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Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

2009

Department of the Treasury
Internal Revenue Service

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

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

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

Use the IRS label Otherwise, print or type. See Specific Instructions	Name of foundation RATH FOUNDATION, INC. Number and street (or P O box number if mail is not delivered to street address) P.O. BOX 1990	Room/suite	A Employer identification number 39-1657654
			B Telephone number (608) 754-9090
			C If exemption application is pending check here ► <input type="checkbox"/> D 1 Foreign organizations, check here ► <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>
			E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>
			F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>
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			
I Fair market value of all assets at end of year (from Part II, col. (c), line 16)	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		
► \$ 29,056,171.	(Part I, column (a) must be on cash basis)		

Part I	Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	(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			N/A	
	2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	37,310.	37,310.		STATEMENT 1
	4 Dividends and interest from securities	754,668.	754,668.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-1,075,106.			
	Gross sales price for all assets on line 6a	4,356,755.			
	7 Capital gain net income (from Part IV, line 2)		0.	007	MAY 21 2010
	8 Net short-term capital gain				IRS-OSC
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income	3,100.	17,112.		STATEMENT 3	
12 Total Add lines 1 through 11	-280,028.	809,090.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	45,000.	33,750.		11,250.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	STMT 4	16,091.	12,068.	4,023.
	c Other professional fees	STMT 5	140,000.	130,000.	10,000.
	17 Interest				
	18 Taxes	STMT 6	10,581.	9,792.	861.
	19 Depreciation and depletion		30.	23.	
	20 Occupancy		24,704.	18,528.	6,176.
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	STMT 7	830.	623.	207.
	24 Total operating and administrative expenses Add lines 13 through 23		237,236.	204,784.	32,517.
25 Contributions, gifts, grants paid		3,395,029.		4,457,636.	
26 Total expenses and disbursements Add lines 24 and 25		3,632,265.	204,784.	4,490,153.	
27 Subtract line 26 from line 12:		-3,912,293.			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)		604,306.			
c Adjusted net income (if negative, enter -0-)			N/A		

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair-Market Value
Assets	1	Cash - non-interest-bearing	700,423.	12,800.	12,800.
	2	Savings and temporary cash investments	862,846.	321,528.	321,528.
	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			
	7	Other notes and loans receivable ►			
		Less: allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	8,900.	8,900.	8,900.
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock			
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ►			
		Less accumulated depreciation ►			
	12	Investments - mortgage loans			
	13	Investments - other	STMT 9	24,509,574.	28,620,240.
	14	Land, buildings, and equipment: basis ►	140,987.		
		Less accumulated depreciation ►	88,460.	52,557.	52,527.
	15	Other assets (describe ►)	STATEMENT 10)	64,945.	40,176.
	16	Total assets (to be completed by all filers)		26,199,245.	29,056,171.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable		3,804,403.	2,741,796.
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
Net Assets or Fund Balances	22	Other liabilities (describe ►)			
	23	Total liabilities (add lines 17 through 22)		3,804,403.	2,741,796.
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		22,394,842.	26,314,375.
	25	Temporarily restricted			
	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		22,394,842.	26,314,375.
	31	Total liabilities and net assets/fund balances		26,199,245.	29,056,171.

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	22,394,842.
2	Enter amount from Part I, line 27a	2	-3,912,293.
3	Other increases not included in line 2 (itemize) ►	3	7,831,826.
4	Add lines 1, 2, and 3	4	26,314,375.
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	26,314,375.

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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 RBC - SEE ATTACHED				
b OTHER - SEE ATTACHED		P		
c CAPITAL GAINS FROM PASS-THROUGH				
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 4,329,693.		5,434,482.	-1,104,789.	
b 27,062.			27,062.	
c			2,621.	
d				
e				
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a			-1,104,789.	
b			27,062.	
c			2,621.	
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	-1,075,106.
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). If (loss), enter -0- in Part I, line 8			3	N/A

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 instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	4,025,407.	35,523,873.	.113316
2007	4,263,459.	46,856,312.	.090990
2006	4,120,131.	47,090,773.	.087493
2005	4,904,469.	47,387,634.	.103497
2004	3,633,889.	48,100,147.	.075548

2 Total of line 1, column (d)	2	.470844
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	.094169
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	27,170,179.
5 Multiply line 4 by line 3	5	2,558,589.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6,043.
7 Add lines 5 and 6	7	2,564,632.
8 Enter qualifying distributions from Part XII, line 4	8	4,490,153.

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.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1.	(attach copy of letter if necessary-see instructions)	1	6,043.
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-)			
3	Add lines 1 and 2			
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6	Credits/Payments:			
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	7,198.	
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	7,198.	
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	1,155.	
11	Enter the amount of line 10 to be Credited to 2010 estimated tax ►	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?	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>	X	
1c	Did the foundation file Form 1120-POL for this year?	X	
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation. ► \$ <u>0.</u> (2) On foundation managers ► \$ <u>0.</u>		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ <u>0.</u>		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	X	
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	X	
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b	If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	X	
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► <u>WI</u>		
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	X	
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	X	

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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	X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X
14	The books are in care of ► <u>JAMES DODSON</u> Telephone no. ► <u>608-754-9090</u> Located at ► <u>P.O. BOX 1990, JANEVILLE, WI</u> ZIP+4 ► <u>53547</u>		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► <u>15</u> N/A		► <u>15</u> N/A

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"/> X 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"/> X No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X 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"/> X 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"/> X 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	N/A	► <u> </u>
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)): a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? If "Yes," list the years ► <u> </u> , <u> </u> , <u> </u> , <u> </u> , <u> </u>	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
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)	N/A	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. ► <u> </u> , <u> </u> , <u> </u> , <u> </u> , <u> </u>		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
b	If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009)	N/A	3b
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b	X

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Part VII-B | Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

 Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

 Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

 Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

 Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

 Yes No

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

N/A

►

5b

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

 Yes No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

 Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870

6b

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

 Yes No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

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.

(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
JAMES D. DODSON 3140 BOX CANYON RD SANTA YNEZ, CA 93460	PRESIDENT 1.00	20,000.	0.	0.
JAMES R. SANGER P.O. BOX 1990 JANESVILLE, WI 53547	VICE PRES. 15.00	45,000.	0.	0.
KATE M. FLEMING 100 E. WISCONSIN AVE MILWAUKEE, WI 53202	SECRETARY 1.00	20,000.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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
NONE				

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

►

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
JAMES D. DODSON 3140 BOX CANYON RD, SANTA YNEZ, CA 93460	CONSULTING	100,000.

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	N/A	
2		
3		
4		

Part IX-B **Summary of Program-Related Investments**

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

Amount

1	N/A	
2		
3		
Total. Add lines 1 through 3	►	0.

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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	26,086,683.
b	Average of monthly cash balances	1b	948,796.
c	Fair market value of all other assets	1c	548,459.
d	Total (add lines 1a, b, and c)	1d	27,583,938.
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	27,583,938.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	413,759.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	27,170,179.
6	Minimum investment return. Enter 5% of line 5	6	1,358,509.

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	1,358,509.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	6,043.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	6,043.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,352,466.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,352,466.
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	1,352,466.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes	1a	4,490,153.
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1b	0.
b	Program-related investments - total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	
3	Amounts set aside for specific charitable projects that satisfy the:	3b	
a	Suitability test (prior IRS approval required)	4	4,490,153.
b	Cash distribution test (attach the required schedule)	5	6,043.
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	6	4,484,110.
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		
6	Adjusted qualifying distributions Subtract line 5 from line 4		

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				1,352,466.
2 Undistributed income, if any, as of the end of 2009			0.	
a Enter amount for 2008 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004	1,386,092.			
b From 2005	2,562,363.			
c From 2006	1,833,985.			
d From 2007	1,972,231.			
e From 2008	2,264,139.			
f Total of lines 3a through e	10,018,810.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ 4,490,153.			0.	
a Applied to 2008, but not more than line 2a				
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 2009 distributable amount				1,352,466.
e Remaining amount distributed out of corpus	3,137,687.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	13,156,497.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0.		
b Prior years' undistributed income. Subtract line 4b from line 2b				
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 2008. Subtract line 4a from line 2a. Taxable amount - see instr.				0.
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	1,386,092.			
9 Excess distributions carryover to 2010 Subtract lines 7 and 8 from line 6a	11,770,405.			
10 Analysis of line 9:				
a Excess from 2005	2,562,363.			
b Excess from 2006	1,833,985.			
c Excess from 2007	1,972,231.			
d Excess from 2008	2,264,139.			
e Excess from 2009	3,137,687.			

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)				
a Paid during the year				
SEE STATEMENT 11				
Total			► 3a	4,457,636.
b Approved for future payment				
NONE				
Total			► 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514	(e) Related or exempt function income
	(a) Business code	(b) Amount		
1 Program service revenue:				
a				
b				
c				
d				
e				
f				
g Fees and contracts from government agencies				
2 Membership dues and assessments				
3 Interest on savings and temporary cash investments			14	37,310.
4 Dividends and interest from securities			14	754,668.
5 Net rental income or (loss) from real estate:				
a Debt-financed property				
b Not debt-financed property				
6 Net rental income or (loss) from personal property				
7 Other investment income				3,100.
8 Gain or (loss) from sales of assets other than inventory			18	-1,075,106.
9 Net income or (loss) from special events				
10 Gross profit or (loss) from sales of inventory				
11 Other revenue:				
a				
b				
c				
d				
e				
12 Subtotal Add columns (b), (d), and (e)		0.	-283,128.	3,100.
13 Total Add line 12, columns (b), (d), and (e)			13	-280,028.

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
3, 4	INVESTMENT INCOME EARNED IS USED BY THE FOUNDATION TO MAKE
7, 8	ADDITIONAL CONTRIBUTIONS.

The Rath Foundation, Inc.
 Gain (Loss) Summary - Tax
 Tax Year 2009
 FEIN: 39-1657654

Description	Date Acqd	Date Sold	Sales Price	Cost	Gain (Loss)
<u>Dain Rauscher Account</u>					
21,895 sh Imperial Credit Ind Inc	12/9/1998	11/25/2009	0.22	0 30	(0.08)
50,000 sh Imperial Credit Ind. Inc.	7/7/1999	11/25/2009	0.70	0 50	0 20
2,000 sh S&P's Depository Receipts	3/13/2007	8/12/2009	201,313.90	277,206.00	(75,892.10)
6,000 sh S&P's Depository Receipts	7/30/2007	8/12/2009	603,941.70	885,954.00	(282,012.30)
5,000 sh S&P's Depository Receipts	11/7/2007	8/12/2009	503,284.75	750,223.50	(246,938.75)
4,000 sh S&P's Depository Receipts	1/24/2008	12/10/2009	442,266.44	537,335.20	(95,068.76)
7,000 sh S&P's Depository Receipts	1/29/2008	12/10/2009	773,966.27	953,756.00	(179,789.73)
10,000 sh S&P's Depository Receipts	8/11/2008	10/12/2009	1,078,669.26	1,312,506.00	(233,836.74)
700,000 sh BF Saul Real Estate Invt Tr	10/30/2008	3/2/2009	726,250.00	717,500.00	8,750.00
			4,329,693.24	5,434,481.50	(1,104,788.26)
<u>Other</u>					
Tyco settlement	Various	3/31/2009	2,655.71	0.00	2,655.71
Tenet Healthcare settlement	Various	8/7/2009	6,270.56	0.00	6,270.56
Invesco Litigation settlement	Various	12/24/2009	18,135.47	0.00	18,135.47
			27,061.74	0.00	27,061.74
<u>Capital Gains from Pass-Throughs</u>					
4-G Investment Group K-1 (LT)					2,708.00
4-G Invesment Group K-1 (1231 Gain)					(87.00)
					2,621.00
TOTAL					(1,075,105.52)

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
INTEREST INCOME	37,310.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	37,310.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND INCOME	754,668.	0.	754,668.
TOTAL TO FM 990-PF, PART I, LN 4	754,668.	0.	754,668.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME FROM PARTNERSHIPS	3,100.	17,112.	
TOTAL TO FORM 990-PF, PART I, LINE 11	3,100.	17,112.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	16,091.	12,068.		4,023.
TO FORM 990-PF, PG 1, LN 16B	16,091.	12,068.		4,023.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT 5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BOARD OF DIRECTOR FEES	40,000.	30,000.		10,000.
CONSULTING FEES	100,000.	100,000.		0.
TO FORM 990-PF, PG 1, LN 16C	140,000.	130,000.		10,000.

FORM 990-PF	TAXES	STATEMENT 6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	3,443.	2,582.		861.
FEDERAL EXCISE TAX	7,138.	7,210.		0.
TO FORM 990-PF, PG 1, LN 18	10,581.	9,792.		861.

FORM 990-PF	OTHER EXPENSES	STATEMENT 7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISCELLANEOUS	90.	68.		22.
FREIGHT/POSTAGE	740.	555.		185.
TO FORM 990-PF, PG 1, LN 23	830.	623.		207.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT 8
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DESCRIPTION	AMOUNT
INCREASE OF INVESTMENTS TO MARKET VALUE	7,831,826.
TOTAL TO FORM 990-PF, PART III, LINE 3	7,831,826.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ANTIQUES	COST	91,300.	91,300.
INVESTMENT IN 4-G INVESTMENT GROUP PARTNERSHIP	COST	251,132.	251,132.
DAIN RAUSCHER FUNDS	FMV	28,164,867.	28,164,867.
WILC PARTNERSHIP	COST	112,941.	112,941.
TOTAL TO FORM 990-PF, PART II, LINE 13		28,620,240.	28,620,240.

FORM 990-PF

OTHER ASSETS

STATEMENT 10

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACCRUED INTEREST RECEIVABLE	17,500.	0.	0.
PREPAID INCOME TAXES	11,330.	4,061.	4,061.
INCOME TAX RECEIVABLE	36,115.	36,115.	36,115.
TO FORM 990-PF, PART II, LINE 15	64,945.	40,176.	40,176.

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 11

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
BELOIT COLLEGE 700 COLLEGE ST BELOIT, WI 53511	N/A GENERAL PURPOSE	PUBLIC CHARITY	100,000.
COMMUNITY FOUNDATION OF NORTH CENTRAL WISCONSIN 500 FIRST ST STE 2600 WAUSAU, WI 54403	N/A GENERAL PURPOSE	PUBLIC CHARITY	5,000.
COMMUNITY FOUNDATION OF SOUTHERN WISCONSIN INC. 26 SOUTH JACKSON ST JANESVILLE, WI 53548	N/A RATH FAMILY MERIT SCHOLARSHIP FUND	PUBLIC CHARITY	164,100.
LEUKEMIA AND LYMPHOMA SOCIETY 200 SOUTH EXECUTIVE DR #203 BROOKFIELD, WI 53005	N/A GENERAL PURPOSE	PUBLIC CHARITY	2,500.
MEDICAL COLLEGE OF WISCONSIN 8701 WATERTOWN PLANK ROAD MILWAUKEE, WI 53226	N/A GENERAL PURPOSE	PUBLIC CHARITY	304,106.
NATIVITY JESUIT MIDDLE SCHOOL 1515 SOUTH 29TH ST MILWAUKEE, WI 53215	N/A GENERAL PURPOSE	PUBLIC CHARITY	5,000.
SOUTHWEST YMCA 11311 W HOWARD AVE GREENFIELD, WI 53228	N/A GENERAL PURPOSE	PUBLIC CHARITY	5,000.
ST. FRANCIS CHILDREN'S CENTER 6700 NORTH PORT WASHINGTON RD GLENDALE, WI 53217	N/A GENERAL PURPOSE	PUBLIC CHARITY	20,000.

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UNITED WAY 205 N MAIN ST STE 101 JANESVILLE, WI 53546	N/A GENERAL PURPOSE	PUBLIC CHARITY	5,000.
UNIVERSITY OF OKLAHOMA FOUNDATION 100 TIMBERDELL RD NORMAN, OK 73019	N/A GENERAL PURPOSE	PUBLIC CHARITY	568,198.
UNIVERSITY OF WISCONSIN FOUNDATION 1848 UNIVERSITY AVE MADISON, WI 53708	N/A GENERAL PURPOSE	PUBLIC CHARITY	1578019.
USC MARSHALL SCHOOL OF BUSINESS USC CITIGROUP CENTER LOS ANGELES, CA 90089	N/A GENERAL PURPOSE	PUBLIC CHARITY	121,585.
WI FOUNDATION FOR INDEPENDENT COLLEGES 4425 NORTH PORT WASHINGTON RD GLENDALE, WI 53212	N/A GENERAL PURPOSE	PUBLIC CHARITY	558,352.
WOMEN'S LIFE LINE, INC 105 S 5TH ST NORFOLK, NE 68701	N/A GENERAL PURPOSE	PUBLIC CHARITY	30,000.
WOMEN'S FUND OF GREATER MILWAUKEE 316 N MILWAUKEE ST STE 215 MILWAUKEE, WI 53202	N/A GENERAL PURPOSE	PUBLIC CHARITY	5,000.
SYV COTTAGE HOSPITAL FOUNDATION 2050 VIBORG RD SOLVANG, CA 93463	N/A GENERAL PURPOSE	PUBLIC CHARITY	50,000.
UNIVERSITY OF WISCONSIN CARBONE CANCER CENTER 600 HIGHLAND AVE MADISON, WI 53792	N/A GENERAL PURPOSE	PUBLIC CHARITY	7,500.
WISCONSIN FACETS 2714 N DR MARTIN LUTHER KING DR MILWAUKEE, WI 53212	N/A GENERAL PURPOSE	PUBLIC CHARITY	5,000.

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SPECIAL OLYMPICS WISCONSIN 5900 MONONA DR STE 301 MADISON, WI 53716	N/A GENERAL PURPOSE	PUBLIC CHARITY	5,000.
POTOWATAMI AREA BOY SCOUTS 804 BLUEMOUND RD WAUKESHA, WI 53188	N/A GENERAL PURPOSE	PUBLIC CHARITY	5,000.
UNIVERSITY OF CHICAGO FOUNDATION 5801 SOUTH ELLIS AVE CHICAGO, IL 60637	N/A GENERAL PURPOSE	PUBLIC CHARITY	913,276.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			4,457,636.