

Return of Organization Exempt From Income Tax
Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)
▶ The organization may have to use a copy of this return to satisfy state reporting requirements.

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

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

C Name of organization **THE ROSE FOUNDATION FOR COMMUNITIES AND THE ENVIRONMENT**
 Doing Business As
 Number and street (or P.O. box if mail is not delivered to street address) **1970 BROADWAY** Room/suite **600**
 City, town or post office, state, and ZIP code **OAKLAND CA 94612-2218**

D Employer identification number **94-3179772**
E Telephone number **510-658-0702**
G Gross receipts \$ **6,070,233**

F Name and address of principal officer:
TIM LITTLE
1970 BROADWAY, SUITE 600
OAKLAND CA 94612

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

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

J Website: ▶ **WWW.ROSEFDN.ORG**

H(c) Group exemption number ▶

K Form of organization: Corporation Trust Association Other ▶ **L** Year of formation: **1992** **M** State of legal domicile: **CA**

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: TO SUPPORT GRASSROOTS INITIATIVES TO INSPIRE COMMUNITY ACTION TO PROTECT THE ENVIRONMENT, CONSUMERS AND PUBLIC HEALTH.		
	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	9
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	7
	5 Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5	9
	6 Total number of volunteers (estimate if necessary)	6	0
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0
b Net unrelated business taxable income from Form 990-T, line 34	7b	0	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year 3,756,236	Current Year 5,569,582
	9 Program service revenue (Part VIII, line 2g)	60,000	2,710
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	17,972	44,064
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	-894	26,741
	12 Total revenue – add lines 8 through 11 (must equal Part VIII, column (A), line 12)	3,833,314	5,643,097
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1–3)	2,809,885	4,164,779
	14 Benefits paid to or for members (Part IX, column (A), line 4)		0
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	550,750	601,983
	16a Professional fundraising fees (Part IX, column (A), line 11e)		0
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 110,221		
	17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	150,460	243,765
18 Total expenses. Add lines 13–17 (must equal Part IX, column (A), line 25)	3,511,095	5,010,527	
19 Revenue less expenses. Subtract line 18 from line 12	322,219	632,570	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year 4,498,431	End of Year 8,435,603
	21 Total liabilities (Part X, line 26)	1,008,151	4,154,694
	22 Net assets or fund balances. Subtract line 21 from line 20	3,490,280	4,280,909

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: **TIM LITTLE** Date: **EXECUTIVE DIRECTOR**
 Type or print name and title

Paid Preparer Use Only
 Print/Type preparer's name: **ANTHONY BARR** Preparer's signature: **ANTHONY BARR** Date: **01/10/14** Check if self-employed PTIN: **P01587834**
 Firm's name ▶ **THE HENRY LEVY GROUP** Firm's EIN ▶
 Firm's address ▶ **5940 COLLEGE AVE STE F OAKLAND, CA 94618-1385** Phone no. **510-652-1000**

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

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission:
TO SUPPORT GRASSROOTS INITIATIVES TO INSPIRE COMMUNITY ACTION TO PROTECT THE ENVIRONMENT, CONSUMERS AND PUBLIC HEALTH.

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

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? Yes No
If "Yes," describe these changes on Schedule O.

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

4a (Code:) (Expenses \$ **4,253,687** including grants of \$ **3,928,191**) (Revenue \$ **5,302,275**)
THE ROSE FOUNDATION IS DEDICATED TO THE PRINCIPLE THAT ENVIRONMENTAL STEWARDSHIP, COMMUNITY REGENERATION AND A HEALTHY ECONOMY ARE INEXTRICABLY LINKED TO ROBUST CIVIC PARTICIPATION. COMMUNITY GRANTMAKING PROGRAMS ARE DESIGNED TO STRATEGICALLY SUPPORT PROJECTS AND ORGANIZATIONS THAT ARE BUILDING LONG-TERM SOLUTIONS THAT ARE GOOD FOR COMMUNITIES AND THE ENVIRONMENT, ECONOMICALLY SUSTAINABLE, AND RESPECT CITIZENS' CONSTITUTIONAL RIGHTS.

4b (Code:) (Expenses \$ **323,738** including grants of \$ **236,589**) (Revenue \$ **253,068**)
THE GRASSROOTS FUND SUPPORTS SMALL GRASSROOTS GROUPS THROUGHOUT GREATER NORTHERN CALIFORNIA THAT ARE TACKLING TOUGH ENVIRONMENTAL PROBLEMS INCLUDING TOXIC POLLUTION, URBAN SPRAWL, SUSTAINABLE AGRICULTURE, CLIMATE CHANGE, ENVIRONMENTAL DEGRADATION OF OUR RIVERS AND WILD PLACES, AS WELL AS, OF OUR COMMUNITIES AND OUR HEALTH. THE FUND WORKS TO STRENGTHEN THE GRASSROOTS BASE OF THE ENVIRONMENTAL MOVEMENT WITH STRATEGICALLY TARGETED GRANTS AND A CAPACITY BUILDING TRAINING PROGRAM FOR GRANTEEES. THE GRASSROOTS FUND IS SUPPORTED BY NUMEROUS FOUNDATIONS AND HELPS BRIDGE THE GAP BETWEEN ORGANIZED PHILANTHROPY AND SMALL, COMMUNITY-BASED ENVIRONMENTAL ORGANIZATIONS THAT MANY FOUNDATIONS HAVE PROBLEMS REACHING.

4c (Code:) (Expenses \$ **187,744** including grants of \$) (Revenue \$ **23,676**)
NEW VOICES ARE RISING STRIVES TO DEVELOP YOUNG LEADERS IN LOW-INCOME COMMUNITIES AND COMMUNITIES OF COLOR IN ALAMEDA AND CONTRA COSTA COUNTIES BY HELPING YOUNG PEOPLE GAIN THE SKILLS AND EXPERIENCE IN CIVIC ENGAGEMENT REQUIRED TO TACKLE THE MANY PROBLEMS - ESPECIALLY ENVIRONMENTAL HEALTH PROBLEMS THAT DISPROPORTIONATELY IMPACT THEIR COMMUNITIES.

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

4e Total program service expenses ▶ **4,765,169**

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)? If "Yes," complete Schedule A	X	
2	Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?	X	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part 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? If "Yes," complete Schedule C, Part II	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? If "Yes," complete Schedule C, Part III		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? If "Yes," complete Schedule D, Part 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? If "Yes," complete Schedule D, Part II		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III		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? If "Yes," complete Schedule D, Part IV		X
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V	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? If "Yes," complete Schedule D, Part VI	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? If "Yes," complete Schedule D, Part VII		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? If "Yes," complete Schedule D, Part VIII		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? If "Yes," complete Schedule D, Part IX		X
e	Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X	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)? If "Yes," complete Schedule D, Part X		X
12a	Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII	X	
b	Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional		X
13	Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E		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? If "Yes," complete Schedule F, Parts I and IV		X
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Parts II and IV		X
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Parts III and IV		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? If "Yes," complete Schedule G, Part I (see instructions)		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? If "Yes," complete Schedule G, Part II		X
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III		X
20a	Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H		X
b	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

Part IV Checklist of Required Schedules (continued)

		Yes	No
21	Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II	X	
22	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III	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? If "Yes," complete Schedule J		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? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25		X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part 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? If "Yes," complete Schedule L, Part I		X
26	Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II		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? If "Yes," complete Schedule L, Part III	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? If "Yes," complete Schedule L, Part IV	X	
b	A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV		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? If "Yes," complete Schedule L, Part IV		X
29	Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M		X
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II		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? If "Yes," complete Schedule R, Part I		X
34	Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Parts II, III, or IV, and Part V, line 1		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)? If "Yes," complete Schedule R, Part V, line 2		
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2		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? If "Yes," complete Schedule R, Part VI		X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable		
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable		
1a	38		
1b	0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	X	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return		
2a	9		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	X	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?		X
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		X
b	If "Yes," enter the name of the foreign country: ▶ See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?		
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?	X	
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	X	
7	Organizations that may receive deductible contributions under section 170(c).		
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	X	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	X	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
d	If "Yes," indicate the number of Forms 8282 filed during the year		
7d			
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		
9	Sponsoring organizations maintaining donor advised funds.		
a	Did the organization make any taxable distributions under section 4966?		
9a			
b	Did the organization make a distribution to a donor, donor advisor, or related person?		
9b			
10	Section 501(c)(7) organizations. Enter:		
a	Initiation fees and capital contributions included on Part VIII, line 12	10a	
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b	
11	Section 501(c)(12) organizations. Enter:		
a	Gross income from members or shareholders	11a	
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b	
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a	
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b	
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.	13a	
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b	
c	Enter the amount of reserves on hand	13c	
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a	X
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	14b	

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

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?	<input checked="" type="checkbox"/>	
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?		<input checked="" type="checkbox"/>
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		<input checked="" type="checkbox"/>
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		<input checked="" type="checkbox"/>
6	Did the organization have members or stockholders?		<input checked="" type="checkbox"/>
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?		<input checked="" type="checkbox"/>
7b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		<input checked="" type="checkbox"/>
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
8a	The governing body?	<input checked="" type="checkbox"/>	
8b	Each committee with authority to act on behalf of the governing body?	<input checked="" type="checkbox"/>	
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		<input checked="" type="checkbox"/>

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?		<input checked="" type="checkbox"/>
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?	<input checked="" type="checkbox"/>	
11b	Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13	<input checked="" type="checkbox"/>	
12b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	<input checked="" type="checkbox"/>	
12c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	<input checked="" type="checkbox"/>	
13	Did the organization have a written whistleblower policy?	<input checked="" type="checkbox"/>	
14	Did the organization have a written document retention and destruction policy?	<input checked="" type="checkbox"/>	
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	<input checked="" type="checkbox"/>	
15b	Other officers or key employees of the organization If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).	<input checked="" type="checkbox"/>	
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?		<input checked="" type="checkbox"/>
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 **▶ CA**
- 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, physical address, and telephone number of the person who possesses the books and records of the organization: **▶ KARLA JAMES**
1970 BROADWAY, SUITE 600
OAKLAND CA 94612 510-658-0702

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent ContractorsCheck if Schedule O contains a response to any question in this Part VII **Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees****1a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted 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) JILL RATNER PRESIDENT/PROGRAM DI	40.00 0.00	X		X				79,000	0	5,000
(2) KEVIN HENDRICK VICE PRESIDENT	1.50 0.00	X		X				7,350	0	0
(3) KATHRYN KNIGHT SECRETARY	1.00 0.00	X		X				0	0	0
(4) MICHELLE CHAN TREASURER	1.00 0.00	X		X				0	0	0
(5) ELLEN HAUSKENS DIRECTOR	1.00 0.00	X						0	0	0
(6) DAVID MICHELFELDER DIRECTOR	1.00 0.00	X						0	0	0
(7) INA BENDICH DIRECTOR	1.00 0.00	X						0	0	0
(8) CINDY TSAI SCHULTZ DIRECTOR	1.00 0.00	X						0	0	0
(9) AMY LYONS DIRECTOR	1.00 0.00	X						0	0	0
(10) TIM LITTLE EXECUTIVE DIRECTOR	40.00 0.00			X				100,000	0	42,576
(11) KARLA JAMES MANAGING/FINANCE DIR	40.00 0.00			X				90,367	0	9,956

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 dotted 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			
(12)										
(13)										
(14)										
(15)										
(16)										
(17)										
(18)										
(19)										
1b Sub-total							276,717		57,532	
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)							276,717		57,532	

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

	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
RICHARD LIROFF FALLS CHURCH VA 22046	201 PARK WASHINGTON COURT CONSULTING	111,126

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 **1**

Part VIII Statement of Revenue

Check if Schedule O contains a response to any question 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, 513, or 514	
Contributions, Gifts, Grants and Other Similar Amounts	1a Federated campaigns	1a					
	b Membership dues	1b					
	c Fundraising events	1c					
	d Related organizations	1d					
	e Government grants (contributions)	1e	381,574				
	f All other contributions, gifts, grants, and similar amounts not included above	1f	5,188,008				
	g Noncash contributions included in lines 1a-1f: \$						
	h Total. Add lines 1a-1f		5,569,582				
Program Service Revenue		Busn. Code					
	2a YOUTH FOCUS GROUPS	541900	1,600	1,600			
	b WEB DESIGN FOR CA WILDLANDS	541900	1,110	1,110			
	c						
	d						
	e						
	f All other program service revenue						
g Total. Add lines 2a-2f		2,710					
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		35,779			35,779	
	4 Income from investment of tax-exempt bond proceeds						
	5 Royalties						
	6a Gross rents	(i) Real					
		(ii) Personal					
	b Less: rental exps.						
	c Rental inc. or (loss)						
	d Net rental income or (loss)						
	7a Gross amount from sales of assets other than inventory	(i) Securities	431,777				
		(ii) Other					
	b Less: cost or other basis & sales exps.		423,492				
	c Gain or (loss)		8,285				
	d Net gain or (loss)		8,285	8,285			
	8a Gross income from fundraising events (not including \$ of contributions reported on line 1c). See Part IV, line 18	a	795				
		b Less: direct expenses		3,644			
c Net income or (loss) from fundraising events			-2,849			-2,849	
9a Gross income from gaming activities. See Part IV, line 19	a						
	b Less: direct expenses						
	c Net income or (loss) from gaming activities						
10a Gross sales of inventory, less returns and allowances	a						
	b Less: cost of goods sold						
	c Net income or (loss) from sales of inventory						
Miscellaneous Revenue		Busn. Code					
11a RETURN OF NET FUNDS			28,368	28,368			
b MISCELLANEOUS INCOME			1,083	1,083			
c AUCTION INCOME			139	139			
d All other revenue							
e Total. Add lines 11a-11d			29,590				
12 Total revenue. See instructions.			5,643,097	40,585	0	32,930	

Part IX Statement of Functional Expenses

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

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21	3,956,701	3,956,701		
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22	208,078	208,078		
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	276,717	202,852	37,847	36,018
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	213,007	156,148	29,134	27,725
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	26,115	19,144	3,572	3,399
9 Other employee benefits	48,648	35,662	6,654	6,332
10 Payroll taxes	37,496	27,487	5,129	4,880
11 Fees for services (non-employees):				
a Management	828	534	174	120
b Legal				
c Accounting	20,932	13,511	4,394	3,027
d Lobbying				
e Professional fundraising services. See Part IV, line 7				
f Investment management fees	10,735		10,735	
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O.)	92,429	59,661	19,403	13,365
12 Advertising and promotion				
13 Office expenses	34,365	23,170	2,913	8,282
14 Information technology				
15 Royalties				
16 Occupancy	34,910	25,059	4,490	5,361
17 Travel	30,775	26,576	4,060	139
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	6,172	5,833	170	169
23 Insurance	2,732		2,732	
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 DUES AND SUBSCRIPTIONS	5,725	2,830	1,782	1,113
b EQUIPMENT MAINTENANCE	2,239	1,642	306	291
c BANK AND CREDIT CARD FEES	1,671	162	1,509	
d DOCUMENT PREPARATION	252	119	133	
e All other expenses				
25 Total functional expenses. Add lines 1 through 24e	5,010,527	4,765,169	135,137	110,221
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 <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)				

Part X Balance Sheet

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

		(A) Beginning of year		(B) End of year	
Assets	1	Cash—non-interest bearing	325,260	1	313,733
	2	Savings and temporary cash investments	2,577,738	2	2,986,685
	3	Pledges and grants receivable, net	484,994	3	216,766
	4	Accounts receivable, net		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 instructions). Complete Part II of Schedule L		6	
	7	Notes and loans receivable, net		7	25,000
	8	Inventories for sale or use		8	
	9	Prepaid expenses and deferred charges	131,500	9	5,250
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	17,303		
	10b	Less: accumulated depreciation	12,325		
	11	Investments—publicly traded securities	973,250	11	4,883,191
	12	Investments—other securities. See Part IV, line 11		12	
	13	Investments—program-related. See Part IV, line 11		13	
	14	Intangible assets		14	
	15	Other assets. See Part IV, line 11	2,000	15	
16	Total assets. Add lines 1 through 15 (must equal line 34)	4,498,431	16	8,435,603	
Liabilities	17	Accounts payable and accrued expenses	393	17	1,131
	18	Grants payable	543,185	18	725,414
	19	Deferred revenue	442,500	19	3,406,491
	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	22,073	25	21,658
	26	Total liabilities. Add lines 17 through 25	1,008,151	26	4,154,694
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	809,880	27	764,878
	28	Temporarily restricted net assets	2,657,858	28	3,492,784
	29	Permanently restricted net assets	22,542	29	23,247
	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	3,490,280	33	4,280,909	
34	Total liabilities and net assets/fund balances	4,498,431	34	8,435,603	

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	5,643,097
2	Total expenses (must equal Part IX, column (A), line 25)	2	5,010,527
3	Revenue less expenses. Subtract line 2 from line 1	3	632,570
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	3,490,280
5	Net unrealized gains (losses) on investments	5	75,380
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	80,000
9	Other changes in net assets or fund balances (explain in Schedule O)	9	2,679
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	4,280,909

Part XII Financial Statements and Reporting

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

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

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support

OMB No. 1545-0047

2012

Open to Public Inspection

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

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

Department of the Treasury
Internal Revenue Service

Name of the organization

**THE ROSE FOUNDATION FOR COMMUNITIES
AND THE ENVIRONMENT**

Employer identification number

94 - 3179772

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

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

- 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E.)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state:
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8 A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9 An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)
- 10 An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h.
 - a Type I b Type II c Type III—Functionally integrated d Type III—Non-functionally integrated
- e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
 - (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?
 - (ii) A family member of a person described in (i) above?
 - (iii) A 35% controlled entity of a person described in (i) or (ii) above?
- h Provide the following information about the supported organization(s).

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

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

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

Schedule A (Form 990 or 990-EZ) 2012

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	4,596,558	2,767,041	4,116,803	3,756,236	5,569,582	20,806,220
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	4,596,558	2,767,041	4,116,803	3,756,236	5,569,582	20,806,220
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)						1,721,383
6 Public support. Subtract line 5 from line 4.						19,084,837

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4	4,596,558	2,767,041	4,116,803	3,756,236	5,569,582	20,806,220
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	91,542	51,790	29,446	23,878	35,779	232,435
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)			315	585	795	1,695
11 Total support. Add lines 7 through 10						21,040,350

12 Gross receipts from related activities, etc. (see instructions) **12** 32,300

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**

Section C. Computation of Public Support Percentage

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))	14	90.71%
15 Public support percentage from 2011 Schedule A, Part II, line 14	15	98.36%

16a 33 1/3% support test—2012. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization

b 33 1/3% support test—2011. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization

17a 10%-facts-and-circumstances test—2012. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization

b 10%-facts-and-circumstances test—2011. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization

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

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

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

Section A. Public Support

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

Section B. Total Support

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

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

Section C. Computation of Public Support Percentage

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

Section D. Computation of Investment Income Percentage

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

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

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

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

Part IV Supplemental Information. Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

PART II, LINE 10 - OTHER INCOME DETAIL

MISCELLANEOUS INCOME \$ 900

Schedule B
(Form 990, 990-EZ,
or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

OMB No. 1545-0047

2012

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

Name of the organization

**THE ROSE FOUNDATION FOR COMMUNITIES
AND THE ENVIRONMENT**

Employer identification number

94-3179772

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

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

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33¹/₃ % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

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

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

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

Name of organization THE ROSE FOUNDATION FOR COMMUNITIES	Employer identification number 94-3179772
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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	\$ 1,500,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	\$ 350,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	\$ 1,062,997	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	\$ 128,400	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5	\$ 124,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
.....	\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

**SCHEDULE C
(Form 990 or 990-EZ)**

Political Campaign and Lobbying Activities

OMB No. 1545-0047

2012

Open to Public Inspection

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.
 ▶ See separate instructions.

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

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

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

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

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

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

Name of organization THE ROSE FOUNDATION FOR COMMUNITIES AND THE ENVIRONMENT	Employer identification number 94-3179772
--	---

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-.
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				

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)	9,912													
b	Total lobbying expenditures to influence a legislative body (direct lobbying)	222													
c	Total lobbying expenditures (add lines 1a and 1b)	10,134													
d	Other exempt purpose expenditures	5,004,037													
e	Total exempt purpose expenditures (add lines 1c and 1d)	5,014,171													
f	Lobbying nontaxable amount. Enter the amount from the following table in both columns.	400,709													
<table border="1"> <thead> <tr> <th>If the amount on line 1e, column (a) or (b) is:</th> <th>The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e.</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000.</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000.</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000.</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000.</td> </tr> </tbody> </table>		If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e.	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.	Over \$17,000,000	\$1,000,000.		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1e.														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.														
Over \$17,000,000	\$1,000,000.														
g	Grassroots nontaxable amount (enter 25% of line 1f)	100,177													
h	Subtract line 1g from line 1a. If zero or less, enter -0-	0													
i	Subtract line 1f from line 1c. If zero or less, enter -0-	0													
j	If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?		<input type="checkbox"/> Yes <input type="checkbox"/> No												

4-Year Averaging Period Under Section 501(h)

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

Lobbying Expenditures During 4-Year Averaging Period

Calendar year (or fiscal year beginning in)	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) Total
2a Lobbying nontaxable amount	316,831	336,236	326,233	400,709	1,380,009
b Lobbying ceiling amount (150% of line 2a, column(e))					2,070,014
c Total lobbying expenditures	4,634	11,008	4,642	10,134	30,418
d Grassroots nontaxable amount	79,208	84,059	81,558	100,177	345,002
e Grassroots ceiling amount (150% of line 2d, column (e))					517,503
f Grassroots lobbying expenditures	2,555	10,512	3,943	9,912	26,922

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)).

Table with 3 main columns: (a) Yes/No, (b) Amount. Rows include: 1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation...; a Volunteers?; b Paid staff or management...; c Media advertisements?; d Mailings to members...; e Publications...; f Grants to other organizations...; g Direct contact with legislators...; h Rallies, demonstrations...; 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).

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

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) if Part III-A, line 3, is answered "Yes."

Table with 3 columns: Question, 1, 2a, 2b, 2c, 3, 4, 5. Rows include: 1 Dues, assessments and similar amounts from members; 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; b Carryover from last year; c Total; 3 Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues; 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?; 5 Taxable amount of lobbying and political expenditures (see instructions)

Part IV Supplemental Information

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

Series of horizontal dotted lines for providing supplemental information.

SCHEDULE D (Form 990)

Department of the Treasury Internal Revenue Service

Supplemental Financial Statements

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

OMB No. 1545-0047

2012

Open to Public Inspection

Name of the organization: THE ROSE FOUNDATION FOR COMMUNITIES AND THE ENVIRONMENT. Employer identification number: 94-3179772

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

Table with 3 columns: Line number, (a) Donor advised funds, (b) Funds and other accounts. Rows include Total number at end of year, Aggregate contributions, Aggregate grants, and Aggregate value.

Questions 5 and 6 regarding donor advised funds and grant fund usage. Includes Yes/No checkboxes.

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

Question 1: Purpose(s) of conservation easements held by the organization. Includes checkboxes for various purposes like public use, natural habitat, etc.

Question 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.

Table for lines 2a-2d: Held at the End of the Tax Year. Columns include line number and description of easement.

Questions 3-8 regarding conservation easements: modified, states, monitoring policy, staff hours, expenses, and requirements.

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.

Questions 1a-1b and 2 regarding collections of art and historical treasures, including revenue and asset reporting.

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

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

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

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

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

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

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

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

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

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

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

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	22,542	24,655	24,534	21,497	
b Contributions	565		2,035	1,336	
c Net investment earnings, gains, and losses	2,599	363	2,051	4,124	
d Grants or scholarships					
e Other expenditures for facilities and programs	2,459	2,475	3,965	2,423	
f Administrative expenses		1			
g End of year balance	23,247	22,542	24,655	24,534	

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 ▶ **100.00** %
- 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:

- (i)** unrelated organizations Yes No
- (ii)** related organizations Yes No

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

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

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment				
e Other		17,303	12,325	4,978

Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).) ▶ **4,978**

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 12.)	▶	

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

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

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

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

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

1. (a) Description of liability	(b) Book value	
(1) Federal income taxes		
(2) ACCRUED COMPENSATION	21,658	
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
(11)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.)	21,658	

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

**SCHEDULE I
(Form 990)**

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

OMB No. 1545-0047

2012

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

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

▶ Attach to Form 990.

Name of the organization

**THE ROSE FOUNDATION FOR COMMUNITIES
AND THE ENVIRONMENT**

Employer identification number

94-3179772

Part I General Information on Grants and Assistance

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

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

1	(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1)	ACTERRA ACTION FOR A SUSTAINABLE 3921 EAST BAYSHORE RD PALO ALTO CA 94303	EA 23-7064937	3	13,500				ENVIRONMENTAL STEWAR
(2)	ADOPT A STREAM FOUNDATION 600 128TH ST. SE EVERETT WA 98208-6353	91-1333737	3	55,000				ENVIRONMENTAL STEWAR
(3)	ALLIANCE FOR HUMANE BIOTECHNOLOGY 155 TWENTY-FIRST AVENUE SAN FRANCISCO CA 94121	27-3700750	3	150,000				HUMAN RIGHTS
(4)	ANGELENOS AGAINST GRIDLOCK 13603 MARINA POINTE DRIVE, C334 MARINA DEL REY CA 90292	45-2913370		33,250				ENVIRONMENTAL STEWAR
(5)	AQUALLIANCE PO BOX 4024 CHICO CA 95927	27-1375304		15,145				ENVIRONMENTAL STEWAR
(6)	ARC ECOLOGY 1331 EVANS STREET SAN FRANCISCO CA 94124	94-3201661	3	20,000				ENVIRONMENTAL STEWAR
(7)	ASIAN HEALTH SERVICES/CALIFORNIA 818 WEBSTER STREET OAKLAND CA 94607	94-2235908	3	9,375				ENVIRONMENTAL STEWAR
(8)	BUTTE ENVIRONMENTAL COUNCIL 116 W. 2ND ST, STE 3 CHICO CA 95928	94-2309829	3	17,000				ENVIRONMENTAL STEWAR
(9)	CALIFORNIA FAMILY HEALTH COUNCIL, I 3600 WILSHIRE BOULEVARD, SUITE 600 LOS ANGELES CA 90010	95-2564024	3	150,000				HUMAN RIGHTS

- 2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table ▶ 162
- 3 Enter total number of other organizations listed in the line 1 table ▶ 21

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

Schedule I (Form 990) (2012)

**SCHEDULE I
(Form 990)**

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

OMB No. 1545-0047

2012

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

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

▶ Attach to Form 990.

Name of the organization

**THE ROSE FOUNDATION FOR COMMUNITIES
AND THE ENVIRONMENT**

Employer identification number

94-3179772

Part I General Information on Grants and Assistance

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

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

1	(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1)	CALIFORNIA INDIAN ENVIRONMENTAL ALL PO BOX 2128 BERKELEY CA 94702	27-0861293	3	9,375				ENVIRONMENTAL STEWAR
(2)	CALIFORNIA PRODUCT STEWARDSHIP COUN 1822 21ST ST., SUITE #100 SACRAMENTO CA 95811	77-0695467	3	40,000				ENVIRONMENTAL STEWAR
(3)	CALIFORNIA PUBLIC INTEREST RESEAR 369 BROADWAY, SUITE 200 SAN FRANCISCO CA 94133	77-0566513	3	90,000				CONSUMER RIGHTS
(4)	CALIFORNIA SPORTFISHING PROTECTION 3536 RAINIER AVENUE STOCKTON CA 95204	68-0004105	3	110,700				ENVIRONMENTAL STEWAR
(5)	CALIFORNIA URBAN STREAMS ALLIANCE 1282 FILBERT AVE. CHICO CA 95926	27-3718947	3	6,000				ENVIRONMENTAL STEWAR
(6)	CALIFORNIA WATER IMPACT NETWORK 808 ROMERO CANYON ROAD SANTA BARBARA CA 93108	30-0006662	3	30,950				ENVIRONMENTAL STEWAR
(7)	CENTER FOR BIOLOGICAL DIVERSITY P.O. BOX 710 TUCSON AZ 85702-0710	85-0420285	3	12,300				ENVIRONMENTAL STEWAR
(8)	CENTER FOR DIGITAL DEMOCRACY 33 D HOME PLACE EAST OAKLAND CA 94610	52-2311577	3	50,000				CONSUMER RIGHTS
(9)	CENTER ON RACE, POVERTY AND THE ENV 1012 JEFFERSON STREET DELANO CA 93215-2239	05-0557231	3	20,000				ENVIRONMENTAL STEWAR

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

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

Schedule I (Form 990) (2012)

**SCHEDULE I
(Form 990)**

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

OMB No. 1545-0047

2012

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

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

▶ Attach to Form 990.

Name of the organization **THE ROSE FOUNDATION FOR COMMUNITIES
AND THE ENVIRONMENT** Employer identification number
94-3179772

Part I General Information on Grants and Assistance

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

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

1	(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1)	CENTRAL SIERRA ENVIRONMENTAL RESOUR PO BOX 396 TWIN HARTE CA 95383	77-0279240	3	19,000				ENVIRONMENTAL STEWAR
(2)	CHINESE PROGRESSIVE ASSOCIATION 1042 GRANT AVENUE, 5TH FLOOR SAN FRANCISCO CA 94133	23-7404756	3	30,500				ENVIRONMENTAL STEWAR
(3)	CITIZENS FOR A HEALTHY BAY 535 DOCK STREET, SUITE 213 TACOMA WA 98402	91-1515969	3	29,500				ENVIRONMENTAL STEWAR
(4)	CITY OF BAKERSFIELD 1715 CHESTER AVENUE BAKERSFIELD CA 93301			120,000				ENVIRONMENTAL STEWAR
(5)	CITY SLICKER FARMS 1625 16TH ST. OAKLAND CA 94607	26-2216581	3	12,500				ENVIRONMENTAL STEWAR
(6)	COALITON FOR CLEAN AIR 800 WILSHIRE BLVD., STE. 1010 LOS ANGELES CA 90017	23-7120567	3	125,000				ENVIRONMENTAL STEWAR
(7)	COLUMBIA INSTITUTE FOR WATER POLICY PO BOX 9743 SPOKANE WA 99209	20-4348897	3	20,000				ENVIRONMENTAL STEWAR
(8)	COLUMBIA RIVERKEEPER 724 OAK STREET HOOD RIVER OR 97031	91-1583492	3	13,750				ENVIRONMENTAL STEWAR
(9)	COMMUNITIES FOR A BETTER ENVIRONMEN 1904 FRANKLIN STREET, STE 600 OAKLAND CA 94612	94-2998086	3	25,000				ENVIRONMENTAL STEWAR

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

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

Schedule I (Form 990) (2012)

**SCHEDULE I
(Form 990)**

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

OMB No. 1545-0047

2012

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

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

▶ Attach to Form 990.

Name of the organization **THE ROSE FOUNDATION FOR COMMUNITIES
AND THE ENVIRONMENT**

Employer identification number
94-3179772

Part I General Information on Grants and Assistance

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

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

1	(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1)	COMMUNITY WATER CENTER 311 W. MURRAY AVE. VISALIA CA 93291	80-0267674	3	25,000				ENVIRONMENTAL STEWAR
(2)	CONSUMER ACTION 221 MAIN STREET, SUITE 480 SAN FRANCISCO CA 94105	23-7172908	3	100,000				CONSUMER RIGHTS
(3)	CORRELATION CONSULTING 131 W. 40TH AVENUE SAN MATEO CA 94403	51-0666338		35,805				ENVIRONMENTAL STEWAR
(4)	DAILY ACTS PO BOX 293 PETALUMA CA 94953	20-3851259	3	10,000				ENVIRONMENTAL STEWAR
(5)	EARTH ISLAND INSTITUTE/KIDS FOR THE 1771 ALCATRAZ AVENUE BERKELEY CA 94703	94-2889684	3	15,000				ENVIRONMENTAL STEWAR
(6)	EARTH TEAM 2525 10TH STREET, UNIT B BERKELEY CA 94710	68-0347329	3	16,500				ENVIRONMENTAL STEWAR
(7)	EARTHCORPS 6310 NE 74TH STREET, SUITE 201E SEATTLE WA 98115	91-1592071	3	75,000				ENVIRONMENTAL STEWAR
(8)	ELECTRONIC FRONTIER FOUNDATION 815 EDDY ST SAN FRANCISCO CA 94109	04-3091431	3	150,000				CONSUMER RIGHTS
(9)	ENVIRONMENTAL COALITION OF SOUTH SE 8201 10TH AVE S, #3 SEATTLE WA 98108	91-1613460	3	60,000				ENVIRONMENTAL STEWAR

- 2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table ▶
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94-3179772

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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
(1)	ENVIRONMENTAL JUSTICE COALITION FOR PO BOX 188911 SACRAMENTO CA 95818-8911	20-2539559	3	20,000				ENVIRONMENTAL STEWAR
(2)	FOOD & WATER WATCH 25 STILLMAN STREET, SUITE 200 SAN FRANCISCO CA 94107	32-0160439	3	50,000				ENVIRONMENTAL STEWAR
(3)	FOOTHILL CONSERVANCY PO BOX 1255 PINE GROVE CA 95665	68-0205572	3	25,000				ENVIRONMENTAL STEWAR
(4)	FRESNO METROPOLITAN MINISTRY/SAN JO 1055 N. VAN NESS AVE. SUITE H FRESNO CA 93728	94-2181848	3	9,375				ENVIRONMENTAL STEWAR
(5)	FRIENDS OF DEL NORTE CONSERVATION C PO BOX 229 GASQUET CA 95543	20-1790801	3	9,000				ENVIRONMENTAL STEWAR
(6)	FRIENDS OF MARSH CREEK 2063 MAIN STREET, #311 OAKLEY CA 94561	26-3772965	3	7,250				ENVIRONMENTAL STEWAR
(7)	FRIENDS OF NORTH CREEK FOREST 20218 108TH AVE NE BOTHELL WA 98011	27-5439187		10,000				ENVIRONMENTAL STEWAR
(8)	FRIENDS OF THE RIVER FOUNDATION 1418 20TH STREET, SUITE 100 SACRAMENTO CA 95811	94-2400210	3	40,000				ENVIRONMENTAL STEWAR
(9)	FRIENDS OF THE SANTA CLARA RIVER 660 RANDY DRIVE NEWBURY PARK CA 91320	77-0358888	3	20,000				ENVIRONMENTAL STEWAR

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

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Schedule I (Form 990) (2012)

**SCHEDULE I
(Form 990)**

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

OMB No. 1545-0047

2012

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Department of the Treasury
Internal Revenue Service

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

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AND THE ENVIRONMENT**

Employer identification number
94-3179772

Part I General Information on Grants and Assistance

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

1	(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1)	FRIENDS OF THE SWAINSON HAWK 717 K STREET, SUITE 529 SACRAMENTO CA 95814	68-0336989	3	7,000				ENVIRONMENTAL STEWAR
(2)	FUTUREWISE 35 WEST MAIN STREET, SUITE 350 SPOKANE WA 99201	91-1539831	3	25,000				ENVIRONMENTAL STEWAR
(3)	GLOBAL COMMUNITY MONITOR PO BOX 1784 EL CERRITO CA 94530	27-2523757	3	66,500				ENVIRONMENTAL STEWAR
(4)	GOLDEN GATE UNIVERSITY 536 MISSION STREET SAN FRANCISCO CA 94105-2968	94-1585735	3	12,174				ENVIRONMENTAL STEWAR
(5)	GREENACTION 703 MARKET STREET, SUITE 501 SAN FRANCISCO CA 94103	43-2050242	3	28,488				ENVIRONMENTAL STEWAR
(6)	GREENACTION/ENVIRONMENTAL JUSTICE A 703 MARKET STREET, SUITE 501 SAN FRANCISCO CA 94103	43-2050242	3	10,750				ENVIRONMENTAL STEWAR
(7)	HUNTER'S VIEW TENANTS ASSOC. MOTHER 1223 WEST 69 MIDDLE POINT ROAD SAN FRANCISCO CA 94124	94-3173338	3	8,100				ENVIRONMENTAL STEWAR
(8)	IDENTITY THEFT RESOURCE CENTER 9672 VIA EXELENCA, #101 SAN DIEGO CA 92126	71-0910445	3	100,000				CONSUMER RIGHTS
(9)	INLAND NORTHWEST LAND TRUST 35 W. MAIN AVENUE, SUITE 210 SPOKANE WA 99201	91-1510539	3	10,000				ENVIRONMENTAL STEWAR

- 2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table ▶
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(1)	INSTITUTE FOR FISHERIES RESOURCES/S 258 HOWTH ST SAN FRANCISCO CA 94112	94-3176524	3	84,500				ENVIRONMENTAL STEWAR
(2)	KING CONSERVATION DISTRICT 1107 SW GRADY WAY, SUITE 130 RENTON WA 98057	91-6059501		30,000				ENVIRONMENTAL STEWAR
(3)	KING COUNTY DEPARTMENT OF NATURAL R KING STREET CENTER SEATTLE WA 98104	91-6001327		50,000				ENVIRONMENTAL STEWAR
(4)	LANDS COUNCIL 25 W MAIN AVENUE, SUITE 222 SPOKANE WA 99201	94-3090355	3	13,750				ENVIRONMENTAL STEWAR
(5)	MA'AT YOUTH ACADEMY 1015 NEVIN AVENUE, SUITE 101 RICHMOND CA 94801	41-2175437	3	9,375				ENVIRONMENTAL STEWAR
(6)	MADERA COALITION FOR COMMUNITY JUST 126 N. B ST MADERA CA 93638	77-0391942	3	62,000				ENVIRONMENTAL STEWAR
(7)	MADERA COUNTY RESOURCE MANAGEMENT A 2037 W. CLEVELAND AVENUE MADERA CA 93637	94-6000518		51,914				ENVIRONMENTAL STEWAR
(8)	MADERA OVERSIGHT COALITION PO BOX 1282 COARSEGOLD CA 93614	26-0478083	4	300,000				ENVIRONMENTAL STEWAR
(9)	MARE ISLAND HERITAGE TRUST 816 BRANCIFORTE ST. VALLEJO CA 94590	27-1493661	3	10,000				ENVIRONMENTAL STEWAR

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**Grants and Other Assistance to Organizations,
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94-3179772

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- 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
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(1)	NORTH COUNTY WATCH PO BOX 455 TEMPLETON CA 93465	77-0576955	3	9,000				ENVIRONMENTAL STEWAR
(2)	NORTHERN CALIFORNIA REGIONAL LAND T 167 EAST 3RD AVE CHICO CA 95926	68-0216430	3	15,000				ENVIRONMENTAL STEWAR
(3)	NORTHWEST ENVIRONMENTAL DEFENSE CEN 10015 S.W. TERWILLIGER BLVD. PORTLAND OR 97219	93-0653430	3	25,000				ENVIRONMENTAL STEWAR
(4)	OAKLAND FOOD CONNECTION PO BOX 5279 OAKLAND CA 94605	20-3984263	3	9,375				ENVIRONMENTAL STEWAR
(5)	ONEREEF.ORG 114 OAK KNOLL DRIVE SANTA CRUZ CA 95060	36-4567006		61,845				ENVIRONMENTAL STEWAR
(6)	PEACE DEVELOPMENT FUND/WEST OAKLAND 1747 14TH STREET OAKLAND CA 94607	04-2738794	3	9,375				ENVIRONMENTAL STEWAR
(7)	PEOPLE UNITED FOR A BETTER LIFE IN 3528 FOOTHILL BLVD OAKLAND CA 94601	26-0877633	3	9,375				ENVIRONMENTAL STEWAR
(8)	PESTICIDE ACTION NETWORK/CALIFORNIA 49 POWELL STREET, SUITE 530 SAN FRANCISCO CA 94102	94-2949686	3	25,000				ENVIRONMENTAL STEWAR
(9)	PIERCE CONSERVATION DISTRICT PO BOX 1057 PUYALLUP WA 98371	91-0894461		40,000				ENVIRONMENTAL STEWAR

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(1)	PLANNING AND CONSERVATION LEAGUE 1107 9TH STREET, SUITE 901 SACRAMENTO CA 95814	FO 94-2190378	3	70,000				ENVIRONMENTAL STEWAR
(2)	PUBLIC HEALTH INSTITUTE/COMMUNITY F 398 - 60TH STREET ST OAKLAND CA 94609	F 94-1646278	3	9,375				ENVIRONMENTAL STEWAR
(3)	RE SOURCES FOR SUSTAINABLE COMMUNIT 2309 MERIDIAN STREET BELLINGHAM WA 98225	IT 91-1243957	3	60,000				ENVIRONMENTAL STEWAR
(4)	RESOURCE RENEWAL INSTITUTE/WASHOE M PO BOX 8787 SOUTH LAKE TAHOE CA 96158	M 68-0038012	3	9,000				ENVIRONMENTAL STEWAR
(5)	RIVER EXCHANGE PO BOX 784 DUNSMUIR CA 96025	CA 91-1818846	3	13,500				ENVIRONMENTAL STEWAR
(6)	SALMONID RESTORATION FEDERATION PO BOX 784 REDWAY CA 95560	ION 68-0187121	3	10,250				ENVIRONMENTAL STEWAR
(7)	SAN FRANCISCO BAYKEEPER 785 MARKET STREET, SUITE 850 SAN FRANCISCO CA 94103	PER 68-0120240	3	85,000				ENVIRONMENTAL STEWAR
(8)	SANTA CLARITA ORG FOR PLANNING & TH PO BOX 1182 SANTA CLARITA CA 91386	TH 95-4223586	3	11,000				ENVIRONMENTAL STEWAR
(9)	SANTA MONICA BAYKEEPER 120 BROADWAY, SUITE 105 SANTA MONICA CA 90401	PER 95-4444787	3	22,500				ENVIRONMENTAL STEWAR

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(1)	SAVE THE BAY 1330 BROADWAY, SUITE 1800 OAKLAND CA 94612-2519	94-6078420	3	20,000				ENVIRONMENTAL STEWAR
(2)	SEATTLE TILTH 4649 SUNNYSIDE AVE N., SUITE 100 SEATTLE WA 98103	94-3261971	3	60,000				ENVIRONMENTAL STEWAR
(3)	SELF-SUSTAINING COMMUNITIES 5221 COLUSA AVE RICHMOND CA 94804	94-3221196	3	10,500				ENVIRONMENTAL STEWAR
(4)	SIERRA CLUB FOUNDATION/TEHIPITE CHA P.O. BOX 5396 FRESNO CA 93755	94-6069890	3	40,000				ENVIRONMENTAL STEWAR
(5)	SIERRA FUND 206 SACRAMENTO STREET, SUITE 101 NEVADA CITY CA 95959	68-0485725	3	13,500				ENVIRONMENTAL STEWAR
(6)	SNOHOMISH CONSERVATION DISTRICT/HOR 7235 SOUTHSIDE BLVD. NAMPA ID 83686	91-6000423		10,000				ENVIRONMENTAL STEWAR
(7)	SOL COMMUNICATIONS/BATTLE CREEK ALL 32065 ROCK CREEK ROAD MANTON CA 96059	95-4648687	3	20,000				ENVIRONMENTAL STEWAR
(8)	SOUTH PARK AREA REDEVELOPMENT COMMI 8201 10TH AVE S., SUITE 2 SEATTLE WA 98108	91-0899041	3	60,000				ENVIRONMENTAL STEWAR
(9)	SOUTH YUBA RIVER CITIZENS LEAGUE 216 MAIN STREET NEVADA CITY CA 95959	68-0171371	3	20,000				ENVIRONMENTAL STEWAR

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- 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
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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
(1)	SWINOMISH INDIAN TRIBAL COMMUNITY 11430 MOORAGE WAY LA CONNER WA 98257	91-0434170		37,500				ENVIRONMENTAL STEWAR
(2)	TUOLUMNE RIVER TRUST 111 NEW MONTGOMERY STREET, SUITE 20 SAN FRANCISCO CA 94105	94-2834151	3	12,000				ENVIRONMENTAL STEWAR
(3)	WASHINGTON ENVIRONMENTAL COUNCIL 1402 3RD AVENUE SUITE 1400 SEATTLE WA 98101	91-0839385	3	35,000				ENVIRONMENTAL STEWAR
(4)	WASHINGTON STATE DEPT. OF VETERAN A 1102 QUINCE STREET SE OLYMPIA WA 98504	91-0969074		22,000				ENVIRONMENTAL STEWAR
(5)	WILD EQUITY INSTITUTE 474 VALENCIA ST SUITE 295 SAN FRANCISCO CA 94103	27-0984775	3	7,000				ENVIRONMENTAL STEWAR
(6)	WOLF CREEK COMMUNITY ALLIANCE PO BOX 477 GRASS VALLEY CA 95945	71-0949200	3	18,825				ENVIRONMENTAL STEWAR
(7)	WORLD PRIVACY FORUM 3108 FIFTH AVENUE, SUITE B SAN DIEGO CA 92013	35-2241027	3	30,000				CONSUMER RIGHTS
(8)								
(9)								

- 2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table ▶
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Schedule I (Form 990) (2012)

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 22.

Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
1 RESEARCH	2	123,064		FMV	
2 COAST TO CREST TRAIL	3	54,375		FMV	
3 NORCAL GRASSROOTS TRAININ		30,639		FMV	
4					
5					
6					
7					

Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information.**PART I, LINE 2 - PROCEDURES FOR MONITORING THE USE OF GRANT FUNDS**

ALL GRANT APPLICANTS MUST PROVIDE A FULL NARRATIVE DESCRIPTION OF THEIR PROPOSED PROJECT, DESCRIPTION OF STAFF ASSIGNED TO THE PROJECT, PROOF OF NON-PROFIT STATUS, DETAILED FINANCIAL AND ORGANIZATIONAL INFORMATION, AND THEIR EVALUATION PROCESS - INCLUDING QUANTITATIVE BENCHMARKS AS APPROPRIATE. ALL GRANTS AWARDED BY THE ROSE FOUNDATION ARE GOVERNED BY CONTRACTS. AMONG OTHER PROVISIONS, THESE CONTRACTS REQUIRE THAT ALL GRANTEEES PROVIDE THE FOUNDATION WITH A NARRATIVE AND FINANCIAL REPORT AT LEAST ANNUALLY UNTIL ALL GRANT FUNDS ARE EXHAUSTED, AND GRANTEEES ARE REQUIRED TO OPEN THEIR BOOKS TO THE ROSE FOUNDATION AT ANY TIME UPON THE

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

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
1					
2					
3					
4					
5					
6					
7					

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

FOUNDATION'S REQUEST. FOUNDATION STAFF ALSO MAINTAINS CONTACT WITH GRANTEES
 THROUGHOUT THE YEAR BY TELEPHONE, EMAIL AND REGULAR MAIL. THROUGH THESE
 ACCOUNTABILITY MECHANISMS, THE ROSE FOUNDATION IS ABLE TO ENSURE THAT GRANT
 FUNDS ARE PROPERLY EXPENDED. IF, IN THE ROSE FOUNDATION'S SOLE JUDGMENT,
 GRANT FUNDS WERE NOT PROPERLY EXPENDED, UNDER OUR GRANT CONTRACTS, WE
 RETAIN THE RIGHT TO REQUIRE UP TO A FULL REFUND OF THE GRANT.

**SCHEDULE L
(Form 990 or 990-EZ)**

Department of the Treasury
Internal Revenue Service

Transactions With Interested Persons

▶ **Complete if the organization answered**
"Yes" on Form 990, Part IV, line 25a, 25b, 26, 27, 28a, 28b, or 28c,
or Form 990-EZ, Part V, line 38a or 40b.

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

OMB No. 1545-0047

2012

**Open To Public
Inspection**

Name of the organization **THE ROSE FOUNDATION FOR COMMUNITIES
AND THE ENVIRONMENT** Employer identification number **94-3179772**

Part I Excess Benefit Transactions (section 501(c)(3) and section 501(c)(4) organizations only).

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b.

1	(a) Name of disqualified person	(b) Relationship between disqualified person and organization	(c) Description of transaction	(d) Corrected?	
				Yes	No
(1)					
(2)					
(3)					
(4)					
(5)					
(6)					

2 Enter the amount of tax incurred by the organization managers or disqualified persons during the year under section 4958 ▶ \$ _____

3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization ▶ \$ _____

Part II Loans to and/or From Interested Persons.

Complete if the organization answered "Yes" on Form 990-EZ, Part V, line 38a or Form 990, Part IV, line 26; or if the organization reported an amount on Form 990, Part X, line 5, 6, or 22.

(a) Name of interested person	(b) Relationship with organization	(c) Purpose of loan	(d) Loan to or from the org.?		(e) Original principal amount	(f) Balance due	(g) In default?		(h) Approved by board or committee?		(i) Written agreement?	
			To	From			Yes	No	Yes	No	Yes	No
			(1)									
(2)												
(3)												
(4)												
(5)												
(6)												
(7)												
(8)												
(9)												
(10)												

Total ▶ \$ _____

Part III Grants or Assistance Benefiting Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 27.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of assistance	(d) Type of assistance	(e) Purpose of assistance
(1) SUSANA DEANDA	FUNDING BOARD MEMBER	400	STIPEND AND TRA	
(2) SANDRA JERABEK	FUNDING BOARD MEMBER	4,708	STIPEND AND TRA	
(3) SHARON FULLER	FUNDING BOARD MEMBER	550	STIPEND AND TRA	
(4) BILL CENTER	FUNDING BOARD MEMBER	1,018	STIPEND AND TRA	
(5)				
(6)				
(7)				
(8)				
(9)				
(10)				

Part IV Business Transactions Involving Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of org. revenues?	
				Yes	No
(1) KEVIN HENDRICK	VICE PRESIDENT	8,162	SEE SUPPLEMENTAL INF		X
(2)					
(3)					
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					

Part V Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule L (see instructions).

SCHEDULE L, PART V - ADDITIONAL INFORMATION

ROSE FOUNDATION VICE PRESIDENT, KEVIN HENDRICK, SERVES AS THE PROJECT MANAGER OF THE COAST TO CREST TRAIL PROJECT WHICH IS FUNDED BY THE CALIFORNIA RESOURCES AGENCY. THE GOAL OF THE PROJECT IS TO CONSTRUCT A 50 MILE LONG TRAIL FROM THE COAST IN CRESCENT CITY, TO THE CREST OF HARRINGTON MOUNTAIN. THE TRAIL FOLLOWS ANCIENT ROUTES USED BY NATIVE AMERICANS, AS WELL AS THE TRAILBED OF THE HISTORIC GOLD RUSH ERA KELSEY TRAIL. A RESIDENT OF DEL NORTE COUNTY, WHERE THE TRAIL IS TO BE CONSTRUCTED, MR. HENDRICK IS UNIQUELY QUALIFIED TO DIRECT THIS PROJECT BECAUSE OF HIS EXTENSIVE OVERALL EXPERIENCE IN MANAGING ENVIRONMENTAL PROJECTS, AS WELL AS HIS INTIMATE FAMILIARITY WITH THE TRAIL PROJECT ITSELF. HIS ENVIRONMENTAL AND PROJECT MANAGEMENT EXPERIENCE INCLUDES SERVING FOR MORE THAN 10 YEARS AS THE DIRECTOR OF A JOINT POWERS AUTHORITY RESPONSIBLE FOR WASTE MANAGEMENT IN DEL NORTE COUNTY. IN CLOSE COORDINATION WITH THE US FOREST SERVICE, WHICH OWNS THE LAND ON WHICH THE TRAIL IS BEING CONSTRUCTED, REDI CONDUCTED THE ORIGINAL FEASIBILITY STUDY WHICH CATALYZED THE TRAIL PROJECT, AND MR. HENDRICK WAS INSTRUMENTAL IN DEVELOPING THE DETAILED TRAIL CONSTRUCTION PLAN, SECURING THE ENABLING FUNDING, AND DEVELOPING STRONG LOCAL SUPPORT FOR THE PROJECT.

SCHEDULE O
(Form 990 or 990-EZ)Department of the Treasury
Internal Revenue Service

Name of the organization

Supplemental Information to Form 990 or 990-EZComplete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.

▶ Attach to Form 990 or 990-EZ.

OMB No. 1545-0047

2012**Open to Public
Inspection****THE ROSE FOUNDATION FOR COMMUNITIES
AND THE ENVIRONMENT**

Employer identification number

94-3179772**FORM 990, PART VI - ADDITIONAL INFORMATION**

ROSE FOUNDATION VICE PRESIDENT, KEVIN HENDRICK, SERVES AS THE PROJECT MANAGER OF THE COAST TO CREST TRAIL PROJECT WHICH IS FUNDED BY THE CALIFORNIA RESOURCES AGENCY. THE GOAL OF THE PROJECT IS TO CONSTRUCT A 50 MILE LONG TRAIL FROM THE COAST IN CRESCENT CITY, TO THE CREST OF HARRINGTON MOUNTAIN. THE TRAIL FOLLOWS ANCIENT ROUTES USED BY NATIVE AMERICANS, AS WELL AS THE TRAILBED OF THE HISTORIC GOLD RUSH ERA KELSEY TRAIL. A RESIDENT OF DEL NORTE COUNTY, WHERE THE TRAIL IS TO BE CONSTRUCTED, MR. HENDRICK IS UNIQUELY QUALIFIED TO DIRECT THIS PROJECT BECAUSE OF HIS EXTENSIVE OVERALL EXPERIENCE IN MANAGING ENVIRONMENTAL PROJECTS, AS WELL AS HIS INTIMATE FAMILIARITY WITH THE TRAIL PROJECT ITSELF. HIS ENVIRONMENTAL AND PROJECT MANAGEMENT EXPERIENCE INCLUDES SERVING FOR MORE THAN 10 YEARS AS THE DIRECTOR OF A JOINT POWERS AUTHORITY RESPONSIBLE FOR WASTE MANAGEMENT IN DEL NORTE COUNTY. HE IS ALSO THE CO-FOUNDER OF THE REDWOOD ECONOMIC DEVELOPMENT INSTITUTE (REDI), WHICH PROMOTES ECO-TOURISM AND ENVIRONMENTAL EDUCATION IN DEL NORTE COUNTY. IN CLOSE COORDINATION WITH THE US FOREST SERVICE, WHICH OWNS THE LAND ON WHICH THE TRAIL IS BEING CONSTRUCTED, REDI CONDUCTED THE ORIGINAL FEASIBILITY STUDY WHICH CATALYZED THE TRAIL PROJECT, , AND MR. HENDRICK WAS INSTRUMENTAL IN DEVELOPING THE DETAILED TRAIL CONSTRUCTION PLAN, SECURING THE ENABLING FUNDING, AND DEVELOPING STRONG LOCAL SUPPORT FOR THE PROJECT.

JILL RATNER, PRESIDENT, AND TIM LITTLE, EXECUTIVE DIRECTOR, ARE MARRIED. THEY ARE THE CO-FOUNDERS OF THE ROSE FOUNDATION AND BRING TO THE FOUNDATION A COMBINED 60 YEARS OF EXPERIENCE IN ENVIRONMENTAL POLICY AND NON-PROFIT MANAGEMENT. THEY HAVE BEEN THE PRIMARY AGENTS IN BUILDING THE FOUNDATION'S

Name of the organization

THE ROSE FOUNDATION FOR COMMUNITIES

Employer identification number

94-3179772

GRANTMAKING AND POLICY PROGRAMS, AND HAVE BEEN RECOGNIZED FOR THEIR ENVIRONMENTAL SERVICE AND ACCOMPLISHMENTS BY NUMEROUS ENTITIES INCLUDING STANFORD UNIVERSITY, UNIVERSITY OF CALIFORNIA LOS ANGELES, THE CITY OF LOS ANGELES, THE SOUTH COAST AIR QUALITY MANAGEMENT DISTRICT, AND THE CALIFORNIA COASTAL COMMISSION, AS WELL AS NUMEROUS NON-PROFIT ORGANIZATIONS

FORM 990, PART VI, LINE 2 - RELATED PARTY INFORMATION AMONG OFFICERS

KEVIN HENDRICK COAST TO CREST TRAIL PROJECT

V.P.

SEE ADDITIONAL INFORMATION

JILL RATNER

TIM LITTLE

PRESIDENT

EXEC. DIR.

SEE ADDITIONAL INFORMATION

FORM 990, PART VI, LINE 11B - ORGANIZATION'S PROCESS TO REVIEW FORM 990

THE BOARD OF DIRECTORS IS PROVIDED A COPY OF THE FORM 990 BY E-MAIL PRIOR TO FILING. THE BOARD MEMBERS ARE ENCOURAGED TO REVIEW THE FORM AND PROVIDE FEEDBACK.

FORM 990, PART VI, LINE 12C - ENFORCEMENT OF CONFLICTS POLICY

THE AUDIT COMMITTEE SHALL ANNUALLY REPORT TO THE BOARD ON ANY INSTANCES OF CONFLICT OF INTEREST DISCLOSURE AND ANY ACTIONS TAKEN AS A RESULT.

ENFORCEMENT OF THE CONFLICT OF INTEREST POLICY IS MONITORED BY THE ROSE FOUNDATION'S COMPLIANCE OFFICER, WHO ALSO CHAIRS THE FOUNDATION'S AUDIT COMMITTEE. THE AUDIT COMMITTEE CHAIR REPORTS TO THE ROSE FOUNDATION BOARD ANNUALLY ON THE STATUS OF ALL INTERNAL CONTROLS, INCLUDING IMPLEMENTATION

Name of the organization

THE ROSE FOUNDATION FOR COMMUNITIES

Employer identification number

94-3179772

OF CONFLICT OF INTEREST AND WHISTLEBLOWER POLICIES.

FORM 990, PART VI, LINE 15A - COMPENSATION PROCESS FOR TOP OFFICIAL
ROSE FOUNDATION COMPENSATION POLICY FOR THE EXECUTIVE DIRECTOR OR ANY OTHER
OFFICER REQUIRES THAT A COMPREHENSIVE SURVEY OF SALARY COMPS IS PREPARED
FOR, AND REVIEWED BY, THE PERSONNEL COMMITTEE. ALL COMPENSATION ISSUES
RELATED TO THE EXECUTIVE DIRECTOR OR OTHER OFFICERS RECEIVE AN INTERESTED
DIRECTOR LEVEL OF SCRUTINY AND MUST BE APPROVED BY DISINTERESTED PERSONS ON
THE BOARD. COMPENSATION FOR OTHER TOP MANAGEMENT OR KEY EMPLOYEES IS
DETERMINED BY THE EXECUTIVE DIRECTOR, AND POLICY REQUIRES CONSIDERATION OF
A COMPREHENSIVE SURVEY OF APPLICABLE SALARY COMPS. DETAILED COMPENSATION
RECORDS ARE MAINTAINED ON ALL EMPLOYEES AND DIRECTORS, AND THESE RECORDS
ARE KEPT FOR SEVERAL YEARS AS DESCRIBED IN THE DOCUMENT RETENTION POLICY.

FORM 990, PART VI, LINE 15B - COMPENSATION PROCESS FOR OFFICERS
ROSE FOUNDATION COMPENSATION POLICY FOR THE EXECUTIVE DIRECTOR OR ANY OTHER
OFFICER REQUIRES THAT A COMPREHENSIVE SURVEY OF SALARY COMPS IS PREPARED
FOR, AND REVIEWED BY, THE PERSONNEL COMMITTEE. ALL COMPENSATION ISSUES
RELATED TO THE EXECUTIVE DIRECTOR OR OTHER OFFICERS RECEIVE AN INTERESTED
DIRECTOR LEVEL OF SCRUTINY AND MUST BE APPROVED BY DISINTERESTED PERSONS ON
THE BOARD. COMPENSATION FOR OTHER TOP MANAGEMENT OR KEY EMPLOYEES IS
DETERMINED BY THE EXECUTIVE DIRECTOR, AND POLICY REQUIRES CONSIDERATION OF
A COMPREHENSIVE SURVEY OF APPLICABLE SALARY COMPS. DETAILED COMPENSATION
RECORDS ARE MAINTAINED ON ALL EMPLOYEES AND DIRECTORS, AND THESE RECORDS
ARE KEPT FOR SEVERAL YEARS AS DESCRIBED IN THE DOCUMENT RETENTION POLICY.

FORM 990, PART VI, LINE 19 - GOVERNING DOCUMENTS DISCLOSURE EXPLANATION

Name of the organization THE ROSE FOUNDATION FOR COMMUNITIES	Employer identification number 94-3179772
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AUDITS AND FORM 990 FILINGS ARE AVAILABLE ON OUR WEBSITE. OUR FORM 990 IS ALSO AVAILABLE ON GUIDESTAR.ORG. ALL OTHER GOVERNING DOCUMENTS AND POLICIES ARE AVAILABLE BY REQUEST.

FORM 990, PART XI, LINE 9 - OTHER CHANGES IN NET ASSETS EXPLANATION

CURRENT YEAR AUDIT - TAX DEPRECIATION DIFFERENCE \$ 2,679

Form **4562**

Department of the Treasury
Internal Revenue Service (99)

Depreciation and Amortization
(Including Information on Listed Property)

OMB No. 1545-0172

2012

Attachment
Sequence No. **179**

▶ See separate instructions. ▶ Attach to your tax return.

Name(s) shown on return **THE ROSE FOUNDATION FOR COMMUNITIES
AND THE ENVIRONMENT**

Identifying number
94-3179772

Business or activity to which this form relates

INDIRECT DEPRECIATION

Part I Election To Expense Certain Property Under Section 179

Note: If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount (see instructions)	1	500,000
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	2,000,000
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2011 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11	
12	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2013. Add lines 9 and 10, less line 12	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.) (See instructions)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	3,731
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	1,695

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2012	17	0
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here	<input type="checkbox"/>	

Section B—Assets Placed in Service During 2012 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property		3,730	5.0	HY	200DB	746
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs.		S/L	
h Residential rental property			27.5 yrs.	MM	S/L	
			27.5 yrs.	MM	S/L	
i Nonresidential real property			39 yrs.	MM	S/L	

Section C—Assets Placed in Service During 2012 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs.		S/L	
c 40-year			40 yrs.	MM	S/L	

Part IV Summary (See instructions.)

21	Listed property. Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations—see instructions	22	6,172
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

For Paperwork Reduction Act Notice, see separate instructions.

Form **4562** (2012)