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Form

990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.

Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

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 NO 650		B Telephone number (see instructions) (415) 644-9777	
City or town, state or province, country, and ZIP or foreign postal code SAN FRANCISCO, CA 94105		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <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		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <input checked="" type="checkbox"/> \$ 59,571,613		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <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.)			

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(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)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	5,967	5,967		
	4 Dividends and interest from securities.	1,251,249	1,247,323		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	<input checked="" type="checkbox"/> 1,465,322			
	b Gross sales price for all assets on line 6a 14,065,534				
	7 Capital gain net income (from Part IV, line 2)		1,456,421		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
Operating and Administrative Expenses	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	<input checked="" type="checkbox"/> 652,081	659,095		
	12 Total. Add lines 1 through 11	3,374,619	3,368,806		
	13 Compensation of officers, directors, trustees, etc	225,863	11,293		214,570
	14 Other employee salaries and wages	245,919	5,477		234,981
	15 Pension plans, employee benefits	139,075	6,954		132,121
	16a Legal fees (attach schedule).	<input checked="" type="checkbox"/> 18,702	0		14,453
	b Accounting fees (attach schedule).	<input checked="" type="checkbox"/> 49,457	9,457		38,515
	c Other professional fees (attach schedule)	<input checked="" type="checkbox"/> 385,497	254,499		131,788
	17 Interest	4,629	0		3,226
	18 Taxes (attach schedule) (see instructions)	<input checked="" type="checkbox"/> 183,528	9,892		794
	19 Depreciation (attach schedule) and depletion	2,935	0		
	20 Occupancy	89,721	4,486		86,372
	21 Travel, conferences, and meetings	81,697	0		77,285
	22 Printing and publications				
	23 Other expenses (attach schedule).	<input checked="" type="checkbox"/> 275,686	196,782		69,494
	24 Total operating and administrative expenses. Add lines 13 through 23	1,702,709	498,840		1,003,599
	25 Contributions, gifts, grants paid	2,175,650			2,370,150
	26 Total expenses and disbursements. Add lines 24 and 25	3,878,359	498,840		3,373,749
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-503,740			
	b Net investment income (if negative, enter -0-)		2,869,966		
c Adjusted net income (if negative, enter -0-)					

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	99,424	220,813	220,813
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	34,585	17,213	17,213
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	37,085,141	45,563,184	45,563,184
	c	Investments—corporate bonds (attach schedule).			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	18,982,775	14,324,594	13,759,999
	14	Land, buildings, and equipment basis ▶ _____ 112,355 Less accumulated depreciation (attach schedule) ▶ _____ 107,968	6,012	4,387	4,387
15	Other assets (describe ▶ _____)	6,808	6,017	6,017	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	56,214,745	60,136,208	59,571,613	
Liabilities	17	Accounts payable and accrued expenses	144,599	246,420	
	18	Grants payable	802,500	608,000	
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	947,099	854,420	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	55,266,481	59,280,476	
	25	Temporarily restricted	1,165	1,312	
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.				
	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)	55,267,646	59,281,788	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	56,214,745	60,136,208	

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	55,267,646
2	Enter amount from Part I, line 27a	2	-503,740
3	Other increases not included in line 2 (itemize) ▶ _____	3	4,517,882
4	Add lines 1, 2, and 3	4	59,281,788
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	59,281,788

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	See Additional Data Table			
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 See Additional Data Table			
b			
c			
d			
e			

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) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
b			
c			
d			
e			

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	1,456,421
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 instructions) If (loss), enter -0- in Part I, line 8		3	

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))
2012	3,051,143	55,273,558	0 055201
2011	2,757,833	47,154,597	0 058485
2010	3,088,335	54,249,896	0 056928
2009	2,576,512	50,509,710	0 051010
2008	3,818,706	59,135,015	0 064576

2	Total of line 1, column (d).	2	0 286200
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 057240
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	56,675,814
5	Multiply line 4 by line 3.	5	3,244,124
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	28,700
7	Add lines 5 and 6.	7	3,272,824
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	8	3,373,749

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)			
1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		1	28,700
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
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			
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	28,700
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	28,700
6 Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	69,361
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7 Total credits and payments Add lines 6a through 6d.		7	69,361
8 Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	40,661
11 Enter the amount of line 10 to be Credited to 2014 estimated tax 40,661 Refunded		11	0

Part VII-A Statements Regarding Activities

1a	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?	1a	Yes	No
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>	1b		No
c	Did the foundation file Form 1120-POL for this year?.	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ 0 (2) On foundation managers \$ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0			
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>	2		No
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>	3	Yes	
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?.	4b		
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>	5		No
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?	6	Yes	
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>	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) 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? <i>If "No," attach explanation .</i>	8b	Yes	
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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9		No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10		No

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 instructions).	11		No		
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No		
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶WWW ROSENBERGFOUND ORG	13		No		
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 ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ <table><tr><td>15</td><td></td></tr></table>	15				
15						
16	At any time during calendar year 2013, 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? See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶	16	Yes No	No No		

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		No
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 2013?.	1c		No
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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?. <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 instructions).	2b		
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 2013 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2013?	4b		No

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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 instructions).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 instructions)?		5b	
	Organizations relying on a current notice regarding disaster assistance check here.	<input checked="" type="checkbox"/>		
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?	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	No
	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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	

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 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
See Additional Data Table				
2 Compensation of five highest-paid employees (other than those included on line 1—see 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
LATEEFAH SIMON	DIRECTOR	85,774	30,953	0
131 STEUART STREET SUITE 650 SF,CA 94105	CALIFORNIA' 40 00			
LINDA MOLL	BUS /GRANTS	84,680	24,868	0
131 STEUART STREET SUITE 650 SF,CA 94105	MANAGER 40 00			
TAMBOUSA GILMORE	EXEC ASST /OFF	62,148	20,102	0
131 STEUART STREET SUITE 650 SF,CA 94105	MAN 40 00			
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 instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
CHANGE CONSULTING BILEN MESFIN 214 GRANT AVENUE APT 48 OAKLAND,CA 94610	STRATEGIC COMM	75,360
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 IN 2013, ROSENBERG FOUNDATIN PROVIDED DIRECT CHARITABLE ASSISTANCE TO MORE THAN 20 GRANTEES, NON-GRANTEE ORGANIZATIONS AND COLLBORATIVES. 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 PROVIDING LEADERSHIP COACHING, STRATEGIC CONSULTING, AND ORGANIZATIONAL OVERSIGHT.	336,397
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3 	0

Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see 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	43,588,607
b	Average of monthly cash balances.	1b	190,291
c	Fair market value of all other assets (see instructions).	1c	13,759,999
d	Total (add lines 1a, b, and c).	1d	57,538,897
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	57,538,897
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	863,083
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	56,675,814
6	Minimum investment return. Enter 5% of line 5.	6	2,833,791

Part XI

Distributable Amount (see 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	2,833,791
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	28,700
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	28,700
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	2,805,091
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	2,805,091
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	2,805,091

Part XII

Qualifying Distributions (see 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	3,373,749
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	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	3,373,749
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 instructions).	5	28,700
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	3,345,049
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 instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				2,805,091
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.	882,583			
b From 2009.	59,207			
c From 2010.	380,184			
d From 2011.	472,587			
e From 2012.	322,072			
f Total of lines 3a through e.	2,116,633			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 3,373,749				
a Applied to 2012, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2013 distributable amount.				2,805,091
e Remaining amount distributed out of corpus	568,658			
5 Excess distributions carryover applied to 2013 (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	2,685,291			
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 instructions		0		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . .	882,583			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	1,802,708			
10 Analysis of line 9				
a Excess from 2009. . . .	59,207			
b Excess from 2010. . . .	380,184			
c Excess from 2011. . . .	472,587			
d Excess from 2012. . . .	322,072			
e Excess from 2013. . . .	568,658			

Part XIV

Private Operating Foundations (see instructions and Part VII-A, question 9)

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling.

b

Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	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) 2013	(b) 2012	(c) 2011	(d) 2010	
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 organization had \$5,000 or more in assets at any time during the year—see 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))

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

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 instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a

The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

BUSINESS AND GRANT MANAGER
131 STEUART STREET SUITE 650
SAN FRANCISCO, CA 94105
(415) 644-9777

b

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

STATEMENT 15

c

Any submission deadlines

N/A

d

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

STATEMENT 15

Part XV

Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
<div>a Paid during the year</div> <div>See Additional Data Table</div>				
<div>Total 3a</div>				2,370,150
<div>b Approved for future payment</div> <div>See Additional Data Table</div>				
<div>Total 3b</div>				533,000

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations)

Line No.																																																																																																																																																															
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[illegible]

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
PUBLICLY TRADED SECURITIES			
HRJ CAPITAL VC VI INTL, L P	P		
CAPITAL DYNAMICS CHAMPION VENTURES VI, L P	P		
HRJ GLOBAL BUY-OUT III (ASIA), LP	P		
HRJ GLOBAL BUY-OUT III (EUROPE), LP	P		
HRJ GLOBAL BUY-OUT III (US), LP	P		
HRJ SPECIAL OPPORTUNITIES II INTL, LP	P		
HRJ SPECIAL OPPORTUNITIES II, LP	P		
METROPOLITAN REAL ESTATE PARTNERS INTL II	P		
METROPOLITAN REAL ESTATE PARTNERS V	P		
NEW ENTERPRISE ASSOCIATES VI, LP	P		
1607 CAPITAL INTERNATIONAL EQUITY FUND	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
14,065,534		13,057,690	1,007,844
			36,796
			82,712
			19,998
			52,829
			66,909
			51,542
			75,979
			14,956
			30,752
			303
			15,801


Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			1,007,844
			36,796
			82,712
			19,998
			52,829
			66,909
			51,542
			75,979
			14,956
			30,752
			303
			15,801


Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(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
HON BILL LANN LEE	CHAIR 3 00	0	0	0
131 STEUART STREET SUITE 650 SAN FRANCISCO,CA 94105				
CLARA SHIN	VICE CHAIR/SECRETARY 1 50	0	0	0
131 STEUART STREET SUITE 650 SAN FRANCISCO,CA 94105				
ROBERT FRIEDMAN	TREASURER 1 50	0	0	0
131 STEUART STREET SUITE 650 SAN FRANCISCO,CA 94105				
PHYLLIS COOK	BOARD MEMBER 1 50	0	0	0
131 STEUART STREET SUITE 650 SAN FRANCISCO,CA 94105				
DANIEL GROSSMAN	BOARD MEMBER 1 50	0	0	0
131 STEUART STREET SUITE 650 SAN FRANCISCO,CA 94105				
MICK HELLMAN	BOARD MEMBER 1 50	0	0	0
131 STEUART STREET SUITE 650 SAN FRANCISCO,CA 94105				
HERMA HILL KAY	BOARD MEMBER 1 50	0	0	0
131 STEUART STREET SUITE 650 SAN FRANCISCO,CA 94105				
LESLIE LUTTGENS	BOARD MEMBER 1 50	0	0	0
131 STEUART STREET SUITE 650 SAN FRANCISCO,CA 94105				
SHAUNA MARSHALL	BOARD MEMBER 1 50	0	0	0
131 STEUART STREET SUITE 650 SAN FRANCISCO,CA 94105				
HUGO MORALES	BOARD MEMBER 1 50	0	0	0
131 STEUART STREET SUITE 650 SAN FRANCISCO,CA 94105				
ALBERT MORENO	BOARD MEMBER 1 50	0	0	0
131 STEUART STREET SUITE 650 SAN FRANCISCO,CA 94105				
JUDGE HENRY RAMSEY JR RET	BOARD MEMBER 1 50	0	0	0
131 STEUART STREET SUITE 650 SAN FRANCISCO,CA 94105				
SARAH STEIN	BOARD MEMBER 1 50	0	0	0
131 STEUART STREET SUITE 650 SAN FRANCISCO,CA 94105				
TIMOTHY SILARD	PRESIDENT 40 00	200,510	25,353	0
131 STEUART STREET SUITE 650 SAN FRANCISCO,CA 94105				


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
CALIFORNIA BUDGET PROJECT 1107 9TH STREET SUITE 310 SACRAMENTO,CA 95814		PC	GENERAL SUPPORT	50,000
CHILDREN NOW 1404 FRANKLIN STREET SUITE 700 OAKLAND,CA 94612		PC	PROMOTING FUNDING OPPORTUNITIES FOR CHILDREN IN CALIFORNIA	-9,700
UNITED FARM WORKER FOUNDATION 4545 E CESAR E CHAVEZ AVE LOS ANGELES,CA 90022		PC	GENERAL SUPPORT	37,500
MEXICAN AMERICAN LEGAL DEFENSE & ED FUND 634 S SPRING STREET LOS ANGELES,CA 90014		PC	CA DREAM TEAM ALLIANCE	60,000
NATIONAL DAY LABORER ORGANIZING NETWORK 675 SOUTH PARK VIEW SUITE B LOS ANGELES,CA 90057		PC	TURNING THE TIDE, FIGHT THE CRIMINALIZATION OF IMMIGRANTS IN CALIFORNIA	25,000
COMMUNITY COALITION FOR SUBSTANCE ABUSE PREVENTION AND TREATMENT 8101 S VERMONT AVENUE LOS ANGELES,CA 90044		PC	PARTNERSHIP BETWEEN THE COMMUNITY COALITION AND CALIFORNIANS FOR SAFETY AND JUSTICE	50,000
NATIONAL COUNCIL OF LA RAZA RAUL YZAGUIRRE PLAZA 1126 16TH NW SUITE 600 WASHINGTON,DC 20036		PC	CALIFORNIA CRIMINAL JUSTICE REFORM PROJECT	50,000
PICO CALIFORNIA 171 SANTA ROSA AVE OAKLAND,CA 94610		PC	GENERAL SUPPORT TO PICO FOR PIC CALIFORNIA'S LIFELINES TO HEALING	50,000
UNITED STATES STUDENT ASSOCIATION 1211 CONNECTICUT AVE NW WASHINGTON DC,DC 20036		PC	UC STUDENT ASSOCIATION/CALIFORNIA FOR SAFETY AND JUSTICE	25,000
TIDES CENTER PO BOX 29198 SAN FRANCISCO,CA 94129		PC	SUPPORT AND FACILITATION OF THE CALIFORNIA REENTRY COUNCIL (CSJ)	50,000
CALIFORNIA RURAL LEGAL ASSISTANCE FOUNDATION 2210 K STREET SUITE 201 SACRAMENTO,CA 95816		PC	CALIFORNIA ADVOCACY FOR FARMWORKERS	60,000
NATIONAL CENTER FOR LESBIAN RIGHTS 870 MARKET STREET SUITE 370 SAN FRANCISCO,CA 94012		PC	RURAL LBGT LEGAL AID TRAINING PROJECT	50,000
EQUAL JUSTICE SOCIETY 260 CALIFORNIA STREET SUITE 700 SAN FRANCISCO,CA 94111		PC	GENERAL SUPPORT FOR THE CA CIVIL RIGHTS COALITION	60,000
KALW PUBLIC RADIO (SAN FRANCISCO UNITED SCHOOL DISTRICT) 500 MANSELL STREET SAN FRANCISCO,CA 94134		PC	REPORTING ON CRIMINAL JUSTICE	35,000
NATIONAL EMPLOYMENT LAW PROJECT 80 MAIDEN LANE SUITE 509 NEW YORK,NY 10038		PC	SECOND CHANCE LABOR PROJECT	75,000
Total  3a				2,370,150


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a Paid during the year				
COMMUNITY INITIATIVES 354 PINE STREET SAN FRANCISCO,CA 94104		PC	OAKLAND RESTORATIVE JUSTICE NO-ENTRY AND REENTRY INITIATIVE	35,000
DRUG POLICY ALLIANCE 131 10TH STREET SAN FRANCISCO,CA 94103		PC	CALIFORNIA DRUG POLICY REFORM	37,500
ELLA BAKER CENTER FOR HUMAN RIGHTS 1970 BROADWAY SUITE 450 OAKLAND,CA 94612		PC	BOOKS NOT BARS	40,000
LEGAL SERVICES FOR PRISONERS WITH CHILDREN 1540 MARKET STREET SUITE 490 SAN FRANCISCO,CA 94102		PC	GENERAL SUPPORT	40,000
ACLU FOUNDATION OF SAN DIEGO & IMPERIAL COUNTIES PO BOX 87131 SAN DIEGO,CA 92138		PC	CIVIC PATRICIPATION LEGAL PROGRAM	50,000
ALLIANCE FOR JUSTICE 11 DUPONT CIRCLE NORTHWEST 200 WASHINGTON,DC 20036		PC	GENERAL SUPPORT	35,000
CLERGY AND LAITY UNITED FOR ECONOMIC JUSTICE - LOS ANGELES 1345 S BURLINGTON AVE SUITE 206 LOS ANGELES,CA 90006		PC	LOS ANGELES CARWASH WORKERS ORGANIZING CAMPAIGN	30,000
MEXICAN AMERICAN LEGAL DEFENSE & ED FUND 634 S SPRING STREET LOS ANGELES,CA 90014		PC	LITIGATION AND ADVOCACY TO ADVANCE CIVIL RIGHTS AT THE INTERSECTION OF IMMIGRANTS' RIGHTS AND WORKERS' RIGHTS	75,000
MUJERES UNIDAS Y ACTIVAS 3543 18TH STREET SUITE 23 SAN FRANCISCO,CA 94110		PC	GENERAL SUPPORT	30,000
PILIPINO WORKERS CENTER OF SOUTHERN CALIFORNIA 1533 GLENDALE BLVD 2ND LOS ANGELES,CA 90026		PC	GENERAL SUPPORT	30,000
ROC UNITED 350 7TH AVENUE SUITE 1504 NEWYORK,NY 10001		PC	ROC-UNITED BAY AREA LAUNCH	35,000
FARMWORKER JUSTICE 1126 16TH STREET NW SUITE 270 WASHINGTON,DC 20005		PC	GENERAL SUPPORT	135,000
MOBILIZE THE IMMIGRANT VOTE 436 14TH STREET SUITE 500 OAKLAND,CA 94612		PC	GENERAL SUPPORT FOR MOBILIZE THE IMMIGRANT VOTE	30,000
NATIONAL IMMIGRATION LAW CENTER 3435 WILSHIRE BOULEVARD SUITE 2850 LOS ANGELES,CA 90010		PC	GENERAL SUPPORT	240,000
UNITED FARM WORKER FOUNDATION 4545 E CESAR E CHAVEZ AVE LOS ANGELES,CA 90022		PC	GENERAL SUPPORT	175,000
Total  3a				2,370,150


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
CALIFORNIA CHILDREN AND FAMILIES FOUNDATION 1115 ATLANTIC AVE ALAMEDA,CA 94501		PC	EXPANDING REVENUE STREAMS FOR CHILDREN'S FUNDING	9,700
CENTER FOR YOUTH DEVELOPMENT THROUGH LAW 215 BOALT HALL BERKELEY,CA 94720		PC	SUMMER LEGAL FELLOWSHIP PROGRAM	5,000
TIDES CENTER PO BOX 29198 SAN FRANCISCO,CA 94129		PC	CALIFORNIA CAMPAIGN FOR SAFETY JUSTICE	300,000
ASIAN PACIFIC AMERICAN LEGAL CENTER OF SO CALIFORNIA 1145 WILSHIRE BOULEVARD 2ND FLOOR LOS ANGELES,CA 90017		PC	STRENGTHENING STATEWIDE IMMIGRANT'S RIGHTS COORDINATION, REGIONAL COALITION AND WORKER'S RIGHTS, CURRENTLY CARRIED OUT BY CIPC	50,000
UCLA CENTER FOR LABOR RESEARCH AND EDUCATION 675 S PARK VIEW ST LOS ANGELES,CA 90057		PC	2013 DREAM SUMMER LEADERSHIP PROGRAM	40,000
ASIAN AMERICANS PACIFIC ISLANDERS IN PHILANTHROPY 211 SUTTER STREET SUITE 600 SAN FRANCISCO,CA 94108		PC	GENERAL SUPPORT	1,000
BAY AREA BLACKS IN PHILANTHROPY 200 PINE STREET SAN FRANCISCO,CA 94104		PC	BABIP GENERAL SUPPORT, C/O COMMUNITY INITIATIVES	1,000
COUNCIL ON FOUNDATIONS 2121 CRYSTAL DRIVE SUITE 700 ARLINGTON,VA 22202		PC	GENERAL SUPPORT	2,000
FOUNDATION CENTER 79 FIFTH AVENUE NEW YORK,NY 10003		PC	GENERAL AND NATIONAL SUPPORT	4,000
FUNDERS FOR LGBTQ ISSUES 116 EAST 16TH STREET 7TH FLOOR NEW YORK,NY 10003		PC	GENERAL SUPPORT	1,000
GRANTMAKERS CONCERNED WITH IMMIGRANTS AND REFUGEES 777 TILTON ROAD SEBASTOPOL,CA 95472		PC	GENERAL SUPPORT	2,000
GRANTS MANAGERS NETWORK 141 HOMESTEAD AVE METAIRIE,LA 70005		PC	GENERAL SUPPORT	1,000
HISPANICS IN PHILANTHROPY 55 2ND STREET SUITE 1500 SAN FRANCISCO,CA 94105		PC	GENERAL SUPPORT	1,000
INDEPENDENT SECTOR 1602 L STREET NW SUITE 900 WASHINGTON,DC 20036		PC	GENERAL SUPPORT	1,000
NATIONAL COMMITTEE FOR RESPONSIVE PHILANTHROPY 1331 H STREET SUITE 200 WASHINGTON,DC 20005		PC	GENERAL SUPPORT	2,500
Total  3a				2,370,150

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a Paid during the year				
NATIVE AMERICANS IN PHILANTROPHY 2801 21ST STREET SOUTH SUITE 132D MINNEAPOLIS,MN 55407		PC	GENERAL SUPPORT	1,000
NEIGHBORHOOD FUNDERS GROUP 1301 CONNECTIVUT AVENUE NW STUIE 500 WASHINGTON,DC 20036		PC	GENERAL SUPPORT	1,000
NORTHERN CALIFORNIA GRANTMAKERS 625 MARKET STREEET 15TH FLOOR SAN FRANCISCO,CA 94105		PC	GENERAL SUPPORT	3,000
CATHOLIC LEGAL IMMIGRATION NETWORK INC 8757 GEORGIA AVENUE SUITE 850 SILVER SPRING,MD 20910		PC	CALIFORNIA IMMIGRATION REFORM PLANNING MEETING	3,650
COMMON COUNSEL FOUNDATION 405 FOURTEENTH STREET SUITE 809 OAKLAND,CA 94612		PC	WEATHERING THE STORM WEBINARS	1,500
UC BERKELEY LAW SCHOOL 2521 CHANNING WAY BERKELEY,CA 94720		PC	NEW BUSINESS PRACTICUM FELLOWSHIP	5,000
LEGAL SERVICES FOR PRISONERS WITH CHILDREN 1540 MARKET STREET SUITE 490 SAN FRANCISCO,CA 94102		PC	GRANT AUGMENTATION	2,500
INSIGHT CENTER FOR COMMUNITY ECONOMIC DEVELOPMENT 1999 HARRISON STREET FLOOR 18 OAKLAND,CA 94612		PC	RESEARCH REPORT ON THE 50TH ANNIVERSARY OF THE MARCH OF WASHINGTON	5,000
INTERNATIONAL COMMUNITY CORRECTIONS ASSOCIATION 2100 STELLA COURT COLUMBUS,OH 43215		PC	ANNUAL RESEARCH CONFERENCE	7,500
EQUAL JUSTICE SOCIETY 260 CALIFORNIA STREET SUITE 700 SAN FRANCISCO,CA 94111		PC	DEBIASING PROJECT	5,000
PARTNERSHIP FOR SAFETY AND JUSTICE 825 NE 20TH AVE SUITE 250 PORTLAND,OR 97232		PC	SUPPORT FOR THE NATIONAL CENTER FOR VICTIMS OF CRIME CONFERENCE	5,000
CENTER FOR YOUTH WELLNESS 1329 EVANS AVE SAN FRANCISCO,CA 94124		PC	CHILDREN'S POLICY ADVOCACY PROJECT	30,000
FRAMEWORKS INSTITUTE 1776 I STREET NW 9TH FLOOR WASHINGTON,DC 20006		PC	CRIMINAL JUSTICE REFORM MESSAGING, RESEARCH AND REFRAMING	35,000
ALLIANCE SAN DIEGO 3750 30TH STREET SAN DIEGO,CA 92104		PC	SAN DIEGO DREAMER ASSISTANCE NETWORK	20,000
ASIAN LAW CAUCUS 55 COLUMBUS AVE SAN FRANCISCO,CA 94111		PC	ASIAN STUDENTS PROMOTING IMMIGRANT RIGHTS THROUGH EDUCATION	30,000
Total  3a				2,370,150

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
GRANTMAKERS CONCERNED WITH IMMIGRANTS AND REFUGEES 777 TILTON ROAD SEBASTOPOL,CA 95472		PC	CALIFORNIA IMMIGRANT INTEGRATION INITIATIVE	18,000
WAREHOUSE WORKER RESOURCE CENTER 601 S MILLIKEN AVENUE SUITE A ONTARIO,CA 91761		PC	CIVIC ENGAGEMENT PILOT PROJECT	40,000
UC BERKELEY CENTER FOR LABOR RESEARCH AND EDUCATION 2521 CHANNING WAY BERKELEY,CA 94720		PC	KIRKE WILSON LABOR SUMMER INTERNSHIP	12,000
RADIO BILINGUE 5005 E BELMONT AVENUE FRESNO,CA 93727		PC	THE DAY AFTER IMPLEMENTING COMPREHENSIVE IMMIGRATION REFORM IN FRESNO COUNTY	26,000
CENTER ON JUVENILE & CRIMINAL JUSTICE 40 BOARDMAN PLACE SAN FRANCISCO,CA 94103		PC	STATEWIDE DATA ANALYSIS MAPPING ON COUNTY SENTENCING PRACTICES	5,000
EQUAL RIGHTS ADVOCATES 1170 MARKET STREET SUITE 700 SAN FRANCISCO,CA 94102		PC	REMOVING BARRIERS FOR WOMEN WITH CRIMINAL BACKGROUNDS	7,500
Total  3a				2,370,150

TY 2013 Accounting Fees Schedule

Name: ROSENBERG FOUNDATION

EIN: 94-1186182

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING AND AUDIT	49,457	9,457		38,515

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 Gain/Loss from Sale of Other Assets Schedule

Name: ROSENBERG FOUNDATION

EIN: 94-1186182

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
GAIN FROM PARTNERSHIP INVESTMENT (UBIT)		PURCHASED						0	8,901	

TY 2013 Investments Corporate
Stock Schedule

Name: ROSENBERG FOUNDATION
EIN: 94-1186182

Name of Stock	End of Year Book Value	End of Year Fair Market Value
OSTERWEIS STRATEGIC	7,581,882	7,581,882
AIR LEASE CORP CL A	458,741	458,741
ALLEGHANY CORP DEL	389,961	389,961
AMERICAN WATER WORKS CO	491,484	491,484
ATMEL CORP	212,428	212,428
AVNET INC	0	0
BAYER A G SPONSORED ADRF	520,430	520,430
BED BATH & BEYOND	308,352	308,352
BOEING CO	389,679	389,679
CINEMARK HOLDINGS INC	553,945	553,945
COMPUWARE	0	0
COSAN LIMITED	142,688	142,688
CROWN HOLDINGS INC	506,761	506,761
DIAGEO PLC NEW ADR	562,785	562,785
DIRECTV	406,418	406,418
FIRST REPUBLIC BANK	0	0
GOOGLE INC CLASS A	543,544	543,544
HEALTH SOUTH CORP NEW	524,290	524,290
HOLOGIC INC	300,831	300,831
JOHNSON & JOHNSON	581,139	581,139
KINDER MORGAN INC	535,680	535,680
KRAFT FOODS INC	0	0
LIBERTY INTERACTIVE A	323,877	323,877
MARKS & SPENCER NEW ADRF	266,469	266,469
MOTOROLA SOLUTIONS INC	346,275	346,275
NEW RESIDENTIAL INV CORP	282,631	282,631
NOVARTIS A G SPON ADR F	205,371	205,371
NRG YIELD INC	537,934	537,934
NATIONSTAR MTG HOLDGS INC	0	0
OCCIDENTAL PETE CORP	387,533	387,533

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ORACLE CORPORATION	404,599	404,599
OWENS ILLINOIS INC NEW	401,452	401,452
P H H CORPORATION	339,804	339,804
QUESTAR CORPORATION	532,678	532,678
STONEGATE MORTGAGE CORP	131,414	131,414
SPIRIT AEROSYSTEMS HOLDINGS	0	0
SYMETRA FINANCIAL INC	268,189	268,189
TELEFLEX INCORPORATED	623,230	623,230
TRIUMPH GROUP INC NEW	316,071	316,071
UNILEVER N V NY SHS NEWF	531,639	531,639
VALEANT PHARMA INTL F	896,349	896,349
VIACOM INC CL B NEW	540,198	540,198
XEROX CORP	253,136	253,136
DIGITAL REALTY TRUST INC	67,294	67,294
NEWCASTLE INVESTMENT CP	280,571	280,571
PIMCO TOTAL RETURN FUND	3,504,450	3,504,450
VANGUARD INTERM TERM	3,536,694	3,536,694
IVA INTL FUND	1,176,503	1,176,503
MERGER FUND	441,172	441,172
VANGUARD DIV GROWTH FD	828,028	828,028
WELLS FARGO ADVANTAGE EMERGING MARKET	1,963,811	1,963,811
YACKTMAN FUND SERVICE	801,772	801,772
ISHARES TR BOND	2,084,361	2,084,361
ISHARES TR MSCI EAFE FUND	1,200,732	1,200,732
SPDR GOLD TRUST	1,266,056	1,266,056
VANGUARD ENERGY ETF	1,065,426	1,065,426
VANGUARD FTSE EMERGING	1,940,121	1,940,121
VANGUARD TOTAL STOCK MKT	1,629,777	1,629,777
OSTERWEIS STRATEGIC FIXED INCOME FUND	0	0
CASH RESERVE PREMIUM IN SCHWAB ACCT	1,176,529	1,176,529

TY 2013 Investments - Other Schedule**Name:** ROSENBERG FOUNDATION**EIN:** 94-1186182

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
AMERICAN CENTURY GIFTTRUST INVESTMENTS	FMV	1,312	1,312
1607 CAPITAL PARTNERS INTERNATIONAL EQUITY	FMV	3,516,361	3,516,361
HRJ CAPITAL VC VI (INT'L)	FMV	755,253	731,303
HRJ CAPITAL VC VI (U.S.)	FMV	1,592,986	1,592,986
HRJ GLOBAL BUY-OUT III (ASIA)	FMV	328,072	328,072
HRJ GLOBAL BUY-OUT III (EUROPE)	FMV	398,603	398,603
HRJ GLOBAL BUY-OUT III (U.S.)	FMV	534,364	534,364
HRJ SPECIAL OPPORTUNITIES II (INT'L)	FMV	274,462	274,462
HRJ SPECIAL OPPORTUNITIES II (U.S.)	FMV	554,659	554,660
METROPOLITAN REAL ESTATE PARTNERS II	FMV	803,084	744,538
METROPOLITAN REAL ESTATE PARTNERS V	FMV	642,805	612,743
NEW ENTERPRISE ASSOCIATES VI	FMV	8,075	8,075
WEATHERLOW OFFSHORE FUND I LTD. CLASS IA	FMV	455,038	0
MAGNITUDE INTERNATIONAL CLASS A SHARES	FMV	4,395,508	4,395,508
METRO V DISTRIBUTION	FMV	64,012	67,012

TY 2013 Legal Fees Schedule

Name: ROSENBERG FOUNDATION

EIN: 94-1186182

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL SERVICES	18,702	0		14,453

TY 2013 Other Assets Schedule

Name: ROSENBERG FOUNDATION

EIN: 94-1186182

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
DEPOSITS	6,808	6,017	6,017

TY 2013 Other Expenses Schedule**Name:** ROSENBERG FOUNDATION**EIN:** 94-1186182

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OFFICE SUPPLIES	16,113	806		12,650
FURNITURE & EQUIPMENT EXPENSE	872	44		828
TELEPHONE/POSTAGE/DELIVERY	9,689	484		8,107
COMPUTER SOFTWARE	5,858	293		5,425
BOARD MEETING EXPENSES	3,769	377		1,911
INSURANCE	15,680	1,568		14,424
PROFESSIONAL DEVELOPMENT	3,520	0		3,385
SUBSCRIPTIONS & MEMBERSHIPS	3,345	0		3,330
BAD DEBT EXPENSE	18,821	0		18,821
OTHER K1 DEDUCTIONS	197,374	193,178		0
OTHER	645	32		613

TY 2013 Other Income Schedule**Name:** ROSENBERG FOUNDATION**EIN:** 94-1186182

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OTHER INCOME FROM PARTNERSHIP	657,813	657,813	657,813
OTHER INCOME	1,282	1,282	1,282
OTHER INCOME FROM PARTNERSHIP (UNRELATED BUSINESS INCOME)	-7,014		-7,014

TY 2013 Other Increases Schedule**Name:** ROSENBERG FOUNDATION**EIN:** 94-1186182

Description	Amount
UNREALIZED GAIN FROM INVESTMENT	3,512,671
UNREALIZED GAIN FROM PARTNERSHIPS	1,005,211

TY 2013 Other Professional Fees Schedule

Name: ROSENBERG FOUNDATION

EIN: 94-1186182

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
COMMUNICATIONS/MEDIA CONSULTING	75,360	0		75,381
PROGRAM RELATED STRATEGIC CONSULTING	32,280	0		33,830
COPY EDITING	3,625	0		3,625
INVESTMENT MANAGEMENT	104,499	104,499		0
ADVISOR FEE	150,000	150,000		0
IT/COMPUTER CONSULTING	8,119	0		7,459
WEBSITE/PUBLICATIONS DESIGN	3,400	0		3,279
PAYROLL SERVICES	1,589	0		1,589
STAFF RETREAT STRATEGIC PLANNING	4,875	0		4,875
COPY EDITOR	1,750	0		1,750

TY 2013 Taxes Schedule**Name:** ROSENBERG FOUNDATION**EIN:** 94-1186182

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX	172,825	0		0
TAXES PER SCHEDULE K-1S	9,909	9,892		0
PROPERTY TAXES	794	0		794