

Return of Organization Exempt From Income Tax

OMB No. 1545-0047

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

2012

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 2012 calendar year, or tax year beginning 2012, and ending 20

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

C Name of organization Rose Community Foundation
 Doing Business As _____
 Number and street (or P.O. box if mail is not delivered to street address) Room/suite
600 South Cherry Street 1200
 City, town or post office, state, and ZIP code
Denver, CO 80246

D Employer identification number
84-0920862

E Telephone number
303-398-7400

G Gross receipts \$ 12,277,374

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)

I Tax-exempt status: 501(c)(3) 501(c) () ◀ (insert no.) 4947(a)(1) or 627

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

1 Briefly describe the organization's mission or most significant activities: <u>Rose Community Foundation and its principal supporting organization, Rose Foundation, operate with complementary purposes: to sustain the health and well-being of the seven-county Greater Denver community through grantmaking programs, and to expand private philanthropy by offering services to charitable donors.</u>	
2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.	
Activities & Governance	3 Number of voting members of the governing body (Part VI, line 1a) <u>3</u> <u>17</u>
	4 Number of independent voting members of the governing body (Part VI, line 1b) <u>4</u> <u>17</u>
	5 Total number of individuals employed in calendar year 2012 (Part V, line 2a) <u>5</u> <u>33</u>
	6 Total number of volunteers (estimate if necessary) <u>6</u> <u>105</u>
	7a Total unrelated business revenue from Part VIII, column (C), line 12 <u>7a</u> <u>0</u>
b Net unrelated business taxable income from Form 990-T, line 34 <u>7b</u> <u>0</u>	
Revenue	8 Contributions and grants (Part VIII, line 1h) <u>4,576,934</u> <u>10,786,559</u>
	9 Program service revenue (Part VIII, line 2g) <u>275,016</u> <u>289,097</u>
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d) <u>850,572</u> <u>897,553</u>
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) <u>149,340</u> <u>126,538</u>
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12) <u>5,851,862</u> <u>12,099,747</u>
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1–3) <u>6,708,339</u> <u>7,054,256</u>
	14 Benefits paid to or for members (Part IX, column (A), line 4) <u>0</u> <u>0</u>
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10) <u>1,169,590</u> <u>1,190,761</u>
	16a Professional fundraising fees (Part IX, column (A), line 11e) <u>0</u> <u>0</u>
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ <u>734,043</u>
	17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e) <u>1,101,343</u> <u>1,104,519</u>
18 Total expenses. Add lines 13–17 (must equal Part IX, column (A), line 25) <u>8,979,272</u> <u>9,349,536</u>	
19 Revenue less expenses. Subtract line 18 from line 12 <u><3,127,410></u> <u>2,750,211</u>	
Net Assets or Fund Balances	20 Total assets (Part X, line 16) <u>59,107,481</u> <u>66,132,005</u>
	21 Total liabilities (Part X, line 26) <u>33,802,826</u> <u>34,811,416</u>
	22 Net assets or fund balances. Subtract line 21 from line 20 <u>25,304,655</u> <u>31,320,589</u>

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature of officer: Anne M. Garcia Date: 11/12/13

Type or print name and title: ANNE M. GARCIA, CFO and COO

Paid Preparer Use Only

Print/Type preparer's name: Suzanne K. Engle Preparer's signature: Suzanne K Engle Date: 11/11/13 Check If self-employed PTIN: P01375409

Firm's name: Kundinger, Corder & Engle P.C. Firm's EIN: _____

Firm's address: 475 Lincoln Street, Suite 200, Denver, CO 80203 Phone no.: (303) 534-5953

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



Department of the Treasury
Internal Revenue Service
Ogden UT 84201

For assistance, call:
1-877-829-5500
FAX 801-620-5670

Notice Number: CP211A
Date: September 16, 2013

032098.222501.0119.003 1 AT 0.384 373



Taxpayer Identification Number:
84-0920862
Tax Form: 990
Tax Period: December 31, 2012

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



32098

APPLICATION FOR EXTENSION OF TIME TO FILE AN EXEMPT ORGANIZATION RETURN - APPROVED

We received and approved your Form 8868, Application for Extension of Time to File an Exempt Organization Return, for the return (form) and tax period identified above. Your extended due date to file your return is **November 15, 2013**.

When it's time to file your Form 990, 990-EZ, 990-PF or 1120-POL, you should consider filing electronically. Electronic filing is the fastest, easiest and most accurate way to file your return. For more information, visit the Charities and Nonprofit web at www.irs.gov/eo. This site will provide information about:

- The type of returns that can be filed electronically,
- approved e-File providers, and
- if you are required to file electronically.

If you have any questions, please call us at the number shown above, or you may write us at the address shown at the top of this letter.

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization or other filer, see instructions. <u>Rose Community Foundation</u>	Employer identification number (EIN) or <u>84-0920862</u>
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. <u>600 South Cherry Street, No. 1200</u>	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <u>Denver, CO 80246</u>	

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

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

Anne Garcia

- The books are in the care of ▶ 600 South Cherry Street, No. 1200 - Denver, CO 80246
 Telephone No. ▶ 303-398-7400 FAX No. ▶ 303-398-7430
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until August 15, 2013, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
 ▶ calendar year 2012 or
 ▶ tax year beginning _____, and ending _____

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	0.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	0.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

• If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II and check this box

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an Automatic 3-Month Extension, complete only Part I (on page 1).

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

Enter filer's identifying number, see instructions

Form with fields for Name of exempt organization (Rose Community Foundation), Employer identification number (EIN) (84-0920862), and Social security number (SSN).

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

Table with 4 columns: Application Is For, Return Code, Application Is For, Return Code. Lists various forms like Form 990-EZ, Form 990-BL, Form 4720, etc.

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

Anne Garcia

- The books are in the care of 600 South Cherry Street, No. 1200 - Denver, CO 80246. Telephone No. 303-398-7400 FAX No. 303-398-7430. If the organization does not have an office or place of business in the United States, check this box. If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN).

7 I request an additional 3-month extension of time until November 15, 2013. For calendar year 2012, or other tax year beginning, and ending. If the tax year entered in line 5 is for less than 12 months, check reason: Initial return, Final return, Change in accounting period. State in detail why you need the extension. Additional time is needed to gather the information necessary to file a complete and accurate return.

Table with 3 columns: Description, 8a, 8b, 8c. Rows for tentative tax, refundable credits, and balance due.

Signature and Verification must be completed for Part II only.

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

Signature Suzanne K Engle Title CPA Date 8/8/13

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III

1 Briefly describe the organization's mission:

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

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

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

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

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

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

4a (Code:) (Expenses \$ 8,023,689 including grants of \$ 7,054,256) (Revenue \$ 289,097)

Rose Community Foundation's key program achievements in 2012 were in three areas.

DONOR DEVELOPMENT: Donors and aligned funders contributed \$9,133,000 to the Foundation, nine new advised funds were established and eight new planned gifts were made.

FUND DISTRIBUTIONS: Donor's recommended grants totaled \$3,293,000 to a broad range of community interests.

ENDOWMENT SERVICES: The Foundation paid out \$2,100,000 to local nonprofit organizations who have established permanent endowments and designated funds at the Foundation.

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

Rose Foundation (EIN #84-0418124), a supporting organization of Rose Community Foundation, makes grants in five primary issue areas within the seven-county Denver community. A total of \$8,986,000 in unrestricted funds was awarded in 2012 as follows:

AGING- \$1,589,000 to support services for older adults, including transportation, direct services, and end-of-life care; CHILD & FAMILY DEVELOPMENT- \$1,590,000 to support early childhood development and education, family self-sufficiency and related public policy efforts; EDUCATION- \$1,286,000 to improve K-12 teacher quality and support systemic change aimed at closing education achievement gaps; HEALTH- \$1,893,000 to support access to care, cost-effectiveness in health care, health policy initiatives and primary prevention; JEWISH LIFE- \$2,628,000 to help strengthen connections between individuals and the Jewish community, promote Jewish growth and learning, strengthen organizations and develop leaders.

(For informational purposes only- activity is not included in the Rose Community 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 **▶** 8,023,689

Part IV Checklist of Required Schedules

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

Part IV Checklist of Required Schedules (continued)

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

Note. All Form 990 filers are required to complete Schedule O

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V

Main form area containing questions 1a through 14b with columns for 'Yes' and 'No' and various input fields.

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

Check if Schedule O contains a response to any question in this Part VI [X]

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include 1a (17), 1b (17), 2, 3, 4, 5, 6, 7a, 7b, 8a, 8b, 9.

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, 10b, 11a, 11b, 12a, 12b, 12c, 13, 14, 15a, 15b, 16a, 16b.

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed None
18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: Anne Garcia - 303-398-7400
600 South Cherry Street, No. 1200, Denver, CO 80246

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

Check if Schedule O contains a response to any question in this Part VII

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

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

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

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

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

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

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(18) Sheila Bugdanowitz President & CEO	16.00 24.00			X				111,301.	171,333.	25,880.
(19) Anne Garcia Treasurer, CFO & COO	16.00 24.00			X				56,482.	86,946.	17,926.
(20) Marjorie Gart Dir. of Philanthropic Svcs	16.00 24.00			X				29,622.	45,599.	0.
(21) Elsa Holguin Program Officer	0.00 40.00					X		0.	140,430.	16,982.
(22) Lisa Farber-Miller Program Officer	0.00 40.00					X		0.	118,778.	15,491.
1b Sub-total								197,405.	563,086.	76,279.
c Total from continuation sheets to Part VII, Section A								0.	0.	0.
d Total (add lines 1b and 1c)								197,405.	563,086.	76,279.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization 1

	Yes	No
3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>		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? <i>If "Yes," complete Schedule J for such individual</i>	X	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>		X

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
NONE		

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization 0

Part VIII Statement of Revenue

Check if Schedule O contains a response to any question in this Part VIII

				(A)	(B)	(C)	(D)	
				Total revenue	Related or exempt function revenue	Unrelated business revenue	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	9,347.				
	d	Related organizations	1d	1,487,350.				
	e	Government grants (contributions)	1e					
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	9,289,862.				
	g	Noncash contributions included in lines 1a-1f: \$						
	h	Total. Add lines 1a-1f		10,786,559.				
Program Service Revenue	2 a	Administrative fees	Business Code	561000	289,097.	289,097.		
	b							
	c							
	d							
	e							
	f	All other program service revenue						
	g	Total. Add lines 2a-2f			289,097.			
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)			381,108.		381,108.	
	4	Income from investment of tax-exempt bond proceeds						
	5	Royalties						
	6 a	Gross rents	(i) Real	(ii) Personal				
		b	Less: rental expenses					
		c	Rental income or (loss)					
		d	Net rental income or (loss)					
	7 a	Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other	516,445.			
		b	Less: cost or other basis and sales expenses		0.			
		c	Gain or (loss)		516,445.			
		d	Net gain or (loss)			516,445.		516,445.
	8 a	Gross income from fundraising events (not including \$ 9,347. of contributions reported on line 1c). See Part IV, line 18	a		4,628.			
		b	Less: direct expenses	b	4,628.			
		c	Net income or (loss) from fundraising events			0.		
	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		299,537.				
	b	Less: cost of goods sold	b	172,999.				
	c	Net income or (loss) from sales of inventory			126,538.		126,538.	
Miscellaneous Revenue		Business Code						
11 a								
b								
c								
d	All other revenue							
e	Total. Add lines 11a-11d							
12	Total revenue. See instructions.				12,099,747.	289,097.	0. 1,024,091.	

Part IX Statement of Functional Expenses

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

Check if Schedule O contains a response to any question in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	7,029,713.	7,029,713.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22	24,543.	24,543.		
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	214,656.	12,343.	64,976.	137,337.
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	793,441.	311,906.	154,653.	326,882.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	36,151.	11,320.	7,975.	16,856.
9 Other employee benefits	84,875.	26,534.	18,737.	39,604.
10 Payroll taxes	61,638.	18,367.	13,897.	29,374.
11 Fees for services (non-employees):				
a Management				
b Legal	10,047.		10,047.	
c Accounting				
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees	42,855.		42,855.	
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	89,946.	20,816.	45,045.	24,085.
12 Advertising and promotion				
13 Office expenses	59,865.	2,849.	25,321.	31,695.
14 Information technology				
15 Royalties				
16 Occupancy	104,712.	6,021.	31,696.	66,995.
17 Travel	35,807.	2,130.	10,817.	22,860.
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	3,245.		3,245.	
23 Insurance	14,058.	808.	4,256.	8,994.
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a Other Pgm. Initiatives	551,220.	551,220.		
b Administrative Fees	127,313.		127,313.	
c Communications	65,451.	5,119.	30,971.	29,361.
d				
e All other expenses				
25 Total functional expenses. Add lines 1 through 24e	9,349,536.	8,023,689.	591,804.	734,043.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

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

Part X Balance Sheet

Check if Schedule O contains a response to any question in this Part X

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	4,323,478.	1	4,813,219.
	2 Savings and temporary cash investments		2	
	3 Pledges and grants receivable, net	1,126,876.	3	2,362,230.
	4 Accounts receivable, net	419,627.	4	386,416.
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use	34,382.	8	30,290.
	9 Prepaid expenses and deferred charges	48,502.	9	52,029.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 446,536.		
	b Less: accumulated depreciation	10b 394,988.		
	11 Investments - publicly traded securities		11	
	12 Investments - other securities. See Part IV, line 11	52,406,166.	12	57,705,017.
	13 Investments - program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11	696,231.	15	731,256.
16 Total assets. Add lines 1 through 15 (must equal line 34)	59,107,481.	16	66,132,005.	
Liabilities	17 Accounts payable and accrued expenses	1,166,239.	17	1,062,828.
	18 Grants payable	841,961.	18	837,892.
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	31,794,626.	25	32,910,696.
	26 Total liabilities. Add lines 17 through 25	33,802,826.	26	34,811,416.
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	20,279,112.	27	24,979,129.
	28 Temporarily restricted net assets	4,735,323.	28	6,051,240.
	29 Permanently restricted net assets	290,220.	29	290,220.
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
33 Total net assets or fund balances	25,304,655.	33	31,320,589.	
34 Total liabilities and net assets/fund balances	59,107,481.	34	66,132,005.	

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	12,099,747.
2	Total expenses (must equal Part IX, column (A), line 25)	2	9,349,536.
3	Revenue less expenses. Subtract line 2 from line 1	3	2,750,211.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	25,304,655.
5	Net unrealized gains (losses) on investments	5	1,320,513.
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	1,945,210.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	31,320,589.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII

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

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No. 1545-0047

2012

Open to Public Inspection

Name of the organization: Rose Community Foundation Employer identification number: 84-0920862

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

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

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

	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?	11g(i)	
(ii) A family member of a person described in (i) above?	11g(ii)	
(iii) A 35% controlled entity of a person described in (i) or (ii) above?	11g(iii)	
- h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of monetary support
			Yes	No	Yes	No	Yes	No	
Total									

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ. Schedule A (Form 990 or 990-EZ) 2012

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	14,676,087.	4,869,385.	3,837,627.	4,576,934.	10,786,559.	38,746,592.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge ...						
4 Total. Add lines 1 through 3	14,676,087.	4,869,385.	3,837,627.	4,576,934.	10,786,559.	38,746,592.
5 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)						8,529,834.
6 Public support. Subtract line 5 from line 4.						30,216,758.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4	14,676,087.	4,869,385.	3,837,627.	4,576,934.	10,786,559.	38,746,592.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources ...	159,585.	223,437.	399,593.	563,067.	381,108.	1,726,790.
9 Net income from unrelated business activities, whether or not the business is regularly carried on ...						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 Total support. Add lines 7 through 10						40,473,382.
12 Gross receipts from related activities, etc. (see instructions)					12	3,136,215.
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))	14	74.66 %
15 Public support percentage from 2011 Schedule A, Part II, line 14	15	86.23 %
16a 33 1/3% support test - 2012. 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 checked="" type="checkbox"/>	
b 33 1/3% support test - 2011. 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"/>	
17a 10% -facts-and-circumstances test - 2012. 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 10% -facts-and-circumstances test - 2011. 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"/>	
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions	<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 or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 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						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge ...						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
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						
c Add lines 7a and 7b						
8 Public support. (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources ...						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (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

15 Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2011 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2011 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2012. 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 - 2011. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

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

SCHEDULE C
(Form 990 or 990-EZ)

Political Campaign and Lobbying Activities

OMB No. 1545-0047

2012

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

Department of the Treasury
Internal Revenue Service

▶ **Complete if the organization is described below. ▶ Attach to Form 990 or Form 990-EZ.**
▶ **See separate instructions.**

Open to Public Inspection

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

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

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

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

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

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

Name of organization <p style="text-align: center;">Rose Community Foundation</p>	Employer identification number <p style="text-align: center;">84-0920862</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 the filing organization made payments. For each organization listed, enter the amount paid from the filing organization's funds. Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV.

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

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

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

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals
1a Total lobbying expenditures to influence public opinion (grass roots lobbying)		33,570.	
b Total lobbying expenditures to influence a legislative body (direct lobbying)			
c Total lobbying expenditures (add lines 1a and 1b)		33,570.	
d Other exempt purpose expenditures		8,581,923.	
e Total exempt purpose expenditures (add lines 1c and 1d)		8,615,493.	
f Lobbying nontaxable amount. Enter the amount from the following table in both columns.		580,775.	
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)		145,194.	
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) 2009	(b) 2010	(c) 2011	(d) 2012	(e) Total
2a Lobbying nontaxable amount	467,896.	463,066.	564,753.	580,775.	2,076,490.
b Lobbying ceiling amount (150% of line 2a, column(e))					3,114,735.
c Total lobbying expenditures			1,884.	33,570.	35,454.
d Grassroots nontaxable amount	116,974.	115,767.	141,188.	145,194.	519,123.
e Grassroots ceiling amount (150% of line 2d, column (e))					778,685.
f Grassroots lobbying expenditures			1,884.	33,570.	35,454.

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

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

	(a)		(b)
	Yes	No	Amount
1 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:			
a Volunteers?			
b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)? ..			
c Media advertisements?			
d Mailings to members, legislators, or the public?			
e Publications, or published or broadcast statements?			
f Grants to other organizations for lobbying purposes?			
g Direct contact with legislators, their staffs, government officials, or a legislative body?			
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?			
i Other activities?			
j Total. Add lines 1c through 1i			
2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?			
b If "Yes," enter the amount of any tax incurred under section 4912			
c If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d 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
1 Were substantially all (90% or more) dues received nondeductible by members?	1	
2 Did the organization make only in-house lobbying expenditures of \$2,000 or less?	2	
3 Did the organization agree to carry over lobbying and political expenditures from the prior year?	3	

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

1 Dues, assessments and similar amounts from members	1	
2 Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).		
a Current year	2a	
b Carryover from last year	2b	
c Total	2c	
3 Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	3	
4 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?	4	
5 Taxable amount of lobbying and political expenditures (see instructions)	5	

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; Part II-A (affiliated group list); Part II-A, line 2; and Part II-B, line 1. Also, complete this part for any additional information.

SCHEDULE D (Form 990)

Department of the Treasury Internal Revenue Service

Supplemental Financial Statements

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

OMB No. 1545-0047

2012

Open to Public Inspection

Name of the organization: Rose Community Foundation; Employer identification number: 84-0920862

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.

Table with 3 columns: Line number, (a) Donor advised funds, (b) Funds and other accounts. Includes rows for total number at end of year, aggregate contributions, aggregate grants, aggregate value, and two yes/no questions.

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

Form with multiple sections: 1. Purpose(s) of conservation easements (checkboxes for land, habitat, open space, historic area, structure); 2. Conservation contribution details (table for 2a-2d); 3-9. Monitoring and reporting requirements (checkboxes and text).

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.

Form with sections 1a-1b and 2a-2b regarding reporting requirements for art and historical treasures, including revenue and asset amounts.

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

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

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

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

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

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

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

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

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

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

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

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	431,045.	455,477.	468,540.	452,220.	556,220.
b Contributions					
c Net investment earnings, gains, and losses	32,951.	486.	37,823.	89,829.	<99,000.>
d Grants or scholarships	6,891.	24,918.	50,886.	73,509.	5,000.
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance	457,105.	431,045.	455,477.	468,540.	452,220.

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

- a Board designated or quasi-endowment .00 %
- b Permanent endowment 63.49 %
- c Temporarily restricted endowment 36.51 %

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

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

	Yes	No
(i) unrelated organizations	3a(i)	X
(ii) related organizations	3a(ii)	X
b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?	3b	

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

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		45,200.		45,200.
b Buildings				
c Leasehold improvements		27,307.	23,864.	3,443.
d Equipment				
e Other		374,029.	371,124.	2,905.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				51,548.

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
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A) Investments held by Rose Foundation	57,705,017.	End-of-Year Market Value
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.) ▶	57,705,017.	

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
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (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
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (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) Book value
(1) Federal income taxes	
(2) Charitable remainder annuity trust	17,396.
(3) Agency and other funds held on behalf of others	32,893,300.
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	32,910,696.

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

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

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

Part V, line 4: The Foundation holds endowment and other funds on

behalf of others. Distributions from these funds provide operating

support for the activities of the endowed nonprofit organizations. As

such, these funds provide long term financial support to supplement the

organizations' annual fundraising efforts.

Part X, Line 2: The Foundation and its nonprofit supporting

organizations have been determined to be exempt from federal income taxes

Part XIII Supplemental Information (continued)

under Section 501(c)(3) of the Internal Revenue Code. The supporting organizations were established under the provisions of Section 509(a)(3) of the Internal Revenue Code. The Foundation is responsible for expenditures of the supporting organizations for specific charitable purposes.

The Foundation, including its nonprofit supporting organizations, follow the Accounting for Uncertainty in Income Taxes accounting standard which requires the Foundation and its nonprofit supporting organizations to determine whether a tax position (and the related tax benefit) is more likely than not to be sustained upon examination by the applicable taxing authority, based solely on the technical merits of the position. All of the organizations believe they have appropriate support for any tax positions taken, and as such, do not have any uncertain tax positions that are significant to the combined financial statements. The tax returns for the Foundation and its nonprofit supporting organizations for the previous three years, 2009 through 2011, are subject to examination by the IRS, generally for three years after initial filing.

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

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

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

▶ Attach to Form 990.

OMB No. 1545-0047

2012

**Open to Public
Inspection**

Name of the organization **Rose Community Foundation** Employer identification number **84-0920862**

Part I General Information on Grants and Assistance

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

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

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Alexander Dawson School 10455 Dawson Drive Lafayette, CO 80026	94-3382726	501(C)(3)	5,000.	0.	N/A	N/A	Donor advised fund distribution
Allied Jewish Federation of Colorado - 300 S. Dahlia St., Suite 300 - Denver, CO 80246	84-0402662	501(C)(3)	58,300.	0.	N/A	N/A	Donor advised fund distribution
Alumni of the Rabbinical College Knesseth Israel of Slabodka Kown - 169 Parkville Ave. - Brooklyn, NY 11230	13-5600406	501(C)(3)	5,000.	0.	N/A	N/A	Donor advised fund distribution
American Friends of Darche Noam 226 Smith Street Woodmere, NY 11598	11-2694906	501(C)(3)	5,000.	0.	N/A	N/A	Donor advised fund distribution
American Jewish World Service 45 W. 36th Street, 10th floor New York, NY 10018-7904	22-2584370	501(C)(3)	11,000.	0.	N/A	N/A	Donor advised fund distribution
Amherst Montessori School 27 Pomeroy Lane Amherst, MA 01002	04-2660266	501(C)(3)	14,250.	0.	N/A	N/A	Donor advised fund distribution

- 2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table **117.**
- 3 Enter total number of other organizations listed in the line 1 table **3.**

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

Schedule I (Form 990) (2012)

See Part IV for Column (h) descriptions

Part III 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 Street - Denver, CO 80203-2140	13-1818723	501(C)(3)	18,000.	0.	N/A	N/A	Donor advised fund distribution
Arapahoe House 8801 Lipan Street Thornton, CO 80260-4912	84-0705495	501(C)(3)	10,000.	0.	N/A	N/A	Family counselors and summer day camp opportunities
Arts Street 715 Galapago Street Denver, CO 80204-4441	74-3086954	501(C)(3)	9,000.	0.	N/A	N/A	"Mosaic Garden in the City" project
Aspen Center for Environmental Studies - 100 Puppy Smith Street - Aspen, CO 81611	23-7042291	501(C)(3)	5,000.	0.	N/A	N/A	Donor advised fund distribution
Aspen Community Foundation 110 E. Hallam Street, Suite 126 Aspen, CO 81611	84-0829226	501(C)(3)	30,000.	0.	N/A	N/A	Donor advised fund distribution
Augenblick, Palaich and Associates 1120 Lincoln St, Ste.1101 Denver, CO 80203	84-0922858		100,000.	0.	N/A	N/A	Southwest chapter of the Teacher Union Reform Network (SW-TURN) over 18 months
Aurora Mental Health Center 11059 E. Bethany Dr., Ste. 200 Aurora, CO 80014	84-0683346	501(C)(3)	27,500.	0.	N/A	N/A	Donor advised fund distribution
Aurora Public Schools 1085 Peoria Street Aurora, CO 80011	84-6000870	501(C)(3)	26,500.	0.	N/A	N/A	DAF distribution for recovery and preventive processes associated with Aurora tragedy
Blonde Ambition, Inc 2917 Vine Street Denver, CO 80205	20-8658809		6,052.	0.	N/A	N/A	UECEI materials

Schedule I (Form 990)

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
BMH-BJ Congregation: The Denver Synagogue - 560 S. Monaco Pkwy - Denver, CO 80224	84-0412568	501(C)(3)	17,475.	0.	N/A	N/A	Live On III & MazelTot
Boulder Aish Kodesh 1805 Balsam Ave. Boulder, CO 80304	84-1345073	501(C)(3)	8,500.	0.	N/A	N/A	SoulFood Series
Boulder Jewish Community Center 3800 Kalmia Ave. Boulder, CO 80301	84-1322996	501(C)(3)	21,000.	0.	N/A	N/A	100 Conversations, Connecting Families, Young Adult Ayeka, MazelTot, Mitzvah Project
Capital of Texas Public Telecommunications Council - P.O. Box 7158 - Austin, TX 78713-7158	75-7126012	501(C)(3)	5,000.	0.	N/A	N/A	Donor advised fund distribution
Cedars-Sinai Medical Center 8700 Beverly Blvd., #2416 Los Angeles, CA 90048	95-1644600	501(C)(3)	38,000.	0.	N/A	N/A	Donor advised fund distribution
Chabad Jewish Center of South Metro Denver - 9950 Lone Tree Pkwy - Lone Tree, CO 80124	20-0285036	501(C)(3)	6,000.	0.	N/A	N/A	MazelTot discount funds
Children's Diabetes Foundation at Denver - 4380 South Syracuse Street, Suite 430 - Denver, CO 80237	84-0745008	501(C)(3)	5,000.	0.	N/A	N/A	Donor-Advised Fund distribution
Children's Hospital Colorado Foundation - 13123 E. 16th Avenue - Aurora, CO 80045	84-0813462	501(C)(3)	21,250.	0.	N/A	N/A	Donor-Advised Fund distribution
Colorado Academy 3800 S. Pierce Street Denver, CO 80235	84-0421874	501(C)(3)	44,500.	0.	N/A	N/A	Donor-Advised Fund distributions, Horizons Program

Schedule I (Form 990)

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
Colorado African Organization 6795 E. Tennessee Avenue Denver, CO 80224	30-0262458	501(C)(3)	7,500.	0.	N/A	N/A	Education program
Colorado Agency for Jewish Education - 300 S. Dahlia St., Ste 101 - Denver, CO 80246	84-0735278	501(C)(3)	25,538.	0.	N/A	N/A	JECEI expenses, DAF distributions
Colorado Ballet 1278 Lincoln Street Denver, CO 80203	84-6038137	501(C)(3)	10,000.	0.	N/A	N/A	Dance renaissance program
Colorado Black Health Collaborative - 17815 E. Powers Drive - Centennial, CO 80015	27-0803976	501(C)(3)	24,000.	0.	N/A	N/A	Donor advised fund distribution
Colorado Nonprofit Development Center - 789 Sherman Street, Suite 250 - Denver, CO 80203	84-1493585	501(C)(3)	8,250.	0.	N/A	N/A	Donor advised fund distribution
Colorado Public Radio 7409 S. Alton Ct. Centennial, CO 80112-2301	74-2324052	501(C)(3)	16,200.	0.	N/A	N/A	Donor advised fund distribution, Instrument repair
Colorado Springs Conservatory 415 S. Sahwatch Colorado Springs, CO 80903	84-1502211	501(C)(3)	5,000.	0.	N/A	N/A	Scholarship fund
Congregation Beth Evergreen P. O. Box 415 Evergreen, CO 80437-0415	84-1012915	501(C)(3)	13,500.	0.	N/A	N/A	MazelTot, Live On III
Congregation Beth Mechachem of Glogev - Attn: Eva Levy - New York, NY 10023	11-2938700	501(C)(3)	9,000.	0.	N/A	N/A	Donor advised fund distribution

Schedule I (Form 990)

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Conservation Colorado Education Fund - 1536 Wynkoop 4C - Denver, CO 80202	73-1651499	501(C)(3)	5,000.	0.	N/A	N/A	Donor advised fund distribution
Craig Hospital Foundation 3425 S. Clarkson St. Englewood, CO 80110	23-7352287	501(C)(3)	24,000.	0.	N/A	N/A	Equipment purchase, Donor advised fund distribution
Dartmouth College Box 6068 Hanover, NH 03755	04-3391555	501(C)(3)	10,000.	0.	N/A	N/A	Donor advised fund distribution
Denver Academy 4400 E. Iliff Ave. Denver, CO 80222-6019	84-0678605	501(C)(3)	6,600.	0.	N/A	N/A	Girl's Empowerment Program
Denver Area Council, Boy Scouts of America - 10455 W. 6th Avenue, Suite 100 - Lakewood, CO 80215	75-2396057	501(C)(3)	22,500.	0.	N/A	N/A	Donor advised fund distribution
Denver Center for the Performing Arts - 1245 Champa Street - Denver, CO 80204	84-0407760	501(C)(3)	6,028.	0.	N/A	N/A	Donor advised fund distribution
Denver Jewish Day School 2450 S. Wabash St. Denver, CO 80231	84-1476467	501(C)(3)	17,750.	0.	N/A	N/A	Donor advised fund distribution, Live On III
Denver Scholarship Foundation 303 E. 17th Avenue Denver, CO 80203	20-5143175	501(C)(3)	8,500.	0.	N/A	N/A	Donor advised fund distribution
Denver Urban Gardens 3377 Blake Street Denver, CO 80205	74-2374848	501(C)(3)	10,198.	0.	N/A	N/A	MazelTot, Ekar Farm

Schedule I (Form 990)

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
DSST Public Schools 2000 Valentia Street Denver, CO 80238	84-1602733	501(C)(3)	5,000.	0.	N/A	N/A	Donor advised fund distribution
Dumb Friends League 2080 S. Quebec Street Denver, CO 80231	84-0405254	501(C)(3)	5,000.	0.	N/A	N/A	Donor advised fund distribution
East Angel Friends & Alumni Foundation - P.O. Box 201404 - Denver, CO 80220	32-0069773	501(C)(3)	6,660.	0.	N/A	N/A	East Angel Packs program and the A+ Angel Mentoring Program weekly incentive breakfasts
Edith and Carl Marks Jewish Community House of Bensonhurst - 7802 Bay Parkway - Brooklyn, NY 11214	11-1633484	501(C)(3)	5,000.	0.	N/A	N/A	For Hurricane Sandy relief
Englewood Cultural Arts Center Association - 1000 Englewood Parkway - Englewood, CO 80110	84-1573130	501(C)(3)	10,000.	0.	N/A	N/A	Strings Attached program
eTown 1535 Spruce Street Boulder, CO 80302-4215	84-1186181	501(C)(3)	10,000.	0.	N/A	N/A	Donor advised fund distribution
Facing History and Ourselves 7150 Montview Boulevard Denver, CO 80220	04-2761636	501(C)(3)	5,000.	0.	N/A	N/A	Donor advised fund distribution
Florence Crittenton Services of Colorado - 55 South Zuni Street - Denver, CO 80223-1208	84-0429686	501(C)(3)	10,150.	0.	N/A	N/A	Donor advised fund distribution
Food Bank of the Rockies 10700 E. 45th Avenue Denver, CO 80239	84-0772672	501(C)(3)	23,000.	0.	N/A	N/A	Donor advised fund distribution, Fresh Produce Purchasing Program, Lunchbox

Schedule I (Form 990)

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Fred Hutchinson Cancer Research Center - P.O. Box 19024, J5-200 - Seattle, WA 98109-1022	23-7156071	501(C)(3)	10,000.	0.	N/A	N/A	Donor advised fund distribution
Generation Schools Network 455 Sherman Street, Suite 120 Denver, CO 80203	76-0783006	501(C)(3)	150,000.	0.	N/A	N/A	Affiliate School Grant
Girls Athletic Leadership Schools 200 S. University Blvd. Denver, CO 80209	26-0784148	501(C)(3)	5,000.	0.	N/A	N/A	Donor advised fund distribution
Growing Home 3489 West 72nd Avenue, Suite 110 Westminster, CO 80030	84-1461503	501(C)(3)	7,000.	0.	N/A	N/A	Feeding Families program
Harvard Divinity School 45 Francis Avenue Cambridge, MA 02138	04-2103580	501(C)(3)	5,000.	0.	N/A	N/A	DAF distribution-for Women's Studies in Religion program
Hazon 125 Maiden Lane, Suite 8B New York, NY 10038	13-4087102	501(C)(3)	297,058.	0.	N/A	N/A	Grant for research study
Hebrew Educational Alliance 3600 S. Ivanhoe St. Denver, CO 80237-1196	84-0447472	501(C)(3)	42,200.	0.	N/A	N/A	Donor-Advised Fund Distribution, MazelTot, Jconnect
Hunger Free Colorado 7000 S. Yosemite St., Ste 170 Centennial, CO 80112	68-0551464	501(C)(3)	5,250.	0.	N/A	N/A	General operating support
JCRS Isaac Solomon Historic Synagogue Foundation - 1050 Cherokee Street, #403 - Denver, CO 80204	84-1564796	501(C)(3)	18,000.	0.	N/A	N/A	Renovation of synagogue

Schedule I (Form 990)

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Jeffco Public Schools 1829 Denver West Drive Golden, CO 80401-0001	84-6002817	501(C)(3)	20,000.	0.	N/A	N/A	Evaluation of the Expanded Learning Program
Jewish Family Service of Colorado 3201 S. Tamarac Dr., Ste 200 Denver, CO 80231	84-0402701	501(C)(3)	73,400.	0.	N/A	N/A	Donor advised fund distribution, KidSuccess, ESL classes, Weinberg Food Pantry
Jewish Federation Council of Greater Los Angeles - 6505 Wilshire Blvd. - Los Angeles, CA 90048	95-1643388	501(C)(3)	5,000.	0.	N/A	N/A	Donor advised fund distribution
Jewish Student Connection 149 Westchester Ave., #32 Port Chester, NY 10573	61-1420053	501(C)(3)	10,000.	0.	N/A	N/A	JSU Club in Denver/Boulder
Kenneth R. Gottesfeld, M.D. Memorial Lectureship Fund - 20501 Ventura Blvd. - Woodland Hills, CA 91364	86-0594433	501(C)(3)	6,891.	0.	N/A	N/A	Gottesfeld Memorial Reception, Lectureship
Kent Denver School 4000 East Quincy Avenue Englewood, CO 80110	84-0242810	501(C)(3)	20,750.	0.	N/A	N/A	Donor-Advised Fund distribution
Keshet 284 Amory Street Jamaica Plain, MA 02130	48-1278664	501(C)(3)	6,000.	0.	N/A	N/A	Trans and Queer Beit Midrash Salon Series
KidsTek PO Box 693 Englewood, CO 80151	31-1727591	501(C)(3)	25,000.	0.	N/A	N/A	Donor advised fund distribution
KIPP Colorado 375 S. Tejon Street Denver, CO 80223	80-0037534	501(C)(3)	20,000.	0.	N/A	N/A	Extended learning opportunities

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
Limmud Colorado P.O. Box 22204 Denver, CO 80222	26-0248795	501(C)(3)	14,452.	0.	N/A	N/A	Family Adventure Dream Teams, Shabbat/holiday workshops, Individuals with disabilities
Link Hands for Humanity P.O. Box 32536 Santa Fe, NM 87594	94-2373565	501(C)(3)	12,000.	0.	N/A	N/A	Donor advised fund distribution
LiveWell Colorado 1490 Lafayette St., #404 Denver, CO 80218	26-2464764	501(C)(3)	5,750.	0.	N/A	N/A	Donor advised fund distribution
Local Theater Company 1630 30th Street Boulder, CO 80301	45-2208855	501(C)(3)	5,000.	0.	N/A	N/A	Donor advised fund distribution
Lutheran Family Services Rocky Mountains - 363 South Harlan Street - Denver, CO 80226-3552	84-0775550	501(C)(3)	5,000.	0.	N/A	N/A	Pre-employment and Job Training for Refugee Young Adults
MACC - Mizel Arts & Culture Center 350 South Dahlia Street Denver, CO 80246	31-1494423	501(C)(3)	10,000.	0.	N/A	N/A	Donor-Advised Fund distributions, Live On III
Mapleton Expeditionary School of the Arts - 8990 York Street - Thornton, CO 80229	84-6000817	501(C)(3)	11,000.	0.	N/A	N/A	Post secondary transitions program
Mile High United Way 2505 18th St. Denver, CO 80211	84-0404235	501(C)(3)	10,000.	0.	N/A	N/A	Donor-Advised Fund distribution
Mizel Museum 400 S. Kearney St. Denver, CO 80224	84-1158943	501(C)(3)	6,200.	0.	N/A	N/A	MazelTot grant

Schedule I (Form 990)

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
NARAL Pro-Choice Colorado Foundation - 1905 Sherman St., Ste 800 - Denver, CO 80203	84-6050191	501(C)(3)	20,000.	0.	N/A	N/A	Donor advised fund distribution
National Skills Coalition 1730 Rhode Island Ave. NW Washington, DC 20036	30-0075580	501(C)(3)	10,000.	0.	N/A	N/A	Skillbuild Colorado Payment for MOU with Skillbuild and National Skills Coalition
Northfield Mount Hermon School Gift Recording Office Mount Hermon, MA 01354	04-2109865	501(C)(3)	5,000.	0.	N/A	N/A	Donor advised fund distribution
Northwest Family Assistance Center P.O. Box 11948 Denver, CO 80211-0948	74-2543251	501(C)(3)	7,000.	0.	N/A	N/A	Bienvenidos Food Bank
Office of the Governor, State of Colorado - 136 State Capitol - Denver, CO 80203	84-0644739	Government	10,375.	0.	N/A	N/A	Payment for services related to the GIH grant-January 2012
Padres & Jovenes Unidos 3025 W. 37th Ave., Ste 206 Denver, CO 80211-2785	84-1426652	501(C)(3)	190,000.	0.	N/A	N/A	Integration of Teacher Effectiveness and Academic Standards with Closing the Achievement
Planned Parenthood of the Rocky Mountains - 7155 E. 38th Ave. - Denver, CO 80207	84-0404253	501(C)(3)	15,500.	0.	N/A	N/A	Donor advised fund distribution
Platte Forum 1610 Little Raven Street Denver, CO 80202	71-0891869	501(C)(3)	10,000.	0.	N/A	N/A	Program support
Raymond Wentz Foundation 3455 Ringsby Court, #111 Denver, CO 80216	27-0029283	501(C)(3)	5,000.	0.	N/A	N/A	Donor advised fund distribution

Schedule I (Form 990)

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Robert E. Loup Jewish Community Center - 350 S. Dahlia St. - Denver, CO 80246	84-0404245	501(C)(3)	66,350.	0.	N/A	N/A	MazelTot, Community Gardens, Connecting Jewish Families, Donor advised fund
SaddleUp! Foundation 11152 E. Daley Circle Parker, CO 80134	20-2751374	501(C)(3)	13,500.	0.	N/A	N/A	Equine Psychotherapy, Hippotherapy, Therapeutic Riding
Seven Arrows Elementary School 15240 La Cruz Dr. Pacific Palisades, CA 90272-3609	95-4746924	501(C)(3)	10,000.	0.	N/A	N/A	DAF Distribution
Shalom Cares 14800 E. Belleview Dr. Aurora, CO 80015	74-2376546	501(C)(3)	2,004,400.	0.	N/A	N/A	DAF distribution
Spring Institute for Intercultural Learning - 1610 Emerson Street - Denver, CO 80218-1412	84-0788093	501(C)(3)	15,000.	0.	N/A	N/A	Boomers Leading Change in Health Engagement Grant
St. Mary's Academy 4545 South University Boulevard Englewood, CO 80113-6059	61-6019374	501(C)(3)	15,000.	0.	N/A	N/A	Tuition Assistance Fund-In memory of Michaelene O'Neal
Susan G. Komen for the Cure Orange County - 3191-A Airport Loop Drive - Costa Mesa, CA 92626	33-0487943	501(C)(3)	5,000.	0.	N/A	N/A	Donor advised fund Distribution
Teach for America 1391 Speer Blvd., Suite 710 Denver, CO 80204	13-3541913	501(C)(3)	15,000.	0.	N/A	N/A	DAF distribution
Temple Emanuel 51 Grape Street Denver, CO 80220	84-0402688	501(C)(3)	5,355.	0.	N/A	N/A	Donor advised fund distributions, Hineini Project

Schedule I (Form 990)

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Temple Micah 2600 Leyden St. Denver, CO 80207	84-0520999	501(C)(3)	5,000.	0.	N/A	N/A	Donor advised fund distribution
Temple Sinai 3509 S. Glencoe St. Denver, CO 80237	84-0576985	501(C)(3)	8,500.	0.	N/A	N/A	Donor advised fund distributions, MazelTot
The Bridge Project, University of Denver - 2148 South High Street - Denver, CO 80208	84-0404231	501(C)(3)	5,000.	0.	N/A	N/A	Donor advised fund distribution
The Challenge Foundation 4545 S. University Blvd. Englewood, CO 80113	84-1480014	501(C)(3)	14,019.	0.	N/A	N/A	The Mentoring Program, laptops for 9th graders
The Jewish Experience 350 South Dahlia Street Denver, CO 80246	84-1530357	501(C)(3)	14,592.	0.	N/A	N/A	Donor advised fund distribution, Live On III
The Manaus Fund P.O. Box 2026 Carbondale, CO 81623	20-2710588	501(C)(3)	5,000.	0.	N/A	N/A	Donor advised fund distribution
The Nature Conservancy in Colorado 2424 Spruce Street Boulder, CO 80302	53-0242652	501(C)(3)	18,000.	0.	N/A	N/A	Donor advised fund distribution
The University of Arizona Foundation - P.O. Box 210109 - Tucson, AZ 85721-0109	86-6050388	501(C)(3)	5,000.	0.	N/A	N/A	Donor-Advised Fund distribution
The Women's Foundation of Colorado The Chambers Center Denver, CO 80208	84-1039305	501(C)(3)	8,000.	0.	N/A	N/A	Donor advised fund distribution

Schedule I (Form 990)

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Tides P.O. Box 29198 San Francisco, CA 94129-0198	94-3213100	501(C)(3)	15,500.	0.	N/A	N/A	Chicken & Egg Pictures, Donor advised fund distribution
Together Colorado 1980 Dahlia Street Denver, CO 80220	84-0753677	501(C)(3)	145,000.	0.	N/A	N/A	Alignment of CO academic stds & performance based educator eval/ Gates subgrant award
University of California San Diego Foundation - 9500 Gilman Drive, #502 - La Jolla, CA 92093-0502	95-2872494	501(C)(3)	5,000.	0.	N/A	N/A	Donor advised fund distribution
University of Colorado Foundation 1800 Grant Street, Suite 725 Denver, CO 80203	84-6049811	501(C)(3)	20,160.	0.	N/A	N/A	Early Childhood Mental Health Assessment, veterans benefits
University of Denver Sturm College of Law - 2255 East Evans Avenue - Denver, CO 80208	84-0404231	501(C)(3)	5,000.	0.	N/A	N/A	Donor advised fund distribution
University of Puget Sound Office of Annual Giving Tacoma, WA 98416	91-0564961	501(C)(3)	5,000.	0.	N/A	N/A	Donor advised fund distribution
Urban Peak 730 21st Street Denver, CO 80205	84-1212246	501(C)(3)	7,750.	0.	N/A	N/A	Food program, Donor advised fund distributions
Volunteers of America Colorado Branch - 2660 Larimer St - Denver, CO 80205-2219	13-1692595	501(C)(3)	5,000.	0.	N/A	N/A	Donor advised fund distribution
Walking Mountains P.O. Box 9469 Avon, CO 81620	84-1436731	501(C)(3)	5,500.	0.	N/A	N/A	Donor advised fund distribution

Schedule I (Form 990)

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Warren Village 1323 Gilpin Street Denver, CO 80218-2552	84-0644270	501(C)(3)	6,000.	0.	N/A	N/A	Program support
Westside Kellel 1453 S. Robertson Blvd. Los Angeles, CA 90035	42-1548771	501(C)(3)	5,000.	0.	N/A	N/A	Donor advised fund distribution
Women Donors Network 565 Commercial Street San Francisco, CA 94111	05-0542397	501(C)(3)	16,000.	0.	N/A	N/A	Donor directed grant
YouthZone 803 School Street Glenwood Springs, CO 81601	84-0712993	501(C)(3)	10,000.	0.	N/A	N/A	Donor advised fund distribution
Zimmer Children's Museum 6505 Wilshire Blvd., 1st floor Los Angeles, CA 90048	20-1470992	501(C)(3)	5,500.	0.	N/A	N/A	Donor advised fund distribution
NBC Universal Media, LLC 4001 Nebraska Ave NW Washington, DC 20016	27-3526824		15,000.	0.	N/A	N/A	NBC Universal's Education Nation in Denver NBC Universal's Education Nation in Denver

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

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
Colorado Jewish Early Childhood Education Initiative.	2	24,543.	0.	N/A	N/A

Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, Part III, column (b), 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.

Part II, line 1, Column (h):

Name of Organization or Government: Boulder Jewish Community Center

(h) Purpose of Grant or Assistance: 100 Conversations, Connecting

Families, Young Adult Ayeka, MazelTot.org, Mitzvah Project

**SCHEDULE J
(Form 990)**

Compensation Information

OMB No. 1545-0047

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

2012

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

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ Attach to Form 990. ▶ See separate instructions.

Name of the organization

Rose Community Foundation

Employer identification number

84-0920862

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 filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.

- | | |
|--|---|
| <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?

b Participate in, or receive payment from, a supplemental nonqualified retirement plan?

c Participate in, or receive payment from, an equity-based compensation arrangement?

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?

b Any related organization?

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?

b Any related organization?

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

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 Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III

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

	Yes	No
1b		
2		
4a		X
4b		X
4c		X
5a		X
5b		X
6a		X
6b		X
7		X
8		X
9		

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

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

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

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) Sheila Bugdanowitz President & CEO	(i)	111,301.	0.	0.	7,025.	3,167.	121,493.	0.
	(ii)	171,333.	0.	0.	10,813.	4,875.	187,021.	0.
(2) Anne Garcia Treasurer, CFO & COO	(i)	56,482.	0.	0.	3,853.	3,206.	63,541.	0.
	(ii)	86,946.	0.	0.	5,932.	4,935.	97,813.	0.
(3) Elsa Holguin Program Officer	(i)	0.	0.	0.	0.	0.	0.	0.
	(ii)	140,430.	0.	0.	9,140.	7,842.	157,412.	0.
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
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	(ii)							
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	(ii)							
	(i)							
	(ii)							

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No. 1545-0047

2012

Open to Public
Inspection

Name of the organization

Rose Community Foundation

Employer identification number

84-0920862

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

CEO, Anne Garcia, Treasurer, CFO & COO and Margie Gart, Director of

Philanthropic Services are officers and employees of Rose Foundation, the

supporting organization of Rose Community Foundation.

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 the return is to be filed.

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 the 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.

Name of the organization Rose Community Foundation	Employer identification number 84-0920862
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Form 990, Part VI, Section B, Line 15a: On an annual basis, the Chief Financial & Operating Officer and Audit Committee meet to discuss the compensation and performance of the Foundation's President & CEO. During this meeting, the Chair of the Board of Trustees presents his/her assessment of the President & CEO's performance as compared to the goals and objectives that were established at the beginning of the year. Based on the conclusions of this assessment, along with comparative salary information 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, 990 and financial statements are available upon request as well as posted on the Foundation's website at www.rcfdenver.org.

Form 990, Part XI, line 9, Changes in Net Assets:

Agency distributions	2,100,661.
Agency contributions	-155,451.
Total to Form 990, Part XI, Line 9	1,945,210.

Form 990, Part XII, line 2c:
The Foundation's Audit Committee assumes the responsibility for oversight of the audit of its financial statements and the selection of an independent accountant. This process has not changed from prior years.

Name of the organization Rose Community Foundation	Employer identification number 84-0920862
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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.

Related Organizations and Unrelated Partnerships

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

2012
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Name of the organization Rose Community Foundation Employer identification number 84-0920862

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

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

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	(g) Section 512(b)(13) controlled entity?	
						Yes	No
Rose Foundation - 84-0418124 600 S. Cherry Street, Suite 1200 Denver, CO 80246	Grantmaking	Colorado	501(c)(3)	Line 11a, Type II	Rose Community Foundation	X	
Rose Biomedical Research - 84-0851957 600 S. Cherry Street, Suite 1200 Denver, CO 80246	Supports medical research & development (ceased operations)	Colorado	501(c)(3)	Line 11a, Type I	Rose Community Foundation	X	

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?		(k) Percentage ownership
							Yes	No		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	(i) Section 512(b)(13) controlled entity?	
								Yes	No
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			.00%		X

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

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

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

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

(a) Name of other organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) Rose Foundation	B	204,368.FMV	
(2) Rose Foundation	C	1,487,350.FMV	
(3)			
(4)			
(5)			
(6)			

