

Return of Organization Exempt From Income Tax

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

2011

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 2011 calendar year, or tax year beginning January 1, 2011, and ending December 31, 20 11

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

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

D Employer identification number: 84-0418124

E Telephone number: 303-398-7400

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

G Gross receipts \$ 11,634,990

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

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

J Website: ▶ www.rcfdenver.org

K Form of organization: Corporation Trust Association Other ▶

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

Part I Summary

| | | | | |
|------------------------------------|--|---|---|-----------------------------------|
| Activities & Governance | 1 | Briefly describe the organization's mission or most significant activities: <u>Rose Community Foundation and its principal supporting organization, Rose Foundation, operate with complementary purposes: to sustain the health and well-being of the seven-county Greater Denver community through grantmaking programs, and to expand private philanthropy by offering services to charitable donors.</u> | | |
| | 2 | Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets. | | |
| | 3 | Number of voting members of the governing body (Part VI, line 1a) | 3 | 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 2011 (Part V, line 2a) | 5 | 33 |
| | 6 | Total number of volunteers (estimate if necessary) | 6 | 55 |
| | 7a | Total unrelated business revenue from Part VIII, column (C), line 12 | 7a | 182,859 |
| b | Net unrelated business taxable income from Form 990-T, line 34 | 7b | 160,433 | |
| Revenue | 8 | Contributions and grants (Part VIII, line 1h) | Prior Year 101,278 | Current Year 150,375 |
| | 9 | Program service revenue (Part VIII, line 2g) | 0 | 0 |
| | 10 | Investment income (Part VIII, column (A), lines 3, 4, and 7d) | 9,841,584 | 11,411,406 |
| | 11 | Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) | 71,440 | 73,209 |
| | 12 | Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12) | 10,014,302 | 11,634,990 |
| Expenses | 13 | Grants and similar amounts paid (Part IX, column (A), lines 1–3) | 9,269,319 | 9,499,923 |
| | 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) | 1,319,486 | 1,284,412 |
| | 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) | 1,319,549 | 935,185 |
| Net Assets or Fund Balances | 18 | Total expenses. Add lines 13–17 (must equal Part IX, column (A), line 25) | 11,908,354 | 11,719,520 |
| | 19 | Revenue less expenses. Subtract line 18 from line 12 | (1,894,052) | (84,530) |
| | 20 | Total assets (Part X, line 16) | Beginning of Current Year 265,174,579 | End of Year 252,019,430 |
| | 21 | Total liabilities (Part X, line 26) | 64,347,134 | 60,133,324 |
| 22 | Net assets or fund balances. Subtract line 21 from line 20 | 200,827,445 | 191,886,106 | |

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: 11/7/12
 Anne Garcia, CFO and COO
 Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name: Suzanne K. Engle Preparer's signature: Suzanne K. Engle Date: 11/6/12 Check If self-employed PTIN: P01375409
 Firm's name ▶ Kunding, Corder & Engle, P.C. Firm's EIN ▶ _____
 Firm's address ▶ 475 Lincoln Street, Suite 200 Denver, CO 80203 Phone no. 303-534-5953

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

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

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

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

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

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

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

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

Part I only

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

| | | |
|--|---|--|
| Type or print | Name of exempt organization or other filer, see instructions. <u>Rose Foundation</u> | Employer identification number (EIN) or <input checked="" type="checkbox"/> <u>84-0418124</u> |
| File by the due date for filing your return. See instructions. | Number, street, and room or suite no. If a P.O. box, see instructions. <u>600 S. Cherry Street, No. 1200</u> | Social security number (SSN) <input type="checkbox"/> |
| | City, town or post office, state, and ZIP code. For a foreign address, see instructions. <u>Denver, CO 80246</u> | |

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

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

Anne Garcia

- The books are in the care of ▶ 600 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.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until August 15, 2012, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
 ▶ calendar year 2011 or
 ▶ tax year beginning _____, and ending _____

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

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

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

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

Form 8868 (Rev. 1-2012)

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

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

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

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

Enter filer's identifying number, see instructions

Form with fields for Name of exempt organization (Rose Foundation), Employer identification number (EIN) (84-0418124), and address (600 S. Cherry Street, No. 1200, Denver, CO 80246).

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

Table with 4 columns: Application Is For, Return Code, Application Is For, Return Code. Rows include Form 990, Form 990-BL, Form 990-EZ, Form 990-PF, Form 990-T (sec. 401(a) or 408(a) trust), and Form 990-T (trust other than above).

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, 2012.
5 For calendar year 2011, 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 required to prepare a complete and accurate return.

Table with 3 rows (8a, 8b, 8c) and 2 columns (Amount, Balance due). 8a: tentative tax less nonrefundable credits (\$0). 8b: refundable credits and estimated tax payments (\$0). 8c: balance due (\$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 Suzanne K Engle Title CPA Date 8/5/12

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 and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code: _____) (Expenses \$ 10,652,953 including grants of \$ 9,499,923) (Revenue \$ _____)
 Rose Foundation, a supporting organization of Rose Community Foundation, makes grants in five primary issue areas within the seven-county Denver community. A total of \$8,544,000 in unrestricted funds was awarded in 2011 as follows: AGING- \$1,539,000 to support services for older adults, including transportation, direct services, and end-of-life care; CHILD & FAMILY DEVELOPMENT- \$1,523,000 to support early childhood development and education, family self-sufficiency and related public policy efforts; EDUCATION- \$1,627,000 to improve K-12 teacher quality and support systemic changed aimed at closing education achievement gaps; HEALTH- \$1,346,000 to support access to care, cost-effectiveness in health care, health policy initiatives and primary prevention; JEWISH LIFE- \$2,509,000 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 2011 in three areas. DONOR DEVELOPMENT: Rose Community Legacy Circle has grown to include 50 planned gifts and 20 new gifts and eight new advised funds were established. FUND DISTRIBUTIONS: Donor's recommended grants totaled \$1,291,000 to a broad range of community interests. ENDOWMENT SERVICES: Two new nonprofit endowment funds were established and the Foundation paid out \$3,969,000 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 ► 10,652,953

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; 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, XII, and XIII</i> | | X |
| b | Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional</i> | X | |
| 13 | Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i> | | X |
| 14a | Did the organization maintain an office, employees, or agents outside of the United States? | | X |
| b | Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, 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? | | X |

Part IV Checklist of Required Schedules (continued)

| | Yes | No |
|---|-----|----|
| 21 Did the organization report more than \$5,000 of grants and other assistance to 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, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i> | | x |
| 27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or 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, Parts II, III, IV, and V, line 1</i> | x | |
| 35a Did the organization have a controlled entity within the meaning of section 512(b)(13)? | | x |
| b Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i> | | x |
| 36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i> | | x |
| 37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i> | | x |
| 38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? | | |
| Note. All Form 990 filers are required to complete Schedule O | x | |

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

Table with columns for question number, question text, sub-questions (1a-14b), Yes, and No. Includes questions about Form 1096, Form W-2G, Form W-3, Form 990-T, Form 8886-T, Form 8282, Form 8899, Form 1098-C, Form 4966, Form 501(c)(7), Form 501(c)(12), Form 4947(a)(1), and Form 501(c)(29).

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?; 8a Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following: The governing body?; 8b 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
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 (describe hours for related organizations in Schedule O) | (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 | X | | X | | | | 0. | 0. | 0. |
| (2) Milroy A. Alexander Trustee | 1.00 | X | | | | | | 0. | 0. | 0. |
| (3) Jennifer Adler Fischer Trustee | 1.00 | X | | | | | | 0. | 0. | 0. |
| (4) Dori Biester, Ph. D. Trustee | 1.00 | X | | | | | | 0. | 0. | 0. |
| (5) Judy Altenberg Trustee | 1.00 | X | | | | | | 0. | 0. | 0. |
| (6) Jean Galloway Trustee | 1.00 | X | | | | | | 0. | 0. | 0. |
| (7) Jerrold Glick Trustee | 1.00 | X | | | | | | 0. | 0. | 0. |
| (8) Rob Klugman Trustee | 1.00 | X | | | | | | 0. | 0. | 0. |
| (9) Doug Jones Trustee | 1.00 | X | | | | | | 0. | 0. | 0. |
| (10) Helayne Jones, Ed. D. Trustee | 1.00 | X | | | | | | 0. | 0. | 0. |
| (11) Evan Makovsky Trustee | 1.00 | X | | | | | | 0. | 0. | 0. |
| (12) Ronald E. Montoya Trustee | 1.00 | X | | | | | | 0. | 0. | 0. |
| (13) Neil Oberfeld Secretary | 1.00 | X | | X | | | | 0. | 0. | 0. |
| (14) Dean Prina, M.D. Trustee | 1.00 | X | | | | | | 0. | 0. | 0. |
| (15) Irit Waldbaum Trustee | 1.00 | X | | | | | | 0. | 0. | 0. |
| (16) William N. Lindsay III Trustee | 1.00 | X | | | | | | 0. | 0. | 0. |
| (17) Lisa Reckler Cohn Trustee | 1.00 | X | | | | | | 0. | 0. | 0. |

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

| (A) Name and title | (B) Average hours per week (describe hours for related organizations in Schedule O) | (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 | | | X | | | | 43,543. | 27,850. | 0. |
| (19) Sheila Bugdanowitz President & CEO | 24.00 | | | X | | | | 165,100. | 105,600. | 30,282. |
| (20) Anne Garcia Treasurer, CFO & COO | 24.00 | | | X | | | | 88,718. | 56,746. | 23,365. |
| (21) Lisa Farber-Miller Senior Program Officer | 40.00 | | | | | X | | 114,206. | 0. | 17,607. |
| (22) Elsa Holguin Senior Program Officer | 40.00 | | | | | X | | 130,630. | 0. | 19,205. |
| 1b Sub-total | | | | | | | | 542,197. | 190,196. | 90,459. |
| c Total from continuation sheets to Part VII, Section A | | | | | | | | 0. | 0. | 0. |
| d Total (add lines 1b and 1c) | | | | | | | | 542,197. | 190,196. | 90,459. |

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 |
|--|--------------------------------|---------------------|
| Marathon Asset Management, Orion House 5 Upper St. Martin's Lane, London, WC2H | Investment Management | 189,281. |
| Watershed Investment Consultants, 6400 S. Fiddler's Green Cir, Denver, CO 80111 | Investment Management | 171,876. |
| Artisan Funds PO Box 8412, Boston, MA 02266 | Investment Management | 140,562. |
| Marsico 1200 17th Street, #1300, Denver, CO 80202 | Investment Management | 114,724. |

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

| | | | | (A) Total revenue | (B) Related or exempt function revenue | (C) Unrelated business revenue | (D) Revenue excluded from tax under sections 512, 513, or 514 |
|--|--|--|----------------------|----------------------|---|---|--|
| Contributions, Gifts, Grants and Other Similar Amounts | 1 a Federated campaigns | 1a | | | | | |
| | b Membership dues | 1b | | | | | |
| | c Fundraising events | 1c | | | | | |
| | d Related organizations | 1d | 150,375. | | | | |
| | 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 | | | 150,375. | | | |
| | Program Service Revenue | | | Business Code | | | |
| 2 a | | | | | | | |
| b | | | | | | | |
| c | | | | | | | |
| d | | | | | | | |
| e | | | | | | | |
| f All other program service revenue | | | | | | | |
| g Total. Add lines 2a-2f | | | | | | | |
| Other Revenue | 3 Investment income (including dividends, interest, and other similar amounts) | | | 3,187,729. | | 3,878. | 3,183,851. |
| | 4 Income from investment of tax-exempt bond proceeds | | | | | | |
| | 5 Royalties | | | 2,604. | | | 2,604. |
| | 6 a Gross rents | (i) Real | (ii) Personal | | | | |
| | | 70,605. | | | | | |
| | | b Less: rental expenses | | 0. | | | |
| | | c Rental income or (loss) | | 70,605. | | | |
| | d Net rental income or (loss) | | | 70,605. | | | 70,605. |
| | 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) | | 8,223,677. | | | |
| | d Net gain or (loss) | | | 8,223,677. | | 178,981. | 8,044,696. |
| | 8 a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18 | a | | | | | |
| | | b Less: direct expenses | b | | | | |
| | | c Net income or (loss) from fundraising events | | | | | |
| | 9 a Gross income from gaming activities. See Part IV, line 19 | a | | | | | |
| b Less: direct expenses | | b | | | | | |
| c Net income or (loss) from gaming activities | | | | | | | |
| 10 a Gross sales of inventory, less returns and allowances | a | | | | | | |
| | b Less: cost of goods sold | b | | | | | |
| | c Net income or (loss) from sales of inventory | | | | | | |
| Miscellaneous Revenue | | | Business Code | | | | |
| 11 a | | | | | | | |
| | b | | | | | | |
| | c | | | | | | |
| | d All other revenue | | | | | | |
| e Total. Add lines 11a-11d | | | | | | | |
| 12 Total revenue. See instructions. | | | | 11,634,990. | 0. | 182,859. | 11,301,756. |

Part IX Statement of Functional Expenses

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

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 | 9,499,423. | 9,499,423. | | |
| 2 Grants and other assistance to individuals in the United States. See Part IV, line 22 | 500. | 500. | | |
| 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 | 330,081. | 224,323. | 105,758. | |
| 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 | 750,875. | 510,295. | 240,580. | |
| 8 Pension plan accruals and contributions (include section 401(k) and section 403(b) employer contributions) | 36,600. | 24,873. | 11,727. | |
| 9 Other employee benefits | 99,713. | 67,765. | 31,948. | |
| 10 Payroll taxes | 67,143. | 45,630. | 21,513. | |
| 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 | 634,106. | | 634,106. | |
| g Other | 71,923. | 31,021. | 40,902. | |
| 12 Advertising and promotion | | | | |
| 13 Office expenses | 73,883. | 50,211. | 23,672. | |
| 14 Information technology | | | | |
| 15 Royalties | | | | |
| 16 Occupancy | 161,230. | 109,572. | 51,658. | |
| 17 Travel | | | | |
| 18 Payments of travel or entertainment expenses for any federal, state, or local public officials | | | | |
| 19 Conferences, conventions, and meetings | 73,076. | 49,663. | 23,413. | |
| 20 Interest | | | | |
| 21 Payments to affiliates | | | | |
| 22 Depreciation, depletion, and amortization | | | | |
| 23 Insurance | 22,213. | 15,096. | 7,117. | |
| 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 | 36,170. | 24,581. | 11,589. | 0. |
| b Miscellaneous | 72. | 0. | 72. | 0. |
| c Tax refund | <137,488.> | | <137,488.> | |
| d | | | | |
| e All other expenses | | | | |
| 25 Total functional expenses. Add lines 1 through 24e | 11,719,520. | 10,652,953. | 1,066,567. | 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

| | | (A) Beginning of year | | (B) End of year |
|---|--|--------------------------|--------------|---------------------|
| Assets | 1 Cash - non-interest-bearing | 824,512. | 1 | 783,158. |
| | 2 Savings and temporary cash investments | | 2 | |
| | 3 Pledges and grants receivable, net | | 3 | |
| | 4 Accounts receivable, net | 890,490. | 4 | 950,004. |
| | 5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L | | 5 | |
| | 6 Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) | | 6 | |
| | 7 Notes and loans receivable, net | | 7 | |
| | 8 Inventories for sale or use | | 8 | |
| | 9 Prepaid expenses and deferred charges | | 9 | |
| | 10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D | 10a 757,702. | | |
| | b Less: accumulated depreciation | 10b 509,441. | 248,261. | 10c 248,261. |
| | 11 Investments - publicly traded securities | 37,593,315. | 11 | 153,584,786. |
| | 12 Investments - other securities. See Part IV, line 11 | 225,368,001. | 12 | 95,953,221. |
| | 13 Investments - program-related. See Part IV, line 11 | 250,000. | 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) | | 265,174,579. | 16 | 252,019,430. |
| Liabilities | 17 Accounts payable and accrued expenses | 3,158,004. | 17 | 3,445,580. |
| | 18 Grants payable | 4,128,955. | 18 | 4,281,578. |
| | 19 Deferred revenue | | 19 | |
| | 20 Tax-exempt bond liabilities | | 20 | |
| | 21 Escrow or custodial account liability. Complete Part IV of Schedule D | | 21 | |
| | 22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L | | 22 | |
| | 23 Secured mortgages and notes payable to unrelated third parties | | 23 | |
| | 24 Unsecured notes and loans payable to unrelated third parties | | 24 | |
| | 25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D | 57,060,175. | 25 | 52,406,166. |
| | 26 Total liabilities. Add lines 17 through 25 | 64,347,134. | 26 | 60,133,324. |
| Net Assets or Fund Balances | Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34. | | | |
| | 27 Unrestricted net assets | 200,827,445. | 27 | 191,886,106. |
| | 28 Temporarily restricted net assets | | 28 | |
| | 29 Permanently restricted net assets | | 29 | |
| | Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34. | | | |
| | 30 Capital stock or trust principal, or current funds | | 30 | |
| | 31 Paid-in or capital surplus, or land, building, or equipment fund | | 31 | |
| | 32 Retained earnings, endowment, accumulated income, or other funds | | 32 | |
| 33 Total net assets or fund balances | 200,827,445. | 33 | 191,886,106. | |
| 34 Total liabilities and net assets/fund balances | 265,174,579. | 34 | 252,019,430. | |

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 | 11,634,990. |
| 2 | Total expenses (must equal Part IX, column (A), line 25) | 2 | 11,719,520. |
| 3 | Revenue less expenses. Subtract line 2 from line 1 | 3 | <84,530.> |
| 4 | Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) | 4 | 200,827,445. |
| 5 | Other changes in net assets or fund balances (explain in Schedule O) | 5 | <8,856,809.> |
| 6 | Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B)) | 6 | 191,886,106. |

Part XII Financial Statements and Reporting

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

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

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support

OMB No. 1545-0047

2011

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.
▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

Name of the organization

Rose Foundation

Employer identification number

84-0418124

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

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

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

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

| (i) Name of supported organization | (ii) EIN | (iii) Type of organization (described on lines 1-9 above or IRC section (see instructions)) | (iv) Is the organization in col. (i) listed in your governing document? | | (v) Did you notify the organization in col. (i) of your support? | | (vi) Is the organization in col. (i) organized in the U.S.? | | (vii) Amount of support |
|------------------------------------|------------|---|---|----|--|----|---|----|-------------------------|
| | | | Yes | No | Yes | No | Yes | No | |
| Rose Community Foundation | 84-0920862 | LINE 7 | X | | X | | X | | 1,277,605. |
| | | | | | | | | | |
| | | | | | | | | | |
| | | | | | | | | | |
| Total | 1 | | | | | | | | 1,277,605. |

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

Schedule A (Form 990 or 990-EZ) 2011

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) 2007 | (b) 2008 | (c) 2009 | (d) 2010 | (e) 2011 | (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) 2007 | (b) 2008 | (c) 2009 | (d) 2010 | (e) 2011 | (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 2011 (line 6, column (f) divided by line 11, column (f)) | 14 | % |
| 15 Public support percentage from 2010 Schedule A, Part II, line 14 | 15 | % |
| 16a 33 1/3% support test - 2011. 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 - 2010. 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 - 2011. 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 - 2010. 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) 2007 | (b) 2008 | (c) 2009 | (d) 2010 | (e) 2011 | (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 18 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) 2007 | (b) 2008 | (c) 2009 | (d) 2010 | (e) 2011 | (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 2011 (line 8, column (f) divided by line 13, column (f)) | 15 | % |
| 16 Public support percentage from 2010 Schedule A, Part III, line 15 | 16 | % |

Section D. Computation of Investment Income Percentage

| | | |
|---|-----------|---|
| 17 Investment income percentage for 2011 (line 10c, column (f) divided by line 13, column (f)) | 17 | % |
| 18 Investment income percentage from 2010 Schedule A, Part III, line 17 | 18 | % |

19a 33 1/3% support tests - 2011. 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 - 2010. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization

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

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No. 1545-0047

2011

Name of the organization

Rose Foundation

Employer identification number

84-0418124

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

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

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

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

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

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

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

| | |
|--|---|
| Name of organization <u>Rose Foundation</u> | Employer identification number <u>84-0418124</u> |
|--|---|

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
|------------|--|----------------------------|--|
| 1 | <u>Rose Community Foundation</u> <u>600 S. Cherry Street, Suite 1200</u> <u>Denver, CO 80246</u> | \$ <u>150,375.</u> | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| | _____ _____ _____ _____ | \$ _____ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| | _____ _____ _____ _____ | \$ _____ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| | _____ _____ _____ _____ | \$ _____ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| | _____ _____ _____ _____ | \$ _____ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| | _____ _____ _____ _____ | \$ _____ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| | _____ _____ _____ _____ | \$ _____ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |

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

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

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

| | |
|--|---|
| Name of organization <u>Rose Foundation</u> | Employer identification number <u>84-0418124</u> |
|--|---|

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once.) ▶ \$ _____
Use duplicate copies of Part III if additional space is needed.

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

SCHEDULE C
(Form 990 or 990-EZ)

Political Campaign and Lobbying Activities

OMB No. 1545-0047

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

2011

Department of the Treasury
Internal Revenue Service

▶ **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 <p style="text-align: center;">Rose Foundation</p> | Employer identification number <p style="text-align: center;">84-0418124</p> |
|--|---|

Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

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

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

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

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

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

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

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

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

| Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.) | | (a) Filing organization's totals | (b) Affiliated group totals | | | | | | | | | | | | |
|---|---|---|--|--------------------|-------------------------------|---|--|---|--|--|---|-------------------|--------------|--|--|
| 1a | Total lobbying expenditures to influence public opinion (grass roots lobbying) | | | | | | | | | | | | | | |
| b | Total lobbying expenditures to influence a legislative body (direct lobbying) | | | | | | | | | | | | | | |
| c | Total lobbying expenditures (add lines 1a and 1b) | | | | | | | | | | | | | | |
| d | Other exempt purpose expenditures | 11,719,520. | | | | | | | | | | | | | |
| e | Total exempt purpose expenditures (add lines 1c and 1d) | 11,719,520. | | | | | | | | | | | | | |
| f | Lobbying nontaxable amount. Enter the amount from the following table in both columns. | 735,976. | | | | | | | | | | | | | |
| <table border="1"> <thead> <tr> <th>If the amount on line 1e, column (a) or (b) is:</th> <th>The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e.</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000.</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000.</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000.</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000.</td> </tr> </tbody> </table> | | If the amount on line 1e, column (a) or (b) is: | The lobbying nontaxable amount is: | Not over \$500,000 | 20% of the amount on line 1e. | Over \$500,000 but not over \$1,000,000 | \$100,000 plus 15% of the excess over \$500,000. | Over \$1,000,000 but not over \$1,500,000 | \$175,000 plus 10% of the excess over \$1,000,000. | Over \$1,500,000 but not over \$17,000,000 | \$225,000 plus 5% of the excess over \$1,500,000. | Over \$17,000,000 | \$1,000,000. | | |
| If the amount on line 1e, column (a) or (b) is: | The lobbying nontaxable amount is: | | | | | | | | | | | | | | |
| Not over \$500,000 | 20% of the amount on line 1e. | | | | | | | | | | | | | | |
| Over \$500,000 but not over \$1,000,000 | \$100,000 plus 15% of the excess over \$500,000. | | | | | | | | | | | | | | |
| Over \$1,000,000 but not over \$1,500,000 | \$175,000 plus 10% of the excess over \$1,000,000. | | | | | | | | | | | | | | |
| Over \$1,500,000 but not over \$17,000,000 | \$225,000 plus 5% of the excess over \$1,500,000. | | | | | | | | | | | | | | |
| Over \$17,000,000 | \$1,000,000. | | | | | | | | | | | | | | |
| g | Grassroots nontaxable amount (enter 25% of line 1f) | 183,994. | | | | | | | | | | | | | |
| 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) 2008 | (b) 2009 | (c) 2010 | (d) 2011 | (e) Total |
| 2a Lobbying nontaxable amount | 835,691. | 764,879. | 745,418. | 735,976. | 3,081,964. |
| b Lobbying ceiling amount (150% of line 2a, column(e)) | | | | | 4,622,946. |
| c Total lobbying expenditures | 163,000. | | | | 163,000. |
| d Grassroots nontaxable amount | 208,923. | 191,220. | 186,355. | 183,994. | 770,492. |
| e Grassroots ceiling amount (150% of line 2d, column (e)) | | | | | 1,155,738. |
| f Grassroots lobbying expenditures | 163,000. | | | | 163,000. |

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

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; 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

2011

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

2 Provide the estimated percentage of the 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(i), are the related organizations listed as required on Schedule R? | 3b | |

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

Part VI 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. | 872,703. | End-of-Year Market Value |
| (C) Irving Place Capital Partners II, | | |
| (D) L.P. | 1,221,750. | End-of-Year Market Value |
| (E) Canyon Value Realization Fund, Ltd. | 11,917,764. | End-of-Year Market Value |
| (F) Commonfund Capital International | | |
| (G) Partners V, L.P. | 3,186,365. | End-of-Year Market Value |
| (H) Commonfund Capital Private Equity | | |
| (I) Partners VI, L.P. | 4,802,153. | End-of-Year Market Value |
| Total. (Col (b) must equal Form 990, Part X, col (B) line 12.) ▶ | 95,953,221. | |

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 | 52,406,166. |
| (3) | |
| (4) | |
| (5) | |
| (6) | |
| (7) | |
| (8) | |
| (9) | |
| (10) | |
| (11) | |
| Total. (Column (b) must equal Form 990, Part X, col (B) line 25.) ▶ | 52,406,166. |

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

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

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

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

Part XIV Supplemental Information

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

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

| (a) Description of security or category (including name of security) | (b) Book value | (c) Method of valuation: Cost or end-of-year market value |
|---|----------------|--|
| Commonfund Capital Venture Partners VII, L.P. | 974,663. | FMV |
| Commonfund Capital Natural Resources Partners VII, L.P. | 3,984,250. | FMV |
| Commonfund Capital Natural Resources Partners VIII, L.P. | 3,747,017. | FMV |
| Commonfund Capital International Partners VI, L.P. | 1,073,771. | FMV |
| Commonfund Capital Private Equity Partners VII, L.P. | 1,490,106. | FMV |
| Commonfund Capital Venture Partners VIII, L.P. | 2,660,252. | FMV |
| DLJ Real Estate Capital Partners II, L.P. | 443,894. | FMV |
| DLJ Diversified Partners, L.P. | 18,771. | FMV |
| DLJ Investment Partners II, L.P. | 49,690. | FMV |
| DLJ Merchant Banking Partners III, L.P. | 876,261. | FMV |
| FCOI II Holdings, L.P. | 9,991,904. | FMV |
| FLAG International Partners, L.P. | 2,667,216. | FMV |
| FLAG Venture Partners VI, L.P. | 5,555,589. | FMV |
| FLAG Private Equity III, L.P. | 3,637,114. | FMV |
| Greenlight Capital Offshore, Ltd. | 17,175,995. | FMV |
| GSC European Mezzanine Offshore Cap, L.P. | 150,328. | FMV |
| J.P. Morgan Partners Global Investors, L.P. | 373,920. | FMV |
| J.P. Morgan Partners Latin America, L.P. | 36,127. | FMV |
| Trilantic Capital Partners Fund III, L.P. | 1,158,227. | FMV |
| Markstone Capital Partners, L.P. | 1,127,658. | FMV |
| Pantheon USA Fund VI, L.P. | 3,589,481. | FMV |
| Peabody International Real Estate Private Partners LLC | 150,610. | FMV |
| FirstMark II, L.P. | 39,344. | FMV |
| Platte River Ventures II, L.P. | 702,494. | FMV |
| Shamrock Israel Tax-Exempt Fund, L.P. | 1,718,486. | FMV |
| Spinnaker Global Emerging Markets Fund, Ltd. | 163,912. | 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

2011

Open to Public
Inspection

| | |
|--|---|
| Name of the organization <u>Rose Foundation</u> | Employer identification number <u>84-0418124</u> |
|--|---|

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 | 0 | 0 | Investments | | 27,167,899. |
| Europe | 0 | 0 | Investments | | 17,831,573. |
| Middle East and North Africa | 0 | 0 | Investments | | 1,127,658. |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| 3 a Sub-total | 0 | 0 | | | 46,127,130. |
| b Total from continuation sheets to Part I | 0 | 0 | | | 0. |
| c Totals (add lines 3a and 3b) | 0 | 0 | | | 46,127,130. |

132071
01-23-12

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

| 1 (a) Name of organization | (b) IRS code section and EIN (if applicable) | (c) Region | (d) Purpose of grant | (e) Amount of cash grant | (f) Manner of cash disbursement | (g) Amount of non-cash assistance | (h) Description of non-cash assistance | (i) Method of valuation (book, FMV, appraisal, other) |
|-------------------------------|--|------------|----------------------|--------------------------|---------------------------------|-----------------------------------|--|---|
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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 III Grants and Other Assistance to Individuals Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 16.
 Part III can be duplicated if additional space is needed.

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

2011

Open to Public
Inspection

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

Part I General Information on Grants and Assistance

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

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

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. 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 |
|--|------------|-------------------------------|--------------------------|-----------------------------------|---|--|--|
| Allied Jewish Federation of Colorado - 300 S. Dahlia St. - Denver, CO 80246 | 84-0402662 | 501(C)3 | 387,616. | 0. | N/A | N/A | Annual campaign support for local Jewish organizations |
| America SCORES Denver 4900 W 29th Ave Denver, CO 80212 | 84-1524095 | 501(C)3 | 7,500. | 0. | N/A | N/A | Gen operating support |
| American Civil Liberties Union of Colorado - P.O. Box 18986 - Denver, CO 80218 | 23-7028224 | 501(C)3 | 15,000. | 0. | N/A | N/A | Education and advocacy |
| Arc Thrift Stores 7721 West 6th Avenue Lakewood, CO 80214 | 84-0515942 | 501(C)3 | 10,000. | 0. | N/A | N/A | Jobs Now Program |
| Bal Swan Children's Center 1145 E. 13th Ave. Broomfield, CO 80020 | 84-0535171 | 501(C)3 | 15,000. | 0. | N/A | N/A | Gen operating support & website development |
| Beth Jacob High School 5100 West 14th Avenue Denver, CO 80204-1004 | 84-0585743 | 501(C)3 | 68,694. | 0. | N/A | N/A | Technology |

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table 132.

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990. **Schedule I (Form 990) (2011)**

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

| (a) Name and address of organization or government | (b) EIN | (c) IRC section if applicable | (d) Amount of cash grant | (e) Amount of non-cash assistance | (f) Method of valuation (book, FMV, appraisal, other) | (g) Description of non-cash assistance | (h) Purpose of grant or assistance |
|--|------------|-------------------------------|--------------------------|-----------------------------------|---|--|---|
| Boulder County CareConnect 951 Arapahoe Road #10 Boulder, CO 80302 | 84-0769724 | 501(C)3 | 20,000. | 0. | N/A | N/A | Fix-it, Carry-out Caravan, & Medical Mobility Program |
| Boulder County Housing Authority 2525 13th Street, #204 Boulder, CO 80306 | 74-2321463 | 501(C)3 | 10,000. | 0. | N/A | N/A | Family Self-Sufficiency Program |
| Boulder County Public Health Department - 3450 Broadway - Boulder, CO 80304 | 84-0563338 | 501(C)3 | 85,000. | 0. | N/A | N/A | GENESISTER |
| Boulder Jewish Community Center 3800 Kalmia Ave. Boulder, CO 80301 | 84-1322996 | 501(C)3 | 501,896. | 0. | N/A | N/A | New Boulder Jewish Community Center capital campaign |
| Brothers Redevelopment, Inc. 2250 Eaton Street Denver, CO 80214 | 84-0615347 | 501(C)3 | 75,195. | 0. | N/A | N/A | Home Maintenance and Repair Program |
| Caring for Colorado Foundation 4100 E. Mississippi Ave., Ste 605 Denver, CO 80246 | 84-1477197 | 501(C)3 | 75,000. | 0. | N/A | N/A | Cavity Free Colorado - oral health initiative |
| Catholic Charities 4045 Pecos Street Denver, CO 80211 | 84-0686679 | 501(C)3 | 20,000. | 0. | N/A | N/A | Adult Case Management Program |
| Center for Hearing, Speech and Language - 4280 Hale Parkway - Denver, CO 80220 | 84-0404238 | 501(C)3 | 5,000. | 0. | N/A | N/A | KidScreen program |
| Center for Judaic Studies, University of Denver - 2000 E. Asbury, Ste 157 - Denver, CO 80208 | 84-0404231 | 501(C)3 | 39,769. | 0. | N/A | N/A | Salons and cultural offerings for Jewish adults |

| Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II) | | | | | | | |
|--|------------|-------------------------------|--------------------------|-----------------------------------|---|--|--|
| (a) Name and address of organization or government | (b) EIN | (c) IRC section if applicable | (d) Amount of cash grant | (e) Amount of non-cash assistance | (f) Method of valuation (book, FMV, appraisal, other) | (g) Description of non-cash assistance | (h) Purpose of grant or assistance |
| Center for Teaching Quality 605 West Main Street, Ste 207 Carrboro, NC 27510 | 04-3606319 | 501(C)3 | 160,700. | 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 | 15,000. | 0. | N/A | N/A | Gen operating support |
| CHARG Resource Center 709 East 12th Avenue Denver, CO 80203-2610 | 84-1116982 | 501(C)3 | 15,000. | 0. | N/A | N/A | Smart Mouths Project |
| Children's Outreach Project 8000 Pecos Street Denver, CO 80221-3979 | 84-0824956 | 501(C)3 | 24,850. | 0. | N/A | N/A | Early Childhood Edu for at-risk children |
| Children's Voices 1900 Stony Hill Rd Boulder, CO 80305 | 20-1054753 | 501(C)3 | 12,500. | 0. | N/A | N/A | Community outreach and education |
| Colorado "I Have A Dream" Foundation - 1836 Grant Street - Denver, CO 80203 | 74-2497109 | 501(C)3 | 7,500. | 0. | N/A | N/A | Gen operating support |
| Colorado Alliance for Health Equity and Practice - 5250 Leetsdale Drive, Ste 110 - Denver, CO 80246 | 02-0732220 | 501(C)3 | 150,000. | 0. | N/A | N/A | Gen operating support |
| Colorado Association of Funders 600 South Cherry Street, Ste 1200 Denver, CO 80246 | 71-0947313 | 501(C)3 | 6,355. | 0. | N/A | N/A | Educational events |
| Colorado Bright Beginnings 730 Colorado Blvd., #202 Denver, CO 80206 | 84-1382420 | 501(C)3 | 110,100. | 0. | N/A | N/A | Gen operating support |

| Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II) | | | | | | | |
|--|------------|-------------------------------|--------------------------|-----------------------------------|---|--|--|
| (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 Center on Law and Policy 789 Sherman Street, Ste 300 Denver, CO 80203-2119 | 84-1264154 | 501(C)3 | 200,000. | 0.N/A | | N/A | Health policy leadership and advocacy |
| Colorado Children's Campaign 1580 Lincoln Street, Ste 420 Denver, CO 80203 | 74-2374672 | 501(C)3 | 245,535. | 0.N/A | | N/A | Gen operating support & school finance project |
| Colorado Coalition for the Medically Underserved - P.O. Box 18877 - Denver, CO 80218 | 43-2007393 | 501(C)3 | 100,000. | 0.N/A | | N/A | Gen operating support |
| Colorado Community College System 9101 E. Lowry Blvd. Denver, CO 80230-6011 | 84-1070271 | 501(C)3 | 5,936. | 0.N/A | | N/A | Colorado Teacher Cadet Program |
| Colorado Consumer Health Initiative - 1536 Wynkoop Street, #102 - Denver, CO 80202 | 84-1145452 | 501(C)3 | 15,000. | 0.N/A | | N/A | Advocacy for users -Colorado Health Insurance Exchange |
| Colorado Forum Fund 511 16th St., Ste 210 Denver, CO 80202-4227 | 26-3952995 | 501(C)3 | 50,000. | 0.N/A | | N/A | Fiscal Planning Project |
| 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 |
| Colorado Health Institute 303 E. 17th Avenue, Suite 930 Denver, CO 80203 | 74-3082235 | 501(C)3 | 109,500. | 0.N/A | | N/A | Legislative health policy |
| Colorado League of Charter Schools 725 S. Broadway, Ste 7 Denver, CO 80209-4005 | 84-1288512 | 501(C)3 | 13,000. | 0.N/A | | N/A | Support for performance measurement activities |

| 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 Legacy Foundation 1660 Lincoln Street, Ste 2720 Denver, CO 80264 | 26-1597530 | 501(C)3 | 17,500. | 0. N/A | N/A | | 2012 Colorado Teacher of the Year & educational events |
| Colorado Nonprofit Association 455 Sherman Street, Ste 207 Denver, CO 80203-4494 | 84-0942908 | 501(C)3 | 65,385. | 0. N/A | N/A | | Gen operating support |
| Colorado Nonprofit Development Center - 4130 Tejon, Suite A - Denver, CO 80211 | 84-1493585 | 501(C)3 | 166,750. | 0. N/A | N/A | | Colorado Children's Healthcare Access & gen operating support |
| Colorado Parent & Child Foundation 1775 Sherman Street, Ste. 2075 Denver, CO 80203 | 84-1169805 | 501(C)3 | 70,000. | 0. N/A | N/A | | Gen 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 | | Circle Campaign in Boulder County |
| Community First Foundation 6870 W. 52nd Avenue, Ste 103 Arvada, CO 80002 | 51-0157964 | 501(C)3 | 10,000. | 0. N/A | N/A | | Training for nonprofits |
| Community Health Services 4675 E. 69th Avenue Commerce City, CO 80022 | 84-0799374 | 501(C)3 | 30,000. | 0. N/A | N/A | | Gen operating support |
| Community Resource Center 444 Sherman Street, Suite 102 Denver, CO 80203 | 84-0838406 | 501(C)3 | 25,000. | 0. N/A | N/A | | Gen operating support |
| Community Shares of Colorado 1536 Wynkoop St., #202 Denver, CO 80202-1183 | 74-2401941 | 501(C)3 | 15,000. | 0. N/A | N/A | | Nonprofit Sustainability Program |

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

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|---|------------|-------------------------------|--------------------------|-----------------------------------|---|---|------------------------------------|
| 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 | 2011 Senior Law Day Handbooks | |
| CP of Colorado 801 Yosemite St Denver, CO 80230-6087 | 84-0420225 | 501(C)3 | 20,000. | 0. N/A | N/A | Professional development for ECE teachers | |
| Denver Asset Building Coalition 2980 Curtis Street Denver, CO 80205 | 77-0646873 | 501(C)3 | 20,000. | 0. N/A | N/A | Gen operating support | |
| Denver Children's Advocacy Center 2149 Federal Blvd. Denver, CO 80211-4639 | 84-1155873 | 501(C)3 | 15,000. | 0. N/A | N/A | Safe from the Start Program at Clayton | |
| Denver Health Foundation 655 Broadway, Suite 750 Denver, CO 80203 | 84-1085196 | 501(C)3 | 27,750. | 0. N/A | N/A | Denver In-School Immunization Program | |
| Denver Jewish Day School 2450 S. Wabash St. Denver, CO 80231 | 84-1476467 | 501(C)3 | 71,460. | 0. N/A | N/A | Marketing and alumni outreach | |
| Denver Kids, Inc. 1330 Fox St., 2nd Floor South Denver, CO 80204 | 84-1244211 | 501(C)3 | 10,000. | 0. N/A | N/A | Gen operating support | |
| Denver Public Schools Foundation 900 Grant Street, Ste. 503 Denver, CO 80203-2907 | 84-1224325 | 501(C)3 | 251,000. | 0. N/A | N/A | Middle School English Language Learner Literacy program | |
| Denver Urban Gardens 3377 Blake Street, Ste 113 Denver, CO 80205 | 74-2374848 | 501(C)3 | 81,500. | 0. N/A | N/A | Jewish educational program expansion at community farm | |

| 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 |
| Early Childhood Council of Boulder County - 1285 Cimarron Drive, Suite 201 - Lafayette, CO 80026 | 84-1359734 | 501(C)3 | 14,000. | 0. N/A | | N/A | Gen operating support |
| Escuela Tlatelolco 2949 North Federal Boulevard Denver, CO 80211 | 84-0746649 | 501(C)3 | 20,000. | 0. N/A | | N/A | Montessori Dual Language ECE Program |
| Family Star 2246 Federal Blvd. Denver, CO 80211 | 84-1114455 | 501(C)3 | 25,000. | 0. N/A | | N/A | Staff Development |
| Florence Crittenton Services of Colorado - 55 South Zuni Street - Denver, CO 80223-1208 | 84-0429686 | 501(C)3 | 60,225. | 0. N/A | | N/A | Early Learning Center & Family Engagement Center |
| Generation Schools Network 455 Sherman Street, Suite 120 Denver, CO 80203 | 76-0783006 | 501(C)3 | 200,000. | 0. N/A | | N/A | Gen operating support |
| Girl Scouts of Colorado 400 South Broadway Denver, CO 80209 | 84-0410630 | 501(C)3 | 6,025. | 0. N/A | | N/A | Matching Gift Program |
| Girls Incorporated of Metro Denver 1499 Julian Street Denver, CO 80204 | 74-2277668 | 501(C)3 | 7,100. | 0. N/A | | N/A | Support for after school programs |
| Gold Crown Foundation 7400 East Crestline Circle, Ste 20 Greenwood Village, CO 80111 | 74-2422126 | 501(C)3 | 7,500. | 0. N/A | | N/A | Gen operating support |
| Grantmakers in Aging 2001 Jefferson Davis Highway, Ste Arlington, VA 22202 | 13-4014982 | 501(C)3 | 8,000. | 0. N/A | | N/A | Annual membership dues |

| 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 |
| Great Education Colorado 1000 East 16th Avenue Suite 018 Denver, CO 80218 | 56-2517232 | 501(C)3 | 12,500. | 0. | N/A | N/A | Gen operating support |
| Hispanics in Philanthropy 55 Second Street, Suite 1500 San Francisco, CA 94105 | 94-3040607 | 501(C)3 | 10,000. | 0. | N/A | N/A | Membership fee |
| Hope Center 3400 Elizabeth Street Denver, CO 80205-4244 | 84-0564484 | 501(C)3 | 5,000. | 0. | N/A | N/A | Professional development for teachers |
| Housing Colorado 225 E. 16th Ave., Ste 575 Denver, CO 80203-1606 | 84-1234119 | 501(C)3 | 20,000. | 0. | N/A | N/A | Gen operating support |
| I Have a Dream" Foundation of Boulder County - 2515 East Sterling Circle, Ste 200 - Boulder, CO 80301 | 84-1150542 | 501(C)3 | 7,500. | 0. | N/A | N/A | Gen operating support |
| Institute for Mestiza Leadership 2678 Clermont Street Denver, CO 80207 | 84-1510594 | 501(C)3 | 10,000. | 0. | N/A | N/A | Circle of Latina Leadership |
| Intercambio de Comunidades 4735 Walnut Street, Suite B Boulder, CO 80301 | 20-0078381 | 501(C)3 | 10,000. | 0. | N/A | N/A | Gen operating support |
| Invest in Kids 1775 Sherman Street, Ste. 2075 Denver, CO 80203 | 84-1455282 | 501(C)3 | 140,975. | 0. | N/A | N/A | The Incredible Years Program |
| Jeffco Public Schools 1829 Denver West Drive, Bldg 27 Golden, CO 80401-0001 | 84-6002817 | 501(C)3 | 90,000. | 0. | N/A | N/A | Family Literacy Department |

| 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 |
| Jefferson Center for Mental Health 4851 Independence Street Wheat Ridge, CO 80033 | 84-0474717 | 501(C)3 | 30,000. | 0.N/A | | N/A | Early Intervention Services |
| Jewish Family Service of Colorado 3201 S. Tamarac Dr., Ste 200 Denver, CO 80231 | 84-0402701 | 501(C)3 | 133,750. | 0.N/A | | N/A | Senior Solutions Department |
| Kabbalah Experience 3599 S. Ivanhoe Street Denver, CO 80237 | 20-3226087 | 501(C)3 | 65,400. | 0.N/A | | N/A | Capacity building |
| Keshet 284 Amory Street Jamaica Plain, MA 02130 | 48-1278664 | 501(C)3 | 40,000. | 0.N/A | | N/A | Organizing and outreach to LGBT Jews in Colorado |
| Life Quality Institute 501 S. Cherry St Ste 700 Denver, CO 80246 | 26-2347056 | 501(C)3 | 200,000. | 0.N/A | | N/A | Gen operating support |
| Longmont Meals on Wheels 910 Longs Peak Ave. Longmont, CO 80501-4457 | 84-0590979 | 501(C)3 | 24,000. | 0.N/A | | N/A | Home-delivered meals |
| Lutheran Family Services Rocky Mountains - 363 South Harlan Street, Ste 200 - Denver, CO 80226-3552 | 84-0775550 | 501(C)3 | 12,000. | 0.N/A | | N/A | Care Management Solutions Program |
| Mapleton Public Schools 591 E. 80th Ave. Denver, CO 80229 | 84-6000817 | 501(C)3 | 92,038. | 0.N/A | | N/A | Peer learning program pilot |
| Meals on Wheels of Boulder 909 Arapahoe Avenue #121 Boulder, CO 80302 | 84-0594180 | 501(C)3 | 24,000. | 0.N/A | | N/A | Home-delivered meals |

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

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|--|------------|-------------------------------|--------------------------|-----------------------------------|---|--|---|
| Menorah: Arts, Culture and Education at the Boulder JCC - 3800 Kalmia - Boulder, CO 80301 | 84-1513140 | 501(C)3 | 34,000. | 0. N/A | | | Program support for Menorah: Art and Conscience and Boulder Jewish Festival |
| Mental Health America of Colorado 1385 S. Colorado Blvd., Ste 610 Denver, CO 80222 | 84-0446365 | 501(C)3 | 120,750. | 0. N/A | | | Public policy work and gen operating support |
| Mercy Housing Mountain Plains 1999 Broadway, Suite 1000 Denver, CO 80202 | 20-1583332 | 501(C)3 | 25,000. | 0. N/A | | | Resident Services Program |
| Metro Volunteers 1355 Colorado Blvd., C-601 Denver, CO 80202 | 84-0782124 | 501(C)3 | 25,000. | 0. N/A | | | Gen operating support |
| Metropolitan State College of Denver Foundation - Campus Box 14, P.O. Box 173362 - Denver, CO 80217-3362 | 84-0576459 | 501(C)3 | 30,000. | 0. N/A | | | Family Literacy Program |
| Mi Casa Resource Center 360 Acoma Street Denver, CO 80223 | 84-0867773 | 501(C)3 | 35,300. | 0. N/A | | | Beacon Neighborhood Center & Business and career development Programs |
| Mile High Montessori Early Learning Centers - 1780 Marion Street - Denver, CO 80218 | 84-0617972 | 501(C)3 | 60,100. | 0. N/A | | | Strategic planning & professional development |
| Moving Traditions 115 West Avenue, Suite 102 Jenkintown, PA 19046 | 34-2015014 | 501(C)3 | 40,000. | 0. N/A | | | The Brotherhood Program |
| National Center on Time & Learning One Beacon Street, 34th Floor Boston, MA 02108 | 04-3534001 | 501(C)3 | 67,020. | 0. N/A | | | Seeing is believing tour of extended learning time efforts |

| Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II) | | | | | | | |
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| Office of the Governor, State of Colorado - 136 State Capitol - Denver, CO 80203 | 84-0644739 | 501(C)3 | 133,000. | 0. | N/A | N/A | Support for health policy expertise in the Governor's office |
| OpenWorld Learning 360 Acoma Street, Ste. 102 Denver, CO 80223 | 84-1538872 | 501(C)3 | 10,000. | 0. | N/A | N/A | Gen operating support |
| Planned Parenthood of the Rocky Mountains - 7155 E. 38th Ave. - Denver, CO 80207 | 84-0404253 | 501(C)3 | 45,350. | 0. | N/A | N/A | Community Education Programs |
| Project Angel Heart 4950 Washington Street Denver, CO 80216 | 84-1199481 | 501(C)3 | 24,000. | 0. | N/A | N/A | Home-delivered meals for seniors |
| Project WISE 1301 Kalamath Street Denver, CO 80204 | 84-1325938 | 501(C)3 | 20,528. | 0. | N/A | N/A | Gen operating support |
| Public Interest Projects 45 West 36th Street, 6th Floor New York, NY 10018 | 18-3191113 | 501(C)3 | 40,000. | 0. | N/A | N/A | Advocacy for public education reform |
| Qualistar Colorado 3607 Martin Luther King Blvd., Denver, CO 80205 | 84-0685056 | 501(C)3 | 100,000. | 0. | N/A | N/A | Quality early childhood education |
| Rebuilding Together Metro Denver 2422 S. Trenton Way, Unit A Denver, CO 80231 | 84-1514642 | 501(C)3 | 30,000. | 0. | N/A | N/A | Home emerging repair services for seniors |
| Red Rocks Community College Foundation - 13300 West Sixth Avenue, Box 1 - Lakewood, CO 80228 | 84-1139105 | 501(C)3 | 6,795. | 0. | N/A | N/A | Children's Center for Qualistar Rating |

| 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 |
| Rose Community Foundation 600 S. Cherry Street, Ste 1200 Denver, CO 80246 | 84-0920862 | 501(C)3 | 1,277,605. | 0.N/A | | N/A | Support of various programs and initiatives |
| Save Our Youth 3443 W. 23rd Avenue Denver, CO 80211 | 84-1295393 | 501(C)3 | 5,000. | 0.N/A | | N/A | After school and summer programs |
| Second Wind Fund of Metro Denver 13701 West Jewell Avenue, Suite 25 Lakewood, CO 80228 | 26-3899845 | 501(C)3 | 26,000. | 0.N/A | | N/A | Gen operating support |
| Senior Support Services 845 E. 18th Ave. Denver, CO 80218 | 84-0801612 | 501(C)3 | 20,000. | 0.N/A | | N/A | Program support for the day program |
| Seniors' Resource Center 3227 Chase Street Denver, CO 80212 | 84-0877538 | 501(C)3 | 90,500. | 0.N/A | | N/A | Transportation and other services for seniors |
| Sewall Child Development Center 1360 Vine St. Denver, CO 80206 | 84-0413241 | 501(C)3 | 25,300. | 0.N/A | | N/A | Staff Training and Education |
| Shalom Cares 14800 E. Belleview Dr. Aurora, CO 80015 | 74-2376546 | 501(C)3 | 103,000. | 0.N/A | | N/A | New Wellness Center construction |
| St. Anthony Health Foundation 11600 W 2nd Pl Lakewood, CO 80228 | 84-0902211 | 501(C)3 | 172,500. | 0.N/A | | N/A | Health Passport Links 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 |

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

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|---|------------|-------------------------------|--------------------------|-----------------------------------|---|--|---|
| Storahtelling 344 E. 14th Street New York, NY 10003 | 51-0444205 | 501(C)3 | 50,250. | 0. | N/A | N/A | Denver Maven Program |
| Stride 5400 W. Cedar Avenue Lakewood, CO 80226 | 84-1158946 | 501(C)3 | 39,800. | 0. | N/A | N/A | Gen operating support & capacity building |
| Summer Scholars 3401 Quebec Street, Ste 5010 Denver, CO 80207-2322 | 84-1314292 | 501(C)3 | 8,500. | 0. | N/A | N/A | After school programs |
| 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 Bridge Project, University of Denver - 2148 South High Street - Denver, CO 80208 | 84-0404231 | 501(C)3 | 10,750. | 0. | N/A | N/A | After school program |
| The Center for African American Health - 3601 Martin Luther King Blvd. - Denver, CO 80205 | 84-1477546 | 501(C)3 | 71,000. | 0. | N/A | N/A | Gen operating support |
| The Denver Center for Crime Victims - P.O. Box 18975 - Denver, CO 80218 | 74-2458153 | 501(C)3 | 10,000. | 0. | N/A | N/A | Elder/Disability Program |
| The Denver Foundation 55 Madison Street, 8th Floor Denver, CO 80206 | 84-6048381 | 501(C)3 | 5,250. | 0. | N/A | N/A | Mile High Connects |
| The Kempe Foundation 13123 E. 16th Ave., B390 Aurora, CO 80045 | 84-1054295 | 501(C)3 | 87,144. | 0. | N/A | N/A | Fussy Baby Network Colorado |

| Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II). | | | | | | | |
|---|------------|-------------------------------|--------------------------|-----------------------------------|---|--|--|
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| The New Teacher Project 186 Joralemon St., Suite 300 Brooklyn, NY 11201 | 13-3850158 | 501(C)3 | 250,000. | 0.N/A | | N/A | Reform of educator preparation |
| The Odyssey School 6550 East 21st Avenue Denver, CO 80207 | 84-1455288 | 501(C)3 | 10,000. | 0.N/A | | N/A | Progressive Urban Schools Coalition |
| The Tiny Tim Center 611 Korte Parkway Longmont, CO 80501-6088 | 84-0523717 | 501(C)3 | 25,000. | 0.N/A | | N/A | Staff development and playground updates |
| The Women's Foundation of Colorado 1901 E. Asbury Ave. Denver, CO 80208 | 84-1039305 | 501(C)3 | 10,125. | 0.N/A | | N/A | Matching Gift Program |
| Third Sector New England 89 South Street, Suite 700 Boston, MA 02111-2670 | 04-2261109 | 501(C)3 | 18,000. | 0.N/A | | N/A | Tools of the Mind |
| TLC Meals on Wheels PO Box 3108 Centennial, CO 80161-3108 | 84-0617651 | 501(C)3 | 5,000. | 0.N/A | | N/A | Matching Gift Program |
| University of Colorado at Denver, School of Education - 1380 Lawrence Street, Ste 650 - Denver, CO 80217 | 84-6000555 | 501(C)3 | 15,000. | 0.N/A | | N/A | Pathways2Teaching (P2T) |
| University of Colorado at Denver, School of Public Affairs - 1380 Lawrence St., Ste. 1300 - Denver, CO 80204 | 84-0800831 | 501(C)3 | 94,178. | 0.N/A | | N/A | Educator Effectiveness Project |
| University of Colorado Foundation 4740 Walnut St., Campus Box 57 Boulder, CO 80301 | 84-6049811 | 501(C)3 | 26,100. | 0.N/A | | N/A | Child Learning Center |

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

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|---|------------|-------------------------------|--------------------------|-----------------------------------|---|--|--|
| University of Denver, Morgridge College of Education - 1999 E. Evans Ave - Denver, CO 80208 | 84-6000555 | 501(C)3 | 144,745. | 0. N/A | N/A | | Multidistrict Teacher Residency Program |
| Via 2855 N. 63rd Street Boulder, CO 80301 | 84-0777296 | 501(C)3 | 110,000. | 0. N/A | N/A | | Special Transit Services and Mobility Programs |
| Volunteers of America Colorado Branch - 2660 Larimer St - Denver, CO 80205-2219 | 13-1692595 | 501(C)3 | 230,000. | 0. N/A | N/A | | Safety of Seniors Handyman Program and Meals on Wheels Program |
| Warren Village 1323 Gilpin Street Denver, CO 80218-2552 | 84-0644270 | 501(C)3 | 65,000. | 0. N/A | N/A | | Gen operating support |
| Washington Street Community Center 809 S. Washington St. Denver, CO 80209 | 84-0596152 | 501(C)3 | 8,000. | 0. N/A | N/A | | Senior Program Support |
| We Don't Waste 3560 Walnut Street, Unit A Denver, CO 80205 | 27-0585966 | 501(C)3 | 10,000. | 0. N/A | N/A | | Gen operating support |
| Work Options for Women 1200 Federal Blvd. Denver, CO 80204 | 84-1364292 | 501(C)3 | 25,000. | 0. N/A | N/A | | Gen operating support |
| YESS Institute 1029 Santa Fe Drive Denver, CO 80204 | 84-1579820 | 501(C)3 | 7,500. | 0. N/A | N/A | | Gen operating support |
| YouthBiz 3280 Downing Street, Suite C Denver, CO 80205 | 84-1212586 | 501(C)3 | 7,000. | 0. N/A | N/A | | After school and summer Programs |

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

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

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

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

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

▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2011

Open to Public Inspection

Name of the organization

Rose Foundation

Employer identification number

84-0418124

Part I Questions Regarding Compensation

| | | Yes | No |
|---|--|-----|----|
| 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"/> Travel for companions <input type="checkbox"/> Tax indemnification and gross-up payments <input type="checkbox"/> Discretionary spending account <input type="checkbox"/> Housing allowance or residence for personal use <input type="checkbox"/> Payments for business use of personal residence <input type="checkbox"/> Health or social club dues or initiation fees <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) | | |
| 1b | 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. Explain in Part III. <input type="checkbox"/> Compensation committee <input type="checkbox"/> Independent compensation consultant <input type="checkbox"/> Form 990 of other organizations <input type="checkbox"/> Written employment contract <input checked="" type="checkbox"/> Compensation survey or study <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: | | |
| 4a | Receive a severance payment or change-of-control payment? | | X |
| 4b | Participate in, or receive payment from, a supplemental nonqualified retirement plan? | | X |
| 4c | Participate in, or receive payment from, an equity-based compensation arrangement? | | X |
| If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III. | | | |
| Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9. | | | |
| 5 | For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of: | | |
| 5a | The organization? | | X |
| 5b | Any related organization? | | X |
| If "Yes" to line 5a or 5b, describe in Part III. | | | |
| 6 | For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of: | | |
| 6a | The organization? | | X |
| 6b | Any related organization? | | X |
| If "Yes" to line 6a or 6b, describe in Part III. | | | |
| 7 | For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III | X | |
| 8 | Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III | | X |
| 9 | If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)? | | |

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

Schedule J (Form 990) 2011

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 | (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 | (i) | 165,100. | 0. | 11,696. | 6,773. | 183,569. | 0. |
| | (ii) | 105,600. | 0. | 7,481. | 4,332. | 117,413. | 0. |
| 2 Anne Garcia | (i) | 85,547. | 3,171. | 7,417. | 6,833. | 102,968. | 0. |
| | (ii) | 54,717. | 2,029. | 4,744. | 4,371. | 65,861. | 0. |
| 3 | (i) | | | | | | |
| | (ii) | | | | | | |
| 4 | (i) | | | | | | |
| | (ii) | | | | | | |
| 5 | (i) | | | | | | |
| | (ii) | | | | | | |
| 6 | (i) | | | | | | |
| | (ii) | | | | | | |
| 7 | (i) | | | | | | |
| | (ii) | | | | | | |
| 8 | (i) | | | | | | |
| | (ii) | | | | | | |
| 9 | (i) | | | | | | |
| | (ii) | | | | | | |
| 10 | (i) | | | | | | |
| | (ii) | | | | | | |
| 11 | (i) | | | | | | |
| | (ii) | | | | | | |
| 12 | (i) | | | | | | |
| | (ii) | | | | | | |
| 13 | (i) | | | | | | |
| | (ii) | | | | | | |
| 14 | (i) | | | | | | |
| | (ii) | | | | | | |
| 15 | (i) | | | | | | |
| | (ii) | | | | | | |
| 16 | (i) | | | | | | |
| | (ii) | | | | | | |

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

Part I, Line 7: Part I, Line 7: Anne Garcia, CFO, received a discretionary bonus of \$5,200 in 2011.

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

2011
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

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

Schedule O (Form 990 or 990-EZ) (2011)

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

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 |
|---|--|

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 XI, line 5, Changes in Net Assets:

Net unrealized losses on investments: -8,856,809.

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

Name of the organization

Rose Foundation

Employer identification number

84-0418124

Community Foundation. The organization did not have any paid officers, management, or staff in 2011, as all services were provided by Rose

Community Foundation. Salaries listed throughout the return represent the portion of salaries allocated to the organization for services

performed for Rose Foundation. The board and/or compensation committee of Rose Community Foundation establish the compensation of Rose

Community Foundation's CEO.

Form 990, Part I, Line 6:

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

**SCHEDULE R
(Form 990)**
Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

OMB No. 1545-0047

2011
Open to Public
Inspection

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

Name of the organization

Rose Foundation
Employer identification number
84-0418124

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

| (a) Name, address, and EIN of disregarded entity | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Total income | (e) End-of-year assets | (f) Direct controlling entity |
|--|--|---|---------------------|---------------------------|-------------------------------------|
| Rose Foundation Holdings, LLC - 84-0418124 600 S. Cherry Street, Suite 1200 Denver, CO 80246 | Real Estate | Colorado | 70,605. | 1,920,924.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 | 2,891. | 508,708.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 |
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For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule R (Form 990) 2011

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

| (a) Name, address, and EIN of related organization | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Direct controlling entity | (e) Predominant income (related, unrelated, excluded from tax under sections 512-514) | (f) Share of total income | (g) Share of end-of-year assets | (h) Disproportion- ate allocations? | | (i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065) | (j) General or managing partner? | | (k) Percentage ownership |
|--|-------------------------|---|-------------------------------------|---|---------------------------------|--|---|----|---|---|----|--------------------------------|
| | | | | | | | Yes | No | | Yes | No | |
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Part IV Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

| (a) Name, address, and EIN of related organization | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Direct controlling entity | (e) Type of entity (C corp, S corp, or trust) | (f) Share of total income | (g) Share of end-of-year assets | (h) Percentage ownership |
|--|---|---|-------------------------------------|--|---------------------------------|--|--------------------------------|
| Rose Biomedical Development Corporation - 84-1341936 600 S. Cherry Street, Suite 1200 Denver, CO 80246 | Medical technology research & development | CO | Rose Biomedical Research | C CORP | 0. | 0. | 0.00% |
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Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35, 35a, or 36.)

| Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule. | | Yes | No |
|---|---|-----|----|
| 1 | During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV? | | |
| a | Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity | 1a | X |
| b | Gift, grant, or capital contribution to related organization(s) | 1b | X |
| c | Gift, grant, or capital contribution from related organization(s) | 1c | X |
| d | Loans or loan guarantees to or for related organization(s) | 1d | X |
| e | Loans or loan guarantees by related organization(s) | 1e | X |
| f | Sale of assets to related organization(s) | 1f | X |
| g | Purchase of assets from related organization(s) | 1g | X |
| h | Exchange of assets with related organization(s) | 1h | X |
| i | Lease of facilities, equipment, or other assets to related organization(s) | 1i | X |
| j | Lease of facilities, equipment, or other assets from related organization(s) | 1j | X |
| k | Performance of services or membership or fundraising solicitations for related organization(s) | 1k | X |
| l | Performance of services or membership or fundraising solicitations by related organization(s) | 1l | X |
| m | Sharing of facilities, equipment, mailing lists, or other assets with related organization(s) | 1m | X |
| n | Sharing of paid employees with related organization(s) | 1n | X |
| o | Reimbursement paid to related organization(s) for expenses | 1o | X |
| p | Reimbursement paid by related organization(s) for expenses | 1p | X |
| q | Other transfer of cash or property to related organization(s) | 1q | X |
| r | Other transfer of cash or property from related organization(s) | 1r | 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-r) | (c) Amount involved | (d) Method of determining amount involved |
|-----|-----------------------------------|-------------------------------|------------------------|--|
| (1) | | | | |
| (2) | | | | |
| (3) | | | | |
| (4) | | | | |
| (5) | | | | |
| (6) | | | | |

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

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

| (a) Name, address, and EIN of entity | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Predominant income (related, unrelated, excluded from tax under section 512-514) | (e) Are all partners sec. 501(c)(3) orgs.? | | (f) Share of total income | (g) Share of end-of-year assets | (h) Dispropor- tionate allocations? | | (i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065) | (j) General or managing partner? | | (k) Percentage ownership |
|--|-------------------------|--|--|--|----|------------------------------------|--|--|----|---|---|----|--------------------------------|
| | | | | Yes | No | | | Yes | No | | Yes | No | |
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Form **990-W**

**Estimated Tax on Unrelated Business Taxable
Income for Tax-Exempt Organizations**

OMB No. 1545-0976

(Worksheet)

Department of the Treasury
Internal Revenue Service

(and on Investment Income for Private Foundations) Form 990-T

2012

(Keep for your records. Do not send to the Internal Revenue Service.)

| | | | |
|-----|---|-----|---------|
| 1 | Unrelated business taxable income expected in the tax year | 1 | |
| 2 | Tax on the amount on line 1. See instructions for tax computation | 2 | |
| 3 | Alternative minimum tax (see instructions) | 3 | |
| 4 | Total. Add lines 2 and 3 | 4 | |
| 5 | Estimated tax credits (see instructions) | 5 | |
| 6 | Subtract line 5 from line 4 | 6 | |
| 7 | Other taxes (see instructions) | 7 | |
| 8 | Total. Add lines 6 and 7 | 8 | |
| 9 | Credit for federal tax paid on fuels (see instructions) | 9 | |
| 10a | Subtract line 9 from line 8. Note. If less than \$500, the organization is not required to make estimated tax payments. Private foundations, see instructions | 10a | |
| b | Enter the tax shown on the 2011 return (see instructions). Caution. If zero or the tax year was for less than 12 months, skip this line and enter the amount from line 10a on line 10c | 10b | 45,819. |
| c | 2012 Estimated Tax. Enter the smaller of line 10a or line 10b. If the organization is required to skip line 10b, enter the amount from line 10a on line 10c | 10c | 45,820. |

| | | (a) | (b) | (c) | (d) | |
|----|--|-----|----------|----------|----------|----------|
| 11 | Installment due dates (see instructions) | 11 | 04/17/12 | 06/15/12 | 09/17/12 | 12/17/12 |
| 12 | Required installments. Enter 25% of line 10c in columns (a) through (d) unless the organization uses the annualized income installment method, the adjusted seasonal installment method, or is a "large organization" (see instructions) | 12 | 11,455. | 11,455. | 11,455. | 11,455. |
| 13 | 2011 Overpayment (see instructions) | 13 | | | | |
| 14 | Payment due. (Subtract line 13 from line 12.) | 14 | 11,455. | 11,455. | 11,455. | 11,455. |

LHA For Paperwork Reduction Act Notice, see instructions.

Form **990-W** (2012)