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

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

OMB No 1545-0052

2010

For calendar year 2010, 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

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) 131 Steuart Street, Suite 650	Room/suite	B Telephone number (see page 10 of the instructions) (415) 644-9777
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"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 57,610,203		2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
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)	1,500			
	2 Check <input checked="" 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	1,024,620	1,023,606	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	-76,548			
	b Gross sales price for all assets on line 6a	6,890,275			
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10 a Gross sales less returns and allowances	0			
b Less Cost of goods sold	0				
c Gross profit or (loss) (attach schedule)	0				
11 Other income (attach schedule)	-30,547	-18,783	0		
12 Total. Add lines 1 through 11	919,025	1,004,823	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	219,247	21,925	0	197,322
	14 Other employee salaries and wages	301,077	30,108	0	275,688
	15 Pension plans, employee benefits	130,502	13,050	0	120,259
	16 a Legal fees (attach schedule) Schedule 2	10,253	1,025	0	9,228
	b Accounting fees (attach schedule) Schedule 3	49,289	12,322	0	36,967
	c Other professional fees (attach schedule) Schedule 4	473,772	380,152	0	77,518
	17 Interest	298,212	296,994	0	0
	18 Taxes (attach schedule) (see page 14 of the instructions) #5	61,950	18,014	0	0
	19 Depreciation (attach schedule) and depletion Sch 6	12,443	0	0	
	20 Occupancy	79,241	7,924	0	77,601
	21 Travel, conferences, and meetings	37,074	0	0	38,274
	22 Printing and publications	0	0	0	0
	23 Other expenses (attach schedule) Schedule 7	68,669	6,099	0	95,462
	24 Total operating and administrative expenses. Add lines 13 through 23	1,741,729	787,613	0	928,319
	25 Contributions, gifts, grants paid	2,567,750			2,144,500
26 Total expenses and disbursements. Add lines 24 and 25	4,309,479	787,613	0	3,072,819	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-3,390,454				
b Net investment income (if negative, enter -0-)		217,210			
c Adjusted net income (if negative, enter -0-)			0		

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

(HTA)

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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	3,513,654	1,613,224	1,613,224
	3	Accounts receivable	0		
		Less allowance for doubtful accounts	0	0	0
	4	Pledges receivable	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)	10,000		
		Less allowance for doubtful accounts	0	10,000	10,000
	8	Inventories for sale or use	0	0	0
	9	Prepaid expenses and deferred charges	46,630	30,856	30,856
	10 a	Investments—U S and state government obligations (attach schedule)	0	0	0
	b	Investments—corporate stock (attach schedule) Schedule 9	21,387,611	19,851,038	19,851,038
	c	Investments—corporate bonds (attach schedule)	0	0	0
Liabilities	11	Investments—land, buildings, and equipment basis	0		
		Less accumulated depreciation (attach schedule)	0	0	0
	12	Investments—mortgage loans	0	0	0
	13	Investments—other (attach schedule) Schedule 10	29,340,274	36,068,464	36,068,464
	14	Land, buildings, and equipment basis	119,269		
		Less accumulated depreciation (attach schedule)	100,463	18,806	18,806
	15	Other assets (describe Deposits)	6,588	17,815	17,815
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	54,318,319	57,610,203	57,610,203
	17	Accounts payable and accrued expenses	129,122	129,260	
	18	Grants payable	707,750	1,131,000	
	19	Deferred revenue	0	0	
	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)	836,872	1,260,260	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>			
	24	Unrestricted	53,480,566	56,348,865	
	25	Temporarily restricted	881	1,078	
	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		0	
	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)	53,481,447	56,349,943	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	54,318,319	57,610,203	

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	53,481,447
2	Enter amount from Part I, line 27a	2	-3,390,454
3	Other increases not included in line 2 (itemize) <u>Unrealized gain from investments</u>	3	6,258,950
4	Add lines 1, 2, and 3	4	56,349,943
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	56,349,943

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 11)		Schedule 11	Schedule 11	Schedule 11
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 6,890,275	0	6,966,823	-76,548	
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	-76,548	
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	-76,548
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

(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))
2009	2,576,512	50,509,710	0.051010
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
2 Total of line 1, column (d)			2 0.269212
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 0.053842
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 54,249,896
5 Multiply line 4 by line 3			5 2,920,923
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2,172
7 Add lines 5 and 6			7 2,923,095
8 Enter qualifying distributions from Part XII, line 4			8 3,090,507

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.

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.			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	2,172
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	2,172
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	2,172
6 Credits/Payments.			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	12,600	
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	12,600	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	0	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	10,428	
11 Enter the amount of line 10 to be Credited to 2011 estimated tax	11	0	

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)? <i>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</i>		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"/> \$ <u>N/A</u> (2) On foundation managers <input type="checkbox"/> \$ <u>N/A</u>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ <u>N/A</u>		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>	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? <i>If "Yes," attach the statement required by General Instruction T</i>		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? <i>If "Yes," complete Part II, col (c), and Part XV</i>	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"/> <u>CA</u>		
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? <i>If "No," attach explanation</i>	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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		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 www.rosenfound.org				
14	The books are in care of Linda Moll	Telephone no (415) 644-9777		
Located at 131 Steuart Street, Suite 650 San Francisco CA		ZIP+4 94105		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country N/A				X

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 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	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 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years 20____, 20____, 20____, 20____		
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 22 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	20____, 20____, 20____, 20____	
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 2010 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 2010.)	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 2010?	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)? ☐ **5b** N/A

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? ☐ Yes ☐ No **N/A**

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? ☐ Yes ☒ No **6b** X

If "Yes" to 6b, file Form 8870

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? ☐ Yes ☒ No **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 12		00	0	0
		00	0	0
		.00	0	0
		00	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
Linda Moll 131 Steuart St., # 650, San Francisco, CA 94105	Bus./Grants Mgr. 40 00	77,875	24,494	0
Tambouza Gilmore 131 Steuart St., # 650, San Francisco, CA 94105	Exec Asst/Off Mgr 40.00	57,200	14,814	0
Ellen Widess 131 Steuart St., # 650, San Francisco, CA 94105	Sr Prog Officer 40.00	147,641	55,413	0
	.00	0	0	0
	.00	0	0	0
Total number of other employees paid over \$50,000				0

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	86,197
Wellington Trust Company 2 Embarcadero Center, Suite 1645, San Francisco, CA 94111	Investment Management	51,255
		0
		0
		0
Total number of others receiving over \$50,000 for professional services		0

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 13	
	123,720
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 Loan to Impact Fund (a public charity) to support class-action litigation	
	10,000
2	
All other program-related investments See page 24 of the instructions	
3	
	0
Total. Add lines 1 through 3	10,000

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	27,884,291
b	Average of monthly cash balances	1b	969,387
c	Fair market value of all other assets (see page 25 of the instructions)	1c	26,222,359
d	Total (add lines 1a, b, and c)	1d	55,076,037
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	55,076,037
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	826,141
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	54,249,896
6	Minimum investment return. Enter 5% of line 5	6	2,712,495

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	2,712,495
2a	Tax on investment income for 2010 from Part VI, line 5	2a	2,172
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	0
c	Add lines 2a and 2b	2c	2,172
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,710,323
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	2,710,323
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	2,710,323

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	3,072,819
b	Program-related investments—total from Part IX-B	1b	10,000
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	7,688
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	3,090,507
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	2,172
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,088,335

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				2,710,323
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2010				
a From 2005	281,252			
b From 2006	282,469			
c From 2007	287,803			
d From 2008	882,583			
e From 2009	59,207			
f Total of lines 3a through e	1,793,314			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 3,090,507				
a Applied to 2009, 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 2010 distributable amount				2,710,323
e Remaining amount distributed out of corpus	380,184			
5 Excess distributions carryover applied to 2010 (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	2,173,498			
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 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				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 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	281,252			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	1,892,246			
10 Analysis of line 9				
a Excess from 2006	282,469			
b Excess from 2007	287,803			
c Excess from 2008	882,583			
d Excess from 2009	59,207			
e Excess from 2010	380,184			

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 2010, 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) 2010	(b) 2009	(c) 2008	(d) 2007	
0				0
b 85% of line 2a	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed	0			0
d Amounts included in line 2c not used directly for active conduct of exempt activities				0
e Qualifying distributions made directly for active conduct of exempt activities				
Subtract line 2d from line 2c	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon				
a "Assets" alternative test—enter				
(1) Value of all assets				0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	0			0
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)				0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0
(3) Largest amount of support from an exempt organization				0
(4) Gross investment income				0

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 14

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

Schedule 14

- c** Any submission deadlines

Schedule 14

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

Schedule 14

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

Recipient Name and address (home or business)	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 15				2,144,500
Total			▶ 3a	2,144,500
b Approved for future payment Schedule 16				1,131,000
Total			▶ 3b	1,131,000

Enter gross amounts unless otherwise indicated.

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

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

Partnership Income (30,547)

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	6,072	607	n/a	5,465
Greg Mayeda	Legal services	2,790	279	n/a	2,511
Morgan Lewis & Bock	Legal services	1,391	139	n/a	1,252
		10,253	1,025	n/a	9,228

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
Lindquist, Von Husen And Joyce	Auditing services	15,000	3,750	n/a	11,250
Ghaffari Zaragoza LLP	Accounting services	32,964	8,241	n/a	24,723
Premierpay/ADP	Payroll services	1,325	331	n/a	994
		49,289	12,322	n/a	36,967

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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
Monroe Personnel Services	Personnel Services	1,188	0	n/a	1,188
Barbara Nabors-Glass	Strategic consulting	5,540	0	n/a	5,540
Change Consulting	Consulting	27,751	0	n/a	27,751
Nicholas & Company	Consulting	650	0	n/a	650
The 360 Group	Consulting	30,000	0	n/a	30,000
Lisa Wong	Consulting	1,500	0	n/a	0
American Jewish World Service	Consulting	1,000	0	n/a	0
Archana Sahgal	Consulting	16,225	0	n/a	0
Shake Technologies	Consulting	2,600	260	n/a	2,340
Cybergrants	Website & Database	6,076	608	n/a	8,474
Ryan Gates	Website Design	1,750	175	n/a	1,575
Wellington Trust Company	Investment Management	51,256	50,873	n/a	0
Cambridge Associates	Investment Advisor	86,197	86,197	n/a	0
Adage Capital Partners, LP	Investment Management	49,580	49,580	n/a	0
HRJ Capital VC VI (International) LP	Investment Management	30,611	30,611	n/a	0
Capital Dynamics Champion Ventures VI	Investment Management	43,113	43,113	n/a	0
HRJ Capital Global Buy-Out III (Asia) LP	Investment Management	8,051	8,051	n/a	0
HRJ Capital Global Buy-Out III (Europe) LP	Investment Management	14,549	14,549	n/a	0
HRJ Capital Global Buy-Out III (US) LP	Investment Management	13,364	13,364	n/a	0
HRJ Special Opportunities II (International) LP	Investment Management	9,675	9,675	n/a	0
HRJ Special Opportunities II LP	Investment Management	23,863	23,863	n/a	0
Metro Real Estate International II LP	Investment Management	13,622	13,622	n/a	0
Metro Real Estate V LP	Investment Management	16,164	16,164	n/a	0
New Enterprise Associates VI	Investment Management	17	17	n/a	0
Renaissance Institutional Equities Fund LLC	Investment Management	19,430	19,430	n/a	0
		473,772	380,152	0	77,518

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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	Disbursements for charitable purposes
Excise Taxes on Investment Income	42,961	0	0	0
Foreign Taxes	18,121	18,014	0	0
Property Taxes	868	0	0	0
	<u>61,950</u>	<u>18,014</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 @ 12/31/09	Depreciation Current Year	Accum Depr @ 12/31/10
Furniture and Equipment	Various	SL/5-7	99,474	77,417	9,615	87,031
Leasehold improvements	Various	SL/5-7	19,795	10,604	2,828	13,432
			<u>119,269</u>	<u>88,021</u>	<u>12,443</u>	<u>100,463</u>

Schedule 7 - Part I, line 23 - Other expenses

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	Disbursements for charitable purposes
Office Supplies	7,706	771	0	6,935
Furniture and Equipment expenses	13,538	1,354	0	12,184
Telephone/Postage/Delivery	10,725	1,073	0	9,673
Computer Software	698	70	0	628
Board Meeting Expenses	6,164	616	0	5,548
Event Expense	7,675	0	0	17,884
Insurance	15,238	1,524	0	34,679
Professional Development	2,439	244	0	2,195
Subscriptions and Memberships	4,322	432	0	3,890
Miscellaneous expenses	164	15	0	1,846
	<u>68,669</u>	<u>6,099</u>	<u>0</u>	<u>95,462</u>

Rosenberg Foundation
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Schedule 8 - Part II, line 7 - Loan receivable

Loan receivable to Impact Fund, a 501 (C) (3) organization, as program investments	<u>\$10,000</u>
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Schedule 9 - Part II, line 10b - Investments - Mutual funds

Description	Quantity	Market Value
Mutual funds		
Capital International	485,327 122	4,790,179
PIMCO Total Return III Institutional	494,128 959	4,728,814
Harbor Funds International Institutional	56,070 741	3,395,083
Vanguard Intermediate-Term Treasury Fund Admiral Shared	261,615 000	3,312,292
American Century Gifttrust Investments	38 000	1,078
International Value Advisor International Fund	154,284 490	2,563,079
Bridgeway	144,287 450	1,060,513
		<u>19,851,038</u>

Schedule 10 - Part II, line 13 - Investments - Others

Description	Quantity	Market Value
Pooled investment trusts		
Wellington - Diversified Inflation Hedges CTF	427,332 476	6,922,786
1607 Capital Partners Internation Equity	266,379 88	2,629,296
Partnerships		
Adage Capital Partners LP	N/A	8,795,941
HRJ Capital VC VI (Int'l)	N/A	649,906
HRJ Capital VC VI (U S)	N/A	651,129
HRJ Global Buy-Out III (Asia)	N/A	326,588
HRJ Global Buy-Out III (Europe)	N/A	292,598
HRJ Global Buy-Out III (U S)	N/A	484,926
HRJ Special Opportunities II (Int'l)	N/A	239,833
HRJ Special Opportunities II (U S)	N/A	711,959
Metropolitan Real Estate Partners II	N/A	280,968
Metropolitan Real Estate Partners V	N/A	447,449
New Enterprise Associates VI	N/A	7,807
Renaissance Institutional Equities Fund LLC	N/A	2,906,239
Weatherlow Offshore Fund I Ltd Class IA	N/A	10,721,039
		<u>36,068,464</u>

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Schedule 11 - 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	41,322 314	P	Various	01/19/10	400,000	386,777	13,223
PIMCO - Total Return III Inst	41,407 867	P	Various	02/19/10	400,000	387,578	12,422
PIMCO - Total Return III Inst	61,224 490	P	Various	04/14/10	600,000	573,061	26,939
PIMCO - Total Return III Inst	71,210 580	P	Various	06/15/10	700,000	666,531	33,469
PIMCO - Total Return III Inst	n/a	n/a	n/a	n/a	256,292		256,292
Harbor International	38,725 576	P	Various	09/29/10	2,200,000	2,956,698	(756,698)
Vanguard - Inter-Term Treasury Adm	108,968 986	P	Various	10/26/10	1,300,000	1,261,861	38,139
Vanguard - Inter-Term Treasury Adm	34,602 076	P	Various	12/09/10	400,000	400,692	(692)
Vanguard - Inter-Term Treasury Adm	n/a	n/a	n/a	n/a	73,942	n/a	73,942
International Value Advisor International Fund	19,206 146	P	Various	10/01/10	300,000	276,761	23,239
Wellington - CTF DIH	927 097	P	Various	02/01/10	12,126	15,122	(2,996)
Wellington - CTF DIH	860 037	P	Various	05/03/10	12,066	14,022	(1,956)
Wellington - CTF DIH	887 113	P	Various	08/02/10	11,834	14,453	(2,619)
Wellington - CTF DIH	818 703	P	Various	11/01/10	12,281	13,268	(987)
AMA 89 final distribution	n/a	n/a	n/a	n/a	2,325	n/a	2,325
1607 Capital Partners International Equity	155 480	P	Various	11/30/10	2,970	n/a	2,970
Partnerships							
Adage Capital Partners, LP	n/a	n/a	Various	Various	95,180	0	95,180
HRJ Capital VC VI (International) LP	n/a	n/a	Various	Various	12,045	0	12,045
Capital Dynamics Champion Ventures VI, LP	n/a	n/a	Various	Various	9,929	0	9,929
HRJ Capital Global Buy-Out III (Asia) LP	n/a	n/a	Various	Various	12,723	0	12,723
HRJ Capital Global Buy-Out III (Europe) LP	n/a	n/a	Various	Various	11	0	11
HRJ Capital Global Buy-Out III (US) LP	n/a	n/a	Various	Various	24,747	0	24,747
HRJ Special Opportunities II (International) LP	n/a	n/a	Various	Various	5,281	0	5,281
HRJ Special Opportunities II LP	n/a	n/a	Various	Various	20,388	0	20,388
Metro Real Estate International II LP	n/a	n/a	Various	Various	(218)	0	(218)
Metro Real Estate V LP	n/a	n/a	Various	Various	237	0	237
New Enterprise Associates VI	n/a	n/a	Various	Various	32,510	0	32,510
Renaissance Institutional Equities Fund LLC	n/a	n/a	Various	Various	(6,394)	0	(6,394)
					<u>6,890,275</u>	<u>6,966,823</u>	<u>(76,548)</u>

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Schedule 12 - 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	\$39,247	0

Schedule 13 - Part IX-A, Line 1 - Summary of Direct Charitable Activities

In 2010, Rosenberg Foundation provided direct charitable assistance to approximately 20 grantees, non-grantee organizations and collaboratives. 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 123,720

Rosenberg Foundation
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Schedule 14 – Part XV, Line 2 – Information Regarding Grant Programs

In its sole program area, Economic Inclusion and Human Rights, the Rosenberg Foundation currently makes grants to further policy reform in three priority areas – Justice and Public Safety, Immigrant Rights and Integration, and Justice for Farm Workers. Please visit Our Grant Programs for more information on each of these areas.

The Foundation works closely with social justice advocates, policy makers, researchers, and other thought leaders throughout the state to identify the strategies that will best help us achieve positive impact in California within each program. As such, most of our grantee partners are identified and contacted by our Foundation staff first. In addition, we frequently invest in emerging initiatives and organizations, and are committed to long-term relationships with our grant partners.

Please note that, while we do accept unsolicited inquiries, our approach to grantmaking means that we can fund only a few of them. In this section, you can find more information on fit and eligibility and information on submitting a letter of inquiry. We thank you for submitting a grant inquiry, and will respond to you as quickly as possible from the date of your submission.

Fit and Eligibility

Applicants must meet the following criteria:

- Nonprofit organizations that are tax-exempt under Section 501(c)(3) of the Internal Revenue Service Code and not classified as a private foundation under Section 509(a) of the Code; or public agencies.
- For all program areas, be based in or managing significant activities in California.
- Work toward missions and project goals that are clearly aligned with the Foundation's grantmaking priorities.

The Rosenberg Foundation generally does not provide grants:

- To individuals or to for-profit entities
- For general fundraising benefits and events
- For endowment campaigns

Rosenberg Foundation
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Schedule 15 - Part XV, line 3a - Grants and Contributions Paid during the year

Donee's name and address	Relationship	Foundation status of recipient	Purpose of grants	Amount
Alliance for Justice 11 Dupont Circle NW, 2nd Floor Washington DC 20036	N/A	Public	Nonprofit Advocacy Project in San Diego	20,000
Applied Research Center 900 Alice Street, Suite 400 Oakland, CA 94607	N/A	Public	Southeast San Francisco Organizing Project	48,750
Asian Americans/Pacific Islanders in Philanthropy 211 Sutter Street, Suite 600 San Francisco, California 94108	N/A	Public	General Support	1,000
Asian Pacific American Legal Center of Southern California 1145 Wilshire Boulevard, 2nd floor Los Angeles, California 90017	N/A	Public	California Strategic Communications Initiative	40,000
Association of Small Foundations 1720 N Street, NW Washington DC 20036	N/A	Public	General Support	500
Bay Area Blacks in Philanthropy 200 Pine Street San Francisco, CA 94104	N/A	Public	General Support	750
California Budget Project 1107 9th Street, Suite 310 Sacramento, California 95814	N/A	Public	General Support	50,000
California Rural Legal Assistance Foundation 2210 K Street, #201 Sacramento, California 95816	N/A	Public	General Support	75,000
California Rural Legal Assistance Foundation 2210 K Street, #201 Sacramento, California 95816	N/A	Public	Independent Commission on Civil Rights	10,000
Catholic Legal Immigration Network, Inc 415 Michigan Avenue NE, Suite 200 Washington, DC 20017	N/A	Public	BIA Training	1,250
Central Coast Alliance for a Sustainable Economy 2021 Sperry Avenue, Suite 18 Ventura, California 93003	N/A	Public	General Support	40,000
Clergy & Laity United for Economic Justice -- California 1345 S Burlington Ave, Suite 206 Los Angeles, California 90006	N/A	Public	General Support	60,000

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Schedule 15 - Part XV, line 3a - Grants and Contributions Paid during the year

Donee's name and address	Relationship	Foundation status of recipient	Purpose of grants	Amount
Coalition for Humane Immigrants Rights 2533 West 3rd Street, Suite 101 Los Angeles, CA 90057	N/A	Public	California Comprehensive Immigration Reform	60,000
Council of State Governments 2760 Research Park Drive, P O Box 11910 Lexington, KY 40578-1910	N/A	Public	Partnering with California Law Enforcement Leaders to Promote Reentry & Justice Reinvestment	50,000
Council on Foundations 2121 Crystal Drive, Suite 700 Arlington, VA 22202	N/A	Public	General Support	2,500
Drug Policy Alliance 131 - 10th Street San Francisco, CA 94103	N/A	Public	Building Allies for CA Criminal Justice Re	65,000
Equal Rights of San Diego P O Box 12266 San Diego, CA 92112	N/A	Public	Immigrants Rights in San Diego	10,000
East Bay Alliance for Sustainable Economy 1814 Franklin Street, #325 Oakland, California 94612	N/A	Public	General Support	50,000
East Bay Community Law Center 2921 Adeline Street Berkeley, CA 94703	N/A	Public	California Clean Slate Policy Project	55,000
Equal Justice Society 260 California Street, Suite 700 San Francisco, CA 94111	N/A	Public	California Civil Rights Coalition Building	35,000
Equal Justice Society 260 California Street, Suite 700 San Francisco, CA 94111	N/A	Public	California Civil Rights Coalition	30,000
Equal Rights Advocates 180 Howard Street, Suite 300 San Francisco, CA 94105	N/A	Public	Planning Grant Women in Criminal Justice	10,000
Family Violence Prevention Fund 383 Rhode Island Street, Suite 304 San Francisco CA 94103	N/A	Public	Preventing Childhood Exposure to Violence Responding to the Needs of Child Victims	65,000
Farmworker Justice Fund 1126 16th Street, NW, Suite 270 Washington, D C. 20005	N/A	Public	General Support	125,000
Foundation Center 79 Fifth Avenue New York, New York 10003-3076	N/A	Public	National and Bay Area Programs	4,000

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Schedule 15 - Part XV, line 3a - Grants and Contributions Paid during the year

Donee's name and address	Relationship	Foundation status of recipient	Purpose of grants	Amount
Funders Group for Lesbian and Gay Issues 116 East 16th Street, 7th Floor New York, New York 10003	N/A	Public	General Support	1,000
Goodwill Industries 15810 Indianola Drive Rockville, MD 20855	N/A	Public	Strategic Plan to Implement Evidence Based Practices that Will Reduce Crime	10,000
Grants Managers Network 141 Homestead Ave Metairie, LA 70005	N/A	Public	General Support	1,000
Grantmakers Concerned With Immigrants and Refugees 777 Tilton Road Sebastopol, California 95472	N/A	Public	California Immigrant Integration Initiative	25,000
Grantmakers Concerned With Immigrants and Refugees 777 Tilton Road Sebastopol, California 95472	N/A	Public	National Convening	5,000
Grantmakers Concerned With Immigrants and Refugees 777 Tilton Road Sebastopol, California 95472	N/A	Public	General Support	3,000
Hispanics in Philanthropy 55 2nd Street, Suite 1500 San Francisco, California 94105	N/A	Public	General Support	750
Independent Sector 1602 L Street, NW, Suite 900 Washington, D C 20036	N/A	Public	General Support	1,500
Institute for Local Government 1400 K Street, Suite 205 Sacramento, CA 95814	N/A	Public	Development of CA Reentry Council Netw	75,000
Kovno Communications 2600 Tenth Street Berkeley, CA 94710-2597	N/A	Public	Outreach & Distribution for Cruz Reynosc	7,500
Labor Project For Working Families 2521 Channing Way No 5555 Berkeley, CA 94720	N/A	Public	California's Paid Family Leave Program	10,000
Lawyers' Committee for Civil Rights of the San Francisco Bay Area 131 Steuart Street, Suite 400 San Francisco, California 94105	N/A	Public	General Support	95,000

Roschberg Foundation
 EIN 94-1186182
 Year Ended December 31, 2010
 Schedules Attached to 2010 Form 990-PF

Schedule 15 - Part XV, line 3a - Grants and Contributions Paid during the year

Donee's name and address	Relationship	Foundation status of recipient	Purpose of grants	Amount
Legal Services for Prisoners with Children 1540 Market Street, Suite 490 San Francisco, California 94102	N/A	Public	Planning for Employment Rights of Ex-Inc 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 Association for the Advancement of Colored People 4805 Mt Hope Baltimore, MD 21215	N/A	Public	Redemption Project The National Campaign Smart and Safe Hiring Practices	125,000
National Committee for Responsive Philanthropy 1331 H Street, Suite 200 Washington, D C 20005	N/A	Public	National Program	4,000
National Day Laborer Organizing Network 675 South Park View, Suite B Los Angeles, California 90057	N/A	Public	General Support	50,000
National Employment Law Project 80 Maiden Lane, Suite 509 New York, NY 10038	N/A	Public	Second Chance Labor Project	110,000
National Farm Worker Service Center P O Box 62 Keene, CA 93531	N/A	Public	Empowering Farm Workers Planning Grant Implementation of Farm Worker Legalization	100,000
National Immigration Law Center 3435 Wilshire Boulevard, Suite 2850 Los Angeles, California 90010	N/A	Public	General Support	75,000
Neighborhood Funders Group 1301 Connecticut Avenue, N W , Suite 500 Washington, D C 20036	N/A	Public	Working Group on Labor and Community	2,000
Northern California Grantmakers 625 Market Street, 15th Floor San Francisco, California 94105	N/A	Public	General Support	3,000
Oxfam America 226 Causeway St , 5th Floor Boston, MA 02114-2206	N/A	Public	Fairness in the Fields	40,000
PowerPAC Foundation 44 Montgomery Street, Suite 2310 San Francisco, CA 94104	N/A	Public	California Early and Mobile Voting	35,000
PowerPAC Foundation 44 Montgomery Street, Suite 2310 San Francisco, CA 94104	N/A	Public	Mobilizing low propensity voters in CA	50,000

Rosenberg Foundation
 EIN 94-1186182
 Year Ended December 31, 2010
 Schedules Attached to 2010 Form 990-PF

Schedule 15 - Part XV, line 3a - Grants and Contributions Paid during the year

Donee's name and address	Relationship	Foundation status of recipient	Purpose of grants	Amount
Regents of the University of California Graduate School of Journalism Berkeley, California 94720	N/A	Public	California Immigration Reporting Project	67,000
San Francisco Bar Association Foundation 301 Battery Street, Third Floor San Francisco, CA 94111	N/A	Public	San Francisco Justice Summit	5,000
Urban Strategies Council 672 13th Street, Suite 200 Oakland, California 94612	N/A	Public	Alameda County Reentry Network	50,000
Urban Strategies Council 672 13th Street, Suite 200 Oakland, California 94612	N/A	Public	Bayview Hunters Pt Equitable Developme	85,000
Women's Foundation of California 340 Pine Street Suite 302 San Francisco, CA 94104	N/A	Public	Sowing Change A funders' Tour to Cultiv a Healthier Central Valley	10,000
Women's Foundation of California 340 Pine Street Suite 302 San Francisco, CA 94104	N/A	Public	Reforming CA's Criminal Justice Approac Nonviolent Women Offenders	60,000
				<u>2,144,500</u>

Rosenberg Foundation
 EIN 94-1186182
 Year Ended December 31, 2010
 Schedules Attached to 2010 Form 990-PF

Schedule 16 - 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
ACLU Foundation of Northern California 39 Drumm Street San Francisco, CA 94111	N/A	Public	Civic participation legal support	50,000
Applied Research Center 900 Alice Street, Suite 400 Oakland, CA 94607	N/A	Public	Southeast San Francisco Organizing Project	50,000
California Budget Project 1107 9th Street, Suite 310 Sacramento, CA 95814	N/A	Public	General Support	50,000
California Rural Legal Assistance Foundation 2210 K Street, #201 Sacramento, CA 95816	N/A	Public	General Support	75,000
Chinese for Affirmative Action 17 Walter U Lum Place San Francisco, CA 94108	N/A	Public	General Support	30,000
East Bay Alliance for Sustainable Economy 1814 Franklin Street, #325 Oakland, CA 94612	N/A	Public	General Support	50,000
East Bay Community Law Center 2921 Adeline Street Berkeley, CA 94703	N/A	Public	California Clean Slate Policy Project	47,000
Equal Justice Society 260 California Street, Suite 700 San Francisco, CA 94111	N/A	Public	California Civil Rights Coalition	30,000
Farmworker Justice Fund 1126 16th Street, NW, Suite 270 Washington, D C 20005	N/A	Public	General Support	125,000
Grantmakers Concerned With Immigrants and 777 Tilton Road Sebastopol, CA 95472	N/A	Public	California Immigrant Integration Initiative	25,000
Legal Services for Prisoners with Children 1540 Market Street, Suite 490 San Francisco, CA 94102	N/A	Public	General Support	60,000
Mexican American Legal Defense and Education 634 S Spring Street Los Angeles, CA 90014	N/A	Public	General Support	110,000
National Association for the Advancement of Colored People 4805 Mt Hope Baltimore, MD 21215	N/A	Public	Redemption Project The National Campaign for Smart and Safe Hiring Practices	125,000

Rosenberg Foundation
EIN 94-1186182
Year Ended December 31, 2010
Schedules Attached to 2010 Form 990-PF

Schedule 16 - 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
National Employment Law Project 80 Maiden Lane, Suite 509 New York, NY 10038	N/A	Public	Second Chance Labor Project	200,000
National Immigration Law Center 3435 Wilshire Boulevard, Suite 2850 Los Angeles, California 90010	N/A	Public	General Support	65,000
Regents of the University of California Berkeley Center for Criminal Justice Berkeley, California 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, California 94720	N/A	Public	Kirke Wilson Labor Summer Internship	24,000
				<u>1,131,000</u>

A0707716

ROSENBERG
FOUNDATION

**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

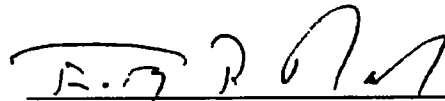
C0163292

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: 4/29/10, 2010


Daniel Grossman, Secretary

ROSENBERG FOUNDATION

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;

- (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.



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: *21*

Debra Bowen
DEBRA BOWEN, Secretary of State

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

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

Type or print <small>File by the extended due date for filing your return. See instructions.</small>	Name of exempt organization	Employer identification number
	Rosenberg Foundation	94-1186182
	Number, street, and room or suite no. If a P.O. box, see instructions	
	131 Steuart Street, Suite 650	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	San Francisco, CA 94105	

Enter the Return code for the return that this application is for (file a separate application for each return) **04**

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

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

- The books are in the care of **Rosenberg Foundation**
Telephone No. **(415) 644-9777** FAX No. **N/A**
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- 4** I request an additional 3-month extension of time until **11/15/2011**
- 5** For calendar year **X**, or other tax year beginning _____, and ending _____
- 6** If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period
- 7** State in detail why you need the extension **Additional time is needed to gather sufficient information in order to file a complete Informational return**

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	12,600
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	12,600
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0

Signature and Verification

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

Signature **A. C. Martin** Title **CPA** Date **8/19/11**

Form **8868** (Rev 1-2011)