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

2011

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

For calendar year 2011 or tax year beginning

, and ending

Name of foundation <b>RATH FOUNDATION, INC.</b>		A Employer identification number <b>39-1657654</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>P.O. BOX 80</b>		B Telephone number <b>(608) 754-9090</b>
City or town, state, and ZIP code <b>JANESVILLE, WI 53547</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <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) <b>\$ 23,894,303.</b>	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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	141,577.	141,577.		STATEMENT 1
4 Dividends and interest from securities	598,139.	598,139.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-640,674.			
b Gross sales price for all assets on line 6a	3,491,702.			
7 Capital gain net income (from Part IV line 2)		0.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less: Cost of goods sold				
c Gross profit or (loss)				
11 Other income	6,266.	4,606.		STATEMENT 3
12 Total Add lines 1 through 11	105,308.	744,322.		
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	33,603.	25,202.		8,401.
c Other professional fees STMT 5	155,000.	141,250.		13,750.
17 Interest				
18 Taxes STMT 6	6,997.	5,247.		1,750.
19 Depreciation and depletion	30.	23.		
20 Occupancy	24,533.	18,400.		6,133.
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 7	725.	544.		181.
24 Total operating and administrative expenses Add lines 13 through 23	265,888.	224,416.		41,465.
25 Contributions, gifts, grants paid	5,286,345.			3,993,267.
26 Total expenses and disbursements Add lines 24 and 25	5,552,233.	224,416.		4,034,732.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-5,446,925.			
b Net investment income (if negative, enter -0-)		519,906.		
c Adjusted net income (if negative, enter -0-)			N/A	

**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
<b>Assets</b>	1 Cash - non-interest-bearing	6,234.	131,796.	131,796.
	2 Savings and temporary cash investments	1,058,714.	191,039.	191,039.
	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			
<b>Liabilities</b>	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	27,325,671.	23,491,693.	23,491,693.
	14 Land, buildings, and equipment: basis ▶ 140,987.			
	Less accumulated depreciation ▶ 88,521.	52,496.	52,466.	52,466.
	15 Other assets (describe ▶ STATEMENT 10)	13,553.	18,409.	18,409.
	16 Total assets (to be completed by all filers)	28,465,568.	23,894,303.	23,894,303.
	17 Accounts payable and accrued expenses			
	18 Grants payable	2,641,704.	3,934,782.	
<b>Net Assets or Fund Balances</b>	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ )			
	23 Total liabilities (add lines 17 through 22)	2,641,704.	3,934,782.	
<b>Foundations that follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/>	24 Unrestricted	25,823,864.	19,959,521.	
	25 Temporarily restricted			
	26 Permanently restricted			
	<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances	25,823,864.	19,959,521.	
31 Total liabilities and net assets/fund balances	28,465,568.	23,894,303.		

**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	25,823,864.
2 Enter amount from Part I, line 27a	2	-5,446,925.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	20,376,939.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	417,418.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	19,959,521.

**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 CAPITAL GAINS FROM PASS-THROUGH			
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 3,491,702.		4,124,564.	-632,862.
b			-7,812.
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			-632,862.
b			-7,812.
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	-640,674.
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))
2010	3,403,572.	28,303,041.	.120255
2009	4,484,110.	27,170,179.	.165038
2008	4,025,407.	35,523,873.	.113316
2007	4,263,459.	46,856,312.	.090990
2006	4,120,131.	47,090,773.	.087493

2 Total of line 1, column (d)	2	.577092
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	.115418
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	25,780,314.
5 Multiply line 4 by line 3	5	2,975,512.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,199.
7 Add lines 5 and 6	7	2,980,711.
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	4,034,732.

**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. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	5,199.
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		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b).		3	5,199.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	5,199.
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 2011 estimated tax payments and 2010 overpayment credited to 2011	6a 4,951.	7	5,951.
b Exempt foreign organizations - tax withheld at source	6b	8	3.
c Tax paid with application for extension of time to file (Form 8868)	6c 1,000.	9	
d Backup withholding erroneously withheld	6d	10	749.
7 Total credits and payments. Add lines 6a through 6d		11	0.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached			
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax 749. Refunded			

**Part VII-A Statements Regarding Activities**

	Yes	No
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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 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? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
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? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) WI		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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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 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		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <b>N/A</b>	13	X	
14	The books are in care of ► <b>JAMES DODSON</b> Telephone no. ► <b>608-754-9090</b> Located at ► <b>P.O. BOX 1990, JANESVILLE, WI</b> ZIP+4 ► <b>53547</b>			
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 ► <b>15</b> <b>N/A</b>			
16	At any time during calendar year 2011, 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 the 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 X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" 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 instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <b>N/A</b>	1b	
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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is <b>not</b> 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.) <b>N/A</b>	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. ►		
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 2011 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 2011.) <b>N/A</b>	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 2011?	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?

6b

X

If "Yes" to 6b, file Form 8870

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

☐ Yes ☒ No

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

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.
ROBERT DODSON 16111 CANARY AVE LA MIRADA, CA 90638	VICE PRES. 1.00	15,000.	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	
All other program-related investments. See instructions.	
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	25,268,196.
b	Average of monthly cash balances	1b	696,893.
c	Fair market value of all other assets	1c	207,819.
d	Total (add lines 1a, b, and c)	1d	26,172,908.
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	26,172,908.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	392,594.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	25,780,314.
6	Minimum investment return. Enter 5% of line 5	6	1,289,016.

**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	1,289,016.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	5,199.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	5,199.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,283,817.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,283,817.
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	1,283,817.

**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	4,034,732.
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	4,034,732.
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	5	5,199.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	4,029,533.

**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.

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**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
<b>1</b> Distributable amount for 2011 from Part XI, line 7				1,283,817.
<b>2</b> Undistributed income, if any, as of the end of 2011				
<b>a</b> Enter amount for 2010 only			0.	
<b>b</b> Total for prior years:		0.		
<b>3</b> Excess distributions carryover, if any, to 2011:				
<b>a</b> From 2006	1,833,985.			
<b>b</b> From 2007	1,972,231.			
<b>c</b> From 2008	2,264,139.			
<b>d</b> From 2009	3,137,687.			
<b>e</b> From 2010	1,998,322.			
<b>f</b> Total of lines 3a through e	11,206,364.			
<b>4</b> Qualifying distributions for 2011 from Part XII, line 4: ► \$ 4,034,732.				
<b>a</b> Applied to 2010, but not more than line 2a			0.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2011 distributable amount				1,283,817.
<b>e</b> Remaining amount distributed out of corpus	2,750,915.			
<b>5</b> Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a) )	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	13,957,279.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.		
<b>c</b> 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.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
<b>f</b> Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2006 not applied on line 5 or line 7	1,833,985.			
<b>9</b> Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	12,123,294.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2007	1,972,231.			
<b>b</b> Excess from 2008	2,264,139.			
<b>c</b> Excess from 2009	3,137,687.			
<b>d</b> Excess from 2010	1,998,322.			
<b>e</b> Excess from 2011	2,750,915.			



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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a Paid during the year</b>				
BELOIT COLLEGE 700 COLLEGE ST BELOIT, WI 53511	N/A	PUBLIC CHARITY	GENERAL PURPOSE	100,000.
COMMUNITY FOUNDATION OF SOUTHERN WISCONSIN INC. 26 SOUTH JACKSON ST JANESVILLE, WI 53548	N/A	PUBLIC CHARITY	RATH FAMILY MERIT SCHOLARSHIP FUND	177,000.
GILDRED YMCA 900 N REFUGIO ROAD SANTA YNEZ, CA 93460	N/A	PUBLIC CHARITY	GENERAL PURPOSE	100,000.
LEUKEMIA AND LYMPHOMA SOCIETY 200 SOUTH EXECUTIVE DR #203 BROOKFIELD, WI 53005	N/A	PUBLIC CHARITY	GENERAL PURPOSE	2,500.
MEDICAL COLLEGE OF WISCONSIN 8701 WATERTOWN PLANK ROAD MILWAUKEE, WI 53226	N/A	PUBLIC CHARITY	GENERAL PURPOSE	507,230.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			<b>3a</b> 3,993,267.
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				<b>3b</b> 0.

**Part XVI-A      Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) 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	141,577.	
4 Dividends and interest from securities				14	598,139.	
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						6,266.
8 Gain or (loss) from sales of assets other than inventory				18	-640,674.	
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.		99,042.	6,266.
13 Total Add line 12, columns (b), (d), and (e)						105,308.

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

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

[illegible]

## Part XVII

## Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- |   |  | Yes   | No |
|---|--|-------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?  |       |    |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of:   |       |    |
|   | (1) Cash   | 1a(1) | X  |
|   | (2) Other assets   | 1a(2) | X  |
| b | Other transactions:  |       |    |
|   | (1) Sales of assets to a noncharitable exempt organization   | 1b(1) | X  |
|   | (2) Purchases of assets from a noncharitable exempt organization   | 1b(2) | X  |
|   | (3) Rental of facilities, equipment, or other assets   | 1b(3) | X  |
|   | (4) Reimbursement arrangements   | 1b(4) | X  |
|   | (5) Loans or loan guarantees   | 1b(5) | X  |
|   | (6) Performance of services or membership or fundraising solicitations   | 1b(6) | X  |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees   | 1c    | X  |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. |       |    |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign  
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

19/18/12  
Date

**VICE PRESIDENT**  
Title

May the IRS discuss this return with the preparer shown below (see instr )?

☒ Yes ☐ No

**Paid  
Preparer  
Use Only**

Print/Type preparer's name <b>LYNN M. GARDINIER, CPA</b>	Preparer's signature <b>LYNN M. GARDINIER</b>	Date <b>08/30/12</b>	Check <input checked="checked" type="checkbox"/> if self-employed	PTIN <b>P00073260</b>
Firm's name ► <b>BAKER TILLY VIRCHOW KRAUSE, LLP</b>			Firm's EIN ► <b>39-0859910</b>	
Firm's address ► <b>500 MIDLAND COURT, PO BOX 8130 JANESVILLE, WI 53547-8130</b>			Phone no. <b>(608)752-5835</b>	

**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
POTOWATAMI AREA BOY SCOUTS 804 BLUEMOUND RD WAUKESHA, WI 53188	N/A	PUBLIC CHARITY	GENERAL PURPOSE	5,000.
SOUTHWEST YMCA 11311 W HOWARD AVE GREENFIELD, WI 53228	N/A	PUBLIC CHARITY	GENERAL PURPOSE	5,000.
ST. FRANCIS CHILDREN'S CENTER 6700 NORTH PORT WASHINGTON RD GLENDALE, WI 53217	N/A	PUBLIC CHARITY	GENERAL PURPOSE	50,000.
UNITED WAY 205 N MAIN ST STE 101 JANESVILLE, WI 53546	N/A	PUBLIC CHARITY	GENERAL PURPOSE	7,500.
UNIVERSITY OF CHICAGO FOUNDATION 5801 SOUTH ELLIS AVE CHICAGO, IL 60637	N/A	PUBLIC CHARITY	GENERAL PURPOSE	658,966.
UNIVERSITY OF OKLAHOMA FOUNDATION 100 TIMBERDELL RD NORMAN, OK 73019	N/A	PUBLIC CHARITY	GENERAL PURPOSE	395,078.
UNIVERSITY OF WISCONSIN CARBONE CANCER CENTER 600 HIGHLAND AVE MADISON, WI 53792	N/A	PUBLIC CHARITY	GENERAL PURPOSE	10,000.
USC MARSHALL SCHOOL OF BUSINESS USC CITIGROUP CENTER LOS ANGELES, CA 90089	N/A	PUBLIC CHARITY	GENERAL PURPOSE	302,796.
UW EAU CLAIRE FOUNDATION 214 SCHOFIELD HALL, 105 GARFIELD AVE., PO BOX 4004 EAU CLAIRE, WI 54702	N/A	PUBLIC CHARITY	GENERAL PURPOSE	101,639.
UW FOUNDATION - GRADUATE BUSINESS 1848 UNIVERSITY AVENUE MADISON, WI 53726	N/A	PUBLIC CHARITY	GENERAL PURPOSE	153,985.
Total from continuation sheets				3,106,537.

**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
UW FOUNDATION - L&S 1848 UNIVERSITY AVENUE MADISON, WI 53726	N/A	PUBLIC CHARITY	GENERAL PURPOSE	153,985.
UW FOUNDATION - LAW SCHOOL 1848 UNIVERSITY AVENUE MADISON, WI 53726	N/A	PUBLIC CHARITY	GENERAL PURPOSE	153,985.
UW FOUNDATION - MEDICAL SCHOOL 1848 UNIVERSITY AVENUE MADISON, WI 53726	N/A	PUBLIC CHARITY	GENERAL PURPOSE	306,126.
UW FOUNDATION - UNDERGRADUATE BUSINESS 1848 UNIVERSITY AVENUE MADISON, WI 53726	N/A	PUBLIC CHARITY	GENERAL PURPOSE	153,985.
UW STOUT 712 SOUTH BROADWAY ST. MENOMONIE, WI 54751	N/A	PUBLIC CHARITY	GENERAL PURPOSE	101,639.
UW WHITEWATER FOUNDATION 800 WEST MAIN STREET WHITEWATER, WI 53190	N/A	PUBLIC CHARITY	GENERAL PURPOSE	101,157.
PREVENTION & PROTECTION OF ABUSED CHILDREN 1570 E. MORELAND BOULEVARD WAUKESHA, WI 53186	N/A	PUBLIC CHARITY	GENERAL PURPOSE	10,000.
WI ASSOCIATION OF INDEPENDENT COLLEGES AND UNIVERSITIES 122 W. WASHINGTON AVE. SUITE 700 MADISON, WI 53703	N/A	PUBLIC CHARITY	GENERAL PURPOSE	425,696.
RIPON COLLEGE 300 SEWARD STREET RIPON, WI 54971	N/A	PUBLIC CHARITY	GENERAL PURPOSE	10,000.
Total from continuation sheets				



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

SOURCE	AMOUNT
INTEREST INCOME	141,577.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	141,577.

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND INCOME	598,139.	0.	598,139.
TOTAL TO FM 990-PF, PART I, LN 4	598,139.	0.	598,139.

## 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	6,266.	4,606.	
TOTAL TO FORM 990-PF, PART I, LINE 11	6,266.	4,606.	

## FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES	33,603.	25,202.		8,401.
TO FORM 990-PF, PG 1, LN 16B	33,603.	25,202.		8,401.

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	55,000.	41,250.		13,750.
CONSULTING FEES	100,000.	100,000.		0.
TO FORM 990-PF, PG 1, LN 16C	155,000.	141,250.		13,750.

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.
FOREIGN TAXES	3,287.	2,465.		822.
FEDERAL EXCISE TAX	267.	200.		67.
TO FORM 990-PF, PG 1, LN 18	6,997.	5,247.		1,750.

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	505.	379.		126.
FREIGHT/POSTAGE	220.	165.		55.
TO FORM 990-PF, PG 1, LN 23	725.	544.		181.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	8
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DESCRIPTION	AMOUNT
DECREASE OF INVESTMENTS TO MARKET VALUE	417,418.
TOTAL TO FORM 990-PF, PART III, LINE 5	417,418.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ANTIQUES	COST	91,300.	91,300.
INVESTMENT IN 4-G INVESTMENT GROUP PARTNERSHIP	COST	32,129.	32,129.
DAIN RAUSCHER FUNDS	FMV	23,363,853.	23,363,853.
WILC PARTNERSHIP	COST	4,411.	4,411.
TOTAL TO FORM 990-PF, PART II, LINE 13		23,491,693.	23,491,693.

FORM 990-PF	OTHER ASSETS	STATEMENT	10
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
PREPAID INCOME TAXES	3,071.	6,663.	6,663.
ACCRUED INTEREST RECEIVABLE	10,482.	11,746.	11,746.
TO FORM 990-PF, PART II, LINE 15	13,553.	18,409.	18,409.

The Rath Foundation, Inc  
Gain (Loss) Summary - Tax  
Tax Year 2011  
FEIN. 39-1657654

Description	Date Acqd	Date Sold	Sales Price	Cost	Gain (Loss)
<b><u>Dain Rauscher Account</u></b>					
2000000 SHRS OF COUNTRYWIDE HOME LOAN	9/15/2010	1/25/2011	5,166.19	5,088.71	77.48
2000000 SHRS OF COUNTRYWIDE HOME LOAN	9/15/2010	2/25/2011	3,889.18	3,830.84	58.34
2000000 SHRS OF COUNTRYWIDE HOME LOAN	9/15/2010	3/25/2011	3,870.59	3,812.54	58.05
2000000 SHRS OF COUNTRYWIDE HOME LOAN	9/15/2010	4/25/2011	3,924.02	3,865.16	58.86
2000000 SHRS OF COUNTRYWIDE HOME LOAN	9/15/2010	5/25/2011	8,055.44	7,934.61	120.83
2000000 SHRS OF COUNTRYWIDE HOME LOAN	9/15/2010	6/25/2011	8,506.55	8,378.96	127.59
2000000 SHRS OF COUNTRYWIDE HOME LOAN	9/15/2010	7/25/2011	6,241.31	6,147.70	93.61
2000000 SHRS OF COUNTRYWIDE HOME LOAN	9/15/2010	8/25/2011	2,617.37	2,578.12	39.25
2400000 SHRS OF CSFB MORTGAGE-BACKED	12/7/2010	1/25/2011	21,977.81	21,648.14	329.67
2400000 SHRS OF CSFB MORTGAGE-BACKED	12/7/2010	2/25/2011	4,989.63	4,914.78	74.85
2400000 SHRS OF CSFB MORTGAGE-BACKED	12/7/2010	3/25/2011	5,692.30	5,606.91	85.39
2400000 SHRS OF CSFB MORTGAGE-BACKED	12/7/2010	4/25/2011	12,464.97	12,278.00	186.97
2400000 SHRS OF CSFB MORTGAGE-BACKED	12/7/2010	5/25/2011	9,957.51	9,808.14	149.37
2400000 SHRS OF CSFB MORTGAGE-BACKED	12/7/2010	6/25/2011	18,378.79	18,103.11	275.68
2400000 SHRS OF CSFB MORTGAGE-BACKED	12/7/2010	7/25/2011	13,321.27	13,121.45	199.82
2400000 SHRS OF CSFB MORTGAGE-BACKED	12/7/2010	8/25/2011	1,608.21	1,584.09	24.12
2400000 SHRS OF CSFB MORTGAGE-BACKED	12/7/2010	9/25/2011	4,959.51	4,885.11	74.40
2400000 SHRS OF CSFB MORTGAGE-BACKED	12/7/2010	10/25/2011	10,141.59	9,989.46	152.13
2400000 SHRS OF CSFB MORTGAGE-BACKED	12/7/2010	11/25/2011	3,410.24	3,359.08	51.16
806000 SHRS OF CSFB MORTGAGE-BACKED	9/7/2010	1/25/2011	4,469.55	4,463.97	5.58
806000 SHRS OF CSFB MORTGAGE-BACKED	9/7/2010	2/25/2011	1,775.15	1,772.93	2.22
806000 SHRS OF CSFB MORTGAGE-BACKED	9/7/2010	3/25/2011	1,783.90	1,781.67	2.23
806000 SHRS OF CSFB MORTGAGE-BACKED	9/7/2010	4/25/2011	1,792.69	1,790.45	2.24
806000 SHRS OF CSFB MORTGAGE-BACKED	9/7/2010	5/25/2011	12,749.31	12,733.37	15.94
806000 SHRS OF CSFB MORTGAGE-BACKED	9/7/2010	6/25/2011	1,726.39	1,724.23	2.16
806000 SHRS OF CSFB MORTGAGE-BACKED	9/7/2010	7/25/2011	1,734.91	1,732.74	2.17
806000 SHRS OF CSFB MORTGAGE-BACKED	9/7/2010	8/25/2011	1,750.04	1,747.86	2.18
2000000 SHRS OF MASTR ALTERNATIVE LOANS TF	3/16/2011	4/25/2011	3,937.60	3,935.14	2.46
2000000 SHRS OF MASTR ALTERNATIVE LOANS TF	3/16/2011	5/25/2011	1,950.83	1,949.62	1.21
2000000 SHRS OF MASTR ALTERNATIVE LOANS TF	3/16/2011	6/25/2011	2,105.21	2,103.90	1.31
2000000 SHRS OF MASTR ALTERNATIVE LOANS TF	3/16/2011	7/25/2011	9,559.40	9,553.43	5.97
2000000 SHRS OF MASTR ALTERNATIVE LOANS TF	3/16/2011	8/25/2011	4,455.61	4,452.84	2.77
2000000 SHRS OF MASTR ALTERNATIVE LOANS TF	3/16/2011	9/25/2011	9,485.62	9,479.69	5.93
2000000 SHRS OF MASTR ALTERNATIVE LOANS TF	3/16/2011	10/25/2011	5,048.61	5,045.46	3.15
2000000 SHRS OF MASTR ALTERNATIVE LOANS TF	3/16/2011	11/25/2011	1,933.24	1,932.03	1.21
2000000 SHRS OF MASTR ALTERNATIVE LOANS TF	3/16/2011	12/25/2011	471.22	470.93	0.29
5000 SHRS OF SPDR S&P 500 EFT TR	12/21/2010	12/13/2011	622,682.53	626,388.09	(3,705.56)
76631 SHRS OF WTS IMPERIAL CREDIT	10/30/2010	3/7/2011	-	-	-
2000000 SHRS OF COUNTRYWIDE HOME LOAN	9/15/2010	9/25/2011	2,543.63	2,505.49	38.14
2000000 SHRS OF COUNTRYWIDE HOME LOAN	9/15/2010	10/25/2011	3,685.35	3,630.08	55.27
2000000 SHRS OF COUNTRYWIDE HOME LOAN	9/15/2010	11/25/2011	4,561.86	4,493.43	68.43
2000000 SHRS OF COUNTRYWIDE HOME LOAN	9/15/2010	12/25/2011	2,963.12	2,918.67	44.45
2400000 SHRS OF CSFB MORTGAGE-BACKED	12/7/2010	12/25/2011	4,324.08	4,259.22	64.86
806000 SHRS OF CSFB MORTGAGE-BACKED	9/7/2010	9/25/2011	1,758.66	1,756.46	2.20
806000 SHRS OF CSFB MORTGAGE-BACKED	9/7/2010	10/25/2011	16,166.05	16,145.84	20.21
806000 SHRS OF CSFB MORTGAGE-BACKED	9/7/2010	11/25/2011	1,642.39	1,640.33	2.06
806000 SHRS OF CSFB MORTGAGE-BACKED	9/7/2010	12/25/2011	7,773.52	7,763.81	9.71
2500 SHRS OF GENERAL ELECTRIC CO	2/1/2002	5/17/2011	48,964.68	91,251.25	(42,286.57)
50000 SHRS OF GENERAL ELECTRIC CO	3/17/2003	5/17/2011	979,293.50	1,569,500.00	(590,206.50)
2500 SHRS OF GENERAL ELECTRIC CO	3/17/2003	5/17/2011	48,964.68	65,460.38	(16,495.70)
20000 SHRS OF GENERAL ELECTRIC CO	3/18/2009	5/17/2011	391,717.40	208,012.00	183,705.40
1250 SHRS OF HOME DEPOT INC	5/18/2006	4/19/2011	47,296.76	48,284.63	(987.87)
15000 SHRS OF HOME DEPOT INC	5/18/2006	4/19/2011	567,561.15	579,403.50	(11,842.35)
2500 SHRS OF INTEL CORP	3/2/2004	5/17/2011	58,029.20	75,101.50	(17,072.30)
20000 SHRS OF INTEL CORP	3/2/2004	5/17/2011	464,233.60	600,806.00	(136,572.40)
8000 SHRS OF OIL SVC HOLDRS TR	10/2/2008	2/28/2011	242.06	242.06	-
8000 SHRS OF OIL SVC HOLDRS TR	10/2/2008	2/28/2011	1,396.39	1,396.39	-
			<b>3,491,702.37</b>	<b>4,124,564.30</b>	<b>(632,861.93)</b>

**Capital Gains from Pass-Throughs**

4-G Investment Group K-1 (LT)

4-G Investment Group K-1 (1231 Gain)

(9,130.00)

1,318.00

(7,812.00)

TOTAL

(640,673.93)