PFD SERIES A - 4000 SHS	101,297	101,297
GILEAD SCIENCES CMN - 500 SHS	35,805	35,805

TY 2016 Investments - Other Schedule**Name:** The Rose Foundation**EIN:** 62-1450062

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
GS RISING DIVIDEND GROWTH FUND - 4720.908 SHS	FMV	99,045	99,045
SPDR S&P BANK ETF - 1200 SHS	FMV	52,164	52,164
EXTRA SPACE STORAGE INC. CMN - 600 SHS	FMV	46,344	46,344
GS MLP ENERGY INFRASTRUCTURE FUND - 18192.543 SHS	FMV	152,454	152,454
ACCENTURE PLC, CMN - 350 SHS	FMV	40,995	40,995
WISDOMTREE EUR HDGD EQ FD CMN - 1000 SHS	FMV	0	0
ISHARES DASDAQ BIOTECHNOLOGY ETF - 125 SHS	FMV	33,172	33,172
GS MLP ENERGY INFRASTRUCTURE FUND - 4677.268 SHS	FMV	39,196	39,196
FELCOR LODGING TRUST INC SER-A CUMUL CONV, PFD - 1500 SHS	FMV	37,365	37,365
ISHARES DASDAQ BIOTECHNOLOGY ETF - 125 SHS	FMV	33,172	33,172
GS RISING DIVIDEND GROWTH FUND - 5903.188 SHS	FMV	123,849	123,849
GS DISTRESSED OPPORTUNITIES FUND IV LP	FMV	334,482	334,482
LEE ENHANCED OFFSHORE FUND	FMV	78,366	78,366

TY 2016 Other Expenses Schedule**Name:** The Rose Foundation**EIN:** 62-1450062**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK SERVICE CHARGE	207	207		0
Estimated Tax Int/Pen	229	0		0

TY 2016 Other Increases Schedule

Name: The Rose Foundation
EIN: 62-1450062

Description	Amount
UNREALIZED CHANGE	220,716

TY 2016 Other Professional Fees Schedule**Name:** The Rose Foundation**EIN:** 62-1450062

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MANAGEMENT FEES - GOLDMAN SACHS	1,500	1,500		0

TY 2016 Taxes Schedule**Name:** The Rose Foundation**EIN:** 62-1450062

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES PAID	134	134		0
Tax on Investment Income	4,057	0		0