

**Return of Organization Exempt From Income Tax**

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

**2009**

**Open to Public Inspection**

Department of the Treasury  
Internal Revenue Service

The organization may have to use a copy of this return to satisfy state reporting requirements.

**A** For the 2009 calendar year, or tax year beginning **January 1**, 2009, and ending **December 31**, 20 **09**

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

Please use IRS label or print or type. See Specific Instructions.

**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 S. Cherry Street Suite 1200**  
 City or town, state or country, and ZIP + 4  
**Denver, CO 80246**

**D** Employer identification number  
**84 0418124**

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

**G** Gross receipts \$ **3,287,337**

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

**H(a)** Is this a group return for affiliates?  Yes  No  
**H(b)** Are all affiliates included?  Yes  No  
 If "No," attach a list. (see instructions)  
**H(c)** Group exemption number ▶

**I** Tax-exempt status:  501(c) ( 3 ) (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**

**Part I Summary**

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: <b>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.</b>			
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.			
	3	Number of voting members of the governing body (Part VI, line 1a)	17	
	4	Number of independent voting members of the governing body (Part VI, line 1b)	17	
	5	Total number of employees (Part V, line 2a)	21	
	6	Total number of volunteers (estimate if necessary)	67	
		7a	Total gross unrelated business revenue from Part VIII, column (C), line 12	<185,951>
	7b	Net unrelated business taxable income from Form 990-T, line 34	<186,951>	
Revenue			Prior Year	Current Year
	8	Contributions and grants (Part VIII, line 1h)	200,599	
	9	Program service revenue (Part VIII, line 2g)		
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	<8,667,141>	<6,935,884>
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	86,464	<9,191>
12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	<8,380,078>	<6,945,075>	
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	10,651,110	9,474,142
	14	Benefits paid to or for members (Part IX, column (A), line 4)		
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	1,525,987	1,462,109
	16a	Professional fundraising fees (Part IX, column (A), line 11e)		
	b	Total fundraising expenses (Part IX, column (D), line 25) ▶		
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	1,536,718	1,361,334
	18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	13,713,815	12,297,585
19	Revenue less expenses. Subtract line 18 from line 12	<22,093,893>	<19,242,660>	
Net Assets or Fund Balances			Beginning of Current Year	End of Year
	20	Total assets (Part X, line 16)	216,965,407	246,276,354
	21	Total liabilities (Part X, line 26)	56,951,485	60,477,718
22	Net assets or fund balances. Subtract line 21 from line 20	160,013,922	185,798,636	

**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**  
 Signature of officer: *Anne M. Garcia* Date: **11/15/10**  
 Anne Garcia, CFO & COO  
 Type or print name and title

**Paid Preparer's Use Only**  
 Preparer's signature: *Suzanne K Engle* Date: **11/15/10** Check if self-employed   
 Preparer's identifying number (see instructions)  
 Firm's name (or yours if self-employed), address, and ZIP + 4: **Kundinger, Corder & Engle P.C.**  
**475 Lincoln Street, Suite 200 Denver, CO 80203** EIN: Phone no. **( 303 ) 534-5953**

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

**Part III Statement of Program Service Accomplishments**

1 Briefly describe the organization's mission:  
Rose 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 (continued at Sch. O)

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 exempt purpose achievements for each of the organization's three largest program services by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts 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 \$ 10,739,467 including grants of \$ 9,474,142 ) (Revenue \$ 0 )  
Rose Foundation, a supporting organization of Rose Community Foundation, executes grantmaking programs in five primary issue areas within the seven-county Denver community. A total of \$9,474,142 in unrestricted funds were distributed as grants in 2009. Below is a summary for each program area. AGING: Supports services for older adults including transportation, direct services and care at the end of life. A total of \$1,608,000 was awarded in grants. CHILD AND FAMILY DEVELOPMENT: Supports early childhood education, family self-sufficiency, and public policy efforts within these areas. Grants totaled \$1,410,053. EDUCATION: Supports efforts to improve K-12 teacher quality, and systematic change aimed at closing education achievement gaps between demographic groups. Grants totaled \$1,515,223. HEALTH: Supports access to care, cost-effectiveness in health care, health policy initiatives and primary prevention. Grants totaled \$2,105,704. JEWISH LIFE: Supports efforts to strengthen connections between individuals and the Jewish community, Jewish growth and learning, organization strengthening, and leadership development. Grants totaled \$2,915,187.

4b (Code: ) (Expenses \$ 0 including grants of \$ 0 ) (Revenue \$ 0 )  
Rose Community Foundation (EIN # 84-0920862), an organization supported by Rose Foundation, had key program achievements in 2009 that were focused in three areas. DONOR DEVELOPMENT: The Foundation launched a campaign to secure planned gifts and bequests as a way to secure additional unrestricted and restricted philanthropic assets over the long term. During 2009, the Foundation was notified of two large bequests, one for \$1 million and another in excess of \$3 million. ENDOWMENT SERVICES: The Foundation paid out \$984,000 in distributions to 18 local nonprofit organizations who have established permanent endowments at the Foundation. FUND DISTRIBUTIONS: Donor-recommended grants totaling \$1,726,833 were made to nonprofit organizations.

(For informational purposes only- activity is not included in 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 ▶ 10,739,467

**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 Schedule B, Schedule of Contributors?		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? <i>If "Yes," complete Schedule C, Part II</i>		X
5	<b>Section 501(c)(4), 501(c)(5), and 501(c)(6) organizations.</b> Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? <i>If "Yes," complete Schedule C, Part III</i>	N/A	
6	Did the organization maintain any donor advised funds or any similar funds or accounts where 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; 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 term, permanent, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>		X
11	Is the organization's answer to any of the following questions "Yes"? <i>If so, complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable</i>	X	
	• 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>		
	• 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>		
	• 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>		
	• 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>		
	• Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X.</i>		
	• 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? <i>If "Yes," complete Schedule D, Part X.</i>		
12	Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII.</i>		X
12A	Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," completing Schedule D, Parts XI, XII, and XIII 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
14b	<b>b</b> Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the United States? <i>If "Yes," complete Schedule F, Part I</i>	X	
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Part II</i>		X
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Part III</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
20	Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H</i>		X

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

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II	x	
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III		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? If "Yes," complete Schedule J	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? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25		x
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
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?		
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part 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? If "Yes," complete Schedule L, Part I		x
26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II		x
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? If "Yes," complete Schedule L, Part III		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? If "Yes," complete Schedule L, Part IV		x
b A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV		x
c An entity of which a current or former officer, director, trustee, or key employee of the organization (or a family member) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV		x
29 Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M		x
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M		x
31 Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I		x
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II		x
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? If "Yes," complete Schedule R, Part I	x	
34 Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1	x	
35 Is any related organization a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2		x
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2		x
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? If "Yes," complete Schedule R, Part VI		x
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19?		
<b>Note.</b> All Form 990 filers are required to complete Schedule O.	x	

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

		Yes	No
<b>1a</b>	Enter the number reported in Box 3 of Form 1096, Annual Summary and Transmittal of U.S. Information Returns. Enter -0- if not applicable		
<b>1b</b>	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable		
<b>1c</b>	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		
<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>2b</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 this return. (see instructions)	x	
<b>3a</b>	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?	x	
<b>3b</b>	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	x	
<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>4b</b>	If "Yes," enter the name of the foreign country: See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
<b>5a</b>	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		x
<b>5b</b>	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		x
<b>5c</b>	If "Yes," to line 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?		
<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?		x
<b>6b</b>	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
<b>7</b>	<b>Organizations that may receive deductible contributions under section 170(c).</b>		
<b>7a</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>7b</b>	If "Yes," did the organization notify the donor of the value of the goods or services provided?		
<b>7c</b>	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		x
<b>7d</b>	If "Yes," indicate the number of Forms 8282 filed during the year		
<b>7e</b>	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		x
<b>7f</b>	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		x
<b>7g</b>	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?		
<b>7h</b>	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?		
<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? N/A		
<b>9</b>	<b>Sponsoring organizations maintaining donor advised funds.</b>		
<b>9a</b>	Did the organization make any taxable distributions under section 4966? N/A		
<b>9b</b>	Did the organization make a distribution to a donor, donor advisor, or related person? N/A		
<b>10</b>	<b>Section 501(c)(7) organizations.</b> Enter:		
<b>10a</b>	Initiation fees and capital contributions included on Part VIII, line 12 N/A		
<b>10b</b>	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities		
<b>11</b>	<b>Section 501(c)(12) organizations.</b> Enter:		
<b>11a</b>	Gross income from members or shareholders N/A		
<b>11b</b>	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)		
<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>12b</b>	If "Yes," enter the amount of tax-exempt interest received or accrued during the year		

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.

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include: 1a Enter the number of voting members of the governing body; 1b Enter the number of voting members that are independent; 2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?; 3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?; 4 Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?; 5 Did the organization become aware during the year of a material diversion of the organization's assets?; 6 Does the organization have members or stockholders?; 7a Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?; 7b Are any decisions of the governing body subject to approval by members, stockholders, or other persons?; 8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following: a The governing body? b Each committee with authority to act on behalf of the governing body?; 9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O.

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

Table with 3 columns: Question, Yes, No. Rows include: 10a Does the organization have local chapters, branches, or affiliates?; 10b If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?; 11 Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?; 11A Describe in Schedule O the process, if any, used by the organization to review this Form 990.; 12a Does the organization have a written conflict of interest policy? If "No," go to line 13; 12b Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?; 12c Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done; 13 Does the organization have a written whistleblower policy?; 14 Does the organization have a written document retention and destruction policy?; 15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision? a The organization's CEO, Executive Director, or top management official; b Other officers or key employees of the organization; 16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?; 16b If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?

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 (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply. [x] Own website [ ] Another's website [x] Upon request
19 Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public.
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 600 S. Cherry Street, Suite 1200, Denver, CO 80246

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

**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. Use Schedule J-2 if additional space is needed.

- 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. 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 the organization did not compensate any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(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			
Scott L. Levin Chair	1.00	X		X				0.	0.	0.
Milroy A. Alexander Trustee	1.00	X						0.	0.	0.
Jennifer Adler Fischer Trustee	1.00	X						0.	0.	0.
Dori Biester, Ph. D. Trustee	1.00	X						0.	0.	0.
Stephanie Foote Trustee	1.00	X						0.	0.	0.
Jean Galloway Trustee	1.00	X						0.	0.	0.
Marjorie Gart Trustee	1.00	X						0.	0.	0.
Arlene Hirschfeld Trustee	1.00	X						0.	0.	0.
Walter Isenberg Trustee	1.00	X						0.	0.	0.
Rob Klugman Trustee	1.00	X						0.	0.	0.
Doug Jones Trustee	1.00	X						0.	0.	0.
Helayne Jones Trustee	1.00	X						0.	0.	0.
Evan Makovsky Trustee	1.00	X						0.	0.	0.
Ronald E. Montoya Trustee	1.00	X						0.	0.	0.
Neil Oberfeld Secretary	1.00	X		X				0.	0.	0.
Dean Prina, M.D. Trustee	1.00	X						0.	0.	0.
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	(C) Position (check all that apply)						(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			
Sheila Bugdanowitz President & CEO	33,00			X				198,445.	71,622.	13,070.
Anne Garcia Treasurer, CFO & COO	33,00			X				96,967.	34,997.	19,406.
Phil Nash VP for Communications	31,00			X				83,901.	30,281.	15,491.
Lisa Farber-Miller Senior Program Officer	40,00					X		110,648.	0.	15,081.
Elsa Holguin Senior Program Officer	40,00					X		117,972.	0.	17,598.
Phil Gonring Senior Program Officer	40,00					X		103,997.	0.	16,060.
<b>1b Total</b>								711,930.	136,900.	96,706.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 in reportable compensation from the organization **4**

	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 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.

(A) Name and business address	(B) Description of services	(C) Compensation
Capital Guardian, 630 5th Avenue, 36 Floor, New York, NY 10111	Investment Management	187,250.
Marsico 1200 17th Street, #1300, Denver, CO 80202	Investment Management	173,816.
Watershed Investment Consultants, Inc., 6400 S. Fiddler's Green Circle, Ste. 2050,	Investment Management	165,496.
Barrow, Hanley, Mewhinney & Strauss, Inc., 2200 Ross Avenue, 31st Floor, Dallas, TX	Investment Management	126,015.
Brandes Investment Partners, 11988 El Camino Real #500, San Diego, CA 92121	Investment Management	106,265.

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization **5**



Part VIII Statement of Revenue		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, gifts, grants and other similar amounts	1 a Federated campaigns	1a				
	b Membership dues	1b				
	c Fundraising events	1c				
	d Related organizations	1d				
	e Government grants (contributions)	1e				
	f All other contributions, gifts, grants, and similar amounts not included above	1f				
	g Noncash contributions included in lines 1a-1f: \$					
	h Total. Add lines 1a-1f					
Program Service Revenue	2 a	Business Code				
	b					
	c					
	d					
	e					
	f All other program service revenue					
	g Total. Add lines 2a-2f					
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		3,139,007.	<315,172.>	3,454,179.	
	4 Income from investment of tax-exempt bond proceeds					
	5 Royalties		1,784.		1,784.	
	6 a Gross Rents	(i) Real	17,325.			
		(ii) Personal				
		b Less: rental expenses	28,300.			
		c Rental income or (loss)	<10,975.>			
	d Net rental income or (loss)		<10,975.>		<10,975.>	
	7 a Gross amount from sales of assets other than inventory	(i) Securities				
		(ii) Other				
		b Less: cost or other basis and sales expenses				
		c Gain or (loss)	<10,074,891.>			
	d Net gain or (loss)		<10,074,891.>	129,221.	<10,204,112.>	
	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 Total. Add lines 11a-11d						
12 Total revenue. See instructions.			<6,945,075.>	0.	<185,951.> <6,759,124.>	

**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) but are not required to complete columns (B), (C), and (D).

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 U.S. See Part IV, line 21	9,474,142.	9,474,142.		
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	414,561.	266,231.	148,330.	
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	811,864.	521,379.	290,485.	
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	45,206.	29,031.	16,175.	
9 Other employee benefits	111,269.	71,457.	39,812.	
10 Payroll taxes	79,209.	50,868.	28,341.	
11 Fees for services (non-employees):				
a Management				
b Legal				
c Accounting	19,200.		19,200.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees	807,591.		807,591.	
g Other	48,639.	31,236.	17,403.	
12 Advertising and promotion				
13 Office expenses	101,800.	65,376.	36,424.	
14 Information technology				
15 Royalties				
16 Occupancy	207,356.	133,164.	74,192.	
17 Travel	58,860.	37,800.	21,060.	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	25,175.		25,175.	
23 Insurance	46,623.	29,941.	16,682.	
24 Other expenses. Itemize expenses not covered above. (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below.)				
a Communication Expense	44,911.	28,842.	16,069.	0.
b UBTI	1,179.	0.	1,179.	0.
c				
d				
e				
f All other expenses				
25 Total functional expenses. Add lines 1 through 24f	12,297,585.	10,739,467.	1,558,118.	0.
26 Joint costs. Check here <input type="checkbox"/> if following SOP 98-2. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation ...				

**Part X Balance Sheet**

		(A) Beginning of year		(B) End of year	
<b>Assets</b>	1	Cash - non-interest-bearing .....	655,725.	1	691,205.
	2	Savings and temporary cash investments .....	72,750.	2	17,983.
	3	Pledges and grants receivable, net .....		3	
	4	Accounts receivable, net .....	20,138.	4	928,313.
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L .....		5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). Complete Part II of Schedule L .....		6	
	7	Notes and loans receivable, net .....		7	
	8	Inventories for sale or use .....		8	
	9	Prepaid expenses and deferred charges .....		9	
	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.	273,436.	10c 248,261.
	11	Investments - publicly traded securities .....	151,994,444.	11	167,835,441.
	12	Investments - other securities. See Part IV, line 11 .....	63,948,914.	12	76,555,151.
	13	Investments - program-related. See Part IV, line 11 .....		13	
	14	Intangible assets .....		14	
	15	Other assets. See Part IV, line 11 .....		15	
16	<b>Total assets.</b> Add lines 1 through 15 (must equal line 34) .....	216,965,407.	16	246,276,354.	
<b>Liabilities</b>	17	Accounts payable and accrued expenses .....	2,650,711.	17	4,109,618.
	18	Grants payable .....	4,999,472.	18	2,523,329.
	19	Deferred revenue .....		19	34,650.
	20	Tax-exempt bond liabilities .....		20	
	21	Escrow or custodial account liability. Complete Part IV of Schedule D .....		21	
	22	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. Complete Part X of Schedule D .....	49,301,302.	25	53,810,121.
	26	<b>Total liabilities.</b> Add lines 17 through 25 .....	56,951,485.	26	60,477,718.
<b>Net Assets or Fund Balances</b>	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.				
	27	Unrestricted net assets .....	160,013,922.	27	185,798,636.
	28	Temporarily restricted net assets .....		28	
	29	Permanently restricted net assets .....		29	
	Organizations that do not follow SFAS 117, 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> .....	160,013,922.	33	185,798,636.	
34	<b>Total liabilities and net assets/fund balances</b> .....	216,965,407.	34	246,276,354.	

Part XI Financial Statements and Reporting

- 1 Accounting method used to prepare the Form 990:  Cash  Accrual  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? .....
- 2b Were the organization's financial statements audited by an independent accountant? .....
- 2c 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? .....
- 2d If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a consolidated basis, separate basis, or both:  
 Separate basis  Consolidated basis  Both consolidated and separate basis
- 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? .....
- 3b 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. ....

	Yes	No
2a		x
2b	x	
2c	x	
2d		
3a		x
3b		

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

**Public Charity Status and Public Support**

OMB No. 1545-0047

**2009**

Department of the Treasury  
Internal Revenue Service

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. ▶ See separate instructions.

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 - Other
- 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?
 

	Yes	No
(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? _____		x
(ii) A family member of a person described in (i) above? _____		x
(iii) A 35% controlled entity of a person described in (i) or (ii) above? _____		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 support
			Yes	No	Yes	No	Yes	No	
Rose Community Foundation	84-0920862	LINE 7	x						1,574,879.
<b>Total</b>									1,574,879.

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ. Schedule A (Form 990 or 990-EZ) 2009

**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.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(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) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(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						
<b>12</b> Gross receipts from related activities, etc. (see instructions) .....					12	
<b>13</b> 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 .....						<input type="checkbox"/>

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

<b>14</b> Public support percentage for 2009 (line 6, column (f) divided by line 11, column (f)) .....	14	%
<b>15</b> Public support percentage from 2008 Schedule A, Part II, line 14 .....	15	%
<b>16a</b> <b>33 1/3% support test - 2009.</b> 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 .....		<input type="checkbox"/>
<b>b</b> <b>33 1/3% support test - 2008.</b> 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 .....		<input type="checkbox"/>
<b>17a</b> <b>10% -facts-and-circumstances test - 2009.</b> 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 .....		<input type="checkbox"/>
<b>b</b> <b>10% -facts-and-circumstances test - 2008.</b> 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 .....		<input type="checkbox"/>
<b>18</b> <b>Private foundation.</b> If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions .....		<input type="checkbox"/>

**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.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(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) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(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 2009 (line 8, column (f) divided by line 13, column (f)) .....	<b>15</b>	%
<b>16</b> Public support percentage from 2008 Schedule A, Part III, line 15 .....	<b>16</b>	%

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

<b>17</b> Investment income percentage for 2009 (line 10c, column (f) divided by line 13, column (f)) .....	<b>17</b>	%
<b>18</b> Investment income percentage from 2008 Schedule A, Part III, line 17 .....	<b>18</b>	%

**19a 33 1/3% support tests - 2009.** 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 - 2008.** 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

**Political Campaign and Lobbying Activities**

**2009**

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.

If the organization answered "Yes," to Form 990, Part IV, line 3, or Form 990-EZ, Part VI, 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), 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>
--	---

**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 payments were made. 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.  
 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)														
1b	Total lobbying expenditures to influence a legislative body (direct lobbying)														
1c	Total lobbying expenditures (add lines 1a and 1b)														
1d	Other exempt purpose expenditures	12,297,585.													
1e	Total exempt purpose expenditures (add lines 1c and 1d)	12,297,585.													
1f	Lobbying nontaxable amount. Enter the amount from the following table in both columns.	764,879.													
<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)	191,220.													
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) 2006	(b) 2007	(c) 2008	(d) 2009	(e) Total	
2a	Lobbying nontaxable amount	794,331.	881,825.	835,691.	764,879.	3,276,726.
b	Lobbying ceiling amount (150% of line 2a, column(e))					4,915,089.
c	Total lobbying expenditures	50,000.		163,000.	0.	213,000.
d	Grassroots nontaxable amount	198,583.	220,456.	208,923.	191,220.	819,182.
e	Grassroots ceiling amount (150% of line 2d, column (e))					1,228,773.
f	Grassroots lobbying expenditures			163,000.	0.	163,000.

**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)).

	(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? If "Yes," describe in Part IV .....			
<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 carryover 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) if BOTH Part III-A, lines 1 and 2 are answered "No" OR if 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

Complete this part to provide the descriptions required for Part I-A, line 1; Part I-B, line 4; Part I-C, line 5; and Part II-B, line 1i. 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, 11, or 12.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1546-0047

**2009**

Open to Public  
Inspection

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).

<input type="checkbox"/> Preservation of land for public use (e.g., recreation or pleasure)	<input type="checkbox"/> Preservation of an historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
<input type="checkbox"/> 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 .....	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 XIV, 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, 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 XIV, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116, 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 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 XIV.
- 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 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 XIV 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 XIV.

**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 year end balance held as:
- a Board designated or quasi-endowment  %
  - b Permanent endowment  %
  - c Term endowment  %
- 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 XIV the intended uses of the organization's endowment funds.

**Part VI Investments - Land, Buildings, and Equipment.** See Form 990, Part X, line 10.

Description of investment	(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.** 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
Financial derivatives .....		
Closely-held equity interests .....		
Other .....		
Abbott Capital Private Equity Fund VI, L.P.	192,629.	End-of-Year Market Value
Irving Place Capital Partners II, L.P.	2,805,102.	End-of-Year Market Value
Canyon Value Realization Fund, Ltd.	10,858,155.	End-of-Year Market Value
Commonfund Capital International Partners V, L.P.	2,596,861.	End-of-Year Market Value
<b>Total.</b> (Col (b) must equal Form 990, Part X, col (B) line 12.) ▶	76,555,151.	

**Part VIII Investments - Program Related.** See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
<b>Total.</b> (Col (b) must equal Form 990, Part X, col (B) line 13.) ▶		

**Part IX Other Assets.** See Form 990, Part X, line 15.

(a) Description	(b) Book value
<b>Total.</b> (Column (b) must equal Form 990, Part X, col (B) line 15.) ▶	

**Part X Other Liabilities.** See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Amount
Federal income taxes	
Investments held for Rose Community Foundation	53,810,121.
<b>Total.</b> (Column (b) must equal Form 990, Part X, col (B) line 25.) ▶	53,810,121.

2. FIN 48 Footnote. In Part XIV, 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. See Part XIV for Continuations

**Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements**

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1
2	Total expenses (Form 990, Part IX, column (A), line 25)	2
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3
4	Net unrealized gains (losses) on investments	4
5	Donated services and use of facilities	5
6	Investment expenses	6
7	Prior period adjustments	7
8	Other (Describe in Part XIV.)	8
9	Total adjustments (net). Add lines 4 through 8	9
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10

**Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return**

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

**Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return**

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

**Part XIV Supplemental Information**

Complete this part to 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, line 8; Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

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**Part XIV** 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.	2,972,785.	FMV
Commonfund Capital Venture Partners VII, L.P.	590,254.	FMV
Commonfund Capital Natural Resources Partners VII, L.P.	2,071,244.	FMV
Commonfund Capital Natural Resources Partners VIII, L.P.	399,643.	FMV
Commonfund Capital International Partners VI, L.P.	499,421.	FMV
Commonfund Capital Private Equity Partners VII, L.P.	501,179.	FMV
Commonfund Capital Venture Partners VIII, L.P.	857,609.	FMV
DLJ Real Estate Capital Partners II, L.P.	524,196.	FMV
DLJ Diversified Partners, L.P.	146,288.	FMV
DLJ Investment Partners II, L.P.	165,023.	FMV
DLJ Merchant Banking Partners III, L.P.	2,443,797.	FMV
FCOI II Holdings, L.P.	8,842,949.	FMV
FLAG International Patners, L.P.	1,376,003.	FMV
FLAG Venture Partners VI, L.P.	2,336,987.	FMV
FLAG Private Equity III, L.P.	1,925,173.	FMV
Greenlight Capital Offshore, Ltd.	14,978,081.	FMV
GSC European Mezzanine Offshore Cap, L.P.	127,904.	FMV
ICV Partners, L.P.	5,516.	FMV
J.P. Morgan Partners Global Investors, L.P.	521,643.	FMV
J.P. Morgan Partners Latin America, L.P.	75,694.	FMV
Trilantic Capital Partners Fund III, L.P.	2,117,073.	FMV
Markstone Capital Partners, L.P.	1,249,120.	FMV
Pantheon USA Fund VI, L.P.	3,032,703.	FMV
Peabody International Real Estate Private Partners LLC	167,499.	FMV
FirstMark II, L.P.	69,341.	FMV
Platte River Ventures II, L.P.	71,655.	FMV

**Part XIV 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
Shamrock Israel Tax-Exempt Fund, L.P.	1,671,060.	FMV
Spinnaker Global Emerging Markets Fund, Ltd.	766,790.	FMV
Special Value Bond Fund Ltd.	217,565.	FMV
Special Value Continuation Fund, LLC	3,081,572.	FMV
Special Value Opportunities Fund, LLC	1,655,384.	FMV
Tennenbaum Opportunities Fund V, LLC	1,701,147.	FMV
TL Ventures V Special Partners LLC	837,588.	FMV
Trimarin Fund II, LLC	2,022,036.	FMV
Pauls Real Estate Opportunities (2009), L.P.	80,482.	FMV



**Schedule F  
(Form 990)**

**Statement of Activities Outside the United States**

OMB No. 1545-0047

**2009**

Department of the Treasury  
Internal Revenue Service

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

▶ Attach to Form 990. ▶ See separate instructions.

Open to Public  
Inspection

Name of the organization

Employer identification number

Rose Foundation

84-0418124

**Part I General Information on Activities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 14b.

**1 For grantmakers.** 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 For grantmakers.** Describe in Part IV the organization's procedures for monitoring the use of grant funds outside the United States.

**3 Activities per Region.** (Use Schedule F-1 (Form 990) if additional space is needed.)

(a) Region	(b) Number of offices in the region	(c) Number of employees or agents in region	(d) Activities conducted in region (by type) (i.e., fundraising, program services, 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 region
Central America & the Caribbean	0	0	Investments		0.
North America	0	0	Investments		0.
Europe	0	0	Investments		0.
<b>Totals</b> .....	0	0			0.

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

Schedule F (Form 990) 2009

**Part I** Grants and Other Assistance to Organizations or Entities Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Check this box if no one recipient received more than \$5,000

Use Schedule F-1 (Form 990) if additional space is needed.

1 (a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter

3 Enter total number of other organizations or entities

**Part II** Grants and Other Assistance to Individuals Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 16.  
 Use Schedule F-1 (Form 990) if additional space is needed.

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

**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" on Form 990, Part IV, line 21 or 22.  
▶ Attach to Form 990.

OMB No. 1545-0047

**2009**

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. Check this box if no one recipient received more than \$5,000. Use Part IV and Schedule I-1 (Form 990) 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
Allied Jewish Federation of Colorado - 300 S. Dahlia St. - Denver, CO 80246	84-0404662	501(c)(3)	851,730.	0.			General support and early childhood education
America SCORES Denver 4900 W 29th Ave Denver, CO 80212	84-1524095	501(c)(3)	10,000.	0.			Support for after-school program
American Council of the Blind of Colorado - 1536 Wynkoop Street, Ste. 201 - Denver, CO 80202	84-0775723	501(c)(3)	10,000.	0.			Sight for Seniors Prog.
American Diabetes Association, Colorado Area - 2480 W. 26th Ave., Suite 120 - Denver, CO 80211-5304	13-1623888	501(c)(3)	23,000.	0.			Por Tu Familia Program
American Red Cross, Mile High Chapter - 444 Sherman Street - Denver, CO 80203	53-0196605	501(c)(3)	15,200.	0.			Transportation Services general support
Anchor Center for Blind Children 2550 Roslyn Street Denver, CO 80238	84-0893509	501(c)(3)	5,025.	0.			Family Education/Support Program

2 Enter total number of section 501(c)(3) and government organizations: 3

3 Enter total number of other organizations: 170

**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. Use Part IV and Schedule I-1 (Form 990) 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. Complete this part to provide the information required in Part I, line 2, and any other additional information.

Schedule I, 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.

Continuation Sheet for Schedule I (Form 990)  
 Attach to Form 990 to list additional information for  
 Schedule I (Form 990), Part II or Part III.

Employer identification number  
 84-0418124

SCHEDULE I-1  
 (Form 990)  
 Department of the Treasury  
 Internal Revenue Service

Name of the organization  
 Rose Foundation

Part I 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
Anti-Defamation League, Mountain States Region - 1120 Lincoln St., Ste 1301 - Denver, CO 80203-2140	13-1818723	501(c)(3)	5,050.	0.			General operating support
Arc Thrift Stores 7721 West 6th Avenue Lakewood, CO 80215	84-0515942	501(c)(3)	10,000.	0.			Jobs Now! Program
Augenblick, Palaich and Associates 1120 Lincoln St, Ste.1101 Denver, CO 80203	84-0922858		10,000.	0.			Regional TURN Network Planning
Autism Society of Colorado 550 S Wadsworth Blvd, Suite 100 Lakewood, CO 80226-3116	74-2332216	501(c)(3)	20,100.	0.			Competent Care for Challenging Children Program
Ayeka c/o The Central Fund of Israel - 980 Avenue of Americas - New York, NY 10018	13-2992985	501(c)(3)	35,000.	0.			Ayeka Program Expansion to Denver and Boulder
Bal Swan Children's Center 1145 E. 13th Ave. Broomfield, CO 80020	84-0535171	501(c)(3)	40,000.	0.			Program Support
Bayaud Enterprises 333 W. Bayaud Ave. Denver, CO 80223	84-0616970	501(c)(3)	20,000.	0.			Gen. operating support
Beth Nehamah Hospice 14800 East Belleview Drive Aurora, CO 80015	20-5772447	501(c)(3)	49,720.	0.			Start up costs for the Palliative Care Program

Schedule I-1 (Form 990) 2009

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

**Continuation Sheet for Schedule I (Form 990)**  
 Attach to Form 990 to list additional information for Schedule I (Form 990), Part II or Part III.

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

(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
Betty Ford Center 39000 Bob Hope Drive Rancho Mirage, CA 92270	95-3863994	501(c)(3)	6,000.	0.			Health care services in the Denver Metro Area
Boulder Aish Kodesh 1805 Balsam Ave. Boulder, CO 80304	84-1345073	501(c)(3)	18,810.	0.			Support for Jewish cultural programs
Boulder County Public Health Department - 3450 Broadway - Boulder, CO 80304	84-0563338	Gov't Entity	100,000.	0.			GENESISTER Program
Boulder Jewish Community Center 3800 Kalmia Ave. Boulder, CO 80301	84-1322996	501(c)(3)	53,000.	0.			Boulder Teen Engagement and Connection Program
Boulder Valley School District 6500 Arapahoe Ave. Boulder, CO 80301	84-6014683	501(c)(3)	52,623.	0.			Pilot Project for ELL students & community engagement process
Boulder Valley Women's Health Center - 2855 Valmont Road - Boulder, CO 80301-1374	84-0645786	501(c)(3)	33,000.	0.			General & reproductive preventive health services
CareConnect 951 Arapahoe Road #10 Boulder, CO 80302	84-0769724	501(c)(3)	20,000.	0.			Fix-It, Carry Out Caravan & Medical Mobility Programs
Center for Hearing, Speech and Language - 4280 Hale Parkway - Denver, CO 80220	84-0404238	501(c)(3)	10,000.	0.			KidScreen Program

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990. **Schedule I-1 (Form 990) 2009**

Continuation Sheet for Schedule I (Form 990)  
 Attach to Form 990 to list additional information for  
 Schedule I (Form 990), Part II or Part III.

Name of the organization

Rose Foundation

Employer identification number

84-0418124

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
Center for Policy Research 1570 Emerson Street Denver, CO 80218	84-0849945	501(c)(3)	20,000.	0.			Jewish preschool scholarship research
Center for Strategic Quality Prof. Development - 7505 E. Long Ave. - Centennial, CO 80112	84-1203020	501(c)(3)	35,000.	0.			Support for school leadership teams
Center for Teaching Quality 500 Millstone Dr., Suite 102 Hillsborough, NC 27278	04-3606319	501(c)(3)	248,200.	0.			Support to enhance teacher quality and achievement
Center for Work Education and Employment - 1175 Osage St., Ste 300 - Denver, CO 80204	74-2202303	501(c)(3)	20,000.	0.			Job Readiness Program
CHARG Resource Center 709 East 12th Avenue Denver, CO 80203-2610	84-1116982	501(c)(3)	7,500.	0.			Smart Mouths Project
Children's Outreach Project 8000 Pecos Street Denver, CO 80221-3979	84-0824956	501(c)(3)	25,000.	0.			Early childhood edu. programs
Chinook Fund 2465 Sheridan Blvd Edgewater, CO 80214-1312	84-1076325	501(c)(3)	10,000.	0.			Economic Justice & Philanthropy Program
Clayton Early Learning 3801 Martin Luther King Blvd. Denver, CO 80205	84-0432238	501(c)(3)	5,000.	0.			Early Childhood Advisory Council Planning Grant

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

Schedule I-1 (Form 990) 2009



2009

Open to Public Inspection

**Continuation Sheet for Schedule I (Form 990)**  
**Attach to Form 990 to list additional information for**  
**Schedule I (Form 990), Part II or Part III.**

Name of the organization

Employer identification number

Rose Foundation

84-0418124

**Part I** 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
Clinica Family Health Services 3303 N. Broadway Boulder, CO 80304	84-0743432	501(c)(3)	92,000.	0.			Capital grant & grant for health care services
Clinica Tepeyac 3617 Kalamath Street Denver, CO 80211	84-1285505	501(c)(3)	8,145.	0.			Health care services in the Denver Metro Area
College Summit Colorado 1201 E. Colfax Ave., Ste. 301 Denver, CO 80218	52-2007028	501(c)(3)	50,000.	0.			Gen. operating support
Colorado "I Have A Dream" Foundation - 1836 Grant Street - Denver, CO 80203	74-2497109	501(c)(3)	11,250.	0.			Gen. operating support
Colorado AIDS Project 2490 W. 26th Ave., Ste 300A Denver, CO 80211-5321	84-0961159	501(c)(3)	20,000.	0.			Education and prevention programs
Colorado Asian Health Education and Promotion - 6795 E. Tennessee Ave., #427 - Denver, CO 80224	02-0732220	501(c)(3)	75,000.	0.			Implementation of health care program
Colorado Association of Black Professional Engineers and Scientists - P.O. Box 200508 - Denver, CO 80220	74-2208861	501(c)(3)	7,500.	0.			Gen. operating support
Colorado Association of Funders 600 South Cherry Street, Suite 120 Denver, CO 80246	71-0947313	501(c)(3)	16,207.	0.			Support for Philanthropy Project & events

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

Schedule I-1 (Form 990) 2009

**Continuation Sheet for Schedule I (Form 990)**  
**Attach to Form 990 to list additional information for Schedule I (Form 990), Part II or Part III.**

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

(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 Bright Beginnings 730 Colorado Blvd. #202 Denver, CO 80206	84-1382420	501(c)(3)	60,000.	0.			Gen. operating support
Colorado Center for Hospice & Palliative Care - P.O. Box 50888 - Colorado Springs, CO 80949	84-1046613	501(c)(3)	60,000.	0.			Gen. operating support
Colorado Center for the Blind 2233 West Shepperd Avenue Littleton, CO 80120-2038	74-2465141	501(c)(3)	15,000.	0.			Senior Services Program
Colorado Center on Law and Policy 789 Sherman Street, Suite 300 Denver, CO 80203-2119	84-1264154	501(c)(3)	113,790.	0.			Support Health Care Prog for 2009 and 2010
Colorado Children's Campaign 1580 Lincoln Street, Suite 420 Denver, CO 80203	74-2374672	501(c)(3)	200,500.	0.			Gen. operating support & Statewide Dropout Initiative
Colorado Nonprofit Development Center - 4130 Tejon, Suite A - Denver, CO 80211	84-1493585	501(c)(3)	93,644.	0.			Colorado Children's Healthcare Access Prog.
Colorado Criminal Justice Reform Coalition - 1212 Mariposa Street, Suite 6 - Denver, CO 80204	84-1449882	501(c)(3)	15,000.	0.			Program support for Re-Entry Program
Colorado Cross-Disability Coalition - 655 Broadway, Ste 775 - Denver, CO 80203	74-2564419	501(c)(3)	15,000.	0.			Gen. operating support

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990. **Schedule I-1 (Form 990) 2009**

Continuation Sheet for Schedule I (Form 990)  
 Attach to Form 990 to list additional information for  
 Schedule I (Form 990), Part II or Part III.

Name of the organization

Employer identification number

84-0418124

Rose Foundation

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 Education 201 E. Colfax Ave., Room 500 Denver, CO 80203	84-0644739	Gov't Entity	300,000.	0.			Educator ID Project
Colorado Department of Health Care Policy and Financing - 1570 Grant St., - Denver, CO 80203	84-0644739	Gov't Entity	17,500.	0.			Colo. Household Survey
Colorado Department of Human Services - 1575 Sherman St., 10th floor - Denver, CO 80203	84-0644739	Gov't Entity	250,000.	0.			Senior Source
Colorado Forum 511 16th St., Ste 210 Denver, CO 80202-4227	26-3953082		9,534.	0.			Membership Dues
Colorado Gerontological Society 3006 E Colfax Denver, CO 80206	74-2139782	501(c)(3)	10,000.	0.			Medicare and Medicaid Outreach
Colorado League of Charter Schools 725 S. Broadway, Suite 7 Denver, CO 80209-4005	84-1288512	501(c)(3)	15,000.	0.			Building Charter School Quality Project
Colorado Legal Services 1905 Sherman St., Ste. 400 Denver, CO 80203	84-0402702	501(c)(3)	84,000.	0.			Collaborative ID Project
Colorado Nonprofit Association 455 Sherman Street, Suite 207 Denver, CO 80203-4494	84-0942908	501(c)(3)	60,055.	0.			gen. operating support

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

Schedule I-1 (Form 990) 2009

2009

Open to Public Inspection

**Continuation Sheet for Schedule I (Form 990)**  
**Attach to Form 990 to list additional information for Schedule I (Form 990), Part II or Part III.**

Name of the organization		Employer identification number					
Rose Foundation		84-0418124					
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 Nonprofit Development Center - 4130 Tejon, Suite A - Denver, CO 80211	84-1493585	501(c)(3)	5,250.	0.			General support & Nat'l Philanthropy Day sponsorship
Colorado UpLift 3914 King St. Denver, CO 80211-1932	84-0889330	501(c)(3)	10,000.	0.			Educational programs
Community Action Development Corporation - P.O. Box 471 - Boulder, CO 80306	84-0959900	501(c)(3)	10,000.	0.			Getting Ahead Program
Community Health Services 4675 E. 69th Avenue Commerce City, CO 80022	84-0799374	501(c)(3)	8,000.	0.			Health care services in the Denver Metro Area
Community Resource Center 444 Sherman Street, suite 102 Denver, CO 80203	84-0838406	501(c)(3)	25,000.	0.			Gen. operating support
Community Shares of Colorado 1536 Wynkoop St., #202 Denver, CO 80202-1183	74-2401941	501(c)(3)	15,100.	0.			Nonprofit Sustainability Program
Continuing Legal Education in Colorado - 1900 Grant Street, Ste. 300 - Denver, CO 80203	84-0616041	501(c)(3)	8,000.	0.			Senior Law Day Handbooks
Dental Aid 877 S. Boulder Rd. Louisville, CO 80027	84-0717588	501(c)(3)	41,000.	0.			Adult Assured Access Program & health care services

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

Schedule I-1 (Form 990) 2009

**SCHEDULE I-1**  
 (Form 990)  
 Department of the Treasury  
 Internal Revenue Service

**Continuation Sheet for Schedule I (Form 990)**  
 Attach to Form 990 to list additional information for  
 Schedule I (Form 990), Part II or Part III.

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

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 Area Council, Boy Scouts of America - 10455 W. 6th Avenue, Suite 100 - Lakewood, CO 80215	75-2396057	501(c)(3)	7,500.	0.			Reading Partners Prog. Literacy Initiative & gen. support
Denver Asset Building Coalition 670 Santa Fe Drive Denver, CO 80204	77-0646873	501(c)(3)	15,000.	0.			Gen. operating support
Denver Center for International Studies Foundation - P.O. Box 9044 - Denver, CO 80209	84-1229412	501(c)(3)	10,000.	0.			Support for the DCIS Community Relations Depart.
Denver Children's Advocacy Center 2149 Federal Blvd. Denver, CO 80211-4639	84-1155873	501(c)(3)	15,000.	0.			Denver Safe From the Start Program
Denver Health Foundation 655 Broadway, Suite 750 Denver, CO 80203	84-1085196	501(c)(3)	30,350.	0.			Health care services in the Denver Metro Area
Denver Indian Center 4407 Morrison Rd. Denver, CO 80219-2464	84-0922797	501(c)(3)	30,000.	0.			American Indian Early Childhood Educ. and Family Learning Ctr.
Denver Public Schools 900 Grant Street, Room 702 Denver, CO 80203	84-6001099	501(c)(3)	81,000.	0.			Denver Teacher Residency Program
DenverWorks 2828 N. Speer, Suite 201 Denver, CO 80211	84-1349649	501(c)(3)	10,000.	0.			Gen. operating support

2009

Open to Public Inspection

**Continuation Sheet for Schedule I (Form 990)**  
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**Schedule I (Form 990), Part II or Part III.**

Employer identification number

84-0418124

Name of the organization

Rose Foundation

**Part I 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
Doctors Care 191 E Orchard Rd, Ste 102NE Littleton, CO 80121	84-1150815	501(c)(3)	68,000.	0.			General operating support & health care services
Douglas County Senior Services 4400 Castleton Court Castle Rock, CO 80109	84-5000761	Gov't Entity	10,000.	0.			Neighbor Network Program
El Centro Humanitario 2260 California St. Denver, CO 80205	03-0412235	501(c)(3)	25,000.	0.			Gen. operating support
Escuela Tlatelolco Centro de Estudios - 2949 North Federal Boulevard - Denver, CO 80211	84-0746649	501(c)(3)	20,300.	0.			Montessori Dual Language ECE Program
Focus Points Family Resource Center - 3532 Franklin Street, Philipps Center Bldg. - Denver, CO 80205	84-1353944	501(c)(3)	40,000.	0.			Gen. operating support
Four Mile Family Resource Center P.O. Box 461249 Denver, CO 80246-1249	20-2471574	501(c)(3)	20,000.	0.			Parents As Teachers Program
Friends of the Haven P.O. Box 102375 Denver, CO 80250	20-5634004	501(c)(3)	20,000.	0.			Program support
Girls Incorporated of Metro Denver 1499 Julian Street Denver, CO 80204	74-2277668	501(c)(3)	30,100.	0.			Gen. operating support

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Schedule I-1 (Form 990) 2009

**SCHEDULE I-1**  
 (Form 990)  
 Department of the Treasury  
 Internal Revenue Service

**Continuation Sheet for Schedule I (Form 990)**  
 Attach to Form 990 to list additional information for  
 Schedule I (Form 990), Part II or Part III.

Name of the organization

Employer identification number  
 84-0418124

**Part I** 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
Gold Crown Foundation 150 South Harlan Street Lakewood, CO 80226	74-2422126	501(c)(3)	15,000.	0.			Gen. operating support
Grantmakers in Aging 7333 Paragon Road, Suite 220 Dayton, OH 45459	13-4014982	501(c)(3)	8,000.	0.			Membership Dues
Hazon 45 West 36th Street, 8th Floor New York, NY 10018	13-4087102	501(c)(3)	35,600.	0.			Denver site start-up, Boulder expansion
Herzl/RMHA at the Denver Campus 2450 S. Wabash Street Denver, CO 80231	84-0796514	501(c)(3)	99,675.	0.			Support strategic and marketing plans
Hillel of Colorado 2390 S. Race Street Denver, CO 80210-5149	52-1758791	501(c)(3)	56,500.	0.			general support & capacity building
Hope Center 3400 Elizabeth Street Denver, CO 80205-4244	84-0564484	501(c)(3)	40,000.	0.			Staff development and quality improvements
Howard Dental Center 1420 Ogden Street Denver, CO 80218	84-1312498	501(c)(3)	13,000.	0.			Support health care services & strategic planning
"I Have a Dream" Foundation of Boulder County - 2515 East Sterling Circle, Suite 200 - Boulder, CO 80301	84-1150542	501(c)(3)	10,000.	0.			Positive Futures Program

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

Continuation Sheet for Schedule I (Form 990)  
 Attach to Form 990 to list additional information for  
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Name of the organization: Rose Foundation Employer identification number: 84-0418124

Part I Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part I).							
(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
Inner City Health Center 3800 York Street Denver, CO 80205	74-2426085	501(c)(3)	101,055.	0.			General operating support & health care services
Intercambio de Comunidades 1402 W. 38th Ave. Denver, CO 80211	26-1838782	501(c)(3)	10,000.	0.			Gen. operating support
Jeffco Public Schools 1829 Denver West Drive Golden, CO 80401-0001	84-6002817	501(c)(3)	160,684.	0.			Prof. comp. reform & HIPPY Program
Jefferson Center for Mental Health 70 Executive Center, 4851 Independence St - Wheat Ridge, CO 80033	84-0474717	501(c)(3)	42,000.	0.			Indigent mental health care services
Jefferson County Department of Human Services, Aging & Adult Svcs - 900 Jefferson County Parkway - Golden, CO 80401	84-6000774	Gov't Entity	97,000.	0.			Jeffco Plan for Aging Well Initiative
Jewish Family Service of Colorado 3201 S. Tamarac Dr., Ste 200 Denver, CO 80231	84-0402701	501(c)(3)	103,360.	0.			Senior Solutions Department & general support
Jewish Mosaic: The Nat'l Center for Sexual & Gender Diversity - 330 7th Ave., Ste 1902 - New York, NY 10001-5254	52-1332694	501(c)(3)	30,000.	0.			LGBT Jewish Inclusion & Outreach Project
Jewish Genealogical Society of Colorado - 2058 Tundra Circle - Erie, CO 80516	84-1425538	501(c)(3)	10,000.	0.			Outreach program, new website and advertising

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990. Schedule I-1 (Form 990) 2009



**SCHEDULE I-1**  
**(Form 990)**  
Department of the Treasury  
Internal Revenue Service

**Continuation Sheet for Schedule I (Form 990)**  
▶ Attach to Form 990 to list additional information for  
Schedule I (Form 990), Part II or Part III.

OMB No. 1545-0047  
**2009**  
Open to Public  
Inspection

Name of the organization

Rose Foundation

Employer identification number  
84-0418124

**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
Kabalah Experience P.O. Box 460457 Denver, CO 80246	20-3226087	501(c)(3)	72,480.	0.			Capacity Building: Implementing the Strategic Plan
Kids in Need of Dentistry 2465 S. Downing St., Ste 207 Denver, CO 80210-5822	84-6038681	501(c)(3)	6,025.	0.			Health care services in the Denver Metro Area
Latina Initiative 1536 Wynkoop St., Ste 4B Denver, CO 80202	20-3097667	501(c)(3)	10,475.	0.			Gen. operating support
Life Quality Institute 501 S Cherry St Ste 700 Denver, CO 80246	26-2347056	501(c)(3)	100,000.	0.			Palliative care resources, education, & training
City of Littleton 6014 S. Datura Street Littleton, CO 80120	84-6000688	Gov't Entity	10,000.	0.			Littleton Immigrant Integration Initiative
Longmont Meals on Wheels 910 Longs Peak Ave. Longmont, CO 80501-4457	84-0590979	501(c)(3)	35,000.	0.			Gen. operating support
Lowry Family Center 4800 Oakland St., Unit 3 Denver, CO 80239	84-1493585	501(c)(3)	20,000.	0.			Gen. operating support
Lutheran Family Services of Colorado - 363 South Harlan Street, Suite 200 - Denver, CO 80226-3552	84-0775550	501(c)(3)	15,000.	0.			Care Management Solution Program

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Schedule I-1 (Form 990) 2009

**SCHEDULE I-1**  
 (Form 990)  
 Department of the Treasury  
 Internal Revenue Service

**Continuation Sheet for Schedule I (Form 990)**  
 Attach to Form 990 to list additional information for  
 Schedule I (Form 990), Part II or Part III.

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

Part I Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part I.)										
(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			
MDS Counseling Center 1355 S. Colorado Blvd., Suite C-10 Denver, CO 80222-3310	84-1182130	501(c)(3)	28,000.	0.			General operating support & health care services			
Meals on Wheels of Boulder 909 Arapahoe Avenue #121 Boulder, CO 80302	84-0594180	501(c)(3)	35,000.	0.			Gen. operating support			
Mental Health America of Colorado 1385 S. Colorado Blvd., Suite 610 Denver, CO 80222	84-0446365	501(c)(3)	161,964.	0.			Metro Crisis Services/Triage Project general support			
Mercy Housing 1999 Broadway, Suite 1000 Denver, CO 80202	20-1583332	501(c)(3)	25,000.	0.			Resident Service Program at Affordable Housing Properties			
Metro Community Provider Network 3701 S. Broadway Englewood, CO 80110	74-2477108	501(c)(3)	107,175.	0.			Gen. operating support & health care services			
Metropolitan Organizations for People - 1980 Dahlia Street - Denver, CO 80220	84-0753677	501(c)(3)	30,000.	0.			Higher Education Access Alliance			
Metropolitan State College of Denver Foundation - Campus Box 14, P.O. Box 173362 - Denver, CO 80217-3362	84-0576459	501(c)(3)	39,051.	0.			Tools of the Minds Prog. & Family Literacy Prog.			
Mi Casa Resource Center 360 Acoma Street Denver, CO 80223	84-0867773	501(c)(3)	45,200.	0.			Small Business Develop. Proj. & after school programs			

Continuation Sheet for Schedule I (Form 990)  
 Attach to Form 990 to list additional information for  
 Schedule I (Form 990), Part II or Part III.

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

(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
Mile High Montessori Early Learning Centers - 1780 Marion Street - Denver, CO 80218	84-0617972	501(c)(3)	50,402.	0.			Montessori Training Program
Mile High United Way 2505 18th St. Denver, CO 80211	84-0404235	501(c)(3)	100,200.	0.			Denver's Road Home Program
Minds Matter of Denver PO Box 48162 Denver, CO 80204	13-3688434	501(c)(3)	7,500.	0.			Gen. operating support
Mizel Museum 400 S. Kearney St. Denver, CO 80224	84-1158943	501(c)(3)	16,000.	0.			Support strategic plan & general support
Moishe House 1330 Broadway, Suite 801 Oakland, CA 94612	26-3599786	501(c)(3)	28,250.	0.			Creation of a Moishe House in Denver
Mount Saint Vincent 4159 Lowell Blvd. Denver, CO 80211	84-0405260	501(c)(3)	5,000.	0.			Preschool programs
Moving Traditions 115 West Avenue, Suite 102 Jenkintown, PA 19046	34-2015014	501(c)(3)	10,000.	0.			Support Rosh Hodesh-It's a Girl Thing
NARAL Pro-Choice Colorado Foundation - 1905 Sherman St., Ste 800 - Denver, CO 80203	84-6050191	501(c)(3)	25,000.	0.			Social marketing education campaign

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990. **Schedule I-1 (Form 990) 2009**

**SCHEDULE I-1**  
 (Form 990)  
 Department of the Treasury  
 Internal Revenue Service

**Continuation Sheet for Schedule I (Form 990)**  
 Attach to Form 990 to list additional information for  
 Schedule I (Form 990), Part II or Part III.

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

(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
NCSL Foundation for State Legislatures - 7700 East First Place - Denver, CO 80230-7143	84-0772595	501(c)(3)	50,000.	0.			Containing Health Costs and Improving Efficiency
National Multiple Sclerosis Society, CO Chapter - 900 S. Broadway, Suite 250 - Denver, CO 80209	84-0412595	501(c)(3)	10,250.	0.			Chronic Care Collaborative
Office of the Governor, State of Colorado - 136 State Capitol - Denver, CO 80203	84-0644739	Gov't Entity	71,250.	0.			Support for Sr. Health Policy Analyst
OpenWorld Learning 360 Acoma Street, Ste. 102 Denver, CO 80223	84-1538872	501(c)(3)	30,000.	0.			Gen. operating support
Padres Unidos 3025 W. 37th Ave., Ste 206 Denver, CO 80211-2785	84-1426652	501(c)(3)	20,000.	0.			Gen. operating support
Parent Pathways 55 South Zuni Street Denver, CO 80223	84-0429686	501(c)(3)	90,000.	0.			Early Learning Center & Young Fathers Program
Parenting Place 1235-A Pine Street Boulder, CO 80302	84-0978808	501(c)(3)	20,000.	0.			Family Strengthening Program
Planned Parenthood of the Rocky Mountains - 7155 E. 38th Ave. - Denver, CO 80207	84-0404253	501(c)(3)	18,000.	0.			Health care services in the Denver Metro Area

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**Schedule I-1 (Form 990) 2009**

2009

Open to Public Inspection

**Continuation Sheet for Schedule I (Form 990)**  
**Attach to Form 990 to list additional information for Schedule I (Form 990), Part II or Part III.**

Name of the organization

Employer identification number

Rose Foundation

84-0418124

**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
Project Angel Heart 4190 Garfield, Unit 5 Denver, CO 80216	84-1199481	501(c)(3)	36,000.	0.			Program support
Project WISE 3401 W. 29th Avenue Denver, CO 80211-3611	84-1325938	501(c)(3)	20,000.	0.			Gen. operating support
Public Education & Business Coalition - 1244 Grant Street - Denver, CO 80203	74-2357262	501(c)(3)	40,100.	0.			Gen. operating support
Public Interest Projects 45 West 36th Street, 6th Floor New York, NY 10018	18-3191118	501(c)(3)	40,190.	0.			Prog. Support (Communities for Public Education Reform)
Qualistar Early Learning 3607 Martin Luther King Blvd. Denver, CO 80205	84-0685056	501(c)(3)	101,666.	0.			Gen. operating support
Reach Out and Read Colorado 4380 S. Syracuse St.; Ste. 520 Denver, CO 80237	86-1172160	501(c)(3)	15,100.	0.			Gen. operating support
U. of Colorado at Denver, School of Psychiatry - P.O. Box 238 - Denver, CO 80291-0238	84-6000555	Gov't Entity	55,396.	0.			Refugee Mental Health Program
Regis University 3333 Regis Boulevard, Mail Code B- Denver, CO 80221-1099	84-0402707	501(c)(3)	5,150.	0.			Support Porter-Billups Leadership Academy

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Schedule I-1 (Form 990) 2009

Name of the organization		Employer identification number					
Rose Foundation		84-0418124					
(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
Robert E. Loup Jewish Community Center - 350 S. Dahlia St. - Denver, CO 80245	84-0404245	501(c)(3)	578,410.	0.			Youth programs
Rocky Mountain Housing Development Corporation - P.O. Box 9189 - Denver, CO 80209	84-1335158	501(c)(3)	7,500.	0.			After school programs
Rocky Mountain Parents as Teachers 3800 S. Pierce St. Denver, CO 80235	84-1118576	501(c)(3)	12,000.	0.			Gen. operating support
Rose Community Foundation 600 S. Cherry Street, Suite 1200 Denver, CO 80246	84-0920862	501(c)(3)	1,574,879.	0.			Boomers Leading Chg. in Health & MazerPot Initiatives
Salud Family Health Centers 203 S. Rollie Ave. Fort Lupton, CO 80621	84-0613540	501(c)(3)	17,000.	0.			Health care services in the Denver Metro Area
Save Our Youth 3443 W. 23rd Avenue Denver, CO 80211	84-1295393	501(c)(3)	5,000.	0.			2009 Summer Academies
Second Wind Fund of Metro Denver 12567 W. Ceder Dr. #102 Lakewood, CO 80228	26-3899845	501(c)(3)	6,000.	0.			Suicide counseling services
Senior Support Services 846 E. 18th Ave. Denver, CO 80218	84-0801612	501(c)(3)	25,000.	0.			Gen. operating support

**SCHEDULE I-1**  
(Form 990)  
Department of the Treasury  
Internal Revenue Service

**Continuation Sheet for Schedule I (Form 990)**  
▶ Attach to Form 990 to list additional information for  
Schedule I (Form 990), Part II or Part III.

OMB No. 1545-0047  
**2009**  
Open to Public  
Inspection

Name of the organization

Rose Foundation

Employer identification number

84-0418124

**Part I** 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
Seniors' Resource Center 3227 Chase St. Denver, CO 80212	84-0877538	501(c)(3)	80,000.	0.			Elderly Services Program
Sewall Child Development Center 1360 Vine St. Denver, CO 80206	84-0413241	501(c)(3)	25,480.	0.			Staff Education and Training Program
South Metro Health Alliance 6014 S. Datura Street Littleton, CO 80120	43-2007393	501(c)(3)	15,000.	0.			Planning, development & establishment of Health Alliance
Special Transit 4880 Pearl St Boulder, CO 80301-2454	84-0777296	501(c)(3)	110,000.	0.			Program support
St. Anthony Health Foundation 4231 W. 16th Avenue Denver, CO 80204	84-0902211	501(c)(3)	90,000.	0.			Health Passport Links Programs
Stepping Stones 5840 E. Evans Avenue Denver, CO 80222	84-1159555	501(c)(3)	21,450.	0.			Program Support and Capacity Building
Storahtelling 344 E 14th St New York, NY 10003	51-0444205	501(c)(3)	45,000.	0.			Mile High Mavens
Stride 5400 W. Cedar Avenue Lakewood, CO 80226	84-1158946	501(c)(3)	20,000.	0.			Family Self-Sufficiency Program

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

Schedule I-1 (Form 990) 2009

2009

Open to Public  
Inspection

**Continuation Sheet for Schedule I (Form 990)**  
**Attach to Form 990 to list additional information for**  
**Schedule I (Form 990), Part II or Part III.**

Name of the organization

Employer identification number

Rose Foundation

84-0418124

**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 Acorn School for Early Childhood Development - 2580 Iris Ave. - Boulder, CO 80304	84-1150507	501(c)(3)	20,000.	0.			Parent educ. programs; prof. dev. training; Qualistar Quality Imp Plan
The Bell Policy Center 1905 Sherman Street, Suite 900 Denver, CO 80203	84-1550841	501(c)(3)	150,565.	0.			Gen. operating support
University of Denver 2148 South High Street, Craig Hall Denver, CO 80208	84-0404231	501(c)(3)	30,500.	0.			The Bridge Project after school program
The Center for African American Health - 3601 Martin Luther King Blvd. - Denver, CO 80205	84-1477546	501(c)(3)	80,300.	0.			Gen. operating support
The Children's Hospital Foundation 13123 E. 16th Avenue, Box 045 Aurora, CO 80045	84-0813462	501(c)(3)	22,200.	0.			Gen. operating support & health care services
The Conflict Center. 4140 Tejon Street Denver, CO 80211-1813	84-1080552	501(c)(3)	10,000.	0.			Year Three of the School Program at Manual High School
The Denver Center for Crime Victims - P.O. Box 18975 - Denver, CO 80218	74-2458153	501(c)(3)	10,000.	0.			Elder/Disability Program
The Family Learning Center 3164 34th St. Boulder, CO 80301-2166	74-2240341	501(c)(3)	40,000.	0.			Comprehensive literacy-based programs

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

Schedule I-1 (Form 990) 2009



Continuation Sheet for Schedule I (Form 990)  
 Attach to Form 990 to list additional information for  
 Schedule I (Form 990), Part II or Part III.

**SCHEDULE I-1**  
 (Form 990)  
 Department of the Treasury  
 Internal Revenue Service

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

Part I 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 Mental Health Center Serving Boulder and Broomfield Counties - 1333 Iris Avenue - Boulder, CO 80304-2296	84-0520493	501(c)(3)	17,000.	0.			Health care services in the Denver Metro Area		
The New Teacher Project 186 Joralemon St., Suite 300 Brooklyn, NY 11201	13-3850158	501(c)(3)	70,000.	0.			Support partnership with CO Depart. of Education		
The Partnership for Families & Children - 450 Lincoln Street, Suite 100 - Denver, CO 80203	84-1173226	501(c)(3)	5,000.	0.			Expanded Learning Opportunity Task Force		
The Rise School of Denver 4949 E. Eastman Ave. Denver, CO 80222	46-0483435	501(c)(3)	35,000.	0.			Implementation of Creative Curriculum		
The Rocky Mountain Youth Clinics 1601 E. 19th Ave., Ste 6300 Denver, CO 80218	84-1321485	501(c)(3)	11,000.	0.			Health care services in the Denver Metro Area		
The Senior Hub 2360 W. 90th Ave. Federal Heights, CO 80260-6700	74-2412032	501(c)(3)	60,000.	0.			Gen. operating support		
The Tiny Tim Center 611 Korte Parkway Longmont, CO 80501-6088	84-0523717	501(c)(3)	25,000.	0.			Staff development and playground equipment		
The Women's Foundation of Colorado 1901 E. Asbury Ave. Denver, CO 80208	84-1039305	501(c)(3)	7,425.	0.			Gen. operating support		

**SCHEDULE I-1**  
 (Form 990)  
 Department of the Treasury  
 Internal Revenue Service

**Continuation Sheet for Schedule I (Form 990)**  
 Attach to Form 990 to list additional information for  
 Schedule I (Form 990), Part II or Part III.

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

(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
UCP Colorado 801 Yosemite St Denver, CO 80230-6087	84-0420225	501(c)(3)	20,000.	0.			Creative Options for Early Education Program
University of Colorado Foundation 4740 Walnut St., P.O. Box 57 Boulder, CO 80301	84-6049811	501(c)(3)	24,500.	0.			Support Movers: Jewish Mavericks, Visionaries and Rebels
University of Northern Colorado Foundation - Judi Farr Alumni Center, Campus Box 20 - Greeley, CO 80639	84-6044833	501(c)(3)	7,500.	0.			Center for Urban Education-Summer Reading Camp
Vietnamese Elderly Association of Colorado - 615 S. Federal Blvd., Ste 103 - Denver, CO 80219	84-0941280	501(c)(3)	10,000.	0.			Elderly Services Program
Warren Village 1323 Gilpin St Denver, CO 80218-2552	84-0644270	501(c)(3)	51,000.	0.			Gen. operating support
Yondorf & Associates 2211 Clermont Street Denver, CO 80207	57-9647003		18,750.	0.			Consulting Services (Ctr for Improving Value in Health Care)
YWCA of Boulder County 2222 14th Street Boulder, CO 80302-4874	84-0500276	501(c)(3)	40,000.	0.			Children's Alley program

**SCHEDULE J  
(Form 990)**

**Compensation Information**

OMB No. 1545-0047

**2009**

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

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 23.

▶ Attach to Form 990. ▶ See separate instructions.

Department of the Treasury  
Internal Revenue Service

Open to Public Inspection

Name of the organization

Rose Foundation

Employer identification number

84-0418124

**Part I Questions Regarding Compensation**

**1a** 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.

- |  |  |
|--|--|
| <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) |

**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

**2** Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?

**3** Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director. Check all that apply.

- |  |   |
|--|---|
| <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 |

**4** 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:

- a** Receive a severance payment or change-of-control payment? **4a**  **x**
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan? **4b**  **x**
- c** Participate in, or receive payment from, an equity-based compensation arrangement? **4c**  **x**
- If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

**Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.**

**5** 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:

- a** The organization? **5a**  **x**
- b** Any related organization? **5b**  **x**
- If "Yes" to line 5a or 5b, describe in Part III.

**6** 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:

- a** The organization? **6a**  **x**
- b** Any related organization? **6b**  **x**
- If "Yes" to line 6a or 6b, describe in Part III.

**7** 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 **7**  **x**

**8** 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 Regs. section 53.4958-4(a)(3)? If "Yes," describe in Part III **8**  **x**

**9** If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)? **9**

	Yes	No
1a		
1b		
2		
3		
4a		<b>x</b>
4b		<b>x</b>
4c		<b>x</b>
5a		<b>x</b>
5b		<b>x</b>
6a		<b>x</b>
6b		<b>x</b>
7		<b>x</b>
8		<b>x</b>
9		

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

Schedule J (Form 990) 2009

**Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees.** Use Schedule J-1 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) must equal the applicable column (D) or column (E) amounts on Form 990, Part VII, line 1a.

(A) Name	(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 in prior Form 990 or Form 990-EZ
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
	(i)	198,445.	0.	3,674.	5,930.	208,049.	0.
Sheila Bugdanowitz	(ii)	71,622.	0.	1,326.	2,140.	75,088.	0.
	(i)	96,967.	0.	6,706.	7,554.	111,227.	0.
Anne Garcia	(ii)	34,997.	0.	2,420.	2,726.	40,143.	0.
	(i)						
	(ii)						
	(i)						
	(ii)						
	(i)						
	(ii)						
	(i)						
	(ii)						
	(i)						
	(ii)						
	(i)						
	(ii)						
	(i)						
	(ii)						
	(i)						
	(ii)						
	(i)						
	(ii)						
	(i)						
	(ii)						

**SCHEDULE O**  
**(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Supplemental Information to Form 990**

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

▶ Attach to Form 990.

OMB No. 1545-0047

**2009**

Open to Public  
Inspection

Name of the organization

Rose Foundation

Employer identification number

84-0418124

Form 990, Part III, Line 1, Description of Organization Mission:

to earn and sustain that trust by consistent and disciplined adherence

to our mission.

Form 990, Part VI, Section A, line 2: Sheila Bugdanowitz, President &

CEO; Anne Garcia, Treasurer, CFO & COO; and Phil Nash, VP for

Communications 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 reelects, 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

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

**SCHEDULE O**  
(Form 990)

Department of the Treasury  
Internal Revenue Service

**Supplemental Information to Form 990**

Complete to provide information for responses to specific questions on  
Form 990 or to provide any additional information.  
▶ Attach to Form 990.

OMB No. 1545-0047

**2009**

Open to Public  
Inspection

Name of the organization

Rose Foundation

Employer identification number

84-0418124

or substantially all, of 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.

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

**SCHEDULE O**  
**(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Supplemental Information to Form 990**

Complete to provide information for responses to specific questions on  
Form 990 or to provide any additional information.  
▶ Attach to Form 990.

OMB No. 1545-0047

**2009**

Open to Public  
Inspection

Name of the organization

Rose Foundation

Employer identification number

84-0418124

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 Phillip Nash spend an average of 7  
hours per week working with the related organization.

Form 990, Part XI, 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

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

932211  
02-03-10

Schedule O (Form 990) 2009

**SCHEDULE O**  
**(Form 990)**

Department of the Treasury  
Internal Revenue Service

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accountant. This process has not changed 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 2009, 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.



Name of the organization  
 Rose Foundation

Employer identification number  
 84-0418124

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

(a) Name, address, and EIN 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 - 84-0418124 600 S. Cherry Street, Suite 1200 Denver, CO 80246	Real Estate Lending funds to facilitate the acquisition of transit oriented properties	Colorado	17,325.	1,815,731. N/A	
Rose Foundation TOD, LLC - 27-1358730 600 S. Cherry Street, Suite 1200 Denver, CO 80246		Colorado	0.	0. N/A	

**Part II Identification of Related Tax-Exempt Organizations** (Complete if the organization answered "Yes" to 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
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 N/A	
Rose Community Foundation - 84-0920862 600 S. Cherry Street, Suite 1200 Denver, CO 80246	Grantmaking	Colorado	501(c)(3)	Line 7 N/A	

**Part III** Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?
							Yes	No		

**Part IV** Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
Rose Biomedical Development Corporation - 84-1341936 600 S. Cherry Street, Suite 1200 Denver CO 80246	Medical technology research & development	CO	Rose Biomedical Research	C CORP	0.	0.	.00%

**Part V Transactions With Related Organizations** (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35, 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
a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity		X
b Gift, grant, or capital contribution to other organization(s)	X	
c Gift, grant, or capital contribution from other organization(s)		X
d Loans or loan guarantees to or for other organization(s)		X
e Loans or loan guarantees by other organization(s)		X
f Sale of assets to other organization(s)		X
g Purchase of assets from other organization(s)		X
h Exchange of assets		X
i Lease of facilities, equipment, or other assets to other organization(s)		X
j Lease of facilities, equipment, or other assets from other organization(s)		X
k Performance of services or membership or fundraising solicitations for other organization(s)		X
l Performance of services or membership or fundraising solicitations by other organization(s)		X
m Sharing of facilities, equipment, mailing lists, or other assets	X	
n Sharing of paid employees	X	
o Reimbursement paid to other organization for expenses		X
p Reimbursement paid by other organization for expenses		X
q Other transfer of cash or property to other organization(s)		X
r Other transfer of cash or property from other 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 other organization(s)	(b) Transaction type (a-r)	(c) Amount involved
(1)			
(2)			
(3)			
(4)			
(5)			
(6)			

**Part VI Unrelated Organizations Taxable as a Partnership** (Complete if the organization answered "Yes" to Form 990, Part IV, line 37.)

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Are all partners section 501(c)(3) organizations?		(e) Share of end-of- year assets	(f) Dispropor- tionate allocations?		(g) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(h) General or managing partner?	
			Yes	No		Yes	No		Yes	No