

Return of Organization Exempt From Income Tax

OMB No. 1545-0047

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

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

A For the 2012 calendar year, or tax year beginning 2012, and ending 2012

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

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

D Employer identification number
84-0418124

E Telephone number
303-398-7400

G Gross receipts \$ 9,416,399

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

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

H(c) Group exemption number ▶ _____

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

J Website: ▶ www.rcdenver.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	17
	4	Number of independent voting members of the governing body (Part VI, line 1b)	4	17
	5	Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5	33
	6	Total number of volunteers (estimate if necessary)	6	58
	7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	48,483
	7b	Net unrelated business taxable income from Form 990-T, line 34	7b	32,809
Revenue	8	Contributions and grants (Part VIII, line 1h)	Prior Year 150,375	Current Year 204,368
	9	Program service revenue (Part VIII, line 2g)	0	0
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	11,411,406	9,137,936
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	73,209	74,095
	12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	11,634,990	9,416,399
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	9,499,923	8,694,774
	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)	1,284,412	1,322,654
	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–24e)	935,185	1,061,977
Net Assets or Fund Balances	18	Total expenses. Add lines 13–17 (must equal Part IX, column (A), line 25)	11,719,520	11,079,405
	19	Revenue less expenses. Subtract line 18 from line 12	<84,530>	<1,663,006>
	20	Total assets (Part X, line 16)	Beginning of Current Year 252,019,430	End of Year 266,542,874
	21	Total liabilities (Part X, line 26)	60,133,324	64,370,105
22	Net assets or fund balances. Subtract line 21 from line 20	191,886,106	202,172,769	

Part II Signature Block

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

Sign Here

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

Type or print name and title: ANNE M. GARCIA, CEO and CVO

Paid Preparer Use Only

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

Firm's name ▶ Kundinger, Corder & Engle PC 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

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

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

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

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

		Enter filer's identifying number, see instructions
Type or print	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
File by the due date for filing your return. See instructions.	Rose Foundation	84-0418124
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	C/O Kundinger, Corder & Engle, P.C. - 475 Lincoln Street, Suite 200	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	Denver, CO 80203	

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

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

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

Anne Garcia

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

4 I request an additional 3-month extension of time until November 15, 2013.

5 For calendar year 2012, or other tax year beginning _____, and ending _____.

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

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

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

Signature and Verification must be completed for Part II only.

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

Signature *Alyson K Engle* Title CPA Date 8/8/13

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission:

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

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

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

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

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

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

4a (Code:) (Expenses \$ 10,021,784 including grants of \$ 8,694,774) (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 \$8,986,000 in unrestricted funds was awarded in 2012 as follows: AGING- \$1,589,000 to support services for older adults, including transportation, direct services, and end-of-life care; CHILD & FAMILY DEVELOPMENT- \$1,590,000 to support early childhood development and education, family self-sufficiency and related public policy efforts; EDUCATION- \$1,286,000 to improve K-12 teacher quality and support systemic change aimed at closing education achievement gaps; HEALTH- \$1,893,000 to support access to care, cost-effectiveness in health care, health policy initiatives and primary prevention; JEWISH LIFE- \$2,628,000 to help strengthen connections between individuals and the Jewish community, promote Jewish growth and learning, strengthen organizations and develop leaders.

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

Rose Community Foundation (EIN #84-0920862), an organization supported by the Rose Foundation, had key program achievement in three areas. DONOR DEVELOPMENT: Donors and aligned funders contributed \$9,133,000 to the Foundation, nine new advised funds were established and eight new planned gifts were made. FUND DISTRIBUTIONS: Donor's recommended grants totaled \$3,293,000 to a broad range of community interests. ENDOWMENT SERVICES: The Foundation paid out \$2,100,000 to local nonprofit organizations who have established permanent endowments and designated funds at the Foundation. (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 ▶ 10,021,784

Part IV Checklist of Required Schedules

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

Part IV Checklist of Required Schedules (continued)

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

Main form area containing questions 1a through 14b with corresponding input fields and Yes/No columns.

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

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

Section A. Governing Body and Management

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

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

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

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed None
18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply. [X] Own website [] Another's website [X] Upon request [] Other (explain in Schedule O)
19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: Anne Garcia - 303-398-7400
600 S. Cherry Street, Suite 1200, Denver, CO 80246

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

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

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) Stephanie Foote Chair	1.00 2.00	X		X				0.	0.	0.
(2) Rob Klugman Secretary	1.00 1.00	X		X				0.	0.	0.
(3) Milroy A. Alexander Trustee	1.00 1.00	X						0.	0.	0.
(4) Jennifer Atler Fischer Trustee	1.00 1.00	X						0.	0.	0.
(5) Judy Altenberg Trustee	1.00 1.00	X						0.	0.	0.
(6) Lisa Reckler Cohn Trustee	1.00 1.00	X						0.	0.	0.
(7) Jerrold Glick Trustee	1.00 1.00	X						0.	0.	0.
(8) Katherine Gold Trustee	1.00 1.00	X						0.	0.	0.
(9) William N. Lindsay III Trustee	1.00 1.00	X						0.	0.	0.
(10) Doug Jones Trustee	1.00 1.00	X						0.	0.	0.
(11) Helayne Jones, Ed. D. Trustee	1.00 1.00	X						0.	0.	0.
(12) Evan Makovsky Trustee	1.00 1.00	X						0.	0.	0.
(13) Ronald E. Montoya Trustee	1.00 1.00	X						0.	0.	0.
(14) Monte Moses Trustee	1.00 1.00	X						0.	0.	0.
(15) Neil Oberfeld Trustee	1.00 1.00	X						0.	0.	0.
(16) Dean Prina, M.D. Trustee	1.00 1.00	X						0.	0.	0.
(17) Irit Waldbaum Trustee	1.00 1.00	X						0.	0.	0.

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(18) Marjorie Gart Dir. of Philanthropic Serv	24.00 16.00			X				45,599.	29,622.	0.
(19) Sheila Bugdanowitz President & CEO	24.00 16.00			X				171,333.	111,301.	25,880.
(20) Anne Garcia Treasurer, CFO & COO	24.00 16.00			X				86,946.	56,482.	17,926.
(21) Lisa Farber-Miller Senior Program Officer	40.00					X		118,778.	0.	15,492.
(22) Elsa Holguin Senior Program Officer	40.00					X		140,430.	0.	16,982.
1b Sub-total								563,086.	197,405.	76,280.
c Total from continuation sheets to Part VII, Section A								0.	0.	0.
d Total (add lines 1b and 1c)								563,086.	197,405.	76,280.

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

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
Watershed Investment Consultants, 6400 S. Fiddler's Green Cir, Denver, CO 80111	Investment Management	177,688.
Marsico 1200 17th Street, #1300, Denver, CO 80202	Investment Management	146,715.
Marathon Asset Management, Orion House 5 Upper St. Martin's Lane, London, WC2H	Investment Management	136,515.
Capital Guardian Trust Companys, 630 Fifth Avenue, 34th floor, New York, NY 10111	Investment Management	135,677.

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

Part VIII Statement of Revenue

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

				(A)	(B)	(C)	(D)
				Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512, 513, or 514
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a					
	b Membership dues	1b					
	c Fundraising events	1c					
	d Related organizations	1d	204,368.				
	e Government grants (contributions)	1e					
	f All other contributions, gifts, grants, and similar amounts not included above	1f					
	g Noncash contributions included in lines 1a-1f: \$						
	h Total. Add lines 1a-1f			204,368.			
Program Service Revenue	2 a	Business Code					
	b						
	c						
	d						
	e						
	f All other program service revenue						
	g Total. Add lines 2a-2f						
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)			2,812,563.	5,306.	12,227.	2,795,030.
	4 Income from investment of tax-exempt bond proceeds						
	5 Royalties			2,427.			2,427.
	6 a Gross rents	(i) Real	(ii) Personal				
		71,668.					
		b Less: rental expenses					
	c Rental income or (loss)			71,668.			
	d Net rental income or (loss)			71,668.			71,668.
	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)						
	d Net gain or (loss)			6,325,373.		36,256.	6,289,117.
	8 a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18						
		b Less: direct expenses					
c Net income or (loss) from fundraising events							
9 a Gross income from gaming activities. See Part IV, line 19							
	b Less: direct expenses						
	c Net income or (loss) from gaming activities						
10 a Gross sales of inventory, less returns and allowances							
	b Less: cost of goods sold						
	c Net income or (loss) from sales of inventory						
Miscellaneous Revenue			Business Code				
11 a							
	d All other revenue						
e Total. Add lines 11a-11d							
12 Total revenue. See instructions.			9,416,399.	5,306.	48,483.	9,158,242.	

Part IX Statement of Functional Expenses

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

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	8,694,774.	8,694,774.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	330,433.	248,386.	82,047.	
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	786,477.	591,195.	195,282.	
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	28,052.	21,087.	6,965.	
9 Other employee benefits	107,019.	80,446.	26,573.	
10 Payroll taxes	70,673.	53,125.	17,548.	
11 Fees for services (non-employees):				
a Management				
b Legal				
c Accounting				
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees	540,781.		540,781.	
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	80,474.	43,560.	36,914.	
12 Advertising and promotion				
13 Office expenses	76,259.	57,329.	18,930.	
14 Information technology				
15 Royalties				
16 Occupancy	161,190.	121,167.	40,023.	
17 Travel	55,004.	41,346.	13,658.	
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	21,640.	16,267.	5,373.	
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a Communication expense	70,641.	53,101.	17,540.	
b Income tax expense	54,347.		54,347.	
c Miscellaneous	1,641.		1,641.	
d				
e All other expenses				
25 Total functional expenses. Add lines 1 through 24e	11,079,405.	10,021,783.	1,057,622.	0.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

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

Part X Balance Sheet

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

		(A)		(B)
		Beginning of year		End of year
Assets	1 Cash - non-interest-bearing	783,158.	1	848,566.
	2 Savings and temporary cash investments		2	
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net	950,004.	4	857,457.
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges		9	46,162.
	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	153,584,786.	11	161,077,459.
	12 Investments - other securities. See Part IV, line 11	95,953,221.	12	102,964,969.
	13 Investments - program-related. See Part IV, line 11	500,000.	13	500,000.
	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)	252,019,430.	16	266,542,874.	
Liabilities	17 Accounts payable and accrued expenses	3,445,580.	17	1,887,692.
	18 Grants payable	4,281,578.	18	4,777,396.
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	52,406,166.	25	57,705,017.
	26 Total liabilities. Add lines 17 through 25	60,133,324.	26	64,370,105.
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	191,886,106.	27	202,172,769.
	28 Temporarily restricted net assets		28	
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
33 Total net assets or fund balances	191,886,106.	33	202,172,769.	
34 Total liabilities and net assets/fund balances	252,019,430.	34	266,542,874.	

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	9,416,399.
2	Total expenses (must equal Part IX, column (A), line 25)	2	11,079,405.
3	Revenue less expenses. Subtract line 2 from line 1	3	<1,663,006.>
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	191,886,106.
5	Net unrealized gains (losses) on investments	5	11,949,669.
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	202,172,769.

Part XII Financial Statements and Reporting

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

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

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

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

OMB No. 1545-0047

2012

Open to Public Inspection

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

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

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

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

	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 monetary support
			Yes	No	Yes	No	Yes	No	
Rose Community Foundation	84-0920862	LINE 7	X		X		X		1,487,350.
Total	1								1,487,350.

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

Schedule A (Form 990 or 990-EZ) 2012

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
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) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(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 2012 (line 6, column (f) divided by line 11, column (f))	14		%
15 Public support percentage from 2011 Schedule A, Part II, line 14	15		%
16a 33 1/3% support test - 2012. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization			<input type="checkbox"/>
b 33 1/3% support test - 2011. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization			<input type="checkbox"/>
17a 10% -facts-and-circumstances test - 2012. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization			<input type="checkbox"/>
b 10% -facts-and-circumstances test - 2011. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization			<input type="checkbox"/>
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions			<input type="checkbox"/>

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support. (Subtract line 7c from line 6.)						

Section B. Total Support

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

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

Section C. Computation of Public Support Percentage

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

Section D. Computation of Investment Income Percentage

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

19a 33 1/3% support tests - 2012. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization

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

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

SCHEDULE C
(Form 990 or 990-EZ)

Political Campaign and Lobbying Activities

OMB No. 1545-0047

2012

Department of the Treasury
Internal Revenue Service

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

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

Open to Public Inspection

▶ **See separate instructions.**

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

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

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

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

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

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

Name of organization 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-.

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

Schedule C (Form 990 or 990-EZ) 2012

LHA

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

A Check if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures).

B Check if the filing organization checked box A and "limited control" provisions apply.

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals												
1a Total lobbying expenditures to influence public opinion (grass roots lobbying)		0.													
b Total lobbying expenditures to influence a legislative body (direct lobbying)		0.													
c Total lobbying expenditures (add lines 1a and 1b)		0.													
d Other exempt purpose expenditures		11,079,405.													
e Total exempt purpose expenditures (add lines 1c and 1d)		11,079,405.													
f Lobbying nontaxable amount. Enter the amount from the following table in both columns.		703,970.													
<table border="1" style="width: 100%;"> <thead> <tr> <th style="text-align: left;">If the amount on line 1e, column (a) or (b) is:</th> <th style="text-align: left;">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)		175,993.													
h Subtract line 1g from line 1a. If zero or less, enter -0-		0.													
i Subtract line 1f from line 1c. If zero or less, enter -0-		0.													
j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?			<input type="checkbox"/> Yes <input type="checkbox"/> No												

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

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) Total
2a Lobbying nontaxable amount	764,879.	745,418.	735,976.	703,970.	2,950,243.
b Lobbying ceiling amount (150% of line 2a, column(e))					4,425,365.
c Total lobbying expenditures					
d Grassroots nontaxable amount	191,220.	186,355.	183,994.	175,993.	737,562.
e Grassroots ceiling amount (150% of line 2d, column (e))					1,106,343.
f Grassroots lobbying expenditures					

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

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

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

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

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

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

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

Part IV Supplemental Information

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

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

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

OMB No. 1545-0047

2012

Open to Public Inspection

Name of the organization

Rose Foundation

Employer identification number

84-0418124

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

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

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

1 Purpose(s) of conservation easements held by the organization (check all that apply).

Preservation of land for public use (e.g., recreation or education) Preservation of an historically important land area

Protection of natural habitat Preservation of a certified historic structure

Preservation of open space

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

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

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ _____

4 Number of states where property subject to conservation easement is located ▶ _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?

Yes No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ _____

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?

Yes No

9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Part VII Investments - Other Securities. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A) Abbott Capital Private Equity Fund		
(B) VI, L.P.	1,623,971.	End-of-Year Market Value
(C) Irving Place Capital Partners II,		
(D) L.P.	778,182.	End-of-Year Market Value
(E) Canyon Value Realization Fund, Ltd.	14,022,835.	End-of-Year Market Value
(F) Commonfund Capital International		
(G) Partners V, L.P.	3,364,555.	End-of-Year Market Value
(H) Commonfund Capital Private Equity		
(I) Partners VI, L.P.	4,720,114.	End-of-Year Market Value
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.) ▶	102,964,969.	

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

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 13.) ▶		

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

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ▶	

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

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) Investments held for Rose Community Foundation	57,705,017.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	57,705,017.

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

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

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

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

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

Part XIII Supplemental Information

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

Part X, Line 2: The Foundation follows the Accounting for Uncertainty

in Income Taxes accounting standard which requires the Foundation to determine whether a tax position (and the related tax benefit) is more likely than not to be sustained upon examination by the applicable taxing authority, based solely on the technical merits of the position. The Foundation believes it has appropriate support for any tax positions taken, and as such, does not have any uncertain tax positions that are significant to the financial statements. The tax returns for the

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
Commonfund Capital Venture Partners VII, L.P.	946,813.	FMV
Commonfund Capital Natural Resources Partners VII, L.P.	4,474,008.	FMV
Commonfund Capital Natural Resources Partners VIII, L.P.	5,835,357.	FMV
Commonfund Capital International Partners V, L.P.	1,531,838.	FMV
Commonfund Capital Private Equity Partners VII, L.P.	1,799,031.	FMV
Commonfund Capital Venture Partners VIII, L.P.	3,065,694.	FMV
DLJ Real Estate Capital Partners II, L.P.	509,189.	FMV
DLJ Diversified Partners, L.P.	13,006.	FMV
DLJ Investment Partners II, L.P.	21,975.	FMV
DLJ Merchant Banking Partners III, L.P.	765,523.	FMV
FCCI II Holdings, L.P.	11,110,000.	FMV
FLAG International Partners, L.P.	2,716,457.	FMV
FLAG Venture Partners VI, L.P.	6,005,591.	FMV
FLAG Private Equity III, L.P.	3,749,173.	FMV
Greenlight Capital Offshore, Ltd.	18,488,029.	FMV
GSC European Mezzanine Offshore Cap, L.P.	184,142.	FMV
J.P. Morgan Partners Global Investors, L.P.	268,953.	FMV
J.P. Morgan Partners Latin America, L.P.	23,692.	FMV
Trilantic Capital Partners Fund III, L.P.	690,811.	FMV
Markstone Capital Partners, L.P.	848,244.	FMV
Pantheon USA Fund VI, L.P.	3,518,442.	FMV
Peabody International Real Estate Private Partners LLC	87,815.	FMV
FirstMark II, L.P.	65,509.	FMV
Platte River Ventures II, L.P.	702,766.	FMV
Shamrock Israel Tax-Exempt Fund, L.P.	1,738,154.	FMV
Spinnaker Global Emerging Markets Fund, Ltd.	118,614.	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

2012

Open to Public Inspection

Name of the organization Rose Foundation	Employer identification number 84-0418124
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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 its grants and other assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No
- 2 For grantmakers. Describe in Part V the organization's procedures for monitoring the use of its grants and other assistance outside the United States.
- 3 Activities per Region. (The following Part I, line 3 table can be duplicated if additional space is needed.)

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
Central America & the Caribbean			Investments		29,598,029.
Europe			Investments		15,473,333.
Middle East and North Africa			Investments		848,244.
3 a Sub-total	0	0			45,919,606.
b Total from continuation sheets to Part I	0	0			0.
c Totals (add lines 3a and 3b)	0	0			45,919,606.

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. 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, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see Instructions for Form 8621)* Yes No

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

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

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

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

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

▶ Attach to Form 990.

OMB No. 1545-0047

2012

**Open to Public
Inspection**

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

Part I General Information on Grants and Assistance

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

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

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Boulder Community Housing Corporation - 2525 13th Street, #204 - Boulder, CO 80306	74-2321463	501(C)(3)	5,000.	0.	N/A	N/A	Family Self-Sufficiency Program
Boulder County Public Health Department - 3450 Broadway - Boulder, CO 80304	84-0563338	501(C)(3)	85,000.	0.	N/A	N/A	GENESISTER Program
Catholic Charities 4045 Pecos Street Denver, CO 80211	84-0686679	501(C)(3)	20,000.	0.	N/A	N/A	Seniors Health and Wellness Services
Center for People with Disabilities - 10351 Grant Street, Unit 1 - Denver, CO 80229	84-0732497	501(c)(3)	10,000.	0.	N/A	N/A	Beyond Vision program-matching grant
Center for Teaching Quality 605 West Main Street Carrboro, NC 27510	04-3606319	501(C)(3)	150,000.	0.	N/A	N/A	Denver New Millennium Initiative
Center for Work Education and Employment - 1175 Osage St., Ste 300 - Denver, CO 80204	74-2202303	501(C)(3)	20,000.	0.	N/A	N/A	Job-readiness programs

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table ▶ 125.

3 Enter total number of other organizations listed in the line 1 table ▶ 0.

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.
See Part IV for Column (h) descriptions

Schedule I (Form 990) (2012)

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
CHARG Resource Center 709 East 12th Avenue Denver, CO 80203-2610	84-1116982	501(C)(3)	20,000.	0.	N/A	N/A	Smart Mouths
Clayton Early Learning 3801 Martin Luther King Blvd. Denver, CO 80205	84-0432238	501(C)(3)	414,980.	0.	N/A	N/A	The Institute at Clayton Early Learning over two years, Birth to Five Policy Alliance
Colorado "I Have A Dream" Foundation - 1836 Grant Street - Denver, CO 80203	74-2497109	501(C)(3)	7,500.	0.	N/A	N/A	Intensive Support Services
Colorado Agency for Jewish Education - 300 S. Dahlia St., Ste 101 - Denver, CO 80246	84-0735278	501(C)(3)	140,500.	0.	N/A	N/A	Professional development to ECE centers over three years
Colorado Association of Funders 600 South Cherry Street Denver, CO 80246	71-0947313	501(C)(3)	6,142.	0.	N/A	N/A	Annual Membership renewal 2013, Meeting attendance for Rose staff
Colorado Center for the Blind 2233 West Shepperd Avenue Littleton, CO 80120-2038	74-2465141	501(C)(3)	15,000.	0.	N/A	N/A	Senior Services Program
Colorado Children's Campaign 1580 Lincoln Street Denver, CO 80203	74-2374672	501(C)(3)	157,810.	0.	N/A	N/A	General operating support
Colorado Community Health Network 600 Grant St., Ste 800 Denver, CO 80203-3528	84-0910590	501(C)(3)	117,455.	0.	N/A	N/A	Covering Kids and Families Project over two years
Colorado Consumer Health Initiative - 1536 Wynkoop Street, #101 - Denver, CO 80202	84-1145452	501(C)(3)	200,000.	0.	N/A	N/A	General operating support over two years

Schedule I (Form 990)

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Colorado Criminal Justice Reform Coalition - 1212 Mariposa Street, Suite 6 - Denver, CO 80204	84-1449882	501(C)(3)	15,000.	0.	N/A	N/A	Re-entry Program
Colorado Department of Human Services - 1575 Sherman St., 10th floor - Denver, CO 80203	84-0644739	501(C)(3)	200,000.	0.	N/A	N/A	Senior Source
Colorado Gerontological Society 3006 E Colfax Denver, CO 80206	74-2139782	501(C)(3)	10,000.	0.	N/A	N/A	Medicare and Medicaid outreach and enrollment activities
Colorado Health Institute 303 E. 17th Avenue, Suite 930 Denver, CO 80203	74-3082235	501(C)(3)	310,000.	0.	N/A	N/A	General operating support over two years
Colorado Latino Leadership, Advocacy & Research Organization (CLLARO) - 309 W. 1st Avenue - Denver, CO 80223	84-0562952	501(C)(3)	10,275.	0.	N/A	N/A	Research Division
Colorado League of Charter Schools 725 S. Broadway Denver, CO 80209-4005	84-1288512	501(C)(3)	25,500.	0.	N/A	N/A	Colorado Teacher Effectiveness Collaborative (CTEC)
Colorado Legacy Foundation 1660 Lincoln Street Denver, CO 80264	26-1597530	501(C)(3)	416,843.	0.	N/A	N/A	Integration of public school/behavioral health systems, Strategic initiatives
Colorado Nonprofit Association 789 Sherman Street Denver, CO 80203	84-0942908	501(C)(3)	5,195.	0.	N/A	N/A	Colorado Nonprofit Week Awards Luncheon 2012 (Gold Sponsor)
Colorado Nonprofit Development Center - 789 Sherman Street, Suite 250 - Denver, CO 80203	84-1493585	501(C)(3)	622,554.	0.	N/A	N/A	BLCiE- Gen op support, CCHAP, National Philanthropy Day 2012

Schedule I (Form 990)

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Colorado UpLift 3914 King St. Denver, CO 80211-1932	84-0889330	501(C)(3)	7,500.	0.	N/A	N/A	After School and Summer Adventure Programming
Colorado Youth for a Change 2931 West 25th Avenue, #201 Denver, CO 80211	20-2501002	501(C)(3)	35,000.	0.	N/A	N/A	General operating support
Community Action Development Corporation - P.O. Box 471 - Boulder, CO 80306	84-0959900	501(C)(3)	10,000.	0.	N/A	N/A	Circles Campaign
Community Resource Center 789 Sherman Street, Suite 210 Denver, CO 80203	84-0838406	501(C)(3)	25,000.	0.	N/A	N/A	General operating support
Community Shares of Colorado 1536 Wynkoop Street Denver, CO 80202	74-2401941	501(C)(3)	15,000.	0.	N/A	N/A	Nonprofit Sustainability Program
Continuing Legal Education in Colorado - 1900 Grant Street, Ste. 300 - Denver, CO 80203	84-0616041	501(C)(3)	8,000.	0.	N/A	N/A	Senior Law Day Handbook 2012
Dental Aid 877 S. Boulder Rd. Louisville, CO 80027	84-0717588	501(C)(3)	30,000.	0.	N/A	N/A	Adult Assured Access Program
Denver Asset Building Coalition 2980 Curtis Street Denver, CO 80205	77-0646873	501(C)(3)	20,000.	0.	N/A	N/A	General operating support
Denver Community Kollel 1516 Xavier St., Ste 500 Denver, CO 80204	84-1520391	501(C)(3)	18,500.	0.	N/A	N/A	Jewish learning classes for women

Schedule I (Form 990)

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Denver Jewish Day School 2450 S. Wabash St. Denver, CO 80231	84-1476467	501(C)(3)	139,050.	0.	N/A	N/A	Sustainability Campaign, Land Use Management and Support project, Matching gifts
Denver Kids, Inc. 1330 Fox St., 2nd Floor South Denver, CO 80204	84-1244211	501(C)(3)	10,000.	0.	N/A	N/A	Educational Counseling and Mentoring Program
Denver Metro Chamber Leadership Foundation - The Chamber Building - Denver, CO 80202-1790	74-2489854	501(C)(3)	10,460.	0.	N/A	N/A	Colorado in Context (pilot year)
Denver Public Schools Foundation 900 Grant Street, Ste. 503 Denver, CO 80203-2907	84-1224325	501(C)(3)	212,625.	0.	N/A	N/A	13-Invest in Innovation, CSR Implementation in Year 3 through Year 5
Doctors Care 609 West Littleton Boulevard, Ste Littleton, CO 80120	84-1150815	501(C)(3)	50,000.	0.	N/A	N/A	Purchase and renovation of a new clinic facility
Early Childhood Council of Boulder County - 1285 Cimarron Drive, Suite 201 - Lafayette, CO 80026	84-1359734	501(C)(3)	20,000.	0.	N/A	N/A	General operating support
Early Excellence Program of Denver 3580 Franklin Street Denver, CO 80205	84-1468640	501(C)(3)	20,050.	0.	N/A	N/A	Implementation of extended day program and professional development and educational services
Easter Seals Colorado 5755 W. Alameda Ave. Lakewood, CO 80226	84-0412575	501(C)(3)	45,000.	0.	N/A	N/A	Rehabilitative Services and Stroke Day Program over two years
Ekar 2836 Vrain Street Denver, CO 80212	45-1567217	501(C)(3)	69,680.	0.	N/A	N/A	Program expansion and evaluation

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
El Centro Humanitario 2260 California St. Denver, CO 80205	03-0412235	501(C)(3)	25,200.	0.	N/A	N/A	General operating support
Family Star 2246 Federal Blvd. Denver, CO 80211	84-1114455	501(C)(3)	13,000.	0.	N/A	N/A	Professional development for staff
Florence Crittenton Services of Colorado - 55 South Zuni Street - Denver, CO 80223-1208	84-0429686	501(C)(3)	83,725.	0.	N/A	N/A	Early Learning Center-Quality Improv; parent edu & feasibility study
Generation Schools Network 455 Sherman Street, Suite 120 Denver, CO 80203	76-0783006	501(C)(3)	150,000.	0.	N/A	N/A	Affiliate School Grant
Girls Incorporated of Metro Denver 1499 Julian Street Denver, CO 80204	74-2277668	501(C)(3)	7,150.	0.	N/A	N/A	Center-Based Educational Enrichment Programs
Gold Crown Foundation 7400 East Crestline Circle Greenwood Village, CO 80111	74-2422126	501(C)(3)	7,500.	0.	N/A	N/A	The Gold Crown Computer Clubhouse
Great Education Colorado 1000 East 16th Avenue Suite 018 Denver, CO 80218	56-2517232	501(C)(3)	20,375.	0.	N/A	N/A	General operating support
Growing Home 3489 West 72nd Avenue, Suite 110 Westminster, CO 80030	84-1461503	501(C)(3)	20,000.	0.	N/A	N/A	Family Self-Sufficiency, Early Childhood Intervention Programs and Staff Fundraising
Hillel of Colorado 2390 S. Race Street Denver, CO 80210	52-1758791	501(C)(3)	46,680.	0.	N/A	N/A	Part-time development associate over three years, Matching gifts

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
Hispanics in Philanthropy 414 13th St., Suite 200 Oakland, CA 94612	94-3040607	501(C)(3)	10,000.	0.	N/A	N/A	HIP Membership Dues 2012
Housing Colorado 225 E. 16th Ave., Ste 575 Denver, CO 80203-1606	84-1234119	501(C)(3)	10,000.	0.	N/A	N/A	General operating support
"I Have a Dream" Foundation of Boulder County - 2515 East Sterling Circle - Boulder, CO 80301	84-1150542	501(C)(3)	15,000.	0.	N/A	N/A	Positive Futures Program, Evaluation
InnovAge Home Care 8950 E. Lowry Blvd. Denver, CO 80230	23-7090107	501(C)(3)	60,000.	0.	N/A	N/A	Program support
Intercambio de Comunidades 4735 Walnut Street, Suite B Boulder, CO 80301	20-0078381	501(C)(3)	7,500.	0.	N/A	N/A	General operating support
Jeffco Public Schools 1829 Denver West Drive Golden, CO 80401-0001	84-6002817	501(C)(3)	20,000.	0.	N/A	N/A	Evaluation of the Expanded Learning Program
Jefferson Center for Mental Health 70 Executive Center Wheat Ridge, CO 80033	84-0474717	501(C)(3)	80,000.	0.	N/A	N/A	Early Intervention Services, Health Care Coordinator over two years
Jewish Family Service of Colorado 3201 S. Tamarac Dr., Ste 200 Denver, CO 80231	84-0402701	501(C)(3)	346,241.	0.	N/A	N/A	Senior Solutions Department and NORC in Edgewater
Judaism Your Way 600 Grant Street Denver, CO 80203	46-0517841	501(C)(3)	25,054.	0.	N/A	N/A	Program expansion

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
Jumpstart 1801 Avenue of the Stars, #210 Los Angeles, CA 90067	26-2173175	501(C)(3)	40,000.	0.	N/A	N/A	National Survey of American Jewish Giving over two years
Keshet 284 Amory Street Jamaica Plain, MA 02130	48-1278664	501(C)(3)	95,072.	0.	N/A	N/A	Community organizing and organization support over two years
Limmud Colorado P.O. Box 22204 Denver, CO 80222	26-0248795	501(C)(3)	31,307.	0.	N/A	N/A	Program support and technical assistance
Longmont Meals on Wheels 910 Longs Peak Ave. Longmont, CO 80501-4457	84-0590979	501(C)(3)	24,000.	0.	N/A	N/A	General operating support and a matching grant
Lutheran Family Services Rocky Mountains - 363 South Harlan Street - Denver, CO 80226-3552	84-0775550	501(C)(3)	12,000.	0.	N/A	N/A	Older Adults and Caregiver Services Program
Mapleton Public Schools 591 E. 80th Ave. Denver, CO 80229	84-6000817	501(C)(3)	13,500.	0.	N/A	N/A	Postsecondary transition program
Maria Droste Counseling Center 1355 S. Colorado Blvd. Denver, CO 80222-3310	84-1182130	501(C)(3)	25,100.	0.	N/A	N/A	General operating support
Meals on Wheels of Boulder 909 Arapahoe Avenue #121 Boulder, CO 80302	84-0594180	501(C)(3)	24,000.	0.	N/A	N/A	General operating support
Menorah: Arts, Culture and Education at the Boulder JCC - c/o Boulder Jewish Community Center - Boulder, CO 80301	84-1513140	501(C)(3)	20,000.	0.	N/A	N/A	Boulder Jewish Festival 2013 & 2014

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
Mental Health Center of Denver 4141 E. Dickenson Place Denver, CO 80222	74-2499946	501(C)(3)	27,500.	0.	N/A	N/A	Training for mental health professionals
Mental Health Partners 1333 Iris Avenue Boulder, CO 80304-2296	84-0520493	501(C)(3)	60,000.	0.	N/A	N/A	Integrated medical and mental health care services over 2 years, Early Childhood
Mercy Housing Inc. 1999 Broadway, Suite 1000 Denver, CO 80202	47-0646706	501(C)(3)	20,000.	0.	N/A	N/A	Resident Services Program
Metro Community Provider Network 3701 S. Broadway Englewood, CO 80110	74-2477108	501(C)(3)	44,250.	0.	N/A	N/A	Accountable Care Coordinator Program
Metro Volunteers 789 Sherman Street, Suite 385 Denver, CO 80203	84-0782124	501(C)(3)	20,200.	0.	N/A	N/A	General operating support
Mi Casa Resource Center 360 Acoma Street Denver, CO 80223	84-0867773	501(C)(3)	35,100.	0.	N/A	N/A	Business and Career Development Programs, Youth and Family Development Programs
Mile High Montessori Early Learning Centers - 1780 Marion Street - Denver, CO 80218	84-0617972	501(C)(3)	60,100.	0.	N/A	N/A	Professional development for teachers
Mile High United Way 2505 18th St. Denver, CO 80211	84-0404235	501(C)(3)	10,250.	0.	N/A	N/A	Executives Partnering to Invest in Children
National Council on Aging 1901 L St NW FL 4 Washington, DC 20036	13-1932384	501(C)(3)	23,000.	0.	N/A	N/A	Service Innovation Pilot Project

Schedule I (Form 990)

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Office of the Governor, State of Colorado - 136 State Capitol - Denver, CO 80203	84-0644739	Government	15,000.	0.	N/A	N/A	GIH matching grant to support a grantwriting consultant
OpenWorld Learning 360 Acoma Street, Ste. 102 Denver, CO 80223	84-1538872	501(C)(3)	10,000.	0.	N/A	N/A	After school program
Padres & Jovenes Unidos 3025 W. 37th Ave., Ste 206 Denver, CO 80211-2785	84-1426652	501(C)(3)	50,235.	0.	N/A	N/A	General operating support over two years
Planned Parenthood of the Rocky Mountains - 7155 E. 38th Ave. - Denver, CO 80207	84-0404253	501(C)(3)	52,700.	0.	N/A	N/A	Evaluation Initiative, Matching gifts
Project Angel Heart 4950 Washington Street Denver, CO 80216	84-1199481	501(C)(3)	25,000.	0.	N/A	N/A	Home delivered meals for seniors coping with life threatening illness
Project WISE 1301 Kalamath Street Denver, CO 80204	84-1325938	501(C)(3)	20,875.	0.	N/A	N/A	General operating support
Public Interest Projects 45 West 36th Street New York, NY 10018	13-3191113	501(C)(3)	70,000.	0.	N/A	N/A	Colorado Communities for Public Education Reform (Colorado CPER) over two years
Qualistar Colorado 3607 Martin Luther King Blvd. Denver, CO 80205	84-0685056	501(C)(3)	200,000.	0.	N/A	N/A	General operating support over two years
Ramah Outdoor Adventure 5600 S. Quebec St., Suite 250-C Greenwood Village, CO 80111	20-4078988	501(C)(3)	49,450.	0.	N/A	N/A	Fund development, marketing and facilities management support

Schedule I (Form 990)

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Reach Out and Read Colorado 4380 S. Syracuse St.; Ste. 520 Denver, CO 80237	86-1172160	501(C)(3)	15,250.	0.	N/A	N/A	General operating support
Reading Partners 6300 E. Yale Ave., Suite 110 Denver, CO 80222	77-0568469	501(C)(3)	50,000.	0.	N/A	N/A	RP program launch in Denver over two years
Rebuilding Together Metro Denver 12567 W. Cedar Drive Lakewood, CO 80228	84-1514642	501(C)(3)	25,000.	0.	N/A	N/A	Program support
Robert E. Loup Jewish Community Center - 350 S. Dahlia St. - Denver, CO 80246	84-0404245	501(C)(3)	176,570.	0.	N/A	N/A	Shalom Baby and Family Programs over 3.5 years, Matching gifts
Rocky Mountain MicroFinance Institute - P.O. Box 48138 - Denver, CO 80204	26-3218152	501(C)(3)	10,000.	0.	N/A	N/A	General operating support
Rocky Mountain Parents as Teachers 3800 S. Pierce St. Denver, CO 80235	84-1118576	501(C)(3)	15,000.	0.	N/A	N/A	General operating support
Rose Community Foundation 600 S. Cherry Street Denver, CO 80246	84-0920862	501(C)(3)	1,487,350.	0.	N/A	N/A	Support of various programs and initiatives
Safe Shelter of St. Vrain Valley P.O. Box 231 Longmont, CO 80502	84-0781353	501(C)(3)	10,000.	0.	N/A	N/A	Abuse in Later Life Program
Save Our Youth 3443 W. 23rd Avenue Denver, CO 80211	84-1295393	501(C)(3)	5,000.	0.	N/A	N/A	Summer Academic Recovery Program (SAR)

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
Second Wind Fund of Metro Denver 13701 W. Jewell Avenue, Suite 251 Lakewood, CO 80228	26-3899845	501(C)(3)	25,125.	0.	N/A	N/A	General operating support
Sewall Child Development Center 1360 Vine St. Denver, CO 80206	84-0413241	501(C)(3)	20,500.	0.	N/A	N/A	Staff education and training program
St. Vrain Family Center P.O. Box 2174 Longmont, CO 80502	84-1497910	501(C)(3)	10,000.	0.	N/A	N/A	Parent Education Program
Stride 5400 W. Cedar Avenue Lakewood, CO 80226	84-1158946	501(C)(3)	20,000.	0.	N/A	N/A	General operating support
Summer Scholars 3401 Quebec Street Denver, CO 80207-2322	84-1314292	501(C)(3)	7,550.	0.	N/A	N/A	Scholars After-School Program
Teens, Inc. P.O. Box 1070 Nederland, CO 80466	84-1380016	501(C)(3)	7,000.	0.	N/A	N/A	After School Programs
The Acorn School for Early Childhood Development - 2580 Iris Ave. - Boulder, CO 80304	84-1150507	501(C)(3)	50,000.	0.	N/A	N/A	Operational start up costs with facilities expansion project
The Bell Policy Center 1905 Sherman Street Denver, CO 80203	84-1550841	501(C)(3)	150,000.	0.	N/A	N/A	Fiscal policy work and self-sufficiency work
The Bridge Project, University of Denver - 2148 South High Street - Denver, CO 80208	84-0404231	501(C)(3)	10,000.	0.	N/A	N/A	After school program

Schedule I (Form 990)

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
The Center for African American Health - 3601 Martin Luther King Blvd. - Denver, CO 80205	84-1477546	501(C)(3)	60,000.	0.	N/A	N/A	General operating support
The Denver Foundation 55 Madison Street, 8th Floor Denver, CO 80206	84-6048381	501(C)(3)	60,250.	0.	N/A	N/A	Mile High Connects, TBD Colorado community engagement efforts
The Family Learning Center 3164 34th St. Boulder, CO 80301-2166	74-2240341	501(C)(3)	40,000.	0.	N/A	N/A	Comprehensive literacy-based programs
The Partnership for Families & Children - 450 Lincoln Street, Suite 100 - Denver, CO 80203	84-1173226	501(C)(3)	10,000.	0.	N/A	N/A	Colorado Education Policy Fellowship Program
The Senior Hub 2360 W. 90th Ave. Federal Heights, CO 80260-6700	74-2412032	501(C)(3)	80,000.	0.	N/A	N/A	General operating support
Third Sector New England 89 South Street, Suite 700 Boston, MA 02111-2670	04-2261109	501(C)(3)	36,000.	0.	N/A	N/A	Tools of the Mind, Early Childhood Funders' Collaborative 2012
University of Colorado Foundation 1800 Grant Street, Suite 725 Denver, CO 80203	84-6049811	501(C)(3)	35,500.	0.	N/A	N/A	Early Childhood Mental Health Assessment, Outreach Program at the Child Learning Center
Warren Village 1323 Gilpin Street Denver, CO 80218-2552	84-0644270	501(C)(3)	50,900.	0.	N/A	N/A	General operating support
Washington Street Community Center 809 S. Washington St. Denver, CO 80209	84-0596152	501(C)(3)	5,000.	0.	N/A	N/A	Senior Program Support

Schedule I (Form 990)

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Women's Health 2855 Valmont Road Boulder, CO 80301-1374	84-0645786	501(C)(3)	25,000.	0.	N/A	N/A	Subsidized family planning services
YESS Institute 1029 Santa Fe Drive Denver, CO 80204	84-1579820	501(C)(3)	7,000.	0.	N/A	N/A	YESS Mentoring Program
YouthBiz 3280 Downing Street, Suite C Denver, CO 80205	84-1212586	501(C)(3)	7,000.	0.	N/A	N/A	General operating support
YWCA of Boulder County 2222 14th Street Boulder, CO 80302-4874	84-0500276	501(C)(3)	25,000.	0.	N/A	N/A	Children's Alley and Families in Transition Programs

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, Part III, column (b), and any other additional information.

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

**SCHEDULE J
(Form 990)**

Compensation Information

OMB No. 1545-0047

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

2012

Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

▶ **Attach to Form 990.** ▶ **See separate instructions.**

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

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

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

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

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

5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:

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

6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:

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

7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III

8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III

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

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

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

Schedule J (Form 990) 2012

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

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

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

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

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No. 1545-0047

2012

Open to Public
Inspection

Name of the organization

Rose Foundation

Employer identification number

84-0418124

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

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

Philanthropic Services, are all officers and employees of Rose Community

Foundation, the supported organization of Rose Foundation.

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

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

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

Rose Community Foundation must approve many of the significant decisions of

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

assets are transferred to Rose Community Foundation.

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

or re-elects, all trustees of Rose Foundation at an annual meeting.

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

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

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

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

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

budgets; borrowing money or making any material financial commitment not

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

or substantially all, of 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

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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 Margie Gart spend an average of 16 hours per week working with the related organization.

Form 990, Part XII, Line 2c:

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

Form 990, Part I, Line 5:

The organization is a supporting charitable organization of Rose Community Foundation. The organization did not have any paid officers, management, or staff in 2012, as all services were provided by Rose

Community Foundation. Salaries listed throughout the return represent

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the portion of salaries allocated to the organization for services performed for Rose Foundation. The board and/or compensation committee of Rose Community Foundation establish the compensation of Rose Community Foundation's CEO.

Form 990, Part I, Line 6:

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

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.

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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 (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
Rose Foundation Holdings, LLC - 84-0418124 600 S. Cherry Street, Suite 1200 Denver, CO 80246	Real Estate	Colorado	71,669.	1,992,531.	N/A
Rose Foundation TOD, LLC - 27-1358730 600 S. Cherry Street, Suite 1200 Denver, CO 80246	Lending funds to facilitate the acquisition of transit oriented properties	Colorado	5,306.	514,013.	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

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

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

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

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

(a) Name of other organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1)			
(2)			
(3)			
(4)			
(5)			
(6)			

