

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.
▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No 1545-0052

2018

Open to Public Inspection

For calendar year 2018 or tax year beginning

, and ending

Name of foundation ROYCE FAMILY FUND, INC. C/O ROYCE & ASSOCIATES		A Employer identification number 13-3318620
Number and street (or P.O. box number if mail is not delivered to street address) 8 SOUND SHORE DRIVE	Room/suite	B Telephone number
City or town, state or province, country, and ZIP or foreign postal code GREENWICH, CT 06830		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ 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) \$ 110,859,181.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	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))		(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				N/A	
2 Check ☒ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		2,122,107.	2,122,107.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		5,337,311.			
b Gross sales price for all assets on line 6a		7,901,682.			
7 Capital gain net income (from Part IV, line 2)			5,327,136.		
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)					
11 Other income		-231,917.	-214,061.		STATEMENT 2
12 Total. Add lines 1 through 11		7,227,501.	7,235,182.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 3		34,588.	0.		34,588.
b Accounting fees STMT 4		28,800.	7,200.		21,600.
c Other professional fees STMT 5		116,667.	0.		116,667.
17 Interest					
18 Taxes STMT 6		70,643.	70,643.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 7		119,372.	193.		119,179.
24 Total operating and administrative expenses. Add lines 13 through 23		370,070.	78,036.		292,034.
25 Contributions, gifts, grants paid		5,386,507.			5,386,507.
26 Total expenses and disbursements. Add lines 24 and 25		5,756,577.	78,036.		5,678,541.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		1,470,924.			
b Net investment income (if negative, enter -0-)			7,157,146.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only		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	4,933,595.	4,275,582.	4,275,582.
	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			
	7 Other notes and loans receivable ▶			
	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			
	b Investments - corporate stock STMT 9	82,330,229.	73,603,345.	72,472,222.
	c Investments - corporate bonds			
	Liabilities	11 Investments - land, buildings, and equipment basis ▶		
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment; basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶ SEE SCHEDULE 2 ATTA)		33,662,169.	34,111,377.	34,111,377.
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		120,925,993.	111,990,304.	110,859,181.
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				
22 Other liabilities (describe ▶ STATEMENT 10)	85,752.	41,872.		
23 Total liabilities (add lines 17 through 22)	85,752.	41,872.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	27 Capital stock, trust principal, or current funds	12,188,889.	12,188,889.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	108,651,352.	99,759,543.	
	30 Total net assets or fund balances	120,840,241.	111,948,432.	
	31 Total liabilities and net assets/fund balances	120,925,993.	111,990,304.	

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)	120,840,241.
2 Enter amount from Part I, line 27a	1,470,924.
3 Other increases not included in line 2 (itemize) ▶	0.
4 Add lines 1, 2, and 3	122,311,165.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	10,362,733.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	111,948,432.

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Part IV Capital Gains and Losses for Tax on Investment Income **SEE ATTACHED STATEMENT**

(a) List and describe the kind(s) of property sold (for example, 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				
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))
a			
b			
c			
d			
e 7,901,682.		2,564,371.	5,337,311.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			5,337,311.

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	5,337,311.
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). If (loss), enter -0- in Part I, line 8	{		3	N/A

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 doesn't 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))
2017	7,795,064.	81,393,099.	.095771
2016	8,649,229.	82,011,951.	.105463
2015	9,164,480.	83,425,800.	.109852
2014	8,298,795.	78,750,906.	.105380
2013	10,930,263.	70,487,200.	.155067

2 Total of line 1, column (d)	2	.571533
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	.114307
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	83,930,967.
5 Multiply line 4 by line 3	5	9,593,897.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	71,571.
7 Add lines 5 and 6	7	9,665,468.
8 Enter qualifying distributions from Part XII, line 4	8	8,090,456.

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.

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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**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-)**3** Add lines 1 and 2**4** Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)**5** Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-**6** Credits/Payments-**a** 2018 estimated tax payments and 2017 overpayment credited to 2018**b** Exempt foreign organizations - tax withheld at source**c** Tax paid with application for extension of time to file (Form 8868)**d** Backup withholding erroneously withheld**7** Total credits and payments. Add lines 6a through 6d**8** Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached**9** Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed**10** Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid**11** Enter the amount of line 10 to be: Credited to 2019 estimated tax

36,888. Refunded

Part VII-A Statements Regarding Activities**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?**b** Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the 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.**c** Did the foundation file Form 1120-POL for this year?**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?

If "Yes," attach a detailed description of the activities.

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**4a** Did the foundation have unrelated business gross income of \$1,000 or more during the year?**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

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?

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**8a** Enter the states to which the foundation reports or with which it is registered. See instructions.

CT

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**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 2018 or the tax year beginning in 2018? See the instructions for Part XIV. If "Yes," complete Part XIV**10** Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

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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
- 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
- 13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?

	Yes	No
11		X
12		X
13	X	

Website address ▶ N/A

- 14 The books are in care of ▶ ROYCE FAMILY FOUNDATION INC Telephone no. ▶ 203-869-3541
Located at ▶ 8 SOUND SHORE DRIVE, GREENWICH, CT ZIP+4 ▶ 06830

- 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 N/A

- 16 At any time during calendar year 2018, 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?

	Yes	No
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

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?
- (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
- (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
- (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
- (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)?
- (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☐ Yes ☒ No☐ Yes ☒ No☐ Yes ☒ No☐ Yes ☒ No☐ 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
Organizations relying on a current notice regarding disaster assistance, check here

N/A

▶

- 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 2018?

- 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 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018?

☐ 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.)

N/A

- 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 2018 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 2018.)

N/A

- 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?

- 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 2018?

	Yes	No
1a		
1b		
1c		X
2a		
2b		
3a		
3b		
4a		X
4b		X

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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

N/A

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?

N/A

☐ 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? If "Yes" to 6b, file Form 8870.

☐ Yes ☒ No

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

N/A

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?

☐ Yes ☒ No

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

1 List all officers, directors, trustees, and foundation managers and their compensation.

(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
CHARLES M. ROYCE C/O ROYCE & ASSOC., 8 SOUND SHORE DR GREENWICH, CT 06830	PRESIDENT AND	TREASURER		
	2.00	0.	0.	0.
NICHOLAS MOORE C/O ROYCE & ASSOC. 8 SOUND SHORE DR GREENWICH, CT 06830	SECRETARY			
	2.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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

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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. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NICHOLAS C. MOORE - 8 SOUND SHORE DRIVE STE 140, GREENWHICH, CT 06830	CONSULTING SERVICES	116,667.
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 THE MAINTENANCE OF PREMISES AT 20 MORTIMER DRIVE FOR THE USE OF THE CLERGY AS LODGING FREE OF CHARGE.	60,868.
2 THE MAINTENANCE OF PREMISES AT 15 SHERWOOD DRIVE FOR THE USE OF THE CLERGY AS LODGING FREE OF CHARGE.	17,444.
3 THE MAINTENANCE OF PREMISES AT 35 RAILROAD FOR USE OF PERFORMING ARTISTS THAT PROVIDE SERVICES FOR CHARITABLE ORGANIZATIONS.	14,084.
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 LOANS MADE TO HUNTER MOUNTAIN FOUNDATION IN CONNECTION WITH CHARITABLE PURPOSE.	1,868,238.
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	1,868,238.

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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	81,836,779.
b	Average of monthly cash balances	1b	3,372,325.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	85,209,104.
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	85,209,104.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,278,137.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	83,930,967.
6	Minimum investment return. Enter 5% of line 5	6	4,196,548.

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	4,196,548.
2a	Tax on investment income for 2018 from Part VI, line 5	2a	143,143.
2b	Income tax for 2018. (This does not include the tax from Part VI.)	2b	1,419.
c	Add lines 2a and 2b	2c	144,562.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	4,051,986.
4	Recoveries of amounts treated as qualifying distributions	4	962,707.
5	Add lines 3 and 4	5	5,014,693.
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	5,014,693.

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	5,678,541.
b	Program-related investments - total from Part IX-B	1b	1,868,238.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	543,677.
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	8,090,456.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	8,090,456.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				5,014,693.
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2018:				
a From 2013				
b From 2014	2,146,406.			
c From 2015				
d From 2016	4,491,868.			
e From 2017	3,730,601.			
f Total of lines 3a through e	10,368,875.			
4 Qualifying distributions for 2018 from Part XII, line 4. ► \$	8,090,456.			
a Applied to 2017, 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 2018 distributable amount				5,014,693.
e Remaining amount distributed out of corpus	3,075,763.			
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	13,444,638.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 2017. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2018. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2019				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 2013 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	13,444,638.			
10 Analysis of line 9:				
a Excess from 2014	2,146,406.			
b Excess from 2015				
c Excess from 2016	4,491,868.			
d Excess from 2017	3,730,601.			
e Excess from 2018	3,075,763.			

ROYCE FAMILY FUND, INC.

C/O ROYCE & ASSOCIATES

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Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2018, 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(h)(5)

2 a 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).)

CHARLES M. ROYCE

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

NONE

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

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc., 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:

ROYCE FAMILY FUND, INC.

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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				
SEE SCHEDULE 1 ATTACHED C/O ROYCE & ASSOCIATES 8 SOUND SHORE DRIVE GREENWICH, CT 06830	NONE	PC	TO AID THE DONEE ORGANIZATIONS IN CARRYING OUT THEIR EXEMPT PURPOSES.	5,386,507.
Total			3a	5,386,507.
b Approved for future payment				
NONE				
Total			3b	0.

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Part XVI-A Analysis of Income-Producing Activities

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) Exclu- sion code	(d) Amount		Related or exempt function income
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	2,122,107.		
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	900000	10,175.	18	5,327,136.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue:						
a SEE STATEMENT 12		-17,856.		-214,061.		
b						
c						
d						
e						
12 Subtotal. Add columns (b), (d), and (e)		-7,681.		7,235,182.		0.
13 Total. Add line 12, columns (b), (d), and (e)					13	7,227,501.

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

[illegible]

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 CAPITAL GAIN DISTRIBUTION		P		
b 21.350 SHS ROYCE SPECIAL EQUITY FUND		P	VARIOUS	06/04/18
c 10.050 SHS ROYCE INTERNATIONAL DISCOVERY FUND		P	VARIOUS	12/28/18
d 44,883.303 SHS FINANCIAL SERVICES FUND		P	VARIOUS	06/04/18
e TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHI		P	VARIOUS	06/04/18
f TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP		P	VARIOUS	06/04/18
g LITIGATION PROCEEDS		P	VARIOUS	12/31/18
h 16,512 SHS CARDIAC ASSIST INC		P	VARIOUS	04/12/18
i 16,512 SHS CARDIAC ASSIST INC		P	VARIOUS	09/14/18
j DISPOSITION OF 15 SHERWOOD PLACE - TRINITY CHURCH		P	VARIOUS	11/19/18
k				
l				
m				
n				
o				

(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 528,040.			528,040.
b 430,561.		424,969.	5,592.
c 394,970.		425,226.	-30,256.
d 500,000.		331,239.	168,761.
e		82,937.	-82,937.
f 4,629,984.			4,629,984.
g 1,431.			1,431.
h 116,192.			116,192.
i 504.			504.
j 1,300,000.		1,300,000.	0.
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			528,040.
b			5,592.
c			-30,256.
d			168,761.
e			-82,937.
f			4,629,984.
g			1,431.
h			116,192.
i			504.
j			0.
k			
l			
m			
n			
o			

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	5,337,311.
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). If (loss), enter "-0-" in Part I, line 8 }		3	N/A

FORM 990-PF		DIVIDENDS AND INTEREST FROM SECURITIES			STATEMENT 1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDENDS FROM SECURITIES	1,116,931.	0.	1,116,931.	1,116,931.	
DIVIDENDS THRU PARTNERSHIPS	808,349.	0.	808,349.	808,349.	
INTEREST THRU INVESTMENTS	224.	0.	224.	224.	
INTEREST THRU MONEY MARKET	3,332.	0.	3,332.	3,332.	
INTEREST THRU PARTNERSHIPS	193,271.	0.	193,271.	193,271.	
TO PART I, LINE 4	2,122,107.	0.	2,122,107.	2,122,107.	

FORM 990-PF		OTHER INCOME		STATEMENT 2
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
NET RENTAL INCOME DERIVED FROM ASSETS DEVOTED TO CHARITABLE ACTIVITIES	5,250.	5,250.		
LOSS ON INVESTMENT IN LTD PARTNERSHIP	-237,167.	-219,311.		
TOTAL TO FORM 990-PF, PART I, LINE 11	-231,917.	-214,061.		

FORM 990-PF		LEGAL FEES		STATEMENT 3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES IN CONNECTION WITH FOUNDATION MATTERS	34,588.	0.		34,588.
TO FM 990-PF, PG 1, LN 16A	34,588.	0.		34,588.

FORM 990-PF

ACCOUNTING FEES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING & TAX RETURN PREPARATION FEES	28,800.	7,200.		21,600.
TO FORM 990-PF, PG 1, LN 16B	28,800.	7,200.		21,600.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTING FEES	116,667.	0.		116,667.
TO FORM 990-PF, PG 1, LN 16C	116,667.	0.		116,667.

FORM 990-PF

TAXES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN WITHHOLDING TAXES THROUGH PARTNERSHIPS	70,643.	70,643.		0.
TO FORM 990-PF, PG 1, LN 18	70,643.	70,643.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DIRECT CHARITABLE EXPENSES - SEE PART IX-A	92,395.	0.		92,395.
INVESTMENT EXPENSES	193.	193.		0.
MISC TAXES PAID	1,200.	0.		1,200.
MISCELLANEOUS EXPENSES	25,584.	0.		25,584.
TO FORM 990-PF, PG 1, LN 23	119,372.	193.		119,179.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT 8
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DESCRIPTION	AMOUNT
NET UNREALIZED APPRECIATION ON PASS-THROUGH ENTITIES	10,362,733.
TOTAL TO FORM 990-PF, PART III, LINE 5	10,362,733.

FORM 990-PF	CORPORATE STOCK	STATEMENT 9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE 2 ATTACHED	73,603,345.	72,472,222.
TOTAL TO FORM 990-PF, PART II, LINE 10B	73,603,345.	72,472,222.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 10
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
OTHER PAYABLES	41,872.	41,872.
CASH OVERDRAFT	43,880.	0.
TOTAL TO FORM 990-PF, PART II, LINE 22	85,752.	41,872.

FORM 990-PF	OTHER ASSETS	STATEMENT 11
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE 2 ATTACHED	33,662,169.	34,111,377.	34,111,377.
TO FORM 990-PF, PART II, LINE 15	33,662,169.	34,111,377.	34,111,377.

FORM 990-PF

OTHER REVENUE

STATEMENT 12

DESCRIPTION	BUS CODE	UNRELATED BUSINESS INC	EXCL CODE	EXCLUDED AMOUNT	RELATED OR EXEMPT FUNC- TION INCOME
NET RENTAL INCOME DERIVED FROM ASSETS DEVOTED TO CHARITABLE ACTIVITIES			16	5,250.	
LOSS ON INVESTMENT IN LTD PARTNERSHIP	523000	-17,856.	18	-219,311.	
TOTAL TO FORM 990-PF, PG 12, LN 11		-17,856.		-214,061.	

ROYCE FAMILY FUND, INC.
 EIN # 13-3318620
 FYE 12/31/2018
 SCHEDULE 2: FORM 990-PF, PART II.

	BOOK VALUE	FM VALUE
Limited Partnerships:		
Karnak Partners	3,796,858 00	3,796,858 00
Royce Partners Fund	2,422,786 00	2,422,786 00
Royce Family Investments LLC	38,821,156 00	38,821,156 00
Marblegate Special Opportunities Fund	1,200,000 00	2,075,165 49
Bouganville Fund Management	150,000 00	150,000 00
Toccata Capital Fund	439,385 00	439,385 00
TICC Management	10,938,352 00	10,938,352 00
Everside Founders Fund	1,255,252 00	1,255,252 00
Dane Capital Fund	555,030 00	555,030 00
	59,578,819 00	60,453,984 49

Mutual Funds		
Columbia Acom Fund - Z	3,611 74	2,564 19
<u>Royce funds</u>		
Royce PremierFund	2,534,387 54	1,899,844 59
Royce Financial Services Fund	886,362 60	940,439 74
	3,420,750 14	2,840,284 33

International Fine Foods	276,200 00	-
T Rowe price -Prime Reserve	1,085 80	1,085 80
Total Mutual Funds	3,701,647 68	2,843,934 32

UBS JC A4754M6	2,180,193 21	1,903,564 58
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Landenburg - Oxford Lane	6,535,820 65	5,595,170 28
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<u>Schwab One account</u>		
Royce Global Value Trust	66,914 42	65,515 19
Royce value Trust Inc	757,715 71	778,570 55
Dreyfus Emerging Markets	782,234 37	831,482 42

Total Investment Accounts	73,603,345.04	72,472,221 83
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INVESTMENTS (PT II, LINE 10b)	73,603,345.04	72,472,221.83
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Program Related Investments

Property:

Avon Theatre LLC	1,650,000 00	1,650,000 00
Westerly Higher Education Center	2,849,778 40	2,849,778 40
35 Railroad LLC	2,583,646 00	2,583,646 00

Notes Receivable.

Westerly Note- Westerly Land Trust Foundation	6,057,171 96	6,057,171 96
Hunter Mountain Foundation	17,701,740 66	17,701,740 66
Ocean Community United Theatre	1,241,669 00	1,241,669 00
	32,084,006.02	32,084,006.02

Other Assets

20 Mortimer Drive	1,221,051 72	1,221,051 72
Westerly Higher Education - Land	446,319 00	446,319 00
Mountain Brook Note	60,000 00	60,000 00
Promissory Note - Anchor Health Initiative	300,000 00	300,000 00

OTHER ASSETS (PT II, LINE 15)	34,111,376.74	34,111,376.74
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