

Return of Organization Exempt From Income Tax

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

2010

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 2010 calendar year, or tax year beginning January 1, 2010, **and ending** December 31, 2010

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

C Name of organization: Rose Foundation
 Doing Business As _____
 Number and street (or P.O. box if mail is not delivered to street address) Room/suite
600 S. Cherry Street Suite 1200
 City or town, state or country, and ZIP + 4
Denver, CO 80246

D Employer identification number: 84-0418124

E Telephone number: 303.398.7400

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

G Gross receipts \$ 10,014,302

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

H(c) Group exemption number ▶ _____

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

J Website: ▶ www.rcfdenver.org

K Form of organization: Corporation Trust Association Other ▶ _____

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

Part I Summary

Activities & Governance	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.		
	3	Number of voting members of the governing body (Part VI, line 1a)	3	16
	4	Number of independent voting members of the governing body (Part VI, line 1b)	4	16
	5	Total number of individuals employed in calendar year 2010 (Part V, line 2a)	5	35
	6	Total number of volunteers (estimate if necessary)	6	61
	7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	262,541
b	Net unrelated business taxable income from Form 990-T, line 34	7b	73,590	
Revenue	8	Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9	Program service revenue (Part VIII, line 2g)	0	101,278
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	(6,935,884)	9,841,584
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	(9,191)	71,440
	12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	(6,945,075)	10,014,302
	Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	9,474,142
14		Benefits paid to or for members (Part IX, column (A), line 4)	0	0
15		Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	1,462,109	1,319,486
16a		Professional fundraising fees (Part IX, column (A), line 11e)	0	0
b		Total fundraising expenses (Part IX, column (D), line 25) ▶	0	0
17		Other expenses (Part IX, column (A), lines 11a–11d, 11f–24f)	1,361,334	1,319,549
18		Total expenses. Add lines 13–17 (must equal Part IX, column (A), line 25)	12,297,585	11,908,354
19	Revenue less expenses. Subtract line 18 from line 12	(19,242,660)	(1,894,052)	
Net Assets or Fund Balances	20	Total assets (Part X, line 16)	Beginning of Current Year	End of Year
	21	Total liabilities (Part X, line 26)	246,276,354	265,174,579
	22	Net assets or fund balances. Subtract line 21 from line 20	60,477,718	64,347,134
22		185,798,636	200,827,445	

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: 11.9.11

Type or print name and title: ANNE M. GARCIA

Paid Preparer Use Only

Print/Type preparer's name: Suzanne K. Engle Preparer's signature: Suzanne K Engle Date: 11.8.11 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

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 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 exempt purpose achievements for each of the organization's three largest program services by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code: _____) (Expenses \$ 10,475,934 including grants of \$ 9,269,319) (Revenue \$ 0)
 Rose Foundation, a supporting organization of Rose Community Foundation, makes grants in five primary issue areas within the seven-county Denver community. A total of \$9,358,816 in unrestricted funds was awarded in 2010 as follows:
 AGING- \$1,607,000 to support services for older adults, including transportation, direct services, and end-of-life care;
 CHILD & FAMILY DEVELOPMENT- \$1,801,237 to support early childhood development and education, family self-sufficiency and related public policy efforts; EDUCATION- \$1,510,500 to improve K-12 teacher quality and support systemic change aimed at closing education achievement gaps; HEALTH- \$1,642,257 to support access to care, cost-effectiveness in health care, health policy initiatives and primary prevention; JEWISH LIFE- \$2,797,822 to help strengthen connections between individuals and the Jewish community, promote Jewish growth and learning, strengthen organizations and develop leaders.

4b (Code: _____) (Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)
 Rose Community Foundation (EIN #84-0920862), an organization supported by the Rose Foundation, had key program achievements in 2010 were in three areas. DONOR DEVELOPMENT: Rose Community Legacy Circle was founded, attracting more than 20 planned gifts. FUND DISTRIBUTIONS: Donor's recommended grants totaled \$1,149,500 to a broad range of community interests. ENDOWMENT SERVICES: Two new nonprofit endowment funds were established and the Foundation paid out \$1,379,000 to local nonprofit organizations who have established permanent endowments and designated funds at the Foundation.
 (For informational purposes only- activity is not included in the Rose Foundation Form 990).

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

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

4e Total program service expenses ▶ 10,475,934

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	X	
2 Is the organization required to complete Schedule B, Schedule of Contributors?	X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		X
4 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>	N/A	
6 Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>		X
9 Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>		X
10 Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>		X
11 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, XII, and XIII</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, XII, and XIII is optional</i>	X	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a Did the organization maintain an office, employees, or agents outside of the United States?		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the United States? <i>If "Yes," complete Schedule F, 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 hospitals? <i>If "Yes," complete Schedule H</i>		X
b <i>If "Yes" to line 20a, did the organization attach its audited financial statements to this return? Note. Some Form 990 filers that operate one or more hospitals must attach audited financial statements (see instructions)</i>		

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? <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, highly 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 a grant selection committee member, or to a person related to such an individual? <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, Parts II, III, IV, and V, line 1</i>	x	
35 Is any related organization a controlled entity within the meaning of section 512(b)(13)?		x
a 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> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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 11 and 19? Note. All Form 990 filers are required to complete Schedule O	x	

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

Table with columns for question number, description, and Yes/No boxes. Includes questions 1a-14b regarding Form 1096, Form W-2G, backup withholding, Form W-3, unrelated business gross income, foreign accounts, prohibited tax shelter transactions, annual gross receipts, deductible contributions, and Form 8282.

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 columns for question number, description, and Yes/No responses. Includes questions 1a through 9 regarding governing body members, relationships, and documentation.

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

Table with columns for question number, description, and Yes/No responses. Includes questions 10a through 16b regarding local chapters, conflict of interest, whistleblower, and joint ventures.

Section C. Disclosure

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

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 (describe hours for related organizations in Schedule O)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
Scott L. Levin Chair	1.00	X		X			0.	0.	0.	
Milroy A. Alexander Trustee	1.00	X					0.	0.	0.	
Jennifer Atler Fischer Trustee	1.00	X					0.	0.	0.	
Dori Biester, Ph. D. Trustee	1.00	X					0.	0.	0.	
Stephanie Foote Trustee	1.00	X					0.	0.	0.	
Jean Galloway Trustee	1.00	X					0.	0.	0.	
Marjorie Gart Trustee	1.00	X					0.	0.	0.	
Jerrold Glick Trustee	1.00	X					0.	0.	0.	
Rob Klugman Trustee	1.00	X					0.	0.	0.	
Doug Jones Trustee	1.00	X					0.	0.	0.	
Helayne Jones Trustee	1.00	X					0.	0.	0.	
Evan Makovsky Trustee	1.00	X					0.	0.	0.	
Ronald E. Montoya Trustee	1.00	X					0.	0.	0.	
Neil Oberfeld Secretary	1.00	X		X			0.	0.	0.	
Dean Prina, M.D. Trustee	1.00	X					0.	0.	0.	
Irit Waldbaum Trustee	1.00	X					0.	0.	0.	
Sheila Bugdanowitz President & CEO	33.00			X			179,963.	94,497.	14,344.	

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

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
Anne Garcia Treasurer, CFO & COO	33.00			X				87,890.	46,150.	20,648.
Phil Nash VP for Communications	31.00			X				46,841.	24,596.	10,600.
Lisa Farber-Miller Senior Program Officer	40.00					X		110,281.	0.	15,868.
Elsa Holguin Senior Program Officer	40.00					X		120,529.	0.	18,202.
Phil Gonring Senior Program Officer	40.00					X		104,959.	0.	17,862.
1b Sub-total								650,463.	165,243.	97,524.
c Total from continuation sheets to Part VII, Section A								0.	0.	0.
d Total (add lines 1b and 1c)								650,463.	165,243.	97,524.

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

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

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization.

(A) Name and business address	(B) Description of services	(C) Compensation
Capital Guardian, 630 5th Avenue, 36 Floor, New York, NY 10111	Investment Management	230,977.
Marathon Asset Management, Orion House 5 Upper St. Martin's Lane, London, WC2H	Investment Management	189,346.
Watershed Investment Consultants, Inc., 6400 S. Fiddler's Green Circle, Ste. 2050, Barrow, Hanley, Mewhinney & Strauss, Inc., 2200 Ross Avenue, 31st Floor, Dallas, TX	Investment Management	168,847.
Marsico 1200 17th Street, #1300, Denver, CO 80202	Investment Management	145,238.
		125,510.

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

Part VIII Statement of Revenue

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514		
Contributions, gifts, grants and other similar amounts	1 a	Federated campaigns	1a						
	b	Membership dues	1b						
	c	Fundraising events	1c						
	d	Related organizations	1d	96,000.					
	e	Government grants (contributions)	1e						
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	5,278.					
	g	Noncash contributions included in lines 1a-1f: \$							
	h	Total. Add lines 1a-1f		101,278.					
Program Service Revenue				Business Code					
	2 a								
	b								
	c								
	d								
	e								
	f	All other program service revenue							
g	Total. Add lines 2a-2f								
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		3,201,324.		<84,073.>	3,285,397.		
	4	Income from investment of tax-exempt bond proceeds							
	5	Royalties		2,140.			2,140.		
	6 a	Gross Rents	(i) Real	(ii) Personal					
			69,300.						
			b	Less: rental expenses					
			c	Rental income or (loss)	69,300.				
	d	Net rental income or (loss)			69,300.		69,300.		
	7 a	Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other					
			b	Less: cost or other basis and sales expenses					
			c	Gain or (loss)	6,640,260.				
			d	Net gain or (loss)			6,640,260.	346,614.	6,293,646.
	8 a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	a						
	b	Less: direct expenses	b						
	c	Net income or (loss) from fundraising events							
	9 a	Gross income from gaming activities. See Part IV, line 19	a						
	b	Less: direct expenses	b						
c	Net income or (loss) from gaming activities								
10 a	Gross sales of inventory, less returns and allowances	a							
b	Less: cost of goods sold	b							
c	Net income or (loss) from sales of inventory								
Miscellaneous Revenue			Business Code						
11 a									
b									
c									
d	All other revenue								
e	Total. Add lines 11a-11d								
12	Total revenue. See instructions.			10,014,302.	0.	262,541.	9,650,483.		

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.
 All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21	9,266,772.	9,266,772.		
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22	2,547.	2,547.		
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	350,281.	245,197.	105,084.	
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	762,305.	533,614.	228,691.	
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	42,451.	29,715.	12,736.	
9 Other employee benefits	95,615.	66,930.	28,685.	
10 Payroll taxes	68,834.	48,184.	20,650.	
11 Fees for services (non-employees):				
a Management				
b Legal				
c Accounting	19,050.		19,050.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees	891,083.		891,083.	
g Other	43,549.	30,484.	13,065.	
12 Advertising and promotion				
13 Office expenses	85,812.	60,063.	25,749.	
14 Information technology				
15 Royalties				
16 Occupancy	163,256.	114,279.	48,977.	
17 Travel	62,474.	40,121.	22,353.	
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				
23 Insurance	24,644.	17,251.	7,393.	
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24f. If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O.)				
a Communication Expense	29,681.	20,777.	8,904.	
b				
c				
d				
e				
f All other expenses				
25 Total functional expenses. Add lines 1 through 24f	11,908,354.	10,475,934.	1,432,420.	0.
26 Joint costs. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720). Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	691,205.	1	824,512.
	2 Savings and temporary cash investments	17,983.	2	
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net	928,313.	4	890,490.
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)		6	
	7 Notes and loans receivable, net		7	250,000.
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges		9	
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 757,702.		
	b Less: accumulated depreciation	10b 509,441.	248,261.	10c 248,261.
	11 Investments - publicly traded securities	37,069,449.	11	37,593,315.
	12 Investments - other securities. See Part IV, line 11	207,321,143.	12	225,368,001.
	13 Investments - program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11		15	
16 Total assets. Add lines 1 through 15 (must equal line 34)		246,276,354.	16	265,174,579.
Liabilities	17 Accounts payable and accrued expenses	4,109,618.	17	3,158,004.
	18 Grants payable	2,523,329.	18	4,128,955.
	19 Deferred revenue	34,650.	19	
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities. Complete Part X of Schedule D	53,810,121.	25	57,060,175.
	26 Total liabilities. Add lines 17 through 25	60,477,718.	26	64,347,134.
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	185,798,636.	27	200,827,445.
	28 Temporarily restricted net assets		28	
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
33 Total net assets or fund balances	185,798,636.	33	200,827,445.	
34 Total liabilities and net assets/fund balances	246,276,354.	34	265,174,579.	

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	10,014,302.
2	Total expenses (must equal Part IX, column (A), line 25)	2	11,908,354.
3	Revenue less expenses. Subtract line 2 from line 1	3	<1,894,052.>
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	185,798,636.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	16,922,861.
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	200,827,445.

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?		X
b Were the organization's financial statements audited by an independent accountant?	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	
d If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued 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		
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

2010

Open to Public Inspection

Name of the organization <p style="text-align:center">Rose Foundation</p>	Employer identification number <p style="text-align:center">84-0418124</p>
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Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

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

	Yes	No
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?		x
(ii) A family member of a person described in (i) above?		x
(iii) A 35% controlled entity of a person described in (i) or (ii) above?		x
 - h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
Rose Community Foundation	84-0920862	LINE 7	x		x		x		329,942.
Total									329,942.

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) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
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						
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)						
6 Public support. Subtract line 5 from line 4.						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
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						
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2010 (line 6, column (f) divided by line 11, column (f))	14		%
15 Public support percentage from 2009 Schedule A, Part II, line 14	15		%
16a 33 1/3% support test - 2010. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		<input type="checkbox"/>	
b 33 1/3% support test - 2009. 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 - 2010. 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 - 2009. 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) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(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) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(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 2010 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2009 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2010 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2009 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2010. 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 - 2009. 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 B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No. 1545-0047

2010

Name of the organization

Rose Foundation

Employer identification number

84-0418124

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)(3) (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2010)

Name of organization Rose Foundation	Employer identification number 84-0418124
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Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	Rose Community Foundation 600 S. Cherry Street, Suite 1200 Denver, CO 80246	\$ 96,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization Rose Foundation	Employer identification number 84-0418124
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Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	

Name of organization Rose Foundation	Employer identification number 84-0418124
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Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

SCHEDULE C
(Form 990 or 990-EZ)

Political Campaign and Lobbying Activities

OMB No. 1545-0047

2010

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 35a (Proxy Tax), then

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

Name of organization Rose Foundation Employer identification number 84-0418124

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.
 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)														
b	Total lobbying expenditures to influence a legislative body (direct lobbying)														
c	Total lobbying expenditures (add lines 1a and 1b)														
d	Other exempt purpose expenditures	11,908,354.													
e	Total exempt purpose expenditures (add lines 1c and 1d)	11,908,354.													
f	Lobbying nontaxable amount. Enter the amount from the following table in both columns.	745,418.													
<table border="1"> <thead> <tr> <th>If the amount on line 1e, column (a) or (b) is:</th> <th>The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e.</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000.</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000.</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000.</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000.</td> </tr> </tbody> </table>		If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e.	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.	Over \$17,000,000	\$1,000,000.		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1e.														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.														
Over \$17,000,000	\$1,000,000.														
g	Grassroots nontaxable amount (enter 25% of line 1f)	186,355.													
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) 2007	(b) 2008	(c) 2009	(d) 2010	(e) Total	
2a	Lobbying nontaxable amount	881,825.	835,691.	764,879.	745,418.	3,227,813.
b	Lobbying ceiling amount (150% of line 2a, column(e))					4,841,720.
c	Total lobbying expenditures		163,000.			163,000.
d	Grassroots nontaxable amount	220,456.	208,923.	191,220.	186,355.	806,954.
e	Grassroots ceiling amount (150% of line 2d, column (e))					1,210,431.
f	Grassroots lobbying expenditures		163,000.			163,000.

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

	(a)		(b)
	Yes	No	Amount
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? If "Yes," describe in Part IV			
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 carryover 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) if BOTH Part III-A, lines 1 and 2 are answered "No" OR if 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; and Part II-B, line 1i. 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, 11, or 12.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2010

Open to Public Inspection

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

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

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

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

- 1 Purpose(s) of conservation easements held by the organization (check all that apply).
 Preservation of land for public use (e.g., recreation or education) Preservation of an historically important land area
 Protection of natural habitat Preservation of a certified historic structure
 Preservation of open space
- 2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d

- 3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ _____
- 4 Number of states where property subject to conservation easement is located ▶ _____
- 5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?
- 6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ _____
- 7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$ _____
- 8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?
- 9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

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

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

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

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

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

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

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

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

Part IV Escrow and Custodial Arrangements. Complete if 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 XIV and complete the following table:

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

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

b If "Yes," explain the arrangement in Part XIV.

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

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

2 Provide the estimated percentage of the year end balance held as:

- a Board designated or quasi-endowment _____ %
- b Permanent endowment _____ %
- c Term endowment _____ %

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

- (i) unrelated organizations
- (ii) related organizations

	Yes	No
3a(i)		
3a(ii)		
3b		

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

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

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

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		248,261.		248,261.
b Buildings		509,441.	509,441.	0.
c Leasehold improvements				
d Equipment				
e Other				

Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).) 248,261.

Part VIII 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) Abbott Capital Private Equity Fund		
(B) VI, L.P.	416,465.	End-of-Year Market Value
(C) Irving Place Capital Partners II, (D) L.P.	1,683,443.	End-of-Year Market Value
(E) Canyon Value Realization Fund, Ltd.	12,456,550.	End-of-Year Market Value
(F) Commonfund Capital International		
(G) Partners V, L.P.	3,324,113.	End-of-Year Market Value
(H) Commonfund Capital Private Equity		
(I) Partners VI, L.P.	4,156,247.	End-of-Year Market Value
Total. (Col (b) must equal Form 990, Part X, col (B) line 12.) ▶	225,368,001.	

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) Amount
(1) Federal income taxes	
(2) Investments held for Rose Community Foundation	57,060,175.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 25.) ▶	57,060,175.

2. FIN 48 (ASC 740) Footnote. In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740).

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

Table with 10 rows for reconciliation of net assets. Rows include: 1 Total revenue, 2 Total expenses, 3 Excess or (deficit) for the year, 4 Net unrealized gains, 5 Donated services, 6 Investment expenses, 7 Prior period adjustments, 8 Other, 9 Total adjustments, 10 Excess or (deficit) for the year per audited financial statements.

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

Table with 5 main rows for revenue reconciliation. Rows include: 1 Total revenue, gains, and other support; 2 Amounts included on line 1 but not on Form 990; 3 Subtract line 2e from line 1; 4 Amounts included on Form 990, Part VIII, line 12, but not on line 1; 5 Total revenue. Includes sub-rows 2a-2d and 4a-4b.

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

Table with 5 main rows for expense reconciliation. Rows include: 1 Total expenses and losses; 2 Amounts included on line 1 but not on Form 990; 3 Subtract line 2e from line 1; 4 Amounts included on Form 990, Part IX, line 25, but not on line 1; 5 Total expenses. Includes sub-rows 2a-2d and 4a-4b.

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, line 8; Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

Multiple horizontal lines provided for entering supplemental information.

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
Commonfund Capital Venture Partners VII, L.P.	815,219.	FMV
Commonfund Capital Natural Resources Partners VII, L.P.	3,015,886.	FMV
Commonfund Capital Natural Resources Partners VIII, L.P.	2,259,662.	FMV
Commonfund Capital International Partners VI, L.P.	857,034.	FMV
Commonfund Capital Private Equity Partners VII, L.P.	1,028,059.	FMV
Commonfund Capital Venture Partners VIII, L.P.	1,626,033.	FMV
DLJ Real Estate Capital Partners II, L.P.	473,075.	FMV
DLJ Diversified Partners, L.P.	44,823.	FMV
DLJ Investment Partners II, L.P.	53,923.	FMV
DLJ Merchant Banking Partners III, L.P.	1,745,769.	FMV
FCOI II Holdings, L.P.	10,363,298.	FMV
FLAG International Patners, L.P.	2,077,312.	FMV
FLAG Venture Partners VI, L.P.	3,909,146.	FMV
FLAG Private Equity III, L.P.	2,870,405.	FMV
Greenlight Capital Offshore, Ltd.	16,853,334.	FMV
GSC European Mezzanine Offshore Cap, L.P.	128,120.	FMV
ICV Partners, L.P.	24,094.	FMV
J.P. Morgan Partners Global Investors, L.P.	456,027.	FMV
J.P. Morgan Partners Latin America, L.P.	78,313.	FMV
Trilantic Capital Partners Fund III, L.P.	1,792,255.	FMV
Markstone Capital Partners, L.P.	1,268,576.	FMV
Pantheon USA Fund VI, L.P.	3,557,616.	FMV
Peabody International Real Estate Private Partners LLC	170,695.	FMV
FirstMark II, L.P.	66,727.	FMV
Platte River Ventures II, L.P.	385,433.	FMV
Shamrock Israel Tax-Exempt Fund, L.P.	1,883,483.	FMV

**SCHEDULE F
(Form 990)**

Department of the Treasury
Internal Revenue Service

Statement of Activities Outside the United States

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

OMB No. 1545-0047

2010

Open to Public
Inspection

Name of the organization

Employer identification number

Rose Foundation

84-0418124

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

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

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

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

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
Central America & the Caribbean	0	0	Investments		27,216,632.
Europe	0	0	Investments		23,844,864.
Middle East and North Africa	0	0	Investments		1,268,576.
3 a Sub-total	0	0			52,330,072.
b Total from continuation sheets to Part I	0	0			0.
c Totals (add lines 3a and 3b)	0	0			52,330,072.

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

Schedule F (Form 990) 2010

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

Part II can be duplicated if additional space is needed.

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

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

3 Enter total number of other organizations or entities

Part IV Foreign Forms

- 1 Was the organization a U.S. transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926)* Yes No

- 2 Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A)* Yes No

- 3 Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons with respect to Certain Foreign Corporations. (see Instructions for Form 5471)* Yes No

- 4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see Instructions for Form 8621)* Yes No

- 5 Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons with respect to Certain Foreign Partnerships. (see Instructions for Form 8865)* Yes No

- 6 Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to file Form 5713, International Boycott Report (see Instructions for Form 5713)* Yes No

SCHEDULE I
(Form 990)

Department of the Treasury
Internal Revenue Service

OMB No. 1545-0047

2010

Open to Public
Inspection

**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.

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

Part I General Information on Grants and Assistance

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

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Part II can be duplicated if additional space is needed. ▶		(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
		Adams County School District 14 5291 E 60th Ave. Commerce City, CO 80022	84-6000823	501(C)3	5,000.	0. N/A	N/A		For consultant to provide analysis of teacher effectiveness and characteristics
		Allied Jewish Federation of Colorado - 300 S. Dehllia St. - Denver, CO 80246	84-0404662	501(C)3	368,652.	0. N/A	N/A		Annual campaign and gen. operating support
		Alzheimer's Association, Colorado Chapter - 455 Sherman St., Ste 500 - Denver, CO 80203-4405	84-0908354	501(C)3	51,250.	0. N/A	N/A		Savvy Caregiver Training Program and general operating support
		American Civil Liberties Union of Colorado - 400 Corona Street - Denver, CO 80218	23-7028224	501(C)3	15,000.	0. N/A	N/A		Expansion of legal, public education and outreach programs
		American Diabetes Association, Colorado Area - 2480 W. 26th Ave., Suite 120B - Denver, CO 80211-5304	13-1623888	501(C)3	40,000.	0. N/A	N/A		For Tu Familia Program
		American Red Cross, Mile High Chapter - 444 Sherman Street - Denver, CO 80203	53-0196605	501(C)3	30,025.	0. N/A	N/A		Transportation Services Program and general operating support

2 Enter total number of section 501(c)(3) and government organizations: 164.

3 Enter total number of other organizations: 2.

LHA For Paperwork Reduction Act Notice, see the Instructions for 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
Anti-Defamation League, Mountain States Region - 1120 Lincoln Street, Suite 1301 - Denver, CO 80203-2140	13-1818723	501(C)3	7,633.	0.	N/A	N/A	General operating support
Augenblick, Palaich and Associates 1120 Lincoln St, Ste.1101 Denver, CO 80203	84-0922858		46,500.	0.	N/A	N/A	Development of a Southwest Teacher Union Reform Network
Aurora Community Connection 1646 Elmira Street Aurora, CO 80010	26-2222571	501(C)3	40,000.	0.	N/A	N/A	Gen. operating support
Bayaud Enterprises 333 W. Bayaud Ave. Denver, CO 80223	84-0616970	501(C)3	50,000.	0.	N/A	N/A	Gen. operating support
Betty Ford Center 39000 Bob Hope Drive Rancho Mirage, CA 92270	95-3863994	501(C)3	15,000.	0.	N/A	N/A	Colorado Children's Program
Biennial of the Americas PO Box 120 Denver, CO 80201-0120	27-1277346	501(C)3	10,048.	0.	N/A	N/A	Support for the 2010 Biennial of the Americas event
BMH-BJ Congregation 560 S. Monaco Pkwy Denver, CO 80224	84-0412568	501(C)3	55,180.	0.	N/A	N/A	Sunburst Shabbat Experience
B'nai Chaim 4716 S. Coors Lane Morrison, CO 80465-1098	84-1231723	501(C)3	24,220.	0.	N/A	N/A	Engaging the Five Senses Program
B'nai Havurah - CJRF 6445 E. Ohio Ave. Denver, CO 80224-1459	23-7189650	501(C)3	19,000.	0.	N/A	N/A	Judaism on GO (JOG) Program

LHA

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
Boulder County Housing Authority 2525 13th Street, #204 Boulder, CO 80306	74-2321463	501(C)3	10,000.	0. N/A		N/A	Family Self-Sufficiency Program
Boulder County Public Health Department - 3450 Broadway - Boulder, CO 80304	84-0563338	501(C)3	100,000.	0. N/A		N/A	Genisister Program
Brothers Redevelopment, Inc. 2250 Eaton St., Garden Lvl, Suite B Denver, CO 80214	84-0615347	501(C)3	45,100.	0. N/A		N/A	Home Maint. & Repair Program and general operating support
CareConnect 951 Arapahoe Road #10 Boulder, CO 80302	84-0769724	501(C)3	20,000.	0. N/A		N/A	Fix-It Carry-Out Caravan and Medical Mobility Programs
Catholic Charities 4045 Pecos Street Denver, CO 80211	84-0686679	501(C)3	25,000.	0. N/A		N/A	Adult Services Case Management Program
Center for Hearing, Speech and Language - 4280 Hale Parkway - Denver, CO 80220	84-0404238	501(C)3	10,000.	0. N/A		N/A	KidScreen Program
Cherry Creek School District 4700 S. Yosemite Street Greenwood Village, CO 80111	84-6000861	501(C)3	90,000.	0. N/A		N/A	To support a pilot project in middle and high schools
Cleo Parker Robinson Dance 119 Park Avenue West Denver, CO 80205	84-0632111	501(C)3	5,000.	0. N/A		N/A	AYE After-School Program
College Summit Colorado 1201 E. Colfax Ave. Ste. 301 Denver, CO 80218	52-2007028	501(C)3	30,000.	0. N/A		N/A	Gen. operating support

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	
Colorado "I Have A Dream" Foundation - 1836 Grant Street - Denver, CO 80203	74-2497109	501(C)3	10,300.	0.N/A			Gen. operating support	
Colorado AIDS Project 2490 W. 26th Ave., Ste 300A Denver, CO 80211-5321	84-0961159	501(C)3	15,000.	0.N/A			Support for prevention department	
Colorado Alliance for Health and Independence - 8100 E. Arapahoe Road, Suite 204 - Centennial, CO 80112	20-5284567	501(C)3	25,000.	0.N/A			Gen. operating support	
Colorado Alliance for Health Equity and Practice - 5250 Leetsdale Drive, Suite 110 - Denver, CO 80246	02-0732220	501(C)3	75,000.	0.N/A			Health care navigation and clinical services	
Colorado Association of Black Professional Engineers and Scientist - P.O. Box 200508 - Denver, CO 80220	74-2208861	501(C)3	7,500.	0.N/A			Program Support - JETS engineering classes, math enrichment pgm/MEP, college preparation	
Colorado Association of Funders 600 S. Cherry St., Suite 1200 Denver, CO 80246	71-0947313	501(C)3	7,620.	0.N/A			2011 Membership Dues and program events	
Colorado Ballet 1278 Lincoln Street Denver, CO 80203	84-6038137	501(C)3	6,500.	0.N/A			Gen. operating support	
Colorado Center for the Blind 2233 West Shepperd Avenue Littleton, CO 80120-2038	74-2465141	501(C)3	15,000.	0.N/A			Senior Services Program	
Colorado Center on Law and Policy 789 Sherman Street, Suite 300 Denver, CO 80203-2119	84-1264154	501(C)3	101,500.	0.N/A			Elder Economic Security Initiative and general operating support	

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Colorado Children's Campaign 789 Sherman Street, Suite 300 Denver, CO 80203	74-2374672	501(C)3	162,940.	0.N/A		N/A	General operating support and support of statewide screenings of "Waiting for Superman"
Colorado Coalition for the Medically Underserved - P.O. Box 18877 - Denver, CO 80218	43-2007393	501(C)3	50,000.	0.N/A		N/A	Gen. operating support
Colorado Community Health Network 600 Grant St., Ste 800 Denver, CO 80203-3528	84-0910590	501(C)3	111,433.	0.N/A		N/A	Covering Kids and Families Project
Colorado Consumer Health Initiative - 1536 Wynkoop St #101 - Denver, CO 80202	84-1145452	501(C)3	200,000.	0.N/A		N/A	Gen. operating support
Colorado Department of Education 201 E. Colfax Ave., Room 500 Denver, CO 80203	84-0644739	501(C)3	170,000.	0.N/A		N/A	Teacher Effectiveness Strategy Implementation Project
Colorado Department of Human Services - 1575 Sherman St., 10th floor - Denver, CO 80203	84-0644739	501(C)3	425,000.	0.N/A		N/A	Senior Source Program
Colorado Gerontological Society 3006 E Colfax Denver, CO 80206	74-2139782	501(C)3	20,000.	0.N/A		N/A	Medicare and Medicaid Outreach activities and program support
Colorado Legacy Foundation 1660 Lincoln, Suite 2720 Denver, CO 80264	26-1597530	501(C)3	422,005.	0.N/A		N/A	Teacher Effectiveness Strategy Implementation Project and general operating support
Colorado Medical Society Foundation - 7351 Lowry Boulevard - Denver, CO 80230	84-1390157	501(C)3	75,000.	0.N/A		N/A	Center for Improving Value in Health Care

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Schedule I (Form 990)

Schedule I (Form 990) Rose Foundation

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)							
(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Colorado Nonprofit Association 455 Sherman Street, Suite 207 Denver, CO 80203-4494	84-0942908	501(C)3	31,635.	0.	N/A	N/A	Fiscal Education Project and events
Colorado Nonprofit Development Center - 4130 Tejon, Suite A - Denver, CO 80211	84-1493585	501(C)3	90,450.	0.	N/A	N/A	Various program initiatives and general operating support
Colorado Professional Latino Advancement Network c/o LARASA - 309 W 1st Avenue - Denver, CO 80223	26-4123724	501(C)3	5,000.	0.	N/A	N/A	Gen. operating support
Colorado Progressive Coalition 1029 Santa Fe Drive Denver, CO 80204	84-1338008	501(C)3	15,050.	0.	N/A	N/A	Gen. operating support
Colorado UpLift 3914 King St. Denver, CO 80211-1932	84-0889330	501(C)3	10,000.	0.	N/A	N/A	After-school program
Colorado Youth for a Change 1578 Adams Street Denver, CO 80206	20-2501002	501(C)3	25,000.	0.	N/A	N/A	Gen. operating support
Community Resource Center 444 Sherman Street, Suite 102 Denver, CO 80203	84-0838406	501(C)3	30,000.	0.	N/A	N/A	Gen. operating support
Community Shares of Colorado 1536 Wynkoop St., #202 Denver, CO 80202-1183	74-2401941	501(C)3	15,000.	0.	N/A	N/A	Gen. operating support
Congregation Beth Evergreen P. O. Box 415 Evergreen, CO 80437-0415	84-1012915	501(C)3	12,022.	0.	N/A	N/A	"See What's Happening at CBBE?" programming

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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 I).							
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Continuing Legal Education in Colorado - 1900 Grant Street, Ste. 300 - Denver, CO 80203	84-0616041	501(C)3	8,000.	0.	N/A	N/A	Printing of an updated Senior Law Handbook
CORHIO 3773 Cherry Creek North Dr, # 615 Denver, CO 80209	30-0558038	501(C)3	178,290.	0.	N/A	N/A	Behavioral Health Information Exchange Integration Project
Council on Foundations 2121 Crystal Drive, Suite 700 Arlington, VA 22202	13-6068327	501(C)3	14,565.	0.	N/A	N/A	2011 Membership Dues and annual conference
Dental Aid 877 S. Boulder Rd. Louisville, CO 80027	84-0717588	501(C)3	30,000.	0.	N/A	N/A	Bright Smiles for Bright Futures Program
Denver Academy of Torah 6825 E. Alameda Ave. Denver, CO 80224-1363	84-1187080	501(C)3	77,860.	0.	N/A	N/A	Marketing and branding "makeover" for school & gen. operating support
Denver Area Council, Boy Scouts of America - 10455 W. 6th Avenue, Suite 100 - Lakewood, CO 80215	75-2396057	501(C)3	10,000.	0.	N/A	N/A	After school program and gen. operating support
Denver Asset Building Coalition 2980 Curtis Street Denver, CO 80205	77-0646873	501(C)3	20,000.	0.	N/A	N/A	Gen. operating support
Denver Jewish Day School 2450 S. Wabash St. Denver, CO 80231	84-1476467	501(C)3	5,250.	0.	N/A	N/A	Gen. operating support
Denver Kids, Inc. 1330 Fox St., 2nd Floor South Denver, CO 80204	84-1244211	501(C)3	15,000.	0.	N/A	N/A	Counseling and mentoring program

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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).							
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Denver Preschool Program P.O. Box 40037 Denver, CO 80204-0037	20-8782224	501(C)3	5,000.	0. N/A			Contribution to 2011 Rocky Mountain Early Childhood Conference
DenverWorks 2828 N. Speer, Suite 201 Denver, CO 80211	84-1349649	501(C)3	10,000.	0. N/A			Gen. operating support
Dominican Sisters Home Health Agency of Denver - 2501 Gaylord Street - Denver, CO 80205-5631	84-0567786	501(C)3	25,025.	0. N/A			Housekeeping Program and gen. operating support
Dress for Success Denver 1510 N. High Street, 2nd Floor Denver, CO 80218	84-1493585	501(C)3	7,500.	0. N/A			Program support
Easter Seals Colorado 5755 W. Alameda Ave. Lakewood, CO 80226	84-0412575	501(C)3	50,500.	0. N/A			Rehabilitation Services and Stroke Day Program and general operating support
Ekar Farm 3227 Perry Street Denver, CO 80212	74-2374848	501(C)3	70,000.	0. N/A			Start-up costs for a Jewish community farm
El Centro Humanitario 2260 California St. Denver, CO 80205	03-0412235	501(C)3	25,050.	0. N/A			Gen. operating support
Emily Griffith Foundation 1250 Welton Street Denver, CO 80204-2197	84-1169001	501(C)3	15,000.	0. N/A			Work Intensive Skills Camp (WISC)
Escuela Tlatelolco 2949 North Federal Boulevard Denver, CO 80211	84-0746649	501(C)3	20,125.	0. N/A			Montessori Dual Language ECE Program and general operating support

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Schedule I (Form 990)

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Facing History and Ourselves 7150 Montview Boulevard Denver, CO 80220	04-2761636	501(C)3	15,250.	0. N/A		N/A	Program support- creating curriculum
Families First 2163 S. Yosemite St. Denver, CO 80231-3322	84-0963358	501(C)3	5,000.	0. N/A		N/A	Spanish family support services
Family Resource Center Association 1750 Humboldt Street, Suite 200 Denver, CO 80218	31-1599581	501(C)3	777,417.	0. N/A		N/A	Capacity building and strategic collaboration initiative
Florence Crittenton Services of Colorado - 55 South Zuni Street - Denver, CO 80223-1208	84-0429686	501(C)3	62,750.	0. N/A		N/A	Early Learning Center; Florence Crittenton School; Young Fathers Pgm & general support
Foothills United Way 1285 Cimmaron St. Ste 101 Lafayette, CO 80026-1355	84-6042598	501(C)3	10,000.	0. N/A		N/A	Personal Investment Enterprise/Individual Development Account Program
Friends of the Haven P.O. Box 102375 Denver, CO 80250	20-5634004	501(C)3	35,000.	0. N/A		N/A	Baby Haven Therapeutic Early Childhood Education Center
Gold Crown Foundation 7400 E. Crestline Cir., Suite 200 Greenwood Village, CO 80111	74-2422126	501(C)3	15,000.	0. N/A		N/A	Gen. operating support
Grantmakers for Children, Youth and Families - 8757 Georgia Avenue, Suite 540 - Silver Spring, MD 20910	52-2034186	501(C)3	7,500.	0. N/A		N/A	2010 annual membership dues, 25th anniversary & annual Conference
Grantmakers in Aging 7333 Paragon Road, Suite 220 Dayton, OH 45459	13-4014982	501(C)3	8,000.	0. N/A		N/A	2010 Annual membership dues

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Schedule I (Form 990)

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Great Education Colorado 1600 Downing Street, Suite 100 Denver, CO 80218	56-2517232	501(C)3	20,500.	0. N/A	N/A	N/A	Gen. operating support
Growing Home 3489 West 72nd Avenue, Suite 110 Westminster, CO 80030	84-1461503	501(C)3	15,000.	0. N/A	N/A	N/A	Strengthening Families Program and capacity building
Hebrew Educational Alliance 3600 S. Ivanhoe St. Denver, CO 80237-1196	84-0447472	501(C)3	58,900.	0. N/A	N/A	N/A	JConnect
Hillel Academy of Denver 450 S. Hudson St. Denver, CO 80246	84-0430032	501(C)3	60,000.	0. N/A	N/A	N/A	Fundraising Plan Development & Coaching for Staff
Hope Center 3400 Elizabeth Street Denver, CO 80205-4244	84-0564484	501(C)3	40,000.	0. N/A	N/A	N/A	Staff development and quality improvement
Housing Colorado 225 E. 16th Ave., Ste 575 Denver, CO 80203-1606	84-1234119	501(C)3	20,000.	0. N/A	N/A	N/A	Gen. operating support
Intercambio de Comunidades 4735 Walnut Street, Suite B Boulder, CO 80301	20-0078381	501(C)3	10,000.	0. N/A	N/A	N/A	Economic Sustainability Program
Intercambio de Comunidades Denver 1402 W. 38th Ave. Denver, CO 80211	26-1838782	501(C)3	7,500.	0. N/A	N/A	N/A	Gen. operating support
Jefferson Center for Mental Health 70 Executive Center, 4851 Independence St. - Wheat Ridge, CO 80033	84-0474717	501(C)3	55,000.	0. N/A	N/A	N/A	Early Intervention Services and Integrated Health Care Program

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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.)

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Jewish Family Service of Colorado 3201 S. Tamarac Dr., Ste 200 Denver, CO 80231	84-0402701	501(C)3	132,604.	0. N/A			Senior Solutions Dept. and neighborhood NORC's and general operating support
Jewish Student Union 149 Westchester Ave., #32 Port Chester, NY 10573	61-1420053	501(C)3	236,000.	0. N/A			Launch JSU clubs and services in Denver
Judaism Your Way 3030 E. 2nd Ave., Ste 107 Denver, CO 80206	46-0517841	501(C)3	53,855.	0. N/A			Capacity building and expansion of outreach
Kohélet 428 South Forest Street Denver, CO 80246-8110	74-2138775	501(C)3	7,080.	0. N/A			Jewish Survival Guide workshops
Limud Colorado PO Box 22204 Denver, CO 80222	26-0248795	501(C)3	79,570.	0. N/A			Support volunteer led festival for two years
Longmont Meals on Wheels 910 Longs Peak Ave. Longmont, CO 80501-4457	84-0590979	501(C)3	30,000.	0. N/A			Home-delivered meals and matching funds
Low-Income Family Empowerment 7190 Colorado Blvd., 5th Floor Commerce City, CO 80022	26-1349896	501(C)3	15,000.	0. N/A			The Strong Families Initiative
Lutheran Family Services of Colorado - 363 South Harlan Street, Suite 200 - Denver, CO 80226-3552	84-0775550	501(C)3	15,000.	0. N/A			Care Management Solution Program
MACC - Mizel Arts & Culture Center 350 S. Dahlia St. Denver, CO 80246	31-1494423	501(C)3	81,100.	0. N/A			Two years production costs of annual JAAMM Fest, XY Events, 20s/30s outreach

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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)							
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Mapleton Expeditionary School of the Arts - 8990 York Street - Thornton, CO 80229	84-6000817	501(C)3	13,500.	0.	N/A	N/A	Program support for a Transition Coordinator
MDS Counseling Center 1355 S. Colorado Blvd., C-100 Denver, CO 80222-3310	84-1182130	501(C)3	30,100.	0.	N/A	N/A	Counseling services and gen. operating support
Meals on Wheels of Boulder 909 Arapahoe Avenue #121 Boulder, CO 80302	84-0594180	501(C)3	30,000.	0.	N/A	N/A	Home-delivered meals
Menorah: Arts, Culture and Education at the Boulder JCC - 3800 Kaimia - Boulder, CO 80301	84-1513140	501(C)3	18,000.	0.	N/A	N/A	Program support for "Movers: Do You Speak Jewish"
Mental Health America of Colorado 1385 S. Colorado Blvd., Suite 610 Denver, CO 80222	84-0446365	501(C)3	60,500.	0.	N/A	N/A	Public policy and advocacy programs
Metro Organizations for People 1980 Dahlia Street Denver, CO 80220	84-0753677	501(C)3	25,000.	0.	N/A	N/A	Higher Education Access Alliance and general operating support
Metro Volunteers 1355 Colorado Blvd., C-601 Denver, CO 80202	84-0782124	501(C)3	25,600.	0.	N/A	N/A	Gen. operating support and replacement of volunteer service and tracking database
Mi Casa Resource Center 360 Acoma Street Denver, CO 80223	84-0867773	501(C)3	15,000.	0.	N/A	N/A	Beacon Neighborhood Center
Mile High United Way 2505 18th St. Denver, CO 80211	84-0404235	501(C)3	75,000.	0.	N/A	N/A	Denver's Road Home

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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 I).

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Minds Matter of Denver PO Box 48162 Denver, CO 80204	13-3688434	501(C)3	5,000.	0.	N/A	N/A	Gen. operating support
Moishe House 1330 Broadway, Suite 801 Oakland, CA 94612	26-2599786	501(C)3	48,250.	0.	N/A	N/A	Pgm. support to engage young Jews in their 20's
Nehirim 125 Maiden Ln Rm 8B New York, NY 10038	26-4589025	501(C)3	20,000.	0.	N/A	N/A	Program support for Denver Rocky Mountain Region retreat
North Metro Community Services 1001 West 124th Avenue Westminster, CO 80234	84-0534757	501(C)3	30,000.	0.	N/A	N/A	Start-up costs for Young Infant Assessment and Intervention Pilot Project
Office of the Governor, State of Colorado - 136 State Capitol - Denver, CO 80203	84-0644739	Gov't Entity	150,000.	0.	N/A	N/A	Contract grant writer for health reform effort
OpenWorld Learning 360 Acoma Street, Ste. 102 Denver, CO 80223	84-1538872	501(C)3	15,000.	0.	N/A	N/A	Gen. operating support
Padres Unidos 3025 W. 37th Ave., Ste 206 Denver, CO 80211-2785	84-1426652	501(C)3	15,000.	0.	N/A	N/A	Gen. operating support
Planned Parenthood of the Rocky Mountains - 7155 E. 38th Ave. - Denver, CO 80207	84-0404253	501(C)3	45,500.	0.	N/A	N/A	Teens for Tomorrow Program and general operating support
Project WISE 1301 Kalamath Street Denver, CO 80204	84-13225938	501(C)3	20,000.	0.	N/A	N/A	Gen. operating support

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)								
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Public Education & Business Coalition - 1244 Grant Street - Denver, CO 80203	74-2357262	501(C)3	90,200.	0. N/A		N/A	Expansion of Boettcher Teachers Program and general operating support	
Public Interest Projects 45 West 36th Street, 6th Floor New York, NY 10018	18-3191118	501(C)3	40,000.	0. N/A		N/A	Communities for Public Education Reform Collaborative in Denver	
Ramah in the Rockies 5600 S. Quebec St., Suite 250-C Greenwood Village, CO 80111	20-4078988	501(C)3	125,000.	0. N/A		N/A	New camp structures for Ramah Outdoor Adventure	
Reach Out and Read Colorado 4380 S. Syracuse St.; Ste. 520 Denver, CO 80237	86-1172160	501(C)3	15,200.	0. N/A		N/A	Gen. operating support	
Refugee Mental Health Program of Colorado, UCDSOM - 13001 East 17th Place, Box F-546 - Denver, CO 80045	84-6000555	501(C)3	61,110.	0. N/A		N/A	Mental health treatment	
Regis University 3333 Regis Blvd., Mail Code B-16 Denver, CO 80221-1099	84-0402707	501(C)3	5,000.	0. N/A		N/A	The Porter-Billups Leadership Academy	
Relationship Roots 1842 Depew Street Lakewood, CO 80214	84-1550781	501(C)3	30,000.	0. N/A		N/A	Professional development training	
Rights for All People 1400 Dayton Street Aurora, CO 80010	84-1599036	501(C)3	10,000.	0. N/A		N/A	Colorado Immigrant Right Coalition	
Robert E. Loup Jewish Community Center - 350 S. Dahlia St. - Denver, CO 80246	84-0404245	501(C)3	803,942.	0. N/A		N/A	JCC's South Metro expansion over 5 years and general operating support	

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Rocky Mountain Housing Development Corporation - P.O. Box 9139 - Denver, CO 80209	84-1335158	501(C)3	7,500.	0.	N/A	N/A	Youth development programming
Rocky Mountain MicroFinance Institute - P.O. Box 48138 - Denver, CO 80204	26-3218152	501(C)3	7,500.	0.	N/A	N/A	Gen. operating support
Rocky Mountain Parents as Teachers 3800 S. Pierce St. Denver, CO 80235	84-1118576	501(C)3	15,000.	0.	N/A	N/A	Gen. operating support
Rose Community Foundation 600 S. Cherry Street, Suite 1200 Denver, CO 80246	84-0920862	501(C)3	329,942.	0.	N/A	N/A	Support of various initiatives and programs
Save Our Youth 3443 W. 23rd Avenue Denver, CO 80211	84-1295393	501(C)3	5,000.	0.	N/A	N/A	Five Academic Recovery Centers
Second Wind Fund of Metro Denver 13701 West Jewell Ave., Suite 251 Lakewood, CO 80228	26-3899845	501(C)3	25,000.	0.	N/A	N/A	Gen. operating support
Senior Support Services 846 E. 18th Ave. Denver, CO 80218	84-0801612	501(C)3	25,000.	0.	N/A	N/A	Gen. operating support
Seniors Inc. 8950 E. Lowry Blvd. Denver, CO 80230	23-7090107	501(C)3	60,000.	0.	N/A	N/A	Program support
Seniors' Resource Center 3227 Chase St. Denver, CO 80212	84-0877538	501(C)3	80,000.	0.	N/A	N/A	Gen. operating support

LHA

Schedule I (Form 990)

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Sewall Child Development Center 1360 Vine St. Denver, CO 80206	84-0413241	501(C)3	25,000.	0. N/A			Staff education and training program
Sisters of Color United for Education - 2895 W. 8th Avenue - Denver, CO 80204	31-1554794	501(C)3	45,000.	0. N/A			Promotora de Salud Program
Special Transit 2855 N. 63rd Street Boulder, CO 80301	84-0777296	501(C)3	110,000.	0. N/A			Gen. operating support
St. Anthony Health Foundation 4231 W. 16th Avenue Denver, CO 80204	84-0902211	501(C)3	100,000.	0. N/A			Health Passport Links program
St. Luke's Ministry 915 East 9th Avenue Denver, CO 80218	41-1568278	501(C)3	5,000.	0. N/A			Gen. operating support and tuition subsidy prog for the Certified Nurse Assistance training prog
St. Vrain Family Center P.O. Box 2174 Longmont, CO 80502	84-1497910	501(C)3	8,000.	0. N/A			Parent Education and SAFE Services Program
Stand for Children Colorado 1201 E. Colfax Avenue, Suite. 203 Denver, CO 80218	52-1957214	501(C)3	40,000.	0. N/A			Gen. operating support
Stride 5400 W. Cedar Avenue Lakewood, CO 80226	84-1158946	501(C)3	31,250.	0. N/A			Gen. operating support and technical assistance
Summer Scholars 3401 Quebec Street, Suite 5010 Denver, CO 80207-2322	84-1314292	501(C)3	11,000.	0. N/A			Gen. operating support

LHA

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
Teach for America 1391 Speer Blvd., Suite 710 Denver, CO 80204	13-3541913	501(C)3	5,000.	0.	N/A	N/A	Participation of Colorado TFAers in the 20th Anniversary TFA Conference
Teens, Inc. P.O. Box 1070, 151 E. Street Nederland, CO 80466	84-1380016	501(C)3	7,500.	0.	N/A	N/A	After-school programming Integrating special needs students/families into the school and general support
Temple Sinai 3509 S. Glencoe St. Denver, CO 80237	84-0575985	501(C)3	23,500.	0.	N/A	N/A	Fiscal policy work over two years
The Bell Policy Center 1905 Sherman Street, Suite 900 Denver, CO 80203	84-1550841	501(C)3	150,000.	0.	N/A	N/A	After-school program
The Bridge Project, University of Denver - 2148 South High Street, Craig Hall - Denver, CO 80208	84-0404231	501(C)3	15,000.	0.	N/A	N/A	Planning for Family Program development and gen. operating support
The Center P.O. Box 9798 Denver, CO 80209	84-0738879	501(C)3	12,750.	0.	N/A	N/A	Gen. operating support
The Center for African American Health - 3601 Martin Luther King Blvd. - Denver, CO 80205	84-1477546	501(C)3	80,000.	0.	N/A	N/A	Elder/Disability Program
The Denver Center for Crime Victims - P.O. Box 18975 - Denver, CO 80218	74-2458153	501(C)3	10,000.	0.	N/A	N/A	Support for Colorado's Future civic engagement
The Denver Foundation 55 Madison Street, 8th Floor Denver, CO 80206	84-6048381	501(C)3	50,000.	0.	N/A	N/A	

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
The Inn Between of Longmont 250 Kimbark Street Longmont, CO 80501	84-1476894	501(C)3	5,000.	0.	N/A	N/A	Homeless skill development classes
The Jewish Experience 350 South Dahlia Street Denver, CO 80246	84-1530357	501(C)3	109,850.	0.	N/A	N/A	Support for new outreach educators and general operating support
The Kempe Foundation 13123 E. 16th Ave., B390 Aurora, CO 80045	84-1064295	501(C)3	50,000.	0.	N/A	N/A	The Fussy Baby Colorado (FBC) Program
The New Teacher Project 186 Joralemon St., Suite 300 Brooklyn, NY 11201	13-3850158	501(C)3	208,995.	0.	N/A	N/A	Teacher Effectiveness Strategy Implementation Project
The Senior Hub 2360 W. 90th Ave. Federal Heights, CO 80260-6700	74-2413032	501(C)3	120,000.	0.	N/A	N/A	Gen. operating support
The Women's Foundation of Colorado 1901 E. Asbury Ave. Denver, CO 80208	84-1039305	501(C)3	5,045.	0.	N/A	N/A	Gen. operating support
University of Colorado at Boulder, Program in Jewish Studies - 122 UCB - Boulder, CO 80309	84-6049811	501(C)3	76,474.	0.	N/A	N/A	Capacity building over three years
University of Denver 2199 S. University Blvd. Denver, CO 80208	84-0404231	501(C)3	50,500.	0.	N/A	N/A	Center for Colorado's Economic Future/Denver's Fiscal Reform Project
Volunteers of America Colorado Branch - 2660 Larimer St - Denver, CO 80205-2219	13-1692595	501(C)3	117,000.	0.	N/A	N/A	Safety of Seniors Handyman Program; Meals on Wheels Program and gen. operating support

LHA

Schedule I (Form 990)

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
The Inn Between of Longmont 250 Kimbark Street Longmont, CO 80501	84-1476894	501(C)3	5,000.	0.	N/A	N/A	Homeless skill development classes
The Jewish Experience 350 South Dahlia Street Denver, CO 80246	84-1530357	501(C)3	109,850.	0.	N/A	N/A	Support for new outreach educators and general operating support
The Kempe Foundation 13123 E. 16th Ave., B390 Aurora, CO 80045	84-1064295	501(C)3	50,000.	0.	N/A	N/A	The Fussy Baby Colorado (FBC) Program
The New Teacher Project 186 Joralemon St., Suite 300 Brooklyn, NY 11201	13-3850158	501(C)3	208,995.	0.	N/A	N/A	Teacher Effectiveness Strategy Implementation Project
The Senior Hub 2360 W. 90th Ave. Federal Heights, CO 80260-6700	74-2412032	501(C)3	120,000.	0.	N/A	N/A	Gen. operating support
The Women's Foundation of Colorado 1901 E. Asbury Ave. Denver, CO 80208	84-1039305	501(C)3	5,045.	0.	N/A	N/A	Gen. operating support
University of Colorado at Boulder, Program in Jewish Studies - 122 UCB - Boulder, CO 80309	84-6049811	501(C)3	76,474.	0.	N/A	N/A	Capacity building over three years
University of Denver 2199 S. University Blvd. Denver, CO 80208	84-0404231	501(C)3	50,500.	0.	N/A	N/A	Center for Colorado's Economic Future/Denver's Fiscal Reform Project
Volunteers of America Colorado Branch - 2660 Larimer St - Denver, CO 80205-2219	13-1692595	501(C)3	117,000.	0.	N/A	N/A	Safety of Seniors Handyman Program; Meals on Wheels Program and gen. operating support

LHA

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	52,000.	0. N/A			Gen. operating support
Washington Street Community Center 809 S. Washington St. Denver, CO 80209	84-0596152	501(C)3	10,000.	0. N/A			Senior program support
Work Options for Women 1200 Federal Blvd. Denver, CO 80204	84-1364292	501(C)3	25,000.	0. N/A			Gen. operating support
YESS Institute 1029 Santa Fe Drive Denver, CO 80204	84-1579820	501(C)3	10,000.	0. N/A			Gen. Operating Support
Yondorf & Associates 2211 Clermont Street Denver, CO 80207	57-9647003		25,000.	0. N/A			Consulting services for CIVHC
YouthBiz 3280 Downing Street, Suite C Denver, CO 80205	84-1212586	501(C)3	10,000.	0. N/A			Gen. operating support
Project Angel Heart 4190 Garfield St., Unit 5 Denver, CO 80216	84-1199481	501(C)3	30,000.	0. N/A			Home delivered meals Program

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

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

Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, and any other additional information.

Schedule I, Part I, Line 2: In order to monitor the use of grant funds, the Foundation may require interim and/or final reports to be submitted by the grantee, has frequent communication with the grantee organizations, and in some instances will do site visits if deemed necessary.

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

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

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

▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2010

Open to Public Inspection

Name of the organization

Rose Foundation

Employer identification number

84-0418124

Part I Questions Regarding Compensation

1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

- | | |
|--|--|
| <input type="checkbox"/> First-class or charter travel | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) |

b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

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

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

- | | |
|--|---|
| <input type="checkbox"/> Compensation committee | <input type="checkbox"/> Written employment contract |
| <input type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study |
| <input type="checkbox"/> Form 990 of other organizations | <input checked="" type="checkbox"/> Approval by the board or compensation committee |

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:

a Receive a severance payment or change-of-control payment from the organization or a related organization?

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		

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

Schedule J (Form 990) 2010

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

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

Note. The sum of columns (B)(i)-(iii) must equal the applicable column (D) or column (E) amounts on Form 990, Part VII, line 1a.

(A) Name	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 Sheila Bugdanowitz	(i) 179,963.	(ii) 0.	(iii) 0.	3,279.	6,127.	189,369.	0.
	(ii) 94,497.	(iii) 0.		1,721.	3,217.	99,435.	0.
	(i) 87,890.	(ii) 0.	(iii) 0.	6,073.	7,466.	101,429.	0.
2 Anne Garcia	(ii) 46,150.	(iii) 0.		3,189.	3,920.	53,259.	0.
3							
4							
5							
6							
7							
8							
9							
10							
11							
12							
13							
14							
15							
16							

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

2010

Open to Public
Inspection

Name of the organization

Rose Foundation

Employer identification number

84-0418124

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

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

Communications are all officers and employees of Rose Community Foundation,

the supported organization of Rose Foundation.

Form 990, Part VI, Section A, line 6: The sole member of Rose Foundation

is Rose Community Foundation. Rose Community Foundation has the power to

elect all members of the governing board of Rose Foundation. Furthermore,

Rose Community Foundation must approve many of the significant decisions of

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

assets are transferred to Rose Community Foundation.

Form 990, Part VI, Section A, line 7a: Rose Community Foundation elects,

or reelects, all trustees of Rose Foundation at an annual meeting.

Form 990, Part VI, Section A, line 7b: Any of the following actions taken

by the board of trustees of Rose Foundation require prior approval of Rose

Community Foundation: election or removal of trustees; election or removal

of the corporation's president and CEO; amendment of the articles of

incorporation; amendment of the bylaws; approval of capital and operating

budgets; borrowing money or making any material financial commitment not

contemplated by the annual capital or operating budget; disposition of all,

or substantially all, of the assets of the corporation or any merger of the

corporation into or with another corporation, organization or creation of a

subsidiary profit or nonprofit corporation and any amendments to its

articles of incorporation or bylaws, and policies or commitments designed

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

Schedule O (Form 990 or 990-EZ) (2010)

Name of the organization Rose Foundation	Employer identification number 84-0418124
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to coordinate the activities of the corporation with other entities.

Form 990, Part VI, Section B, line 11: The Form 990, including all required schedules, is provided to the Board of Trustees (all of which are voting members) prior to being filed with the IRS. The Foundation asks the members to submit any questions or comments regarding the Form 990 by the date that we plan on filing the return.

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

Form 990, Part VI, Section B, Line 12c: A detailed, written description of each conflict of interest and the procedures followed to clear the conflict are provided semi-annually to the Audit Committee for review. On an annual basis, the Audit Committee makes a report to the Board of Trustees with respect to all then current and material actual or potential conflicts of interest known to them and of any actions that have been taken or that they recommend be taken to ensure compliance with this policy.

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

Name of the organization Rose Foundation	Employer identification number 84-0418124
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and objectives that were established at the beginning of the year. Based on the conclusions of this assessment, along with comparative salary info on both a local and national level from both formal and informal surveys, the Audit Committee recommends a salary level to be taken to the Board of Trustees for approval.

Form 990, Part VI, Section C, Line 19: The Foundation's Conflict of Interest Policy, Form 990, and financial statements are available upon request as well as posted on the Foundation's website at www.rcfdenver.org.

Form 990, Part VII, Section A:

Sheila Bugdanowitz, Anne Garcia, and Phillip Nash spend an average of 7 hours per week working with the related organization.

Form 990, Part XI, line 5, Changes in Net Assets:

Net unrealized gains on investments:	16,922,861.
--------------------------------------	-------------

Form 990, Part XI, Line 2c:

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

Form 990, Part I, Line 5:

The organization is a supporting charitable organization of Rose Community Foundation. The organization did not have any paid officers,

Name of the organization Rose Foundation	Employer identification number 84-0418124
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management, or staff in 2010, as all services were provided by Rose
Community Foundation. Salaries listed throughout the return represent
the portion of salaries allocated to the organization for services
performed for Rose Foundation. The board and/or compensation committee
of Rose Community Foundation establish the compensation of Rose
Community Foundation's CEO.

Form 990-T, Page 1, Line 31

The NOL deduction for 2010 has been computed as the 2009 NOL carryover.

Form 990, Part I, Line 6:

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

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.

Name of the organization

Rose Foundation

Employer identification number
84-0418124

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

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
Rose Foundation Holdings, LLC - 84-0418124 600 S. Cherry Street, Suite 1200 Denver, CO 80246	Real Estate Lending funds to facilitate the acquisition of transit oriented properties	Colorado	69,300.	1,850,381.N/A	
Rose Foundation TOD, LLC - 27-1358730 600 S. Cherry Street, Suite 1200 Denver, CO 80246		Colorado	5,817.	255,817.N/A	

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

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

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

Schedule R (Form 990) 2010

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35, 35a, 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 other organization(s)	X	
c	Gift, grant, or capital contribution from other organization(s)	X	
d	Loans or loan guarantees to or for other organization(s)		X
e	Loans or loan guarantees by other organization(s)		X
f	Sale of assets to other organization(s)		X
g	Purchase of assets from other organization(s)		X
h	Exchange of assets		X
i	Lease of facilities, equipment, or other assets to other organization(s)		X
j	Lease of facilities, equipment, or other assets from other organization(s)		X
k	Performance of services or membership or fundraising solicitations for other organization(s)		X
l	Performance of services or membership or fundraising solicitations by other organization(s)		X
m	Sharing of facilities, equipment, mailing lists, or other assets	X	
n	Sharing of paid employees	X	
o	Reimbursement paid to other organization for expenses		X
p	Reimbursement paid by other organization for expenses		X
q	Other transfer of cash or property to other organization(s)		X
r	Other transfer of cash or property from other organization(s)	X	

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.		(b) Transaction type (a-r)	(c) Amount involved	(d) Method of determining amount involved
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				

