

# Return of Organization Exempt From Income Tax

OMB No. 1545-0047

**2013**

**Open to Public Inspection**

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990 and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

Department of the Treasury  
Internal Revenue Service

**A** For the 2013 calendar year, or tax year beginning 2013, and ending 2013, 20

**B** Check if applicable:  
 Address change  
 Name change  
 Initial return  
 Terminated  
 Amended return  
 Application pending

**C** Name of organization Rose Foundation  
 Doing Business As \_\_\_\_\_  
 Number and street (or P.O. box if mail is not delivered to street address) Room/suite  
600 South Cherry Street 1200  
 City or town, state or province, country, and ZIP or foreign postal code  
Denver, CO 80246

**D** Employer identification number 84-0418124

**E** Telephone number 303-398-7400

**F** Name and address of principal officer: Anne Garcia  
Same as C above

**G** Gross receipts \$ 7,692,412

**H(a)** Is this a group return for subordinates?  Yes  No  
**H(b)** Are all subordinates included?  Yes  No  
 If "No," attach a list. (see instructions)

**I** Tax-exempt status:  501(c)(3)  501(c) ( ) ◀ (insert no.)  4947(a)(1) or  527

**J** Website: www.rcfdenver.org

**K** Form of organization:  Corporation  Trust  Association  Other ▶

**L** Year of formation: 1995 **M** State of legal domicile: CO

**H(c)** Group exemption number ▶ \_\_\_\_\_

**Part I Summary**

<b>Activities &amp; Governance</b>	<b>1</b> Briefly describe the organization's mission or most significant activities: <u>Rose Community Foundation and its principal supporting organization, Rose Foundation, operate with complementary purposes: to sustain the health and well-being of the seven-county Greater Denver community through grantmaking programs, and to expand private philanthropy by offering services to charitable donors.</u>		
	<b>2</b> Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	<b>3</b> Number of voting members of the governing body (Part VI, line 1a) . . . . .	<b>3</b>	<u>17</u>
	<b>4</b> Number of independent voting members of the governing body (Part VI, line 1b) . . . . .	<b>4</b>	<u>17</u>
	<b>5</b> Total number of individuals employed in calendar year 2013 (Part V, line 2a) . . . . .	<b>5</b>	<u>34</u>
	<b>6</b> Total number of volunteers (estimate if necessary) . . . . .	<b>6</b>	<u>58</u>
	<b>7a</b> Total unrelated business revenue from Part VIII, column (C), line 12 . . . . .	<b>7a</b>	<u>(372,495)</u>
<b>b</b> Net unrelated business taxable income from Form 990-T, line 34 . . . . .	<b>7b</b>	<u>(377,062)</u>	
<b>Revenue</b>	<b>8</b> Contributions and grants (Part VIII, line 1h) . . . . .	Prior Year	Current Year
	<b>9</b> Program service revenue (Part VIII, line 2g) . . . . .	<u>204,368</u>	<u>85,930</u>
	<b>10</b> Investment income (Part VIII, column (A), lines 3, 4, and 7d) . . . . .	<u>0</u>	<u>0</u>
	<b>11</b> Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) . . . . .	<u>9,137,936</u>	<u>7,532,827</u>
	<b>12</b> Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12) . . . . .	<u>9,416,399</u>	<u>7,692,412</u>
<b>Expenses</b>	<b>13</b> Grants and similar amounts paid (Part IX, column (A), lines 1–3) . . . . .	<u>8,694,774</u>	<u>9,470,565</u>
	<b>14</b> Benefits paid to or for members (Part IX, column (A), line 4) . . . . .	<u>0</u>	<u>0</u>
	<b>15</b> Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10) . . . . .	<u>1,322,654</u>	<u>1,439,928</u>
	<b>16a</b> Professional fundraising fees (Part IX, column (A), line 11e) . . . . .	<u>0</u>	<u>0</u>
	<b>b</b> Total fundraising expenses (Part IX, column (D), line 25) ▶ . . . . .	<u>0</u>	<u>0</u>
	<b>17</b> Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e) . . . . .	<u>1,061,977</u>	<u>1,074,642</u>
	<b>18</b> Total expenses. Add lines 13–17 (must equal Part IX, column (A), line 25) . . . . .	<u>11,079,405</u>	<u>11,985,135</u>
<b>19</b> Revenue less expenses. Subtract line 18 from line 12 . . . . .	<u>(1,663,006)</u>	<u>(4,292,723)</u>	
<b>Net Assets or Fund Balances</b>	<b>20</b> Total assets (Part X, line 16) . . . . .	Beginning of Current Year	End of Year
	<b>21</b> Total liabilities (Part X, line 26) . . . . .	<u>266,542,874</u>	<u>296,129,118</u>
	<b>22</b> Net assets or fund balances. Subtract line 21 from line 20 . . . . .	<u>64,370,105</u>	<u>71,807,465</u>
		<u>202,172,769</u>	<u>224,321,653</u>

**Part II Signature Block**

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 officer) is based on all information of which preparer has any knowledge.

**Sign Here** ▶ Anne Garcia Signature of officer 11/13/14 Date  
Anne Garcia, CFO and COO Type or print name and title

**Paid Preparer Use Only**

Print/Type preparer's name Suzanne K. Engle Preparer's signature Suzanne K. Engle Date 11/13/14 Check  if self-employed PTIN P01375409  
 Firm's name ▶ Kundinger, Corder & Engle, P.C. Firm's EIN ▶ \_\_\_\_\_  
 Firm's address ▶ 475 Lincoln Street, Suite 200 Denver, CO 80203 Phone no. 303-534-5953

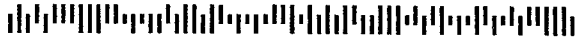
May the IRS discuss this return with the preparer shown above? (see instructions)  Yes  No



Department of Treasury  
Internal Revenue Service  
Ogden UT 84201

Notice	CP211A
Tax period	December 31, 2013
Notice date	September 15, 2014
Employer ID number	84-0418124
To contact us	Phone 1-877-829-5500 FAX 801-620-5555

115179.333365.205839.8457 1 AT 0.406 373



ROSE FOUNDATION  
600 S CHERRY ST STE 1200  
DENVER CO 80246-1712



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L15179

Important information about your December 31, 2013 Form 990

## We approved your Form 8868, Application for Extension of Time To File an Exempt Organization Return

We approved the Form 8868 for your December 31, 2013 Form 990.

Your new due date is November 15, 2014.

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### What you need to do

File your December 31, 2013 Form 990 by November 15, 2014. We encourage you to use electronic filing—the fastest and easiest way to file.

Visit [www.irs.gov/charities](http://www.irs.gov/charities) to learn about approved e-File providers, what types of returns can be filed electronically, and whether you are required to file electronically.

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### Additional information

- Visit [www.irs.gov/cp211a](http://www.irs.gov/cp211a).
- For tax forms, instructions, and publications, visit [www.irs.gov](http://www.irs.gov) or call 1-800-TAX-FORM (1-800-829-3676).
- Keep this notice for your records.

If you need assistance, please don't hesitate to contact us.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box  **X**
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

**Part II Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

<b>Type or print</b>	<b>Enter filer's identifying number, see instructions</b>	
	Name of exempt organization or other filer, see instructions. <b>Rose Foundation</b>	Employer identification number (EIN) or <b>84-0418124</b>
	Number, street, and room or suite no. If a P.O. box, see instructions. <b>600 S. Cherry Street, No. 1200</b>	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>Denver, CO 80246</b>	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 1

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

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

Anne Garcia

• The books are in the care of  **600 S. Cherry Street, Suite 1200 - Denver, CO 80246**  
Telephone No.  **303-398-7400** Fax No.  **303-398-7430**

• If the organization does not have an office or place of business in the United States, check this box

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box . If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until November 15, 2014.

5 For calendar year 2013, or other tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_.

6 If the tax year entered in line 5 is for less than 12 months, check reason:  Initial return  Final return  
 Change in accounting period

7 State in detail why you need the extension  
Additional time is needed to gather information to file a complete and accurate return.

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	0.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	0.
c <b>Balance due.</b> Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

**Signature and Verification must be completed for Part II only.**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature  [Signature] Title  CPA Date  8/16/14

**Part III Statement of Program Service Accomplishments**

Check if Schedule O contains a response or note to any line in this Part III

**1** Briefly describe the organization's mission:

Rose Community Foundation works to enhance the quality of life of the Greater Denver community through its leadership resources, traditions, and values. We value our Jewish heritage and our roots in Jewish traditions including charity, philanthropy, and nondiscrimination. We value excellence and uphold the highest standards in the pursuit of our mission. We value the trust and respect of the community and continually strive to earn and sustain that trust by consistent & disciplined adherence to our mission.

**2** Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?  Yes  No

If "Yes," describe these new services on Schedule O.

**3** Did the organization cease conducting, or make significant changes in how it conducts, any program services?  Yes  No

If "Yes," describe these changes on Schedule O.

**4** Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

**4a** (Code: ) (Expenses \$ 10,869,045 including grants of \$ 9,470,565 ) (Revenue \$ )

Rose Foundation, a supporting organization of Rose Community Foundation, makes grants in five primary issue areas within the seven-county Denver community. A total of \$8,127,000 in unrestricted funds was awarded in 2013 as follows: AGING- \$1,467,000 to support services for older adults, including transportation, direct services, and end-of-life care; CHILD & FAMILY DEVELOPMENT- \$1,413,000 to support early childhood development and education, family self-sufficiency and related public policy efforts; EDUCATION- \$1,744,000 to improve K-12 teacher quality and support systemic changes aimed at closing education achievement gaps; HEALTH- \$1,455,000 to support access to care, cost-effectiveness in health care, health policy initiatives and primary prevention; JEWISH LIFE- \$2,048,000 to help strengthen connections between individuals and the Jewish community, promote Jewish growth and learning, strengthen organizations and develop leaders.

**4b** (Code: ) (Expenses \$ including grants of \$ ) (Revenue \$ )

Rose Community Foundation (EIN #84-0920862), an organization supported by the Rose Foundation, had key program achievement in 2013 in three areas:

**DONOR DEVELOPMENT:** Donors and aligned funders contributed \$7,811,000 to the Foundation, six new advised funds and one field of interest fund were established and eleven new planned gifts were made.

**FUND DISTRIBUTIONS:** Donor's recommended grants totaled \$2,178,000 to a broad range of community interests.

**ENDOWMENT SERVICES:** The Foundation paid out \$2,780,000 to local nonprofit organizations who have established permanent endowments and designated funds at the Foundation.

(For informational purposes only- activity is not included in the Rose Foundation Form 990).

**4c** (Code: ) (Expenses \$ including grants of \$ ) (Revenue \$ )

**4d** Other program services (Describe in Schedule O.)  
(Expenses \$ including grants of \$ ) (Revenue \$ )

**4e** Total program service expenses **▶** 10,869,045

**Part IV Checklist of Required Schedules**

		Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	X	
2	Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ?	X	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		X
4	<b>Section 501(c)(3) organizations.</b> Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>	X	
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>		X
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>		X
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>		X
9	Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>		X
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>		X
11	If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>	X	
b	Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i>	X	
c	Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i>		X
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>		X
e	Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>	X	
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>	X	
12a	Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>		X
b	Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i>	X	
13	Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a	Did the organization maintain an office, employees, or agents outside of the United States?		X
b	Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i>	X	
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? <i>If "Yes," complete Schedule F, Parts II and IV</i>		X
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? <i>If "Yes," complete Schedule F, Parts III and IV</i>		X
17	Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i>		X
18	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>		X
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		X
20a	Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		X
b	<i>If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?</i>		

**Part IV Checklist of Required Schedules** (continued)

		Yes	No
21	Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	x	
22	Did the organization report more than \$5,000 of grants or other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>		x
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	x	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a</i>		x
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
24b			
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
24c			
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
24d			
25a	<b>Section 501(c)(3) and 501(c)(4) organizations.</b> Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>		x
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>		x
25b			
26	Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? <i>If so, complete Schedule L, Part II</i>		x
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>		x
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		x
28a			
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		x
28b			
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>		x
28c			
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>		x
29			
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>		x
30			
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		x
31			
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>		x
32			
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>	x	
33			
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>	x	
34			
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?		x
35a			
b	If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>		
35b			
36	<b>Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		x
36			
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>		x
37			
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19?		
38			
<b>Note.</b> All Form 990 filers are required to complete Schedule O		x	
38			

**Part V Statements Regarding Other IRS Filings and Tax Compliance**

Check if Schedule O contains a response or note to any line in this Part V

		Yes	No
<b>1a</b>	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable		
	<b>1a</b> 5		
<b>b</b>	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable		
	<b>1b</b> 0		
<b>c</b>	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	X	
	<b>1c</b>		
<b>2a</b>	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return		
	<b>2a</b> 34		
<b>b</b>	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? <i>Note.</i> If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	X	
	<b>2b</b>		
<b>3a</b>	Did the organization have unrelated business gross income of \$1,000 or more during the year?	X	
	<b>3a</b>		
<b>b</b>	If "Yes," has it filed a Form 990-T for this year? If "No," to line 3b, provide an explanation in Schedule O	X	
	<b>3b</b>		
<b>4a</b>	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		X
	<b>4a</b>		
<b>b</b>	If "Yes," enter the name of the foreign country: See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
	<b>4b</b>		
<b>5a</b>	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
	<b>5a</b>		
<b>b</b>	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
	<b>5b</b>		
<b>c</b>	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?		
	<b>5c</b>		
<b>6a</b>	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?		X
	<b>6a</b>		
<b>b</b>	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
	<b>6b</b>		
<b>7</b>	<b>Organizations that may receive deductible contributions under section 170(c).</b>		
<b>a</b>	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?		X
	<b>7a</b>		
<b>b</b>	If "Yes," did the organization notify the donor of the value of the goods or services provided?		
	<b>7b</b>		
<b>c</b>	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
	<b>7c</b>		
<b>d</b>	If "Yes," indicate the number of Forms 8282 filed during the year		
	<b>7d</b>		
<b>e</b>	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
	<b>7e</b>		
<b>f</b>	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
	<b>7f</b>		
<b>g</b>	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		
	<b>7g</b>		
<b>h</b>	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		
	<b>7h</b>		
<b>8</b>	<b>Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.</b> Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		
	<b>8</b>		
<b>9</b>	<b>Sponsoring organizations maintaining donor advised funds.</b>		
<b>a</b>	Did the organization make any taxable distributions under section 4966?		
	<b>9a</b>		
<b>b</b>	Did the organization make a distribution to a donor, donor advisor, or related person?		
	<b>9b</b>		
<b>10</b>	<b>Section 501(c)(7) organizations.</b> Enter:		
<b>a</b>	Initiation fees and capital contributions included on Part VIII, line 12	<b>10a</b>	
<b>b</b>	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	<b>10b</b>	
<b>11</b>	<b>Section 501(c)(12) organizations.</b> Enter:		
<b>a</b>	Gross income from members or shareholders	<b>11a</b>	
<b>b</b>	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	<b>11b</b>	
<b>12a</b>	<b>Section 4947(a)(1) non-exempt charitable trusts.</b> Is the organization filing Form 990 in lieu of Form 1041?	<b>12a</b>	
<b>b</b>	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	<b>12b</b>	
<b>13</b>	<b>Section 501(c)(29) qualified nonprofit health insurance issuers.</b>		
<b>a</b>	Is the organization licensed to issue qualified health plans in more than one state? <i>Note.</i> See the instructions for additional information the organization must report on Schedule O.	<b>13a</b>	
<b>b</b>	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	<b>13b</b>	
<b>c</b>	Enter the amount of reserves on hand	<b>13c</b>	
<b>14a</b>	Did the organization receive any payments for indoor tanning services during the tax year?	<b>14a</b>	X
<b>b</b>	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	<b>14b</b>	

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response or note to any line in this Part VI [x]

Section A. Governing Body and Management

Table with 4 columns: Question, 1a, 1b, Yes, No. Rows include questions about voting members, family relationships, management delegation, and document retention.

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

Table with 4 columns: Question, Yes, No. Rows include questions about local chapters, conflict of interest policy, whistleblower policy, and document retention.

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed None
18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection.
19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: Anne Garcia - 303-398-7400



**Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**

Check if Schedule O contains a response or note to any line in this Part VII

**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees**

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) Jennifer Atler Fischer Chair	1.00			X				0.	0.	0.
(2) Rob Klugman Secretary	1.00	X		X				0.	0.	0.
(3) Milroy A. Alexander Trustee	1.00	X						0.	0.	0.
(4) Judy Altenberg Trustee	1.00	X						0.	0.	0.
(5) Lisa Reckler Cohn Trustee	1.00	X						0.	0.	0.
(6) Stephanie Foote Trustee	1.00	X						0.	0.	0.
(7) Jerrold Glick Trustee	1.00	X						0.	0.	0.
(8) Katherine Gold Trustee	1.00	X						0.	0.	0.
(9) William N. Lindsay III Trustee	1.00	X						0.	0.	0.
(10) Doug Jones Trustee	1.00	X						0.	0.	0.
(11) Helayne Jones, Ed. D. Trustee	1.00	X						0.	0.	0.
(12) Evan Makovsky Trustee	1.00	X						0.	0.	0.
(13) Ronald E. Montoya Trustee	1.00	X						0.	0.	0.
(14) Monte Moses Trustee	1.00	X						0.	0.	0.
(15) Neil Oberfeld Trustee	1.00	X						0.	0.	0.
(16) Dean Prina, M.D. Trustee	1.00	X						0.	0.	0.
(17) Irit Waldbaum Trustee	1.00	X						0.	0.	0.

**Part VII** Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(18) Sheila Bugdanowitz President & CEO	24.00 16.00			X				169,723.	110,256.	24,287.
(19) Anne Garcia Treasurer, CFO & COO	24.00 16.00			X				86,520.	56,205.	19,836.
(20) Marjorie Gart Dir. of Philanthropic Svcs	24.00 16.00			X				49,129.	31,915.	6,293.
(21) Elsa Holguin Senior Program Officer	40.00 0.00					X		123,568.	0.	15,821.
(22) Lisa Farber-Miller Senior Program Officer	40.00 0.00					X		120,710.	0.	15,544.
<b>1b Sub-total</b>								549,650.	198,376.	81,781.
<b>c Total from continuation sheets to Part VII, Section A</b>								0.	0.	0.
<b>d Total (add lines 1b and 1c)</b>								549,650.	198,376.	81,781.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **3**

	Yes	No
3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual		X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual	X	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person		X

**Section B. Independent Contractors**

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
Watershed Investment Consultants, 6400 S. Fiddler's Green Cir, Denver, CO 80111	Investment Management	180,469.
Marathon Asset Management, Orion House 5 Upper St. Martin's Lane, London, WC2H	Investment Management	158,211.
Capital Guardian Trust Companys, 630 Fifth Avenue, 34th floor, New York, NY 10111	Investment Management	121,141.

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization **3**

**Part VIII Statement of Revenue**

Check if Schedule O contains a response or note to any line in this Part VIII

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512 - 514	
Contributions, Gifts, Grants and Other Similar Amounts	1 a	Federated campaigns					
	1 b	Membership dues					
	1 c	Fundraising events					
	1 d	Related organizations	85,930.				
	1 e	Government grants (contributions)					
	1 f	All other contributions, gifts, grants, and similar amounts not included above					
	g	Noncash contributions included in lines 1a-1f: \$					
	h	<b>Total.</b> Add lines 1a-1f		85,930.			
Program Service Revenue	2 a						
	b						
	c						
	d						
	e						
	f	All other program service revenue					
	g	<b>Total.</b> Add lines 2a-2f					
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		2,238,939.	<397,171.>	2,636,110.	
	4	Income from investment of tax-exempt bond proceeds					
	5	Royalties		2,255.		2,255.	
	6 a	Gross rents	(i) Real	71,400.			
			(ii) Personal				
			b Less: rental expenses	0.			
			c Rental income or (loss)	71,400.			
	d	Net rental income or (loss)		71,400.		71,400.	
	7 a	Gross amount from sales of assets other than inventory	(i) Securities	5,293,888.			
			(ii) Other				
			b Less: cost or other basis and sales expenses	0.			
			c Gain or (loss)	5,293,888.			
	d	Net gain or (loss)		5,293,888.	24,676.	5,269,212.	
	8 a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	a				
	b	Less: direct expenses	b				
c	Net income or (loss) from fundraising events						
9 a	Gross income from gaming activities. See Part IV, line 19	a					
b	Less: direct expenses	b					
c	Net income or (loss) from gaming activities						
10 a	Gross sales of inventory, less returns and allowances	a					
b	Less: cost of goods sold	b					
c	Net income or (loss) from sales of inventory						
Miscellaneous Revenue		Business Code					
11 a							
b							
c							
d	All other revenue						
e	<b>Total.</b> Add lines 11a-11d						
12	<b>Total revenue.</b> See instructions.		7,692,412.	0.	<372,495.>	7,978,977.	

**Part IX Statement of Functional Expenses**

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response or note to any line in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	9,470,565.	9,470,565.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	335,935.	242,444.	93,491.	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	878,916.	634,314.	244,602.	
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	45,318.	32,706.	12,612.	
9 Other employee benefits	100,851.	72,784.	28,067.	
10 Payroll taxes	78,908.	56,948.	21,960.	
11 Fees for services (non-employees):				
a Management				
b Legal				
c Accounting				
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees	522,616.		522,616.	
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	91,396.	50,426.	40,970.	
12 Advertising and promotion				
13 Office expenses	71,900.	51,486.	20,414.	
14 Information technology				
15 Royalties				
16 Occupancy	176,419.	127,322.	49,097.	
17 Travel				
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	64,279.	46,390.	17,889.	
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization				
23 Insurance	24,344.	17,569.	6,775.	
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a <u>Communication expense</u>	91,577.	66,091.	25,486.	
b <u>Income tax expense</u>	32,111.		32,111.	
c _____				
d _____				
e All other expenses _____				
<b>25 Total functional expenses.</b> Add lines 1 through 24e	<b>11,985,135.</b>	<b>10,869,045.</b>	<b>1,116,090.</b>	<b>0.</b>
26 <b>Joint costs.</b> Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

Check here  if following SOP 98-2 (ASC 958-720)

**Part X Balance Sheet**

Check if Schedule O contains a response or note to any line in this Part X

		(A) Beginning of year		(B) End of year	
Assets	1	Cash - non-interest-bearing .....	848,566.	1	1,537,130.
	2	Savings and temporary cash investments .....		2	
	3	Pledges and grants receivable, net .....		3	
	4	Accounts receivable, net .....	857,457.	4	810,011.
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L .....		5	
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L .....		6	
	7	Notes and loans receivable, net .....		7	
	8	Inventories for sale or use .....		8	
	9	Prepaid expenses and deferred charges .....	46,162.	9	6.
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D .....	10a 757,702.		
	b	Less: accumulated depreciation .....	10b 509,441.		
	11	Investments - publicly traded securities .....	248,261.	10c	248,261.
	12	Investments - other securities. See Part IV, line 11 .....	161,077,459.	11	174,504,139.
	13	Investments - program-related. See Part IV, line 11 .....	102,964,969.	12	118,529,571.
	14	Intangible assets .....	500,000.	13	500,000.
	15	Other assets. See Part IV, line 11 .....		14	
16	<b>Total assets. Add lines 1 through 15 (must equal line 34)</b> .....	266,542,874.	15	296,129,118.	
Liabilities	17	Accounts payable and accrued expenses .....	1,887,692.	17	2,183,983.
	18	Grants payable .....	4,777,396.	18	4,305,912.
	19	Deferred revenue .....		19	
	20	Tax-exempt bond liabilities .....		20	
	21	Escrow or custodial account liability. Complete Part IV of Schedule D .....		21	
	22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L .....		22	
	23	Secured mortgages and notes payable to unrelated third parties .....		23	
	24	Unsecured notes and loans payable to unrelated third parties .....		24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D .....	57,705,017.	25	65,317,570.
	26	<b>Total liabilities. Add lines 17 through 25</b> .....	64,370,105.	26	71,807,465.
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.				
	27	Unrestricted net assets .....	202,172,769.	27	224,321,653.
	28	Temporarily restricted net assets .....		28	
	29	Permanently restricted net assets .....		29	
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.				
	30	Capital stock or trust principal, or current funds .....		30	
	31	Paid-in or capital surplus, or land, building, or equipment fund .....		31	
	32	Retained earnings, endowment, accumulated income, or other funds .....		32	
33	<b>Total net assets or fund balances</b> .....	202,172,769.	33	224,321,653.	
34	<b>Total liabilities and net assets/fund balances</b> .....	266,542,874.	34	296,129,118.	

**Part XI Reconciliation of Net Assets**

Check if Schedule O contains a response or note to any line in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	7,692,412.
2	Total expenses (must equal Part IX, column (A), line 25)	2	11,985,135.
3	Revenue less expenses. Subtract line 2 from line 1	3	<4,292,723.>
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	202,172,769.
5	Net unrealized gains (losses) on investments	5	26,441,607.
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	224,321,653.

**Part XII Financial Statements and Reporting**

Check if Schedule O contains a response or note to any line in this Part XII

		Yes	No
1	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other		
If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?		X
If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both:			
<input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis			
b	Were the organization's financial statements audited by an independent accountant?	X	
If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both:			
<input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis			
c	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?	X	
If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.			
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		X
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

**SCHEDULE A**  
(Form 990 or 990-EZ)

Department of the Treasury  
Internal Revenue Service

**Public Charity Status and Public Support**

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ.

▶ Information about Schedule A (Form 990 or 990-EZ) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

OMB No. 1545-0047

**2013**

Open to Public Inspection

Name of the organization

Rose Foundation

Employer identification number

84-0418124

**Part I Reason for Public Charity Status** (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

- 1  A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2  A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E.)
- 3  A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4  A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state: \_\_\_\_\_
- 5  An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6  A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7  An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8  A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9  An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)
- 10  An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 11  An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h.
  - a  Type I
  - b  Type II
  - c  Type III - Functionally integrated
  - d  Type III - Non-functionally integrated
- e  By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
  - (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization? 

	Yes	No
<b>11g(i)</b>		X
<b>11g(ii)</b>		X
<b>11g(iii)</b>		X
  - (ii) A family member of a person described in (i) above? 

	Yes	No
<b>11g(ii)</b>		X
<b>11g(iii)</b>		X
  - (iii) A 35% controlled entity of a person described in (i) or (ii) above? 

	Yes	No
<b>11g(iii)</b>		X
- h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of monetary support
			Yes	No	Yes	No	Yes	No	
Rose Community Foundation	84-0920862	LINE 7	X		X		X		1,557,813.
<b>Total</b>	<b>1</b>								<b>1,557,813.</b>

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule A (Form 990 or 990-EZ) 2013

**Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ►	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") .....						
<b>2</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf .....						
<b>3</b> The value of services or facilities furnished by a governmental unit to the organization without charge .....						
<b>4 Total.</b> Add lines 1 through 3 .....						
<b>5</b> The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f) .....						
<b>6 Public support.</b> Subtract line 5 from line 4.						

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ►	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
<b>7</b> Amounts from line 4 .....						
<b>8</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources .....						
<b>9</b> Net income from unrelated business activities, whether or not the business is regularly carried on .....						
<b>10</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) .....						
<b>11 Total support.</b> Add lines 7 through 10						

**12** Gross receipts from related activities, etc. (see instructions) ..... **12** %

**13 First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ..... ►

**Section C. Computation of Public Support Percentage**

**14** Public support percentage for 2013 (line 6, column (f) divided by line 11, column (f)) ..... **14** %

**15** Public support percentage from 2012 Schedule A, Part II, line 14 ..... **15** %

**16a 33 1/3% support test - 2013.** If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ..... ►

**b 33 1/3% support test - 2012.** If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ..... ►

**17a 10% -facts-and-circumstances test - 2013.** If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ..... ►

**b 10% -facts-and-circumstances test - 2012.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ..... ►

**18 Private foundation.** If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ..... ►



**Part III Support Schedule for Organizations Described in Section 509(a)(2)**

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ►	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") .....						
<b>2</b> Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose .....						
<b>3</b> Gross receipts from activities that are not an unrelated trade or business under section 513 .....						
<b>4</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf .....						
<b>5</b> The value of services or facilities furnished by a governmental unit to the organization without charge .....						
<b>6 Total.</b> Add lines 1 through 5 .....						
<b>7a</b> Amounts included on lines 1, 2, and 3 received from disqualified persons .....						
<b>b</b> Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year .....						
<b>c</b> Add lines 7a and 7b .....						
<b>8 Public support</b> (Subtract line 7c from line 6.) .....						

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ►	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
<b>9</b> Amounts from line 6 .....						
<b>10a</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources .....						
<b>b</b> Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975 .....						
<b>c</b> Add lines 10a and 10b .....						
<b>11</b> Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on .....						
<b>12</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) .....						
<b>13 Total support.</b> (Add lines 9, 10c, 11, and 12.) .....						

**14 First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here**

**Section C. Computation of Public Support Percentage**

<b>15</b> Public support percentage for 2013 (line 8, column (f) divided by line 13, column (f)) .....	<b>15</b>	%
<b>16</b> Public support percentage from 2012 Schedule A, Part III, line 15 .....	<b>16</b>	%

**Section D. Computation of Investment Income Percentage**

<b>17</b> Investment income percentage for 2013 (line 10c, column (f) divided by line 13, column (f)) .....	<b>17</b>	%
<b>18</b> Investment income percentage from 2012 Schedule A, Part III, line 17 .....	<b>18</b>	%

**19a 33 1/3% support tests - 2013.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

**b 33 1/3% support tests - 2012.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

**20 Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions



**SCHEDULE C**  
(Form 990 or 990-EZ)

**Political Campaign and Lobbying Activities**

OMB No. 1545-0047

**2013**

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

For Organizations Exempt From Income Tax Under section 501(c) and section 527

▶ **Complete if the organization is described below.** ▶ Attach to Form 990 or Form 990-EZ.  
▶ **See separate instructions.** ▶ Information about Schedule C (Form 990 or 990-EZ) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

If the organization answered "Yes," to Form 990, Part IV, line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations: Complete Parts I-A and B. Do not complete Part I-C.
- Section 501(c) (other than section 501(c)(3)) organizations: Complete Parts I-A and C below. Do not complete Part I-B.
- Section 527 organizations: Complete Part I-A only.

If the organization answered "Yes," to Form 990, Part IV, line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)): Complete Part II-A. Do not complete Part II-B.
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)): Complete Part II-B. Do not complete Part II-A.

If the organization answered "Yes," to Form 990, Part IV, line 5 (Proxy Tax) or Form 990-EZ, Part V, line 35c (Proxy Tax), then

- Section 501(c)(4), (5), or (6) organizations: Complete Part III.

Name of organization <p style="text-align:center;">Rose Foundation</p>	Employer identification number <p style="text-align:center;">84-0418124</p>
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**Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.**

- 1 Provide a description of the organization's direct and indirect political campaign activities in Part IV.
- 2 Political expenditures ..... ▶ \$ \_\_\_\_\_
- 3 Volunteer hours ..... \_\_\_\_\_

**Part I-B Complete if the organization is exempt under section 501(c)(3).**

- 1 Enter the amount of any excise tax incurred by the organization under section 4955 ..... ▶ \$ \_\_\_\_\_
- 2 Enter the amount of any excise tax incurred by organization managers under section 4955 ..... ▶ \$ \_\_\_\_\_
- 3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? .....  Yes  No
- 4a Was a correction made? .....  Yes  No
- b If "Yes," describe in Part IV.

**Part I-C Complete if the organization is exempt under section 501(c), except section 501(c)(3).**

- 1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ..... ▶ \$ \_\_\_\_\_
- 2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities ..... ▶ \$ \_\_\_\_\_
- 3 Total exempt function expenditures. Add lines 1 and 2. Enter here and on Form 1120-POL, line 17b ..... ▶ \$ \_\_\_\_\_
- 4 Did the filing organization file Form 1120-POL for this year? .....  Yes  No
- 5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments. For each organization listed, enter the amount paid from the filing organization's funds. Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV.

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds. If none, enter -0-.	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization. If none, enter -0-.

**Part II-A Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).**

- A Check  if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures).
- B Check  if the filing organization checked box A and "limited control" provisions apply.

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals												
1a	Total lobbying expenditures to influence public opinion (grass roots lobbying)	5,932.													
b	Total lobbying expenditures to influence a legislative body (direct lobbying)	200,000.													
c	Total lobbying expenditures (add lines 1a and 1b)	205,932.													
d	Other exempt purpose expenditures	11,779,203.													
e	Total exempt purpose expenditures (add lines 1c and 1d)	11,985,135.													
f	Lobbying nontaxable amount. Enter the amount from the following table in both columns.	749,257.													
<table border="1"> <thead> <tr> <th>If the amount on line 1e, column (a) or (b) is:</th> <th>The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e.</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000.</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000.</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000.</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000.</td> </tr> </tbody> </table>		If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e.	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.	Over \$17,000,000	\$1,000,000.		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1e.														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.														
Over \$17,000,000	\$1,000,000.														
g	Grassroots nontaxable amount (enter 25% of line 1f)	187,314.													
h	Subtract line 1g from line 1a. If zero or less, enter -0-	0.													
i	Subtract line 1f from line 1c. If zero or less, enter -0-	0.													
j	If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?		<input type="checkbox"/> Yes <input type="checkbox"/> No												

**4-Year Averaging Period Under Section 501(h)**  
(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 2a through 2f on page 4.)

Lobbying Expenditures During 4-Year Averaging Period						
Calendar year (or fiscal year beginning in)	(a) 2010	(b) 2011	(c) 2012	(d) 2013	(e) Total	
2a	Lobbying nontaxable amount	745,418.	735,976.	703,970.	749,257.	2,934,621.
b	Lobbying ceiling amount (150% of line 2a, column(e))					4,401,932.
c	Total lobbying expenditures				205,932.	205,932.
d	Grassroots nontaxable amount	186,355.	183,994.	175,993.	187,314.	733,656.
e	Grassroots ceiling amount (150% of line 2d, column (e))					1,100,484.
f	Grassroots lobbying expenditures				5,932.	5,932.

**Part II-B Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).**

For each "Yes," response to lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity.

	(a)		(b)
	Yes	No	Amount
<b>1</b> During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:			
<b>a</b> Volunteers? .....			
<b>b</b> Paid staff or management (include compensation in expenses reported on lines 1c through 1i)? ..			
<b>c</b> Media advertisements? .....			
<b>d</b> Mailings to members, legislators, or the public? .....			
<b>e</b> Publications, or published or broadcast statements? .....			
<b>f</b> Grants to other organizations for lobbying purposes? .....			
<b>g</b> Direct contact with legislators, their staffs, government officials, or a legislative body? .....			
<b>h</b> Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means? .....			
<b>i</b> Other activities? .....			
<b>j</b> Total. Add lines 1c through 1i .....			
<b>2a</b> Did the activities in line 1 cause the organization to be not described in section 501(c)(3)? .....			
<b>b</b> If "Yes," enter the amount of any tax incurred under section 4912 .....			
<b>c</b> If "Yes," enter the amount of any tax incurred by organization managers under section 4912 .....			
<b>d</b> If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year? .....			

**Part III-A Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).**

	Yes	No
<b>1</b> Were substantially all (90% or more) dues received nondeductible by members? .....		
<b>2</b> Did the organization make only in-house lobbying expenditures of \$2,000 or less? .....		
<b>3</b> Did the organization agree to carry over lobbying and political expenditures from the prior year? .....		

**Part III-B Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) and if either (a) BOTH Part III-A, lines 1 and 2, are answered "No," OR (b) Part III-A, line 3, is answered "Yes."**

<b>1</b> Dues, assessments and similar amounts from members .....	<b>1</b>	
<b>2</b> Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).		
<b>a</b> Current year .....	<b>2a</b>	
<b>b</b> Carryover from last year .....	<b>2b</b>	
<b>c</b> Total .....	<b>2c</b>	
<b>3</b> Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues .....	<b>3</b>	
<b>4</b> If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year? .....	<b>4</b>	
<b>5</b> Taxable amount of lobbying and political expenditures (see instructions) .....	<b>5</b>	

**Part IV Supplemental Information**

Provide the descriptions required for Part I-A, line 1; Part I-B, line 4; Part I-C, line 5; Part II-A (affiliated group list); Part II-A, line 2; and Part II-B, line 1. Also, complete this part for any additional information.

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**SCHEDULE D**  
(Form 990)

Department of the Treasury  
Internal Revenue Service

**Supplemental Financial Statements**

▶ Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.  
▶ Attach to Form 990.

OMB No. 1545-0047

**2013**

Open to Public Inspection

▶ Information about Schedule D (Form 990) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

Name of the organization

Rose Foundation

Employer identification number

84-0418124

**Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.** Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year .....		
2 Aggregate contributions to (during year) .....		
3 Aggregate grants from (during year) .....		
4 Aggregate value at end of year .....		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? .....		<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? .....		<input type="checkbox"/> Yes <input type="checkbox"/> No

**Part II Conservation Easements.** Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

- 1 Purpose(s) of conservation easements held by the organization (check all that apply).
- Preservation of land for public use (e.g., recreation or education)       Preservation of an historically important land area
- Protection of natural habitat       Preservation of a certified historic structure
- Preservation of open space
- 2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.
- |  | Held at the End of the Tax Year |
|--|---------------------------------|
| a Total number of conservation easements .....   | 2a                              |
| b Total acreage restricted by conservation easements .....   | 2b                              |
| c Number of conservation easements on a certified historic structure included in (a) .....   | 2c                              |
| d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register ..... | 2d                              |
- 3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ \_\_\_\_\_
- 4 Number of states where property subject to conservation easement is located ▶ \_\_\_\_\_
- 5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? .....
- Yes  No
- 6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ \_\_\_\_\_
- 7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$ \_\_\_\_\_
- 8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? .....
- Yes  No
- 9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

**Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.**

Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

- 1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items.
- b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:
- (i) Revenues included in Form 990, Part VIII, line 1 .....
- ▶ \$ \_\_\_\_\_
- (ii) Assets included in Form 990, Part X .....
- ▶ \$ \_\_\_\_\_
- 2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:
- a Revenues included in Form 990, Part VIII, line 1 .....
- ▶ \$ \_\_\_\_\_
- b Assets included in Form 990, Part X .....
- ▶ \$ \_\_\_\_\_

**Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets** (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):

- a  Public exhibition
- b  Scholarly research
- c  Preservation for future generations
- d  Loan or exchange programs
- e  Other \_\_\_\_\_

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?  Yes  No

**Part IV Escrow and Custodial Arrangements.** Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?  Yes  No

b If "Yes," explain the arrangement in Part XIII and complete the following table:

	Amount
c Beginning balance	1c
d Additions during the year	1d
e Distributions during the year	1e
f Ending balance	1f

2a Did the organization include an amount on Form 990, Part X, line 21?  Yes  No

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII

**Part V Endowment Funds.** Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

- a Board designated or quasi-endowment  \_\_\_\_\_ %
- b Permanent endowment  \_\_\_\_\_ %
- c Temporarily restricted endowment  \_\_\_\_\_ %

The percentages in lines 2a, 2b, and 2c should equal 100%.

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

	Yes	No
(i) unrelated organizations	3a(i)	
(ii) related organizations	3a(ii)	

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?  **3b**

4 Describe in Part XIII the intended uses of the organization's endowment funds.

**Part VI Land, Buildings, and Equipment.**

Complete if the organization answered "Yes" to Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		248,261.		248,261.
b Buildings		509,441.	509,441.	0.
c Leasehold improvements				
d Equipment				
e Other				
<b>Total.</b> Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				248,261.

**Part VII Investments - Other Securities.**

Complete if the organization answered "Yes" to Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A) Abbott Capital Private Equity Fund		
(B) VI, L.P.	2,268,131.	End-of-Year Market Value
(C) Irving Place Capital Partners II,		
(D) L.P.	407,202.	End-of-Year Market Value
(E) Canyon Value Realization Fund, Ltd.	16,221,519.	End-of-Year Market Value
(F) Commonfund Capital International		
(G) Partners V, L.P.	3,215,870.	End-of-Year Market Value
(H)		
<b>Total.</b> (Col. (b) must equal Form 990, Part X, col. (B) line 12.)	118,529,571.	

**Part VIII Investments - Program Related.**

Complete if the organization answered "Yes" to Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

(a) Description of investment	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
<b>Total.</b> (Col. (b) must equal Form 990, Part X, col. (B) line 13.)		

**Part IX Other Assets.**

Complete if the organization answered "Yes" to Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
<b>Total.</b> (Column (b) must equal Form 990, Part X, col. (B) line 15.)	

**Part X Other Liabilities.**

Complete if the organization answered "Yes" to Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) Investments held for Rose Community Foundation	65,317,570.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
<b>Total.</b> (Column (b) must equal Form 990, Part X, col. (B) line 25.)	65,317,570.

2. Liability for uncertain tax positions. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII



**Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return.**

Complete if the organization answered "Yes" to Form 990, Part IV, line 12a.

<b>1</b>	Total revenue, gains, and other support per audited financial statements .....		<b>1</b>	
<b>2</b>	Amounts included on line 1 but not on Form 990, Part VIII, line 12:			
<b>a</b>	Net unrealized gains on investments .....	<b>2a</b>		
<b>b</b>	Donated services and use of facilities .....	<b>2b</b>		
<b>c</b>	Recoveries of prior year grants .....	<b>2c</b>		
<b>d</b>	Other (Describe in Part XIII.) .....	<b>2d</b>		
<b>e</b>	Add lines 2a through 2d .....		<b>2e</b>	
<b>3</b>	Subtract line 2e from line 1 .....		<b>3</b>	
<b>4</b>	Amounts included on Form 990, Part VIII, line 12, but not on line 1:			
<b>a</b>	Investment expenses not included on Form 990, Part VIII, line 7b .....	<b>4a</b>		
<b>b</b>	Other (Describe in Part XIII.) .....	<b>4b</b>		
<b>c</b>	Add lines 4a and 4b .....		<b>4c</b>	
<b>5</b>	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.) .....		<b>5</b>	

**Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return.**

Complete if the organization answered "Yes" to Form 990, Part IV, line 12a.

<b>1</b>	Total expenses and losses per audited financial statements .....		<b>1</b>	
<b>2</b>	Amounts included on line 1 but not on Form 990, Part IX, line 25:			
<b>a</b>	Donated services and use of facilities .....	<b>2a</b>		
<b>b</b>	Prior year adjustments .....	<b>2b</b>		
<b>c</b>	Other losses .....	<b>2c</b>		
<b>d</b>	Other (Describe in Part XIII.) .....	<b>2d</b>		
<b>e</b>	Add lines 2a through 2d .....		<b>2e</b>	
<b>3</b>	Subtract line 2e from line 1 .....		<b>3</b>	
<b>4</b>	Amounts included on Form 990, Part IX, line 25, but not on line 1:			
<b>a</b>	Investment expenses not included on Form 990, Part VIII, line 7b .....	<b>4a</b>		
<b>b</b>	Other (Describe in Part XIII.) .....	<b>4b</b>		
<b>c</b>	Add lines 4a and 4b .....		<b>4c</b>	
<b>5</b>	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.) .....		<b>5</b>	

**Part XIII Supplemental Information.**

Provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, lines 2d and 4b; and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

Part X, Line 2:

The Foundation follows the Accounting for Uncertainty in

Income Taxes accounting standard which requires the Foundation to

determine whether a tax position (and the related tax benefit) is more

likely than not to be sustained upon examination by the applicable taxing

authority, based solely on the technical merits of the position. The

Foundation believes it has appropriate support for any tax positions

taken, and as such, does not have any uncertain tax positions that are

significant to the financial statements. The tax returns for the

Foundation for the previous three years, 2010 through 2012, are subject to

examination by the IRS, generally for three years after initial filing.



**Part XIII** Supplemental Information (continued)**Part VII Investments - Other Securities.** See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
Commonfund Capital Private Equity Partners VI, L.P.	4,434,663.	FMV
Commonfund Capital Venture Partners VII, L.P.	987,906.	FMV
Commonfund Capital Natural Resources Partners VII, L.P.	4,348,289.	FMV
Commonfund Capital Natural Resources Partners VIII, L.P.	7,081,751.	FMV
Commonfund Capital International Partners VI, L.P.	1,656,254.	FMV
Commonfund Capital Private Equity Partners VII, L.P.	2,324,389.	FMV
Commonfund Capital Venture Partners VIII, L.P.	4,028,343.	FMV
DLJ Real Estate Capital Partners II, L.P.	465,297.	FMV
DLJ Diversified Partners, L.P.	15,453.	FMV
DLJ Investment Partners II, L.P.	38,656.	FMV
DLJ Merchant Banking Partners III, L.P.	916,176.	FMV
FCOI II Holdings, L.P.	12,646,447.	FMV
FLAG International Partners, L.P.	2,767,551.	FMV
FLAG Venture Partners VI, L.P.	8,659,147.	FMV
FLAG Private Equity III, L.P.	3,682,254.	FMV
Greenlight Capital Offshore, Ltd.	21,977,771.	FMV
GSC European Mezzanine Offshore Cap, L.P.	163,601.	FMV
J.P. Morgan Partners Global Investors, L.P.	259,010.	FMV
Trilantic Capital Partners Fund III, L.P.	774,407.	FMV
Markstone Capital Partners, L.P.	817,953.	FMV
Pantheon USA Fund VI, L.P.	3,409,129.	FMV
Peabody International Real Estate Private Partners LLC	50,340.	FMV
FirstMark II, L.P.	52,388.	FMV
Platte River Ventures II, L.P.	695,278.	FMV
Shamrock Israel Tax-Exempt Fund, L.P.	1,837,391.	FMV
Spinnaker Global Emerging Markets Fund, Ltd.	124,093.	FMV



**SCHEDULE F  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Statement of Activities Outside the United States**

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 14b, 15, or 16.

▶ Attach to Form 990. ▶ See separate instructions.

▶ Information about Schedule F (Form 990) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

OMB No. 1545-0047

**2013**

Open to Public Inspection

Name of the organization <u>Rose Foundation</u>	Employer identification number <u>84-0418124</u>
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**Part I General Information on Activities Outside the United States.** Complete if the organization answered "Yes" on Form 990, Part IV, line 14b.

**1 For grantmakers.** Does the organization maintain records to substantiate the amount of its grants and other assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? .....  Yes  No

**2 For grantmakers.** Describe in Part V the organization's procedures for monitoring the use of its grants and other assistance outside the United States.

**3 Activities per Region.** (The following Part I, line 3 table can be duplicated if additional space is needed.)

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
Central America & the Caribbean	0	0	Investments		59,235,481.
Europe	0	0	Investments		19,779,275.
Middle East and North Africa	0	0	Investments		817,953.
<b>3 a</b> Sub-total .....	0	0			79,832,709.
<b>b</b> Total from continuation sheets to Part I .....	0	0			0.
<b>c Totals</b> (add lines 3a and 3b) .....	0	0			79,832,709.





**Part IV Foreign Forms**

- 1 Was the organization a U.S. transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926)* .....  Yes  No
  
- 2 Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A)* .....  Yes  No
  
- 3 Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons With Respect To Certain Foreign Corporations. (see Instructions for Form 5471)* .....  Yes  No
  
- 4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see Instructions for Form 8621)* .....  Yes  No
  
- 5 Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons With Respect To Certain Foreign Partnerships. (see Instructions for Form 8865)* .....  Yes  No
  
- 6 Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to file Form 5713, International Boycott Report. (see Instructions for Form 5713)* .....  Yes  No





SCHEDULE I  
(Form 990)

Department of the Treasury  
Internal Revenue Service

**Grants and Other Assistance to Organizations,  
Governments, and Individuals in the United States**

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.

▶ Attach to Form 990.

▶ Information about Schedule I (Form 990) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

OMB No. 1545-0047

**2013**

Open to Public  
Inspection

Name of the organization Rose Foundation Employer identification number 84-0418124

**Part I** General Information on Grants and Assistance

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?  Yes  No
- 2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

**Part II** Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Adams County Youth Initiative 1500 E 128th Ave Thornton, CO 80241	45-3139024	501(C)(3)	15,000.	0.	N/A	N/A	ACYI Continuous Improvement Capacity Building
America SCORES Denver 4900 W 29th Ave Denver, CO 80212	84-1524095	501(C)(3)	5,000.	0.	N/A	N/A	Out of school time programming
American Diabetes Association, Colorado Area - 2480 W. 26th Ave., Suite 500C - Denver, CO 80211-5304	13-1623888	501(C)(3)	40,000.	0.	N/A	N/A	Por Tu Familia program
American Red Cross, Mile High Chapter - 444 Sherman Street - Denver, CO 80203	53-0196605	501(C)(3)	40,755.	0.	N/A	N/A	Transportation Services Program over two years
Augenblick, Palaich and Associates 1120 Lincoln St, Ste.1101 Denver, CO 80203	84-0922858		5,000.	0.	N/A	N/A	Colorado Performance Based Compensation Consortium
Aurora Community Connection 9801 East Colfax Avenue Aurora, CO 80010	26-2222571	501(C)(3)	10,000.	0.	N/A	N/A	General operating support

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table 135.

3 Enter total number of other organizations listed in the line 1 table 2.

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule I (Form 990) (2013)

**Part II** Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Aurora Public School District Educational Services Center 1 Aurora, CO 80011	84-6000870	501(C)(3)	97,760.	0.	N/A	N/A	STEM Pathway Program
Bal Swan Children's Center 1145 E. 13th Ave. Broomfield, CO 80020	84-0535171	501(C)(3)	10,000.	0.	N/A	N/A	Program support, quality initiatives
Bennie E. Goodwin After School Academic Program - 12400 E. Hoffman Blvd. - Aurora, CO 80011	84-1329507	501(C)(3)	5,000.	0.	N/A	N/A	Support for out of school time programming
Beth Jacob High School 5100 West 14th Avenue Denver, CO 80204-1004	84-0585743	501(C)(3)	63,840.	0.	N/A	N/A	Campus Redevelopment Project
Boulder County CareConnect 2540 Frontier Ave., #109 Boulder, CO 80307-3675	84-0769724	501(C)(3)	20,000.	0.	N/A	N/A	Fix-it, Carry Out Caravan and Medical Mobility Programs
Boulder County Public Health Department - 3450 Broadway - Boulder, CO 80304	84-0563338	501(C)(3)	85,000.	0.	N/A	N/A	GENESISTER program
Boulder Jewish Community Center 3800 Kalmia Ave. Boulder, CO 80301	84-1322996	501(C)(3)	151,804.	0.	N/A	N/A	Capacity building
Bright Beginnings 730 Colorado Blvd. #202 Denver, CO 80206	84-1382420	501(C)(3)	52,500.	0.	N/A	N/A	Program enhancements
Brothers Redevelopment, Inc. 2250 Eaton Street Denver, CO 80214	84-0615347	501(C)(3)	80,000.	0.	N/A	N/A	Home Maintenance and Repair Program

Schedule I (Form 990)

**Part II** Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Catholic Charities 4045 Pecos Street Denver, CO 80211	84-0686679	501(C)(3)	20,000.	0.	N/A	N/A	Older Adult Services
Center for Teaching Quality 605 West Main Street Carrboro, NC 27510	04-3606319	501(C)(3)	153,000.	0.	N/A	N/A	Advance teacher leadership
Center for Work Education and Employment - 1175 Osage St., Ste 300 - Denver, CO 80204	74-2202303	501(C)(3)	20,000.	0.	N/A	N/A	Career Readiness Program
CHARG Resource Center 709 East 12th Avenue Denver, CO 80203-2610	84-1116982	501(C)(3)	20,820.	0.	N/A	N/A	Smart Mouths Program
Children First of the Rockies P.O. Box 2174 Longmont, CO 80502	84-1497910	501(C)(3)	10,000.	0.	N/A	N/A	Parent Education Program
Children's Hospital Colorado Foundation - 13123 E. 16th Avenue - Aurora, CO 80045	84-0813462	501(C)(3)	226,625.	0.	N/A	N/A	Project Climb over three years, Fussy Baby Network Colorado
Children's Outreach Project 8000 Pecos Street Denver, CO 80221-3979	84-0824956	501(C)(3)	25,000.	0.	N/A	N/A	Quality improvements and professional development
Clinton Global Initiative 1200 Pres Clinton Ave. Little Rock, AR 72201	27-1551550	501(C)(3)	25,000.	0.	N/A	N/A	Collaborative sponsorship for June 2014 event in Denver
College Summit Colorado 1201 E. Colfax Ave. Ste. 301 Denver, CO 80218	52-2007028	501(C)(3)	20,100.	0.	N/A	N/A	Program support

Schedule I (Form 990)

**Part II** Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Colorado "I Have A Dream" Foundation - 1836 Grant Street - Denver, CO 80203	74-2497109	501(C)(3)	10,300.	0.	N/A	N/A	Out of school time programming
Colorado Association of Black Professional Engineers and Scientists - P.O. Box 200508 - Denver, CO 80220	74-2208861	501(C)(3)	5,000.	0.	N/A	N/A	Out of school time programming
Colorado Center for the Blind 2233 West Shepperd Avenue Littleton, CO 80120-2038	74-2465141	501(C)(3)	15,000.	0.	N/A	N/A	Senior Services Program
Colorado Center on Law and Policy 789 Sherman Street Denver, CO 80203-2119	84-1264154	501(C)(3)	200,000.	0.	N/A	N/A	Health Program
Colorado Children's Campaign 1580 Lincoln Street Denver, CO 80203	74-2374672	501(C)(3)	241,185.	0.	N/A	N/A	General operating support and strategic framework
Colorado Children's Immunization Coalition - 13123 East 16th Avenue - Aurora, CO 80045	84-1479975	501(C)(3)	22,270.	0.	N/A	N/A	Public awareness and outreach campaign
Colorado Coalition for the Medically Underserved - P.O. Box 18877 - Denver, CO 80218	43-2007393	501(C)(3)	100,000.	0.	N/A	N/A	General operating support
Colorado Commits to Kids Campaign 3890 Kipling Street, Unit A Wheat Ridge, CO 80033	26-3952995	501(C)(3)	200,000.	0.	N/A	N/A	Colorado Commits to Kids Issues Campaign
Colorado Cross-Disability Coalition - 655 Broadway, Ste 775 - Denver, CO 80203	74-2564419	501(C)(3)	15,000.	0.	N/A	N/A	A Chair At the Table Program-inc. part. for people w/disabilities in Health Care Policy

Schedule I (Form 990)

**Part II** Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Colorado Department of Higher Education - 1560 Broadway, Suite 1600 - Denver, CO 80202	84-0644739	Gov't	191,668.	0.	N/A	N/A	Implementation of strategic initiatives over two years
Colorado Department of Human Services - 1575 Sherman St., 10th floor - Denver, CO 80203	84-0644739	Gov't	225,000.	0.	N/A	N/A	Senior Source-9th year
Colorado Gerontological Society 3006 E. Colfax Avenue Denver, CO 80206	74-2139782	501(C)(3)	15,000.	0.	N/A	N/A	Enrollment strategies for Medicare savings program for Hispanic elders
Colorado Nonprofit Association 789 Sherman Street Denver, CO 80203	84-0942908	501(C)(3)	47,265.	0.	N/A	N/A	General operating support
Colorado Nonprofit Development Center - 789 Sherman Street, Suite 250 - Denver, CO 80203	84-1493585	501(C)(3)	49,660.	0.	N/A	N/A	General operating support and Colorado Participation Project
Colorado Parent & Child Foundation 800 Grant Street, Suite 200 Denver, CO 80203	84-1169805	501(C)(3)	20,000.	0.	N/A	N/A	General operating support
Colorado Regional Health Information Organization - 4500 Cherry Creek S. Dr. - Denver, CO 80246	30-0558038	501(C)(3)	194,517.	0.	N/A	N/A	Support for HIE efforts over two years
Colorado UpLift 3914 King St. Denver, CO 80211-1932	84-0889330	501(C)(3)	7,500.	0.	N/A	N/A	Out of school time programming
Colorado Youth for a Change 2931 West 25th Avenue, 201 Denver, CO 80211	20-2501002	501(C)(3)	35,100.	0.	N/A	N/A	General operating support

Schedule I (Form 990)

**Part II** Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Community Health Services 4675 E. 69th Avenue Commerce City, CO 80022	84-0799374	501(C)(3)	30,000.	0.	N/A	N/A	General operating support
Community Resource Center 789 Sherman Street, Suite 210 Denver, CO 80203	84-0838406	501(C)(3)	25,000.	0.	N/A	N/A	General operating support
Community Shares of Colorado 789 Sherman St. Suite 230 Denver, CO 80203	74-2401941	501(C)(3)	18,825.	0.	N/A	N/A	Nonprofit Sustainability Program
Continuing Legal Education in Colorado - 1900 Grant Street, Ste. 300 - Denver, CO 80203	84-0616041	501(C)(3)	8,000.	0.	N/A	N/A	Senior Law Handbook 2013
CP of Colorado 801 Yosemite St Denver, CO 80230-6087	84-0420225	501(C)(3)	20,000.	0.	N/A	N/A	Early Education's new Language and Literacy Project
Dental Aid 877 S. Boulder Rd. Louisville, CO 80027	84-0717588	501(C)(3)	30,000.	0.	N/A	N/A	Adult Assured Access Program
Denver Asset Building Coalition 360 Acoma Street Denver, CO 80223	77-0646873	501(C)(3)	20,000.	0.	N/A	N/A	General operating support
Denver Children's Advocacy Center 2149 Federal Blvd. Denver, CO 80211-4639	84-1155873	501(C)(3)	10,000.	0.	N/A	N/A	General operating support
Denver Health Foundation 655 Broadway, Suite 750 Denver, CO 80203	84-1085196	501(C)(3)	51,750.	0.	N/A	N/A	In-School Immunization Program (ISIP)

Schedule I (Form 990)

**Part II** Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Denver Jewish Day School 2450 S. Wabash St. Denver, CO 80231	84-1476467	501(C)(3)	194,999.	0.	N/A	N/A	Support for completion of the Sustainability Campaign
Denver Kids, Inc. 1330 Fox St., 2nd Floor South Denver, CO 80204	84-1244211	501(C)(3)	12,000.	0.	N/A	N/A	Out of school time programming
Denver Public Schools Foundation 1860 Lincoln Street, 9th Floor Denver, CO 80203-2907	84-1224325	501(C)(3)	326,910.	0.	N/A	N/A	Implementation of Student Teacher Residency Program and capacity building
Doctors Care 609 West Littleton Blvd, #100 Littleton, CO 80120	84-1150815	501(C)(3)	5,000.	0.	N/A	N/A	Handbook and web resource
Early Childhood Council of Boulder County - 1285 Cimarron Drive, Suite 201 - Lafayette, CO 80026	84-1359734	501(C)(3)	20,000.	0.	N/A	N/A	General operating support
Early Excellence Program of Denver 3580 Franklin Street Denver, CO 80205	84-1468640	501(C)(3)	15,000.	0.	N/A	N/A	Professional development and classroom expenses
El Centro Humanitario 2260 California St. Denver, CO 80205	03-0412235	501(C)(3)	25,000.	0.	N/A	N/A	Employment Program
Emily Griffith Foundation 1250 Welton Street, Room 200 Denver, CO 80204-2197	84-1169001	501(C)(3)	30,000.	0.	N/A	N/A	English Language Learning Center
Escuela Tlatelolco 2949 North Federal Boulevard Denver, CO 80211	84-0746649	501(C)(3)	10,170.	0.	N/A	N/A	Circulo Montessori Program

Schedule I (Form 990)



**Part II** Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Family Resource Center Association 1888 Sherman Street, Suite 100 Denver, CO 80203	31-1599581	501(C)(3)	255,000.	0.	N/A	N/A	Family Resource Center Collaborative Project
Family Star 2246 Federal Blvd. Denver, CO 80211	84-1114455	501(C)(3)	10,000.	0.	N/A	N/A	Professional development of early childhood educators
Florence Crittenton Services of Colorado - 55 South Zuni Street - Denver, CO 80223-1208	84-0429686	501(C)(3)	60,425.	0.	N/A	N/A	Improvements for Early Learning Center, Program Support at High School
Friends of the Haven P.O. Box 102375 Denver, CO 80250	20-5634004	501(C)(3)	8,500.	0.	N/A	N/A	Staff development, education and training
Grantmakers in Aging 2001 Jefferson Davis Highway Arlington, VA 22202	13-4014982	501(C)(3)	8,500.	0.	N/A	N/A	Addressing Constrained Public Perceptions of Aging
Growing Home 3489 West 72nd Avenue, Suite 110 Westminster, CO 80030	84-1461503	501(C)(3)	20,000.	0.	N/A	N/A	Strengthening Families Initiative Program
Hazon 125 Maiden Lane, Suite 8B New York, NY 10038	13-4087102	501(C)(3)	10,000.	0.	N/A	N/A	Research and evaluation
Hispanics in Philanthropy 414 13th St., Suite 200 Oakland, CA 94612	94-3040607	501(C)(3)	10,000.	0.	N/A	N/A	Institutional Membership in Hispanics in Philanthropy 2013
Hope Center 3400 Elizabeth Street Denver, CO 80205-4244	84-0564484	501(C)(3)	25,000.	0.	N/A	N/A	Professional development, marketing materials, quality improvements

Schedule I (Form 990)

**Part II** Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
"I Have a Dream" Foundation of Boulder County - 2515 East Sterling Circle - Boulder, CO 80301	84-1150542	501(C)(3)	10,000.	0.	N/A	N/A	Out of school time programming
InnovAge Home Care 8950 E. Lowry Blvd. Denver, CO 80230	23-7090107	501(C)(3)	41,500.	0.	N/A	N/A	Home Care Program
Invest in Kids 1775 Sherman Street Denver, CO 80203	84-1455282	501(C)(3)	60,500.	0.	N/A	N/A	The Incredible Years
Jeffco Public Schools 1829 Denver West Drive Golden, CO 80401-0001	84-6002817	501(C)(3)	55,000.	0.	N/A	N/A	Parent Focus Groups for the Jeffco Outreach Project and Home Instruction
Jefferson Center for Mental Health 70 Executive Center Wheat Ridge, CO 80033	84-0474717	501(C)(3)	30,000.	0.	N/A	N/A	Early Intervention Services Program
Jewish Family Service of Colorado 3201 S. Tamarac Dr., Ste 200 Denver, CO 80231	84-0402701	501(C)(3)	184,680.	0.	N/A	N/A	Senior Solutions Department, Matching gifts
JEWISHcolorado 300 S. Dahlia St., Suite 300 Denver, CO 80246	84-0402662	501(C)(3)	5,378.	0.	N/A	N/A	Matching Gift Program
Kohelet 1232 Detroit Street Denver, CO 80206	74-2138775	501(C)(3)	52,000.	0.	N/A	N/A	Kohelet Fellowships program
Longmont Meals on Wheels 910 Longs Peak Ave. Longmont, CO 80501-4457	84-0590979	501(C)(3)	25,500.	0.	N/A	N/A	General operating support and a matching grant

Schedule I (Form 990)

**Part II** Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Lutheran Family Services Rocky Mountains - 363 South Harlan Street - Denver, CO 80226-3552	84-0775550	501(C)(3)	15,000.	0.	N/A	N/A	Older Adults and Caregiver Services
MACC - Mizel Arts & Culture Center 350 South Dahlia Street Denver, CO 80246	31-1494423	501(C)(3)	121,000.	0.	N/A	N/A	Jewish arts and culture programs
Maria Droste Counseling Center 1355 S. Colorado Blvd. Denver, CO 80222-3310	84-1182130	501(C)(3)	10,100.	0.	N/A	N/A	Development support
Mary Wickersham Consulting, Inc. 1266 3rd Avenue Longmont, CO 80501	46-3982530		5,000.	0.	N/A	N/A	Social Impact Bond/Pay for Success Work
Meals on Wheels of Boulder 909 Arapahoe Avenue #121 Boulder, CO 80302	84-0594180	501(C)(3)	24,000.	0.	N/A	N/A	General operating support
Metro Volunteers 789 Sherman Street, Suite 385 Denver, CO 80203	84-0782124	501(C)(3)	12,900.	0.	N/A	N/A	General operating support
Metropolitan State University of Denver Foundation - Office/ Inst. Advancement - Denver, CO 80217-3362	84-0576459	501(C)(3)	15,000.	0.	N/A	N/A	Family Literacy Program
Mi Casa Resource Center 360 Acoma Street Denver, CO 80223	84-0867773	501(C)(3)	52,000.	0.	N/A	N/A	Career and Business Development Programs
Mile High Montessori Early Learning Centers - 1780 Marion Street - Denver, CO 80218	84-0617972	501(C)(3)	38,100.	0.	N/A	N/A	Staff development and planning for the Professional Development Center

Schedule I (Form 990)

**Part II** Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Moishe House 441 Saxony Road, Barn 2 Encinitas, CA 92024	26-2599786	501(C)(3)	50,000.	0.	N/A	N/A	Denver Moishe House over two years
Mount Saint Vincent 4159 Lowell Blvd. Denver, CO 80211	84-0405620	501(C)(3)	7,500.	0.	N/A	N/A	Quality expansion and parent support
Mountain States Employers Council 1799 Pennsylvania Street Denver, CO 80203	84-0172643	501(C)(3)	25,000.	0.	N/A	N/A	Executive Leadership Program
Moving Traditions The Pavilion Jenkintown, PA 19046	34-2015014	501(C)(3)	25,000.	0.	N/A	N/A	Training Costs for Jewish Teen Educators, outreach and coaching
OpenWorld Learning 2543 California Street Denver, CO 80205	84-1538872	501(C)(3)	15,000.	0.	N/A	N/A	Out of school time programming
OUR Center 303 Atwood Street Longmont, CO 80501	74-2448346	501(C)(3)	5,000.	0.	N/A	N/A	Professional development
Policy Matters P.O. Box 1326 Wheat Ridge, CO 80034	45-3517437	501(C)(3)	24,999.	0.	N/A	N/A	State level legislative monitoring services
Project Angel Heart 4950 Washington Street Denver, CO 80216	84-1199481	501(C)(3)	25,186.	0.	N/A	N/A	Home delivered meals program
Project WISE 8725 West 14th Avenue, Suite 200B Lakewood, CO 80215-4849	84-1325938	501(C)(3)	23,030.	0.	N/A	N/A	General operating support

Schedule I (Form 990)

**Part II** Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Public Education & Business Coalition - 600 Grant Street, Suite 525 - Denver, CO 80203	74-2357262	501(C)(3)	50,200.	0.	N/A	N/A	Professional development for educators
RAFT Colorado 2875 Blake Street Denver, CO 80205	26-2455607	501(C)(3)	25,000.	0.	N/A	N/A	Professional development partnership
Reach Out and Read Colorado 4380 S. Syracuse St. Ste. 520 Denver, CO 80237	86-1172160	501(C)(3)	15,750.	0.	N/A	N/A	General operating support
Rebuilding Together Metro Denver 12567 W. Cedar Drive Lakewood, CO 80228	84-1514642	501(C)(3)	25,000.	0.	N/A	N/A	RTMD Safe & Healthy Home Repairs
Regis University 3333 Regis Boulevard Denver, CO 80221-1099	84-0402707	501(C)(3)	5,000.	0.	N/A	N/A	Support for out of school time programming
Rights for All People 1400 Dayton Street Aurora, CO 80010	84-1599036	501(C)(3)	33,000.	0.	N/A	N/A	RISE Colorado-matching grant to support launch at six target sites in Aurora Public Schools
Rocky Mountain MicroFinance Institute - P.O. Box 48138 - Denver, CO 80204	26-3218152	501(C)(3)	10,000.	0.	N/A	N/A	General operating support
Rocky Mountain Parents as Teachers 3800 S. Pierce St. Denver, CO 80235	84-1118576	501(C)(3)	15,000.	0.	N/A	N/A	General operating support
Rose Community Foundation 600 S. Cherry Street, Suite 1200 Denver, CO 80246	84-0920862	501(C)(3)	1,557,813.	0.	N/A	N/A	Support to various programs and initiatives

Schedule I (Form 990)

**Part II** Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Save Our Youth 3443 W. 23rd Avenue Denver, CO 80211	84-1295393	501(C)(3)	5,000.	0.	N/A	N/A	Out of school time programming
Senior Support Services 846 East 18th Avenue Denver, CO 80218	84-0801612	501(C)(3)	21,500.	0.	N/A	N/A	General operating support
Seniors' Resource Center 3227 Chase Street Denver, CO 80212	84-0877538	501(C)(3)	100,000.	0.	N/A	N/A	Direct services
Sewall Child Development Center 1360 Vine St. Denver, CO 80206	84-0413241	501(C)(3)	20,000.	0.	N/A	N/A	Staff training and education
Spring Institute for Intercultural Learning - 1610 Emerson Street - Denver, CO 80218-1412	84-0788093	501(C)(3)	90,000.	0.	N/A	N/A	Project SHINE
St. Luke's Ministry 915 East 9th Avenue Denver, CO 80218	41-1568278	501(C)(3)	5,000.	0.	N/A	N/A	Disadvantaged Students Support Program
Stride 5400 W. Cedar Avenue Lakewood, CO 80226	84-1158946	501(C)(3)	15,000.	0.	N/A	N/A	General operating support
Summer Scholars 3401 Quebec Street Denver, CO 80207-2322	84-1314292	501(C)(3)	8,250.	0.	N/A	N/A	Out of school time programming
Teach for America 1391 Speer Blvd., Suite 710 Denver, CO 80204	13-3541913	501(C)(3)	25,000.	0.	N/A	N/A	Teacher training

Schedule I (Form 990)

**Part II** Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
The Bell Policy Center 1905 Sherman Street Denver, CO 80203	84-1550841	501(C)(3)	120,000.	0.	N/A	N/A	Support for research and analysis, public education, collaboration, outreach, and advocacy
The Bridge Project, University of Denver - 2148 South High Street - Denver, CO 80208	84-0404231	501(C)(3)	15,250.	0.	N/A	N/A	Out of school time programming
The Center 1301 E. Colfax Denver, CO 80218	84-0738879	501(C)(3)	6,525.	0.	N/A	N/A	Assessment and planning phase for SAGE of the Rockies programming
The Children's Museum of Denver 2121 Children's Museum Drive Denver, CO 80211	84-0658142	501(C)(3)	30,000.	0.	N/A	N/A	Sponsored Admissions Program
The Colorado Education Initiative 1660 Lincoln Street Denver, CO 80264	26-1597530	501(C)(3)	300,300.	0.	N/A	N/A	Four statewide programmatic initiatives over two years
The Denver Center for Crime Victims - P.O. Box 18975 - Denver, CO 80218	74-2458153	501(C)(3)	10,000.	0.	N/A	N/A	Elder/Disability Program
The Denver Foundation 55 Madison Street, 8th Floor Denver, CO 80206	84-6048381	501(C)(3)	25,250.	0.	N/A	N/A	Mile High Connects 2013
The Family Learning Center 3164 34th St. Boulder, CO 80301-2166	74-2240341	501(C)(3)	20,000.	0.	N/A	N/A	Early Childhood, Youth and Family Development Programs
The Legal Center for People with Disabilities and Older People - 455 Sherman St., Ste 130 - Denver, CO 80203-4403	84-0705890	501(C)(3)	10,000.	0.	N/A	N/A	State study and policy report

Schedule I (Form 990)

**Part II** Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
The Partnership for Families & Children - 3532 Franklin Street, Suite B - Denver, CO 80205	84-1173226	501(C)(3)	20,000.	0.	N/A	N/A	Colorado Education Policy Fellowship Program (EFPF)
The Senior Hub 2360 W. 90th Ave. Federal Heights, CO 80260-6700	74-2412032	501(C)(3)	160,000.	0.	N/A	N/A	Program support
The Wexner Foundation 8000 Walton Parkway, Suite 110 New Albany, OH 43054	23-7320631	501(C)(3)	45,000.	0.	N/A	N/A	Wexner Heritage Program
TLC Learning Center 611 Korte Parkway Longmont, CO 80501-6088	84-0523717	501(C)(3)	15,000.	0.	N/A	N/A	Staff development
Together Colorado 1980 Dahlia Street Denver, CO 80220	84-0753677	501(C)(3)	20,025.	0.	N/A	N/A	More and Better Learning Time, Plan for HEAA and Colorado ASSET
University of Colorado Foundation 4740 Walnut St. Boulder, CO 80301	84-6049811	501(C)(3)	17,250.	0.	N/A	N/A	Outreach program
University of Colorado Foundation 1800 Grant Street, Suite 725 Denver, CO 80203	84-6049811	501(C)(3)	75,000.	0.	N/A	N/A	Colorado School of Public Health
Via Mobility Services 2855 N. 63rd Street Boulder, CO 80301	84-0777296	501(C)(3)	110,000.	0.	N/A	N/A	Paratransit services and mobility programs
Volunteers of America Colorado Branch - 2660 Larimer Street - Denver, CO 80205-2219	13-1692595	501(C)(3)	233,049.	0.	N/A	N/A	Program support

Schedule I (Form 990)



**Part II** Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Warren Village 1323 Gilpin Street Denver, CO 80218-2552	84-0644270	501(C)(3)	50,050.	0.	N/A	N/A	Operating support
Wish of a Lifetime 1821 Blake Street Denver, CO 80202	26-2123649	501(C)(3)	10,000.	0.	N/A	N/A	Development and implementation of programming
Women's Bean Project 3201 Curtis St. Denver, CO 80205	84-1144973	501(C)(3)	16,000.	0.	N/A	N/A	Matching grant
Women's Health 2855 Valmont Road Boulder, CO 80301-1374	84-0645786	501(C)(3)	50,000.	0.	N/A	N/A	ACA Implementation Project
Work Options for Women 1200 Federal Blvd. Denver, CO 80204	84-1364292	501(C)(3)	25,350.	0.	N/A	N/A	General operating support
Yeshiva Toras Chaim P.O. Box 40067 Denver, CO 80204	84-0576800	501(C)(3)	37,250.	0.	N/A	N/A	Predevelopment planning and fundraising planning
YESS Institute 1029 Santa Fe Drive Denver, CO 80204	84-1579820	501(C)(3)	5,000.	0.	N/A	N/A	Out of school time programming
YouthBiz 3280 Downing Street, Suite C Denver, CO 80205	84-1212586	501(C)(3)	5,000.	0.	N/A	N/A	Out of school time programming
YWCA of Boulder County 2222 14th Street Boulder, CO 80302-4874	84-0500276	501(C)(3)	25,000.	0.	N/A	N/A	Children's Alley and Families in Transition Programs

Schedule I (Form 990)

**Part III** **Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 22.  
Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance

**Part IV** **Supplemental Information.** Provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

Part I, Line 2:

In order to monitor the use of grant funds, the Foundation may  
 require interim and/or final reports to be submitted by the grantee, has  
 frequent communication with the grantee organizations, and in some  
 instances will do site visits if deemed necessary.

**SCHEDULE J  
(Form 990)**

**Compensation Information**

OMB No. 1545-0047

**2013**

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 23.  
▶ Attach to Form 990. ▶ See separate instructions.

▶ Information about Schedule J (Form 990) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

Name of the organization

Rose Foundation

Employer identification number

84-0418124

**Part I Questions Regarding Compensation**

	Yes	No								
<p><b>1a</b> Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.</p> <table border="0"> <tr> <td><input type="checkbox"/> First-class or charter travel</td> <td><input type="checkbox"/> Housing allowance or residence for personal use</td> </tr> <tr> <td><input type="checkbox"/> Travel for companions</td> <td><input type="checkbox"/> Payments for business use of personal residence</td> </tr> <tr> <td><input type="checkbox"/> Tax indemnification and gross-up payments</td> <td><input type="checkbox"/> Health or social club dues or initiation fees</td> </tr> <tr> <td><input type="checkbox"/> Discretionary spending account</td> <td><input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)</td> </tr> </table>	<input type="checkbox"/> First-class or charter travel	<input type="checkbox"/> Housing allowance or residence for personal use	<input type="checkbox"/> Travel for companions	<input type="checkbox"/> Payments for business use of personal residence	<input type="checkbox"/> Tax indemnification and gross-up payments	<input type="checkbox"/> Health or social club dues or initiation fees	<input type="checkbox"/> Discretionary spending account	<input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)		
<input type="checkbox"/> First-class or charter travel	<input type="checkbox"/> Housing allowance or residence for personal use									
<input type="checkbox"/> Travel for companions	<input type="checkbox"/> Payments for business use of personal residence									
<input type="checkbox"/> Tax indemnification and gross-up payments	<input type="checkbox"/> Health or social club dues or initiation fees									
<input type="checkbox"/> Discretionary spending account	<input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)									
<p><b>b</b> If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain .....</p>	<b>1b</b>									
<p><b>2</b> Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked in line 1a? .....</p>	<b>2</b>									
<p><b>3</b> Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.</p> <table border="0"> <tr> <td><input type="checkbox"/> Compensation committee</td> <td><input type="checkbox"/> Written employment contract</td> </tr> <tr> <td><input type="checkbox"/> Independent compensation consultant</td> <td><input checked="" type="checkbox"/> Compensation survey or study</td> </tr> <tr> <td><input type="checkbox"/> Form 990 of other organizations</td> <td><input checked="" type="checkbox"/> Approval by the board or compensation committee</td> </tr> </table>	<input type="checkbox"/> Compensation committee	<input type="checkbox"/> Written employment contract	<input type="checkbox"/> Independent compensation consultant	<input checked="" type="checkbox"/> Compensation survey or study	<input type="checkbox"/> Form 990 of other organizations	<input checked="" type="checkbox"/> Approval by the board or compensation committee				
<input type="checkbox"/> Compensation committee	<input type="checkbox"/> Written employment contract									
<input type="checkbox"/> Independent compensation consultant	<input checked="" type="checkbox"/> Compensation survey or study									
<input type="checkbox"/> Form 990 of other organizations	<input checked="" type="checkbox"/> Approval by the board or compensation committee									
<p><b>4</b> During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:</p> <p><b>a</b> Receive a severance payment or change-of-control payment? .....</p>	<b>4a</b>	X								
<p><b>b</b> Participate in, or receive payment from, a supplemental nonqualified retirement plan? .....</p>	<b>4b</b>	X								
<p><b>c</b> Participate in, or receive payment from, an equity-based compensation arrangement? .....</p> <p>If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.</p>	<b>4c</b>	X								
<p><b>Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.</b></p>										
<p><b>5</b> For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:</p> <p><b>a</b> The organization? .....</p>	<b>5a</b>	X								
<p><b>b</b> Any related organization? .....</p> <p>If "Yes" to line 5a or 5b, describe in Part III.</p>	<b>5b</b>	X								
<p><b>6</b> For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:</p> <p><b>a</b> The organization? .....</p>	<b>6a</b>	X								
<p><b>b</b> Any related organization? .....</p> <p>If "Yes" to line 6a or 6b, describe in Part III.</p>	<b>6b</b>	X								
<p><b>7</b> For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III .....</p>	<b>7</b>	X								
<p><b>8</b> Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III .....</p>	<b>8</b>	X								
<p><b>9</b> If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)? .....</p>	<b>9</b>									

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule J (Form 990) 2013

**Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees.** Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

**Note.** The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name and Title	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990	
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation					
(1) Sheila Bugdanowitz President & CEO	(i)	169,723.	0.	0.	10,048.	4,675.	184,446.	0.
	(ii)	110,256.	0.	0.	6,527.	3,037.	119,820.	0.
(2) Anne Garcia Treasurer, CFO & COO	(i)	86,520.	0.	0.	5,932.	6,093.	98,545.	0.
	(ii)	56,205.	0.	0.	3,853.	3,958.	64,016.	0.
	(i)							
	(ii)							
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**SCHEDULE O**  
**(Form 990 or 990-EZ)**

Department of the Treasury  
Internal Revenue Service

**Supplemental Information to Form 990 or 990-EZ**

Complete to provide information for responses to specific questions on  
Form 990 or 990-EZ or to provide any additional information.

▶ Attach to Form 990 or 990-EZ.

▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

OMB No. 1545-0047

**2013**

Open to Public  
Inspection

Name of the organization

Rose Foundation

Employer identification number

84-0418124

Form 990, Part VI, Section A, line 2:

Sheila Bugdanowitz, President & CEO; Anne Garcia, Treasurer,

CFO & COO; and Margie Gart, Director of Philanthropic Services, are all

officers and employees of Rose Community Foundation, the supported

organization of Rose Foundation.

Form 990, Part VI, Section A, line 6:

The sole member of Rose Foundation is Rose Community

Foundation. Rose Community Foundation has the power to elect all members

of the governing board of Rose Foundation. Furthermore, Rose Community

Foundation must approve many of the significant decisions of Rose

Foundation and, upon dissolution of Rose Foundation, all remaining assets

are transferred to Rose Community Foundation.

Form 990, Part VI, Section A, line 7a:

Rose Community Foundation elects, or re-elects, all trustees

of Rose Foundation at an annual meeting.

Form 990, Part VI, Section A, line 7b:

Any of the following actions taken by the board of trustees of

Rose Foundation require prior approval of Rose Community Foundation:

election or removal of trustees; election or removal of the corporation's

president and CEO; amendment of the articles of incorporation; amendment of

the bylaws; approval of capital and operating budgets; borrowing money or

making any material financial commitment not contemplated by the annual

capital or operating budget; disposition of all, or substantially all, of

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the assets of the corporation or any merger of the corporation into or with another corporation; organization or creation of a subsidiary profit or nonprofit corporation and any amendments to its articles of incorporation or bylaws; and policies or commitments designed to coordinate the activities of the corporation with other entities.

Form 990, Part VI, Section B, line 11:

The Form 990, including all required schedules, is provided to the Board of Trustees (all of which are voting members) prior to being filed with the IRS. The Foundation asks the members to submit any questions or comments regarding the Form 990 by the date that we plan on filing the return.

The Foundation's Form 990 is prepared by an independent CPA firm and the Foundation conducts a thorough review of the return prior to being filed with the IRS. The CFO and staff perform a detail review of all amounts and disclosures in the return and then present an overview of the return to the President & CEO and the Audit Committee. The return will be amended if any changes are deemed necessary as a result of this process.

Form 990, Part VI, Section B, Line 12c:

A detailed, written description of each conflict of interest and the procedures followed to clear the conflict are provided semi-annually to the Audit Committee for review. On an annual basis, the Audit Committee makes a report to the Board of Trustees with respect to all then current and material actual or potential conflicts of interest known to them and of any actions that have been taken or that they recommend be taken to ensure compliance with this policy.

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Form 990, Part VI, Section B, Line 15a:

On an annual basis, the Chief Financial & Operating Officer and Audit Committee meet to discuss the compensation and performance of the Foundation's President & CEO. During this meeting, the Chair of the Board of Trustees presents his/her assessment of the President & CEO's performance as compared to the goals and objectives that were established at the beginning of the year. Based on the conclusions of this assessment, along with comparative salary info on both a local and national level from both formal and informal surveys, the Audit Committee recommends a salary level to be taken to the Board of Trustees for approval.

Form 990, Part VI, Section C, Line 19:

The Foundation's Conflict of Interest Policy, Form 990, and financial statements are available upon request as well as posted on the Foundation's website at [www.rcfdenver.org](http://www.rcfdenver.org).

Form 990, Part VII, Section A:

Sheila Bugdanowtiz, Anne Garcia and Margie Gart spend an average of 16 hours per week working with the related organization.

Form 990, Part XII, Line 2c:

Rose Foundation's accounts are included in the consolidated financial statements of Rose Community Foundation. As such, the Foundation's Audit Committee assumes the responsibility for the oversight of the audit of its financial statements and the selection of an independent accountant. This process has not changed



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from prior years.

Form 990, Part I, Line 5:

The organization is a supporting charitable organization of Rose Community Foundation. The organization did not have any paid officers, management, or staff in 2013, as all services were provided by Rose Community Foundation. Salaries listed throughout the return represent the portion of salaries allocated to the organization for services performed for Rose Foundation. The board and/or compensation committee of Rose Community Foundation establish the compensation of Rose Community Foundation's CEO.

Form 990, Part I, Line 6:

The Foundation's activities are guided by a large number of volunteer community leaders who serve as trustees and committee members. The trustees provide stewardship for the Foundation's resources and set policy to ensure consistency with the Foundation's mission. Every trustee also serves on one or more committees, where they are joined by other issue experts and community leaders whose responsibilities include decisions on funding requests, fiscal oversight and donor outreach.

SCHEDULE R  
(Form 990)

Department of the Treasury  
Internal Revenue Service

**Related Organizations and Unrelated Partnerships**

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.  
▶ Attach to Form 990. ▶ See separate instructions.

▶ Information about Schedule R (Form 990) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

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**Part I Identification of Disregarded Entities** Complete if the organization answered "Yes" on Form 990, Part IV, line 33.

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
Rose Foundation Holdings, LLC - 84-1376698 600 S. Cherry Street, Suite 1200 Denver, CO 80246	Real Estate	Colorado	71,400.	2,063,869.	Rose Foundation
Rose Foundation TOD, LLC - 27-1358730 600 S. Cherry Street, Suite 1200 Denver, CO 80246	Lending funds to facilitate the acquisition of transit oriented properties	Colorado	5,462.	519,475.	Rose Foundation

**Part II Identification of Related Tax-Exempt Organizations** Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
Rose Biomedical Research - 84-0851957 600 S. Cherry Street, Suite 1200 Denver, CO 80246	Supports medical research & development	Colorado	501(c)(3)	Line 11a, Type I	Rose Community Foundation		X
Rose Community Foundation - 84-0920862 600 S. Cherry Street, Suite 1200 Denver, CO 80246	Grantmaking	Colorado	501(c)(3)	Line 7	N/A		X

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule R (Form 990) 2013

See Part VII for Continuations



**Part V Transactions With Related Organizations** Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35b, or 36.

**Note.** Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.

**1** During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

	Yes	No
<b>a</b> Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity .....		X
<b>b</b> Gift, grant, or capital contribution to related organization(s) .....	X	
<b>c</b> Gift, grant, or capital contribution from related organization(s) .....	X	
<b>d</b> Loans or loan guarantees to or for related organization(s) .....		X
<b>e</b> Loans or loan guarantees by related organization(s) .....		X
<b>f</b> Dividends from related organization(s) .....		X
<b>g</b> Sale of assets to related organization(s) .....		X
<b>h</b> Purchase of assets from related organization(s) .....		X
<b>i</b> Exchange of assets with related organization(s) .....		X
<b>j</b> Lease of facilities, equipment, or other assets to related organization(s) .....		X
<b>k</b> Lease of facilities, equipment, or other assets from related organization(s) .....		X
<b>l</b> Performance of services or membership or fundraising solicitations for related organization(s) .....		X
<b>m</b> Performance of services or membership or fundraising solicitations by related organization(s) .....		X
<b>n</b> Sharing of facilities, equipment, mailing lists, or other assets with related organization(s) .....	X	
<b>o</b> Sharing of paid employees with related organization(s) .....	X	
<b>p</b> Reimbursement paid to related organization(s) for expenses .....		X
<b>q</b> Reimbursement paid by related organization(s) for expenses .....		X
<b>r</b> Other transfer of cash or property to related organization(s) .....	X	
<b>s</b> Other transfer of cash or property from related organization(s) .....		X

**2** If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) <u>Rose Community Foundation</u>	B	1,557,813.	
(2) <u>Rose Community Foundation</u>	C	85,930.	
(3)			
(4)			
(5)			
(6)			



**Part VII Supplemental Information**

Provide additional information for responses to questions on Schedule R (see instructions).

Part I, Identification of Disregarded Entities:

Name of Disregarded Entity:

Rose Foundation Holdings, LLC

Direct Controlling Entity: Rose Foundation

Name of Disregarded Entity:

Rose Foundation TOD, LLC

Direct Controlling Entity: Rose Foundation