

ROSENBERG FOUNDATION

(A California Not-For-Profit Corporation)

FINANCIAL STATEMENTS

AND

INDEPENDENT AUDITOR'S REPORT

YEARS ENDED DECEMBER 31, 2005 AND 2004

ROSENBERG FOUNDATION
(A California Not-For-Profit Corporation)
FINANCIAL STATEMENTS
YEARS ENDED DECEMBER 31, 2005 AND 2004

TABLE OF CONTENTS

	Page
Independent Auditor's Report.....	1
Statements of Financial Position	2
Statements of Activities.....	3
Statements of Cash Flows	4
Notes to Financial Statements	5
Supplementary Information	10
Schedule of Grants	11
Schedule of Investments	20

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Board of Directors
Rosenberg Foundation
San Francisco, California

JAMES M. KRAFT
S. SCOTT SEAMANDS
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ALEXIS H. WONG
CHARLOTTE SIEW-KUN TAY
CATHY L. HWANG
RITA B. DELA CRUZ

INDEPENDENT AUDITOR'S REPORT

We have audited the accompanying statements of financial position of Rosenberg Foundation, a California not-for-profit corporation, as of December 31, 2005 and 2004, and the related statements of activities and cash flows for the years then ended. These financial statements are the responsibility of Rosenberg Foundation's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of Rosenberg Foundation's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Rosenberg Foundation as of December 31, 2005 and 2004, and the changes in its net assets and its cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

Our audits were conducted for the purpose of forming an opinion on the financial statements taken as a whole. The accompanying supplementary information on pages 11 through 25 is presented for purposes of additional analysis and is not a required part of the basic financial statements. The information has been subjected to the audit procedures applied in the audit of the basic financial statements, and in our opinion, is fairly stated, in all material respects in relation to the basic financial statements taken as a whole.

May 25, 2006

ROSENBERG FOUNDATION
(A California Not-For-Profit Corporation)
 STATEMENTS OF FINANCIAL POSITION
 DECEMBER 31, 2005 AND 2004

	2005	2004
ASSETS		
Cash and cash equivalents	\$ 1,290,933	\$ 203,188
Accrued interest receivable	211,497	256,698
Investments (Note 3):		
Common stocks	39,441,751	35,442,805
Bonds	14,472,392	14,206,530
Mutual funds	4,466,638	10,564,753
Partnership interests	226,994	199,773
Other assets (Note 4)	26,961	41,216
Total assets	\$ 60,137,166	\$ 60,914,963
LIABILITIES AND NET ASSETS		
Grants payable (Note 5)	\$ 2,466,890	\$ 1,268,662
Accounts payable and accrued expenses	137,355	53,154
Total liabilities	2,604,245	1,321,816
Net assets:		
Unrestricted	57,532,208	59,592,563
Temporarily restricted (Note 9)	713	584
Total net assets	57,532,921	59,593,147
Total liabilities and net assets	\$ 60,137,166	\$ 60,914,963

The accompanying notes are an integral part of these financial statements.

ROSENBERG FOUNDATION
(A California Not-For-Profit Corporation)
 STATEMENTS OF ACTIVITIES
 YEARS ENDED DECEMBER 31, 2005 AND 2004

	2005	2004
Investment revenue and other additions:		
Dividends	\$ 779,801	\$ 921,901
Interest and other income	741,588	801,942
Income (loss) from partnerships	(33,874)	4,446
Realized and unrealized gain/loss on investments (Note 3)	1,291,797	3,456,654
Total investment revenue and other additions	2,779,312	5,184,943
Expenses:		
Program services	4,299,445	3,003,506
Management and general	540,222	581,493
Total expenses	4,839,667	3,584,999
Change in unrestricted net assets	(2,060,355)	1,599,944
Change in temporarily restricted net assets:		
Other (Note 9)	129	31
Change in net assets	(2,060,226)	1,599,975
Net assets, beginning of year	59,593,147	57,993,172
Net assets, end of year	\$ 57,532,921	\$ 59,593,147

The accompanying notes are an integral part of these financial statements.

ROSENBERG FOUNDATION
(A California Not-For-Profit Corporation)
 STATEMENTS OF CASH FLOWS
 YEARS ENDED DECEMBER 31, 2005 AND 2004

	2005	2004
Cash flows from investing activities:		
Purchase of investments	\$(24,844,523)	\$(11,613,313)
Sale of investments	27,877,623	13,872,707
	3,033,100	2,259,394
Net cash provided by investing activities		
Cash flows from operating activities:		
Grants paid	(2,463,600)	(3,069,850)
Expenses paid	(1,079,383)	(981,604)
Interest, dividends and investment distributions received	1,597,628	1,738,551
Other operating activities	-	10
	(1,945,355)	(2,312,893)
Net cash used in operating activities		
Net increase (decrease) in cash	1,087,745	(53,499)
Cash and cash equivalents, beginning of year	203,188	256,687
Cash and cash equivalents, end of year	\$ 1,290,933	\$ 203,188

The accompanying notes are an integral part of these financial statements.

ROSENBERG FOUNDATION
(A California Not-For-Profit Corporation)
NOTES TO FINANCIAL STATEMENTS
YEARS ENDED DECEMBER 31, 2005 AND 2004

NOTE 1 – ORGANIZATION AND NATURE OF ACTIVITIES

Rosenberg Foundation (the Foundation) is a private, grant-making foundation established in 1935 by the will of Max L. Rosenberg. The Foundation makes grants to charitable organizations for new and innovative projects in California and operates direct charitable activities relating to families in poverty and to the changing population of California.

The Foundation is exempt from federal income taxes under section 501(c)(3) of the Internal Revenue Code and the related California code sections.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Accounting Method

The Foundation uses the accrual method of accounting, which recognizes income in the period earned and expenses when incurred, regardless of the timing of payments.

Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Basis of Presentation

The Foundation reports information regarding its financial position and activities according to three classes of net assets as applicable: unrestricted net assets, temporarily restricted net assets and permanently restricted net assets. At December 31, 2005 and 2004, the Foundation had no permanently restricted net assets.

Revenue Recognition

Contributions are recognized as revenue when they are unconditionally communicated. Contributions are recorded at their fair value as unrestricted support or temporarily restricted support, depending on the absence or existence of donor-imposed restrictions as applicable. When a restriction expires (that is when a stipulated time restriction ends or purpose restriction is accomplished), temporarily restricted net assets are reclassified to unrestricted net assets and reported in the Statements of Activities as net assets released from restrictions. The Foundation did not receive any contribution during 2005 or 2004, and does not typically receive contributions.

Cash and Cash Equivalents

Cash is defined as cash in demand deposit accounts as well as cash on hand. Cash equivalents are highly liquid investments that are readily convertible to known amounts of cash. Generally, only investments with original maturities of three months or less qualify as cash equivalents. The Foundation from time to time maintains cash on deposit at various banks in excess of the Federal Deposit Insurance Corporation limit (\$100,000) and the Securities Investor Protection Corporation limit (\$500,000). The uninsured cash balance, as reported by the banks (not including outstanding checks) was approximately \$683,000 as of December 31, 2005. The Foundation has not experienced any losses in such accounts. Management believes that it is not exposed to any significant cash credit risk.

ROSENBERG FOUNDATION
(A California Not-For-Profit Corporation)
NOTES TO FINANCIAL STATEMENTS
YEARS ENDED DECEMBER 31, 2005 AND 2004

Investments

Investments in stocks, bonds and mutual funds are stated at fair value, determined by quoted market prices. Investments in limited partnerships are stated at fair value as determined by the general partner.

Investment Income and Gains

Interest income, realized and unrealized gains or losses on investments are recognized when earned or incurred. Dividend income is recorded when received. Investment income and gains restricted by donors are reported as increases in unrestricted net assets if the restrictions are met (that is when a stipulated time restriction ends or purpose restriction is accomplished) in the reporting period in which the income and gains are recognized.

Property and Equipment

Property and equipment is stated at cost of acquisition or fair value if donated. The costs of maintenance and repairs are charged to expense as incurred. Depreciation is computed based on the straight-line method over the estimated useful lives of the assets.

The useful lives of the assets are estimated as follows:

Furniture and equipment	5 years
Leasehold improvements	5 years

Grants Payable

Grants payable represent all unconditional grants that have been authorized prior to year-end, but remain unpaid as of the statement of financial position date. Grants of more than \$10,000 are considered to be authorized after approval by the Foundation's board of directors. Grants of \$10,000 or less may be approved by the president directly and reported at the next board meeting.

Functional Expense Allocation

The costs of providing program services and supporting services are summarized on a functional basis in the Statements of Activities. Accordingly, certain costs are allocated among program services and management and general based on estimates of employees' time incurred and on usage of resources. Included in the expenses allocated to program services are staff time and other resources devoted to making grants and performing direct charitable activities. Staff time and other resources devoted to managing investments and the Foundation's annual federal excise taxes are allocated to management and general expenses.

Reclassification

Certain amounts previously reported in the 2004 financial statements were reclassified to conform to the 2005 presentation for comparative purposes.

ROSENBERG FOUNDATION
(A California Not-For-Profit Corporation)
NOTES TO FINANCIAL STATEMENTS
YEARS ENDED DECEMBER 31, 2005 AND 2004

NOTE 3 – INVESTMENTS

Investments at December 31, 2005 and 2004 are summarized as follows:

	2005		2004	
	<i>Cost</i>	<i>Fair Value</i>	<i>Cost</i>	<i>Fair Value</i>
Common stocks	\$ 28,796,929	\$ 39,441,751	\$ 20,537,233	\$ 35,442,805
Bonds	14,742,345	14,472,392	14,006,402	14,206,530
Mutual funds	3,326,979	4,466,638	8,254,554	10,564,753
Partnership interests	318,909	226,994	368,300	199,773
Total investments	<u>\$ 47,185,162</u>	<u>\$ 58,607,775</u>	<u>\$ 43,166,489</u>	<u>\$ 60,413,861</u>

Net realized and unrealized gain/loss on investments totaled \$1,291,797 and \$3,456,654 in 2005 and 2004, respectively.

NOTE 4 – OTHER ASSETS

Other assets include property and equipment and prepaid expenses and are summarized as follows:

	2005	2004
Furniture and equipment	\$ 75,204	\$ 73,084
Leasehold improvements	211,729	211,729
	286,933	284,813
Less accumulated depreciation	(272,100)	(246,166)
Subtotal - property and equipment	14,833	38,647
Prepaid expenses	12,128	2,569
Total other assets	<u>\$ 26,961</u>	<u>\$ 41,216</u>

NOTE 5 – GRANTS AUTHORIZED

The Foundation authorized a total of \$3,661,828 and \$2,555,600 (net of cancelled grants of \$25,000) in grants in 2005 and 2004, respectively, to various not-for-profit organizations. The listing of the organizations is included as supplementary information.

Grants are payable based on the terms of each grant agreement, which may be paid over several years. Grants payable are summarized as follows:

	<i>Balance at December 31,</i>	
	<i>2005</i>	<i>2004</i>
Amounts due in:		
Less than one year	\$ 2,041,890	\$ 768,662
One to three years	425,000	500,000
	<u>\$ 2,466,890</u>	<u>\$ 1,268,662</u>

ROSENBERG FOUNDATION
(A California Not-For-Profit Corporation)
 NOTES TO FINANCIAL STATEMENTS
 YEARS ENDED DECEMBER 31, 2005 AND 2004

NOTE 6 – PENSION PLAN

The Foundation provides retirement benefits through an annuity contract with Teacher’s Insurance and Annuity Association/College Retirement Equity Fund (TIAA/CREF). The Foundation contributes an amount equivalent to 10% of an employee’s base salary after one year if the employee is contributing at a level of 5% or more of their base salary. In cases when a new employee has a TIAA/CREF fund at the previous employer, then the Foundation will contribute from the hiring date, if the employee contributes 5% or more. All employees can participate in the plan from their hiring date and are immediately and fully vested. The Foundation contributed \$36,066 and \$38,765 to the plan during 2005 and 2004, respectively.

NOTE 7 – OPERATING LEASE

The Foundation leases office space in San Francisco under a lease expiring in March 2006. Effective April 1, 2006, the Foundation entered into a new office lease agreement in San Francisco. The lease agreement terminates in March 2013. Future minimum annual lease payments under these operating leases are as follows:

2006	\$	63,666
2007		60,020
2008		64,522
2009		70,524
2010		72,024
Thereafter		174,059
	\$	504,815

Rent expense for 2005 and 2004 was \$85,540 and \$84,426, respectively.

NOTE 8 – FEDERAL EXCISE TAX

The Foundation is subject to excise tax on investment income and capital gains, reduced by expenses relating to the production of investment income. The excise tax rate was 2% and 1% in 2005 and 2004, respectively. Federal excise tax expense was \$160,075 and \$62,042 in 2005 and 2004, respectively.

NOTE 9 – TEMPORARILY RESTRICTED NET ASSETS

The temporarily restricted net assets are for the following purposes or periods:

	<i>2005</i>			
<i>December 31, 2004</i>	<i>Interest Income</i>	<i>Releases from Restrictions</i>	<i>December 31, 2005</i>	
Twentieth Century Gift Trust ⁽¹⁾	\$ 584	\$ 129	-	\$ 713

ROSENBERG FOUNDATION
(A California Not-For-Profit Corporation)
NOTES TO FINANCIAL STATEMENTS
YEARS ENDED DECEMBER 31, 2005 AND 2004

	2004			
	<i>December 31, 2003</i>	<i>Interest Income</i>	<i>Releases from Restrictions</i>	<i>December 31, 2004</i>
Twentieth Century Gift Trust ⁽¹⁾	\$ 553	\$ 31	\$ -	\$ 584

⁽¹⁾ This represents present interest in an irrevocable trust, invested in shares of Twentieth Century Gift Trust. The trustee of the trust shall reinvest all net income in additional shares of the trust and shall pay over the trust estate and accumulated income to the Foundation at maturity, in the year 2138.

NOTE 10 – ADDITIONAL FINANCIAL INFORMATION

The change in net assets is reconciled to cash flows from operating activities for the years ended December 31, 2005 and 2004 as follows:

	2005	2004
Change in net assets	\$ (2,060,226)	\$ 1,599,975
Adjustments to reconcile changes in net assets to net cash used in operating activities:		
Unrealized loss on investments	5,824,888	996,922
Realized gain on investments	(7,116,685)	(4,453,576)
Other noncash income and expenses	48,296	22,071
Decrease in assets:		
Receivables and other	75,943	43,811
Increase (decrease) in liabilities:		
Accounts payable and accrued expenses	84,201	(7,846)
Grants payable	1,198,228	(514,250)
	\$ (1,945,355)	\$ (2,312,893)

SUPPLEMENTARY INFORMATION

ROSENBERG FOUNDATION
(A California Not-For-Profit Corporation)
SCHEDULE OF GRANTS
YEAR ENDED DECEMBER 31, 2005

<i>Grant</i>	<i>Purpose</i>	<i>Grants Payable December 31, 2004</i>	<i>2005</i>		<i>Grants Payable December 31, 2005</i>
			<i>Grants Authorized</i>	<i>Grant Payments</i>	
Alliance for Justice 11 Dupont Circle, N.W., 2nd floor Washington, D.C. 20036	Non Profit Advocacy Project	\$ -	\$ 40,000	\$ 20,000	\$ 20,000
Asian Americans/Pacific Islanders in Philanthropy 200 Pine Street San Francisco, California 94104	National Program Strengthening Capacity of Muslim Community	-	1,000	1,000	-
		-	25,000	-	25,000
Asian Law Caucus 939 Market Street, Suite 201 San Francisco, California 94103	Garment Worker Advocacy and Reform Project	40,000	-	40,000	-
	Core Support	-	80,000	80,000	-
Asian Pacific American Legal Center of Southern California 1145 Wilshire Blvd., 2nd floor Los Angeles, California 90017	Garment Workers' Rights Project	90,000	-	90,000	-
Association of Black Foundation Executives 23 Gramercy Park South New York, New York 10003	National Program	-	1,000	1,000	-
Bay Area Blacks in Philanthropy 88 Kearney Street, Suite 1850 San Francisco, California 94104	Regional Program	-	1,000	1,000	-
California Budget Project 921 11th Street, #502 Sacramento, California 95814	Living Wage Project	100,000	-	-	100,000
California Reinvestment Coalition 424 Valencia Street, Suite 110 San Francisco, California 94103	Website Design Project	-	1,400	-	1,400

ROSENBERG FOUNDATION
(A California Not- For-Profit Corporation)
SCHEDULE OF GRANTS
YEAR ENDED DECEMBER 31, 2005

<i>Grant</i>	<i>Purpose</i>	<i>Grants Payable</i>	<i>2005</i>		<i>Grants Payable</i>
		<i>December 31, 2004</i>	<i>Grants Authorized</i>	<i>Grant Payments</i>	<i>December 31, 2005</i>
California Rural Legal Assistance Foundation 2210 K Street, #201 Sacramento, California 95816	Temporary Foreign Worker Project	37,500	150,000	37,500	150,000
California State University - Fresno Foundation 2771 East Shaw M/S Office 33 Fresno, California 93710	Fresno Living Wage Campaign	-	10,000	-	10,000
CAUSE 2021 Sperry Avenue, Suite 18 Ventura, California 93003	Economic Justice Project	-	100,000	50,000	50,000
Center for Community Change 1536 U Street, N.W. Washington, D.C. 20009	The California Partnership	-	140,000	140,000	-
Center for Labor Research and Training 2567 26th Avenue San Francisco, California 94116	Young Workers United	20,000	150,000	70,000	100,000
Center for Lobbying in Public Interest 2040 S Street, N.W. Washington, D.C. 20009	CLUPI Action Network	-	20,000	-	20,000
Center on Policy Initiatives 3727 Camino Del Rio South, #100 San Diego, California 92108	Living Wage Standards and Accountable Development Project	42,500	175,000	42,500	175,000
Centro Legal de la Raza 1001 Fruitvale Ave., 2nd Floor Oakland, California 94601	Oakland Worker Center Consortium	20,000	80,000	60,000	40,000

ROSENBERG FOUNDATION
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SCHEDULE OF GRANTS
YEAR ENDED DECEMBER 31, 2005

<i>Grant</i>	<i>Purpose</i>	<i>Grants Payable</i>	<i>2005</i>		<i>Grants Payable</i>
		<i>December 31, 2004</i>	<i>Grants Authorized</i>	<i>Grant Payments</i>	<i>December 31, 2005</i>
Chinese for Affirmative Action 17 Walter U. Lum Place San Francisco, California 94108	Language Rights Initiative	112,500	-	112,500	-
Chinese Progressive Association 1042 Grant Avenue, 5th Floor San Francisco, California 94133	Chinese Workers' Organizing Center Technical Assistance Core Support	37,500 - -	- 20,000 75,000	37,500 - -	- 20,000 75,000
Civic Ventures 139 Townsend Street, Suite 505 San Francisco, California 94107	Common Sense California	-	5,000	5,000	-
Community Development Finance 256 Alvarado Road Berkeley, California 94705	Project Narrative Development Financial Services Program	- -	3,000 150,000	3,000 -	- 150,000
Community Partners 606 South Olive Street, Suite 2400 Los Angeles, California 90014	Multi-Ethnic Immigrant Worker Organizing Network's Immigrant Leadership School Project	25,000	100,000	25,000	100,000
Council on Foundations 1828 L Street, N.W. Washington, D.C. 20036-5168	National Program	-	6,000	6,000	-
East Bay Alliance for Sustainable Economy 1714 Franklin Street, #325 Oakland, California 94612	Accountable Development Project Core Capacity	25,000 -	- 150,000	25,000 -	- 150,000
Equal Justice Society 220 Sansome Street, 14th Floor San Francisco, California 94104	Federal/California Disaster Response Litigation-Related Communications Project	- -	30,000 10,000	- 10,000	30,000 -
Equal Rights Advocates 1663 Mission Street, Suite 250 San Francisco, California 94103	Retail Discrimination Project	-	85,000	85,000	-

ROSENBERG FOUNDATION
(A California Not- For-Profit Corporation)
SCHEDULE OF GRANTS
YEAR ENDED DECEMBER 31, 2005

<i>Grant</i>	<i>Purpose</i>	<i>Grants Payable December 31, 2004</i>	<i>2005</i>		<i>Grants Payable December 31, 2005</i>
			<i>Grants Authorized</i>	<i>Grant Payments</i>	
Farmworker Justice Fund 1010 Vermont Avenue, Suite 915 Washington, D.C. 20005	Agricultural Guestworker Project	-	150,000	75,000	75,000
	Core Support	-	280,000	140,000	140,000
The Foundation Center 79 Fifth Avenue New York, New York 10003-3076	National and Bay Area Programs	-	18,000	18,000	-
Funders Group for Lesbian and Gay Issues 116 East 16th Street, 7th Floor New York, New York 10003	National Program	-	1,000	1,000	-
Grantmakers Concerned With Immigrants and Refugees 777 Tilton Road Sebastopol, California 95472	National Program	-	3,500	3,500	-
Hispanics in Philanthropy 200 Pine Street San Francisco, California 94104	National Program	-	1,000	1,000	-
Immigrant Legal Resource Center 1663 Mission Street, #602 San Francisco, California 94103	Executive Director Transition	-	60,000	60,000	-
Impact Fund 125 University Avenue Berkeley, California 94710	Discrimination Research Center	-	150,000	150,000	-
Independent Sector 1200 18th Street, N.W., #200 Washington, D.C. 20036	National Program	-	3,600	3,600	-

ROSENBERG FOUNDATION
(A California Not- For-Profit Corporation)
SCHEDULE OF GRANTS
YEAR ENDED DECEMBER 31, 2005

<i>Grant</i>	<i>Purpose</i>	<i>Grants Payable</i>	<i>2005</i>		<i>Grants Payable</i>
		<i>December 31, 2004</i>	<i>Grants Authorized</i>	<i>Grant Payments</i>	<i>December 31, 2005</i>
Instituto de Educacion Popular del Sur de California 1565 West 14th Street Los Angeles, California 90015	Day Laborer Economic Strategies Project	35,000	-	35,000	-
International Fund Photography 55 Via Farallon Orinda, California 94563	Central Valley Project	-	10,000	-	10,000
Korean Immigrant Workers Advocates of Southern California 3465 West 8th Street Los Angeles, California 90005	Market Workers Justice Campaign Core Capacity	37,500 -	- 150,000	37,500 75,000	- 75,000
Kovno Communications 2600 Tenth Street, Suite 628 Berkeley, California 94710	Soul of Justice Documentary	-	10,000	10,000	-
La Raza Centro Legal, Inc. 474 Valencia Street, #295 San Francisco, California 94103	Day Labor Program Technical Assistance Core Support	25,000 - -	- 20,000 50,000	25,000 - 50,000	- 20,000 -
Labor Project for Working Families 2521 Channing Way, #5555 Berkeley, California 94720-5555	Child Care Organizing Project	32,500	65,000	97,500	-
Lawyers Committee for Civil Rights of the San Francisco Bay Area 131 Steuart Street, Suite 400 San Francisco, California 94105	Immigrant and Refugee Rights Project	15,000	-	15,000	-
Legal Aid Society Employment Law Center 600 Harrison Street, #120 San Francisco, California 94107	Language Rights Project	190,000	-	70,000	120,000

ROSENBERG FOUNDATION
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SCHEDULE OF GRANTS
YEAR ENDED DECEMBER 31, 2005

<i>Grant</i>	<i>Purpose</i>	<i>Grants Payable December 31, 2004</i>	<i>2005</i>		<i>Grants Payable December 31, 2005</i>
			<i>Grants Authorized</i>	<i>Grant Payments</i>	
Los Angeles Alliance for a New Economy (LAANE) 464 Lucas Avenue, Suite 202 Los Angeles, California 90017	Accountable Development Project	50,000	-	50,000	-
Mexican American Legal Defense and Educational Fund (MALDEF) 634 South Spring Street, 11th floor Los Angeles, California 90014	Day Laborer Justice Project	32,500	-	32,500	-
Migration Dialogue Department of Agriculture & Economics University of California, Davis 1 Shields Avenue Davis, California 95616	Farmworker Legalization Planning	25,000	-	25,000	-
National Committee for Responsive Philanthropy 2001 S Street, N.W., #620 Washington, D.C. 20009	National Program	-	7,500	7,500	-
National Employment Law Project 55 John Street, 7th Floor New York, New York 10038	Defending the Rights of Immigrant Workers After the Hoffman Decision Litigation Guide, Immigrant Workers	25,000	-	25,000	-
		-	2,000	2,000	-
National Immigration Law Center 3435 Wilshire Boulevard, #2850 Los Angeles, California 90010	Immigrant Employment Rights Project Defending the Rights of Immigrant Workers After the Hoffman Decision	172,500	-	57,500	115,000
		25,000	-	25,000	-

ROSENBERG FOUNDATION
(A California Not- For-Profit Corporation)
SCHEDULE OF GRANTS
YEAR ENDED DECEMBER 31, 2005

<i>Grant</i>	<i>Purpose</i>	<i>Grants Payable December 31, 2004</i>	<i>2005</i>		<i>Grants Payable December 31, 2005</i>
			<i>Grants Authorized</i>	<i>Grant Payments</i>	
National Day Laborer Organizing Network 2533 West 3rd street, Suite 101 Los Angeles, California 90057	Day Laborer Justice Program	-	132,000	66,000	66,000
National Sanctuary Community Advancement 444 De Haro Street, Suite 205 San Francisco, California 94107	Core Support	-	225,000	75,000	150,000
Neighborhood Funders Group 1301 Connecticut Avenue, N.W. Suite 500 Washington, D.C. 20036	National Program	-	2,500	2,500	-
Northern California Grantmakers 625 Market Street, 15th Floor San Francisco, California 94105	Regional Program	-	3,500	3,500	-
	Summer Youth Project	-	1,000	1,000	-
	Emergency Loan Fund	-	10,000	10,000	-
Partnership for Working Families 436 14th Street Oakland, California 94612	Base Closure Community Benefits Project	-	50,000	-	50,000
Pacific News Service 275 9th Street San Francisco, California 94103	New California Media's Project	-	10,000	10,000	-
Public Interest Project 80 Broad Street, Suite 1600 New York, New York 10004	California Regional Fulfilling the Dream	-	100,000	100,000	-

ROSENBERG FOUNDATION
(A California Not- For-Profit Corporation)
SCHEDULE OF GRANTS
YEAR ENDED DECEMBER 31, 2005

<i>Grant</i>	<i>Purpose</i>	<i>Grants Payable December 31, 2004</i>	<i>2005</i>		<i>Grants Payable December 31, 2005</i>
			<i>Grants Authorized</i>	<i>Grant Payments</i>	
Regents UC Berkeley Center for Labor Research Education Institute of Industrial Relations 2521 Channing Way Berkeley, California 94720	Kirke Wilson Summer Internship	-	5,828	-	5,828
Regents UC Berkeley Earl Warren Institute on Race, Ethnicity and Diversity School of Law Boalt Hall, Room 215 Berkeley, California 94720	Strategy for Establishing Education as a Fundamental Right	-	300,000	-	300,000
Regents UCLA School of Public Affairs Department of Urban Planning 3250 Public Policy Los Angeles, California 94720	Study Los Angeles Garment Industry	-	30,000	30,000	-
Rockefeller Family Fund 437 Madison Avenue, 37th Floor New York, New York 10022	National Program	-	1,000	1,000	-
Rosenberg Foundation 47 Kearny Street, #804 San Francisco, California 94108-5528	Nonprofit Advocacy Project	6,162	-	-	6,162
San Francisco Human Services Network, a Project of Mt. Zion Health Fund 3310 Geary Boulevard San Francisco, California 94118	Health and Human Service Agency Coalition	5,000	-	5,000	-

ROSENBERG FOUNDATION
(A California Not- For-Profit Corporation)
SCHEDULE OF GRANTS
YEAR ENDED DECEMBER 31, 2005

<i>Grant</i>	<i>Purpose</i>	<i>Grants Payable</i>	<i>2005</i>		<i>Grants Payable</i>
		<i>December 31, 2004</i>	<i>Grants Authorized</i>	<i>Grant Payments</i>	<i>December 31, 2005</i>
Sweatshop Watch 310 Eighth Street, Suite 303 Oakland, California 94607	Garment Worker Center	-	100,000	50,000	50,000
The Urban Institute 2100 M Street, N.W. Washington, D.C. 20037	Undocumented Immigrants in the U.S., California and Los Angeles Reseach Project	17,500	-	-	17,500
Urban Strategies Council 672 13th Street, Suite 200 Oakland, California 94612	Oak to Ninth Community Coalition Core Support	25,000 -	- 100,000	25,000 50,000	- 50,000
Women and Philanthropy 1629 K Street, Suite 402 Washington, D.C. 20006	National Program	-	1,000	1,000	-
TOTAL		\$ 1,268,662	\$ 3,661,828	\$ 2,463,600	\$ 2,466,890

ROSENBERG FOUNDATION
(A California Not-For-Profit Corporation)
SCHEDULE OF INVESTMENTS
YEAR ENDED DECEMBER 31, 2005

<i>Shares or Par Value</i>	<i>Description</i>	<i>Market Value</i>	<i>Cost</i>
Common stocks:			
3,000	Aaron Rents Inc.	\$ 63,240	\$ 63,378
3,000	Actel Corp.	38,190	39,484
9,000	Aeroflex Inc.	96,750	98,419
700	Affiliated Managers Group Inc.	56,175	56,938
1,000	Alcan Inc.	40,950	41,250
29,300	Alcoa Inc.	866,401	946,144
1,500	Alpha Natural Resources Inc.	28,815	31,098
2,800	American Eagle Outfitters	64,344	58,860
4,100	Anixter International Inc.	160,392	162,172
300	Aracruz Celulose spon ADR	12,003	12,011
7,000	Ariba Inc.	51,450	57,982
5,000	Arris Group Inc.	47,350	52,460
1,900	Arrow Electronics Inc.	60,857	62,859
900	Atwood Oceanics Inc.	70,227	75,546
23,400	Automatic Data Processing Inc.	1,074,060	158,564
700	AXA - spon ADR	22,631	22,312
900	BAE Sys plc spon ADR	23,594	21,465
20,000	Bank America Corp.	923,000	918,530
30,000	Bank of New York Company Inc.	955,500	1,018,341
600	BASF Ag - spon ADR	45,888	45,005
1,000	Beckman Coulter Inc.	56,900	56,681
10,000	Bell Microproducts Inc.	76,500	81,462
3,100	BHP Billiton Ltd sponsored ADR	103,602	102,424
1,500	Bio-Rad Laboratories Inc. Cl A	98,160	91,935
1,000	BorgWarner Inc.	60,630	60,150
500	British American Tobacco plc ADR	22,520	22,740
400	Brookfield Asset Management Inc.	20,132	19,542
1,100	Cadbury Schweppes plc spnsrd ADR	42,119	42,600
5,000	Cambrex Corp.	93,850	95,843
500	Canadian National Railway Co	39,995	39,690
400	Canadian Natural Resources Ltd.	19,848	21,125
500	Canadian Pacific Railway Ltd.	20,975	21,300
2,250	Carrizo Oil & Gas Inc.	55,575	61,621
18,800	Caterpillar, Inc.	1,086,076	746,750
2,000	Central Garden & Pet Company	91,880	90,010
17,300	ChevronTexaco Corporation	982,121	189,065
2,000	Chicago Bridge & Iron NY shr	50,420	53,298
1,400	Cintas Corp.	57,582	59,710
20,333	Citigroup Inc.	986,760	893,581
1,800	Commerce Bancorp Inc. NJ	61,938	60,570

ROSENBERG FOUNDATION
(A California Not-For-Profit Corporation)
SCHEDULE OF INVESTMENTS
YEAR ENDED DECEMBER 31, 2005

<i>Shares or Par Value</i>	<i>Description</i>	<i>Market Value</i>	<i>Cost</i>
1,700	Companhia Vale Do Rio Doce - ADR	69,938	71,506
1,000	Consol Energy Inc.	65,180	62,899
2,400	Constellation Brands Inc.-A	62,952	59,951
1,500	Cooper Cameron Corp.	62,100	62,842
700	Cooper Industries Ltd CI-A	51,100	50,463
100	Core Laboratories N V	3,736	3,980
8,000	CTS Corp.	88,480	96,886
30,000	CVS Corporation	792,600	786,513
27,400	Dell Computer Corporation	820,630	777,777
15,000	Devon Energy Dorporation	938,100	408,307
1,100	Dril-Quip Inc.	51,920	57,205
50,000	E M C Corporation	681,000	108,357
5,500	Embarcadero Technologies Inc.	40,040	44,700
500	Ensign Energy Services Inc.	20,083	20,520
1,700	Equitable Resources Inc.	62,373	63,387
9,000	Espeed, Inc.	69,390	72,083
20,000	Estee Lauder Companies	669,600	633,200
1,600	Factset Research System Inc.	65,856	62,460
1,300	Fair Isaac & Co Inc.	57,421	61,269
1,400	Falconbridge Ltd	41,482	42,726
5,000	Ferro Corporation	93,800	95,921
4,500	Fred's Inc.	73,215	75,409
22,000	Gemstar-TV Guide Intl Inc.	57,420	64,800
37,200	General Electric Company	1,303,860	122,843
4,000	Gentiva Health Services Inc.	58,960	66,463
1,500	Georgia Gulf Corp.	45,630	43,812
2,250	Gevity Hr. Inc.	57,870	64,337
2,100	Global Santafe Corp.	101,115	105,084
13,700	Grainger W W Inc.	974,070	963,701
9,000	Grey Wolf Inc.	69,570	73,980
1,000	Groupe Danone - sponsored ADR	21,040	21,430
3,500	Gulfmark Offshore Inc.	103,670	115,986
1,750	Headwaters Inc.	62,020	61,600
27,000	Home Depot Inc.	1,092,960	699,700
2,100	Hornbeck Offshore Services Inc.	68,670	73,788
1,900	Hydril Company	118,940	132,489
1,300	Ingersoll-Rand Co-CI A	52,481	52,494
40,000	Intel Corporation	998,400	32,500
3,000	Internet Security Systems Inc.	62,850	64,172
100	Ipsco Inc.	8,298	7,924
4,300	IXIA	63,640	60,901

ROSENBERG FOUNDATION
(A California Not-For-Profit Corporation)
SCHEDULE OF INVESTMENTS
YEAR ENDED DECEMBER 31, 2005

<i>Shares or Par Value</i>	<i>Description</i>	<i>Market Value</i>	<i>Cost</i>
181	IXYS Corporation	2,116	2,358
1,600	Jabil Circuit Inc.	59,344	62,128
17,300	Johnson & Johnson Company	1,039,730	58,935
1,750	Jos A Bank Clothiers Inc.	75,968	73,877
1,500	Kinetic Concepts Inc.	59,640	58,678
2,000	Labarge Inc.	28,740	19,539
2,500	Labor Ready Inc.	52,050	58,490
2,200	Lone Star Technologies Inc.	113,652	118,586
8,000	Magma Design Automation Inc.	67,280	68,426
400	Manulife Financial Corp.	23,520	23,560
2,000	Martek Biosciences Corp.	49,200	56,555
2,900	Maverick Tube Corp.	115,594	118,175
2,000	McCormick & Co Inc.	61,840	60,500
3,500	McGrath Rent Corp.	97,300	97,827
3,000	Measurement Specialties Inc.	73,050	72,910
2,500	Merge Technologies Inc.	62,600	63,508
1,000	Meritage Homes Corp.	62,920	68,990
15,500	Merrill Lynch & Co.	1,049,815	829,023
37,400	Microsoft Corporation	978,010	101,681
700	Mohawk Industries Inc.	60,886	60,816
1,300	Nabors Industries Ltd.	98,475	103,844
4,000	Navigant Consulting Inc.	87,920	93,221
5,000	NCO Group Inc.	84,600	84,616
700	Nestle S A - spnsrd ADR for reg	52,184	53,725
1,400	Noble Corp.	98,756	105,822
1,500	Noble Energy Inc.	60,450	62,934
1,000	Nordson Corporation	40,510	38,785
27,800	Nordstrom Inc.	1,039,720	759,171
800	Novartis AG spnsrd ADR	41,984	42,600
2,800	NS Group Inc.	117,068	121,332
5,750	Oakley Inc.	84,468	90,813
1,300	Oceaneering Intl Inc.	64,714	70,923
3,700	Offshore Logistics Inc.	108,040	118,792
1,000	Omnicare Inc.	57,220	61,500
3,900	Oregon Steel Mills Inc.	114,738	118,744
3,500	OSI Systems Inc.	64,365	66,865
6,000	Pain Therapeutics Inc.	40,560	44,944
3,000	Park Electrochemical Corp.	77,940	73,812
7,300	Parker Drilling Co.	79,059	74,387
14,000	Parker-Hannifin Corporation	923,440	928,213
300	Partner re Ltd.	19,701	19,737

ROSENBERG FOUNDATION
(A California Not-For-Profit Corporation)
SCHEDULE OF INVESTMENTS
YEAR ENDED DECEMBER 31, 2005

<i>Shares or Par Value</i>	<i>Description</i>	<i>Market Value</i>	<i>Cost</i>
19,700	Pepsico Inc.	1,163,876	822,126
4,000	Per-Se Technologies Inc.	93,440	97,759
3,900	Pioneer Drilling Co.	69,927	73,455
21,600	Pitney Bowes Incorporated	912,600	723,639
15,000	Polyone Corporation	96,450	94,851
500	Potash Corp Saskatchewan Inc.	40,110	40,060
3,400	Precision Drilling Trust	112,200	113,070
2,000	Pride International Inc.	61,500	62,960
1,250	Psychiatric Solutions Inc.	73,425	70,789
800	Questar Corporation	60,560	62,744
5,500	Quicksilver Inc.	76,120	71,115
2,500	Redwood Trust Inc.	103,150	108,190
1,750	Regal Beloit Corp.	61,950	62,515
600	Rio Tinto plc - spon ADR	109,674	105,444
300	RWE Aktiengesellschaft AG spon ADR	22,074	21,510
1,000	Schlumberger Ltd.	97,150	102,377
2,300	Scientific Games Corp Cl A	62,744	64,442
3,000	Serologicals Corp.	59,220	57,150
2,100	Sonic Corp.	61,950	61,590
3,000	Sonic Solutions	45,300	44,940
300	Suncor Energy Inc.	18,939	19,716
7,200	Superior Energy Services Inc.	151,560	163,732
3,250	Symmetry Medical Inc.	63,018	61,575
400	Talisman Energy Inc.	21,152	21,600
20,000	Target Corporation	1,099,400	889,150
100	Teck Cominco Limited - Cl B	5,312	4,965
900	Teleflex Inc.	58,482	60,516
550	Tenaris S A - ADR	62,975	67,244
2,250	Tetra Technologies Inc	68,670	71,070
27,000	Teva PHarmaceutical Inds ADR	1,161,270	918,526
1,000	Thomas & Betts Corp.	41,960	41,690
10,000	Tibco Software Inc.	74,700	75,700
8,000	Total Fina Elf S. A. ADR	1,011,200	320,992
1,500	Transocean Inc.	104,535	105,030
100	Trican Well Service Ltd.	4,794	4,443
15,000	Triquint Semiconductor Inc.	66,750	72,975
3,500	Tuesday Morning Corp.	73,220	91,115
5,000	Tyler Technologies Inc.	43,900	45,926
400	UBS AG-Registered	38,060	39,017
3,250	UCBH Holdings Inc.	58,110	61,065
14,000	United Health Group, Inc.	869,960	794,920

ROSENBERG FOUNDATION
(A California Not-For-Profit Corporation)
SCHEDULE OF INVESTMENTS
YEAR ENDED DECEMBER 31, 2005

<i>Shares or Par Value</i>	<i>Description</i>	<i>Market Value</i>	<i>Cost</i>
1,200	Varian Medical Systems Inc.	60,408	60,734
2,000	Veritas Dgc Inc.	70,980	74,691
2,250	Viasat Inc.	60,143	60,365
900	Vulcan Materials Co.	60,975	61,597
20,300	Wachovia Corp	1,073,058	954,849
1,500	Washington Group Intl Inc.	79,455	78,447
27,200	Weatherford International Ltd	984,640	1,004,782
1,200	Western Gas Resources Inc.	56,508	60,300
1,400	Williams Sonoma Inc.	60,410	61,528
23,000	Wyeth	1,059,610	81,641
9,000	X-Rite Inc.	90,000	96,772
20,000	XTO Energy Ltd.	878,800	896,078
300	Yara International ASA-ADR	4,353	4,830
		<u>\$ 39,441,751</u>	<u>\$ 28,796,929</u>

ROSENBERG FOUNDATION
(A California Not-For-Profit Corporation)
SCHEDULE OF INVESTMENTS
YEAR ENDED DECEMBER 31, 2005

<i>Shares or Par Value</i>	<i>Description</i>	<i>Market Value</i>	<i>Cost</i>
Bonds:			
1,000,000	Household Finance Corporation 6.5%, due 1/24/06	\$ 1,000,995	\$ 1,000,159
1,000,000	Federal Home Loan Bank 5.125%, due 3/6/06	1,000,625	1,000,622
1,000,000	SBC Communications Inc. 5.75%, due 5/2/06	1,002,529	998,884
1,000,000	General Motors Acceptance Corp 6.125%, due 1/22/08	915,729	1,011,171
1,000,000	Federal National Mortgage Assn 3.375%, due 12/15/08	963,750	1,001,435
1,500,000	International Lease Fin Corp 4.75%, due 7/1/09	1,474,524	1,503,696
1,000,000	Marshall & Ilsley 4.375%, due 8/1/09	982,064	999,699
1,000,000	Federal Home Loan Mortgage Corp 4.375%, due 1/25/10	983,949	1,000,486
1,000,000	Federal National Mortgage Assn 4.5%, due 6/1/10	982,500	1,002,700
1,000,000	Federal Home Loan Mortgage Corp 4.05%, due 7/31/10	968,709	996,760
750,000	Federal Home Loan Bank 4.125%, due 8/13/10	728,203	750,734
1,500,000	Federal Home Loan Mortgage Corp. 4.75%, due 12/8/10	1,497,656	1,505,015
1,000,000	CIT Group, Inc. 4.75%, due 12/15/10	983,346	979,240
1,000,000	Federal National Mortgage Assn 4.75%, due 2/21/13	987,813	991,744
		<u>\$ 14,472,392</u>	<u>\$ 14,742,345</u>
Mutual funds:			
302,569	TIFF International Equity Fund	\$ 4,465,925	\$ 3,326,395
38	American Century Giftrust Investments	713	584
		<u>\$ 4,466,638</u>	<u>\$ 3,326,979</u>
Partnerships:			
	Asset Management Associates 1984 ⁽¹⁾	\$ 97,779	\$ 46,411
	Asset Management Associates 1989 ⁽²⁾	74,591	85,737
	New Enterprise Associates III ⁽³⁾	6,789	66,875
	New Enterprise Associates VI ⁽³⁾	47,835	119,886
		<u>\$ 226,994</u>	<u>\$ 318,909</u>

⁽¹⁾ The Partnership will continue in existence up to December 31, 2006, unless terminated prior thereto under circumstances provided for in the partnership agreement.

⁽²⁾ The Partnership will continue in existence up to December 31, 2007 unless terminated prior thereto under circumstances provided for in the partnership agreement.

⁽³⁾ The Partnership was dissolved after the close of business on December 31, 2005 pursuant to the terms of the partnership agreement and is currently undergoing dissolution. A final liquidity distribution will be made to the partners, including the Foundation, in a future date.