

Return of Organization Exempt From Income Tax

2014

Department of the Treasury
Internal Revenue Service

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

▶ Do not enter social security numbers on this form as it may be made public.
▶ Information about Form 990 and its instructions is at www.irs.gov/form990.

Open to Public Inspection

A For the 2014 calendar year, or tax year beginning , 2014, and ending , 20

B Check if applicable:
 Address change
 Name change
 Initial return
 Final return/terminated
 Amended return
 Application pending

C Name of organization Rose Foundation
 Doing business as
 Number and street (or P.O. box if mail is not delivered to street address) Room/suite
 600 South Cherry Street 1200
 City or town, state or province, country, and ZIP or foreign postal code
 Denver, CO 80246

D Employer identification number 84-0418124
E Telephone number 303-398-7400
G Gross receipts \$ 13,560,887

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

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

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

J Website: ▶ www.rcfdenver.org **H(c)** Group exemption number ▶

K Form of organization: Corporation Trust Association Other ▶ **L Year of formation:** 1995 **M State of legal domicile:** CO

Part I Summary		Prior Year	Current Year
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 2014 (Part V, line 2a)	5	38
	6 Total number of volunteers (estimate if necessary)	6	58
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	-244,796
b Net unrelated business taxable income from Form 990-T, line 34	7b	-248,396	
Revenue	8 Contributions and grants (Part VIII, line 1h)	85,930	268,498
	9 Program service revenue (Part VIII, line 2g)	0	0
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	7,532,827	12,988,844
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	73,655	43,874
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	7,692,412	13,301,216
	Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1–3)	9,470,565
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)		1,439,928	1,441,143
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)		1,074,642	820,688
18 Total expenses. Add lines 13–17 (must equal Part IX, column (A), line 25)	11,985,135	13,738,356	
19 Revenue less expenses. Subtract line 18 from line 12	-4,292,723	-437,140	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year 296,129,118	End of Year 298,413,399
	21 Total liabilities (Part X, line 26)	71,807,465	73,217,636
	22 Net assets or fund balances. Subtract line 21 from line 20	224,321,653	225,195,763

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: 11.13.15
 ANNE M. GARCIA
 CHIEF FINANCIAL + OPERATING OFFICER
 Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name: Laurie B. Anderson
 Preparer's signature: Laurie B. Anderson
 Date: 11.12.15
 Check if self-employed
 PTIN: P01416697
 Firm's name ▶ Kundinger, Corder & Engle P.C.
 Firm's address ▶ 475 Lincoln Street, Suite 200, Denver, CO 80203
 Firm's EIN ▶
 Phone no. 303-534-5953

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

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line in this Part III []

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

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? [] Yes [X] 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 [X] No If "Yes," describe these changes on Schedule O.

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

4a (Code:) (Expenses \$ 12,498,300. including grants of \$ 11,476,525.) (Revenue \$ 0.) Rose Foundation, a supporting organization of Rose Community Foundation, makes grants in five primary issue areas within the seven-county Denver community. A total of \$8,873,000 in unrestricted funds was awarded in 2014 as follows: AGING- \$1,490,000 to support services for older adults, including transportation, direct services, and end-of-life care; CHILD & FAMILY DEVELOPMENT- \$1,400,000 to support early childhood development and education, family self-sufficiency and related public policy efforts; EDUCATION- \$1,550,000 to improve K-12 teacher quality and support systemic changes aimed at closing education achievement gaps; HEALTH- \$1,386,000 to support access to care, cost-effectiveness in health care, health policy initiatives and primary prevention; JEWISH LIFE- \$3,047,000 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 Rose Foundation, had key program achievements in 2014 in three areas. DONOR DEVELOPMENT: Donors and aligned funders contributed \$9,762,000 to the Foundation, five new advised funds were established and eight new planned gifts were made. FUND DISTRIBUTIONS: Donor's recommended grants totaled \$5,375,000 to a broad range of community interests. ENDOWMENT SERVICES: The Foundation paid out \$2,969,000 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 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 12,498,300.

Part IV Checklist of Required Schedules

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

Part IV Checklist of Required Schedules (continued)

		Yes	No
21	Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government 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 or other assistance to or for domestic individuals 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 25a</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), 501(c)(4), and 501(c)(29) 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	Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? <i>If "Yes," complete Schedule L, Part II</i>		X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>		X
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>		X
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>		X
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>		X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>	X	
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>	X	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	X	
b	If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	X	
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		X
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>		X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? 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 or note to any line in this Part V

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

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

Check if Schedule O contains a response or note to any line in this Part VI

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.		
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?	X	
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?		X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6	Did the organization have members or stockholders?	X	
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?	X	
7b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	X	
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
8a	The governing body?	X	
8b	Each committee with authority to act on behalf of the governing body?	X	
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		X

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

		Yes	No
10a	Did the organization have local chapters, branches, or affiliates?		X
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?	X	
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13	X	
12b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
12c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	X	
13	Did the organization have a written whistleblower policy?	X	
14	Did the organization have a written document retention and destruction policy?	X	
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	X	
15b	Other officers or key employees of the organization If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).		X
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?		X
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.
 Own website Another's website Upon request Other (explain in Schedule O)
- 19 Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
- 20 State the name, address, and telephone number of the person who possesses the organization's books and records:
 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 or note to any line in this Part VII

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

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

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

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

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

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

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(18) Sheila Bugdanowitz President & CEO	24.00 16.00			X				176,266.	109,093.	24,470.
(19) Anne Garcia Treasurer, CFO & COO	24.00 16.00			X				90,444.	55,977.	19,874.
(20) Marjorie Gart Dir. of Philanthropic Svcs	24.00 16.00			X				35,021.	21,675.	3,685.
(21) Elsa Holguin Senior Program Officer	40.00 1.00					X		135,959.	0.	16,906.
(22) Lisa Farber-Miller Senior Program Officer	40.00 1.00					X		122,458.	0.	15,899.
1b Sub-total								560,148.	186,745.	80,834.
c Total from continuation sheets to Part VII, Section A								0.	0.	0.
d Total (add lines 1b and 1c)								560,148.	186,745.	80,834.

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

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
Watershed Investment Consultants, 6400 S. Fiddler's Green Cir, Denver, CO 80111	Investment Management	183,420.
Marathon Asset Management, Orion House 5 Upper St. Martin's Lane, London, WC2H	Investment Management	177,019.
Capital Guardian Trust Companys, 630 Fifth Avenue, 34th floor, New York, NY 10111	Investment Management	133,131.
Lazard Asset Management 30 Rockefeller Plaza, New York, NY 10112	Investment Management	108,299.

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 VII Statement of Revenue

Check if Schedule O contains a response or note to any line in this Part VIII

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512 - 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	264,492.				
	e Government grants (contributions)	1e					
	f All other contributions, gifts, grants, and similar amounts not included above	1f	4,006.				
	g Noncash contributions included in lines 1a-1f: \$						
	h Total. Add lines 1a-1f			268,498.			
	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)		3,008,989.		<390,955.>	3,399,944.	
	4 Income from investment of tax-exempt bond proceeds						
	5 Royalties		2,224.			2,224.	
	6 a Gross rents	(i) Real	41,650.				
		(ii) Personal					
		b Less: rental expenses	0.				
		c Rental income or (loss)	41,650.				
	d Net rental income or (loss)		41,650.			41,650.	
	7 a Gross amount from sales of assets other than inventory	(i) Securities	9,260,733.				
		(ii) Other	978,793.				
		b Less: cost or other basis and sales expenses	0.	259,671.			
		c Gain or (loss)	9,260,733.	719,122.			
	d Net gain or (loss)		9,979,855.		146,159.	9,833,696.	
	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	a						
	b						
	c						
	d All other revenue						
	e Total. Add lines 11a-11d						
12 Total revenue. See instructions.			13,301,216.	0.	<244,796.>	13,277,514.	

Part IX Statement of Functional Expenses

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

Check if Schedule O contains a response or note to any line in this Part IX

<i>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</i>	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21 ...	11,476,525.	11,476,525.		
2 Grants and other assistance to domestic individuals. See Part IV, line 22				
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	331,400.	241,259.	90,141.	
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	869,931.	633,309.	236,622.	
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	45,959.	33,458.	12,501.	
9 Other employee benefits	113,854.	82,887.	30,967.	
10 Payroll taxes	79,999.	58,239.	21,760.	
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	705,034.		705,034.	
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	71,911.	36,681.	35,230.	
12 Advertising and promotion				
13 Office expenses	70,375.	51,233.	19,142.	
14 Information technology				
15 Royalties				
16 Occupancy	155,698.	113,348.	42,350.	
17 Travel				
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	71,486.	52,042.	19,444.	
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization				
23 Insurance	24,842.	18,085.	6,757.	
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	73,926.	53,818.	20,108.	
b Grants refunded	<352,584.>	<352,584.>		
c				
d				
e All other expenses				
25 Total functional expenses. Add lines 1 through 24e	13,738,356.	12,498,300.	1,240,056.	0.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

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

Part X Balance Sheet

Check if Schedule O contains a response or note to any line in this Part X

		(A) Beginning of year		(B) End of year	
Assets	1	Cash - non-interest-bearing	1,537,130.	1	1,136,502.
	2	Savings and temporary cash investments		2	
	3	Pledges and grants receivable, net		3	
	4	Accounts receivable, net	810,011.	4	
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L		6	
	7	Notes and loans receivable, net		7	
	8	Inventories for sale or use		8	
	9	Prepaid expenses and deferred charges	6.	9	0.
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	0.		
		10a			
	b	Less: accumulated depreciation	0.	10c	0.
		10b	248,261.		
	11	Investments - publicly traded securities	174,504,139.	11	182,286,340.
	12	Investments - other securities. See Part IV, line 11	118,529,571.	12	114,490,557.
	13	Investments - program-related. See Part IV, line 11	500,000.	13	500,000.
14	Intangible assets		14		
15	Other assets. See Part IV, line 11		15		
16	Total assets. Add lines 1 through 15 (must equal line 34)	296,129,118.	16	298,413,399.	
Liabilities	17	Accounts payable and accrued expenses	2,183,983.	17	45,855.
	18	Grants payable	4,305,912.	18	2,573,994.
	19	Deferred revenue		19	
	20	Tax-exempt bond liabilities		20	
	21	Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23	Secured mortgages and notes payable to unrelated third parties		23	
	24	Unsecured notes and loans payable to unrelated third parties		24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	65,317,570.	25	70,597,787.
	26	Total liabilities. Add lines 17 through 25	71,807,465.	26	73,217,636.
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.				
	27	Unrestricted net assets	224,321,653.	27	225,195,763.
	28	Temporarily restricted net assets		28	
	29	Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.				
	30	Capital stock or trust principal, or current funds		30	
	31	Paid-in or capital surplus, or land, building, or equipment fund		31	
	32	Retained earnings, endowment, accumulated income, or other funds		32	
33	Total net assets or fund balances	224,321,653.	33	225,195,763.	
34	Total liabilities and net assets/fund balances	296,129,118.	34	298,413,399.	

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response or note to any line in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	13,301,216.
2	Total expenses (must equal Part IX, column (A), line 25)	2	13,738,356.
3	Revenue less expenses. Subtract line 2 from line 1	3	<437,140.>
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	224,321,653.
5	Net unrealized gains (losses) on investments	5	1,311,250.
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	225,195,763.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response or note to any line 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
If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both:			
<input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis			
b	Were the organization's financial statements audited by an independent accountant?	X	
If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both:			
<input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis			
c	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?	X	
If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.			
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		X
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support
Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ.

▶ Information about Schedule A (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2014

Open to Public Inspection

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

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

- 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E.)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state: _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8 A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9 An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)
- 10 An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2)**. See **section 509(a)(3)**. Check the box in lines 11a through 11d that describes the type of supporting organization and complete lines 11e, 11f, and 11g.
 - a **Type I.** A supporting organization operated, supervised, or controlled by its supported organization(s), typically by giving the supported organization(s) the power to regularly appoint or elect a majority of the directors or trustees of the supporting organization. **You must complete Part IV, Sections A and B.**
 - b **Type II.** A supporting organization supervised or controlled in connection with its supported organization(s), by having control or management of the supporting organization vested in the same persons that control or manage the supported organization(s). **You must complete Part IV, Sections A and C.**
 - c **Type III functionally integrated.** A supporting organization operated in connection with, and functionally integrated with, its supported organization(s) (see instructions). **You must complete Part IV, Sections A, D, and E.**
 - d **Type III non-functionally integrated.** A supporting organization operated in connection with its supported organization(s) that is not functionally integrated. The organization generally must satisfy a distribution requirement and an attentiveness requirement (see instructions). **You must complete Part IV, Sections A and D, and Part V.**
 - e Check this box if the organization received a written determination from the IRS that it is a Type I, Type II, Type III functionally integrated, or Type III non-functionally integrated supporting organization.
- f Enter the number of supported organizations 1

(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 listed in your governing document?		(v) Amount of monetary support (see instructions)	(vi) Amount of other support (see instructions)
			Yes	No		
Rose Community Foundation	84-0920862	LINE 7	X		5,448,740.	0.
Total					5,448,740.	0.

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) 2010	(b) 2011	(c) 2012	(d) 2013	(e) 2014	(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) 2010	(b) 2011	(c) 2012	(d) 2013	(e) 2014	(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 VI.)						
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 2014 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2013 Schedule A, Part II, line 14	15	%
16a 33 1/3% support test - 2014. 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 - 2013. 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 - 2014. 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 VI 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 - 2013. 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 VI 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) 2010	(b) 2011	(c) 2012	(d) 2013	(e) 2014	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2010	(b) 2011	(c) 2012	(d) 2013	(e) 2014	(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 VI.)						
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 2014 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2013 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2014 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2013 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2014. 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 - 2013. 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

Part IV Supporting Organizations

(Complete only if you checked a box on line 11 of Part I. If you checked 11a of Part I, complete Sections A and B. If you checked 11b of Part I, complete Sections A and C. If you checked 11c of Part I, complete Sections A, D, and E. If you checked 11d of Part I, complete Sections A and D, and complete Part V.)

Section A. All Supporting Organizations

	Yes	No
1 Are all of the organization's supported organizations listed by name in the organization's governing documents? <i>If "No" describe in Part VI how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.</i>	X	
2 Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? <i>If "Yes," explain in Part VI how the organization determined that the supported organization was described in section 509(a)(1) or (2).</i>		X
3a Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? <i>If "Yes," answer (b) and (c) below.</i>		X
b Did the organization confirm that each supported organization qualified under section 501(c)(4), (5), or (6) and satisfied the public support tests under section 509(a)(2)? <i>If "Yes," describe in Part VI when and how the organization made the determination.</i>		
c Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? <i>If "Yes," explain in Part VI what controls the organization put in place to ensure such use.</i>		
4a Was any supported organization not organized in the United States ("foreign supported organization")? <i>If "Yes" and if you checked 11a or 11b in Part I, answer (b) and (c) below.</i>		X
b Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? <i>If "Yes," describe in Part VI how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations.</i>		
c Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? <i>If "Yes," explain in Part VI what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes.</i>		
5a Did the organization add, substitute, or remove any supported organizations during the tax year? <i>If "Yes," answer (b) and (c) below (if applicable). Also, provide detail in Part VI, including (i) the names and EIN numbers of the supported organizations added, substituted, or removed, (ii) the reasons for each such action, (iii) the authority under the organization's organizing document authorizing such action, and (iv) how the action was accomplished (such as by amendment to the organizing document).</i>		X
b Type I or Type II only. Was any added or substituted supported organization part of a class already designated in the organization's organizing document?		
c Substitutions only. Was the substitution the result of an event beyond the organization's control?		
6 Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (a) its supported organizations; (b) individuals that are part of the charitable class benefited by one or more of its supported organizations; or (c) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? <i>If "Yes," provide detail in Part VI.</i>		X
7 Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (defined in IRC 4958(c)(3)(C)), a family member of a substantial contributor, or a 35-percent controlled entity with regard to a substantial contributor? <i>If "Yes," complete Part I of Schedule L (Form 990).</i>		X
8 Did the organization make a loan to a disqualified person (as defined in section 4958) not described in line 7? <i>If "Yes," complete Part I of Schedule L (Form 990).</i>		X
9a Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? <i>If "Yes," provide detail in Part VI.</i>		X
b Did one or more disqualified persons (as defined in line 9(a)) hold a controlling interest in any entity in which the supporting organization had an interest? <i>If "Yes," provide detail in Part VI.</i>		X
c Did a disqualified person (as defined in line 9(a)) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? <i>If "Yes," provide detail in Part VI.</i>		X
10a Was the organization subject to the excess business holdings rules of IRC 4943 because of IRC 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? <i>If "Yes," answer (b) below.</i>		X
b Did the organization have any excess business holdings in the tax year? <i>(Use Schedule C, Form 4720, to determine whether the organization had excess business holdings.)</i>		

Part IV Supporting Organizations (continued)

	Yes	No
11 Has the organization accepted a gift or contribution from any of the following persons?		
a A person who directly or indirectly controls, either alone or together with persons described in (b) and (c) below, the governing body of a supported organization?		X
b A family member of a person described in (a) above?		X
c A 35% controlled entity of a person described in (a) or (b) above? If "Yes" to a, b, or c, provide detail in Part VI.		X

Section B. Type I Supporting Organizations

	Yes	No
1 Did the directors, trustees, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's directors or trustees at all times during the tax year? If "No," describe in Part VI how the supported organization(s) effectively operated, supervised, or controlled the organization's activities. If the organization had more than one supported organization, describe how the powers to appoint and/or remove directors or trustees were allocated among the supported organizations and what conditions or restrictions, if any, applied to such powers during the tax year.		
2 Did the organization operate for the benefit of any supported organization other than the supported organization(s) that operated, supervised, or controlled the supporting organization? If "Yes," explain in Part VI how providing such benefit carried out the purposes of the supported organization(s) that operated, supervised, or controlled the supporting organization.		

Section C. Type II Supporting Organizations

	Yes	No
1 Were a majority of the organization's directors or trustees during the tax year also a majority of the directors or trustees of each of the organization's supported organization(s)? If "No," describe in Part VI how control or management of the supporting organization was vested in the same persons that controlled or managed the supported organization(s).	X	

Section D. Type III Supporting Organizations

	Yes	No
1 Did the organization provide to each of its supported organizations, by the last day of the fifth month of the organization's tax year, (1) a written notice describing the type and amount of support provided during the prior tax year, (2) a copy of the Form 990 that was most recently filed as of the date of notification, and (3) copies of the organization's governing documents in effect on the date of notification, to the extent not previously provided?		
2 Were any of the organization's officers, directors, or trustees either (i) appointed or elected by the supported organization(s) or (ii) serving on the governing body of a supported organization? If "No," explain in Part VI how the organization maintained a close and continuous working relationship with the supported organization(s).		
3 By reason of the relationship described in (2), did the organization's supported organizations have a significant voice in the organization's investment policies and in directing the use of the organization's income or assets at all times during the tax year? If "Yes," describe in Part VI the role the organization's supported organizations played in this regard.		

Section E. Type III Functionally-Integrated Supporting Organizations

1 Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions):		
a <input type="checkbox"/> The organization satisfied the Activities Test. Complete line 2 below.		
b <input type="checkbox"/> The organization is the parent of each of its supported organizations. Complete line 3 below.		
c <input type="checkbox"/> The organization supported a governmental entity. Describe in Part VI how you supported a government entity (see instructions).		
2 Activities Test. Answer (a) and (b) below.		
a Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? If "Yes," then in Part VI identify those supported organizations and explain how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities.		
b Did the activities described in (a) constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? If "Yes," explain in Part VI the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement.		
3 Parent of Supported Organizations. Answer (a) and (b) below.		
a Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? Provide details in Part VI.		
b Did the organization exercise a substantial degree of direction over the policies, programs, and activities of each of its supported organizations? If "Yes," describe in Part VI the role played by the organization in this regard.		

Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations

1 Check here if the organization satisfied the Integral Part Test as a qualifying trust on Nov. 20, 1970. See instructions. All other Type III non-functionally integrated supporting organizations must complete Sections A through E.

Section A - Adjusted Net Income		(A) Prior Year	(B) Current Year (optional)
1	Net short-term capital gain	1	
2	Recoveries of prior-year distributions	2	
3	Other gross income (see instructions)	3	
4	Add lines 1 through 3	4	
5	Depreciation and depletion	5	
6	Portion of operating expenses paid or incurred for production or collection of gross income or for management, conservation, or maintenance of property held for production of income (see instructions)	6	
7	Other expenses (see instructions)	7	
8	Adjusted Net Income (subtract lines 5, 6 and 7 from line 4)	8	

Section B - Minimum Asset Amount		(A) Prior Year	(B) Current Year (optional)
1 Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year):			
a	Average monthly value of securities	1a	
b	Average monthly cash balances	1b	
c	Fair market value of other non-exempt-use assets	1c	
d	Total (add lines 1a, 1b, and 1c)	1d	
e Discount claimed for blockage or other factors (explain in detail in Part VI):			
2	Acquisition indebtedness applicable to non-exempt-use assets	2	
3	Subtract line 2 from line 1d	3	
4	Cash deemed held for exempt use. Enter 1-1/2% of line 3 (for greater amount, see instructions).	4	
5	Net value of non-exempt-use assets (subtract line 4 from line 3)	5	
6	Multiply line 5 by .035	6	
7	Recoveries of prior-year distributions	7	
8	Minimum Asset Amount (add line 7 to line 6)	8	

Section C - Distributable Amount			Current Year
1	Adjusted net income for prior year (from Section A, line 8, Column A)	1	
2	Enter 85% of line 1	2	
3	Minimum asset amount for prior year (from Section B, line 8, Column A)	3	
4	Enter greater of line 2 or line 3	4	
5	Income tax imposed in prior year	5	
6	Distributable Amount. Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions)	6	

7 Check here if the current year is the organization's first as a non-functionally-integrated Type III supporting organization (see instructions).

Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations (continued)

Section D - Distributions	Current Year
1 Amounts paid to supported organizations to accomplish exempt purposes	
2 Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	
3 Administrative expenses paid to accomplish exempt purposes of supported organizations	
4 Amounts paid to acquire exempt-use assets	
5 Qualified set-aside amounts (prior IRS approval required)	
6 Other distributions (describe in Part VI). See instructions.	
7 Total annual distributions. Add lines 1 through 6.	
8 Distributions to attentive supported organizations to which the organization is responsive (provide details in Part VI). See instructions.	
9 Distributable amount for 2014 from Section C, line 6	
10 Line 8 amount divided by Line 9 amount	

Section E - Distribution Allocations (see instructions)	(i) Excess Distributions	(ii) Underdistributions Pre-2014	(iii) Distributable Amount for 2014
1 Distributable amount for 2014 from Section C, line 6			
2 Underdistributions, if any, for years prior to 2014 (reasonable cause required-see instructions)			
3 Excess distributions carryover, if any, to 2014:			
a			
b			
c			
d			
e From 2013			
f Total of lines 3a through e			
g Applied to underdistributions of prior years			
h Applied to 2014 distributable amount			
i Carryover from 2009 not applied (see instructions)			
j Remainder. Subtract lines 3g, 3h, and 3i from 3f.			
4 Distributions for 2014 from Section D, line 7: \$			
a Applied to underdistributions of prior years			
b Applied to 2014 distributable amount			
c Remainder. Subtract lines 4a and 4b from 4.			
5 Remaining underdistributions for years prior to 2014, if any. Subtract lines 3g and 4a from line 2 (if amount greater than zero, see instructions).			
6 Remaining underdistributions for 2014. Subtract lines 3h and 4b from line 1 (if amount greater than zero, see instructions).			
7 Excess distributions carryover to 2015. Add lines 3j and 4c.			
8 Breakdown of line 7:			
a			
b			
c			
d Excess from 2013			
e Excess from 2014			

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.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and
its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2014

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, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

For an organization described in section 501(c)(3) 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), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled 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 totaling \$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 its Form 990-PF, Part I, line 2, 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) (2014)

Name of organization Rose Foundation	Employer identification number 84-0418124
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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	Rose Community Foundation 600 S. Cherry Street, Suite 1200 Denver, CO 80246	\$ 264,492.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization Rose Foundation	Employer identification number 84-0418124
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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 Rose Foundation	Employer identification number 84-0418124
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Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. 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 info. 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

2014

Department of the Treasury
Internal Revenue Service

For Organizations Exempt From Income Tax Under section 501(c) and section 527
 ▶ **Complete if the organization is described below.** ▶ Attach to Form 990 or Form 990-EZ.
 ▶ Information about Schedule C (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

Open to Public Inspection

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

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

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

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

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

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

Name of organization Rose Foundation	Employer identification number 84-0418124
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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)		3,892.	
b Total lobbying expenditures to influence a legislative body (direct lobbying)		0.	
c Total lobbying expenditures (add lines 1a and 1b)		3,892.	
d Other exempt purpose expenditures		13,734,464.	
e Total exempt purpose expenditures (add lines 1c and 1d)		13,738,356.	
f Lobbying nontaxable amount. Enter the amount from the following table in both columns.		836,918.	
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)		209,230.	
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 separate instructions for lines 2a through 2f.)

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2011	(b) 2012	(c) 2013	(d) 2014	(e) Total
2a Lobbying nontaxable amount	735,976.	703,970.	749,257.	836,918.	3,026,121.
b Lobbying ceiling amount (150% of line 2a, column(e))					4,539,182.
c Total lobbying expenditures			205,932.	3,892.	209,824.
d Grassroots nontaxable amount	183,994.	175,993.	187,314.	209,230.	756,531.
e Grassroots ceiling amount (150% of line 2d, column (e))					1,134,797.
f Grassroots lobbying expenditures			5,932.	3,892.	9,824.

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

Provide the descriptions required for Part I-A, line 1; Part I-B, line 4; Part I-C, line 5; Part II-A (affiliated group list); Part II-A, lines 1 and 2 (see instructions); 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.

▶ Information about Schedule D (Form 990) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2014

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 value of contributions to (during year)		
3 Aggregate value of 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 a historically important land area

Protection of natural habitat Preservation of a certified historic structure

Preservation of open space

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

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

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

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

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

Yes No

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

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

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

Yes No

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

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

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

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

(i) Revenue 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 Revenue included in Form 990, Part VIII, line 1

▶ \$ _____

b Assets included in Form 990, Part X

▶ \$ _____

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

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

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

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

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

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

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

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

- c Beginning balance _____
- d Additions during the year _____
- e Distributions during the year _____
- f Ending balance _____

	Amount
1c	
1d	
1e	
1f	

2a Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability? Yes No

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

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

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

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

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

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

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

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

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

Part VI Land, Buildings, and Equipment.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11a. 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				
b Buildings				
c Leasehold improvements				
d Equipment				
e Other				

Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10c.) 0.

Part VII Investments - Other Securities.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11b. 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.	3,240,310.	End-of-Year Market Value
(C) Irving Place Capital Partners II,		
(D) L.P.	236,017.	End-of-Year Market Value
(E) Canyon Value Realization Fund, Ltd.	11,731,206.	End-of-Year Market Value
(F) Commonfund Capital International		
(G) Partners V, L.P.	2,294,848.	End-of-Year Market Value
(H)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.)	114,490,557.	

Part VIII Investments - Program Related.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

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

Part IX Other Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

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

Part X Other Liabilities.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11e or 11f. 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	70,597,787.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.)	70,597,787.

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

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

Complete if the organization answered "Yes" to Form 990, Part IV, line 12a.

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

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

Complete if the organization answered "Yes" to Form 990, Part IV, line 12a.

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

Part XIII Supplemental Information.

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

Part X, Line 2:

The Foundation follows the Accounting for Uncertainty in Income Taxes accounting standard which requires the Foundation to determine whether a tax position (and the related tax benefit) is more likely than not to be sustained upon examination by the applicable taxing authority, based solely on the technical merits of the position. The Foundation believes it has appropriate support for any tax positions taken, and as such, does not have any uncertain tax positions that are significant to the financial statements. The tax returns for the Foundation for the previous three years, 2011 through 2013, are subject to examination by the IRS, generally for three years after initial filing.

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
Commonfund Capital Private Equity Partners VI, L.P.	3,803,101.	FMV
Commonfund Capital Venture Partners VII, L.P.	933,538.	FMV
Commonfund Capital Natural Resources Partners VII, L.P.	3,231,988.	FMV
Commonfund Capital Natural Resources Partners VIII, L.P.	6,858,307.	FMV
Commonfund Capital International Partners VI, L.P.	1,509,499.	FMV
Commonfund Capital Private Equity Partners VII, L.P.	2,506,915.	FMV
Commonfund Capital Venture Partners VIII, L.P.	4,702,499.	FMV
DLJ Real Estate Capital Partners II, L.P.	477,933.	FMV
DLJ Diversified Partners, L.P.	8,261.	FMV
DLJ Investment Partners II, L.P.	23,466.	FMV
DLJ Merchant Banking Partners III, L.P.	290,545.	FMV
FCOI II Holdings, L.P.	13,141,456.	FMV
FLAG International Partners, L.P.	2,920,755.	FMV
FLAG Venture Partners VI, L.P.	8,343,530.	FMV
FLAG Private Equity III, L.P.	3,628,674.	FMV
Greenlight Capital Offshore, Ltd.	23,648,231.	FMV
GSC European Mezzanine Offshore Cap, L.P.	8,182.	FMV
J.P. Morgan Partners Global Investors, L.P.	82,069.	FMV
Trilantic Capital Partners Fund III, L.P.	552,192.	FMV
Markstone Capital Partners, L.P.	588,527.	FMV
Pantheon USA Fund VI, L.P.	3,098,728.	FMV
Peabody International Real Estate Private Partners LLC	36,120.	FMV
FirstMark II, L.P.	93,785.	FMV
Platte River Ventures II, L.P.	481,136.	FMV
Shamrock Israel Tax-Exempt Fund, L.P.	1,261,212.	FMV
Spinnaker Global Emerging Markets Fund, Ltd.	115,810.	FMV

**SCHEDULE F
(Form 990)**

Statement of Activities Outside the United States

OMB No. 1545-0047

2014

Department of the Treasury
Internal Revenue Service

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

▶ Attach to Form 990.

▶ Information about Schedule F (Form 990) and its instructions is at www.irs.gov/form990.

Open to Public Inspection

Name of the organization

Employer identification number

Rose Foundation

84-0418124

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

- 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
- For grantmakers.** Describe in Part V the organization's procedures for monitoring the use of its grants and other assistance outside the United States.
- 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		56,184,169.
Europe	0	0	Investments		18,823,191.
3 a Sub-total	0	0			75,007,360.
b Total from continuation sheets to Part I	0	0			0.
c Totals (add lines 3a and 3b)	0	0			75,007,360.

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; do not file with Form 990)* 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; do not file with Form 990)* 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.

▶ Information about Schedule I (Form 990) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2014

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

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
9to5 Colorado 1634 Downing Street, Unit A Denver, CO 80218	34-1246311	501(C)(3)	10,000.	0.	N/A	N/A	General operating support
Accion New Mexico, Arizona, Colorado - 2000 Zearing Ave., NW - Albuquerque, NM 87104	85-0417347	501(C)(3)	10,000.	0.	N/A	N/A	Lending Hope Enterprise Development Initiative for Denver
Adams County School District 50 Administration Offices at Westminster High School - Westminster, CO 80030	84-6000839	501(C)(3)	147,000.	0.	N/A	N/A	District-wide professional development
Augenblick, Palaich and Associates 1120 Lincoln St, Ste.1101 Denver, CO 80203	84-0922858		10,000.	0.	N/A	N/A	Return on Investment study on teacher induction/teacher mentoring
Bal Swan Children's Center 1145 E. 13th Ave. Broomfield, CO 80020	84-0535171	501(C)(3)	10,000.	0.	N/A	N/A	Parent education and community trainings
Bayaud Enterprises 333 W. Bayaud Ave. Denver, CO 80223	84-0616970	501(C)(3)	50,100.	0.	N/A	N/A	IT Helpdesk

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table 122.

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) (2014)

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
Bend the Arc 330 7th Ave., Ste 1900 New York, NY 11237	52-1332694	501(C)(3)	25,000.	0.	N/A	N/A	General operating support
Bennie E. Goodwin After School Academic Program - 12400 E. Hoffman Blvd. - Aurora, CO 80011	84-1329507	501(C)(3)	5,000.	0.	N/A	N/A	Out of School Time programming
Boulder County CareConnect 2540 Frontier Ave., #109 Boulder, CO 80307	84-0769724	501(C)(3)	20,000.	0.	N/A	N/A	Safety Net Services
Boulder Jewish Community Foundation - 5390 Centennial Trail - Boulder, CO 80303	20-2829982	501(C)(3)	5,000.	0.	N/A	N/A	Jewish Together-Boulder
Bright By Three 3605 Martin Luther King Boulevard Denver, CO 80206	84-1382420	501(C)(3)	50,000.	0.	N/A	N/A	Expansion and enhancement of the Denver Talks Back program and a rebranding initiative
Castle Rock Senior Center 2323 Woodlands Castle Rock, CO 80104	84-1231171	501(C)(3)	10,000.	0.	N/A	N/A	Transportation Services
Catholic Charities 4045 Pecos Street Denver, CO 80211	84-0686679	501(C)(3)	20,000.	0.	N/A	N/A	Low-income case management services
Catholic Health Initiatives Colorado Foundation - 6385 Corporate Drive, Suite 301 - Colorado Springs, CO 80919	84-0902211	501(C)(3)	100,000.	0.	N/A	N/A	Centura Health LINKS program
Center for Improving Value in Health Care - 950 S. Cherry Street, Suite 208 - Denver, CO 80246	27-2884568	501(C)(3)	50,000.	0.	N/A	N/A	Medicaid Episode Analytics Project

Schedule I (Form 990)

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Center for People with Disabilities - 10351 Grant Street, Unit 1 - Denver, CO 80229	84-0732497	501(C)(3)	7,500.	0.	N/A	N/A	Beyond Vision program
Center for Teaching Quality 605 West Main Street Carrboro, NC 27510	04-3606319	501(C)(3)	100,000.	0.	N/A	N/A	Teachers transforming career pathways for educators
Children First of the Rockies P.O. Box 2174 Longmont, CO 80502	84-1497910	501(C)(3)	10,000.	0.	N/A	N/A	Parent education
Children's Haven Child Care Center 2600 South Sheridan Boulevard Lakewood, CO 80227	20-1857599	501(C)(3)	11,620.	0.	N/A	N/A	Quality improvements
Children's Outreach Project 8000 Pecos Street Denver, CO 80221	84-0824956	501(C)(3)	20,000.	0.	N/A	N/A	Quality Improvement/Professional Development
City Year Denver 789 Sherman Street, Suite 400 Denver, CO 80203	22-2882549	501(C)(3)	5,050.	0.	N/A	N/A	Out of School Time programming, general operating support
Clayton Early Learning 3801 Martin Luther King Blvd. Denver, CO 80205	84-0432238	501(C)(3)	16,585.	0.	N/A	N/A	Alliance for Early Success
Clinica Tepeyac 4725 High Street Denver, CO 80216	84-1285505	501(C)(3)	26,651.	0.	N/A	N/A	Medicaid eligibility screening improvements
Colorado "I Have A Dream" Foundation - 1836 Grant Street - Denver, CO 80203	74-2497109	501(C)(3)	10,200.	0.	N/A	N/A	Out of School Time programming

Schedule I (Form 990)

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Colorado Association for School-Based Health - 1801 Williams Street - Denver, CO 80218	84-1376318	501(C)(3)	29,398.	0.	N/A	N/A	Mental Health Services
Colorado Association of Black Professional Engineers and Scientists - P.O. Box 200508 - Denver, CO 80220	74-2208861	501(C)(3)	5,000.	0.	N/A	N/A	Out of School Time programming
Colorado Association of Funders 600 South Cherry Street, Suite 120 Denver, CO 80246	71-0947313	501(C)(3)	8,504.	0.	N/A	N/A	Membership and meetings
Colorado Center for the Blind 2233 West Shepperd Avenue Littleton, CO 80120	74-2465141	501(C)(3)	35,000.	0.	N/A	N/A	Senior Services Program
Colorado Center on Law and Policy 789 Sherman Street Denver, CO 80203	84-1264154	501(C)(3)	50,110.	0.	N/A	N/A	Family Economic Security Program, general operating support
Colorado Children's Immunization Coalition - 13123 East 16th Avenue - Aurora, CO 80045	84-1479975	501(C)(3)	30,000.	0.	N/A	N/A	Efficiencies and cost-savings in Colorado's childhood immunization system
Colorado Consumer Health Initiative - 1580 Logan Street, Suite 340 - Denver, CO 80203	84-1145452	501(C)(3)	200,000.	0.	N/A	N/A	General operating support
Colorado Department of Health Care Policy and Financing - 1570 Grant Street - Denver, CO 80203	84-0644739	501(C)(3)	100,000.	0.	N/A	N/A	Accountable Care Collaborative Evaluation
Colorado Department of Human Services - Aging & Adult Services - 1575 Sherman St., 10th floor - Denver, CO 80203	84-0644739	501(C)(3)	225,000.	0.	N/A	N/A	Senior Source

Schedule I (Form 990)

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Colorado Gerontological Society 3006 E. Colfax Avenue Denver, CO 80206	74-2139782	501(C)(3)	15,000.	0.	N/A	N/A	Medicare and Medicaid Outreach Enrollment
Colorado Health Institute 303 East 17th Avenue, Suite 930 Denver, CO 80203	74-3082235	501(C)(3)	300,000.	0.	N/A	N/A	General operating support
Colorado Nonprofit Development Center - 789 Sherman Street, Suite 250 - Denver, CO 80203	84-1493585	501(C)(3)	584,265.	0.	N/A	N/A	BLCiH, Worklife Partnership, Neighbor Network, CO Participation Project
Colorado Succeeds 777 Grant Street, Suite 302 Denver, CO 80203	75-3221270	501(C)(3)	10,000.	0.	N/A	N/A	READ Act Implementation study
Colorado UpLift 3914 King St. Denver, CO 80211	84-0889330	501(C)(3)	5,000.	0.	N/A	N/A	Out of School Time programming
Colorado Youth for a Change 2931 West 25th Avenue, #201 Denver, CO 80211	20-2501002	501(C)(3)	35,050.	0.	N/A	N/A	Futures Academy
Community Action Development Corporation - P.O. Box 471 - Boulder, CO 80306	84-0959900	501(C)(3)	10,000.	0.	N/A	N/A	Boulder County Circles Campaign
Continuing Legal Education in Colorado - 1900 Grant Street, Ste. 300 - Denver, CO 80203	84-0616041	501(C)(3)	8,000.	0.	N/A	N/A	Senior Law Day Handbook
Dental Aid 877 S. Boulder Rd. Louisville, CO 80027	84-0717588	501(C)(3)	40,000.	0.	N/A	N/A	Community based dental hygiene programming

Schedule I (Form 990)

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Denver Asset Building Coalition 360 Acoma Street Denver, CO 80223	77-0646873	501(C)(3)	20,000.	0.	N/A	N/A	General operating support
Denver Jewish Day School 2450 S. Wabash St. Denver, CO 80231	84-1476467	501(C)(3)	5,200.	0.	N/A	N/A	General operating support
Denver Kids, Inc. c/o Denver Public Schools Denver, CO 80203	84-1244211	501(C)(3)	12,000.	0.	N/A	N/A	Out of School Time programming
Denver Public Schools 1860 Lincoln Street, 9th Floor Denver, CO 80203	84-6001099	501(C)(3)	237,500.	0.	N/A	N/A	ProComp 3.0 development
Denver Public Schools Foundation 1860 Lincoln Street, 9th Floor Denver, CO 80203	84-1224325	501(C)(3)	58,186.	0.	N/A	N/A	Extended Learning Opportunities, matching gifts
Denver Regional Council of Governments - 1290 Broadway Ste 700 - Denver, CO 80203	84-6008451	501(C)(3)	11,100.	0.	N/A	N/A	Community Assessment Survey of Older Adults
Denver Scholarship Foundation 303 E. 17th Avenue Denver, CO 80203	20-5143175	501(C)(3)	12,550.	0.	N/A	N/A	Economic Impact Report, matching gifts
Doctors Care 609 W. Littleton Blvd, Suite #100 Littleton, CO 80120	84-1150815	501(C)(3)	19,000.	0.	N/A	N/A	Development of business case/feasibility analysis
Early Childhood Council of Boulder County - 1285 Cimarron Drive, Suite 201 - Lafayette, CO 80026	84-1359734	501(C)(3)	25,000.	0.	N/A	N/A	General operating support

Schedule I (Form 990)

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Ekar 6825 E. Alameda Ave. Denver, CO 80224	45-1567217	501(C)(3)	60,680.	0.	N/A	N/A	2014 Farm Season, Educational Programming and Community Events
El Centro Humanitario 2260 California St. Denver, CO 80205	03-0412235	501(C)(3)	25,000.	0.	N/A	N/A	Women's Workforce Development and Employment Program
Emily Griffith Foundation 1860 Lincoln Street, Suite 605 Denver, CO 80203	84-1169001	501(C)(3)	30,000.	0.	N/A	N/A	Parents As Students Program
Family Resource Center Association 1888 Sherman Street, Suite 100 Denver, CO 80203	31-1599581	501(C)(3)	255,000.	0.	N/A	N/A	Statewide network of 23 family resource centers support
Florence Crittenton Services of Colorado - 96 S. Zuni Street - Denver, CO 80223	84-0429686	501(C)(3)	42,750.	0.	N/A	N/A	Support to help teen parents raise healthy families.
Friends of the Haven P.O. Box 102375 Denver, CO 80250	20-5634004	501(C)(3)	10,000.	0.	N/A	N/A	Professional training and materials to maintain high quality early childhood programs
Gay, Lesbian, Bisexual & Transgender Community - 1301 East Colfax Avenue - Denver, CO 80218	84-0738879	501(C)(3)	36,900.	0.	N/A	N/A	SAGE of the Rockies
Generation Schools Network 455 Sherman Street, Suite 120 Denver, CO 80203	76-0783006	501(C)(3)	45,000.	0.	N/A	N/A	Sustainable and Replicable Expanded Learning Time in Metro Denver
Grantmakers for Education 720 SW Washington St, Suite 605 Portland, OR 97205	33-0919329	501(C)(3)	23,000.	0.	N/A	N/A	Grantmakers for Education member briefing

Schedule I (Form 990)

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Great Education Colorado 1000 East 16th Avenue Suite 018 Denver, CO 80218	56-2517232	501(C)(3)	12,750.	0.	N/A	N/A	Program support
Growing Home 3489 West 72nd Avenue, Suite 110 Westminster, CO 80030	84-1461503	501(C)(3)	20,000.	0.	N/A	N/A	Early Childhood Intervention Initiatives
Hillel Academy of Denver 450 S. Hudson St. Denver, CO 80246	84-0430032	501(C)(3)	36,000.	0.	N/A	N/A	Administrative and Educational Technology Update
Hillel of Colorado 2390 S. Race Street Denver, CO 80210	52-1758791	501(C)(3)	69,760.	0.	N/A	N/A	Strategic Plan Development
Hispanics in Philanthropy 414 13th St., Suite 200 Oakland, CA 94612	94-3040607	501(C)(3)	10,000.	0.	N/A	N/A	Institutional Membership
Hope Center 3400 Elizabeth Street Denver, CO 80205	84-0564484	501(C)(3)	20,000.	0.	N/A	N/A	Teacher professional development, marketing materials and quality improvements
Hunger Free Colorado 1801 Williams Street, Suite 200 Denver, CO 80218	68-0551464	501(C)(3)	15,000.	0.	N/A	N/A	Information and outreach efforts to enroll older adults in SNAP in metro Denver
"I Have a Dream" Foundation of Boulder County - 5390 Manhattan Circle - Boulder, CO 80303	84-1150542	501(C)(3)	10,000.	0.	N/A	N/A	Out of School Time programming
Inner City Health Center 3800 York Street Denver, CO 80205	74-2426085	501(C)(3)	20,000.	0.	N/A	N/A	Assessment aimed at expanding behavioral health services

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
InnovAge 8950 East Lowry Blvd. Denver, CO 80230	74-2555064	501(C)(3)	25,000.	0.	N/A	N/A	InnovAge Home Care
Invest in Kids 1775 Sherman Street Denver, CO 80203	84-1455282	501(C)(3)	75,500.	0.	N/A	N/A	The Incredible Years program
Jeffco Public Schools 1829 Denver West Drive Golden, CO 80401	84-6002817	501(C)(3)	5,000.	0.	N/A	N/A	Jeffco HIPPY (Home Instruction for Parents of Preschool Youngsters)
Jefferson Center for Mental Health 70 Executive Center Wheat Ridge, CO 80033	84-0474717	501(C)(3)	15,000.	0.	N/A	N/A	Matching grant for Early Intervention Services (EIS)
Jewish Family Service of Colorado 3201 S. Tamarac Dr., Suite 200 Denver, CO 80231	84-0402701	501(C)(3)	109,858.	0.	N/A	N/A	Strategic Planning and Bring Hope to Life Campaign, Real Hope
Judaism Your Way 600 Grant Street Denver, CO 80203	46-0517841	501(C)(3)	26,410.	0.	N/A	N/A	Endowment Campaign Planning and Implementation
Kabbalah Experience 3599 S. Ivanhoe Street Denver, CO 80237	20-3226087	501(C)(3)	24,500.	0.	N/A	N/A	Brand Audit and Communications Strategy
Longmont Meals on Wheels 910 Longs Peak Ave. Longmont, CO 80501	84-0590979	501(C)(3)	25,000.	0.	N/A	N/A	General operating support
Lutheran Family Services Rocky Mountains - 363 South Harlan Street - Denver, CO 80226	84-0775550	501(C)(3)	15,000.	0.	N/A	N/A	Older Adult and Services Services, Geriatric Care Management Program (GCM)

Schedule I (Form 990)

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Mapleton Public Schools 591 E. 80th Ave. Denver, CO 80229	84-6000817	501(C)(3)	50,000.	0.	N/A	N/A	Academic Parent Teacher Teams
Meals on Wheels of Boulder 909 Arapahoe Avenue #121 Boulder, CO 80302	84-0594180	501(C)(3)	31,250.	0.	N/A	N/A	Home-delivered meals
Mental Health America of Colorado 1385 S Colorado Blvd, Suite 610 Denver, CO 80222	84-0446365	501(C)(3)	122,800.	0.	N/A	N/A	Public Policy Work and Advocacy
Mercy Housing 1999 Broadway, Suite 1000 Denver, CO 80202	47-0646706	501(C)(3)	20,000.	0.	N/A	N/A	Resident Services Program
Metropolitan State University of Denver Foundation - Campus Box 14, P.O. Box 173362 - Denver, CO 80217	84-0576459	501(C)(3)	11,300.	0.	N/A	N/A	Family Literacy Program
Mi Casa Resource Center 360 Acoma Street Denver, CO 80223	84-0867773	501(C)(3)	42,100.	0.	N/A	N/A	General operating support, Out of School Time programming
Mile High Montessori Early Learning Centers - 1780 Marion Street - Denver, CO 80218	84-0617972	501(C)(3)	15,230.	0.	N/A	N/A	Babies Ready for College
Mountain States Employers Council 1799 Pennsylvania Street Denver, CO 80203	84-0172643	501(C)(3)	20,050.	0.	N/A	N/A	Nonprofit Leadership Institute 2014-2015
Mpowered 2009 Wadsworth Blvd, Suite 100 Denver, CO 80214	84-1610093	501(C)(3)	15,000.	0.	N/A	N/A	Financial Coaching

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
OpenWorld Learning 2543 California Street Denver, CO 80205	84-1538872	501(C)(3)	15,050.	0.	N/A	N/A	Out of School Time program, Digital Literacy Programs
Padres & Jovenes Unidos 3025 W. 37th Ave., Ste 206 Denver, CO 80211	84-1426652	501(C)(3)	25,000.	0.	N/A	N/A	More and Better Learning Time
Planned Parenthood of the Rocky Mountains - 7155 E. 38th Ave. - Denver, CO 80207	84-0404253	501(C)(3)	51,350.	0.	N/A	N/A	Responsible Sex Education Institute
Policy Matters, LLC P.O. Box 1326 Wheat Ridge, CO 80034	45-3517437	501(C)(3)	24,999.	0.	N/A	N/A	State legislative monitoring
Project Angel Heart 4950 Washington Street Denver, CO 80216	84-1199481	501(C)(3)	25,000.	0.	N/A	N/A	Home-delivered meals for critically ill metro-Denver seniors
Public Education & Business Coalition - 600 Grant Street, Suite 525 - Denver, CO 80203	74-2357262	501(C)(3)	50,150.	0.	N/A	N/A	North High School Feeder System Project
Qualistar Colorado 3607 Martin Luther King Blvd. Denver, CO 80205	84-0685056	501(C)(3)	75,000.	0.	N/A	N/A	General operating support
Ramah Outdoor Adventure 300 S. Dahlia Street, Suite 205 Denver, CO 80246	20-4078988	501(C)(3)	125,000.	0.	N/A	N/A	Capital Improvements
Reach Out and Read Colorado 1660 S. Albion Street, Suite 905 Denver, CO 80222	86-1172160	501(C)(3)	15,650.	0.	N/A	N/A	General operating support

Schedule I (Form 990)

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Regis University 3333 Regis Boulevard Denver, CO 80221	84-0402707	501(C)(3)	5,000.	0.	N/A	N/A	Out of School Time programming
Relay Graduate School of Education 40 West 20th Street, 7th Floor New York, NY 10011	27-5316628	501(C)(3)	125,000.	0.	N/A	N/A	Relay GSE Denver Expansion
Rights for All People P.O. Box 336 Aurora, CO 80040	84-1599036	501(C)(3)	45,100.	0.	N/A	N/A	Educate, Engage and Empower Program - Aurora Public Schools
Robert E. Loup Jewish Community Center - 350 S. Dahlia St. - Denver, CO 80246	84-0404245	501(C)(3)	124,130.	0.	N/A	N/A	JCC Ranch Camp facilities improvement
Rocky Mountain Parents as Teachers 3800 S. Pierce St. Denver, CO 80235	84-1118576	501(C)(3)	10,000.	0.	N/A	N/A	Parent education and family support
Rocky Mountain PBS 1089 Bannock Street Denver, CO 80204	84-0510785	501(C)(3)	25,150.	0.	N/A	N/A	Standing in the Gap - outreach campaign
Save Our Youth 3443 W. 23rd Avenue Denver, CO 80211	84-1295393	501(C)(3)	5,000.	0.	N/A	N/A	Out of School Time programming
Scholars Unlimited 3401 Quebec Street Denver, CO 80207	84-1314292	501(C)(3)	8,455.	0.	N/A	N/A	Out of School Time programming
Senior Support Services 846 East 18th Avenue Denver, CO 80218	84-0801612	501(C)(3)	20,800.	0.	N/A	N/A	General operating support

Schedule I (Form 990)

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Seniors' Resource Center 3227 Chase Street Denver, CO 80212	84-0877538	501(C)(3)	117,000.	0.	N/A	N/A	Older Adult Services, Transportation Services
Smithsonian Institution P.O. Box 37012 Washington, DC 20013	53-0206027	501(C)(3)	100,000.	0.	N/A	N/A	SSEC Colorado LASER Project
St. Francis Center 2323 Curtis St. Denver, CO 80205	84-1185856	501(C)(3)	13,600.	0.	N/A	N/A	Senior Transitions Program
Stand for Children Colorado 1201 E. Colfax Avenue, Suite. 201 Denver, CO 80218	52-1957214	501(C)(3)	75,000.	0.	N/A	N/A	Implementation of the Colorado Academic Standards
The Bell Policy Center 1905 Sherman Street Denver, CO 80203	84-1550841	501(C)(3)	120,000.	0.	N/A	N/A	General operating support
The Bridge Project, University of Denver - 2148 South High Street - Denver, CO 80208	84-0404231	501(C)(3)	15,000.	0.	N/A	N/A	Out of School Time program, Bridge Afterschool Program
The Center for African American Health - 3601 Martin Luther King Blvd. - Denver, CO 80205	84-1477546	501(C)(3)	50,000.	0.	N/A	N/A	General 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 for Victims of Crime
The Jewish Experience 399 South Monaco Parkway Denver, CO 80224	84-1530357	501(C)(3)	90,054.	0.	N/A	N/A	Jewish teen education

Schedule I (Form 990)

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
The Keystone Center 1628 Sts. John Road Keystone, CO 80435	84-0688506	501(C)(3)	9,500.	0.	N/A	N/A	Development of strategic plan
Third Sector New England 89 South Street, Suite 700 Boston, MA 02111	04-2261109	501(C)(3)	28,000.	0.	N/A	N/A	Tools of the Mind, Early Childhood Funders Collaborative
TLC Learning Center 611 Korte Parkway Longmont, CO 80501	84-0523717	501(C)(3)	15,000.	0.	N/A	N/A	Professional development training and tools
TLC Meals on Wheels P.O. Box 3108 Centennial, CO 80161	84-0617651	501(C)(3)	15,000.	0.	N/A	N/A	General operating support
University of Colorado Foundation 1800 Grant Street, Suite 725 Denver, CO 80203	84-6049811	501(C)(3)	75,150.	0.	N/A	N/A	Pregnancy and Parenting Partners - Nurse Midwives Clinic
Via Mobility Services 2855 N. 63rd Street Boulder, CO 80301	84-0777296	501(C)(3)	120,000.	0.	N/A	N/A	Paratransit, Travel Training, and Mobility Options
Warren Village 1323 Gilpin Street Denver, CO 80218	84-0644270	501(C)(3)	40,140.	0.	N/A	N/A	Family Self-Sufficiency, Early Childhood Development
Work Options for Women 1200 Federal Blvd. Denver, CO 80204	84-1364292	501(C)(3)	26,745.	0.	N/A	N/A	Job Skills Training Program
YESS Institute 1029 Santa Fe Drive Denver, CO 80204	84-1579820	501(C)(3)	5,000.	0.	N/A	N/A	Out of School Time programming

Schedule I (Form 990)

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

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

Part IV **Supplemental Information.** Provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

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" on Form 990, Part IV, line 23.

▶ Attach to Form 990.

▶ Information about Schedule J (Form 990) and its instructions is at www.irs.gov/form990.

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2014

Open to Public Inspection

Name of the organization

Rose Foundation

Employer identification number

84-0418124

Part III 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)		
b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain	1b	
2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked in line 1a?	2	
3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III. <input type="checkbox"/> Compensation committee <input type="checkbox"/> Independent compensation consultant <input type="checkbox"/> Form 990 of other organizations <input type="checkbox"/> Written employment contract <input type="checkbox"/> Compensation survey or study <input type="checkbox"/> Approval by the board or compensation committee		
4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization: a Receive a severance payment or change-of-control payment?	4a	X
b Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b	X
c Participate in, or receive payment from, an equity-based compensation arrangement?	4c	X
If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.		
Only section 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.		
5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of: a The organization?	5a	X
b Any related organization?	5b	X
If "Yes" to line 5a or 5b, describe in Part III.		
6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of: a The organization?	6a	X
b Any related organization?	6b	X
If "Yes" to line 6a or 6b, describe in Part III.		
7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III	7	X
8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III	8	X
9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?	9	

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

Schedule J (Form 990) 2014

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

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

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

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation in column (B) reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) Sheila Bugdanowitz President & CEO	(i)	176,266.	0.	0.	10,439.	4,676.	191,381.	0.
	(ii)	109,093.	0.	0.	6,461.	2,894.	118,448.	0.
(2) Anne Garcia Treasurer, CFO & COO	(i)	90,444.	0.	0.	6,344.	5,932.	102,720.	0.
	(ii)	55,977.	0.	0.	3,926.	3,672.	63,575.	0.
(3) Elsa Holguin Senior Program Officer	(i)	135,959.	0.	0.	9,062.	7,844.	152,865.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							

Part II Supplemental Information

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 3:

See explanation for Form 990, Part I, Line 5.

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.

▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990

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2014

Open to Public
Inspection

Name of the organization

Rose Foundation

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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

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

Schedule O (Form 990 or 990-EZ) (2014)

432211
08-27-14

Name of the organization Rose Foundation	Employer identification number 84-0418124
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of the corporation or any merger of the corporation into or with another corporation; organization or creation of a subsidiary profit or nonprofit corporation and any amendments to its articles of incorporation or bylaws, and policies or commitments designed to coordinate the activities of the corporation with other entities.

Form 990, Part VI, Section B, line 11:

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

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

Form 990, Part VI, Section B, Line 12c:

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

Name of the organization

Rose Foundation

Employer identification number

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Form 990, Part VI, Section B, Line 15a:

On an annual basis, the Chief Financial & Operating Officer and Audit Committee meet to discuss the compensation and performance of the Foundation's President & CEO. During this meeting, the Chair of the Board of Trustees presents his/her assessment of the President & CEO's performance as compared to the goals and objectives that were established at the beginning of the year. Based on the conclusions of this assessment, along with comparative salary 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 XII, Line 2c:

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

Form 990, Part I, Line 5:

The organization is a supporting charitable organization of Rose Community Foundation. The organization did not have any paid officers, management, or staff in 2014, as all services were provided by Rose

Name of the organization

Rose Foundation

Employer identification number

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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

▶ **Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.**
▶ **Attach to Form 990.**

▶ **Information about Schedule R (Form 990) and its instructions is at www.irs.gov/form990**

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Inspection**

Name of the organization

Rose Foundation

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

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
Rose Foundation Holdings, LLC - 84-1376698 600 S. Cherry Street, Suite 1200 Denver, CO 80246	Real Estate	Colorado	760,772.	20,000.	Rose Foundation
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	6,368.	525,843.	Rose Foundation

Part II Identification of Related Tax-Exempt Organizations Complete if the organization answered "Yes" on 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 (ceased operations 7/1/15)	Colorado	501(c)(3)	Line 11a, Type I	Rose Community Foundation		X
Rose Community Foundation - 84-0920862 600 S. Cherry Street, Suite 1200 Denver, CO 80246	Grantmaking	Colorado	501(c)(3)	Line 7	N/A		X

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

See Part VII for Continuations

Schedule R (Form 990) 2014

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

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

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

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

(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) Rose Community Foundation	B	5,448,740.FMV	
(2) Rose Community Foundation	C	264,492.FMV	
(3) Rose Foundation Holdings, LLC	S	978,793.FMV	
(4)			
(5)			
(6)			

Part VII Supplemental Information

Provide additional information for responses to questions on Schedule R (see instructions).

Part I, Identification of Disregarded Entities:

Name of Disregarded Entity:

Rose Foundation Holdings, LLC

Direct Controlling Entity: Rose Foundation

Name of Disregarded Entity:

Rose Foundation TOD, LLC

Direct Controlling Entity: Rose Foundation

Exempt Organization Business Income Tax Return (and proxy tax under section 6033(e))

2014

For calendar year 2014 or other tax year beginning , and ending

Information about Form 990-T and its instructions is available at www.irs.gov/form990t.

Do not enter SSN numbers on this form as it may be made public if your organization is a 501(c)(3).

Open to Public Inspection for 501(c)(3) Organizations Only

Department of the Treasury Internal Revenue Service

Part I: Name of organization (Rose Foundation), Employer identification number (84-0418124), Address (600 S. Cherry Street, No. 1200, Denver, CO 80246), and Unrelated business activity codes (523000).

Part II: Group exemption number, Check organization type (501(c) corporation), and Book value of all assets at end of year (298,413,399).

Describe the organization's primary unrelated business activity: Partner in limited partnerships

During the tax year, was the corporation a subsidiary in an affiliated group or a parent-subsidiary controlled group? No

The books are in care of: Anne Garcia, Telephone number: 303-398-7400

Table with 4 columns: Description, (A) Income, (B) Expenses, (C) Net. Rows include Gross receipts, Cost of goods sold, Capital gain net income, Income from partnerships, etc.

Part II Deductions Not Taken Elsewhere (See instructions for limitations on deductions.)

Table with 4 columns: Description, (A) Income, (B) Expenses, (C) Net. Rows include Compensation of officers, Charitable contributions, Depreciation, etc.

Part III Tax Computation

35 Organizations Taxable as Corporations. See instructions for tax computation.
 Controlled group members (sections 1561 and 1563) check here See instructions and:

a Enter your share of the \$50,000, \$25,000, and \$9,925,000 taxable income brackets (in that order):
 (1) \$ _____ (2) \$ _____ (3) \$ _____

b Enter organization's share of: (1) Additional 5% tax (not more than \$11,750) \$ _____
 (2) Additional 3% tax (not more than \$100,000) \$ _____

c Income tax on the amount on line 34 **35c** 0.

36 Trusts Taxable at Trust Rates. See instructions for tax computation. Income tax on the amount on line 34 from:
 Tax rate schedule or Schedule D (Form 1041) **36**

37 Proxy tax. See instructions **37**

38 Alternative minimum tax **38**

39 Total. Add lines 37 and 38 to line 35c or 36, whichever applies **39** 0.

Part IV Tax and Payments

40a Foreign tax credit (corporations attach Form 1118; trusts attach Form 1116) **40a**

b Other credits (see instructions) **40b**

c General business credit. Attach Form 3800 **40c**

d Credit for prior year minimum tax (attach Form 8801 or 8827) **40d**

e Total credits. Add lines 40a through 40d **40e**

41 Subtract line 40e from line 39 **41** 0.

42 Other taxes. Check if from: Form 4255 Form 8611 Form 8697 Form 8866 Other (attach schedule) **42**

43 Total tax. Add lines 41 and 42 **43** 0.

44a Payments: A 2013 overpayment credited to 2014 **44a**

b 2014 estimated tax payments **44b**

c Tax deposited with Form 8868 **44c**

d Foreign organizations: Tax paid or withheld at source (see instructions) **44d**

e Backup withholding (see instructions) **44e**

f Credit for small employer health insurance premiums (Attach Form 8941) **44f**

g Other credits and payments: Form 2439 Form 4136 Other _____ Total **44g**

45 Total payments. Add lines 44a through 44g **45**

46 Estimated tax penalty (see instructions). Check if Form 2220 is attached **46**

47 Tax due. If line 45 is less than the total of lines 43 and 46, enter amount owed **47** 0.

48 Overpayment. If line 45 is larger than the total of lines 43 and 46, enter amount overpaid **48** 0.

49 Enter the amount of line 48 you want: **Credited to 2015 estimated tax** **Refunded** **49**

Part V Statements Regarding Certain Activities and Other Information (see instructions)

1 At any time during the 2014 calendar year, did the organization have an interest in or a signature or other authority over a financial account (bank, securities, or other) in a foreign country? If YES, the organization may have to file Form FinCEN Form 114, Report of Foreign Bank and Financial Accounts. If YES, enter the name of the foreign country here **Yes** **No**

2 During the tax year, did the organization receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? If YES, see instructions for other forms the organization may have to file. **Yes** **No**

3 Enter the amount of tax-exempt interest received or accrued during the tax year \$

Schedule A - Cost of Goods Sold. Enter method of inventory valuation **N/A**

1 Inventory at beginning of year	1		6 Inventory at end of year	6	
2 Purchases	2		7 Cost of goods sold. Subtract line 6 from line 5. Enter here and in Part I, line 2	7	
3 Cost of labor	3		8 Do the rules of section 263A (with respect to property produced or acquired for resale) apply to the organization?	Yes	No
4a Additional section 263A costs (att. schedule)	4a			<input checked="" type="checkbox"/>	<input type="checkbox"/>
b Other costs (attach schedule)	4b				
5 Total. Add lines 1 through 4b	5				

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 taxpayer) is based on all information of which preparer has any knowledge.

Sign Here *Anne M. Garcia* | 11.13.15 CFO and COO
 Signature of officer Date Title

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

Paid Preparer Use Only

Print/Type preparer's name: Laurie B. Anderson
 Preparer's signature: *Laurie B. Anderson*
 Date: 11.12.15
 Check if self-employed PTIN: P01416697

Firm's name: Kunding, Corder & Engle P.C.
 Firm's address: 475 Lincoln Street, Suite 200, Denver, CO 80203
 Firm's EIN: _____
 Phone no.: (303) 534-5953

Schedule C - Rent Income (From Real Property and Personal Property Leased With Real Property) (see instructions)

1. Description of property

(1)
(2)
(3)
(4)

2. Rent received or accrued		3(a) Deductions directly connected with the income in columns 2(a) and 2(b) (attach schedule)
(a) From personal property (if the percentage of rent for personal property is more than 10% but not more than 50%)	(b) From real and personal property (if the percentage of rent for personal property exceeds 50% or if the rent is based on profit or income)	
(1)		
(2)		
(3)		
(4)		
Total	0.	Total 0.
(c) Total income. Add totals of columns 2(a) and 2(b). Enter here and on page 1, Part I, line 6, column (A)		(b) Total deductions. Enter here and on page 1, Part I, line 6, column (B) ...
		0.

Schedule E - Unrelated Debt-Financed Income (see instructions)

1. Description of debt-financed property	2. Gross income from or allocable to debt-financed property	3. Deductions directly connected with or allocable to debt-financed property		
		(a) Straight line depreciation (attach schedule)	(b) Other deductions (attach schedule)	
(1)				
(2)				
(3)				
(4)				
4. Amount of average acquisition debt on or allocable to debt-financed property (attach schedule)	5. Average adjusted basis of or allocable to debt-financed property (attach schedule)	6. Column 4 divided by column 5	7. Gross income reportable (column 2 x column 6)	8. Allocable deductions (column 6 x total of columns 3(a) and 3(b))
(1)		%		
(2)		%		
(3)		%		
(4)		%		
Totals			Enter here and on page 1, Part I, line 7, column (A). 0.	Enter here and on page 1, Part I, line 7, column (B). 0.
Total dividends-received deductions included in column 8			0.	0.

Schedule F - Interest, Annuities, Royalties, and Rents From Controlled Organizations (see instructions)

1. Name of controlled organization	2. Employer identification number	Exempt Controlled Organizations			
		3. Net unrelated income (loss) (see instructions)	4. Total of specified payments made	5. Part of column 4 that is included in the controlling organization's gross income	6. Deductions directly connected with income in column 5
(1)					
(2)					
(3)					
(4)					

Nonexempt Controlled Organizations

7. Taxable income	8. Net unrelated income (loss) (see instructions)	9. Total of specified payments made	10. Part of column 9 that is included in the controlling organization's gross income	11. Deductions directly connected with income in column 10
(1)				
(2)				
(3)				
(4)				
Totals			Add columns 5 and 10. Enter here and on page 1, Part I, line 8, column (A). 0.	Add columns 6 and 11. Enter here and on page 1, Part I, line 8, column (B). 0.

Schedule G - Investment Income of a Section 501(c)(7), (9), or (17) Organization
(see instructions)

1. Description of income	2. Amount of income	3. Deductions directly connected (attach schedule)	4. Set-asides (attach schedule)	5. Total deductions and set-asides (col. 3 plus col. 4)
(1)				
(2)				
(3)				
(4)				
Totals	0.			0.

Schedule I - Exploited Exempt Activity Income, Other Than Advertising Income
(see instructions)

1. Description of exploited activity	2. Gross unrelated business income from trade or business	3. Expenses directly connected with production of unrelated business income	4. Net income (loss) from unrelated trade or business (column 2 minus column 3). If a gain, compute cols. 5 through 7.	5. Gross income from activity that is not unrelated business income	6. Expenses attributable to column 5	7. Excess exempt expenses (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
Totals	0.	0.				0.

Schedule J - Advertising Income (see instructions)

Part I Income From Periodicals Reported on a Consolidated Basis

1. Name of periodical	2. Gross advertising income	3. Direct advertising costs	4. Advertising gain or (loss) (col. 2 minus col. 3). If a gain, compute cols. 5 through 7.	5. Circulation income	6. Readership costs	7. Excess readership costs (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
Totals (carry to Part II, line (5))	0.	0.				0.

Part II Income From Periodicals Reported on a Separate Basis (For each periodical listed in Part II, fill in columns 2 through 7 on a line-by-line basis.)

1. Name of periodical	2. Gross advertising income	3. Direct advertising costs	4. Advertising gain or (loss) (col. 2 minus col. 3). If a gain, compute cols. 5 through 7.	5. Circulation income	6. Readership costs	7. Excess readership costs (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
Totals from Part I	0.	0.				0.
Totals, Part II (lines 1-5)	0.	0.				0.

Schedule K - Compensation of Officers, Directors, and Trustees (see instructions)

1. Name	2. Title	3. Percent of time devoted to business	4. Compensation attributable to unrelated business
(1)		%	
(2)		%	
(3)		%	
(4)		%	
Total. Enter here and on page 1, Part II, line 14			0.

Form 990-T	Income (Loss) from Partnerships and S Corporations	Statement 1
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Description	Amount
Irving Place Capital Partners II, LP	<4,688.>
Commonfund Capital International Fund V	<6.>
Commonfund Capital International Fund VI	373.
Commonfund Capital Natural Resources Partners VII, LP	12,290.
Commonfund Capital Natural Resources Partners VIII, LP	<345,852.>
Commonfund Capital Private Equity VI	<4,275.>
Commonfund Capital Private Equity VII	<8,153.>
Commonfund Capital Venture Partners VII, LP	4,990.
Commonfund Capital Venture Partners VIII, LP	<682.>
DLJ Real Estate Capital Partners II, LP	15,312.
Pauls Real Estate Opportunities (2009), LP	<43,157.>
Peabody International Real Estate Private Partners, LLC	143.
Platte River Ventures II, LP	<3,941.>
Tennenbaum Opportunities Fund VI, LLC	<13,464.>
J.P. Morgan Partners Global Private Investors I, LP	85.
TL Ventures V Special Partners, LLC	70.
Total to Form 990-T, Page 1, line 5	<390,955.>

Form 990-T	Other Deductions	Statement 2
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Description	Amount
Tax return preparation	3,600.
Total to Form 990-T, Page 1, line 28	3,600.

Form 990-T	Net Operating Loss Deduction	Statement 3
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Tax Year	Loss Sustained	Loss Previously Applied	Loss Remaining	Available This Year
12/31/13	377,062.	0.	377,062.	377,062.
NOL Carryover Available This Year			377,062.	377,062.

Capital Gains and Losses

▶ Attach to Form 1120, 1120-C, 1120-F, 1120-FSC, 1120-H, 1120-IC-DISC, 1120-L, 1120-ND, 1120-PC, 1120-POL, 1120-REIT, 1120-RIC, 1120-SF, or certain Forms 990-T.
▶ Information about Schedule D (Form 1120) and its separate instructions is at www.irs.gov/form1120.

2014

Name Rose Foundation	Employer identification number 84-0418124
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Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

See instructions for how to figure the amounts to enter on the lines below.
This form may be easier to complete if you round off cents to whole dollars.

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
1b Totals for all transactions reported on Form(s) 8949 with Box A checked				
2 Totals for all transactions reported on Form(s) 8949 with Box B checked				
3 Totals for all transactions reported on Form(s) 8949 with Box C checked				<1,420.>
4 Short-term capital gain from installment sales from Form 6252, line 26 or 37				4
5 Short-term capital gain or (loss) from like-kind exchanges from Form 8824				5
6 Unused capital loss carryover (attach computation)				6 ()
7 Net short-term capital gain or (loss). Combine lines 1a through 6 in column h				<1,420.>

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

See instructions for how to figure the amounts to enter on the lines below.
This form may be easier to complete if you round off cents to whole dollars.

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8b Totals for all transactions reported on Form(s) 8949 with Box D checked				
9 Totals for all transactions reported on Form(s) 8949 with Box E checked				
10 Totals for all transactions reported on Form(s) 8949 with Box F checked				147,579.
11 Enter gain from Form 4797, line 7 or 9				11
12 Long-term capital gain from installment sales from Form 6252, line 26 or 37				12
13 Long-term capital gain or (loss) from like-kind exchanges from Form 8824				13
14 Capital gain distributions				14
15 Net long-term capital gain or (loss). Combine lines 8a through 14 in column h				147,579.

Part III Summary of Parts I and II

16 Enter excess of net short-term capital gain (line 7) over net long-term capital loss (line 15)	16	
17 Net capital gain. Enter excess of net long-term capital gain (line 15) over net short-term capital loss (line 7)	17	146,159.
18 Add lines 16 and 17. Enter here and on Form 1120, page 1, line 8, or the proper line on other returns	18	146,159.

Note. If losses exceed gains, see **Capital losses** in the instructions.