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Form **990-PF**Department of the Treasury
Internal Revenue Service (77)**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2009

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2009, or tax year beginning , and ending

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation Rosenberg Foundation		A Employer identification number 94-1186182
	Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see page 10 of the instructions) (415) 644-9777
	131 Steuart Street, Suite 650		
	City or town, state, and ZIP code San Francisco CA 94105		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 54,318,319		J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)	0			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	0	0	0	
4 Dividends and interest from securities	1,189,031	1,185,054	0	
5 a Gross rents	0	0	0	
b Net rental income or (loss)	0			
6 a Net gain or (loss) from sale of assets not on line 10	-5,356,328			
b Gross sales price for all assets on line 6a	9,958,646			
7 Capital gain net income (from Part IV, line 2)		0		
8 Net short-term capital gain			0	
9 Income modifications			0	
10 a Gross sales less returns and allowances	0			
b Less. Cost of goods sold	0			
c Gross profit or (loss) (attach schedule)	0		0	
11 Other income (attach schedule) Schedule 1	-101,984	-78,049	0	
12 Total. Add lines 1 through 11	-4,269,281	1,107,005	0	
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	180,000	18,000	0	162,000
14 Other employee salaries and wages	270,279	27,028	0	225,058
15 Pension plans, employee benefits	148,319	14,832	0	135,309
16 a Legal fees (attach schedule) Schedule 2	19,751	1,975	0	21,529
b Accounting fees (attach schedule) Schedule 3	39,301	9,825	0	30,256
c Other professional fees (attach schedule) Schedule 4	428,215	388,578	0	37,569
17 Interest	222,134	218,135	0	0
18 Taxes (attach schedule) (see page 14 of the instructions) #5	20,770	8,993	0	0
19 Depreciation (attach schedule) and depletion Sch. 6	14,224	0	0	0
20 Occupancy	75,236	7,524	0	67,712
21 Travel, conferences, and meetings	35,612	0	0	35,957
22 Printing and publications	0	0	0	0
23 Other expenses (attach schedule) Schedule 7	48,787	3,071	0	45,277
24 Total operating and administrative expenses. Add lines 13 through 23	1,502,628	697,961	0	760,667
25 Contributions, gifts, grants paid	1,355,095			1,815,845
26 Total expenses and disbursements. Add lines 24 and 25	2,857,723	697,961	0	2,576,512
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-7,127,004			
b Net investment income (if negative, enter -0-)		409,044		
c Adjusted net income (if negative, enter -0-)			0	

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	0	0	0
	2	Savings and temporary cash investments	1,546,084	3,513,654	3,513,654
	3	Accounts receivable	0	0	0
		Less allowance for doubtful accounts	0	0	0
	4	Pledges receivable	0	0	0
		Less allowance for doubtful accounts	0	0	0
	5	Grants receivable	0	0	0
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)	0	0	0
	7	Other notes and loans receivable (attach schedule)	0	0	0
		Less allowance for doubtful accounts	0	0	0
	8	Inventories for sale or use	0	0	0
	9	Prepaid expenses and deferred charges	93,081	46,630	46,630
	10 a	Investments—U S and state government obligations (attach schedule)	0	0	0
	b	Investments—corporate stock (attach schedule) Schedule 8	16,200,121	21,387,611	21,387,611
	c	Investments—corporate bonds (attach schedule)	0	0	0
	11	Investments—land, buildings, and equipment basis	0	0	0
Liabilities		Less accumulated depreciation (attach schedule)	0	0	0
	12	Investments—mortgage loans	0	0	0
	13	Investments—other (attach schedule) Schedule 9	28,225,678	29,340,274	29,340,274
	14	Land, buildings, and equipment basis	135,365		
		Less accumulated depreciation (attach schedule)	111,803		
	15	Other assets (describe Deposits)	5,002	6,588	6,588
	16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	46,107,752	54,318,319	54,318,319
	17	Accounts payable and accrued expenses	48,547	129,122	
	18	Grants payable	1,167,500	707,750	
	19	Deferred revenue	0	0	
Net Assets or Fund Balances	20	Loans from officers, directors, trustees, and other disqualified persons	0	0	
	21	Mortgages and other notes payable (attach schedule)	0	0	
	22	Other liabilities (describe)	0	0	
	23	Total liabilities (add lines 17 through 22)	1,216,047	836,872	
		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>			
	24	Unrestricted	44,890,484	53,480,566	
	25	Temporarily restricted	1,221	881	
	26	Permanently restricted	0	0	
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions)	44,891,705	53,481,447	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	46,107,752	54,318,319	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	44,891,705
2	Enter amount from Part I, line 27a	2	-7,127,004
3	Other increases not included in line 2 (itemize) Unrealized gain from investments	3	15,716,746
4	Add lines 1, 2, and 3	4	53,481,447
5	Decreases not included in line 2 (itemize)	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	53,481,447

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a Marketable Securities (Schedule 10)		Schedule 10	Schedule 10	Schedule 10
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 9,958,646	0	15,314,974	-5,356,328	
b 0	0	0	0	
c 0	0	0	0	
d 0	0	0	0	
e 0	0	0	0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a 0	0	0	-5,356,328	
b 0	0	0	0	
c 0	0	0	0	
d 0	0	0	0	
e 0	0	0	0	
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	-5,356,328
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8			3	0

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.**1** Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	3,818,706	59,135,015	0.064576
2007	3,196,793	64,861,739	0.049286
2006	3,118,930	59,528,128	0.052394
2005	3,056,232	58,834,475	0.051946
2004	3,553,417	58,252,338	0.061000
2 Total of line 1, column (d)			2 0.279202
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.055840
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4 50,509,710
5 Multiply line 4 by line 3			5 2,820,462
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 4,090
7 Add lines 5 and 6			7 2,824,552
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.			8 2,576,512

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)		1	8,181
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0
3 Add lines 1 and 2		3	8,181
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	8,181
6 Credits/Payments			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	5,000	
b Exempt foreign organizations—tax withheld at source	6b	0	
c Tax paid with application for extension of time to file (Form 8868)	6c	0	
d Backup withholding erroneously withheld	6d	0	
7 Total credits and payments. Add lines 6a through 6d	7	5,000	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	48	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	3,229	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0	
11 Enter the amount of line 10 to be. Credited to 2010 estimated tax	11	0	
Refunded			

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ N/A (2) On foundation managers <input type="checkbox"/> \$ N/A		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ N/A		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	X	
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> CA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶ <u>www.rosenfound.org</u>				
14	The books are in care of ▶ <u>Linda Moll</u>	Telephone no ▶	<u>(415) 644-9777</u>	
	Located at ▶ <u>131 Steuart Street, Suite 650 San Francisco CA</u>	ZIP+4 ▶	<u>94105</u>	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here ▶ <input type="checkbox"/>			
	and enter the amount of tax-exempt interest received or accrued during the year ▶	15	<u>N/A</u>	

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?

Organizations relying on a current notice regarding disaster assistance check here

☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945–5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870

☐ Yes ☒ No**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

7b N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Schedule 11				
	00	180,000	38,619	0
	00	0	0	0
	00	0	0	0
	00	0	0	0
	00	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Ellen Widess	Sr Prog Officer			
131 Steuart St, # 650, San Francisco, CA 94105	40 00	118,111	39,645	0
Linda Moll	Bus /Grants Mgr			
131 Steuart St, # 650, San Francisco, CA 94105	40 00	77,875	23,658	0
Tambousa Gilmore	Exec Asst/Off Mgr			
131 Steuart St, # 650, San Francisco, CA 94105	40 00	56,100	14,428	0
	00	0	0	0
	00	0	0	0

Total number of other employees paid over \$50,000

3

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Cambridge Associates 2730 Sand Hill Rd, Ste 300, Menlo Park, CA 94025	Investment Advisor	76,421
		0
		0
		0
		0
Total number of others receiving over \$50,000 for professional services		1

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 Schedule 12	98,066
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 None	
2	
All other program-related investments. See page 24 of the instructions	
3	0
Total. Add lines 1 through 3	0

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	50,818,343
b	Average of monthly cash balances	1b	460,550
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	51,278,893
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	51,278,893
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	769,183
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	50,509,710
6	Minimum investment return. Enter 5% of line 5	6	2,525,486

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	2,525,486
2a	Tax on investment income for 2009 from Part VI, line 5	2a	8,181
b	Income tax for 2009 (This does not include the tax from Part VI.)	2b	0
c	Add lines 2a and 2b	2c	8,181
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,517,305
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	2,517,305
6	Deduction from distributable amount (see page 25 of the instructions)	6	0
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,517,305

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	2,576,512
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	2,576,512
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,576,512

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				2,517,305
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2009:				
a From 2004	756,698			
b From 2005	281,252			
c From 2006	282,469			
d From 2007	287,803			
e From 2008	882,583			
f Total of lines 3a through e	2,490,805			
4 Qualifying distributions for 2009 from Part XII, line 4. ► \$ <u>2,576,512</u>				
a Applied to 2008, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)	0			
d Applied to 2009 distributable amount				2,517,305
e Remaining amount distributed out of corpus	59,207			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,550,012			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0		
d Subtract line 6c from line 6b. Taxable amount—see page 27 of the instructions		0		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	0			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	756,698			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	1,793,314			
10 Analysis of line 9:				
a Excess from 2005	281,252			
b Excess from 2006	282,469			
c Excess from 2007	287,803			
d Excess from 2008	882,583			
e Excess from 2009	59,207			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)**N/A**

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling



b Check box to indicate whether the foundation is a private operating foundation described in section



4942(j)(3) or



4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2009	(b) 2008	(c) 2007	(d) 2006	
0	0	0	0	0
0	0	0	0	0
0	0	0	0	0
				0
0	0	0	0	0
0	0	0	0	0
0	0	0	0	0
				0
				0
				0
				0
				0
				0

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon.

a "Assets" alternative test—enter:

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test—enter:

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see page 28 of the instructions.)**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2))

None

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

None

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed

Schedule 13

b The form in which applications should be submitted and information and materials they should include

Schedule 13

c Any submission deadlines

Schedule 13

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Schedule 13

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

<div>Recipient</div> <div>Name and address (home or business)</div>	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year Schedule 14				1,815,845
Total			▶ 3a	1,815,845
b Approved for future payment Schedule 15				607,750
Total			▶ 3b	607,750

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue:					
a			0		0	0
b			0		0	0
c			0		0	0
d			0		0	0
e			0		0	0
f			0		0	0
g	Fees and contracts from government agencies		0		0	0
2	Membership dues and assessments		0		0	0
3	Interest on savings and temporary cash investments		0		0	0
4	Dividends and interest from securities	900099	3,977	14	1,185,054	0
5	Net rental income or (loss) from real estate:					
a	Debt-financed property		0		0	0
b	Not debt-financed property		0		0	0
6	Net rental income or (loss) from personal property		0		0	0
7	Other investment income	900099	-23,935	14	-78,049	0
8	Gain or (loss) from sales of assets other than inventory	900099	855	18	-5,357,183	0
9	Net income or (loss) from special events		0		0	0
10	Gross profit or (loss) from sales of inventory		0		0	0
11	Other revenue: a		0		0	0
b			0		0	0
c			0		0	0
d			0		0	0
e			0		0	0
12	Subtotal. Add columns (b), (d), and (e)		-19,103		-4,250,178	0
13	Total. Add line 12, columns (b), (d), and (e)				13	-4,269,281

(See worksheet in line 13 instructions on page 28 to verify calculations.)

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions)
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N/A

Rosenberg Foundation
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Schedule 1 - Part I, line 11 - Other income

Partnership Income (101,984)

Schedule 2 - Part I, line 16a - Legal fees

Name of provider	Type of service provided	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable
Adler & Colvin LLP	Legal services	9,632	963	n/a	12,422
Howard Rice Nemerovs	Legal services	10,119	1,012	n/a	9,107
		<u>19,751</u>	<u>1,975</u>	<u>n/a</u>	<u>21,529</u>

Schedule 3 - Part I, line 16b - Accounting fees

Name of provider	Type of service provided	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable
Ghaffari Zaragoza LLP	Accounting services	24,667	6,167	n/a	19,280
Lindquist, Von Husen And Joyce	Auditing services	13,500	3,375	n/a	10,125
Premierpay/ADP	Payroll services	1,134	284	n/a	851
		<u>39,301</u>	<u>9,825</u>	<u>n/a</u>	<u>30,256</u>

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Schedule 4 - Part I, line 16c - Other professional fees

Name of provider	Type of service provided	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable
Shake Technologies	Consulting	1,800	180	n/a	1,620
Cassidy Blackwell	Consulting	3,000	0	n/a	3,000
Cybergrants	Website Design	3,403	340	n/a	2,949
The 360 Group	Consulting	30,000	0	n/a	30,000
Cambridge Associates	Investment Advisor	76,421	76,421	n/a	0
Rexiter Global Emerging Markets	Investment Management	15,956	15,956	n/a	0
Wellington Trust Company	Investment Management	39,749	39,749	n/a	0
State Street Global Advisors	Investment Management	7,828	7,828	n/a	0
Adage Capital Partners, LP	Investment Management	34,314	34,314	n/a	0
Asset Management Associates 1984	Investment Management	326	326	n/a	0
Asset Management Associates 1989	Investment Management	243	243	n/a	0
CPI Global Alpha RE Securities LP	Investment Management	1,619	1,619	n/a	0
Capital Dynamics Champion Ventures VI	Investment Management	40,262	40,262	n/a	0
HRJ Capital VC VI (International) LP	Investment Management	38,892	38,892	n/a	0
HRJ Capital Global Buy-Out III (Asia) LP	Investment Management	10,842	10,745	n/a	0
HRJ Capital Global Buy-Out III (Europe) LP	Investment Management	16,437	16,437	n/a	0
HRJ Capital Global Buy-Out III (US) LP	Investment Management	28,106	26,253	n/a	0
HRJ Special Opportunities II (International) LP	Investment Management	8,377	8,377	n/a	0
HRJ Special Opportunities II LP	Investment Management	22,990	22,986	n/a	0
Metro Real Estate International II LP	Investment Management	15,145	15,145	n/a	0
Metro Real Estate V LP	Investment Management	15,080	15,080	n/a	0
New Enterprise Associates VI	Investment Management	34	34	n/a	0
Renaissance Institutional Equities Fund LLC	Investment Management	17,391	17,391	n/a	0
		428,215	388,578	n/a	37,569

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Schedule 5 - Part I, line 18 - Taxes

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable
Excise Taxes on Investment Income	10,737	0	0	0
Foreign Taxes	9,096	8,993	0	0
Property Taxes	937	0	0	0
	<u>20,770</u>	<u>8,993</u>	<u>0</u>	<u>0</u>

Schedule 6 - Part I, line 19 - Depreciation and Part II, line 14 - Land, buildings and equipment

Description	Date Acquired	Method/Life	Cost	Accum Depr @ 12/31/08	Depreciation Current Year	Accum. Depr @ 12/31/09
Furniture and Equipment	Various	SL/5-7	115,570	89,802	11,396	101,198
Leasehold improvements	Various	SL/5-7	19,795	7,777	2,828	10,605
			<u>135,365</u>	<u>97,579</u>	<u>14,224</u>	<u>111,803</u>

Schedule 7 - Part I, line 23 - Other expenses

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable
Office Supplies	9,490	949	0	8,242
Telephone/Postage/Delivery	8,744	874	0	8,047
Computer Software	3,533	353	0	3,298
Board Meeting Expenses	3,264	326	0	2,000
Furniture and Equipment expenses	1,958	0	0	1,958
Insurance	16,124	0	0	16,124
Professional Development	3,328	333	0	3,497
Subscriptions and Memberships	2,324	232	0	2,092
Miscellaneous expenses	22	2	0	20
	<u>48,787</u>	<u>3,071</u>	<u>0</u>	<u>45,277</u>

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Schedule 8 - Part II, line 10b - Investments - Mutual funds

Description	Quantity	Market Value
Mutual funds:		
PIMCO Total Return III Institutional	667,514	\$ 6,374,754
Harbor Funds International Institutional	93,982	5,156,794
Vanguard Intermediate-Term Treasury Fund Admiral Shared	400,293	5,753,624
Capital International	476,925	4,101,558
American Century Gifttrust Investments	38	881
		<u>21,387,611</u>

Schedule 9 - Part II, line 13 - Investments - Others

Description	Quantity	Market Value
Pooled investment trusts:		
Wellington - Diversified Inflation Hedges CTF	398,753	5,533,869
Partnerships:		
Adage Capital Partners LP	N/A	8,698,821
HRJ Capital VC VI (Int'l)	N/A	405,742
HRJ Capital VC VI (U.S.)	N/A	400,324
HRJ Global Buy-Out III (Asia)	N/A	230,010
HRJ Global Buy-Out III (Europe)	N/A	186,394
HRJ Global Buy-Out III (U.S.)	N/A	354,405
HRJ Special Opportunities II (Int'l)	N/A	129,807
HRJ Special Opportunities II (U.S.)	N/A	624,180
Metropolitan Real Estate Partners II	N/A	128,583
Metropolitan Real Estate Partners V	N/A	241,061
New Enterprise Associates VI	N/A	29,801
Renaissance Institutional Equities Fund LLC	N/A	3,100,285
Weatherlow Offshore Fund I Ltd. Class IA	N/A	9,276,992
		<u>29,340,274</u>

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Schedule 10 - Part IV, line 1 - Capital Gains and Losses for Tax on Investment Income

Description	Quantity	How acquired	Date acquired	Date sold	Gross sales price	Cost or other basis	Gain or (loss)
PIMCO - Total Return III Inst	54,585	P	Various	06/26/09	500,000	510,917	(10,917)
PIMCO - Total Return III Inst	31,679	P	Various	09/16/09	300,000	296,515	3,485
PIMCO - Total Return III Inst	41,841	P	Various	11/11/09	400,000	391,632	8,368
PIMCO - Total Return III Inst	41,623	P	Various	12/10/09	400,000	389,594	10,406
Harbor International	9,128	P	Various	07/15/09	400,000	696,942	(296,942)
Harbor International	13,128	P	Various	10/08/09	700,000	1,002,344	(302,344)
Harbor International	45,438	P	Various	12/28/09	2,500,000	3,469,193	(969,193)
Vanguard - Inter-Term Treasury Adm	208,507	P	Various	03/23/09	2,500,000	2,414,512	85,488
Vanguard - Inter-Term Treasury Adm	33,361	P	Various	03/23/09	400,000	386,322	13,678
Vanguard - Inter-Term Treasury Adm	N/A	P	Various	N/A	149,895	0	149,895
Rexiter - Active Emg Mkts	423	P	Various	01/06/09	7,004	13,072	(6,067)
Rexiter - Active Emg Mkts	311	P	Various	03/31/09	4,668	9,596	(4,929)
Rexiter - Active Emg Mkts	184,320	P	Various	06/30/09	3,781,657	5,681,061	(1,899,404)
Wellington - CTF DIH	942	P	Various	02/02/09	8,952	15,397	(6,445)
Wellington - CTF DIH	813	P	Various	05/01/09	8,429	13,282	(4,853)
Wellington - CTF DIH	825	P	Various	08/03/09	10,049	13,482	(3,432)
Wellington - CTF DIH		P	Various		11,113	11,113	-
Partnerships							
Adage Capital Partners, LP	n/a	n/a	Various	Various	(1,830,082)	0	(1,830,082)
CPI Global Alpha Re Securities, LP	n/a	n/a	Various	Various	(110,188)	0	(110,188)
Capital Dynamics Champion Ventures VI, LP	n/a	n/a	Various	Various	3,131	0	3,131
HRJ Capital VC VI (International) LP	n/a	n/a	Various	Various	(26,790)	0	(26,790)
HRJ Capital Global Buy-Out III (Asia) LP	n/a	n/a	Various	Various	2,774	0	2,774
HRJ Capital Global Buy-Out III (Europe) LP	n/a	n/a	Various	Various	(3,015)	0	(3,015)
HRJ Capital Global Buy-Out III (US) LP	n/a	n/a	Various	Various	9,719	0	9,719
HRJ Special Opportunities II (International) LP	n/a	n/a	Various	Various	(3,594)	0	(3,594)
HRJ Special Opportunities II LP	n/a	n/a	Various	Various	5,236	0	5,236
Metro Real Estate International II LP	n/a	n/a	Various	Various	51	0	51
Metro Real Estate V LP	n/a	n/a	Various	Various	(28)	0	(28)
New Enterprise Associates VI	n/a	n/a	Various	Various	(8,799)	0	(8,799)
Renaissance Institutional Equities Fund LLC	n/a	n/a	Various	Various	(161,536)	0	(161,536)
					<u>9,958,646</u>	<u>15,314,974</u>	<u>(5,356,328)</u>

Rosenberg Foundation
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Schedule 11 - Part VIII, section 1 - List of officers, directors, etc.

(a) Name and address	(b) Title and average hours per week	(c) Compensation	(d) Contributions to emp. benefit plans	(e) Expense account
Hugo Morales 131 Steuart Street, Suite 650 San Francisco, CA 94105	Chair 3 hours/week	0	0	0
Daniel Grossman 131 Steuart Street, Suite 650 San Francisco, CA 94105	Vice Chair/Secretary 1.50 hours/week	0	0	0
Hon. Bill Lann Lee 131 Steuart Street, Suite 650 San Francisco, CA 94105	Treasurer 1.50 hours/week	0	0	0
Phyllis Cook 131 Steuart Street, Suite 650 San Francisco, CA 94105	Board Member 1.50 hours/week	0	0	0
Robert Friedman 131 Steuart Street, Suite 650 San Francisco, CA 94105	Board Member 1.50 hours/week	0	0	0
Herma Hill Kay 131 Steuart Street, Suite 650 San Francisco, CA 94105	Board Member 1.50 hours/week	0	0	0
Leslie Luttgens 131 Steuart Street, Suite 650 San Francisco, CA 94105	Board Member 1.50 hours/week	0	0	0
Shauna Marshall 131 Steuart Street, Suite 650 San Francisco, CA 94105	Board Member 1.50 hours/week	0	0	0
Judge Henry Ramsey, Jr. (Ret.) 131 Steuart Street, Suite 650 San Francisco, CA 94105	Board Member 1.50 hours/week	0	0	0
Albert Moreno 131 Steuart Street, Suite 650 San Francisco, CA 94105	Board Member 1.50 hours/week	0	0	0
Laura Scher 131 Steuart Street, Suite 650 San Francisco, CA 94105	Board Member 1.50 hours/week	0	0	0
Clara Shin 131 Steuart Street, Suite 650 San Francisco, CA 94105	Board Member 1.50 hours/week	0	0	0
Timothy Silard 131 Steuart Street, Suite 650 San Francisco, CA 94105	President 40 hours/week	\$180,000	\$38,619	0

Rosenberg Foundation
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Schedule 12 - Part IX-A, Line 1 - Summary of Direct Charitable Activities

In 2009, Rosenberg Foundation provided direct charitable assistance to approximately 20 grantees and non-grantee organizations. The Foundation's staff succeeded in assisting non-profit organizations in attracting financial support by helping them leverage funds from other Foundations and major donors. Foundation staff have also helped build the capacity of many of these non-profit organizations by provided leadership coaching, strategic consulting and organizational oversight.

Total Direct Charitable Activity Expenses	98,066
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Rosenberg Foundation
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Schedule 13 – Part XV, Line 2 – Information Regarding Grant Programs

The Foundation encourages letters of inquiry for public-interest advocacy efforts that will help make the Golden State a place where all Californians can fully provide for themselves and their families and fully participate in society.

Applicants will only be considered if they can show their strategy:

1. is attuned to the social and political climate and trends of the relevant jurisdiction (local, state, or national)
2. is capable of improving the lives of a large number of Californians within the next decade
3. includes all constituencies whose support is required for success
4. uses communication strategies that encourage support from the broadest range of people
5. is appropriate to the scale of their organization or group of organizations

Letters of inquiry for preliminary research and planning also will be accepted.

Letters of inquiry should be limited to one to two pages and should include the following information:

- Description of project and its objectives
- Description of sponsoring organization
- Total request amount, project amount, and size of agency budget
- Nonprofit status

Please note that while the Foundation does occasionally make grants for the development of effective leaders and institutions, we do not accept unsolicited letters of inquiry in this area

Please address all letters of inquiry as follows:

Linda Moll
Business and Grants Manager
Rosenberg Foundation
131 Steuart Street, Suite 650
San Francisco, CA 94105

Review Process

Applicants selected from the letter of inquiry process to apply for a grant will be contacted and given instructions for submitting a full proposal. Proposals are reviewed by Foundation staff and acted on by the board of directors at meetings throughout the year. The Foundation must act selectively to ensure that the Foundation's limited resources are used most effectively.

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Schedule 14 - Part XV, line 3a - Grants and Contributions Paid during the year

Donee's name and address	Purpose of grants	Amount
ACLU Foundation of Northern California 39 Drumm Street San Francisco, CA 94111	Disproportionate Minority Confinement Project	40,000
ACORN Institute 2609 Canal Street New Orleans, LA 70119	Bayview Hunters Point Engagement Initiative	16,250
Alliance for Justice 11 Dupont Circle NW, 2nd Floor Washington, DC 20036	General Support	30,000
Asian Americans/Pacific Islanders in Philanthropy 211 Sutter Street, Suite 600 San Francisco, CA 94108	Civic Engagement Fund	25,000
Asian Americans/Pacific Islanders in Philanthropy 211 Sutter Street, Suite 600 San Francisco, CA 94108	General Support	1,000
Asian Pacific American Legal Center of Southern California 1145 Wilshire Boulevard , 2nd floor Los Angeles, CA 90017	California Strategic Communications Initiative - Central Valley Focus	40,000
Association of Black Foundation Executives 333 7th Ave , 14th Floor New York, New York 10001	General Support	750
Association of Small Foundations 1720 N Street, NW Washington DC 20036	General Support	495
Bay Area Black United Fund, Inc 1212 Broadway, Suite 810 Oakland, CA 94612	Black Alliance for Just Immigration	10,000
California Budget Project 1107 9th Street, Suite 310 Sacramento, CA 95814	General Support	50,000
California Rural Legal Assistance Foundation 2210 K Street, #201 Sacramento, CA 95816	General Support	75,000

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Schedule 14 - Part XV, line 3a - Grants and Contributions Paid during the year

Donee's name and address	Purpose of grants	Amount
Central Coast Alliance for a Sustainable Economy 2021 Sperry Avenue, Suite 18 Ventura, CA 93003	General Support	50,000
Clergy & Laity United for Economic Justice -- California 1345 S Burlington Ave , Suite 206 Los Angeles, CA 90006	General Support	75,000
Coalition for Humane Immigrants Rights 2533 West 3rd Street, Suite 101 Los Angeles, CA 90057	California Comprehensive Immigration Reform	50,000
Council on Foundations 2121 Crystal Drive, Suite 700 Arlington, VA 22202	General Support	2,500
Cypress Mandela Training Center 2229 Poplar Street Oakland, CA 94607	Strategy Planning Grant	10,000
East Bay Alliance for Sustainable Economy 1814 Franklin Street, #325 Oakland, CA 94612	Good Jobs and Safe Streets	50,000
Ella Baker Center for Human Rights 344 40th Street Oakland, CA 94609	Green-Collar Jobs Campaign	25,000
Equal Rights Advocates 180 Howard Street, Suite 300 San Francisco, CA 94105	Retail Discrimination Project	85,000
Farmworker Justice Fund 1126 16th Street, NW, Suite 270 Washington, D C 20005	General Support	187,500
Foundation Center 79 Fifth Avenue New York, New York 10003-3076	National and Bay Area Programs	5,000

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Schedule 14 - Part XV, line 3a - Grants and Contributions Paid during the year

Donee's name and address	Purpose of grants	Amount
Funders Group for Lesbian and Gay Issues 116 East 16th Street, 7th Floor New York, New York 10003	General Support	1,000
Grants Managers Network 141 Homestead Ave Metairie, LA 70005	General Support	1,000
Grantmakers Concerned With Immigrants and Refugees 777 Tilton Road Sebastopol, CA 95472	California Immigrant Integration Initiative	25,000
Grantmakers Concerned With Immigrants and Refugees 777 Tilton Road Sebastopol, CA 95472	General Support	3,000
Hispanics in Philanthropy 55 2nd Street, Suite 1500 San Francisco, CA 94105	General Support	750
Independent Sector 1602 L Street, NW, Suite 900 Washington, D C 20036	General Support	2,000
Lawyers' Committee for Civil Rights of the San Francisco Bay Area 131 Steuart Street, Suite 400 San Francisco, CA 94105	General Support	110,000
Legal Aid Society Employment Law Center 600 Harrison Street, Suite 120 San Francisco, CA 94107	Language Rights Project	15,000
Legal Services for Prisoners with Children 1540 Market Street, Suite 490 San Francisco, CA 94102	Statewide Convening and Strategic Planning for Employment Rights of Ex-Incarcerated Individuals	75,000
National Association for the Advancement of Colored People 4805 Mt Hope Baltimore, MD 21215	Leadership Development Project	10,000

Rosenberg Foundation
 EIN: 94-1186182
 Year Ended December 31, 2009
 Schedules Attached to 2009 Form 990-PF

Schedule 14 - Part XV, line 3a - Grants and Contributions Paid during the year

Donee's name and address	Purpose of grants	Amount
National Committee for Responsive Philanthropy 1331 H Street, Suite 200 Washington, D C 20005	National Program	5,000
National Council on Crime and Delinquency 1970 Broadway, Suite 500 Oakland, CA 94612	Corrections Policy in California	10,000
National Day Laborer Organizing Network 675 South Park View, Suite B Los Angeles, CA 90057	General Support	66,000
National Employment Law Project 80 Maiden Lane, Suite 509 New York, NY 10038	Second Chance Labor Project	75,000
National Employment Law Project 80 Maiden Lane, Suite 509 New York, NY 10038	Second Chance Labor Project Augmentation	35,000
National Immigration Law Center 3435 Wilshire Boulevard, Suite 2850 Los Angeles, CA 90010	General Support	75,000
Neighborhood Funders Group 1301 Connecticut Avenue, N W , Suite 500 Washington, D C 20036	Working Group on Labor and Community	2,000
Northern California Grantmakers 625 Market Street, 15th Floor San Francisco, CA 94105	General Support	3,600
Partnership for Working Families 1714 Franklin Street, Suite 325 Oakland, CA 94612	Construction Careers in the Green Economy	40,000
Philanthropy New York 79 5th Street, 4th Floor New York, NY 10003	Diversity in Philanthropy Project	5,000
PowerPAC Foundation 44 Montgomery Street, Suite 2310 San Francisco, CA 94104	California Civic Engagement Project	10,000

Rosenberg Foundation
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Year Ended December 31, 2009
Schedules Attached to 2009 Form 990-PF

Schedule 14 - Part XV, line 3a - Grants and Contributions Paid during the year

Donee's name and address	Purpose of grants	Amount
Public Interest Projects 80 Broad Street, Suite 1600 New York, NY 10004	General Support	90,000
Regents of the University of California Berkeley Center for Criminal Justice Berkeley, CA 94704	Increasing Employment Opportunities for Formerly Incarcerated Individuals	110,000
Regents of the University of California Center for Labor Research and Education Berkeley, CA 94720	Kirke Wilson Labor Summer Internship	12,000
Regents of the University of California Thelton Henderson Center for Social Justice Berkeley, CA 94720	Examining Barriers to Employment for Formerly Incarcerated Women	6,000
Urban Strategies Council 672 13th Street, Suite 200 Oakland, CA 94612	General Support	150,000
Urban Strategies Council 672 13th Street, Suite 200 Oakland, CA 94612	Increasing Employment Opportunities for Formerly Incarcerated People	50,000
		<u>1,815,845</u>

Rosenberg Foundation
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 Schedules Attached to 2009 Form 990-PF

Schedule 15 - Part XV, line 3b - Grants and Contributions Approved for Future Payment

Donee's name and address	Relationship	Foundation status of recipient	Purpose of grants	Amount
Applied Research Center 900 Alice Street, Suite 400 Oakland, CA 94607	N/A	Public	Southeast San Francisco Organizing Project	48,750
California Rural Legal Assistance Foundation 2210 K Street, #201 Sacramento, CA 95816	N/A	Public	General Support	150,000
East Bay Community Law Center 2921 Adeline Street Berkeley, CA 94703	N/A	Public	California Clean Slate Policy Project	55,000
Legal Services for Prisoners with Children 1540 Market Street, Suite 490 San Francisco, CA 94102	N/A	Public	Planning for Employment Rights of Ex-Incarcerated Individuals	70,000
Mexican American Legal Defense and Education Fund 634 S Spring Street Los Angeles, CA 90014	N/A	Public	General Support	60,000
National Employment Law Project 80 Maiden Lane, Suite 509 New York, NY 10038	N/A	Public	Second Chance Labor Project	110,000
National Immigration Law Center 3435 Wilshire Boulevard, Suite 2850 Los Angeles, CA 90010	N/A	Public	General Support	75,000
Regents of the University of California Berkeley Center for Criminal Justice Berkeley, CA 94704	N/A	Public	Increasing Employment Opportunities for Formerly Incarcerated Individuals	15,000
Regents of the University of California Center for Labor Research and Education Berkeley, CA 94720	N/A	Public	Kirke Wilson Labor Summer Internship	24,000
				<u>607,750</u>

**CERTIFICATE OF AMENDMENT AND RESTATEMENT
OF THE
ARTICLES OF INCORPORATION
OF
ROSENBERG FOUNDATION**

ENDORSED - FILED
in the Office of the Secretary of State
of the State of California

JUN 22 2010

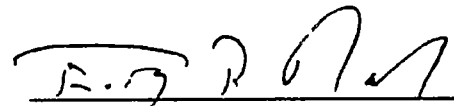
C0163292

Timothy P. Silard and Daniel Grossman certify that:

1. They are the President and the Secretary, respectively, of Rosenberg Foundation, a California nonprofit public benefit corporation.
2. The Articles of Incorporation of this corporation are hereby amended and restated as set forth in the attached Articles of Incorporation, which are incorporated by this reference as is set forth in full in this Certificate.
3. The foregoing amendment and restatement has been duly approved by this corporation's Board of Directors.
4. Pursuant to Section 5310(c) of the Nonprofit Public Benefit Corporation Law, this corporation has no members.

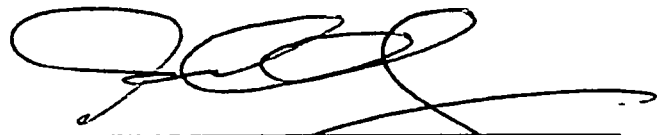
We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true of our own knowledge.

DATED: 4/7/10, 2010



Timothy P. Silard, President

DATED: 4/28/10, 2010



Daniel Grossman, Secretary

**ARTICLES OF INCORPORATION
OF
ROSENBERG FOUNDATION**

ARTICLE I

The name of this corporation is ROSENBERG FOUNDATION.

ARTICLE II

A. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes.

B. The specific and primary purpose of this corporation is to engage in charitable and educational activities within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States internal revenue law (the "Code"), including but not limited to the following:

- (i) The furtherance of education and the arts;
- (ii) The control and elimination of disease;
- (iii) The promotion of the physical and mental well-being of mankind;
- (iv) The advancement of industrial cooperation;
- (v) The improvement and betterment of the living and working conditions of the working classes;
- (vi) The support of social welfare and service work in behalf of the needy and deserving;
- (vii) The rendition of assistance to those in need and in their effort to obtain an education and to better their condition;
- (viii) The rendition of assistance to relieve the trials and afflictions of the industrious, striving, unfortunate poor, including the aged, the sick, the infirm, the lonely, the maladjusted, the destitute, and the physically and mentally disabled;
- (ix) All other charitable purposes, including the assistance and support of charitable intuitions, associations and undertakings;
- (x) The dissemination of such data and information as may advance any of the purposes hereof;

Rosenberg Foundation
EIN: 94-1186182
Statement I
Statement regarding restated Articles of Incorporation

- (xi) To apply, give and expend the income and / or principal of the funds of this corporation for any of the above purposes and upon such terms and conditions as may be determined by the Board of Directors of this corporation; and
- (xii) To receive and administer all of the properties of the Max L. Rosenberg Charitable Trust.

ARTICLE III

A. This corporation is organized and operated exclusively for exempt purposes within the meaning of Section 501(c)(3) of the Code. Notwithstanding any other provision of these Articles, this corporation shall not carry on any activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (2) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), 2106(a)(2)(A)(ii), 2522(a)(2), or 2522(b)(2) of the Code.

B. Except as permitted by law, no substantial part of the activities of this corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, nor shall this corporation participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE IV

The property of this corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member (if any) of this corporation, or to the benefit of any private person. Upon the winding up and dissolution of this corporation and after paying or adequately providing for the debts and obligations of this corporation, the remaining assets shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and that has established its tax-exempt status under Section 501(c)(3) of the Code.

ARTICLE V

This corporation elects to be governed by all of the provisions of the Nonprofit Corporation Law of 1980 not otherwise applicable to it under Part 5 thereof.

Rosenberg Foundation
EIN: 94-1186182
Statement 1
Statement regarding restated Articles of Incorporation



I hereby certify that the foregoing
transcript of 3 page(s)
is a full, true and correct copy of the
original record in the custody of the
California Secretary of State's office.

OCT 16 2010

Date: *DR*

Debra Bowen
DEBRA BOWEN, Secretary of State